



NCBankers
ASSOCIATION
Strong Banks, Strong Communities



The State of Banking: 2026 Mid-Year Review

June 30th, 2026

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Stifel Co-Head of Investment Banking*



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01 The Industry

02 The Stocks

03 The Deals

04 Top 10 Industry Trends

05 Ask AI

T The Industry



Industry Backdrop



The Banking Industry Is in Great Shape

*Balance Sheets
Are Solid*

*Profitability Is
Strong*

*D.C. Is
Supportive*



Bank Stocks Have Had a Rough Decade, but Have Led More Recently

*Large Banks
Have Outperformed*

*ROATCE Targets
in Focus*



Long-Term Trends Are Manifesting

*Non-Bank Players
Taking Scale*

*Scale Is Being
Rewarded*

*Tech Spend
Is Impactful*



Recent Market Developments

Recent Headlines Impacting Markets

WSJ

U.S. and Iran Have Reached a Deal to Stop Fighting, Reopen Shipping

Treasury Yields Rise on Hawkish New Fed

CNBC

Fed Signals Shift At June Meeting With Markets Pricing In 2026 Hike

Core inflation rate hit 3.4% in May, highest since October 2023, Fed's preferred gauge shows

Bloomberg

Oil Declines After US-Iran Deal Progress, Sanctions Waiver

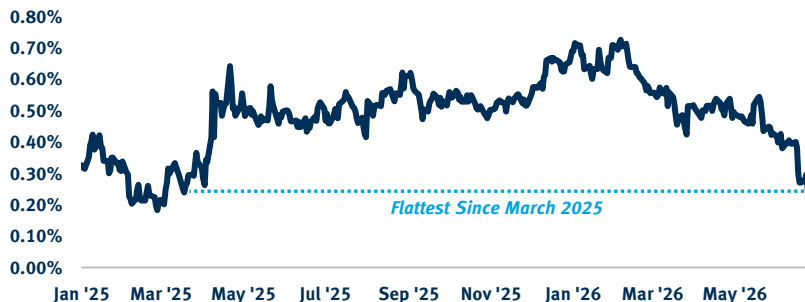
Fed Officials Edge Closer to Rate Hikes as Warsh Takes Helm

Forbes

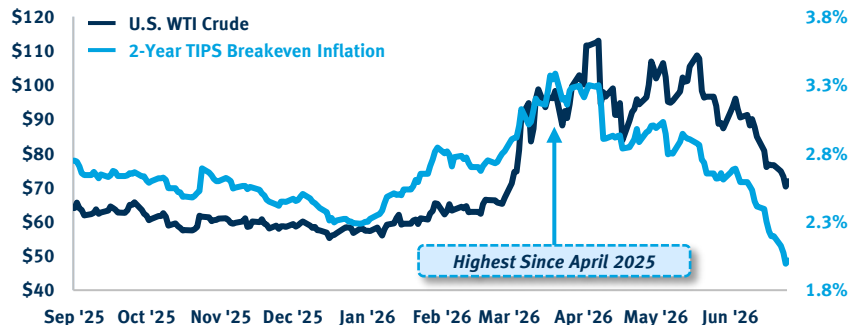
Treasury yields edge higher as traders weigh rate outlook, fresh Iran tensions

U.S. payrolls rose by 172,000 in May, much more than expected; unemployment at 4.3%

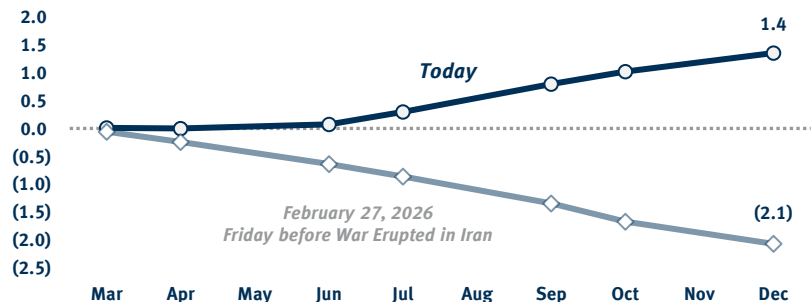
2-Year, 10-Year Treasury Yield Spread



Crude Oil and Breakeven Inflation



Number of 2026 Fed Hikes (Cuts) Implied by Futures



Q1 Was Different From Start to Finish

Start of Q1 2026

- ✓ Lower Rates
- ✓ Healthy Yield Curve
- ✓ Regulatory Greenlight
- ✓ Strong Loan Growth
- ✓ Strong EPS Growth
- ✓ Capital Return
- ✓ Active M&A

*Quarter-End Dynamics
Departed From
Early Trends*

End of Q1 2026

- Military Action
- \$100 Oil
- Fiscal Uncertainty
- Tariff Uncertainty
- Election Uncertainty
- Higher for Longer
- Flatter Yield Curve

Bank Fundamentals Pivoted in 2025

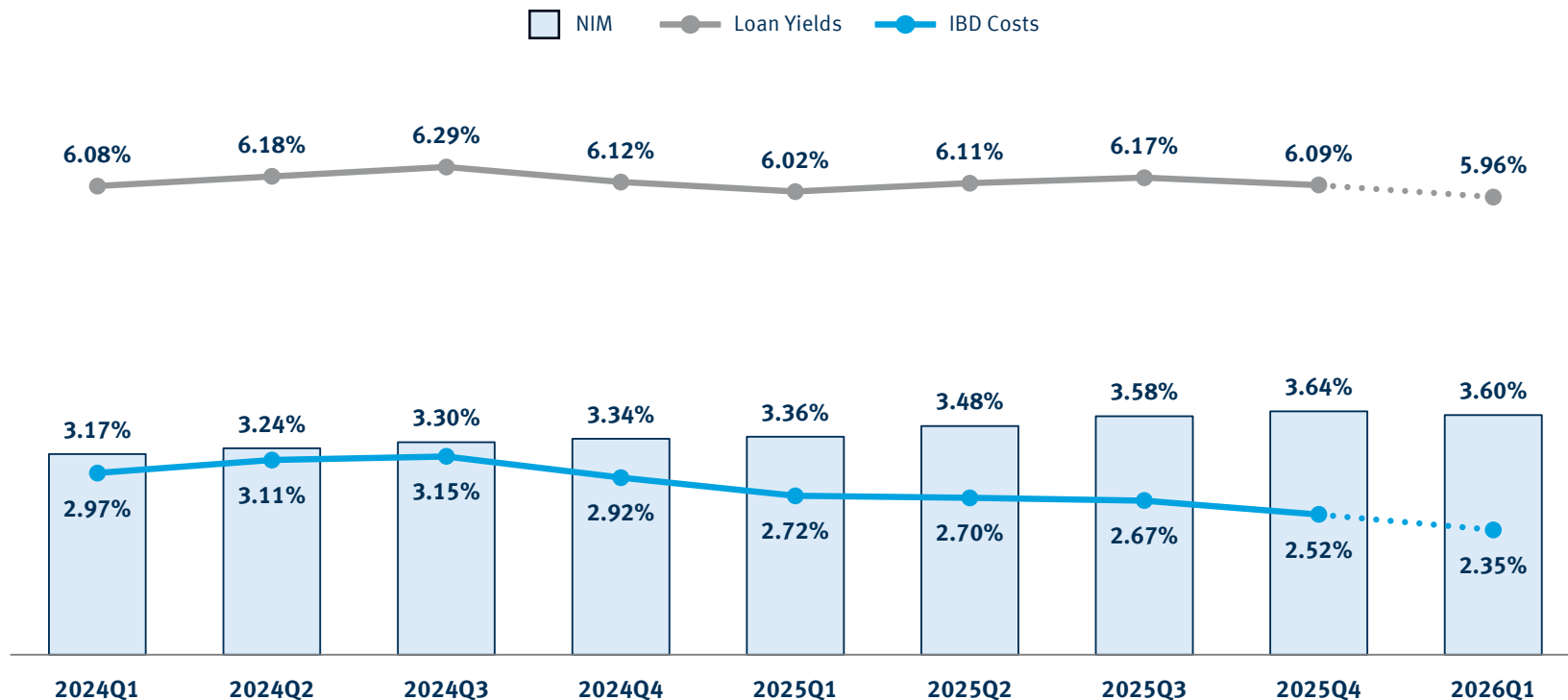
Best Outlook in Years

	'24	'25	'26Q1	'26E	'27E	
Growth						
Loans	3%	6%	3%	5%	5%	
Deposits	3%	5%	5%	5%	5%	
NIM Delta	(0.10%)	0.24%	(0.04%)	0.12%	0.03%	
Net Interest Income	0%	12%	12%	10%	6%	→ <i>Growth Has Returned</i>
EPS	(2%)	17%	22%	12%	9%	
Profitability						
Efficiency Ratio	61.2%	58.3%	57.5%	56.4%	55.4%	
Expense / Avg Assets	2.32%	2.37%	2.37%	2.38%	2.35%	
PTPP ROAA	1.48%	1.68%	1.73%	1.80%	1.87%	
ROAA	1.03%	1.17%	1.23%	1.25%	1.28%	→ <i>Improving Profitability</i>
ROATCE	13.1%	13.8%	13.9%	14.3%	14.0%	
Credit Quality						
Provision / Avg Loans	0.19%	0.20%	0.16%	0.19%	0.22%	
NCOs / Avg Loans	0.16%	0.18%	0.14%	0.17%	0.17%	→ <i>Industry Is Overearning on Credit</i>
Reserves / Loans	1.22%	1.21%	1.21%	1.20%	1.18%	
Capital and Dividends						
TCE / TA	8.7%	9.0%	9.0%	9.4%	9.8%	
Total Payout Ratio	43%	49%	42%	42%	39%	→ <i>Excess Capital Building & Capital Return Ready to Ramp</i>
Dividend Payout Ratio	34%	31%	31%	30%	29%	

Repricing Dynamics May Start Coming to Light

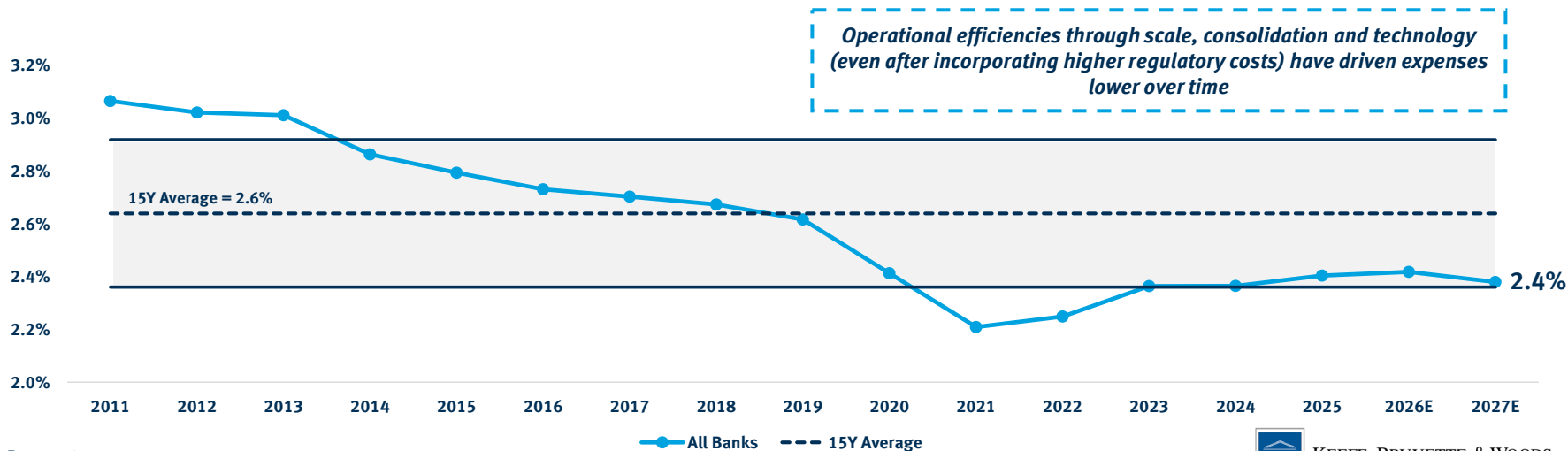
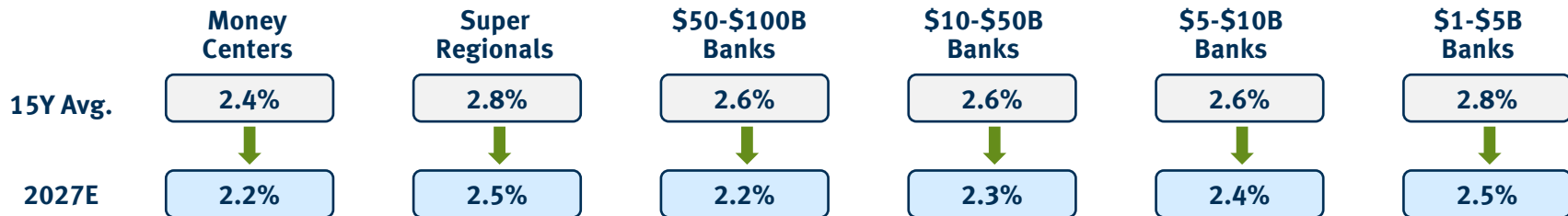
Is NIM Peaking?

Cost Spread Between Deposit Costs and Loan Yield Inflected for the First Time Since 2024



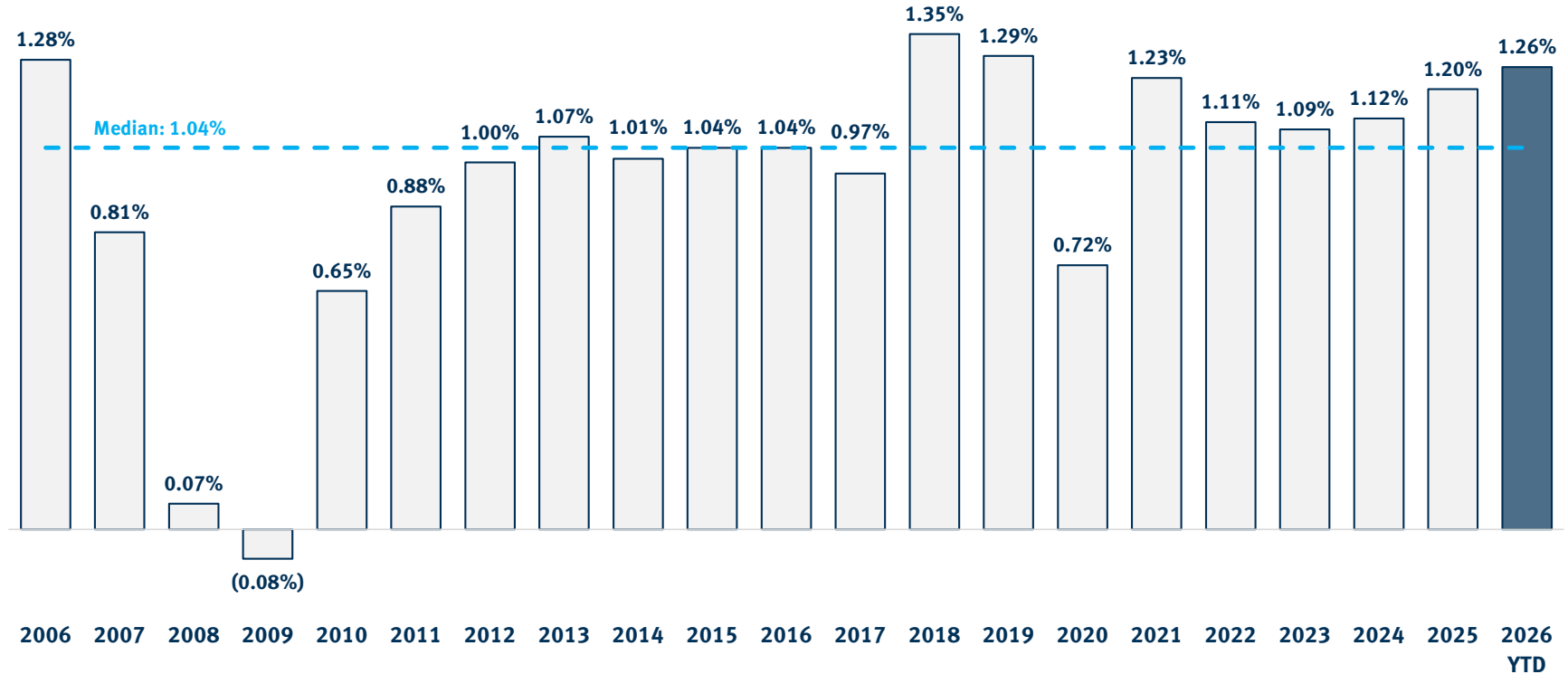
The Industry Is Maintaining Operating Leverage

Noninterest Expense / Avg. Assets (%)



The Industry Has Proven Resilient

Historical Industry Average ROAA



Source: FDIC

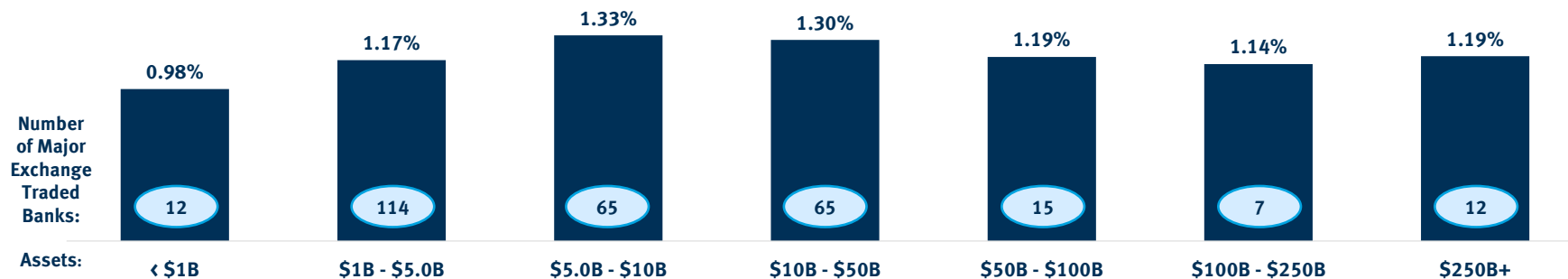
Note: 2026YTD ROAA as of 03/31/2026



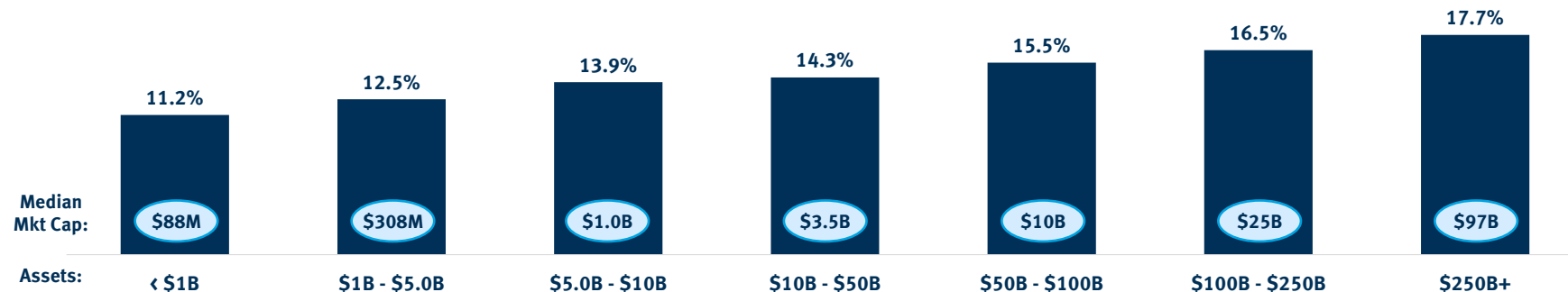
Profitability Scales

2027 Forward Outlook

2027E ROAA (%)



2027E ROATCE (%)



Source: S&P Capital IQ Pro and FactSet; Market data as of 06/24/2026

Page 12

Note: Estimates per FactSet consensus estimates

Note: Includes major exchange traded banks headquartered in the U.S.; Excludes merger targets and mutual holding companies



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There Is Much Optimism in the Industry

Commentary

WELLS
FARGO



"The reason why we have the confidence that we have is because we're seeing these KPIs across every one of our businesses growing in a reasonable way."

Charlie Scharf - CEO

PNC



"Corporate activity is very strong. So much better credit this year than last year, healthy consumer, strong corporates... in the moment, things feel really good."

Bill Demchak - CEO

Huntington



"In my career, **the banks have never been stronger** – better capital, better discipline in terms of credit risk management and overall risk management."

Stephen Steinour - CEO

FIRST
HORIZON



"We haven't seen pipelines this strong since the '21 - '22 time frame when rates were essentially 0."

Bryan Jordan - CEO

T The Stocks

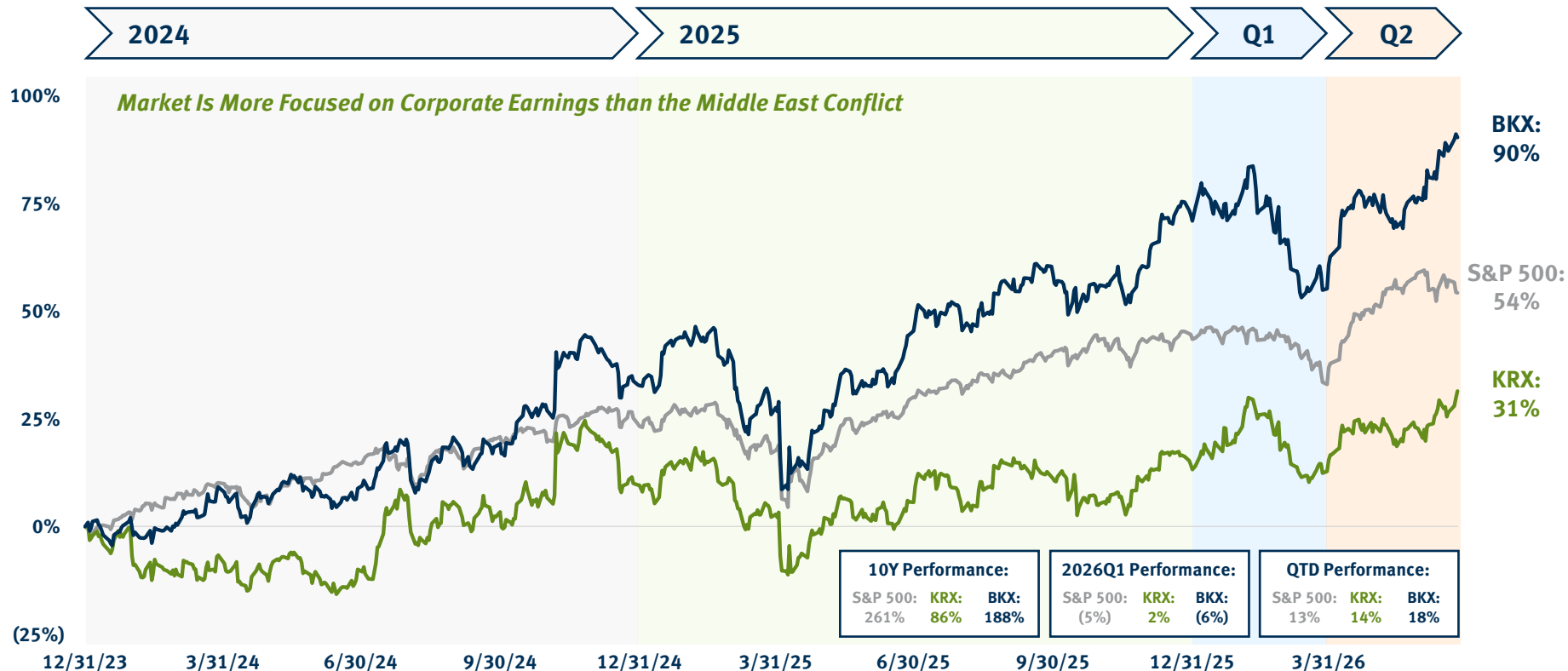


Financial Stocks Are Important

S&P Global 1200			
	3 Yrs Ago (as of 6/23/2023)	Current (as of 6/24/2026)	Delta (Current vs. 3 Yrs Ago)
Information Technology	22.4%	32.9%	10.5%
Financials	14.8%	15.8%	1.1%
Industrials	10.4%	10.6%	0.2%
Consumer Discretionary	11.2%	8.8%	(2.4%)
Health Care	12.7%	8.2%	(4.5%)
Communication Services	7.7%	8.0%	0.3%
Consumer Staples	7.5%	4.9%	(2.6%)
Energy	4.5%	3.5%	(1.0%)
Materials	4.2%	3.2%	(1.0%)
Utilities	2.7%	2.4%	(0.3%)
Real Estate	2.0%	1.6%	(0.4%)
Total	100.0%	100.0%	

S&P 500			
	3 Yrs Ago (as of 6/23/2023)	Current (as of 6/24/2026)	Delta (Current vs. 3 Yrs Ago)
Information Technology	28.1%	37.6%	9.5%
Financials	12.4%	12.0%	(0.4%)
Communication Services	8.6%	9.7%	1.2%
Consumer Discretionary	10.6%	9.3%	(1.4%)
Industrials	8.4%	8.9%	0.5%
Health Care	13.7%	8.8%	(4.9%)
Consumer Staples	6.8%	4.8%	(2.0%)
Energy	4.0%	3.1%	(1.0%)
Utilities	2.6%	2.3%	(0.4%)
Real Estate	2.4%	1.9%	(0.5%)
Materials	2.5%	1.9%	(0.6%)
Total	100.0%	100.0%	

The Market Is at Record Highs



Source: FactSet; Market data as of 06/24/2026

Page 16

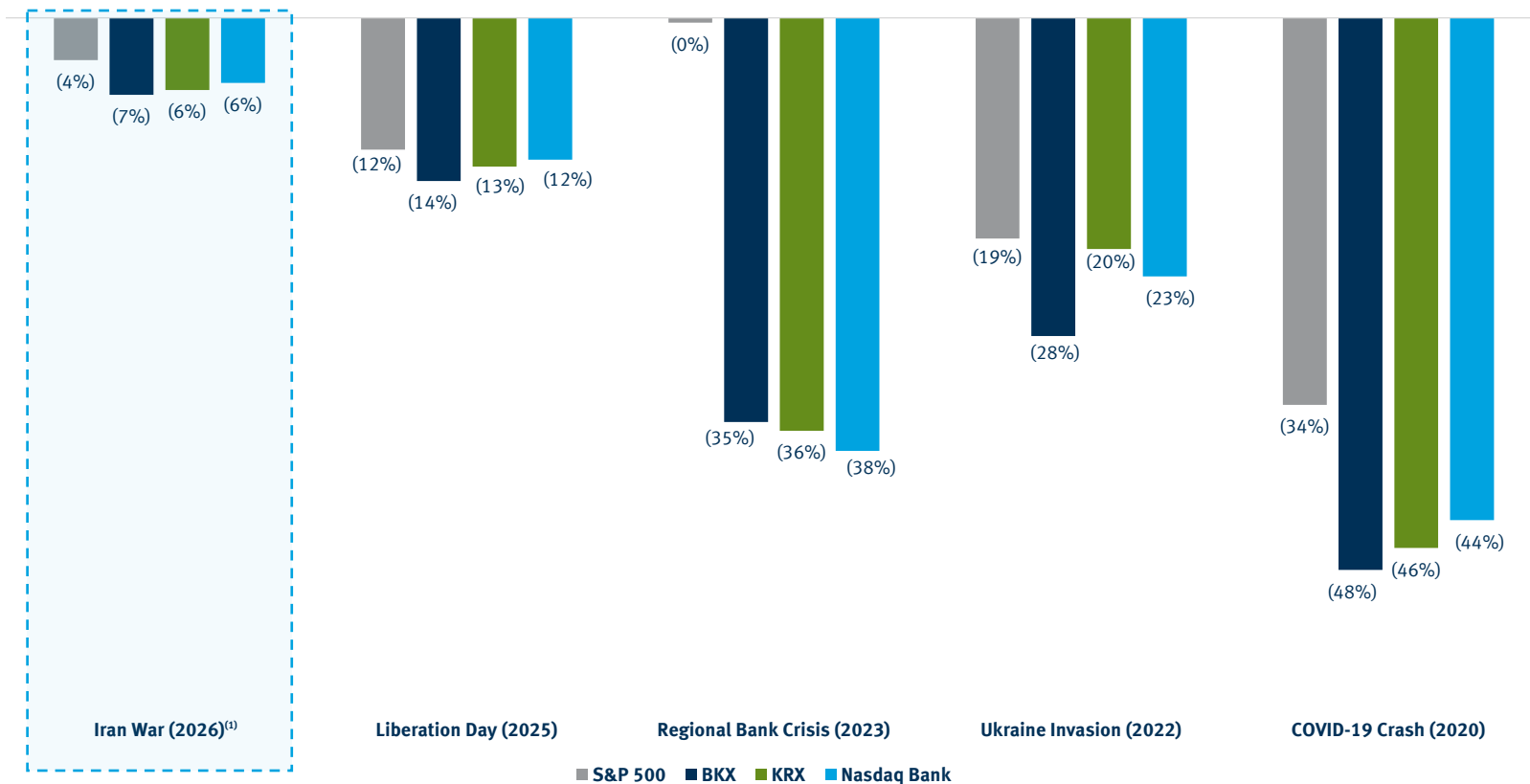
Note: KBW NASDAQ Regional Banking Index (KRX) includes 50 U.S. regional banks or thrifts with assets between ~\$12 billion and ~\$87 billion

Note: KBW NASDAQ Bank Index (BKX) includes 24 banking stocks representing the large U.S. national money centers, regional banks or thrifts with assets between ~\$83 billion and ~\$5 trillion



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Stocks Held on Relatively Well Compared to Prior Downturns



Source: S&P Capital IQ Pro; Market data as of 06/24/2026
 Note: Performance represents pre-event index value through KRX low

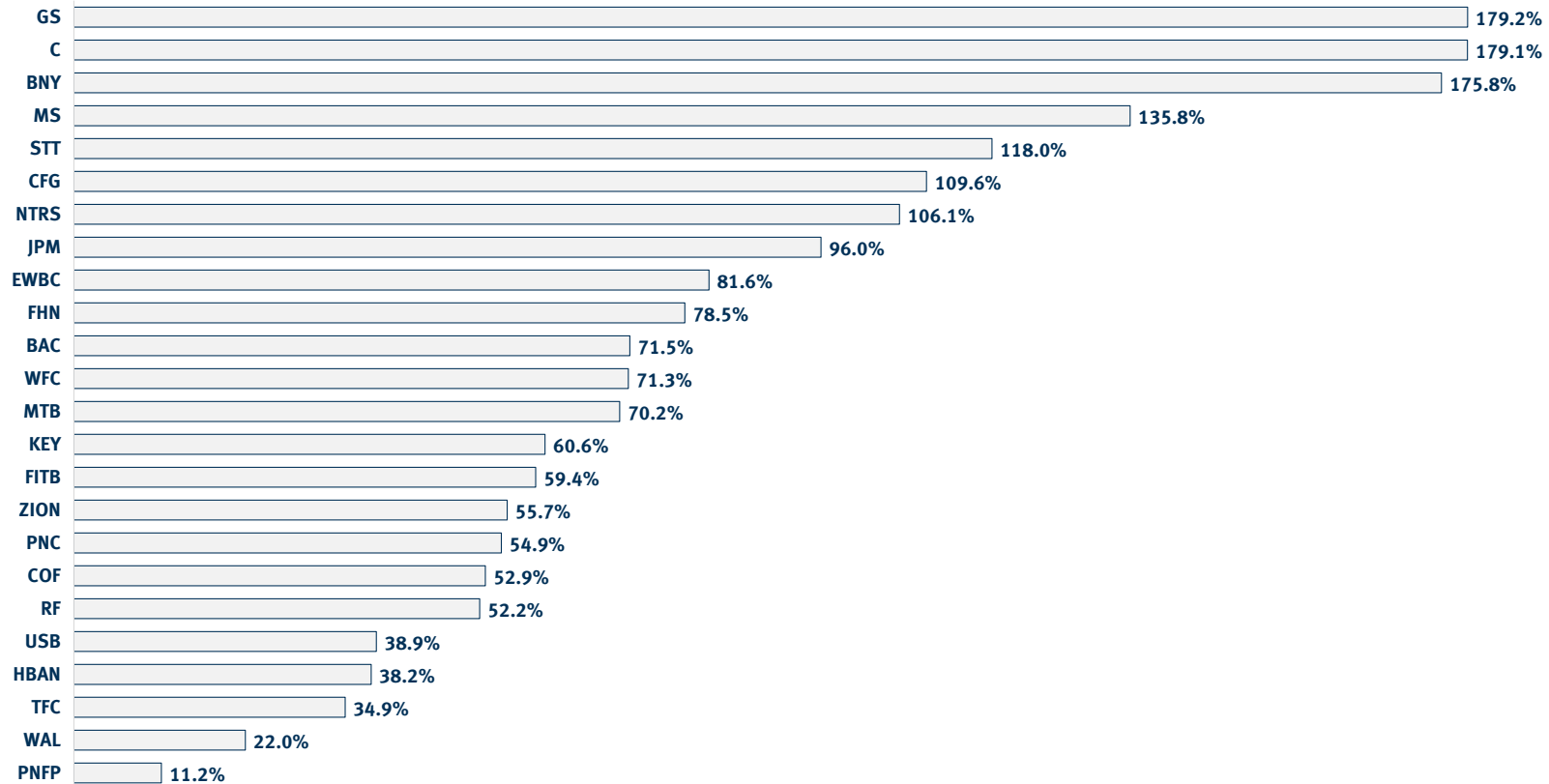
Page 17

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 Note: KBW NASDAQ Bank Index (BKX) includes 24 banking stocks representing the large U.S. national money centers, regional banks or thrifts with assets between ~\$83 billion and ~\$5 trillion
 (1) Represents price performance from 02/27/2026 to 03/18/2026, the day prior to the onset of the Iran war to the KRX low since the start of the conflict



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BKX Price Return Since 2024



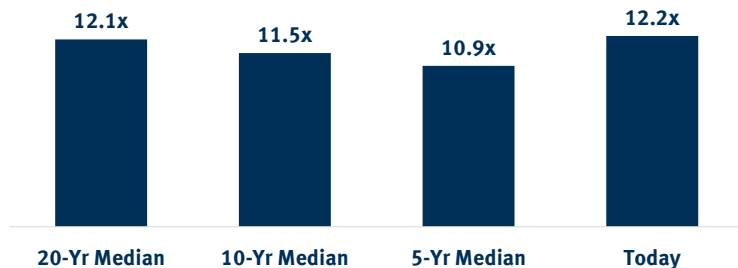
KRX Price Performance Since Inception



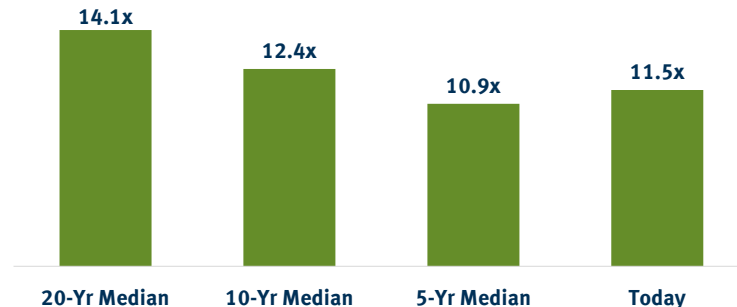
Large Cap Valuations Now Exceed Regionals

Price / NTM EPS (x)

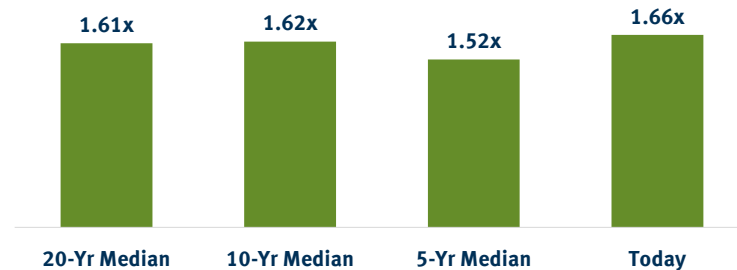
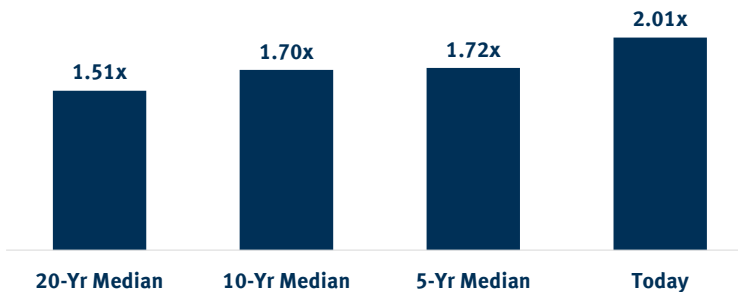
BKX



KRX



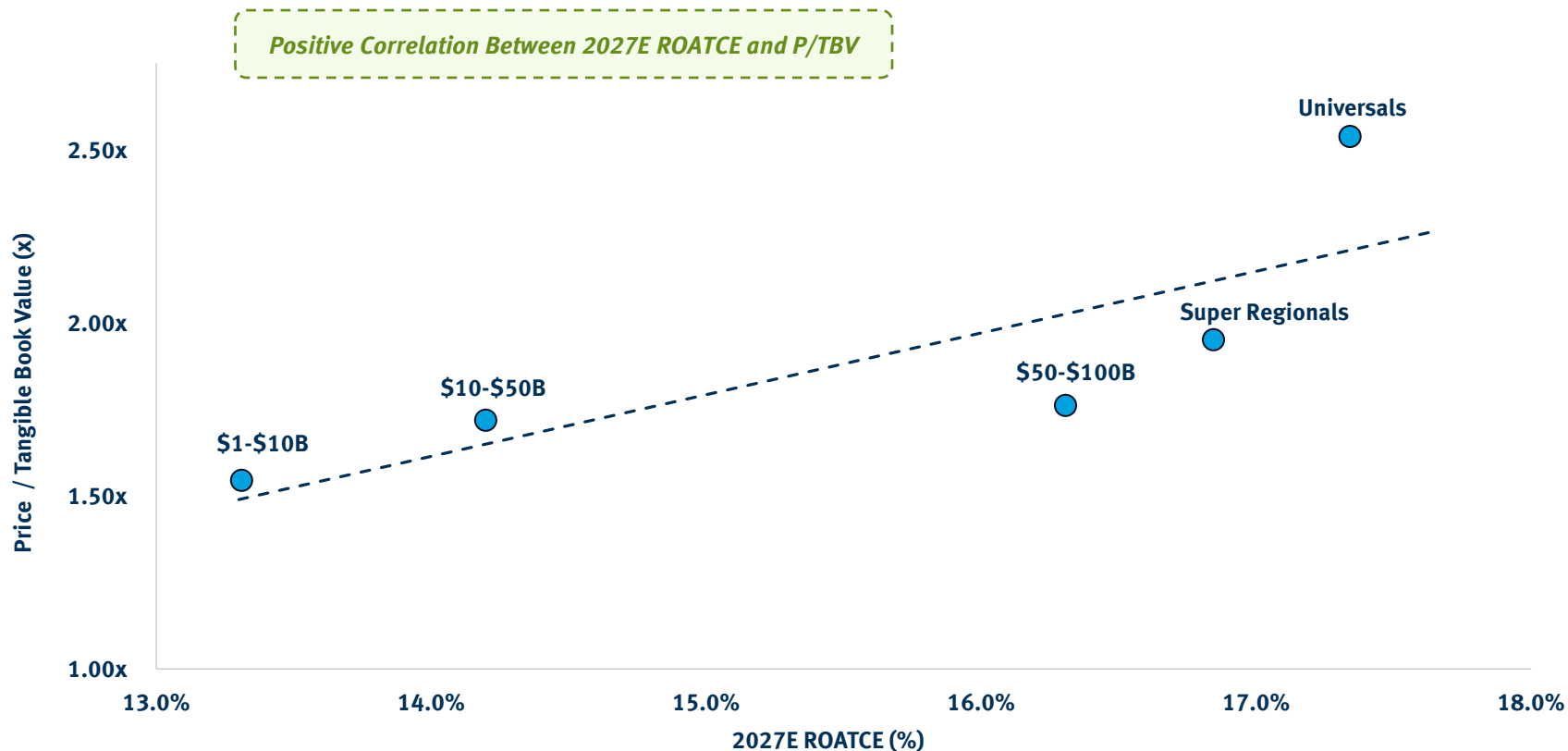
Price / Tangible Book Value (x)



Source: S&P Capital IQ Pro and FactSet; Market data as of 06/24/2026



Performance Is Correlated With Valuation

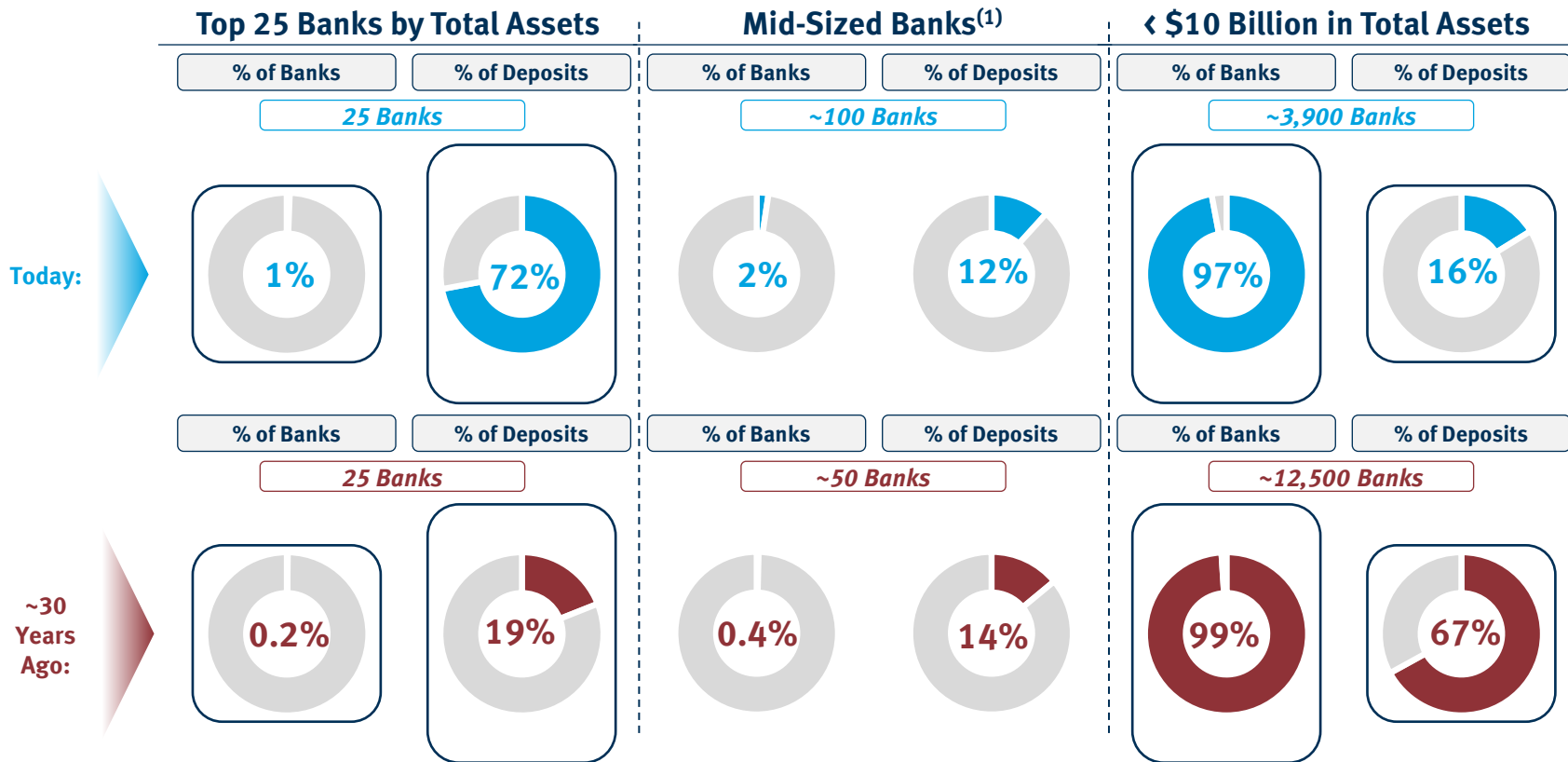


T The Deals



Deposit Market Share Is Moving as Number of Banks Declines

A Barbell Has Been Created



Source: FDIC and S&P Capital IQ Pro

Note: "Today" financial data as of 03/31/2026 and excludes merger targets and mutual holding companies; "~30 Years Ago" data as of 12/31/1994; Totals may not sum due to rounding

Page 23

Note: Company size based on assets and not pro forma for pending acquisitions

(1) Defined as all banks greater than \$10 billion in assets and not in the top 25 banks by asset size



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Top 20 U.S. Banking Companies

Top 20 U.S. Banks by Assets 2 Years Ago

	Institution	Assets (\$B)	Market Cap. (\$B)	U.S. DMS Rank
1.	JPMorganChase	\$4,091	\$577	1
2.	BANK OF AMERICA	3,274	299	2
3.	citi	2,433	121	4
4.	WELLS FARGO	1,959	207	3
5.	US bancorp	684	70	5
6.	PNC	566	64	6
7.	TRUIST	535	52	7
8.	Citizens	220	17	12
9.	First Citizens BancShares	218	24	17
10.	M&T	215	24	14
11.	FIFTH THIRD	215	25	13
12.	Huntington	194	20	15
13.	KeyBank	187	15	16
14.	REGIONS	155	19	19
15.	flagstar	113	3	21
16.	ZIONS BANCORPORATION	87	6	23
17.	FIRST HORIZON	82	9	26
18.	Western Alliance Bancorporation	77	7	30
19.	Webster Bank	76	9	28
20.	POPULAR	71	6	27

Top 20 U.S. Banks Today

	Institution	Assets (\$B)	Market Cap. (\$B)	U.S. DMS Rank
1.	JPMorganChase	\$4,900	\$809	1
2.	BANK OF AMERICA	3,496	364	2
3.	citi	2,778	214	4
4.	WELLS FARGO	2,206	232	3
5.	US bancorp	701	85	5
6.	PNC	603	87	7
7.	TRUIST	549	60	8
8.	FIFTH THIRD	297	44	11
9.	Huntington	285	32	12
10.	First Citizens BancShares	236	23	16
11.	Citizens	228	27	14
12.	M&T	215	31	15
13.	KeyBank	189	23	17
14.	REGIONS	161	23	19
15.	Pinnacle Financial Services	123	15	21
16.	Western Alliance Bancorporation	99	8	24
17.	ZIONS BANCORPORATION	88	9	23
18.	flagstar	87	6	25
19.	FIRST HORIZON	84	11	27
20.	EAST WEST BANK	83	17	28

Source: S&P Capital IQ Pro and FactSet; Excludes banks with specialty business models and banks headquartered outside the U.S.

Page 24

Note: Top U.S. banks 2 years ago based on assets as of 03/31/2024; Deposit market share data as of 06/30/2023 shown on original basis

Note: Top U.S. banks Today based on assets as of 03/31/2026; Deposit U.S. market share data as of 06/30/2025, shown on pro forma basis



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Global Banks Ranked by Size (Top 20)

Current Rank	Previous Rank	Company	Headquarters	Total Assets Year End 2025 (\$bn)
1	1	Industrial & Commercial Bank of China	China	7,646
2	2	Agricultural Bank of China	China	6,975
3	3	China Construction Bank	China	6,524
4	4	Bank of China	China	5,484
5	5	JPMorgan Chase	United States	4,425
6	6	Bank of America	United States	3,412
7 ▲	8	BNP Paribas	France	3,279
8 ▼	7	HSBC Holdings Plc	United Kingdom	3,212
9	9	Crédit Agricole	France	3,149
10 ▲	11	Postal Savings Bank of China	China	2,671
11 ▼	10	Mitsubishi UFJ Financial Group	Japan	2,667
12	12	Citigroup	United States	2,622
13 ▲	16	Banco Santander	Spain	2,252
14 ▼	13	Bank of Communications	China	2,223
15	15	Wells Fargo	United States	2,149
16 ▲	17	Barclays	United Kingdom	2,078
17 ▼	14	SMBC Group	Japan	2,020
18	22	Société Générale	France	1,987
19	18	Mizuho Financial Group	Japan	1,898
20	20	China Merchants Bank	China	1,869

Source: Per S&P Capital IQ Pro research report titled: "The World's 100 Largest Banks by assets, 2026" published on 04/29/2026; Previous ranks as of 04/08/2025

Page 25

Note: Total assets as of 12/31/2025

Note: Data shown pro forma for announced or pending transactions as of 12/31/2025; Data reported in native currencies and converted to U.S. dollars using end-of-period exchange rates



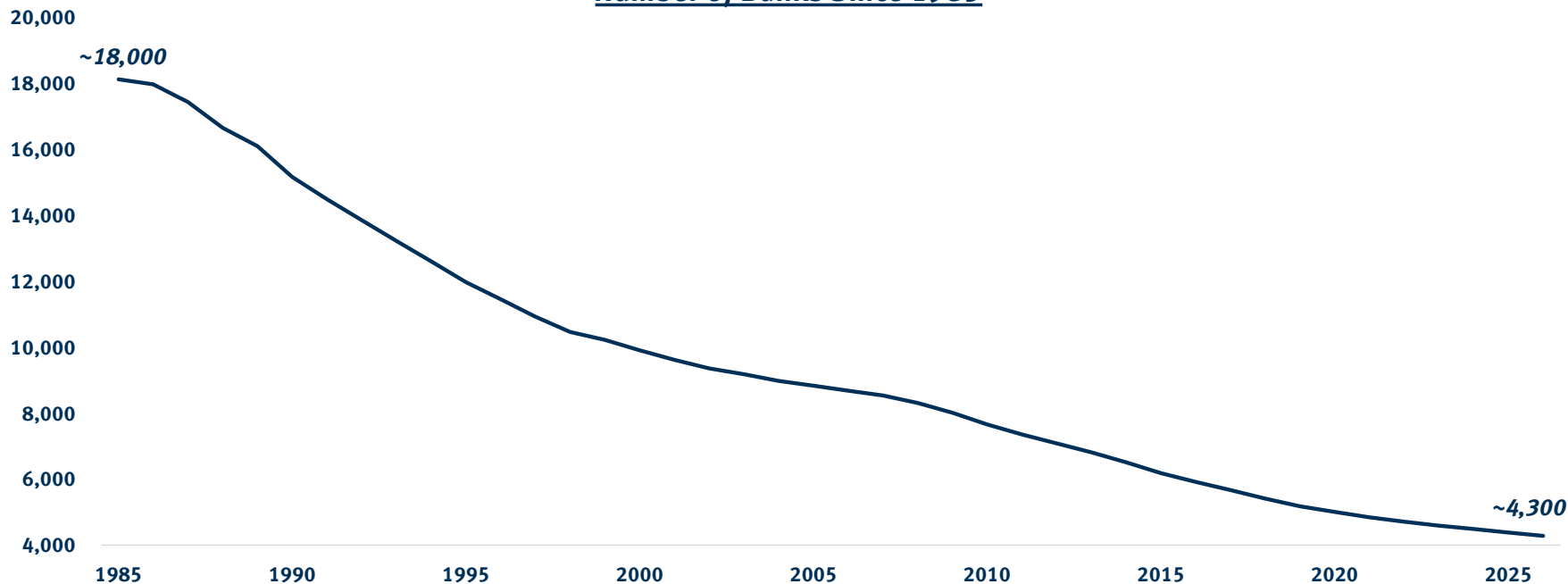
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Consolidation Continues to Be a Common Theme

'85: Interstate Banking Act

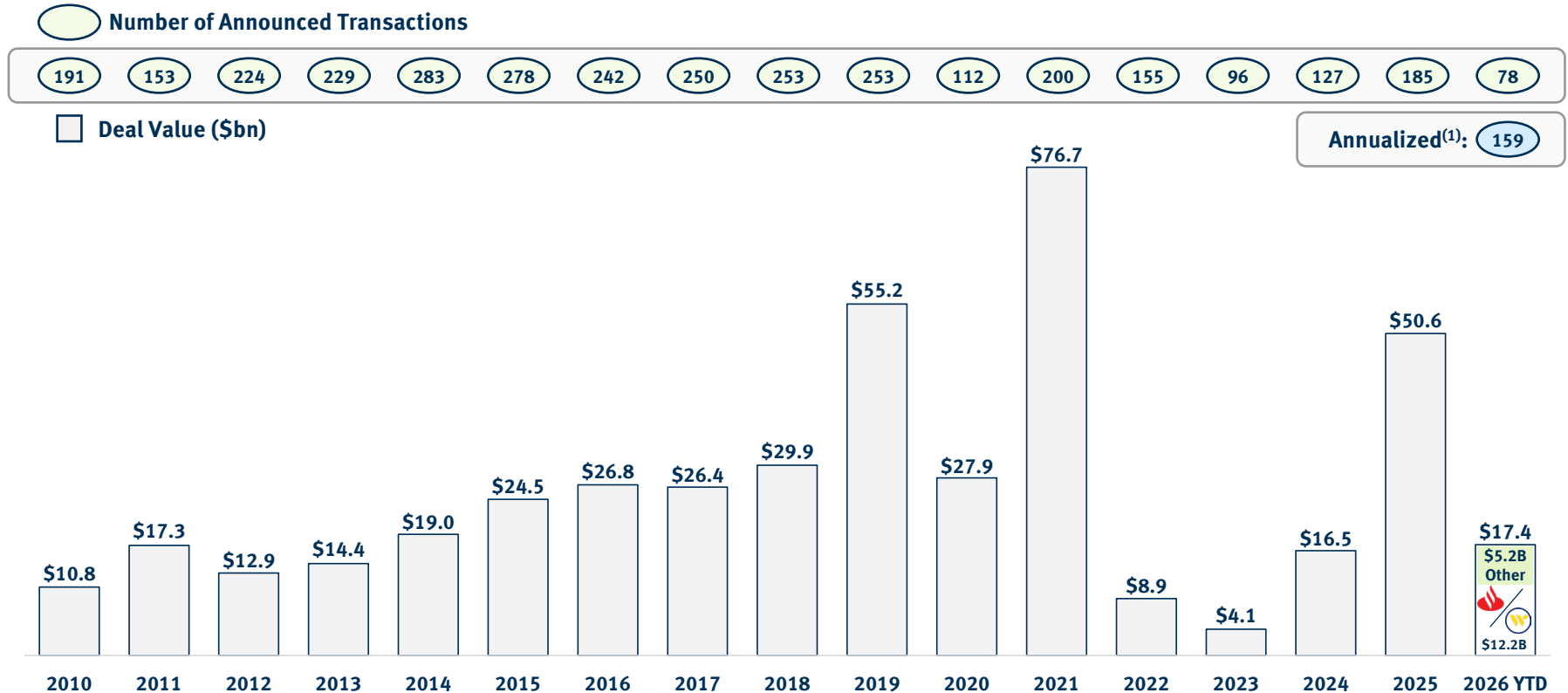
'94: Riegle-Neal Interstate Banking and Branching Act

Number of Banks Since 1985



M&A Deal Values

2026 Values Concentrated in One Deal



Source: S&P Capital IQ Pro; Data as of 06/24/2026; Excludes terminated transactions

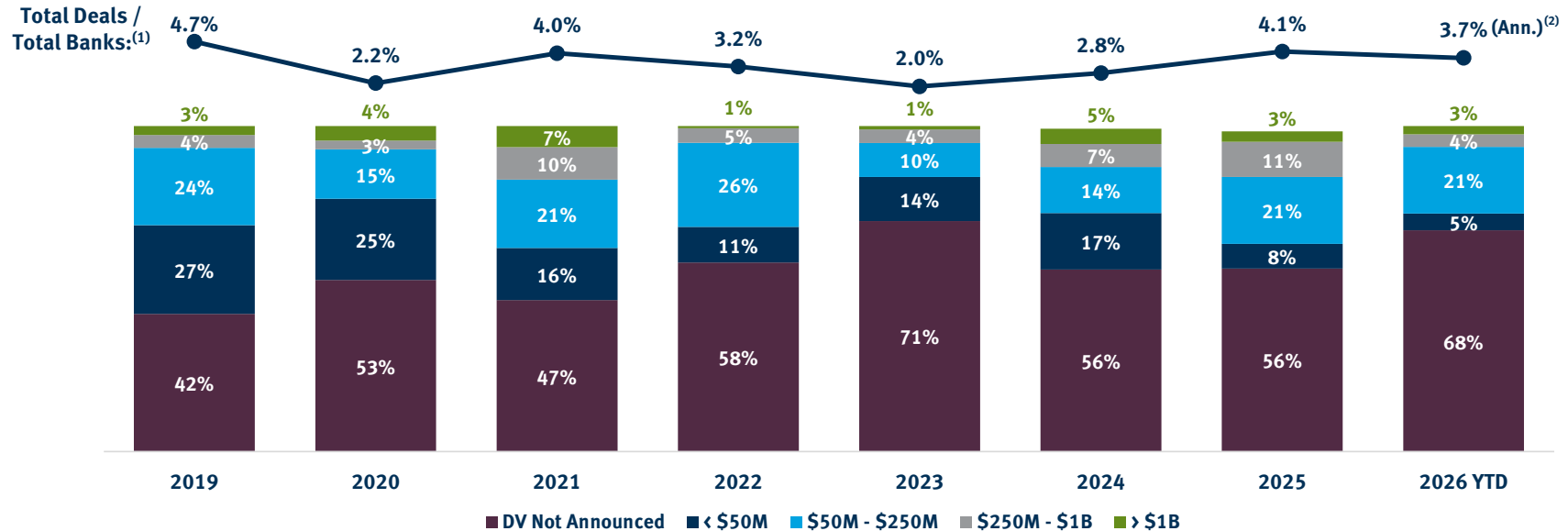


M&A Deal Volume by Size

Deal Values Are Lower

○ Number of Transactions With Announced Deal Values

146 53 107 65 28 55 78 25



Source: S&P Capital IQ Pro; Data as of 06/24/2026; Excludes terminated transactions

Note: Includes all bank M&A transactions nationwide announced since 01/01/2019; Excludes Capital One's acquisition of Discover Financial Services, completed on 05/18/2025

Note: Totals may not sum due to rounding



Why Are We Not Keeping Pace This Year?

What Has Not Impacted the Industry

The Assumption



Credit Quality



Interest Rate Environment



Geopolitical Uncertainty

The Reality



Buyers Are Digesting Recent Deals



Buyer Currency Has Underperformed



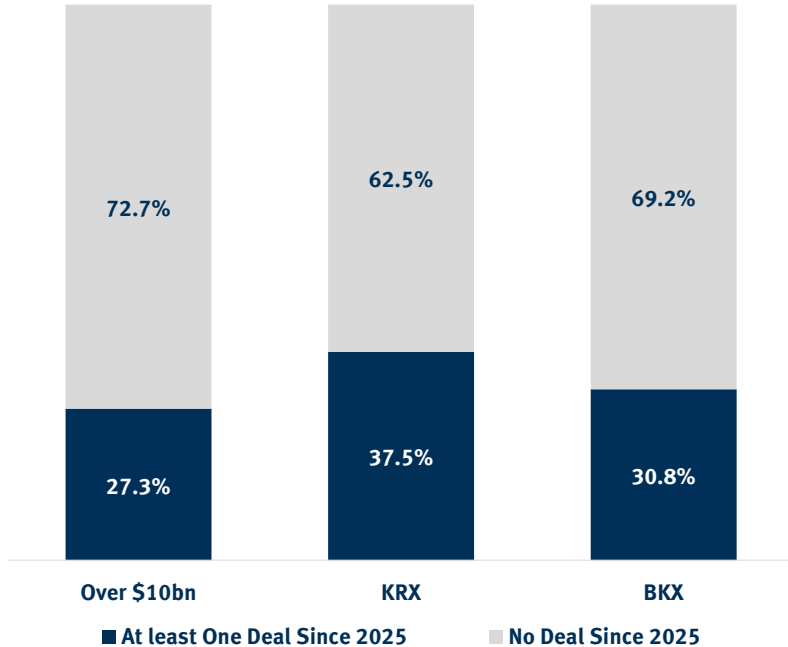
Pipeline Is Building Behind the Scenes

Why Are We Not Keeping Pace This Year?

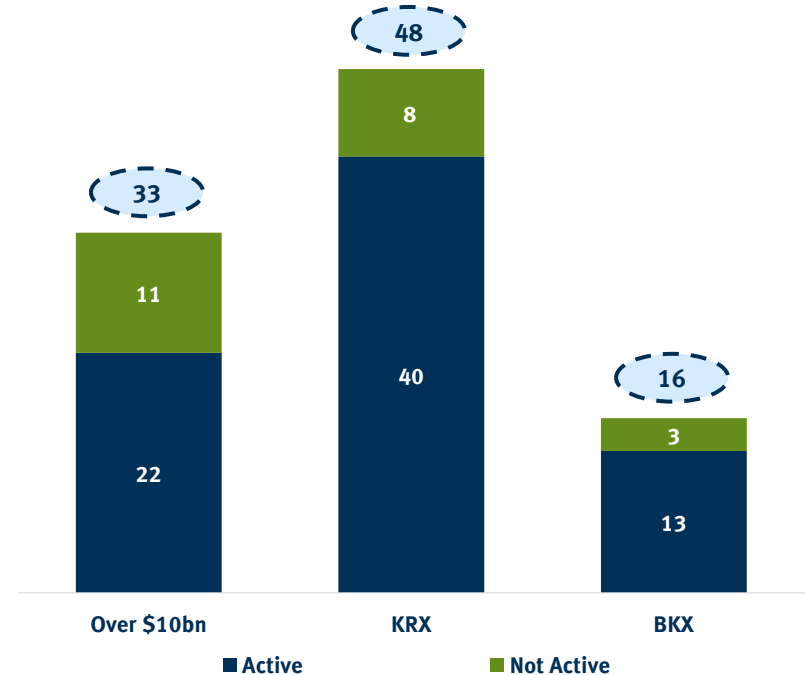
Buyers Are Digesting

Deal Activity Of Active Universe

Transactions since 1/1/2025



Strategic Universe Composition



Source: S&P Capital IQ Pro and KBW Corporate Finance; Transaction data as of 06/24/2026

Note: Strategic Universe consists of major exchange traded banks headquartered in the U.S. and Canada with total assets greater than \$10bn; Excludes mutual holding companies; Excludes LC and AX due to business model considerations; Excludes trust banks (NTRS, STT, BK); Excludes select universal banks (JPM, C, BAC); Excludes PR headquartered banks

Page 30

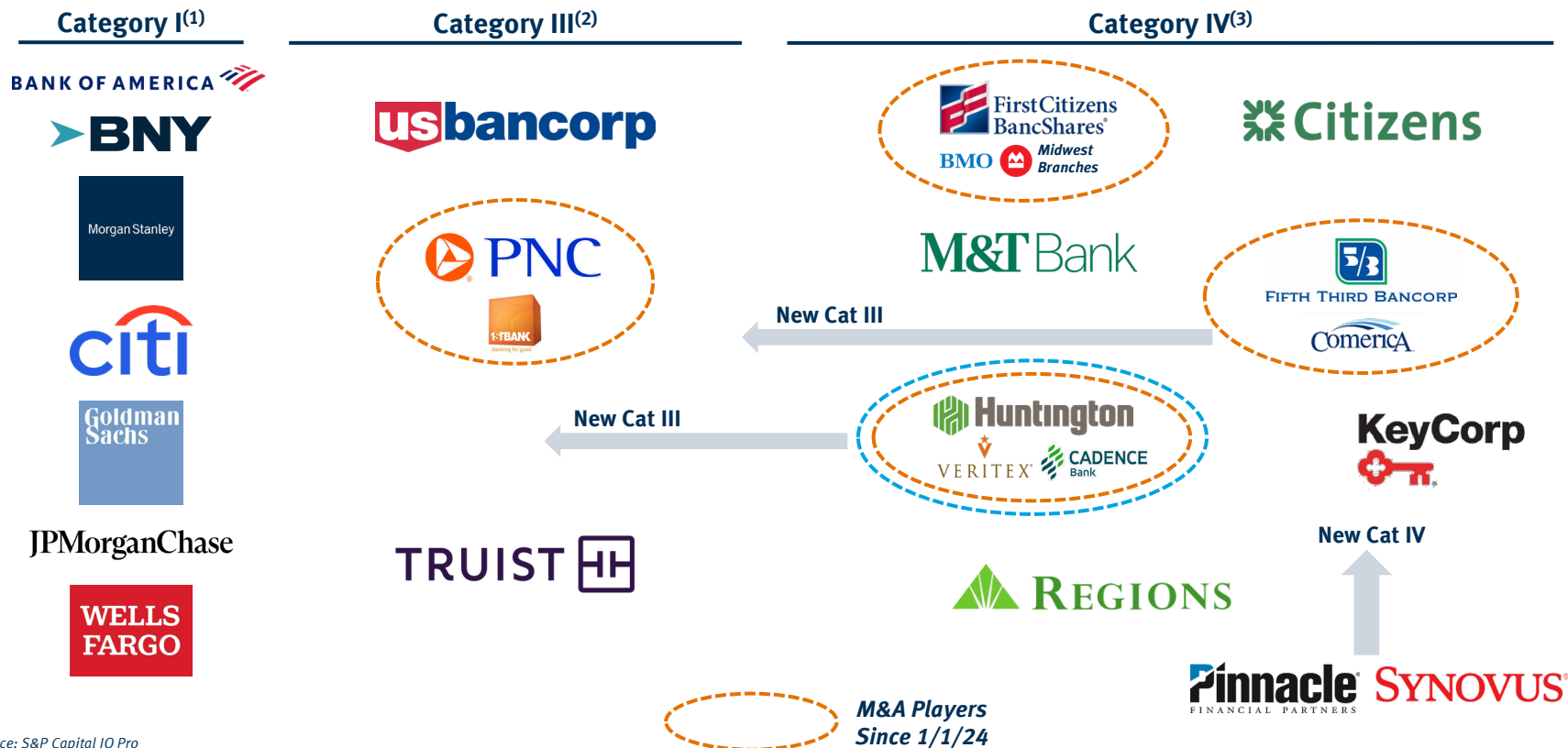
Note: KBW NASDAQ Regional Banking Index (KRX) includes 50 U.S. regional banks or thrifts with assets between ~\$12 billion and ~\$87 billion

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The Next Phase of Bank M&A Is Underway



Source: S&P Capital IQ Pro

(1) Defined as banks that fall under US-GSIB; Excludes STT

Page 31

(2) Defined as banks with assets between \$250 billion and \$700 billion; Excludes COF

(3) Defined as banks with assets between \$100 billion and \$250 billion; Excludes AMP and SYF



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Bank ECM Backdrop

Constructive Environment



Increased Market Volatility

Iran uncertainty



FOMC policy

“Wait-and-see” approach post-cuts



Current Administration

Accommodative regulatory backdrop



Economic Outlook

Stable despite tariff / energy risks



Positive Earnings Outlook

Double digit EPS growth expected 2026



Active M&A market

\$83 billion of announced M&A since 2024



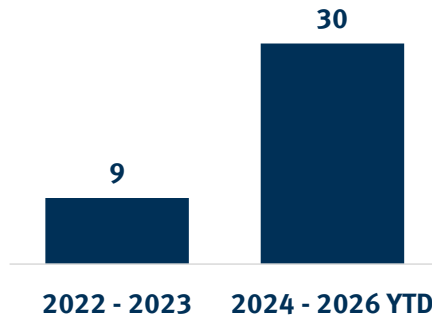
Active Capital Markets

>\$9 billion of equity raised since 2024⁽¹⁾

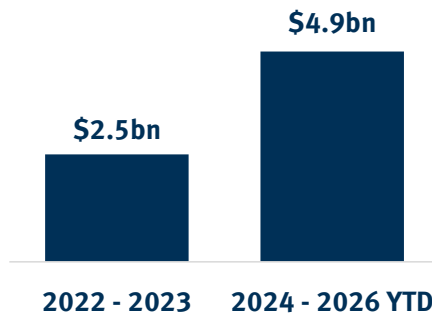
Activity will resume with stability

Bank Follow-On Market is Back

Number of Deals

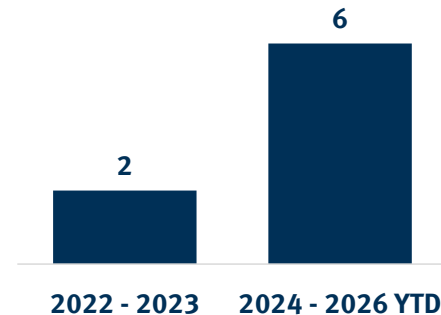


Gross Proceeds (\$bn)

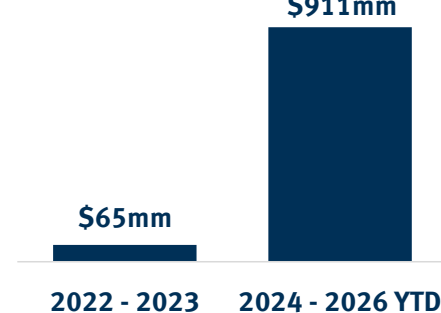


Bank IPO Market is Accelerating

Number of Deals

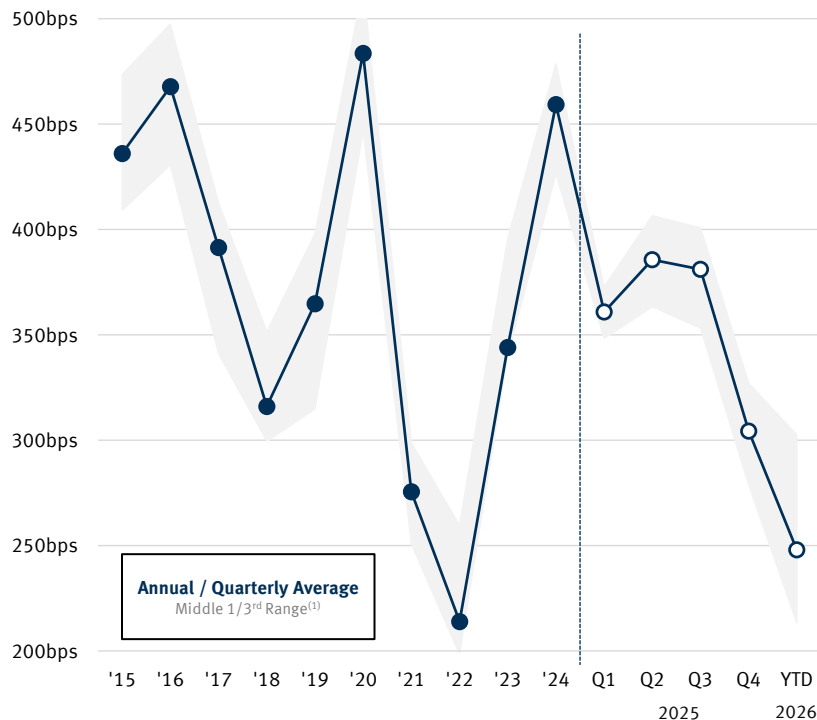


Gross Proceeds (\$mm)



Bank DCM Backdrop

New Issue Subordinated Debt Spreads To 5-Year Treasury



Key Considerations

Tightest New Issue Spreads
since COVID period in '21 & '22

Coupons Moved Lower
helped by strong investor demand

Near-term, Pricing Benchmark Driven
given volatile Treasury moves late Q1

Source: Bloomberg

Page 33

Note: Chart shows subordinated debt issuances for public and private banks with less than \$100bn in assets

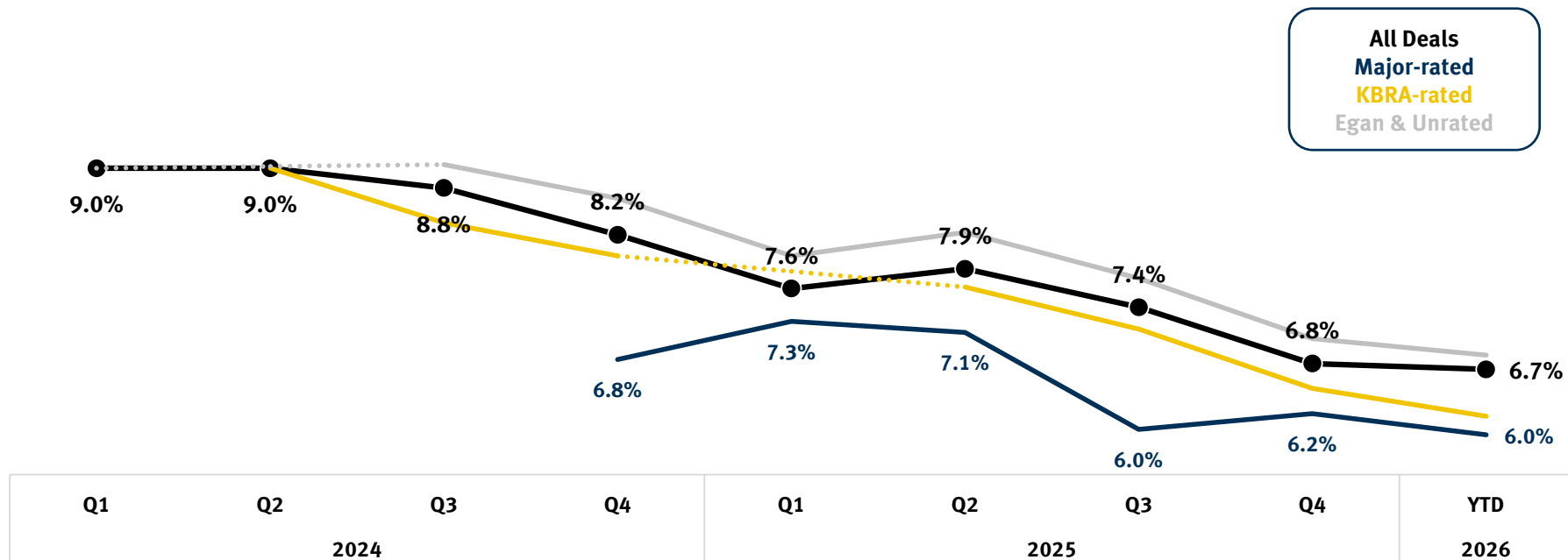
(1) Note: 33rd to 66th percentile



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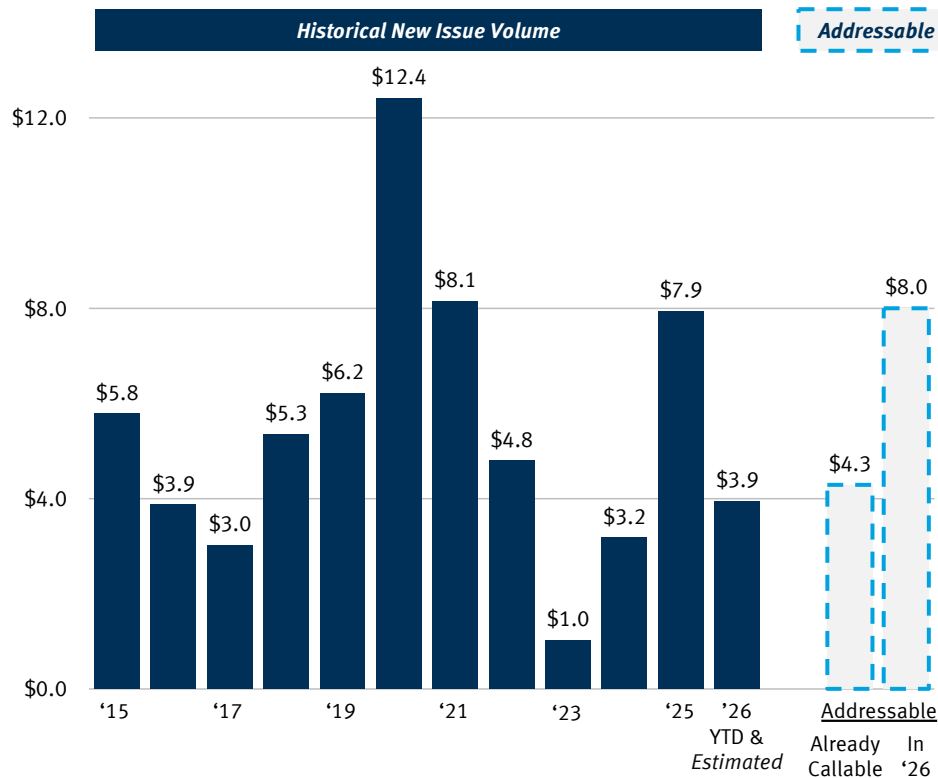
Coupons Continue to Move Lower

Average Coupons, Subordinated Debt Only (%)



Investors Continue to Support Bank Refinancing and Opportunistic Issuance Activity

Regional & Community Bank Debt Volumes



Key Considerations

Second Most Active Q1 On Record

Continued Investor Engagement
market orderly despite Iran risks

Issuers Remain Opportunistic
across refs, M&A, buybacks, B/S work

Addressable Debt Manageable
\$4.3bn floating, \$8bn upcoming

Top 10 Industry Trends



Top 10 Industry Trends

1

Large Caps Draw Investor Interest



Market Cap Evolution of the BKX and KRX

Market Cap (\$bn)



Source: FactSet; Market data as of 06/24/2026

Note: "10 Years Ago" as of 01/01/2016

Note: KBW NASDAQ Regional Banking Index (KRX) includes 50 U.S. regional banks or thrifts with assets between ~\$12 billion and ~\$87 billion; "10 Years Ago" KBW NASDAQ Regional Banking Index (KRX) included 50 U.S. regional banks or thrifts with assets between ~\$4 billion and ~\$34 billion

Page 38

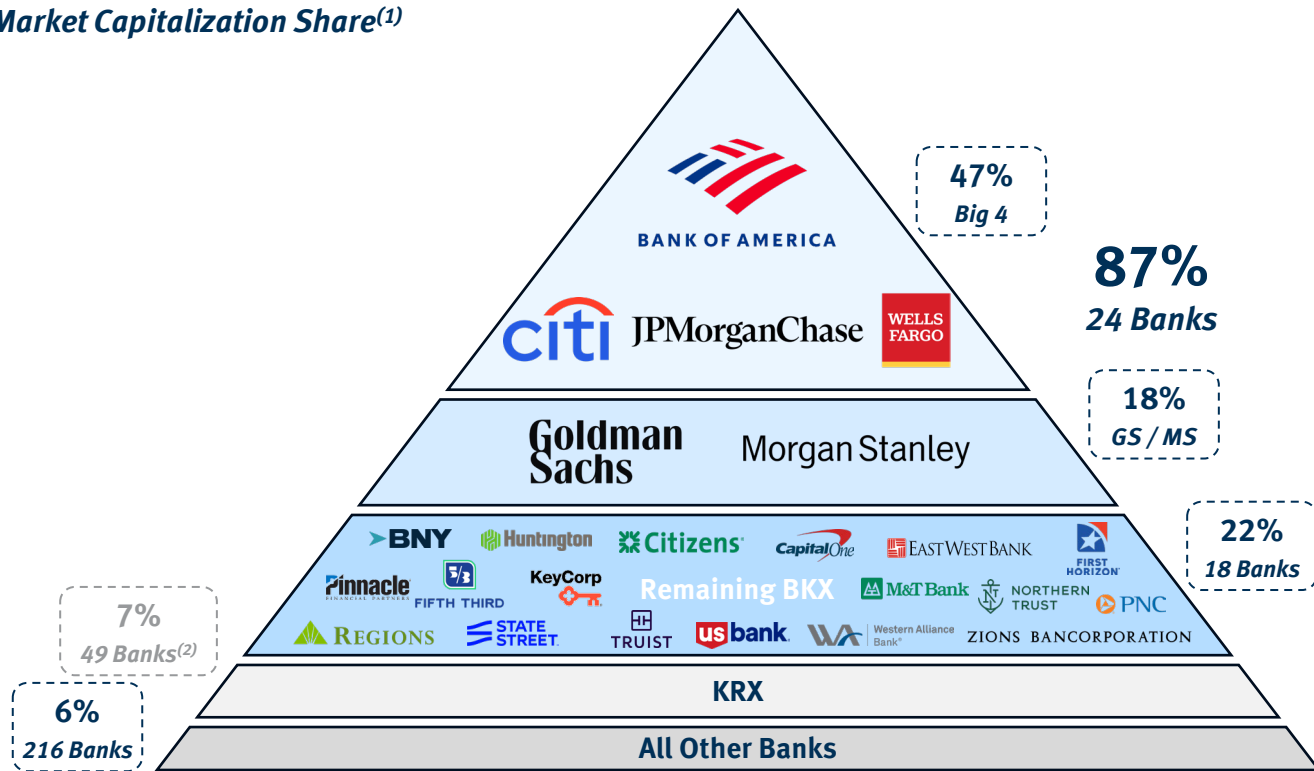
Note: KBW NASDAQ Bank Index (BKX) includes 24 banking stocks representing the large U.S. national money centers, regional banks or thrifts with assets between ~\$83 billion and ~\$5 trillion; "10 Years Ago" KBW NASDAQ Bank Index (BKX) included 24 banking stocks representing the large U.S. national money centers, regional banks or thrifts with assets between ~\$39 billion and ~\$2.4 trillion



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Value Is Concentrated

Industry Market Capitalization Share⁽¹⁾



Source: S&P Capital IQ Pro; Market data as of 06/24/2026; Totals may not sum due to rounding; Excludes merger targets and mutual holding companies

Note: KBW NASDAQ Regional Banking Index (KRX) includes 50 U.S. regional banks or thrifts with assets between ~\$12 billion and ~\$87 billion

Page 39

Note: KBW NASDAQ Bank Index (BKX) includes 24 banking stocks representing the large U.S. national money centers, regional banks or thrifts with assets between ~\$83 billion and ~\$5 trillion

(1) Percentages based on aggregate market cap of BKX, KRX and all other major exchange traded banks not included in the BKX or KRX

(2) Excludes WBS



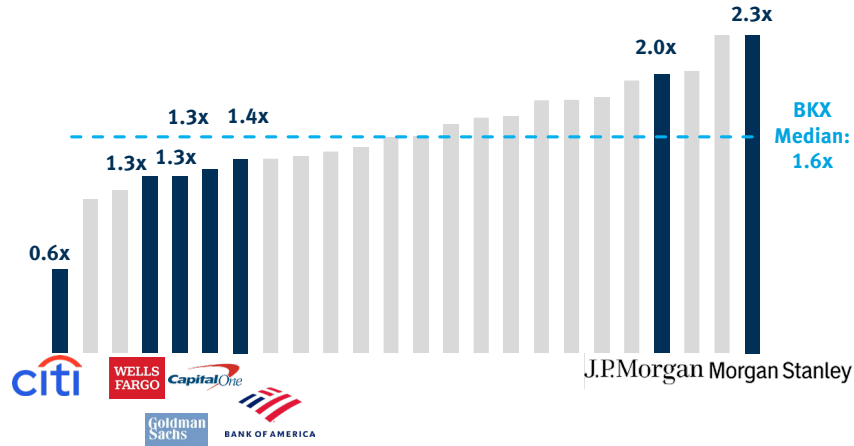
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BKX Has Seen the Most Growth

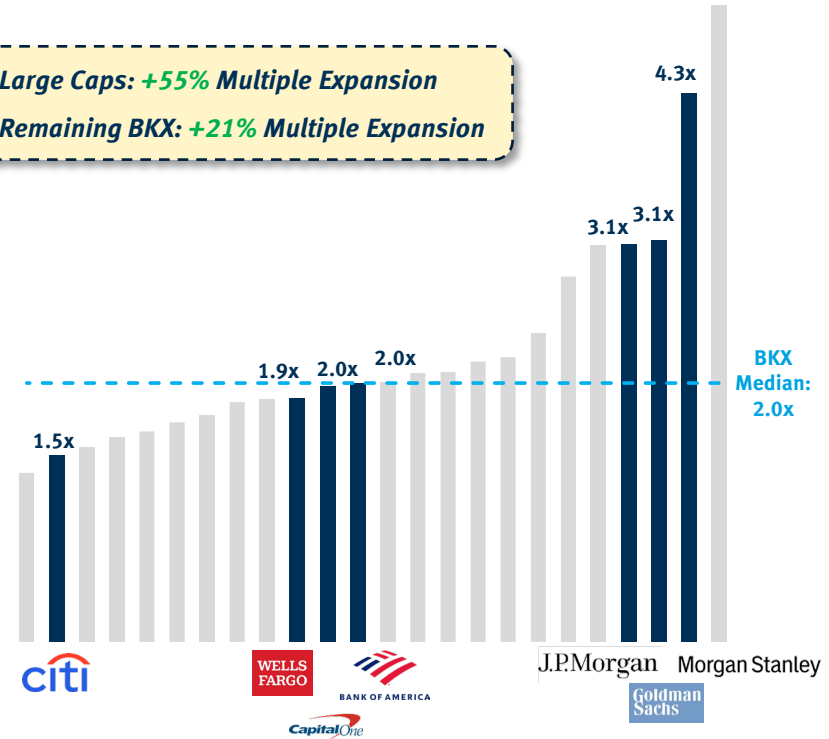
Especially Large Caps

BKX P/TBV: 2023YE



BKX P/TBV: Today

Large Caps: +55% Multiple Expansion
Remaining BKX: +21% Multiple Expansion



Top 10 Industry Trends

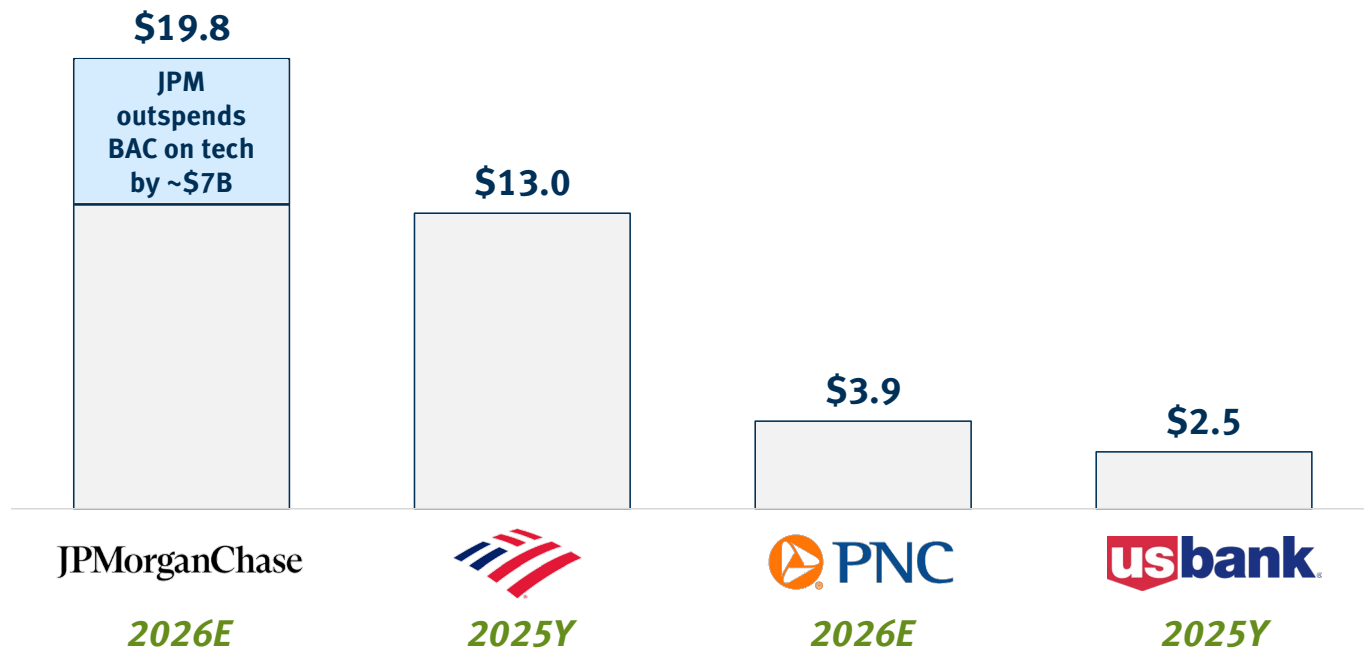
1 Large Caps Draw Investor Interest

2 Tech Is a Battlefield



Large Banks Continue to Invest in Technology

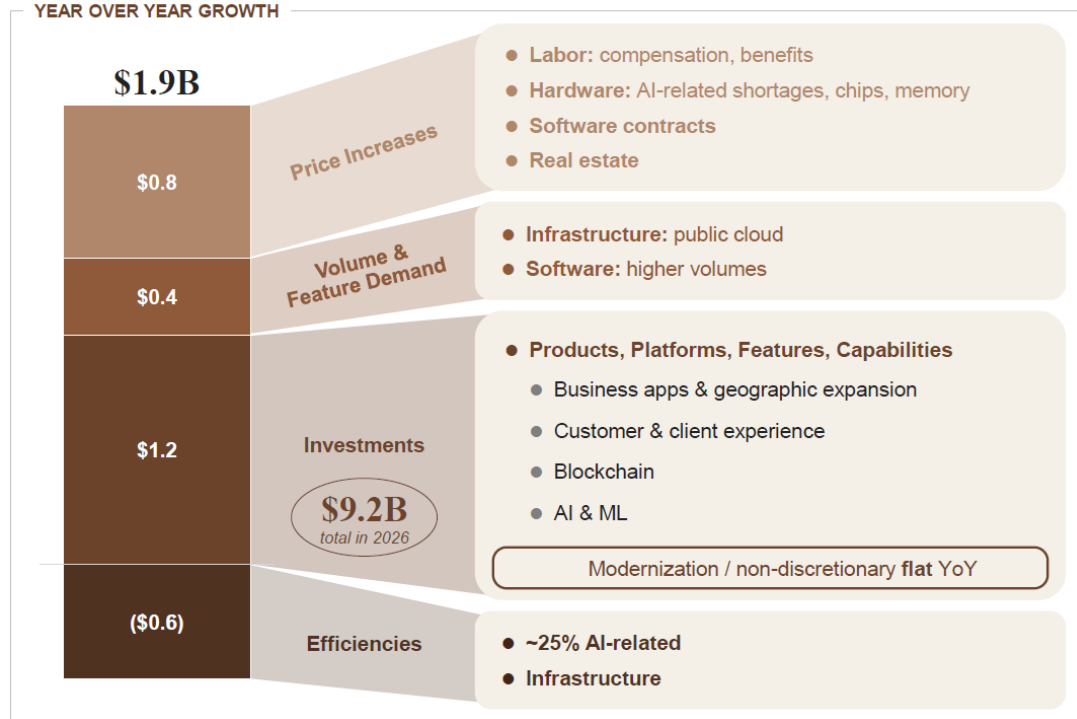
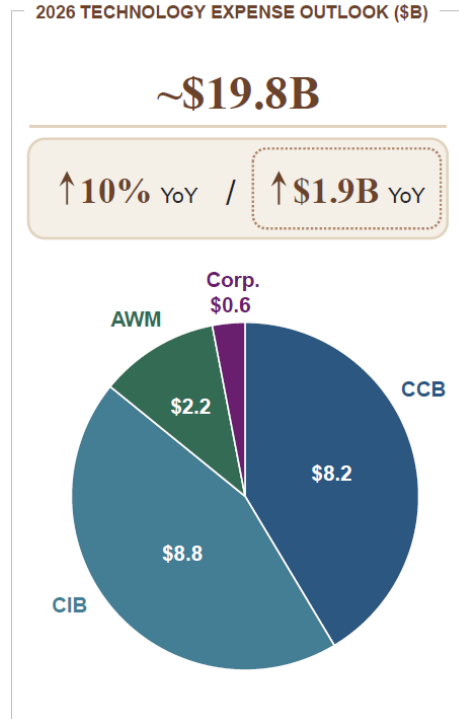
Annual Tech Budgets for Select Banks (\$bn)



Large Banks Continue to Invest in Technology

JPMorgan Tech Spend

2026 technology expense growth mainly driven by products, platforms, features and capabilities



Source: J.P. Morgan 2026 Firm Overview Presentation dated 02/23/2026

Page 43

Note: "CCB" represents Consumer and Community Banking; "CIB" represents Corporate and Investment Banking; "AWM" represents Asset & Wealth Management

Note: Totals may not sum due to rounding



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Top 10 Industry Trends

1 Large Caps Draw Investor Interest

2 Tech Is a Battlefield

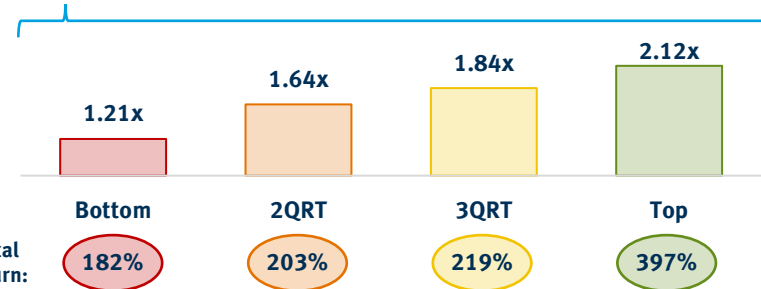
3 Consistency Differentiates



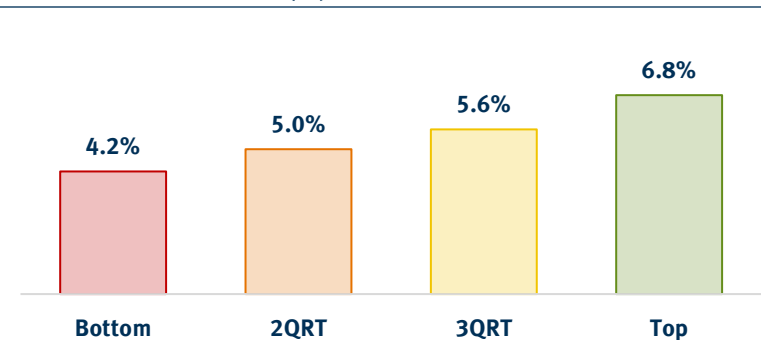
The Most Highly Valued Companies Today Have a Track Record of Consistent Growth ...

Price / Tangible Book Value (x)

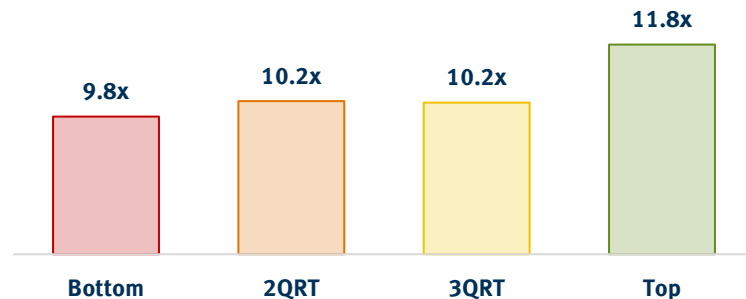
Quartiles determined by price / tangible book value



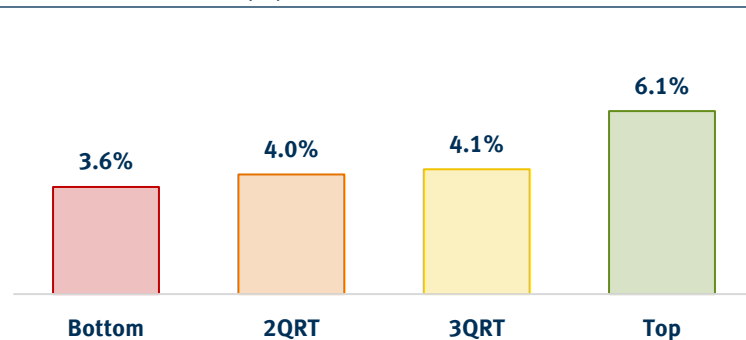
20-Year TBVPS CAGR (%)⁽²⁾



Price / 2027E Earnings Per Share (x)⁽¹⁾



20-Year EPS CAGR (%)⁽²⁾



Source: S&P Capital IQ Pro and FactSet; Financial data as of 03/31/2026; Market data as of 06/24/2026

Note: Data excludes KRX constituents without available estimates or 20-year growth periods (where applicable) and merger targets (WBS)

(1) Estimates per FactSet consensus

(2) Measures compounded annual growth rate from quarter-end 2006Q1 to quarter-end 2026Q1; Quarterly EPS figures annualized



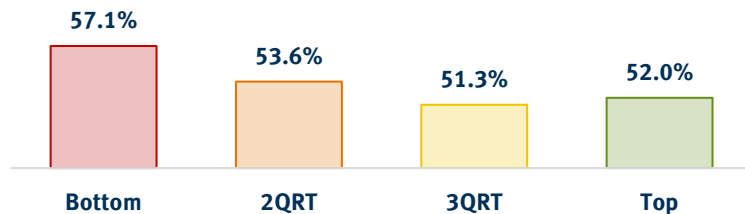
... And Exhibit Solid Operating Fundamentals

Formula for High Valuations:



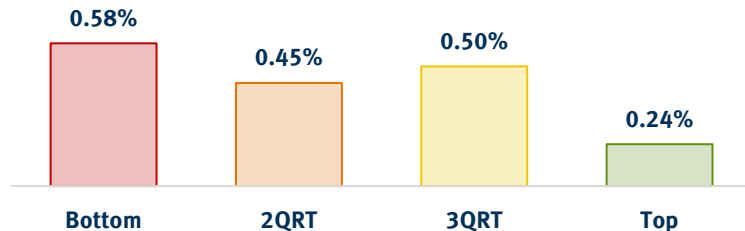
2027E Efficiency Ratio (%)⁽¹⁾

1 Strong Cost Controls



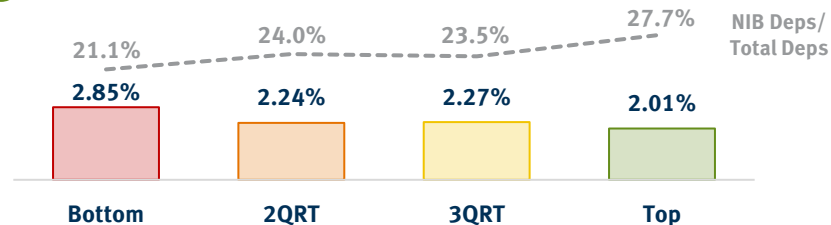
NPAs / Assets (%)

3 Strong Credit Fundamentals



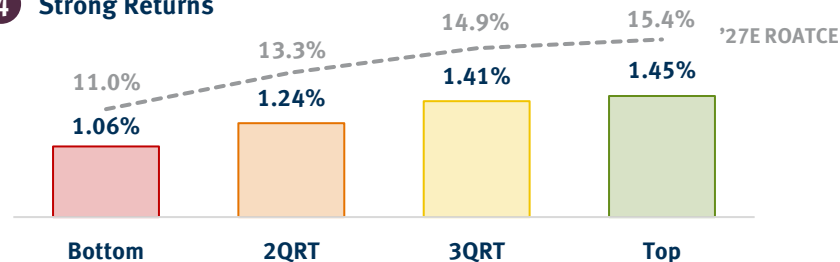
Cost of Interest-Bearing Deposits (%)

2 Low Cost, High Quality Deposit Base



2027E ROA (%)⁽¹⁾

4 Strong Returns



Source: S&P Capital IQ Pro and FactSet; Financial data as of 03/31/2026; Market data as of 06/24/2026

Note: Data excludes KRX constituents without available estimates and merger targets (WBS)



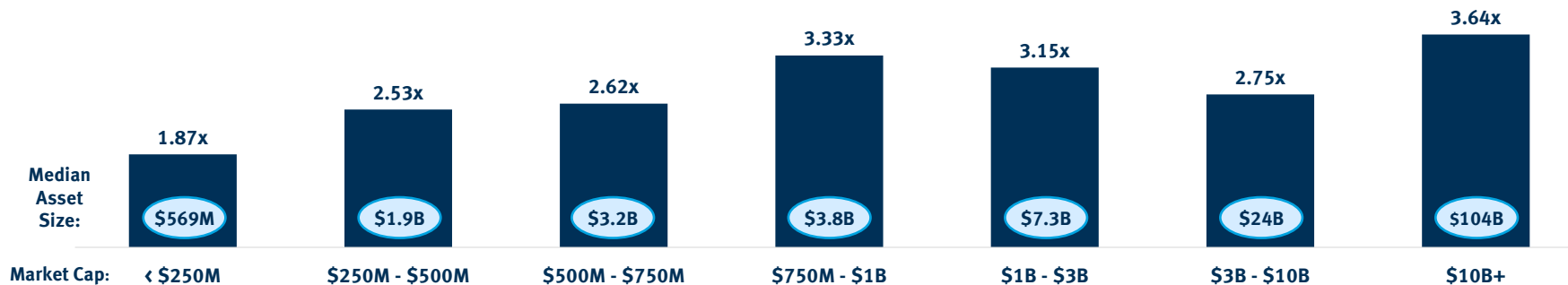
Top 10 Industry Trends

- 1 Large Caps Draw Investor Interest
 - 2 Tech Is a Battlefield
 - 3 Consistency Differentiates
 - 4 Valuations Are Below Historical Levels**
-

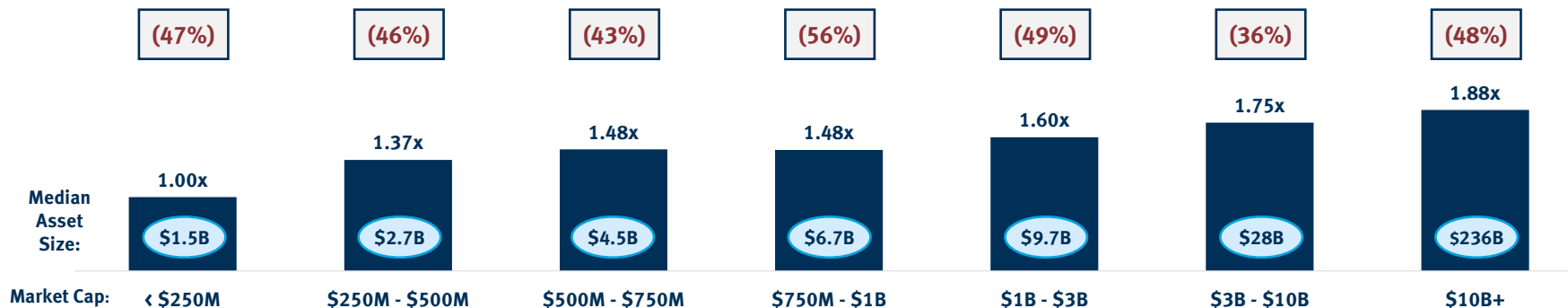


Valuations Are Lower Today ...

P / TBV – 20 Years Ago (x)



P / TBV – Today (x)

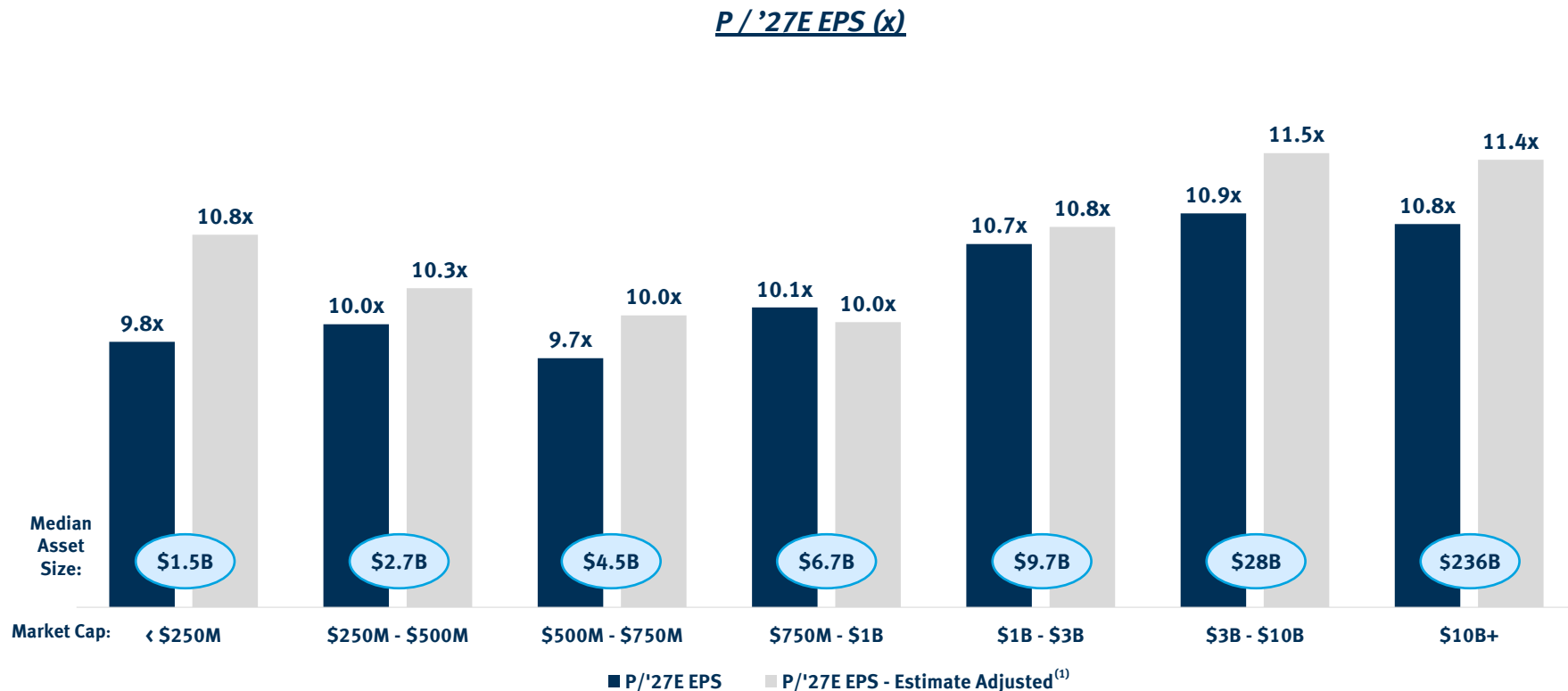


Source: S&P Capital IQ Pro and FactSet



... But That Means There Is Runway

Consensus Estimates Imply Multiple Expansion



Source: S&P Capital IQ Pro and FactSet; Market and estimate data as of 06/24/2026

Note: Estimates per FactSet consensus estimates



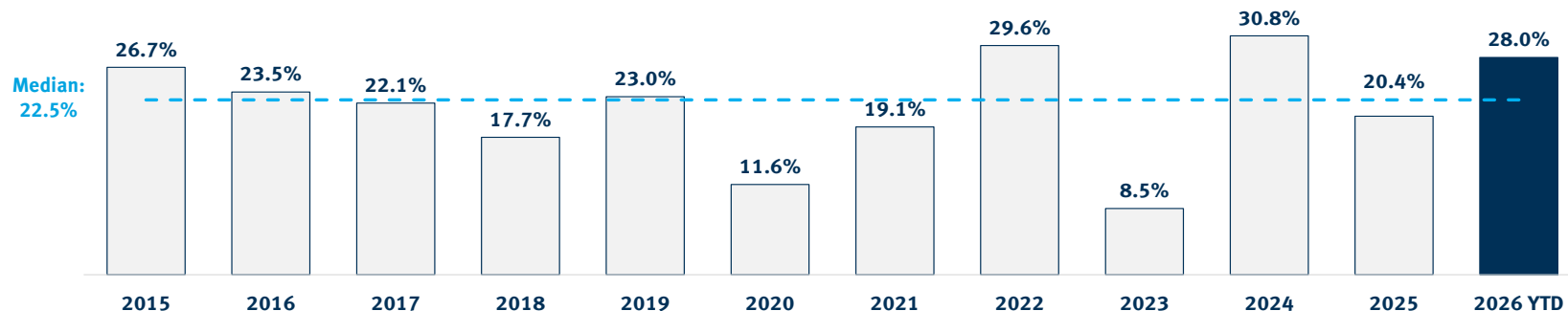
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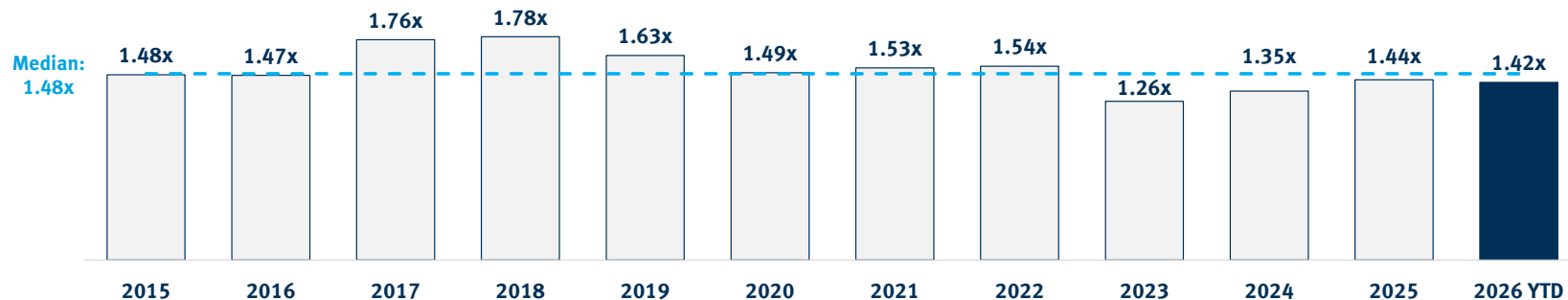


Premiums and Multiples Have Fluctuated

1-Day Market Premium (%)

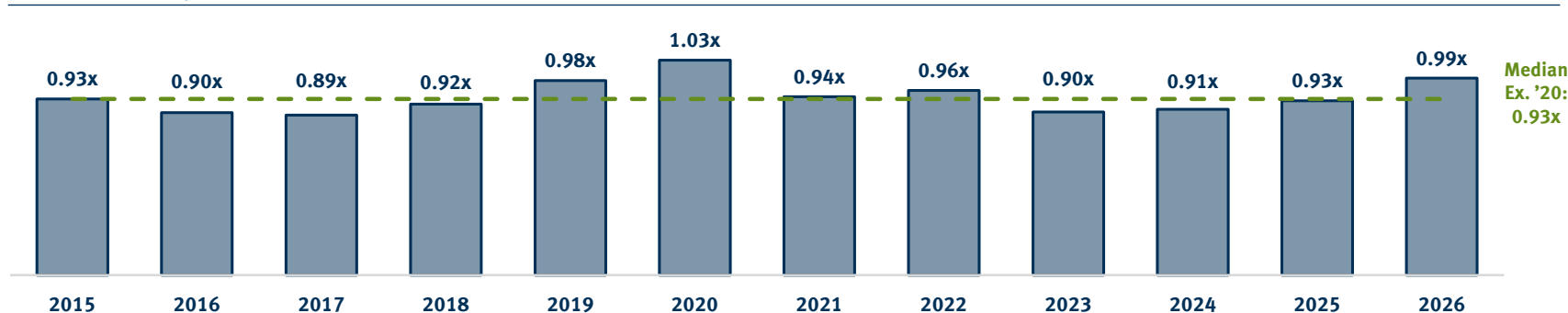


Price / Tangible Book Value (x)

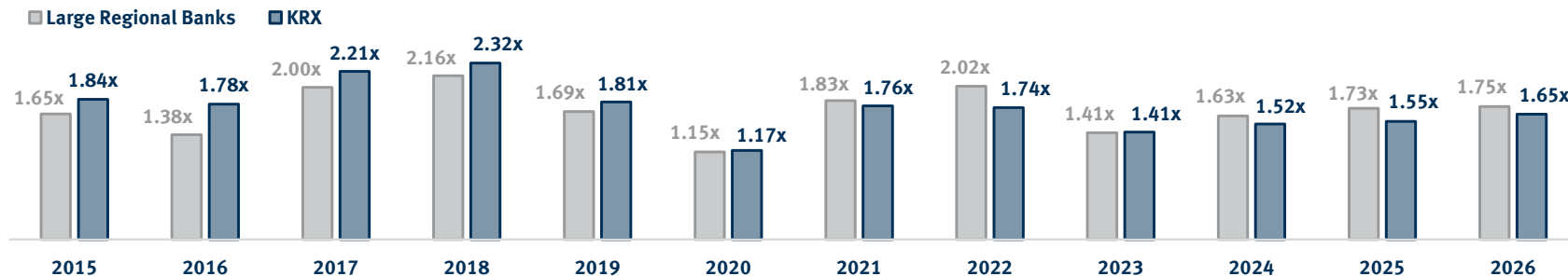


But Pricing Is Actually Relatively Consistent

Bank M&A Pay-to-Trade Ratio (P/TBV Basis)⁽¹⁾⁽²⁾



Large Regional Bank and KRX Trading P/TBV⁽³⁾



Source: S&P Capital IQ Pro and FactSet; Market data as of 06/24/2026

Note: "Large Regional Banks" include BIX components (COF, CFG, EWBC, FITB, FHN, HBAN, KEY, MTB, PNC, PNFP, RF, TFC, USB, WAL and ZION); Excludes trust banks (STT, NTRS, BK), broker dealers (MS, GS), and money center banks (JPM, C, BAC, WFC); KBW NASDAQ Bank Index (BKX) traditionally includes 24 banking stocks representing the large U.S. national money centers, regional banks or thrifts with assets between ~\$83 billion and ~\$5 trillion

Note: KBW NASDAQ Regional Banking Index (KRX) includes 50 U.S. regional banks or thrifts with assets between ~\$12 billion and ~\$87 billion

(1) Includes U.S. bank M&A transactions since 01/01/2015 with announced deal values greater than \$50mm; Excludes transactions with private buyers, foreign buyers and nonbank buyers; Values reflect the median pay-to-trade ratio in each respective year



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-



Stablecoins and AI Deposit Sorting

Keeping an Eye on Deposit Insurance Reform Policy



Stablecoins

- **Deposit Substitution, Not New Money**
- **Disintermediation of Core Deposit-Taking and Lending**
- **Yield Is the Battleground**
GENIUS bars issuers from paying interest directly, but exchanges can pass through yield
- **Treasury Tailwind**
1:1 reserves in cash / short T-bills



AI Deposit Sorting

- **End of “Lazy Money”?**
- **Sticky Deposits No More?**
Customer loyalty earned by rate, not relationships
- **Yield Harvesting Compresses NIM**
Automated rate chasing threatens funding costs
Continuous repricing follows and pressures margin & flight risk



Deposit Insurance Reform

Key Arguments

- **In Favor**
Protects from bank runs; bank failures are a catalyst

Shields non-interest-bearing deposits & payroll

Levels the playing field
- **Against**
Moral hazard; Government shouldn't pick winners and losers

Taxpayers & DIF bear the costs

Where It Stands

- **2023: FDIC Publishes Reform Options**
- **2024–25: Bills Introduced, None Enacted**
- **Nov 2025: House Hearing on Costs/Benefits**
- **May 2026: Industry Op-Ed Backs Reform**
- **Today: Still \$250k; Targeted Fix Likely**



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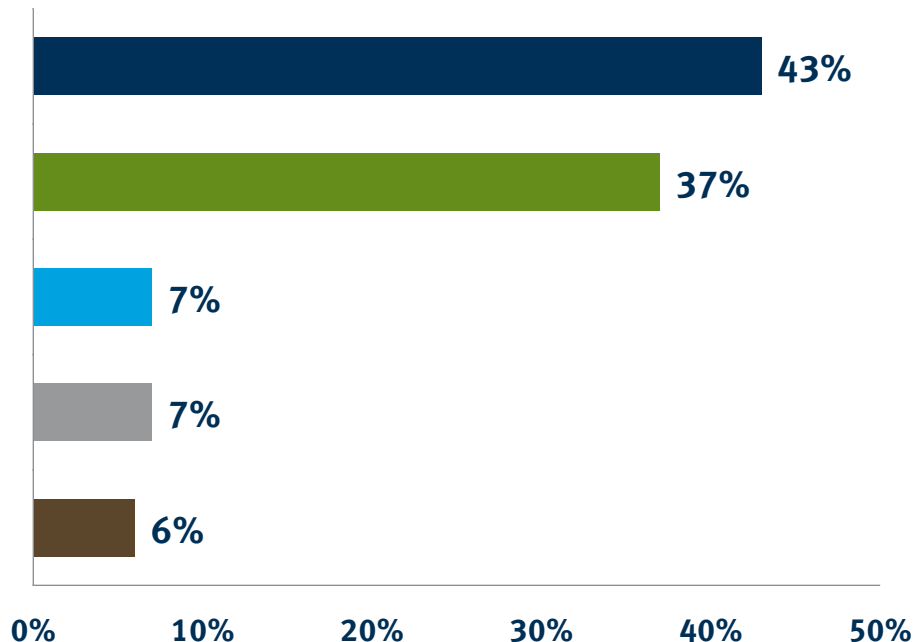
Common Campaign Objectives

Board Representation and M&A Remain Primary Drivers of Most Campaigns

Campaign Objective



Proportion of Campaigns



Summary of Recent Activity

HoldCo Activism Campaigns

Release Date: July 28, 2025



HoldCo Grievances

- 25 years of stock underperformance
- Management underperformance
- No accountability for poor decisions
- Bloated cost structure

HoldCo Demands

Explore sale
Improve capital efficiency
Return excess capital to shareholders

Sale: October 6, 2025

Release Date: October 20, 2025



HoldCo Grievances

- Destroyed tangible book value per share on poor M&A and securities restructurings
- Diluted deposit base with acquisitions
- Overcompensation and unaccountable board

HoldCo Demands

Explore sale
Stop acquisitions
Prioritize buybacks
Review leadership and Governance

Share Buyback: January 23, 2026

Release Date: October 24, 2025



HoldCo Grievances

- Unacceptable historical stock performance
- Significant excess capital and no confidence in ability or judgment to allocate
- Unaddressed expense issue
- Failed Great Western acquisition

HoldCo Demands

Set CET1 target (~10.5%)
Halt M&A
Commit to buybacks
Declassify board
Comp realignment

Share Buyback: October 29, 2025

Release Date: October 29, 2025



HoldCo Grievances

- Reversal of historical premium valuation into discounted valuation
- Bet the farm on underperforming Umpqua merger
- Lack of accountability and alignment with executive compensation

HoldCo Demands

Abstain from future acquisitions
Stay below \$100B
Align pay to EPS and returns
Adopt targeted capital ratios
Use excess capital on share buybacks

Share Buyback: October 30, 2025

Release Date: December 5, 2025



HoldCo Grievances

- Too many discussions about acquisitions in Northwest
- Not enough buybacks
- Pride over overpriced First Niagara deal in 2015
- Lack of accountability and alignment with executive compensation

HoldCo Demands

"No acquisitions" policy
Use all excess capital or buybacks
Terminate CEO Gorman
Create independent Capital Allocation Committee

Share Buyback: January 20, 2026

Other Activism Campaigns – PL Capital



Release Date: October 27, 2025

PL Capital Grievances

Mismanagement of the 2021 Michigan Deposit Transaction; destruction of tangible book value; loss of shareholder value; poor accountability and strategy from the legacy board and management

PL Capital Demands

Stop acquisitions; pursue a sale, improve TBV and EPS growth; improve insider alignment

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 - 7 Shareholder Activism
 - 8 Talent Wars**
-



Talent Is Top of Mind

Commentary



“We made some very big investments in terms of talent... from senior leadership all the way down to very productive bankers who have strong reputations in our markets.”
Jay Brogdon – President & CEO



“It's a daily topic here... offense and defense with regard to talent... We're hot and heavy on a lot of recruiting.”
Michael Mettee – CFO & COO



“We will always hire A-rated talent when they're available... we won't flinch at the opportunity to hire A-rated talent... market dislocation... is giving us the opportunity to have conversations with extremely talented bankers all throughout the Southeast.”
Kevin Chapman – President & CEO

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 - 8 Talent Wars
 - 9 Competition Is Everywhere**
-



Bank Competition Exists

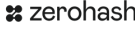
Large Cap Banks Are Building Branches

	New Branches	Timeline	Geography	Commentary
J.P.Morgan	160+	2026	Nationwide	"Banking is local. In 2018, we began expanding the Chase branch network and laid the foundation for capturing share in underpenetrated markets that represent 40% of total U.S. retail deposits." – Marianne Lake, CEO of Consumer & Community Banking
 BANK OF AMERICA	150+	2027	Nationwide	"Our continued investment in our financial center network reflects our commitment to meeting our clients where they are and how they want to bank with us." – Holly O'Neil, President of Consumer & Retail
TRUIST 	100+	2030	Southeast	"This significant investment demonstrates Truist's continued commitment to grow with our clients at every step of their financial journeys and strengthen market share in some of the most dynamic areas of the country." – Bill Rogers, Chairman & CEO
 PNC	300+	2030	Nationwide	"The build-out of these 300 new branches allows us to deliver our unique blend of hospitality and financial advice to more clients in more neighborhoods across the country." – Alex Overstrom, Head of Retail Banking
 FIFTH THIRD	150+	2029	Texas	"We will open 150 new financial centers across Texas in 2027 through 2029, supplementing Comerica's existing statewide presence and accelerating Fifth Third's ability to scale quickly in Dallas, Houston and Austin." – Jamie Leonard, COO
 REGIONS	135+	2030	Florida Georgia Tennessee	"People see our branches in markets. They know we're making investments there. It reminds them of who the bank is. We think the way branches look and feel is a really important reinforcement of who our brand is, and so they're important." – John Turner, CEO

Non-Bank Competition Exists

20+ Charter Applications This Year, So Far

Institution	Charter Type	Date	Status	Strategic Focus
 AGORA	Trust Bank	April '26	Applied	Asset Custody
 BASTION	National Trust (Conversion)	March '26	Applied	Stablecoin Infrastructure
 Bridge	National Trust Bank	February '26	Conditionally Approved	Stablecoin Products
 bunq	De novo	January '26	Applied	Digital Nomad Services
 coinbase	National Trust Bank	April '26	Conditionally Approved	Institutional Asset Custody
 crypto.com	National Trust Bank	February '26	Conditionally Approved	Institutional Trust Services
 EDX	Trust Bank	March '26	Applied	Institutional Crypto Custody
 Erebor Bank	De novo Bank	February '26	Granted	Defense & Tech Banking
 LORUM	National Trust Bank	March '26	Applied	Fiduciary Custody
 MERCURY	De novo	April '26	Conditionally Approved	Business Banking

Institution	Charter Type	Date	Status	Strategic Focus
 Mission Lane	CEBA Credit Card Bank	April '26	Applied	In-House Card Lending
 Morgan Stanley Digital Trust National Association	National Trust Bank	February '26	Applied	Brokerage Crypto Trading
 nybank	De novo Bank	January '26	Conditionally Approved	Consumer Digital Banking
 OpenReserve Bank	De novo Bank	April '26	Applied	On-Chain Settlement
 Payoneer	National Trust Bank	February '26	Applied	Stablecoin Issuance
 Revolut	De novo Bank	March '26	Applied	Global Digital Banking
 Upstart	De novo Bank	March '26	Applied	AI-Powered Lending
 VALT	De novo Bank	March '26	Conditionally Approved	Digital Business Banking
 World Liberty Financial	National Trust Bank	January '26	Applied	Stablecoin Operations
 zerohash	Trust Bank	March '26	Applied	Digital Asset Infrastructure

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 - 10 Regional Banking Matters**
-

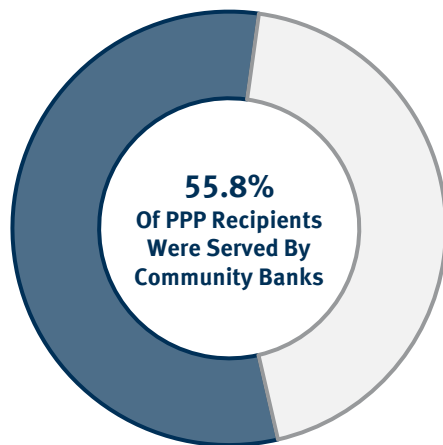


Regional Banking Matters

Community and Regional Banks Are the Backbone of Rural America and Main Street Credit

Paycheck Protection Program (“PPP”) Loans⁽¹⁾

- ❑ Community Banks were the unequivocal leaders of the U.S. economic recovery due to their outsized role as providers of PPP loans
- ❑ Credited with saving ~50 million jobs across the hospitality, health care, social assistance, retail trade and manufacturing sectors



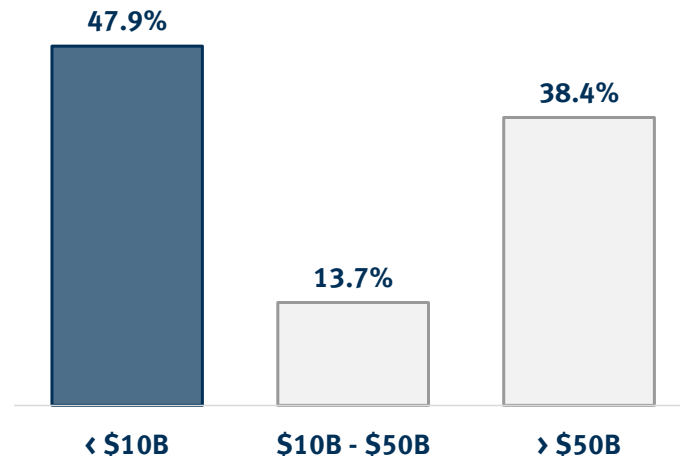
U.S. Small Business Loans⁽²⁾

Loan Share /
Asset Share:⁽³⁾

3.7x

1.8x

0.5x



Source: S&P Capital IQ Pro, ICBA, FDIC and Small Business Administration; Financial information per bank level regulatory filings

(1) Per Independent Community Bankers of America report dated 9/1/2021

Page 64

(2) Data as of 06/30/2025; “U.S. Small Business Loans” defined as the sum of Loans Secured By Nonfarm Nonresidential Properties and Commercial and Industrial loans with outstanding balances <\$250k

(3) “Loan Share / Asset Share” represents each bank-size cohort’s share of the indicated loan category / share of total industry assets



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A

Ask AI



Prompt: What Will Be the Impact of AI on the Banking Industry?

AI is the largest operating-leverage story in banking since the move to digital — but value capture will be uneven

01 EFFICIENCY & OPERATING LEVERAGE

Largest near-term P&L impact

- Customer service
- Middle office
- Software development
- Coverage / underwriting

200–400 bps potential efficiency-ratio improvement over 3–5 years

02 REVENUE & GROWTH

Underappreciated revenue lever

- Personalization at scale across platforms
- Wealth
- Capital markets
- SMB

Cross-sell, retention, and fee revenue uplift compounds over time

03 RISK, FRAUD & COMPLIANCE

Table-stakes that's pulling ahead

- Fraud
- Credit
- AML/KYC
- Model risk

Direct cost-takeout + better loss ratios

04 TALENT & WORKFORCE

Most consequential strategic shift

- Headcount mix → technical and risk-management roles
- Productivity-per-employee replaces raw headcount as KPI
- Talent wars for AI/ML engineers favor scaled banks
- Build vs. buy vs. partner on AI capability → board decision

Scale advantage compounds — squeeze on the mid-size middle

WHAT IT MEANS FOR BANKS: Scale advantage compounds; expect capability M&A and defensive consolidation among sub-\$20B banks unable to invest at competitive cost

Prompt: What Is the Future of the Banking Industry?

The industry is consolidating into fewer, larger, more digital banks — scale, technology, and funding increasingly separate the winners from the squeezed middle

01 CONSOLIDATION & SCALE

Defining structural force

- Sub-\$20B banks lack tech spend scale
- Technology spend economics
- Geographic / cross-state expansion
- Fee & revenue diversification

U.S. banks ~4,300 today vs. ~18,000 in the 1980s — and still falling

02 TECHNOLOGY & AI

Largest operating-leverage lever

- AI in operations & coverage
- Real-time payments (FedNow / RTP)
- Embedded finance & BaaS
- Stablecoins & tokenized deposits

Real-time payment values up ~5x YoY — banking goes instant

03 FUNDING & PRIVATE CREDIT

Margin & disintermediation

- Deposit competition & funding costs
- NIM normalization
- Private credit disintermediation
- Bank–nonbank partnerships

Private credit ~\$2T now, est. ~\$5T by 2029 — chasing the loan book

04 REGULATION & CAPITAL

Headwind turning to tailwind

- Basel III endgame recalibration
- More constructive M&A approvals
- Capital return & buybacks
- Fintech / nonbank oversight

Friendlier backdrop unlocks M&A and capital deployment

WHAT IT MEANS FOR BANKS: Scale, technology, and funding advantages compound — winners consolidate, digitize, and diversify; the sub-scale middle must invest, partner, or sell

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