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

# FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

**For the quarterly period ended**
**September 30, 2024**

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

**For the Transition Period From**
**(Not Applicable)**

Commission File Number 001-36636




**(Exact name of the registrant as specified in its charter)**

| **Delaware** | **05-0412693** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification Number)** |

**One Citizens Plaza, Providence, RI 02903**
**(Address of principal executive offices, including zip code)**

**(203) 900-6715**
**(Registrant's telephone number, including area code)**

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, $0.01 par value per share | CFG | New York Stock Exchange |
| Depositary Shares, each representing a 1/40th interest in a share of 5.000% Fixed-Rate Non-Cumulative Perpetual Preferred Stock, Series E | CFG PrE | New York Stock Exchange |
| Depositary Shares, each representing a 1/40th interest in a share of 7.375% Fixed-Rate Non-Cumulative Perpetual Preferred Stock, Series H | CFG PrH | New York Stock Exchange |

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

| | | | |
|---|---|---|---|
| Large accelerated filer | ☑ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| | | 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☑ No

There were 440,700,533 shares of the registrant's common stock ($0.01 par value) outstanding on October 25, 2024.

Citizens Financial Group, Inc.™

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## GLOSSARY OF ACRONYMS AND TERMS

The following is a list of common acronyms and terms used regularly in our financial reporting:

| | |
|---|---|
| **2023 Form 10-K** | Annual Report on Form 10-K for the year ended December 31, 2023 |
| **AACL** | Adjusted Allowance for Credit Losses |
| **ACL** | Allowance for Credit Losses: Allowance for Loan and Lease Losses plus Allowance for Unfunded Lending Commitments |
| **AFS** | Available for Sale |
| **ALM** | Asset and Liability Management |
| **AOCI** | Accumulated Other Comprehensive Income (Loss) |
| **ASU** | Accounting Standards Update |
| **ATM** | Automated Teller Machine |
| **Board or Board of Directors** | The Board of Directors of Citizens Financial Group, Inc. |
| **bps** | Basis Points |
| **CBNA** | Citizens Bank, National Association |
| **CCAR** | Comprehensive Capital Analysis and Review |
| **CCB** | Capital Conservation Buffer |
| **CECL** | Current Expected Credit Losses (ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*) |
| **CET1** | Common Equity Tier 1 |
| **CET1 capital ratio** | Common Equity Tier 1 capital divided by total risk-weighted assets as defined under the U.S. Basel III Standardized approach |
| **Citizens, CFG, the Company, we, us, or our** | Citizens Financial Group, Inc. and its Subsidiaries |
| **CLTV** | Combined Loan-to-Value |
| **CRE** | Commercial Real Estate |
| **EPS** | Earnings Per Share |
| **EVE** | Economic Value of Equity |
| **Exchange Act** | The Securities Exchange Act of 1934, as amended |
| **Fannie Mae (FNMA)** | Federal National Mortgage Association |
| **FDIC** | Federal Deposit Insurance Corporation |
| **FDM** | Financially Distressed Modification |
| **FHA** | Federal Housing Administration |
| **FHLB** | Federal Home Loan Bank |
| **FICO** | Fair Isaac Corporation (credit rating) |
| **FRB or Federal Reserve** | Board of Governors of the Federal Reserve System and, as applicable, Federal Reserve Bank(s) |
| **Freddie Mac (FHLMC)** | Federal Home Loan Mortgage Corporation |
| **FTE** | Fully Taxable Equivalent |
| **GAAP** | Accounting Principles Generally Accepted in the United States of America |
| **GDP** | Gross Domestic Product |
| **Ginnie Mae (GNMA)** | Government National Mortgage Association |
| **GSE** | Government Sponsored Entity |
| **HTM** | Held To Maturity |
| **Investors** | Investors Bancorp, Inc. and its subsidiaries |
| **LHFS** | Loans Held for Sale |
| **LIHTC** | Low Income Housing Tax Credit |
| **M&A** | Merger and Acquisition |
| **MD&A** | Management's Discussion and Analysis of Financial Condition and Results of Operations |

| | |
|---|---|
| **Mid-Atlantic** | District of Columbia, Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, and West Virginia |
| **Midwest** | Illinois, Indiana, Michigan, and Ohio |
| **Modified AACL transition** | The Day-1 CECL adoption entry booked to ACL plus 25% of subsequent CECL ACL reserve build |
| **Modified CECL transition** | The Day-1 CECL adoption entry booked to retained earnings plus 25% of subsequent CECL ACL reserve build |
| **MSRs** | Mortgage Servicing Rights |
| **New England** | Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont |
| **NMTC** | New Markets Tax Credit |
| **OCC** | Office of the Comptroller of the Currency |
| **OCI** | Other Comprehensive Income (Loss) |
| **Operating Leverage** | Period-over-period percent change in total revenue, less the period-over-period percent change in noninterest expense |
| **Parent Company** | Citizens Financial Group, Inc. (the Parent Company of Citizens Bank, National Association and other subsidiaries) |
| **PCD** | Purchased Credit Deteriorated |
| **ROTCE** | Return on Average Tangible Common Equity |
| **RPA** | Risk Participation Agreement |
| **RWA** | Risk-Weighted Assets |
| **SBA** | United States Small Business Administration |
| **SCB** | Stress Capital Buffer |
| **SEC** | United States Securities and Exchange Commission |
| **SOFR** | Secured Overnight Financing Rate |
| **TBAs** | To-Be-Announced Mortgage Securities |
| **Tier 1 capital ratio** | Tier 1 capital, which includes Common Equity Tier 1 capital plus non-cumulative perpetual preferred equity that qualifies as additional tier 1 capital, divided by total risk-weighted assets as defined under the U.S. Basel III Standardized approach |
| **Tier 1 leverage ratio** | Tier 1 capital, which includes Common Equity Tier 1 capital plus non-cumulative perpetual preferred equity that qualifies as additional tier 1 capital, divided by quarterly adjusted average assets as defined under the U.S. Basel III Standardized approach |
| **TOP** | Tapping Our Potential |
| **Total capital ratio** | Total capital, which includes Common Equity Tier 1 capital, tier 1 capital, and allowance for credit losses and qualifying subordinated debt that qualifies as tier 2 capital, divided by total risk-weighted assets as defined under the U.S. Basel III Standardized approach |
| **USDA** | United States Department of Agriculture |
| **VA** | United States Department of Veterans Affairs |
| **VaR** | Value at Risk |
| **VIE** | Variable Interest Entity |

**PART I. FINANCIAL INFORMATION**
**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**


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**FORWARD-LOOKING STATEMENTS**

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “goals,” “targets,” “initiatives,” “potentially,” “probably,” “projects,” “outlook,” “guidance” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could.”

Forward-looking statements are based upon the current beliefs and expectations of management, and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events. We caution you, therefore, against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. While there is no assurance that any list of risks and uncertainties or risk factors is complete, important factors that could cause actual results to differ materially from those in the forward-looking statements include the following, without limitation:

- Negative economic, business and political conditions, including as a result of the interest rate environment, supply chain disruptions, inflationary pressures and labor shortages, that adversely affect the general economy, housing prices, the job market, consumer confidence and spending habits;
- The general state of the economy and employment, as well as general business and economic conditions, and changes in the competitive environment;
- Our capital and liquidity requirements under regulatory standards and our ability to generate capital and liquidity on favorable terms;
- The effect of changes in our credit ratings on our cost of funding, access to capital markets, ability to market our securities, and overall liquidity position;
- The effect of changes in the level of commercial and consumer deposits on our funding costs and net interest margin;
- Our ability to execute on our strategic business initiatives and achieve our financial performance goals across our Consumer and Commercial businesses, including our Private Bank;
- The effects of geopolitical instability, including the wars in Ukraine and the Middle East, on economic and market conditions, inflationary pressures and the interest rate environment, commodity price and foreign exchange rate volatility, and heightened cybersecurity risks;
- Our ability to comply with heightened supervisory requirements and expectations as well as new or amended regulations;
- Liabilities and business restrictions resulting from litigation and regulatory investigations;
- The effect of changes in interest rates on our net interest income, net interest margin and our mortgage originations, mortgage servicing rights and mortgages held for sale;
- Changes in interest rates and market liquidity, as well as the magnitude of such changes, which may reduce interest margins, impact funding sources and affect the ability to originate and distribute financial products in the primary and secondary markets;
- Financial services reform and other current, pending or future legislation or regulation that could have a negative effect on our revenue and businesses;
- Environmental risks, such as physical or transition risks associated with climate change, and social and governance risks, that could adversely affect our reputation, operations, business, and customers;
- A failure in or breach of our compliance with laws, as well as operational or security systems or infrastructure, or those of our third-party vendors or other service providers, including as a result of cyber-attacks; and
- Management’s ability to identify and manage these and other risks.

In addition to the above factors, we also caution that the actual amounts and timing of any future common stock dividends or share repurchases will be subject to various factors, including our capital position, financial performance, capital impacts of strategic initiatives, market conditions, and regulatory considerations, as well as any other factors that our Board of Directors deems relevant in making such a determination. Therefore, there can be no assurance that we will repurchase shares from or pay any dividends to holders of our common stock, or as to the amount of any such repurchases or dividends.

More information about factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in the "Risk Factors" section in Part I, Item 1A of our 2023 Form 10-K.

## INTRODUCTION

Citizens Financial Group, Inc. is one of the nation's oldest and largest financial institutions, with $219.7 billion in assets as of September 30, 2024. Headquartered in Providence, Rhode Island, we offer a broad range of retail and commercial banking products and services to individuals, small businesses, middle-market companies, large corporations and institutions. We help our customers reach their potential by listening to them and by understanding their needs in order to offer tailored advice, ideas and solutions. In Consumer Banking, we provide an integrated experience that includes mobile and online banking, a full-service customer contact center and the convenience of approximately 3,100 ATMs and more than 1,000 branches in 14 states and the District of Columbia. Consumer Banking products and services include a full range of banking, lending, savings, wealth management and small business offerings. In Commercial Banking, we offer a broad complement of financial products and solutions, including lending and leasing, deposit and treasury management services, foreign exchange, interest rate and commodity risk management solutions, as well as loan syndication, corporate finance, merger and acquisition, and debt and equity capital markets capabilities.

The following MD&A is intended to assist readers in their analysis of the accompanying unaudited interim Consolidated Financial Statements and supplemental financial information. It should be read in conjunction with the unaudited interim Consolidated Financial Statements and Notes to Consolidated Financial Statements in Part I, Item 1, as well as other information contained in this document and our 2023 Form 10-K.

### *Non-GAAP Financial Measures*

This document contains non-GAAP financial measures denoted as "Underlying" results and "including AOCI impact." Underlying results for any given reporting period exclude certain items that may occur in that period which management does not consider indicative of our on-going financial performance. We believe these non-GAAP financial measures provide useful information to investors because they are used by management to evaluate our operating performance and make day-to-day operating decisions. In addition, we believe our Underlying results in any given reporting period reflect our on-going financial performance in that period and, accordingly, are useful to consider in addition to our GAAP financial results. We further believe the presentation of Underlying results increases comparability of period-to-period results.

Other companies may use similarly titled non-GAAP financial measures that may be calculated differently from the way we calculate such measures. Accordingly, our non-GAAP financial measures may not be comparable to similar measures used by such companies. We caution investors not to place undue reliance on such non-GAAP financial measures, but to consider them with the most directly comparable GAAP measures. Non-GAAP financial measures have limitations as analytical tools and should not be considered in isolation or as a substitute for our results reported under GAAP.

Non-GAAP measures are denoted throughout our MD&A by the use of the term "Underlying." Where there is a reference to these metrics in that paragraph, all measures that follow are on the same basis when applicable. For more information on the computation of non-GAAP financial measures, see "Non-GAAP Financial Measures and Reconciliations."

## FINANCIAL PERFORMANCE

### ***Key Highlights***

Net income decreased $48 million and $311 million for the three and nine months ended September 30, 2024, respectively, with earnings per diluted common share down $0.08 to $0.77 and down $0.58 to $2.20 compared to the same periods in 2023.

Results reflect notable items of $10 million or $0.02 per diluted common share, net of tax benefit, for the three months ended September 30, 2024, compared to $18 million or $0.04 per diluted common share, net of tax benefit, for the same period in 2023. For the nine months ended September 30, 2024, notable items were $87 million or $0.19 per diluted common share, net of tax benefit, as compared to $120 million or $0.25 per diluted common share, net of tax benefit, for the same period in 2023.

***Table 1: Notable Items***

| | Three Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| | | Less: notable items | | | |
| (dollars in millions) | Reported results (GAAP) | Integration related costs[1] | TOP and other[2] | FDIC special assessment | Underlying results (non-GAAP) |
| Noninterest income | $532 | $— | ($2) | $— | $534 |
| Noninterest expense | 1,259 | 2 | 9 | — | 1,248 |
| Income tax expense | 88 | — | (3) | — | 91 |

| | Three Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | | Less: notable items | | | |
| (dollars in millions) | Reported results (GAAP) | Integration related costs[1] | TOP and other[2] | FDIC special assessment | Underlying results (non-GAAP) |
| Noninterest income | $492 | $— | $— | $— | $492 |
| Noninterest expense | 1,293 | 8 | 14 | — | 1,271 |
| Income tax expense | 119 | (2) | (2) | — | 123 |

| | Nine Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| | | Less: notable items | | | |
| (dollars in millions) | Reported results (GAAP) | Integration related costs[1] | TOP and other[2] | FDIC special assessment[3] | Underlying results (non-GAAP) |
| Noninterest income | $1,602 | $— | $5 | $— | $1,597 |
| Noninterest expense | 3,918 | 8 | 84 | 40 | 3,786 |
| Income tax expense | 272 | (2) | (28) | (10) | 312 |

| | Nine Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | | Less: notable items | | | |
| (dollars in millions) | Reported results (GAAP) | Integration related costs[1] | TOP and other[2] | FDIC special assessment | Underlying results (non-GAAP) |
| Noninterest income | $1,483 | $— | $— | $— | $1,483 |
| Noninterest expense | 3,895 | 99 | 62 | — | 3,734 |
| Income tax expense | 406 | (26) | (15) | — | 447 |

[1] Includes integration related costs associated with acquisitions.
[2] Primarily includes our TOP revenue and efficiency initiatives for the three and nine months ended September 30, 2024 and 2023.
[3] Represents an industry-wide FDIC special assessment. For more information, see “Regulation and Supervision - Deposit Insurance” in our 2023 Form 10-K.

- Net income available to common stockholders decreased $56 million and $327 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023.
    - On an Underlying basis, net income available to common stockholders of $354 million and $1.1 billion for the three and nine months ended September 30, 2024, respectively, compared with $418 million and $1.5 billion for the same periods in 2023.
    - On an Underlying basis, earnings per diluted common share of $0.79 and $2.39 for the three and nine months ended September 30, 2024, respectively, compared to $0.89 and $3.03 for the same periods in 2023.
- Total revenue decreased $113 million and $413 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by decreases of 10% and 11%, respectively, in net interest income.
- The efficiency ratio of 66.2% and 67.3% for the three and nine months ended September 30, 2024, respectively, compared to 64.2% and 62.5% for the same periods in 2023.
    - On an Underlying basis, the efficiency ratio of 65.6% and 65.1% for the three and nine months ended September 30, 2024, respectively, compared to 63.1% and 59.9% for the same periods in 2023.
- ROTCE of 9.5% and 9.6% for the three and nine months ended September 30, 2024, respectively, compared to 12.0% and 12.9% for the same periods in 2023.
    - On an Underlying basis, ROTCE of 9.7% and 10.5% for the three and nine months ended September 30, 2024, respectively, compared to 12.5% and 14.1% for the same periods in 2023.
- Tangible book value per common share of $33.54 increased 9% from December 31, 2023.

For additional information regarding our financial performance, see “Results of Operations.”

## RESULTS OF OPERATIONS

### *Net Interest Income*

Net interest income is our largest source of revenue and is the difference between the interest earned on interest-earning assets (generally loans and investment securities) and the interest expense incurred in connection with interest-bearing liabilities (generally deposits and borrowed funds). The level of net interest income is primarily a function of the difference between the effective yield on our average interest-earning assets and the effective cost of our interest-bearing liabilities. These factors are influenced by the pricing and mix of interest-earning assets and interest-bearing liabilities which, in turn, are impacted by external factors such as economic conditions, competition for loans and deposits, the monetary policy of the FRB and market interest rates. For further discussion, refer to the “Market Risk” and “Risk Governance” sections of our 2023 Form 10-K.

The following tables present the major components of our net interest income. Average balance represents amortized cost, excluding the unamortized basis adjustments related to the transfer of certain HTM securities from AFS, and LHFS, at fair value. The yield/rate is based on annualized interest income or expense for the periods presented and includes the impact of hedging activities associated with the respective asset and liability categories.

***Table 2: Major Components of Net Interest Income***

| | Three Months Ended September 30, | | | | | | Change | |
|---|---|---|---|---|---|---|---|---|
| | 2024 | | | 2023 | | | | |
| (dollars in millions) | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Yield/ Rate (bps) |
| **Assets** | | | | | | | | |
| Interest-bearing cash and due from banks and deposits in banks | $8,896 | $121 | 5.30 % | $8,005 | $111 | 5.42 % | $891 | (12) bps |
| Taxable investment securities | 45,083 | 423 | 3.75 | 39,271 | 290 | 2.95 | 5,812 | 80 |
| Non-taxable investment securities | 1 | — | 2.60 | 2 | — | 2.68 | (1) | (8) |
| Total investment securities | 45,084 | 423 | 3.75 | 39,273 | 290 | 2.95 | 5,811 | 80 |
| Commercial and industrial | 44,071 | 556 | 4.95 | 48,908 | 762 | 6.10 | (4,837) | (115) |
| Commercial real estate | 28,209 | 452 | 6.26 | 29,353 | 467 | 6.23 | (1,144) | 3 |
| Total commercial | 72,280 | 1,008 | 5.46 | 78,261 | 1,229 | 6.15 | (5,981) | (69) |
| Residential mortgages | 32,117 | 301 | 3.75 | 30,838 | 267 | 3.46 | 1,279 | 29 |
| Home equity | 15,733 | 317 | 8.02 | 14,589 | 286 | 7.77 | 1,144 | 25 |
| Automobile | 5,942 | 64 | 4.28 | 9,849 | 103 | 4.16 | (3,907) | 12 |
| Education | 11,155 | 153 | 5.45 | 12,147 | 156 | 5.11 | (992) | 34 |
| Other retail | 4,776 | 133 | 11.04 | 5,107 | 125 | 9.67 | (331) | 137 |
| Total retail | 69,723 | 968 | 5.53 | 72,530 | 937 | 5.14 | (2,807) | 39 |
| Total loans and leases | 142,003 | 1,976 | 5.50 | 150,791 | 2,166 | 5.66 | (8,788) | (16) |
| Loans held for sale, at fair value | 1,108 | 18 | 6.31 | 1,204 | 20 | 6.72 | (96) | (41) |
| Other loans held for sale | 73 | 1 | 5.46 | 321 | 8 | 9.01 | (248) | (355) |
| Interest-earning assets | 197,164 | 2,539 | 5.09 | 199,594 | 2,595 | 5.13 | (2,430) | (4) |
| Noninterest-earning assets | 21,414 | | | 20,568 | | | 846 | |
| Total assets | $218,578 | | | $220,162 | | | ($1,584) | |
| **Liabilities and Stockholders' Equity** | | | | | | | | |
| Checking with interest | $33,090 | $131 | 1.58 % | $33,545 | $126 | 1.49 % | ($455) | 9 |
| Money market | 53,152 | 444 | 3.32 | 52,057 | 415 | 3.17 | 1,095 | 15 |
| Savings | 26,868 | 128 | 1.89 | 29,516 | 123 | 1.65 | (2,648) | 24 |
| Term | 24,705 | 287 | 4.65 | 21,604 | 234 | 4.29 | 3,101 | 36 |
| Total interest-bearing deposits | 137,815 | 990 | 2.86 | 136,722 | 898 | 2.60 | 1,093 | 26 |
| Short-term borrowed funds | 150 | 3 | 6.06 | 506 | 8 | 6.21 | (356) | (15) |
| Long-term borrowed funds | 13,690 | 177 | 5.20 | 13,202 | 167 | 5.02 | 488 | 18 |
| Total borrowed funds | 13,840 | 180 | 5.21 | 13,708 | 175 | 5.07 | 132 | 14 |
| Total interest-bearing liabilities | 151,655 | 1,170 | 3.07 | 150,430 | 1,073 | 2.83 | 1,225 | 24 |
| Demand deposits | 36,236 | | | 39,728 | | | (3,492) | |
| Other noninterest-bearing liabilities | 6,194 | | | 6,813 | | | (619) | |
| Total liabilities | 194,085 | | | 196,971 | | | (2,886) | |
| Stockholders' equity | 24,493 | | | 23,191 | | | 1,302 | |
| Total liabilities and stockholders' equity | $218,578 | | | $220,162 | | | ($1,584) | |
| Interest rate spread | | | 2.02 % | | | 2.30 % | | (28) |
| Net interest income and net interest margin | | $1,369 | 2.76 % | | $1,522 | 3.03 % | | (27) |
| Net interest income and net interest margin, FTE[(1)] | | $1,373 | 2.77 % | | $1,526 | 3.03 % | | (26) |
| Memo: Total deposits (interest-bearing and demand) | $174,051 | $990 | 2.26 % | $176,450 | $898 | 2.02 % | ($2,399) | 24 bps |

| (dollars in millions) | Nine Months Ended September 30, 2024 Average Balance | 2024 Income/ Expense | 2024 Yield/ Rate | 2023 Average Balance | 2023 Income/ Expense | 2023 Yield/ Rate | Change Average Balance | Change Yield/ Rate (bps) |
|---|---|---|---|---|---|---|---|---|
| **Assets:** | | | | | | | | |
| Interest-bearing cash and due from banks and deposits in banks | $9,602 | $391 | 5.35 % | $7,232 | $280 | 5.10 % | $2,370 | 25 bps |
| Taxable investment securities | 44,561 | 1,239 | 3.71 | 38,742 | 823 | 2.83 | 5,819 | 88 |
| Non-taxable investment securities | 1 | — | 2.60 | 2 | — | 2.68 | (1) | (8) |
| Total investment securities | 44,562 | 1,239 | 3.71 | 38,744 | 823 | 2.83 | 5,818 | 88 |
| Commercial and industrial | 44,342 | 1,795 | 5.32 | 51,136 | 2,286 | 5.90 | (6,794) | (58) |
| Commercial real estate | 28,681 | 1,376 | 6.30 | 29,122 | 1,328 | 6.01 | (441) | 29 |
| Total commercial | 73,023 | 3,171 | 5.71 | 80,258 | 3,614 | 5.94 | (7,235) | (23) |
| Residential mortgages | 31,713 | 874 | 3.68 | 30,496 | 776 | 3.39 | 1,217 | 29 |
| Home equity | 15,387 | 920 | 7.99 | 14,336 | 790 | 7.37 | 1,051 | 62 |
| Automobile | 6,832 | 218 | 4.27 | 10,920 | 335 | 4.11 | (4,088) | 16 |
| Education | 11,472 | 463 | 5.39 | 12,455 | 465 | 5.00 | (983) | 39 |
| Other retail | 4,866 | 392 | 10.76 | 5,184 | 365 | 9.41 | (318) | 135 |
| Total retail | 70,270 | 2,867 | 5.45 | 73,391 | 2,731 | 4.97 | (3,121) | 48 |
| Total loans and leases | 143,293 | 6,038 | 5.58 | 153,649 | 6,345 | 5.48 | (10,356) | 10 |
| Loans held for sale, at fair value | 952 | 45 | 6.29 | 1,199 | 55 | 6.10 | (247) | 19 |
| Other loans held for sale | 152 | 11 | 9.39 | 380 | 25 | 8.57 | (228) | 82 |
| Interest-earning assets | 198,561 | 7,724 | 5.15 | 201,204 | 7,528 | 4.96 | (2,643) | 19 |
| Noninterest-earning assets | 20,959 | | | 20,535 | | | 424 | |
| Total assets | $219,520 | | | $221,739 | | | ($2,219) | |
| **Liabilities and Stockholders' Equity:** | | | | | | | | |
| Checking with interest | $33,017 | $368 | 1.49 % | $34,693 | $333 | 1.28 % | ($1,676) | 21 |
| Money market | 52,552 | 1,320 | 3.35 | 50,562 | 1,050 | 2.78 | 1,990 | 57 |
| Savings | 27,389 | 369 | 1.80 | 29,539 | 310 | 1.40 | (2,150) | 40 |
| Term | 25,274 | 885 | 4.68 | 17,240 | 478 | 3.70 | 8,034 | 98 |
| Total interest-bearing deposits | 138,232 | 2,942 | 2.84 | 132,034 | 2,171 | 2.20 | 6,198 | 64 |
| Short-term borrowed funds | 324 | 14 | 5.64 | 831 | 36 | 5.71 | (507) | (7) |
| Long-term borrowed funds | 14,147 | 547 | 5.15 | 15,909 | 568 | 4.74 | (1,762) | 41 |
| Total borrowed funds | 14,471 | 561 | 5.16 | 16,740 | 604 | 4.79 | (2,269) | 37 |
| Total interest-bearing liabilities | 152,703 | 3,503 | 3.06 | 148,774 | 2,775 | 2.49 | 3,929 | 57 |
| Demand deposits | 36,374 | | | 42,657 | | | (6,283) | |
| Other noninterest-bearing liabilities | 6,544 | | | 6,573 | | | (29) | |
| Total liabilities | 195,621 | | | 198,004 | | | (2,383) | |
| Stockholders' equity | 23,899 | | | 23,735 | | | 164 | |
| Total liabilities and stockholders' equity | $219,520 | | | $221,739 | | | ($2,219) | |
| Interest rate spread | | | 2.09 % | | | 2.47 % | | (38) |
| Net interest income and net interest margin | | $4,221 | 2.84 % | | $4,753 | 3.16 % | | (32) |
| Net interest income and net interest margin, FTE[1] | | $4,234 | 2.85 % | | $4,766 | 3.17 % | | (32) |
| Memo: Total deposits (interest-bearing and demand) | $174,606 | $2,942 | 2.25 % | $174,691 | $2,171 | 1.66 % | ($85) | 59 bps |

[1] Net interest income and net interest margin is presented on a FTE basis using the federal statutory tax rate of 21%. The FTE impact is predominantly attributable to commercial and industrial loans for the periods presented.

Net interest income decreased $153 million, or 10%, and decreased $532 million, or 11%, for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, reflecting lower net interest margin and a decline of 1% in average interest-earning assets.

Net interest margin on a FTE basis decreased 26 basis points and 32 basis points for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, reflecting higher funding and swap costs and the impact of building liquidity, partially offset by the benefit of Non-Core portfolio runoff. The decrease during the nine-month period is also partially offset by higher interest-earning-asset yields.

Average interest-earning assets decreased $2.4 billion and $2.6 billion for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by a decline in total loans and leases, partially offset by an increase in investment securities and cash held in interest-bearing deposits.

Average deposits decreased $2.4 billion for the three months ended September 30, 2024 compared to the same period in 2023, driven by a reduction in higher-cost Treasury deposits and rate-driven migration, partially offset by growth in Private Bank deposits. Average deposits were stable for the nine months ended September 30, 2024 compared to the same period in 2023.

Average total borrowed funds increased $132 million and decreased $2.3 billion for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, reflecting a decline in FHLB advances driven by Non-Core portfolio runoff, and a remix of funding to long-term senior debt and secured borrowings collateralized by loans. These factors are largely offsetting during the three-month period, with the decrease during the nine-month period driven by FHLB advances.

***Noninterest Income***

***Table 3: Noninterest Income***

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | Change | Percent | 2024 | 2023 | Change | Percent |
| Service charges and fees | $109 | $105 | $4 | 4 % | $311 | $306 | $5 | 2 % |
| Capital markets fees | 94 | 67 | 27 | 40 | 346 | 232 | 114 | 49 |
| Card fees | 93 | 74 | 19 | 26 | 271 | 226 | 45 | 20 |
| Wealth fees[1] | 76 | 63 | 13 | 21 | 219 | 191 | 28 | 15 |
| Mortgage banking fees | 46 | 69 | (23) | (33) | 149 | 185 | (36) | (19) |
| Foreign exchange and derivative products | 36 | 48 | (12) | (25) | 111 | 140 | (29) | (21) |
| Letter of credit and loan fees | 45 | 43 | 2 | 5 | 130 | 126 | 4 | 3 |
| Securities gains, net | 9 | 5 | 4 | 80 | 14 | 19 | (5) | (26) |
| Other income[2] | 24 | 18 | 6 | 33 | 51 | 58 | (7) | (12) |
| Noninterest income | $532 | $492 | $40 | 8 % | $1,602 | $1,483 | $119 | 8 % |

[1] See Note 1 for information regarding updates to the Consolidated Statements of Operations during the second quarter of 2024.
[2] Includes bank-owned life insurance income and other income for all periods presented.

The primary drivers for the changes in noninterest income for the three and nine months ended September 30, 2024, compared to the same periods in 2023, are highlighted below.

- Capital markets fees increased given higher underwriting and M&A advisory fees. Higher loan syndication fees are also a driver during the nine-month period.
- Card fees increased driven primarily by higher credit card fees, including favorable vendor contract negotiations.
- Wealth fees reflect increased sales activity and higher asset management fees.
- Mortgage banking fees declined reflecting lower production and servicing fees and a decline in MSR valuation, net of hedge impact.
- Foreign exchange and derivative products revenue decreased given reduced client activity related to interest rate and commodities hedging.

### *Noninterest Expense*

***Table 4: Noninterest Expense***

| (dollars in millions) | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Change | Percent | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 | Change | Percent |
|---|---|---|---|---|---|---|---|---|
| Salaries and employee benefits | $647 | $659 | ($12) | (2 %) | $1,983 | $1,932 | $51 | 3 % |
| Equipment and software | 194 | 191 | 3 | 2 | 576 | 541 | 35 | 6 |
| Outside services | 146 | 160 | (14) | (9) | 469 | 513 | (44) | (9) |
| Occupancy | 108 | 107 | 1 | 1 | 335 | 367 | (32) | (9) |
| Other operating expense | 164 | 176 | (12) | (7) | 555 | 542 | 13 | 2 |
| Noninterest expense | $1,259 | $1,293 | ($34) | (3 %) | $3,918 | $3,895 | $23 | 1 % |

The decrease in noninterest expense for the three months ended September 30, 2024, compared to the same period in 2023, was driven by salaries and employee benefits reflecting lower headcount and other operating expense reflecting lower marketing-related expenses.

The increase in noninterest expense for the nine months ended September 30, 2024, compared to the same period in 2023, was driven by salaries and employee benefits reflecting our Private Bank build-out, equipment and software given technology investments and maintenance, and other operating expense largely associated with FDIC deposit insurance, reflecting an estimate of CBNA's incremental special assessment of $40 million recognized in 2024. These increases were partially offset by lower marketing and travel-related expenses.

For more information regarding CBNA's special assessment, see "Regulation and Supervision - Deposit Insurance" in our 2023 Form 10-K.

### *Provision for Credit Losses*

The provision for credit losses is the result of a detailed analysis performed to estimate our ACL. The total provision for credit losses includes the provision for loan and lease losses and the provision for unfunded commitments. Refer to "Analysis of Financial Condition — Credit Quality" for more information.

Provision expense of $172 million and $525 million for the three and nine months ended September 30, 2024, respectively, compared to $172 million and $516 million for the same periods in 2023. The provision expense for the three and nine months ended September 30, 2024 reflects higher reserves against the CRE office portfolio primarily driven by elevated interest rates and return-to-office dynamics.

### *Income Tax Expense*

Income tax expense of $88 million and $272 million decreased $31 million and $134 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. The effective income tax rate of 18.6% and 19.7% for the three and nine months ended September 30, 2024 decreased from 21.5% and 22.2%, respectively, compared to the same periods in 2023. These decreases reflect a higher benefit from tax-advantaged investments and the favorable impact of certain tax matters. Provision for income taxes is calculated by applying the estimated annual effective tax rate to year-to-date pre-tax income, adjusting for discrete items that occurred during the period.

### *Business Operating Segments*

We have three business operating segments: Consumer Banking, Commercial Banking, and Non-Core. See Note 16 for more information regarding our business operating segments.

The following tables present certain financial data of our business operating segments. Total business operating segment financial results differ from total consolidated financial results. These differences are reflected in Other non-segment operations.

***Table 5: Selected Financial Data for Business Operating Segments***

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | Consumer Banking | | Commercial Banking | | Non-Core | |
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Net interest income | $1,156 | $1,067 | $478 | $560 | ($28) | ($41) |
| Noninterest income | 285 | 278 | 207 | 180 | — | — |
| Total revenue | 1,441 | 1,345 | 685 | 740 | (28) | (41) |
| Noninterest expense | 916 | 905 | 300 | 325 | 23 | 30 |
| Profit (loss) before credit losses | 525 | 440 | 385 | 415 | (51) | (71) |
| Net charge-offs | 84 | 67 | 91 | 67 | 17 | 20 |
| Income (loss) before income tax expense (benefit) | 441 | 373 | 294 | 348 | (68) | (91) |
| Income tax expense (benefit) | 114 | 97 | 63 | 88 | (17) | (24) |
| Net income (loss) | $327 | $276 | $231 | $260 | ($51) | ($67) |
| **Average Balances:** | | | | | | |
| Total assets | $75,392 | $72,964 | $68,092 | $74,997 | $8,389 | $13,113 |
| Total loans and leases[(1)] | 69,021 | 66,641 | 64,974 | 71,898 | 8,352 | 13,010 |
| Deposits | 121,899 | 117,979 | 44,190 | 47,221 | — | — |
| Interest-earning assets | 69,608 | 67,273 | 65,550 | 72,275 | 8,352 | 13,010 |

| | Nine Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | Consumer Banking | | Commercial Banking | | Non-Core | |
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Net interest income | $3,369 | $3,101 | $1,486 | $1,741 | ($96) | ($84) |
| Noninterest income | 820 | 802 | 676 | 588 | — | — |
| Total revenue | 4,189 | 3,903 | 2,162 | 2,329 | (96) | (84) |
| Noninterest expense | 2,734 | 2,637 | 928 | 971 | 74 | 95 |
| Profit (loss) before credit losses | 1,455 | 1,266 | 1,234 | 1,358 | (170) | (179) |
| Net charge-offs | 249 | 198 | 262 | 185 | 46 | 54 |
| Income (loss) before income tax expense (benefit) | 1,206 | 1,068 | 972 | 1,173 | (216) | (233) |
| Income tax expense (benefit) | 311 | 278 | 223 | 289 | (55) | (61) |
| Net income (loss) | $895 | $790 | $749 | $884 | ($161) | ($172) |
| **Average Balances:** | | | | | | |
| Total assets | $74,510 | $72,477 | $69,046 | $77,130 | $9,450 | $14,409 |
| Total loans and leases[(1)] | 68,146 | 66,171 | 66,048 | 73,961 | 9,408 | 14,332 |
| Deposits | 120,803 | 116,477 | 44,766 | 47,221 | — | — |
| Interest-earning assets | 68,740 | 66,823 | 66,507 | 74,350 | 9,408 | 14,332 |

[(1)] Includes LHFS.

#### *Consumer Banking*

Net interest income increased $89 million and $268 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by higher net interest margin reflecting higher interest-earning asset yields and growth in average interest-earning assets. These increases were partially offset by higher funding costs.

Noninterest income increased $7 million and $18 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by wealth fees reflecting increased sales activity and higher asset management fees, higher credit card fees, and service charges and fees given higher overdraft and cash management fees. These increases were partially offset by mortgage banking fees reflecting lower production and servicing fees and a decline in MSR valuation, net of hedge impact.

Noninterest expense increased $97 million for the nine months ended September 30, 2024 compared to the same period in 2023, driven primarily by salaries and benefits reflecting our Private Bank build-out. Noninterest expense was stable for the three months ended September 30, 2024 compared to the same period in 2023.

Net charge-offs increased $17 million and $51 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven primarily by other retail and education.

***Commercial Banking***

Net interest income decreased $82 million and $255 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by lower net interest margin, a decline in average interest-earning assets and higher funding costs.

Noninterest income increased $27 million and $88 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by capital markets fees reflecting higher underwriting and M&A advisory fees. These increases were partially offset by foreign exchange and derivative products revenue given reduced client activity related to interest rate and commodities hedging. Higher loan syndication fees are also a driver during the nine-month period.

Noninterest expense decreased $25 million and $43 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven primarily by salaries and employee benefits reflecting lower headcount.

Net charge-offs increased $24 million and $77 million for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. The increase during the three-month period was driven by the resolution of several nonperforming credits in commercial and industrial, while the increase during the nine-month period was primarily driven by the office segment of CRE, partially offset by a decline in commercial and industrial.

***Non-Core***

Net interest income decreased $12 million for the nine months ended September 30, 2024 compared to the same period in 2023, driven by the highest-cost implied marginal funding sources during 2024, including secured borrowings collateralized by auto loans and FHLB advances, and a decline in average interest-earning assets.

Average loans and leases decreased $4.7 billion and $4.9 billion for the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023, driven by planned Non-Core portfolio runoff.

## ANALYSIS OF FINANCIAL CONDITION

### *Securities*

***Table 6: Amortized Cost and Fair Value of Securities***

| (dollars in millions) | September 30, 2024 | | December 31, 2023 | |
|---|---|---|---|---|
| | Amortized Cost[1] | Fair Value | Amortized Cost[1] | Fair Value |
| U.S. Treasury and other | $4,726 | $4,689 | $4,493 | $4,380 |
| State and political subdivisions | 1 | 1 | 1 | 1 |
| Mortgage-backed securities: | | | | |
| Federal agencies and U.S. government sponsored entities | 28,995 | 27,650 | 26,289 | 24,477 |
| Other/non-agency | 274 | 261 | 279 | 255 |
| Total mortgage-backed securities | 29,269 | 27,911 | 26,568 | 24,732 |
| Collateralized loan obligations | 234 | 234 | 667 | 664 |
| Total debt securities available for sale | $34,230 | $32,835 | $31,729 | $29,777 |
| Mortgage-backed securities: | | | | |
| Federal agencies and U.S. government sponsored entities | $8,308 | $7,645 | $8,696 | $7,887 |
| Total mortgage-backed securities | 8,308 | 7,645 | 8,696 | 7,887 |
| Asset-backed securities | 430 | 422 | 488 | 463 |
| Total debt securities held to maturity | $8,738 | $8,067 | $9,184 | $8,350 |
| Total debt securities available for sale and held to maturity | $42,968 | $40,902 | $40,913 | $38,127 |
| Equity securities, at cost[2] | $732 | $732 | $869 | $869 |
| Equity securities, at fair value[2] | 203 | 203 | 173 | 173 |

[1] Excludes portfolio level basis adjustments of $176 million and $60 million, respectively, for securities designated in active fair value hedge relationships at September 30, 2024 and December 31, 2023.
[2] Included in other assets in the Consolidated Balance Sheets.

The primary objective of our securities portfolio is to provide a readily available source of liquidity. The portfolio primarily includes high-quality, highly liquid investments reflecting our ongoing commitment to maintain strong contingent liquidity levels and pledging capacity.

As of September 30, 2024, U.S. Treasuries and mortgage-backed securities issued by GNMA and GSEs represented 98% of the fair value of our debt securities portfolio, with approximately $34.1 billion of unencumbered high-quality liquid securities serving as potential collateral for borrowings from the FHLB, FRB discount window, and the Fixed Income Clearing Corporation bilateral repurchase agreement market.

For further discussion of the use of our securities as liquidity collateral see the “Liquidity Risk Management and Governance” section in this document. For further discussion of liquidity requirements, see “Regulation and Supervision — Liquidity Requirements” in our 2023 Form 10-K.

We manage our securities portfolio duration and convexity risk through asset selection and securities structure, and maintain duration levels within our risk appetite in the context of our broader interest rate risk framework and limits. As of September 30, 2024, the portfolio’s average effective duration, including recent hedging actions to reduce duration, was 3.3 years compared with 3.9 years as of December 31, 2023.

### *Loans and Leases*

***Table 7: Composition of Loans and Leases, Excluding LHFS***

| (dollars in millions) | September 30, 2024 | December 31, 2023 | Change | Percent |
|---|---|---|---|---|
| Commercial and industrial | $43,825 | $44,974 | ($1,149) | (3)% |
| Commercial real estate | 27,983 | 29,471 | (1,488) | (5) |
| Total commercial | 71,808 | 74,445 | (2,637) | (4) |
| Residential mortgages | 32,379 | 31,332 | 1,047 | 3 |
| Home equity | 15,992 | 15,040 | 952 | 6 |
| Automobile | 5,540 | 8,258 | (2,718) | (33) |
| Education | 11,118 | 11,834 | (716) | (6) |
| Other retail | 4,795 | 5,050 | (255) | (5) |
| Total retail | 69,824 | 71,514 | (1,690) | (2) |
| Total loans and leases | $141,632 | $145,959 | ($4,327) | (3)% |

See Note 1 for a description of changes made to the Company's loans and leases presentation during the first quarter of 2024.

The decrease in total loans and leases as of September 30, 2024 compared to December 31, 2023 reflects a $2.6 billion decrease in commercial given balance sheet optimization actions, paydowns and lower client demand. Retail decreased $1.7 billion, primarily driven by planned Non-Core portfolio runoff, partially offset by growth in home equity and mortgage.

### *Credit Quality*

See Note 1 for a description of changes made to the Company's loans and leases presentation during the first quarter of 2024.

The ACL is a reserve to absorb estimated future credit losses in accordance with GAAP. For additional information regarding the ACL, see "Critical Accounting Estimates — Allowance for Credit Losses" and Note 4, and Note 6 in our 2023 Form 10-K.

The ACL as of September 30, 2024 compared to December 31, 2023 reflects a decrease of $32 million. For further information see Note 4.

***Table 8: ACL and Related Coverage Ratios by Portfolio***

| | September 30, 2024 | | | December 31, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Loans and Leases | Allowance | Coverage | Loans and Leases | Allowance | Coverage |
| Allowance for Loan and Lease Losses | | | | | | |
| Commercial and industrial | $43,825 | $506 | 1.15 % | $44,974 | $587 | 1.31 % |
| Commercial real estate | 27,983 | 681 | 2.43 | 29,471 | 663 | 2.25 |
| Total commercial | 71,808 | 1,187 | 1.65 | 74,445 | 1,250 | 1.68 |
| Residential mortgages | 32,379 | 164 | 0.51 | 31,332 | 181 | 0.58 |
| Home equity | 15,992 | 102 | 0.64 | 15,040 | 100 | 0.66 |
| Automobile | 5,540 | 29 | 0.52 | 8,258 | 57 | 0.69 |
| Education | 11,118 | 288 | 2.59 | 11,834 | 259 | 2.18 |
| Other retail | 4,795 | 309 | 6.44 | 5,050 | 251 | 4.98 |
| Total retail | 69,824 | 892 | 1.28 | 71,514 | 848 | 1.19 |
| Total loans and leases | $141,632 | $2,079 | 1.47 % | $145,959 | $2,098 | 1.44 % |
| Allowance for Unfunded Lending Commitments | | | | | | |
| Commercial[1] | | $164 | 1.88 % | | $175 | 1.91 % |
| Retail[2] | | 43 | 1.34 | | 45 | 1.25 |
| Total allowance for unfunded lending commitments | | 207 | | | 220 | |
| Allowance for credit losses | $141,632 | $2,286 | 1.61 % | $145,959 | $2,318 | 1.59 % |

[1] Coverage ratio includes total commercial allowance for unfunded lending commitments and total commercial allowance for loan and lease losses in the numerator and total commercial loans and leases in the denominator.
[2] Coverage ratio includes total retail allowance for unfunded lending commitments and total retail allowance for loan losses in the numerator and total retail loans in the denominator.

***Table 9: Nonaccrual Loans and Leases***

| (dollars in millions) | September 30, 2024 | December 31, 2023 | Change | Percent |
|---|---|---|---|---|
| Commercial and industrial | $219 | $297 | ($78) | (26 %) |
| Commercial real estate | 852 | 477 | 375 | 79 |
| Total commercial | 1,071 | 774 | 297 | 38 |
| Residential mortgages | 169 | 177 | (8) | (5) |
| Home equity | 281 | 285 | (4) | (1) |
| Automobile | 46 | 61 | (15) | (25) |
| Education | 59 | 28 | 31 | 111 |
| Other retail | 61 | 39 | 22 | 56 |
| Total retail | 616 | 590 | 26 | 4 |
| Nonaccrual loans and leases | $1,687 | $1,364 | $323 | 24 % |
| Nonaccrual loans and leases to total loans and leases | 1.19 % | 0.93 % | 26 bps | |
| Allowance for loan and lease losses to nonaccrual loans and leases | 123 | 154 | (31 %) | |
| Allowance for credit losses to nonaccrual loans and leases | 136 | 170 | (34 %) | |

***Table 10: Ratio of Net Charge-Offs to Average Loans and Leases***

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2024 | | | 2023 | | |
| (dollars in millions) | Net Charge-Offs | Average Balance | Ratio | Net Charge-Offs | Average Balance | Ratio |
| Commercial and industrial | $54 | $44,071 | 0.49 % | $22 | $48,908 | 0.18 % |
| Commercial real estate | 44 | 28,209 | 0.62 | 48 | 29,353 | 0.65 |
| Total commercial | 98 | 72,280 | 0.54 | 70 | 78,261 | 0.35 |
| Residential mortgages | — | 32,117 | — | (1) | 30,838 | (0.02) |
| Home equity | (1) | 15,733 | (0.03) | (3) | 14,589 | (0.08) |
| Automobile | 13 | 5,942 | 0.81 | 15 | 9,849 | 0.60 |
| Education | 24 | 11,155 | 0.85 | 22 | 12,147 | 0.72 |
| Other retail | 58 | 4,776 | 4.93 | 50 | 5,107 | 3.95 |
| Total retail | 94 | 69,723 | 0.54 | 83 | 72,530 | 0.46 |
| Total loans and leases | $192 | $142,003 | 0.54 % | $153 | $150,791 | 0.40 % |

| | Nine Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2024 | | | 2023 | | |
| (dollars in millions) | Net Charge-Offs | Average Balance | Ratio | Net Charge-Offs | Average Balance | Ratio |
| Commercial and industrial | $61 | $44,342 | 0.18 % | $85 | $51,136 | 0.22 % |
| Commercial real estate | 218 | 28,681 | 1.02 | 113 | 29,122 | 0.52 |
| Total commercial | 279 | 73,023 | 0.51 | 198 | 80,258 | 0.33 |
| Residential mortgages | 1 | 31,713 | — | — | 30,496 | — |
| Home equity | (6) | 15,387 | (0.05) | (9) | 14,336 | (0.08) |
| Automobile | 31 | 6,832 | 0.60 | 38 | 10,920 | 0.47 |
| Education | 77 | 11,472 | 0.90 | 62 | 12,455 | 0.66 |
| Other retail | 175 | 4,866 | 4.82 | 149 | 5,184 | 3.87 |
| Total retail | 278 | 70,270 | 0.53 | 240 | 73,391 | 0.44 |
| Total loans and leases | $557 | $143,293 | 0.52 % | $438 | $153,649 | 0.38 % |

For the three and nine months ended September 30, 2024, net charge-offs increased $39 million and $119 million, respectively, compared to the same periods in 2023. The net charge-off ratio increased 14 basis points compared to the same periods.

For the three months ended September 30, 2024, the increase in retail net charge-offs was driven by other retail. For the nine months ended September 30, 2024, the increase in retail net charge-offs was driven by other retail and education, partially offset by a decline in auto. For the three months ended September 30, 2024, the increase in commercial net charge-offs was driven by the resolution of several nonperforming credits in commercial and industrial. For the nine months ended September 30, 2024, the increase was primarily driven by the office segment of CRE, partially offset by a decline in commercial and industrial.

***Commercial Loan Asset Quality***

Our commercial portfolio consists of traditional commercial and industrial loans, commercial leases, and commercial real estate loans. As discussed in our 2023 Form 10-K, we utilize internal risk ratings to monitor credit quality for commercial loans and leases.

Total commercial criticized balances of $8.6 billion at September 30, 2024 increased $136 million compared to December 31, 2023.

Commercial and industrial criticized balances of $3.1 billion at September 30, 2024 decreased from $3.5 billion at December 31, 2023, primarily driven by declines in the healthcare and wholesale trade sectors.

Commercial real estate criticized balances of $5.5 billion at September 30, 2024 increased from $5.0 billion at December 31, 2023, attributable to the continued impacts of interest rates and return-to-office dynamics on the Office sector and the continued impacts of interest rates on the Multi-family sector. Approximately 96% of commercial real estate loans remain current on payments as of September 30, 2024.

For more information on the distribution of commercial loans by vintage date and regulatory classification rating, see Note 4.

***Table 11: Commercial and Industrial Loans by Industry Sector***

| | September 30, 2024 | | December 31, 2023 | |
|---|---|---|---|---|
| (dollars in millions) | Balance | % of Total Loans and Leases | Balance | % of Total Loans and Leases |
| **Industry sector** | | | | |
| Finance and insurance | | | | |
| Capital call facilities | $5,853 | 4 % | $5,780 | 4 % |
| Other finance and insurance | 5,993 | 4 | 6,021 | 4 |
| Other manufacturing | 3,766 | 3 | 3,748 | 2 |
| Technology | 3,400 | 2 | 3,351 | 2 |
| Accommodation and food services | 2,586 | 2 | 2,948 | 2 |
| Health, pharma, and social assistance | 2,327 | 2 | 2,598 | 2 |
| Wholesale trade | 2,212 | 1 | 2,467 | 2 |
| Retail trade | 2,238 | 1 | 2,379 | 2 |
| Professional, scientific, and technical services | 2,325 | 2 | 2,339 | 2 |
| Other services | 2,418 | 2 | 2,168 | 1 |
| Energy and related | 2,113 | 1 | 2,034 | 1 |
| Arts, entertainment, and recreation | 1,545 | 1 | 1,602 | 1 |
| Administrative and waste management | 1,336 | 1 | 1,599 | 1 |
| Rental and leasing | 1,050 | 1 | 1,073 | 1 |
| Consumer products manufacturing | 840 | 1 | 984 | 1 |
| Automotive | 1,016 | 1 | 898 | 1 |
| Other | 2,807 | 2 | 2,985 | 2 |
| Total commercial and industrial | $43,825 | 31 % | $44,974 | 31 % |

***Table 12: Commercial Real Estate by Property Type and State***

| (dollars in millions) | September 30, 2024 Balance | September 30, 2024 % of Total Loans and Leases | December 31, 2023 Balance | December 31, 2023 % of Total Loans and Leases |
|---|---|---|---|---|
| **Property type** | | | | |
| Multi-family | $9,952 | 7 % | $9,367 | 6 % |
| Office | | | | |
| Credit tenant lease and life sciences[1] | 2,220 | 2 | 2,268 | 2 |
| Other general office | 3,156 | 2 | 3,648 | 3 |
| Retail | 2,987 | 2 | 3,407 | 2 |
| Industrial | 3,744 | 3 | 3,981 | 3 |
| Co-op | 1,807 | 1 | 1,796 | 1 |
| Data center | 991 | 1 | 841 | 1 |
| Hospitality | 423 | — | 608 | — |
| Other | 2,703 | 2 | 3,555 | 2 |
| Total commercial real estate | $27,983 | 20 % | $29,471 | 20 % |
| **State** | | | | |
| New York | $6,869 | 5 % | $7,035 | 5 % |
| New Jersey | 3,433 | 2 | 3,829 | 3 |
| Pennsylvania | 2,503 | 2 | 2,613 | 2 |
| California | 2,465 | 2 | 2,314 | 1 |
| Texas | 1,400 | 1 | 2,163 | 1 |
| Massachusetts | 1,769 | 1 | 1,897 | 1 |
| Florida | 1,185 | 1 | 1,087 | 1 |
| Other Southeast[2] | 2,939 | 2 | 3,056 | 2 |
| Other | 5,420 | 4 | 5,477 | 4 |
| Total commercial real estate | $27,983 | 20 % | $29,471 | 20 % |

[1] Credit tenant lease includes loans to nationally recognized tenants with high credit ratings and life sciences includes loans to provide lab and office space for tenants involved in the study and development of scientific discoveries.
[2] Includes Georgia, Maryland, North Carolina, South Carolina and Virginia.

### *Retail Loan Asset Quality*

We utilize credit scores provided by FICO, which are generally refreshed on a quarterly basis, and payment and delinquency status, among other data points, to monitor credit quality for retail loans. FICO credit scores represent current and historical national industry-wide consumer level credit performance data, which management believes are the strongest indicator of potential credit losses over the contractual life of the loan and a good predictor of a borrower's future payment performance.

***Table 13: Retail Loan Portfolio Analysis***

| | September 30, 2024 | | | | | December 31, 2023 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Days Past Due and Accruing | | | | | Days Past Due and Accruing | | | |
| | Current | 30-59 | 60-89 | 90+ | Nonaccrual | Current | 30-59 | 60-89 | 90+ | Nonaccrual |
| Residential mortgages | 98.59 % | 0.29 % | 0.15 % | 0.45 % | 0.52 % | 97.34 % | 0.90 % | 0.38 % | 0.82 % | 0.56 % |
| Home equity | 97.49 | 0.58 | 0.17 | — | 1.76 | 97.34 | 0.55 | 0.22 | — | 1.89 |
| Automobile | 96.51 | 1.97 | 0.69 | — | 0.83 | 96.94 | 1.74 | 0.58 | — | 0.74 |
| Education | 98.84 | 0.39 | 0.22 | 0.02 | 0.53 | 99.14 | 0.41 | 0.19 | 0.02 | 0.24 |
| Other retail | 97.14 | 0.92 | 0.65 | 0.02 | 1.27 | 97.02 | 0.97 | 0.67 | 0.57 | 0.77 |
| Total retail | 98.12 % | 0.55 % | 0.24 % | 0.21 % | 0.88 % | 97.56 % | 0.85 % | 0.36 % | 0.40 % | 0.83 % |

***Table 14: Retail Asset Quality Metrics***

| | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Average refreshed FICO for total portfolio | 774 | 772 |
| CLTV ratio for secured real estate[1] | 50 % | 50 % |

[1] The real estate secured portfolio CLTV is calculated as the mortgage and second lien loan balance divided by the most recently available value of the property.

For more information on the aging of accruing and nonaccrual retail loans, and the distribution of retail loans by vintage date and FICO score, see Note 4.

### *Deposits*

***Table 15: Composition of Deposits***

| (dollars in millions) | September 30, 2024 | % of Total Deposits | December 31, 2023 | % of Total Deposits |
|---|---|---|---|---|
| Demand | $35,978 | 21 % | $37,107 | 21 % |
| Money market | 54,654 | 31 | 53,812 | 30 |
| Checking with interest | 33,680 | 19 | 31,876 | 18 |
| Savings | 26,489 | 15 | 27,983 | 16 |
| Term | 24,387 | 14 | 26,564 | 15 |
| Total deposits | $175,188 | 100 % | $177,342 | 100 % |

Total deposits as of September 30, 2024 decreased compared to December 31, 2023, reflecting a decline in Treasury deposits, partially offset by growth in Private Bank deposits.

***Table 16: Uninsured and Insured/Secured Deposits***

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Total deposits | $175,188 | $177,342 |
| | | |
| Estimated uninsured deposits[1] | 76,311 | 73,584 |
| Less: Uninsured affiliate deposits eliminated in consolidation | 13,334 | 14,650 |
| Less: Preferred deposits[1][2] | 6,818 | 7,486 |
| CFG adjusted estimated uninsured deposits, excluding preferred deposits | 56,159 | 51,448 |
| Total estimated insured/secured deposits | $119,029 | $125,894 |
| Insured/secured deposits to total deposits | 68 % | 71 % |

[1] As reported on CBNA's Call Report.
[2] Represents uninsured deposits of states and political subdivisions that are secured or collateralized as required under state law.

### *Borrowed Funds*

Total borrowed funds of $14.0 billion as of September 30, 2024 decreased $13 million compared to December 31, 2023, driven by a decline of approximately $3.7 billion in FHLB advances, partially offset by the issuance of senior debt and secured borrowings collateralized by loans. For more information regarding our borrowed funds, see "Liquidity" and Note 7.

## CAPITAL AND REGULATORY MATTERS

As a bank and financial holding company, we are subject to regulation and supervision by the FRB. Our banking subsidiary, CBNA, is a national banking association primarily regulated by the OCC. Our regulation and supervision continues to evolve as the legal and regulatory frameworks governing our operations continue to change. See "Regulation and Supervision" in our 2023 Form 10-K for more information.

***Capital Adequacy Process***

Our assessment of capital adequacy begins with our Board-approved risk appetite and risk management framework. This framework provides for the identification, measurement and management of material risks. There have been no significant changes to our capital adequacy risk appetite and risk management framework as described in “Capital and Regulatory Matters” in our 2023 Form 10-K.

The FRB regularly supervises and evaluates our capital adequacy and capital planning processes, including the submission of an annual capital plan approved by our Board of Directors or one of its committees. Under the FRB’s capital requirements, we must maintain capital ratios above the sum of the regulatory minimum and SCB requirement to avoid restrictions on capital distributions and discretionary bonus payments. The FRB utilizes the supervisory stress test to determine our SCB, which is re-calibrated with each biennial supervisory stress test and updated annually to reflect our planned common stock dividends. As an institution subject to Category IV standards, we are subject to biennial supervisory stress testing in even-numbered years; however, the FRB required us to participate in the 2023 CCAR supervisory stress test to incorporate the effects of the Investors acquisition. Our SCB associated with the 2023 CCAR supervisory stress test was 4.0%, effective through September 30, 2024, and our SCB associated with the 2024 CCAR supervisory stress test is 4.5%, effective October 1, 2024 through September 30, 2025.

Regulations relating to capital planning, regulatory reporting, stress testing and capital buffer requirements applicable to firms like us are presently subject to rule-making and potential further guidance and interpretation by the applicable federal regulators. We will continue to evaluate the impact of these and any other prudential regulatory changes, including their potential resultant changes in our regulatory and compliance costs and expenses.

For more information on our capital adequacy process, see “Capital and Regulatory Matters” in our 2023 Form 10-K.

***Regulatory Capital Ratios and Capital Composition***

Under the current U.S. Basel III capital framework, we and our banking subsidiary, CBNA, must meet the following specific minimum requirements: CET1 capital ratio of 4.5%, tier 1 capital ratio of 6.0%, total capital ratio of 8.0% and tier 1 leverage ratio of 4.0%. As a bank holding company, our SCB of 4.0% as of September 30, 2024 is imposed on top of the three minimum risk-based capital ratios listed above and a CCB of 2.5% is imposed on top of the three minimum risk-based capital ratios listed above for CBNA.

For additional discussion of the U.S. Basel III capital framework and its related application, see “Regulation and Supervision” in our 2023 Form 10-K. The table below presents the regulatory capital ratios for CFG and CBNA under the U.S. Basel III Standardized rules:

***Table 17: Regulatory Capital Ratios Under the U.S. Basel III Standardized Rules***

| | September 30, 2024 | | December 31, 2023 | | |
|---|---|---|---|---|---|
| (dollars in millions) | Amount | Ratio | Amount | Ratio | Required Minimum Capital Ratio[1] |
| **CET1 capital** | | | | | |
| CFG | $17,941 | 10.6 % | $18,358 | 10.6 % | 8.5 % |
| CBNA | 19,908 | 11.9 | 19,411 | 11.3 | 7.0 |
| **Tier 1 capital** | | | | | |
| CFG | 20,053 | 11.9 | 20,372 | 11.8 | 10.0 |
| CBNA | 19,908 | 11.9 | 19,411 | 11.3 | 8.5 |
| **Total capital** | | | | | |
| CFG | 23,352 | 13.9 | 23,608 | 13.7 | 12.0 |
| CBNA | 23,035 | 13.7 | 22,453 | 13.0 | 10.5 |
| **Tier 1 leverage** | | | | | |
| CFG | 20,053 | 9.4 | 20,372 | 9.3 | 4.0 |
| CBNA | 19,908 | 9.4 | 19,411 | 8.9 | 4.0 |
| **Risk-weighted assets** | | | | | |
| CFG | 168,552 | | 172,601 | | |
| CBNA | 167,876 | | 172,094 | | |
| **Quarterly adjusted average assets[2]** | | | | | |
| CFG | 213,274 | | 219,591 | | |
| CBNA | 212,598 | | 218,974 | | |

[1] Represents minimum requirement under the current capital framework plus the SCB of 4.0% and CCB of 2.5% for CFG and CBNA, respectively. The SCB and CCB are not applicable to the Tier 1 leverage ratio.

[2] Represents total average assets less certain amounts deducted from Tier 1 capital.

At September 30, 2024, CFG’s CET1 capital ratio was stable and its tier 1 capital ratio increased compared to December 31, 2023. Net income and a $4.0 billion decrease in RWA was offset by common share repurchases, dividends, and a decrease in the modified CECL transition amount as we entered the third year of the CECL three-year transition period. Lower auto and commercial loans were the key drivers for the decline in RWA. An increase in preferred stock was also a contributing factor to the tier 1 capital ratio increase.

At September 30, 2024, CBNA’s CET1 and tier 1 capital ratios increased compared to December 31, 2023. Net income and a $4.2 billion decrease in RWA, primarily driven by lower auto and commercial loans, was partially offset by dividend payments to the Parent Company and a decrease in the modified CECL transition amount as we entered the third year of the CECL three-year transition period.

At September 30, 2024, CFG’s and CBNA’s total capital ratios increased compared to December 31, 2023, driven by their respective changes in CET1 and tier 1 capital described above and a reduction in the modified AACL transition amount.

At September 30, 2024, CFG’s and CBNA’s tier 1 leverage ratios increased compared to December 31, 2023, reflecting a decline in quarterly adjusted average assets and their respective changes in tier 1 capital described above.

***Table 18: Capital Composition Under the U.S. Basel III Capital Framework***

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Total common stockholders' equity | $22,820 | $22,328 |
| **Exclusions:** | | |
| Modified CECL transitional amount | 96 | 192 |
| Net unrealized (gains)/losses recorded in AOCI, net of tax: | | |
| Debt securities | 1,957 | 2,338 |
| Derivatives | 649 | 1,087 |
| Unamortized net periodic benefit costs | 320 | 333 |
| **Deductions:** | | |
| Goodwill, net of deferred tax liability | (7,772) | (7,779) |
| Other intangible assets, net of deferred tax liability | (118) | (134) |
| Deferred tax assets that arise from tax loss and credit carryforwards | (11) | (7) |
| Total common equity tier 1 capital | 17,941 | 18,358 |
| Qualifying preferred stock | 2,112 | 2,014 |
| Total tier 1 capital | 20,053 | 20,372 |
| Qualifying subordinated debt[1] | 1,297 | 1,319 |
| Allowance for credit losses | 2,286 | 2,318 |
| Exclusions from tier 2 capital: | | |
| Modified AACL transitional amount | (125) | (249) |
| Allowance on PCD assets | (159) | (152) |
| Adjusted allowance for credit losses | 2,002 | 1,917 |
| Total capital | $23,352 | $23,608 |

[1] As of September 30, 2024 and December 31, 2023, the amount of non-qualifying subordinated debt excluded from regulatory capital was $419 million and $482 million, respectively. See Note 7 for more details on our outstanding subordinated debt.

### *Capital Transactions*

We completed the following capital transactions during the nine months ended September 30, 2024:

- Repurchased $825 million of our outstanding common stock;
- Issued 400,000 shares of 7.375% fixed-rate non-cumulative perpetual Series H Preferred Stock at an aggregate offering price of $400 million;
- Redeemed all outstanding shares of the 9.205% floating rate non-cumulative perpetual Series D Preferred Stock on July 8, 2024;
- Declared quarterly common stock dividends of $0.42 per share, aggregating to $581 million; and
- Declared preferred stock dividends aggregating to $103 million.

For additional detail regarding our common and preferred stock dividends see Note 10.

On June 28, 2024, our Board of Directors increased the capacity of our common share repurchase program to $1.25 billion, an increase of $656 million above the $594 million of capacity remaining under the prior February 2023 authorization. All future capital distributions are subject to consideration and approval by our Board of Directors prior to execution. The timing and amount of future dividends and share repurchases will depend on various factors, including our capital position, financial performance, capital impacts of strategic initiatives, market conditions, and regulatory considerations.

### *AOCI Impact on Regulatory Capital*

Under the current applicable regulatory capital rules we have made the AOCI opt-out election, which enables us to exclude components of AOCI from regulatory capital. As noted in the “Capital and Stress Testing Requirements” section of “Regulation and Supervision” in our 2023 Form 10-K, the regulatory agencies are considering the inclusion of AOCI components in regulatory capital for Category IV firms like us, notably the AOCI relative to securities and pension.

The following table presents our regulatory capital ratios including the AOCI impact from securities and pension, which we believe provides useful information in light of recent events and the potential for change in the regulatory capital framework.

***Table 19: AOCI Impact on Regulatory Capital***

| | September 30, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | CFG | | | CBNA | | |
| (dollars in millions) | CET1 | Tier 1 | Total | CET1 | Tier 1 | Total |
| **Regulatory capital, including AOCI impact:** | | | | | | |
| Regulatory capital (as reported) | $17,941 | $20,053 | $23,352 | $19,908 | $19,908 | $23,035 |
| Unrealized gains (losses) on securities and pension | (2,277) | (2,277) | (2,277) | (2,260) | (2,260) | (2,260) |
| Deferred tax assets - securities and pension AOCI | (12) | (12) | (12) | (12) | (12) | (12) |
| Regulatory capital, including AOCI impact (non-GAAP) | $15,652 | $17,764 | $21,063 | $17,636 | $17,636 | $20,763 |
| **Risk-weighted assets, including AOCI impact:** | | | | | | |
| Risk-weighted assets (as reported) | $168,552 | $168,552 | $168,552 | $167,876 | $167,876 | $167,876 |
| Unrealized gains (losses) on securities and pension | (640) | (640) | (640) | (623) | (623) | (623) |
| Deferred tax assets - securities and pension AOCI | 1,919 | 1,919 | 1,919 | 1,901 | 1,901 | 1,901 |
| Risk-weighted assets, including AOCI impact (non-GAAP) | $169,831 | $169,831 | $169,831 | $169,154 | $169,154 | $169,154 |
| **Ratio:** | | | | | | |
| Regulatory capital ratio (as reported) | 10.6 % | 11.9 % | 13.9 % | 11.9 % | 11.9 % | 13.7 % |
| Regulatory capital ratio, including AOCI impact (non-GAAP) | 9.2 % | 10.5 % | 12.4 % | 10.4 % | 10.4 % | 12.3 % |

### *Recent Regulatory Developments*

On March 6, 2024, the SEC adopted a final rule to require registrants to disclose certain climate-related information in their registration statements and annual reports. Subsequent to adoption, a number of businesses and business groups filed petitions seeking a judicial review of the final rule, asserting that the SEC does not have the authority to promulgate it. On April 4, 2024, the SEC issued an order staying its final rule pending completion of the judicial review of certain petitions consolidated in the U.S. Court of Appeals for the Eighth Circuit. We will continue to monitor the outcome of this judicial review.

## LIQUIDITY

We consider the effective and prudent management of liquidity fundamental to our safety and soundness. We define liquidity as our ability to meet our obligations when they come due. As a financial institution, we must maintain operating liquidity to meet expected daily and forecasted cash-flow requirements, as well as contingent liquidity to meet unexpected (stress scenario) funding requirements. Reflecting the importance of meeting all unexpected and stress-scenario funding requirements, we identify and manage contingent liquidity, consisting of cash balances at the FRB, unencumbered high-quality liquid securities and unused FHLB borrowing capacity. Separately, we also identify and manage asset liquidity as a subset of contingent liquidity, consisting of cash balances at the FRB and unencumbered high-quality liquid securities. We maintain additional secured borrowing capacity at the FRB discount window, but do not view this as a primary means of funding, but rather a potential source in a stressed environment or during a market disruption. We manage liquidity at the consolidated enterprise level and at each material legal entity.

### *Parent Company Liquidity*

Our Parent Company's primary sources of cash are dividends and interest received from CBNA resulting from investing in bank equity and subordinated debt as well as externally issued preferred stock, senior debt and subordinated debt. Uses of cash include the routine cash flow requirements as a bank holding company, including periodic share repurchases and payments of dividends, interest and expenses; the needs of subsidiaries, including CBNA for additional equity and, as required, its need for debt financing; and the support for extraordinary funding requirements when necessary. To the extent the Parent Company relies on wholesale borrowings, uses also include payments of related principal and interest.

During the nine months ended September 30, 2024, the Parent Company completed the following transactions:

- Issued $1.25 billion of 5.841% fixed-to-floating rate senior notes due 2030;
- Issued $750 million of 6.645% fixed-to-floating rate senior notes due 2035;
- Issued 400,000 shares of 7.375% fixed-rate non-cumulative perpetual Series H Preferred Stock at an aggregate offering price of $400 million;
- Redeemed all outstanding shares of the 9.205% floating rate non-cumulative perpetual Series D Preferred Stock on July 8, 2024; and
- Issued $1.25 billion of 5.718% fixed-to-floating rate senior notes due 2032.

Our Parent Company's cash and cash equivalents represent a source of liquidity that can be used to meet various needs and totaled $3.1 billion and $2.9 billion as of September 30, 2024 and December 31, 2023, respectively.

During the three months ended September 30, 2024 and 2023, the Parent Company declared dividends on common stock of $190 million and $199 million, respectively, and declared dividends on preferred stock of $38 million and $30 million, respectively.

During the nine months ended September 30, 2024 and 2023, the Parent Company declared dividends on common stock of $581 million and $609 million, respectively, and declared dividends on preferred stock of $103 million and $87 million, respectively.

During the nine months ended September 30, 2024, the Parent Company repurchased $825 million of its outstanding common stock.

***CBNA Liquidity***

As CBNA's primary business involves taking deposits and making loans, a key role of liquidity management is to ensure that customers have timely access to funds. Liquidity management also involves maintaining sufficient liquidity to repay wholesale borrowings, pay operating expenses and support extraordinary funding requirements when necessary. In the ordinary course of business, the liquidity of CBNA is managed by matching sources and uses of cash. The primary sources of bank liquidity include deposits from our consumer and commercial customers; payments of principal and interest on loans and investment securities; and wholesale borrowings, as needed, and as described under "Liquidity Risk Management and Governance." The primary uses of bank liquidity include withdrawals and maturities of deposits; payment of interest on deposits; funding of loans and related commitments; and funding of securities purchases. To the extent that CBNA relies on wholesale borrowings, uses also include payments of related principal and interest. For further information on CBNA's outstanding debt see Note 7.

During the nine months ended September 30, 2024, CBNA completed the following transactions:

- Issued $2.7 billion of secured borrowings collateralized by loans; and
- Redeemed $650 million of 4.119% fixed-to-floating rate senior notes due 2025.

***Liquidity Risk***

Liquidity risk is the risk arising from the inability to meet our obligations when they come due. We must maintain adequate funding to meet current and future obligations, including customer loan requests, deposit maturities and withdrawals, debt service requirements, equipment and premises leases, and other cash commitments, under both normal operating conditions and periods of company-specific and/or market stress.

We primarily rely on customer deposits to be a relatively stable and low-cost source of funding. In addition to customer deposits, our funding sources also include our ability to securitize loans in secondary markets, raise funds in the debt and equity capital markets, pledge loans and/or securities for borrowing from the FHLB, pledge securities as collateral for borrowing under repurchase agreements, and sell AFS securities.

Credit ratings assigned by agencies such as Moody's, Standard and Poor's, and Fitch impact our access to unsecured wholesale market funds and to large uninsured customer deposits and are presented in the table below.

***Table 20: Credit Ratings***

| | September 30, 2024 | | |
|---|---|---|---|
| | Moody's | Standard & Poor's | Fitch |
| **Citizens Financial Group, Inc.:** | | | |
| Long-term issuer | Baa1 | BBB+ | BBB+ |
| Short-term issuer | NR | A-2 | F1 |
| Subordinated debt | Baa1 | BBB | BBB |
| Preferred Stock | Baa3 | BB+ | BB |
| **Citizens Bank, National Association:** | | | |
| Long-term issuer | A3 | A- | BBB+ |
| Short-term issuer | (P) P-2 | A-2 | F1 |
| Long-term deposits | A1 | NR | A- |
| Short-term deposits | P-1 | NR | F1 |

NR = Not rated

We currently have a "stable" outlook at Standard & Poor's, a "negative" outlook at Moody's and a "positive" outlook at Fitch. Changes in our public credit ratings could affect both the cost and availability of our wholesale funding.

Existing and evolving regulatory liquidity requirements represent another key driver of systemic liquidity conditions and liquidity management practices. The FRB and OCC regularly evaluate our liquidity as part of the overall supervisory process. In addition, we are subject to existing and evolving regulatory liquidity requirements, some of which are subject to further rulemaking, guidance and interpretation by the applicable federal regulators. For further discussion, see the "Liquidity Requirements" section under "Regulation and Supervision" in our 2023 Form 10-K.

***Liquidity Risk Management and Governance***

Liquidity risk is measured and managed by the Funding and Liquidity unit within our Treasury group in accordance with policy guidelines promulgated by our Board and the Asset Liability Committee. The Funding and Liquidity unit is responsible for maintaining a liquidity management framework that effectively manages liquidity risk. Processes within this framework include, but are not limited to, regular and comprehensive reporting, including current levels versus threshold limits for a broad set of liquidity metrics and early warning indicators, explanatory commentary relating to emerging risk trends and, as appropriate, recommended remedial strategies, liquidity stress testing, contingency funding plans, and collateral management.

Our Funding and Liquidity unit's primary goals are to deliver and maintain prudent levels of operating liquidity to support expected and projected funding requirements, contingent liquidity to support unexpected funding requirements resulting from idiosyncratic, systemic, and combination stress events, and regulatory liquidity requirements in a timely manner from stable and cost-efficient funding sources. We seek to accomplish these goals by funding loans with stable deposits, by prudently controlling dependence on wholesale funding, particularly short-term unsecured funding, and by maintaining ample available liquidity, including a contingent liquidity buffer of unencumbered high-quality loans and securities.

We maintain a contingency funding plan designed to ensure that liquidity sources are sufficient to meet ongoing obligations and commitments, particularly in a stressed environment or during a market disruption. The plan identifies members of the liquidity contingency team and provides a framework for management to follow, including notification and escalation of potential liquidity stress events.

As of September 30, 2024:

- Organically generated deposits continue to be our primary source of funding, resulting in a consolidated period-end loans-to-deposits ratio, excluding LHFS, of 80.8%;
    - Estimated insured/secured deposits comprise 68% of our consolidated deposit base of $175.2 billion.
- Our total available liquidity, comprised of contingent liquidity and available discount window capacity, was approximately $82.1 billion;
    - Contingent liquidity was $64.3 billion, consisting of unencumbered high-quality liquid securities of $34.1 billion, unused FHLB capacity of $20.4 billion, and our cash balances at the FRB of $9.8 billion; and
    - Available discount window capacity was $17.8 billion, defined as available total borrowing capacity from the FRB based on identified collateral, which is primarily secured by non-mortgage commercial and retail loans.

For a summary of our sources and uses of cash by type of activity for the nine months ended September 30, 2024 and 2023, see the Consolidated Statements of Cash Flows in Item 1.

The Funding and Liquidity unit monitors a variety of liquidity and funding metrics and early warning indicators and metrics, including specific risk thresholds limits. These monitoring tools are broadly classified as follows:

- Current liquidity sources and capacities, including cash balances at the FRB, free and liquid securities, and secured borrowing capacity at the FHLB and FRB discount window;
- Liquidity stress sources, including idiosyncratic, systemic and combined stresses, in addition to evolving regulatory requirements; and
- Current and prospective exposures, including secured and unsecured wholesale funding, and spot and cumulative cash-flow gaps across a variety of horizons.

Further, certain of these metrics are monitored individually for CBNA and for our consolidated enterprise on a daily basis, including cash position, unencumbered securities, asset liquidity and available FHLB borrowing capacity. In order to identify emerging trends and risks and inform funding decisions, specific metrics are also forecasted over a one-year horizon.

***Off-Balance Sheet Arrangements***

We engage in a variety of activities that are not reflected in our Consolidated Balance Sheets that are generally referred to as “off-balance sheet arrangements.” For more information on these types of activities, see Note 11.

**CRITICAL ACCOUNTING ESTIMATES**

Our Consolidated Financial Statements included in this Report are prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires us to establish accounting policies and make estimates that affect amounts reported in our Consolidated Financial Statements.

An accounting estimate requires assumptions and judgments about uncertain matters that could have a material effect on our Consolidated Financial Statements. Estimates are made using facts and circumstances known at a point in time. Changes in those facts and circumstances could produce results substantially different from those estimates. Our significant accounting policies and estimates include the ACL, fair value measurements and the evaluation and measurement of goodwill impairment. For additional information regarding fair value measurements, see “Critical Accounting Estimates” in our 2023 Form 10-K.

***Allowance for Credit Losses***

The ACL of $2.3 billion at September 30, 2024 remained stable compared to December 31, 2023.

As of September 30, 2024, the ACL economic forecast over a two-year reasonable and supportable period was consistent with December 31, 2023, with peak unemployment of approximately 5.1% and start-to-trough real GDP decline of approximately 0.4%. These forecasts reflect a mild recession over the two-year reasonable and supportable period.

Our determination of the ACL is sensitive to changes in forecasted macroeconomic conditions during the reasonable and supportable forecast period. To illustrate the sensitivity, we applied a more pessimistic scenario than that described above which reflects deeper real GDP contraction across our two-year reasonable and supportable forecast period with peak unemployment of approximately 6.0% and start-to-trough real GDP decline of approximately 1.9%. Excluding consideration of qualitative adjustments, this scenario would result in a quantitative lifetime loss estimate of approximately 1.2x our modeled period-end ACL, or an increase of approximately $400 million. This analysis relates only to the modeled credit loss estimate and not to the overall period-end ACL, which includes qualitative adjustments.

Because several quantitative and qualitative factors are considered in determining the ACL, this sensitivity analysis does not necessarily reflect the nature and extent of future changes in the ACL or even what the ACL would be under these economic circumstances. The sensitivity analysis is intended to provide insights into the impact of adverse changes in the macroeconomic environment and the corresponding impact to modeled loss estimates. The hypothetical determination does not incorporate the impact of management judgment or other qualitative factors that could be applied in the actual estimation of the ACL and does not imply any expectation of future deterioration in our loss rates.

It remains difficult to estimate how changes in economic forecasts might affect our ACL because such forecasts consider a wide variety of variables and inputs, and changes in the variables and inputs may not occur at the same time or in the same direction, and such changes may have differing impacts by product type. The variables and inputs may be idiosyncratically affected by risks to the economy, including changing monetary and fiscal policies, impacts from the recent stress on the banking industry, and their impact on inflationary trends. Changes in one or multiple of the key macroeconomic variables may have a material impact on our estimation of expected credit losses.

For additional information regarding the ACL, see Note 4 and “Critical Accounting Estimates - Allowance for Credit Losses” and Note 6 in our 2023 Form 10-K.

***Goodwill***

We review the goodwill of each reporting unit for impairment on an annual basis or more frequently if events or circumstances change that indicate an impairment may exist. When assessing goodwill for impairment, a qualitative assessment may be made to determine whether it is more-likely-than-not that the fair value of a reporting unit is below its carrying value. The process of evaluating the fair value of a reporting unit is subjective, involving management assumptions, estimates and forecasts, and the use of external or internal valuations. Future potential changes in assumptions, estimates or forecasts may impact the estimated fair value of a reporting unit and cause the fair value of the reporting unit to be below its carrying value. Additionally, a reporting unit’s fair value could change based on market conditions or other factors, which could impact whether the fair value of a reporting unit is less than its carrying value.

For additional information regarding Goodwill, see “Critical Accounting Estimates - Goodwill” and Note 10 in our 2023 Form 10-K.

## ACCOUNTING AND REPORTING DEVELOPMENTS

*Accounting standards issued but not adopted as of September 30, 2024*

| Pronouncement | Summary of Guidance | Effects on Financial Statements |
|---|---|---|
| Improvements to Reportable Segment Disclosures<br><br>*Issued November 2023* | • Requires disclosure of significant segment expenses regularly provided to the chief operating decision maker ("CODM")<br>• Requires disclosure of an amount for *other segment items* by reportable segment and a description of its composition<br>• Requires disclosure of the title and position of the CODM | • Required effective date: Annual financial statements for the year ending December 31, 2024 and subsequent interim periods beginning in 2025. Early adoption is permitted.<br>• Adoption is not expected to have a material impact on our required segment disclosures in the Consolidated Financial Statements. |
| Improvements to Income Tax Disclosures<br><br>*Issued December 2023* | • Requires an annual income tax rate reconciliation table that includes specific categories and other significant categories, disaggregated by nature, that exceed 5% of income tax expense at the statutory tax rate<br>• Requires a qualitative description of the states and local jurisdictions that make up more than 50% of the effect of the state and local income tax category<br>• Requires description of the nature, effect and underlying causes of the reconciling items and the judgment used in categorizing these items<br>• Requires annual disclosure of income taxes paid, net of refunds received, disaggregated by federal, state, and foreign taxes, and further disaggregated by individual jurisdictions that exceed 5% of total income taxes paid, net of refunds received<br>• Requires disclosure of 1) income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign, and 2) income tax expense (or benefit) from continuing operations disaggregated by federal, state and foreign<br>• Eliminates the requirement to disclose the nature and estimate of the change in unrecognized tax benefits expected in the next twelve months<br>• Eliminates the requirement to disclose the cumulative amount of each type of temporary difference when a deferred tax liability is not recognized because of the exceptions to comprehensive recognition of deferred taxes related to subsidiaries and corporate joint ventures | • Required effective date: Annual financial statements for the year ending December 31, 2025. Early adoption is permitted.<br>• Adoption is expected to have a meaningful impact on our required income tax disclosures in the Consolidated Financial Statements. |

## RISK GOVERNANCE

We are committed to maintaining a strong, integrated and proactive approach to the management of all risks to which we are exposed in pursuit of our business objectives. A key aspect of our Board's responsibility as the main decision-making body is setting our risk appetite to ensure that the levels of risk that we are willing to accept in the attainment of our strategic business and financial objectives are clearly understood.

To enable our Board to carry out its objectives, it has delegated authority for risk management activities, as well as governance and oversight of those activities, to a number of Board and executive management level risk committees. The Executive Risk Committee, chaired by the Chief Risk Officer, is responsible for oversight of risk across the enterprise and actively considers our inherent material risks, analyzes our overall risk profile and seeks confirmation that the risks are being appropriately identified, assessed and mitigated. Reporting to the Executive Risk Committee are the following committees covering specific areas of risk: Compliance and Operational Risk, Model Risk, Credit Policy, Asset Liability, Business Initiatives Review, and Conduct and Ethics.

There have been no significant changes in our risk governance practices, risk framework, risk appetite, or credit risk as described in "Risk Governance" in our 2023 Form 10-K.

## MARKET RISK

Market risk refers to potential losses arising from changes in interest rates, foreign exchange rates, equity prices, commodity prices and/or other relevant market rates or prices. Modest market risk arises from trading activities that serve customer needs, including the hedging of interest rate and foreign exchange risk. As described below, the market risk arising from our non-trading banking activities, such as the origination of loans and deposit-gathering, is more significant. We have established enterprise-wide policies and methodologies to identify, measure, monitor and report market risk. We actively manage market risk for both non-trading and trading activities.

### *Non-Trading Risk*

Our non-trading banking activities expose us to market risk. This market risk is composed of interest rate risk, as we have no commodity risk and de minimis direct currency and equity risk. We also have market risk related to capital markets loan originations, as well as the valuation of our MSRs. There have been no significant changes in our sources of interest rate risk, interest rate risk practices, risk framework, metrics or assumptions as described in "Market Risk — Non-Trading Risk" in our 2023 Form 10-K.

The table below presents the sensitivity of net interest income to various parallel yield curve shifts from the market implied forward yield curve. Our policies involve measuring exposures as a percentage change in net interest income over the next year due to either instantaneous or gradual parallel changes in rates relative to the market implied forward yield curve. As the following table illustrates, our balance sheet is asset sensitive; net interest income would benefit from an increase in interest rates, while exposure to a decline in interest rates is within limits established and monitored by senior management. While an instantaneous and severe shift in interest rates is included in this analysis, we believe that any actual shift in interest rates would be more gradual and, therefore, have a more modest impact.

***Table 21: Sensitivity of Net Interest Income***

| | Estimated % Change in Net Interest Income over 12 Months | |
|---|---|---|
| **Basis points** | **September 30, 2024** | **December 31, 2023** |
| **Instantaneous Change in Interest Rates** | | |
| +200 | 2.6 % | — % |
| +100 | 1.5 | 0.5 |
| -100 | (1.8) | (1.5) |
| -200 | (4.4) | (3.0) |
| **Gradual Change in Interest Rates** | | |
| +200 | 2.1 % | 0.4 % |
| +100 | 1.0 | 0.5 |
| -100 | (1.1) | (1.0) |
| -200 | (2.4) | (1.9) |

We continue to manage asset sensitivity within the scope of our policy, changing market conditions and changes in our balance sheet. The Company's base case net interest income assumes the forward-rate path implied by the period-end yield curve is realized. The rate risk exposure is then measured based on assumed changes from that base case rate path.

Our risk position is slightly asset sensitive to a gradual change in rates as of September 30, 2024, compared to our broadly neutral position as of December 31, 2023. Our interest rate sensitivity incorporates the impacts of changes in our balance sheet mix, including securities, loans, deposits, borrowed funds and hedge activity, which is primarily comprised of received fixed swaps that offset our naturally asset-sensitive balance sheet.

We use a valuation measure of exposure to structural interest rate risk, EVE, as a supplement to net interest income simulations. EVE complements net interest income simulation analysis as it estimates risk exposure over a long-term horizon. EVE measures the extent to which the economic value of assets, liabilities and off-balance sheet instruments may change in response to fluctuations in interest rates. This analysis is highly dependent upon assumptions applied to assets and liabilities with non-contractual maturities. We employ sophisticated models for prepayments and deposit pricing and attrition, which provide a granular view of cash flows based on the unique characteristics of the underlying products and customer segments. The change in value is expressed as a percentage of regulatory capital.

We use interest rate contracts as part of our ALM strategy to manage exposure to the variability in the interest cash flows on our floating-rate assets and wholesale funding, the variability in the fair value of AFS securities, and to hedge market risk on fixed-rate capital markets debt issuances.

The following table presents interest rate derivative contracts that we have entered into as of September 30, 2024 and December 31, 2023.

***Table 22: Interest Rate Hedges Used to Manage Non-Trading Interest Rate Exposure***

| | September 30, 2024 | | | | December 31, 2023 | | | |
|---|---|---|---|---|---|---|---|---|
| | | Weighted Average | | | | Weighted Average | | |
| (dollars in millions) | Notional Amount | Maturity (Years) | Fixed Rate | Reset Rate | Notional Amount | Maturity (Years) | Fixed Rate | Reset Rate |
| **Fair value hedges:** | | | | | | | | |
| Asset conversion swaps: | | | | | | | | |
| AFS securities: | | | | | | | | |
| Pay fixed/receive SOFR | $8,395 | 5.0 | 3.8 % | 5.0 % | $5,365 | 6.2 | 3.8 % | 5.4 % |
| Liability conversion swaps: | | | | | | | | |
| Long-term borrowed funds: | | | | | | | | |
| Receive fixed/pay SOFR | 500 | 1.1 | 2.6 | 5.2 | 500 | 1.9 | 2.6 | 5.6 |
| Total fair value hedges | 8,895 | | | | 5,865 | | | |
| **Cash flow hedges:** | | | | | | | | |
| Asset conversion swaps: | | | | | | | | |
| Loans: | | | | | | | | |
| Swaps | | | | | | | | |
| Receive fixed/pay SOFR | 25,750 | 1.9 | 3.1 | 5.0 | 17,780 | 0.8 | 4.0 | 5.4 |
| Receive fixed/pay SOFR - forward-starting | 9,000 | 3.1 | 4.0 | 3.3 | 31,250 | 2.9 | 3.3 | 4.6 |
| Basis swaps | | | | | | | | |
| Receive SOFR/pay 1-month term SOFR | 11,500 | 1.8 | — | 5.0/5.2 | 5,000 | 1.0 | — | 5.3/5.3 |
| Receive SOFR/pay 1-month term SOFR - forward-starting | 3,000 | 2.6 | — | 3.2/3.1 | 14,000 | 2.7 | — | 5.2/5.1 |
| | | | Floor Rate | Cap Rate | | | Floor Rate | Cap Rate |
| Options | | | | | | | | |
| Interest rate collars[1] | — | — | — | — | 1,000 | 1.5 | 2.5 | 3.7 |
| Interest rate collars - forward-starting[1] | — | — | — | — | 500 | 2.5 | 2.7 | 4.4 |
| Floor spreads - forward-starting[2] | — | — | — | — | 2,500 | 2.8 | 2.2/3.2 | — |
| Total cash flow hedges | 49,250 | | | | 72,030 | | | |
| Total hedges | $58,145 | | | | $77,895 | | | |

[1] Weighted average floor and cap rates represents strike rates through which CFG will receive interest if the SOFR rate falls below the floor strike rate and pay interest if the SOFR rate exceeds the cap strike rate.

[2] Weighted average floor rate represents strike rates for the short and long interest rate floors, respectively. CFG will receive interest if the SOFR rate falls below the upper strike rate and pay interest if the SOFR rate falls below the lower strike rate, effectively hedging the corridor between the two strike rates. The structure also includes a short cap and a long floor which are utilized to neutralize the initial premium.

The following table presents the average active notional amounts for our interest rate derivatives, based on contract effective date, during the remainder of 2024 and for the next five years:

***Table 23: Average Active Notional for Interest Rate Derivative Contracts***

| | Year Ended | | | | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Q4 2024 | 2025 | 2026 | 2027 | 2028 | 2029 |
| **Fair value hedges** | | | | | | |
| Pay fixed/receive SOFR[1] | $8,395 | $8,389 | $8,161 | $6,415 | $5,553 | $3,946 |
| Receive fixed/pay SOFR[2] | 500 | 441 | — | — | — | — |
| **Cash flow hedges** | | | | | | |
| Receive fixed/pay SOFR[2] | 26,245 | 28,557 | 22,401 | 8,589 | 1,210 | 499 |
| Receive SOFR/pay 1-month term SOFR | 11,500 | 12,096 | 8,847 | 1,952 | — | — |
| Total | $46,640 | $49,483 | $39,409 | $16,956 | $6,763 | $4,445 |
| Weighted average receive fixed rate | 3.1 % | 3.2 % | 3.5 % | 3.8 % | 3.9 % | 4.1 % |
| Weighted average pay fixed rate | 3.8 | 3.8 | 3.8 | 3.8 | 3.7 | 3.7 |

[1] Pay fixed rate leg of the interest rate derivative contract is included in the computation of the weighted average pay fixed rate.

[2] Receive fixed rate leg of the interest rate derivative contract is included in the computation of the weighted average receive fixed rate.

***Table 24: Pre-Tax Gains (Losses) Recorded in the Consolidated Statements of Operations and the Consolidated Statements of Comprehensive Income on Cash Flow Hedges***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 |
| Pre-tax net gains (losses) recognized in OCI | $613 | ($326) | ($114) | ($773) |
| Pre-tax net gains (losses) reclassified from AOCI into interest income | (276) | (156) | (711) | (420) |
| Pre-tax net gains (losses) reclassified from AOCI into interest expense | — | (1) | — | — |

Using the September 30, 2024 interest rate curve we estimate that $621 million in pre-tax net losses related to cash flow hedge strategies will be reclassified from AOCI to net interest income over the next 12 months. These losses could differ from amounts recognized due to changes in interest rates, hedge de-designations or the addition of other hedges after September 30, 2024.

Included in AOCI is a net loss from terminated swaps of $868 million that will reduce net interest income by $137 million in the fourth quarter of 2024, $127 million in the first quarter of 2025, $119 million in the second quarter of 2025, $109 million in the third quarter of 2025, and $103 million in the fourth quarter of 2025. The remaining $273 million will reduce net interest income by $230 million in 2026 and $43 million after 2026.

***Capital Markets***

A key component of our capital markets activities is the underwriting and distribution of corporate credit facilities to finance merger and acquisition transactions for our clients. We have a rigorous risk management process around these activities, including a limit structure capping our underwriting risk, potential loss, and sub-limits for specific asset classes. Further, the ability to approve underwriting exposure is delegated only to senior level individuals in the credit risk management and capital markets organizations with each transaction adjudicated in the Loan Underwriting Approval Committee.

***Mortgage Servicing Rights***

We have market risk associated with the value of residential MSRs, which are impacted by various types of inherent risks, including duration, basis, convexity, volatility and yield curve.

As part of our overall risk management strategy we enter into various free-standing derivatives, such as interest rate swaps, interest rate swaptions, interest rate futures and forward contracts to purchase mortgage-backed securities to economically hedge the changes in fair value of our MSRs. For more information regarding the fair value of our MSRs and associated derivatives see Note 5 and Note 8.

As with our traded market risk-based activities, earnings at risk excludes the impact of MSRs. MSRs are captured under our single price risk management framework that is used for calculating a management value at risk consistent with the definition used by banking regulators.

***Trading Risk***

We are exposed to market risk primarily through client facilitation activities from certain derivative and foreign exchange products as well as underwriting and market making activities. Market risk exposure arises from fluctuations in interest rates, basis spreads, volatility, foreign exchange rates, equity prices, and credit spreads across various financial instruments. Securities underwriting and trading activities are conducted through CBNA and Citizens JMP Securities, LLC. There have been no significant changes in our market risk governance, market risk measurement, or market risk practices including VaR, stressed VaR, sensitivity analysis, stress testing, VaR model review and validation, or VaR backtesting as described in “Market Risk — Trading Risk” in our 2023 Form 10-K.

### *Market Risk Regulatory Capital*

The U.S. banking regulators' "Market Risk Rule" covers the calculation of market risk capital. Under this rule, all of our client facing trades and associated hedges maintain a net low risk and qualify as "covered positions." The internal management VaR measure is calculated based on the same population of trades that is utilized for regulatory VaR.

***Table 25: Results of Modeled and Non-Modeled Measures for Regulatory Capital Calculations***

| (dollars in millions) | For the Three Months Ended September 30, 2024 | | | | For the Three Months Ended September 30, 2023 | | | |
|---|---|---|---|---|---|---|---|---|
| **Market Risk Category** | **Period End** | **Average** | **High** | **Low** | **Period End** | **Average** | **High** | **Low** |
| Interest Rate | $2 | $2 | $4 | $1 | $5 | $3 | $5 | $2 |
| Foreign Exchange Currency Rate | — | — | — | — | — | — | — | — |
| Credit Spread | 1 | 2 | 3 | — | 1 | 1 | 2 | 1 |
| Commodity | — | — | — | — | — | — | — | — |
| General VaR | 2 | 3 | 4 | 1 | 5 | 4 | 6 | 3 |
| Specific Risk VaR | — | — | — | — | — | — | — | — |
| Total VaR | $2 | $3 | $4 | $1 | $5 | $4 | $6 | $3 |
| Stressed General VaR | $6 | $7 | $14 | $2 | $6 | $7 | $10 | $4 |
| Stressed Specific Risk VaR | — | — | — | — | — | — | — | — |
| Total Stressed VaR | $6 | $7 | $14 | $2 | $6 | $7 | $10 | $4 |
| Market Risk Regulatory Capital | $29 | | | | $34 | | | |
| Specific Risk Not Modeled Add-on | 23 | | | | 21 | | | |
| de Minimis Exposure Add-on | 1 | | | | — | | | |
| Total Market Risk Regulatory Capital | $53 | | | | $55 | | | |
| Market Risk-Weighted Assets | $662 | | | | $681 | | | |

## NON-GAAP FINANCIAL MEASURES AND RECONCILIATIONS

For more information on the computation of our non-GAAP financial measures, see the “Non-GAAP Financial Measures” section of the “Introduction” on page 7. The following table presents computations of non-GAAP financial measures representing our “Underlying” results used in the MD&A:

### *Table 26: Reconciliations of Non-GAAP Measures*

| (dollars in millions, except per share data) | Ref. | As of and for the Three Months Ended September 30, 2024 | As of and for the Three Months Ended September 30, 2023 | As of and for the Nine Months Ended September 30, 2024 | As of and for the Nine Months Ended September 30, 2023 |
|---|---|---|---|---|---|
| **Noninterest income, Underlying:** | | | | | |
| Noninterest income (GAAP) | A | $532 | $492 | $1,602 | $1,483 |
| Less: Notable items | | (2) | — | 5 | — |
| Noninterest income, Underlying (non-GAAP) | B | $534 | $492 | $1,597 | $1,483 |
| **Total revenue, Underlying:** | | | | | |
| Total revenue (GAAP) | C | $1,901 | $2,014 | $5,823 | $6,236 |
| Less: Notable items | | (2) | — | 5 | — |
| Total revenue, Underlying (non-GAAP) | D | $1,903 | $2,014 | $5,818 | $6,236 |
| **Noninterest expense, Underlying:** | | | | | |
| Noninterest expense (GAAP) | E | $1,259 | $1,293 | $3,918 | $3,895 |
| Less: Notable items | | 11 | 22 | 132 | 161 |
| Noninterest expense, Underlying (non-GAAP) | F | $1,248 | $1,271 | $3,786 | $3,734 |
| **Pre-provision profit:** | | | | | |
| Total revenue (GAAP) | C | $1,901 | $2,014 | $5,823 | $6,236 |
| Less: Noninterest expense (GAAP) | E | 1,259 | 1,293 | 3,918 | 3,895 |
| Pre-provision profit (non-GAAP) | | $642 | $721 | $1,905 | $2,341 |
| **Pre-provision profit, Underlying** | | | | | |
| Total revenue, Underlying (non-GAAP) | D | $1,903 | $2,014 | $5,818 | $6,236 |
| Less: Noninterest expense, Underlying (non-GAAP) | F | 1,248 | 1,271 | 3,786 | 3,734 |
| Pre-provision profit, Underlying (non-GAAP) | | $655 | $743 | $2,032 | $2,502 |
| **Income before income tax expense, Underlying:** | | | | | |
| Income before income tax expense (GAAP) | G | $470 | $549 | $1,380 | $1,825 |
| Less: Income (expense) before income tax expense (benefit) related to notable items | | (13) | (22) | (127) | (161) |
| Income before income tax expense, Underlying (non-GAAP) | H | $483 | $571 | $1,507 | $1,986 |
| **Income tax expense and effective income tax rate, Underlying:** | | | | | |
| Income tax expense (GAAP) | I | $88 | $119 | $272 | $406 |
| Less: Income tax expense (benefit) related to notable items | | (3) | (4) | (40) | (41) |
| Income tax expense, Underlying (non-GAAP) | J | $91 | $123 | $312 | $447 |
| Effective income tax rate (GAAP) | I/G | 18.56 % | 21.51 % | 19.69 % | 22.24 % |
| Effective income tax rate, Underlying (non-GAAP) | J/H | 18.75 | 21.69 | 20.68 | 22.55 |
| **Net income, Underlying:** | | | | | |
| Net income (GAAP) | K | $382 | $430 | $1,108 | $1,419 |
| Add: Notable items, net of income tax benefit | | 10 | 18 | 87 | 120 |
| Net income, Underlying (non-GAAP) | L | $392 | $448 | $1,195 | $1,539 |
| **Net income available to common stockholders, Underlying:** | | | | | |
| Net income available to common stockholders (GAAP) | M | $344 | $400 | $1,005 | $1,332 |
| Add: Notable items, net of income tax benefit | | 10 | 18 | 87 | 120 |
| Net income available to common stockholders, Underlying (non-GAAP) | N | $354 | $418 | $1,092 | $1,452 |
| **Return on average common equity and return on average common equity, Underlying:** | | | | | |
| Average common equity (GAAP) | O | $22,380 | $21,177 | $21,838 | $21,721 |
| Return on average common equity | M/O | 6.12 % | 7.50 % | 6.15 % | 8.20 % |
| Return on average common equity, Underlying (non-GAAP) | N/O | 6.29 | 7.82 | 6.68 | 8.93 |

| (dollars in millions, except per share data) | Ref. | As of and for the Three Months Ended September 30, 2024 | 2023 | As of and for the Nine Months Ended September 30, 2024 | 2023 |
|---|---|---|---|---|---|
| **Return on average tangible common equity and return on average tangible common equity, Underlying:** | | | | | |
| Average common equity (GAAP) | O | $22,380 | $21,177 | $21,838 | $21,721 |
| Less: Average goodwill (GAAP) | | 8,187 | 8,188 | 8,187 | 8,182 |
| Less: Average other intangibles (GAAP) | | 140 | 173 | 146 | 182 |
| Add: Average deferred tax liabilities related to goodwill and other intangible assets (GAAP) | | 435 | 422 | 433 | 422 |
| Average tangible common equity | P | $14,488 | $13,238 | $13,938 | $13,779 |
| Return on average tangible common equity | M/P | 9.45 % | 12.00 % | 9.63 % | 12.93 % |
| Return on average tangible common equity, Underlying (non-GAAP) | N/P | 9.71 | 12.51 | 10.46 | 14.09 |
| **Return on average total assets and return on average total assets, Underlying:** | | | | | |
| Average total assets (GAAP) | Q | $218,578 | $220,162 | $219,520 | $221,739 |
| Return on average total assets | K/Q | 0.70 % | 0.78 % | 0.67 % | 0.86 % |
| Return on average total assets, Underlying (non-GAAP) | L/Q | 0.71 | 0.81 | 0.73 | 0.93 |
| **Return on average total tangible assets and return on average total tangible assets, Underlying:** | | | | | |
| Average total assets (GAAP) | Q | $218,578 | $220,162 | $219,520 | $221,739 |
| Less: Average goodwill (GAAP) | | 8,187 | 8,188 | 8,187 | 8,182 |
| Less: Average other intangibles (GAAP) | | 140 | 173 | 146 | 182 |
| Add: Average deferred tax liabilities related to goodwill and other intangible assets (GAAP) | | 435 | 422 | 433 | 422 |
| Average tangible assets | R | $210,686 | $212,223 | $211,620 | $213,797 |
| Return on average total tangible assets | K/R | 0.72 % | 0.81 % | 0.70 % | 0.89 % |
| Return on average total tangible assets, Underlying (non-GAAP) | L/R | 0.74 | 0.84 | 0.75 | 0.96 |
| **Efficiency ratio and efficiency ratio, Underlying:** | | | | | |
| Efficiency ratio | E/C | 66.23 % | 64.21 % | 67.28 % | 62.45 % |
| Efficiency ratio, Underlying (non-GAAP) | F/D | 65.61 | 63.08 | 65.08 | 59.87 |
| **Noninterest income as a % of total revenue, Underlying:** | | | | | |
| Noninterest income as a % of total revenue | A/C | 27.95 % | 24.44 % | 27.51 % | 23.78 % |
| Noninterest income as a % of total revenue, Underlying (non-GAAP) | B/D | 28.05 | 24.44 | 27.45 | 23.78 |
| **Operating leverage and operating leverage, Underlying:** | | | | | |
| (Decrease) increase in total revenue | | (5.67)% | (7.47)% | (6.65) % | 7.15 % |
| (Decrease) increase in noninterest expense | | (2.69) | 4.20 | 0.57 | 6.67 |
| Operating leverage | | (2.98)% | (11.67)% | (7.22) % | 0.48 % |
| (Decrease) increase in total revenue, Underlying (non-GAAP) | | (5.54)% | (7.47)% | (6.73) % | 6.58 % |
| (Decrease) increase in noninterest expense, Underlying (non-GAAP) | | (1.75) | 6.31 | 1.38 | 8.77 |
| Operating leverage, Underlying (non-GAAP) | | (3.79)% | (13.78)% | (8.11 %) | (2.19)% |
| **Tangible book value per common share:** | | | | | |
| Common shares - at period end (GAAP) | S | 445,216,549 | 466,221,795 | 445,216,549 | 466,221,795 |
| Common stockholders' equity (GAAP) | | $22,820 | $20,864 | $22,820 | $20,864 |
| Less: Goodwill (GAAP) | | 8,187 | 8,188 | 8,187 | 8,188 |
| Less: Other intangible assets (GAAP) | | 137 | 167 | 137 | 167 |
| Add: Deferred tax liabilities related to goodwill and other intangible assets (GAAP) | | 435 | 421 | 435 | 421 |
| Tangible common equity | T | $14,931 | $12,930 | $14,931 | $12,930 |
| Tangible book value per common share | T/S | $33.54 | $27.73 | $33.54 | $27.73 |
| **Net income per average common share - basic and diluted and net income per average common share - basic and diluted, Underlying:** | | | | | |
| Average common shares outstanding - basic (GAAP) | U | 446,561,996 | 469,481,085 | 453,993,833 | 478,073,507 |
| Average common shares outstanding - diluted (GAAP) | V | 449,913,467 | 471,183,719 | 456,461,330 | 479,733,008 |
| Net income per average common share - basic (GAAP) | M/U | $0.77 | $0.85 | $2.21 | $2.79 |
| Net income per average common share - diluted (GAAP) | M/V | 0.77 | 0.85 | 2.20 | 2.78 |
| Net income per average common share - basic, Underlying (non-GAAP) | N/U | 0.79 | 0.89 | 2.40 | 3.04 |
| Net income per average common share - diluted, Underlying (non-GAAP) | N/V | 0.79 | 0.89 | 2.39 | 3.03 |
| **Dividend payout ratio and dividend payout ratio, Underlying:** | | | | | |
| Cash dividends declared and paid per common share | W | $0.42 | $0.42 | $1.26 | $1.26 |
| Dividend payout ratio | W/(M/U) | 55 % | 49 % | 57 % | 45 % |
| Dividend payout ratio, Underlying (non-GAAP) | W/(N/U) | 53 | 47 | 53 | 41 |

## ITEM 1. FINANCIAL STATEMENTS


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## CONSOLIDATED BALANCE SHEETS (UNAUDITED)

| (dollars in millions, except par value) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| **ASSETS:** | | |
| Cash and due from banks[1] | $979 | $1,794 |
| Interest-bearing cash and due from banks | 9,936 | 9,834 |
| Interest-bearing deposits in banks[1] | 648 | 405 |
| Debt securities available for sale, at fair value (including $155 and $110 pledged to creditors, respectively)[2] | 32,835 | 29,777 |
| Debt securities held to maturity (fair value of $8,067 and $8,350, respectively, and including $84 and $204 pledged to creditors, respectively)[2] | 8,738 | 9,184 |
| Loans held for sale, at fair value | 614 | 676 |
| Other loans held for sale | 49 | 103 |
| Loans and leases | 141,632 | 145,959 |
| Less: Allowance for loan and lease losses | (2,079) | (2,098) |
| Net loans and leases[1] | 139,553 | 143,861 |
| Derivative assets | 586 | 440 |
| Premises and equipment, net | 862 | 895 |
| Bank-owned life insurance | 3,346 | 3,291 |
| Goodwill | 8,187 | 8,188 |
| Other intangible assets[3] | 137 | 157 |
| Other assets[1] | 13,236 | 13,359 |
| **TOTAL ASSETS** | $219,706 | $221,964 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY:** | | |
| **LIABILITIES:** | | |
| Deposits: | | |
| Noninterest-bearing | $35,978 | $37,107 |
| Interest-bearing | 139,210 | 140,235 |
| Total deposits | 175,188 | 177,342 |
| Short-term borrowed funds | 15 | 505 |
| Derivative liabilities | 1,012 | 1,562 |
| Long-term borrowed funds[1] | 13,944 | 13,467 |
| Other liabilities[1] | 4,615 | 4,746 |
| **TOTAL LIABILITIES** | 194,774 | 197,622 |
| Commitments and Contingencies (refer to Note 11) | | |
| **STOCKHOLDERS' EQUITY:** | | |
| Preferred stock: | | |
| $25.00 par value,100,000,000 shares authorized; 2,150,000 and 2,050,000 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively | 2,112 | 2,014 |
| Common stock: | | |
| $0.01 par value, 1,000,000,000 shares authorized; 649,634,774 shares issued and 445,216,549 shares outstanding at September 30, 2024 and 647,829,720 shares issued and 466,418,055 shares outstanding at December 31, 2023 | 6 | 6 |
| Additional paid-in capital | 22,327 | 22,250 |
| Retained earnings | 10,233 | 9,816 |
| Treasury stock, at cost, 204,418,225 and 181,411,665 shares at September 30, 2024 and December 31, 2023, respectively | (6,820) | (5,986) |
| Accumulated other comprehensive income (loss) | (2,926) | (3,758) |
| **TOTAL STOCKHOLDERS' EQUITY** | 24,932 | 24,342 |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY** | $219,706 | $221,964 |

[1] Includes amounts in consolidated VIEs. See Note 6 for additional information.
[2] Includes only collateral pledged by the Company where counterparties have the right to sell or pledge the collateral.
[3] Excludes MSRs, which are reported in Other assets.

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

| (dollars in millions, except per share data) | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| **INTEREST INCOME:** | | | | |
| Interest and fees on loans and leases | $1,976 | $2,166 | $6,038 | $6,345 |
| Interest and fees on loans held for sale | 18 | 20 | 45 | 55 |
| Interest and fees on other loans held for sale | 1 | 8 | 11 | 25 |
| Investment securities | 423 | 290 | 1,239 | 823 |
| Interest-bearing deposits in banks | 121 | 111 | 391 | 280 |
| Total interest income | 2,539 | 2,595 | 7,724 | 7,528 |
| **INTEREST EXPENSE:** | | | | |
| Deposits | 990 | 898 | 2,942 | 2,171 |
| Short-term borrowed funds | 3 | 8 | 14 | 36 |
| Long-term borrowed funds | 177 | 167 | 547 | 568 |
| Total interest expense | 1,170 | 1,073 | 3,503 | 2,775 |
| Net interest income | 1,369 | 1,522 | 4,221 | 4,753 |
| Provision (benefit) for credit losses | 172 | 172 | 525 | 516 |
| Net interest income after provision (benefit) for credit losses | 1,197 | 1,350 | 3,696 | 4,237 |
| **NONINTEREST INCOME:** | | | | |
| Service charges and fees | 109 | 105 | 311 | 306 |
| Capital markets fees | 94 | 67 | 346 | 232 |
| Card fees | 93 | 74 | 271 | 226 |
| Wealth fees[1] | 76 | 63 | 219 | 191 |
| Mortgage banking fees | 46 | 69 | 149 | 185 |
| Foreign exchange and derivative products | 36 | 48 | 111 | 140 |
| Letter of credit and loan fees | 45 | 43 | 130 | 126 |
| Securities gains, net | 9 | 5 | 14 | 19 |
| Other income | 24 | 18 | 51 | 58 |
| Total noninterest income | 532 | 492 | 1,602 | 1,483 |
| **NONINTEREST EXPENSE:** | | | | |
| Salaries and employee benefits | 647 | 659 | 1,983 | 1,932 |
| Equipment and software | 194 | 191 | 576 | 541 |
| Outside services | 146 | 160 | 469 | 513 |
| Occupancy | 108 | 107 | 335 | 367 |
| Other operating expense | 164 | 176 | 555 | 542 |
| Total noninterest expense | 1,259 | 1,293 | 3,918 | 3,895 |
| Income before income tax expense | 470 | 549 | 1,380 | 1,825 |
| Income tax expense | 88 | 119 | 272 | 406 |
| **NET INCOME** | $382 | $430 | $1,108 | $1,419 |
| **Net income available to common stockholders** | $344 | $400 | $1,005 | $1,332 |
| Weighted-average common shares outstanding: | | | | |
| Basic | 446,561,996 | 469,481,085 | 453,993,833 | 478,073,507 |
| Diluted | 449,913,467 | 471,183,719 | 456,461,330 | 479,733,008 |
| Per common share information: | | | | |
| Basic earnings | $0.77 | $0.85 | $2.21 | $2.79 |
| Diluted earnings | 0.77 | 0.85 | 2.20 | 2.78 |

[1] See Note 1 for information regarding updates to the Consolidated Statements of Operations during the second quarter of 2024.

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

| (dollars in millions) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| Net income | $382 | $430 | $1,108 | $1,419 |
| Other comprehensive income (loss): | | | | |
| Net unrealized gains (losses) on cash flow hedge derivatives arising during the period, net of income taxes of $163, ($78), ($30), and ($193), respectively | 450 | (248) | (84) | (580) |
| Reclassification adjustment for net (gains) losses on cash flow hedge derivatives included in net income, net of income taxes of $73, $37, $189, and $105, respectively | 203 | 120 | 522 | 315 |
| Net unrealized gains (losses) on AFS securities arising during the period, net of income taxes of $179, ($189), $114, and ($160), respectively | 541 | (578) | 339 | (490) |
| Reclassification of net securities (gains) losses to net income, net of income taxes of $5, $7, $14, and $21, respectively | 13 | 23 | 42 | 63 |
| Defined benefit plans: | | | | |
| Actuarial gain (loss) arising during the period, net of income taxes of $—, $—, $1, and $—, respectively | — | — | 4 | — |
| Amortization of actuarial (gain) loss to net income, net of income taxes of $1, $2, $3, and $4, respectively | 2 | 3 | 9 | 9 |
| Total other comprehensive income (loss), net of income taxes | 1,209 | (680) | 832 | (683) |
| Total comprehensive income (loss) | $1,591 | ($250) | $1,940 | $736 |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

| (dollars and shares in millions) | Preferred Stock | | Common Stock | | Additional Paid-in Capital | Retained Earnings | Treasury Stock, at Cost | Accumulated Other Comprehensive Income (Loss) | Total |
|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | | | | | |
| **Balance at July 1, 2023** | 2 | $2,014 | 475 | $6 | $22,207 | $9,655 | ($5,734) | ($4,563) | $23,585 |
| Dividends declared - common stock | — | — | — | — | — | (199) | — | — | (199) |
| Dividends declared - preferred stock | — | — | — | — | — | (30) | — | — | (30) |
| Treasury stock purchased | — | — | (9) | — | — | — | (250) | — | (250) |
| Share repurchase excise tax | — | — | — | — | — | — | (2) | — | (2) |
| Share-based compensation plans | — | — | — | — | 17 | — | — | — | 17 |
| Employee stock purchase plan | — | — | — | — | 7 | — | — | — | 7 |
| Total comprehensive income (loss): | | | | | | | | | |
| Net income | — | — | — | — | — | 430 | — | — | 430 |
| Other comprehensive income (loss) | — | — | — | — | — | — | — | (680) | (680) |
| Total comprehensive income (loss) | — | — | — | — | — | 430 | — | (680) | (250) |
| **Balance at September 30, 2023** | 2 | $2,014 | 466 | $6 | $22,231 | $9,856 | ($5,986) | ($5,243) | $22,878 |
| **Balance at July 1, 2024** | 2 | $2,112 | 453 | $6 | $22,299 | $10,079 | ($6,492) | ($4,135) | $23,869 |
| Dividends declared - common stock | — | — | — | — | — | (190) | — | — | (190) |
| Dividends declared - preferred stock | — | — | — | — | — | (38) | — | — | (38) |
| Treasury stock purchased | — | — | (8) | — | — | — | (325) | — | (325) |
| Share repurchase excise tax | — | — | — | — | — | — | (3) | — | (3) |
| Share-based compensation plans | — | — | — | — | 21 | — | — | — | 21 |
| Employee stock purchase plan | — | — | — | — | 7 | — | — | — | 7 |
| Total comprehensive income (loss): | | | | | | | | | |
| Net income | — | — | — | — | — | 382 | — | — | 382 |
| Other comprehensive income (loss) | — | — | — | — | — | — | — | 1,209 | 1,209 |
| Total comprehensive income (loss) | — | — | — | — | — | 382 | — | 1,209 | 1,591 |
| **Balance at September 30, 2024** | 2 | $2,112 | 445 | $6 | $22,327 | $10,233 | ($6,820) | ($2,926) | $24,932 |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

| (dollars and shares in millions) | Preferred Stock Shares | Preferred Stock Amount | Common Stock Shares | Common Stock Amount | Additional Paid-in Capital | Retained Earnings | Treasury Stock, at Cost | Accumulated Other Comprehensive Income (Loss) | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Balance at January 1, 2023** | 2 | $2,014 | 492 | $6 | $22,142 | $9,159 | ($5,071) | ($4,560) | $23,690 |
| Dividends declared - common stock | — | — | — | — | — | (609) | — | — | (609) |
| Dividends declared - preferred stock | — | — | — | — | — | (87) | — | — | (87) |
| Treasury stock purchased | — | — | (29) | — | — | — | (906) | — | (906) |
| Share repurchase excise tax | — | — | — | — | — | — | (9) | — | (9) |
| Share-based compensation plans | — | — | 3 | — | 68 | — | — | — | 68 |
| Employee stock purchase plan | — | — | — | — | 21 | — | — | — | 21 |
| Cumulative effect of change in accounting principle | — | — | — | — | — | (26) | — | — | (26) |
| Total comprehensive income (loss): | | | | | | | | | |
| Net income | — | — | — | — | — | 1,419 | — | — | 1,419 |
| Other comprehensive income (loss) | — | — | — | — | — | — | — | (683) | (683) |
| Total comprehensive income (loss) | — | — | — | — | — | 1,419 | — | (683) | 736 |
| **Balance at September 30, 2023** | 2 | $2,014 | 466 | $6 | $22,231 | $9,856 | ($5,986) | ($5,243) | $22,878 |
| **Balance at January 1, 2024** | 2 | $2,014 | 466 | $6 | $22,250 | $9,816 | ($5,986) | ($3,758) | $24,342 |
| Dividends declared - common stock | — | — | — | — | — | (581) | — | — | (581) |
| Dividends declared - preferred stock | — | — | — | — | — | (103) | — | — | (103) |
| Preferred stock issued | — | 391 | — | — | — | — | — | — | 391 |
| Preferred stock redemption | — | (293) | — | — | — | (7) | — | — | (300) |
| Treasury stock purchased | — | — | (23) | — | — | — | (825) | — | (825) |
| Share repurchase excise tax | — | — | — | — | — | — | (9) | — | (9) |
| Share-based compensation plans | — | — | 2 | — | 57 | — | — | — | 57 |
| Employee stock purchase plan | — | — | — | — | 20 | — | — | — | 20 |
| Total comprehensive income (loss): | | | | | | | | | |
| Net income | — | — | — | — | — | 1,108 | — | — | 1,108 |
| Other comprehensive income (loss) | — | — | — | — | — | — | — | 832 | 832 |
| Total comprehensive income (loss) | — | — | — | — | — | 1,108 | — | 832 | 1,940 |
| **Balance at September 30, 2024** | 2 | $2,112 | 445 | $6 | $22,327 | $10,233 | ($6,820) | ($2,926) | $24,932 |

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

| (dollars in millions) | Nine Months Ended September 30, 2024 | 2023 |
|---|---|---|
| **OPERATING ACTIVITIES** | | |
| Net income | $1,108 | $1,419 |
| Adjustments to reconcile net income to net change due to operating activities: | | |
| Provision (benefit) for credit losses | 525 | 516 |
| Net change in loans held for sale, at fair value | 62 | 25 |
| Depreciation, amortization and accretion | 374 | 352 |
| Deferred income tax expense (benefit) | (50) | (61) |
| Share-based compensation | 76 | 73 |
| Net gain on sale of assets | (14) | (19) |
| Net (increase) decrease in other assets | (14) | (732) |
| Net increase (decrease) in other liabilities | (549) | 718 |
| Net change due to operating activities | 1,518 | 2,291 |
| **INVESTING ACTIVITIES** | | |
| Investment securities: | | |
| Purchases of debt securities available for sale | (6,497) | (5,576) |
| Proceeds from maturities and paydowns of debt securities available for sale | 2,112 | 1,481 |
| Proceeds from sales of debt securities available for sale | 2,080 | 2,429 |
| Proceeds from maturities and paydowns of debt securities held to maturity | 501 | 597 |
| Net (increase) decrease in interest-bearing deposits in banks | (243) | (21) |
| Purchases of loans | (517) | — |
| Sales of loans | 186 | 2,628 |
| Net (increase) decrease in loans and leases | 3,860 | 3,790 |
| Capital expenditures, net | (74) | (124) |
| Other | (29) | (181) |
| Net change due to investing activities | 1,379 | 5,023 |
| **FINANCING ACTIVITIES** | | |
| Net increase (decrease) in deposits | (2,154) | (2,527) |
| Net increase (decrease) in short-term borrowed funds | (490) | 229 |
| Proceeds from issuance of long-term borrowed funds | 13,185 | 21,233 |
| Repayments of long-term borrowed funds | (12,741) | (19,766) |
| Treasury stock purchased | (825) | (906) |
| Net proceeds from issuance of preferred stock | 391 | — |
| Redemption of preferred stock | (300) | — |
| Dividends paid to common stockholders | (581) | (609) |
| Dividends paid to preferred stockholders | (96) | (89) |
| Other | 1 | (26) |
| Net change due to financing activities | (3,610) | (2,461) |
| **Net change in cash and cash equivalents[1]** | (713) | 4,853 |
| **Cash and cash equivalents at beginning of period[1]** | 11,628 | 10,547 |
| **Cash and cash equivalents at end of period[1]** | $10,915 | $15,400 |
| **Non-cash items:** | | |
| Transfer of loans from loans held for investment to loans held for sale | $249 | $2,582 |
| Loans securitized and transferred to AFS securities | 181 | 68 |

[1] Cash and cash equivalents include cash and due from banks and interest-bearing cash and due from banks as reflected on the Consolidated Balance Sheets.

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

### NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

***Basis of Presentation***

The accompanying unaudited interim Consolidated Financial Statements and Notes have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and notes included in annual financial statements prepared in accordance with GAAP. The Consolidated Financial Statements include all adjustments, consisting of normal recurring adjustments, necessary for the fair presentation of the interim period results presented. These unaudited interim financial statements and notes should be read in conjunction with the audited Consolidated Financial Statements and Notes included in the Company's 2023 Form 10-K. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the full year.

The unaudited interim Consolidated Financial Statements include the accounts of the Parent Company and its subsidiaries, including VIEs in which the Company is a primary beneficiary. Investments in VIEs in which the Company does not have the ability to exercise significant influence are not consolidated. All intercompany transactions and balances have been eliminated in consolidation.

During the first quarter of 2024, the Company modified the presentation of its loans and leases portfolio to include leases in the commercial and industrial financing receivable class. Prior period results have been revised to conform to the new presentation. See Notes 3 and 4 for additional information relative to the Company's loans and leases portfolio.

Effective for the second quarter of 2024, Trust and investment services fees was renamed to Wealth fees in the Consolidated Statements of Operations to better reflect the broad range of wealth-related management fees and services provided to customers.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change include the determination of the ACL, fair value measurements and the evaluation and measurement of goodwill impairment.

***Significant Accounting Policies***

For further information regarding the Company's significant accounting policies, see Note 1 in the Company's 2023 Form 10-K.

## NOTE 2 - SECURITIES

The following table presents the major components of securities at amortized cost and fair value:

| (dollars in millions) | September 30, 2024 Amortized Cost[1] | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value | December 31, 2023 Amortized Cost[1] | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|---|---|---|---|
| U.S. Treasury and other | $4,726 | $42 | ($79) | $4,689 | $4,493 | $26 | ($139) | $4,380 |
| State and political subdivisions | 1 | — | — | 1 | 1 | — | — | 1 |
| Mortgage-backed securities: | | | | | | | | |
| Federal agencies and U.S. government sponsored entities | 28,995 | 135 | (1,480) | 27,650 | 26,289 | 45 | (1,857) | 24,477 |
| Other/non-agency | 274 | — | (13) | 261 | 279 | — | (24) | 255 |
| Total mortgage-backed securities | 29,269 | 135 | (1,493) | 27,911 | 26,568 | 45 | (1,881) | 24,732 |
| Collateralized loan obligations | 234 | — | — | 234 | 667 | — | (3) | 664 |
| Total debt securities available for sale, at fair value | $34,230 | $177 | ($1,572) | $32,835 | $31,729 | $71 | ($2,023) | $29,777 |
| Mortgage-backed securities: | | | | | | | | |
| Federal agencies and U.S. government sponsored entities | $8,308 | $2 | ($665) | $7,645 | $8,696 | $9 | ($818) | $7,887 |
| Total mortgage-backed securities | 8,308 | 2 | (665) | 7,645 | 8,696 | 9 | (818) | 7,887 |
| Asset-backed securities | 430 | 1 | (9) | 422 | 488 | — | (25) | 463 |
| Total debt securities held to maturity | $8,738 | $3 | ($674) | $8,067 | $9,184 | $9 | ($843) | $8,350 |
| Equity securities, at cost[2] | $732 | $— | $— | $732 | $869 | $— | $— | $869 |
| Equity securities, at fair value[2] | 203 | — | — | 203 | 173 | — | — | 173 |

[1] Excludes portfolio level basis adjustments of $176 million and $60 million, respectively, for securities designated in active fair value hedge relationships at September 30, 2024 and December 31, 2023.
[2] Included in other assets in the Consolidated Balance Sheets.

Accrued interest receivable on debt securities totaled $117 million and $125 million as of September 30, 2024 and December 31, 2023, respectively, and is included in other assets in the Consolidated Balance Sheets.

The following table presents the amortized cost and fair value of debt securities by contractual maturity as of September 30, 2024. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without incurring penalties.

| | Distribution of Maturities | | | | |
|---|---|---|---|---|---|
| (dollars in millions) | 1 Year or Less | After 1 Year through 5 Years | After 5 Years through 10 Years | After 10 Years | Total |
| **Amortized cost:** | | | | | |
| U.S. Treasury and other | $— | $3,606 | $1,120 | $— | $4,726 |
| State and political subdivisions | — | — | — | 1 | 1 |
| Mortgage-backed securities: | | | | | |
| Federal agencies and U.S. government sponsored entities | — | 2,108 | 1,321 | 25,566 | 28,995 |
| Other/non-agency | — | — | — | 274 | 274 |
| Collateralized loan obligations | — | — | — | 234 | 234 |
| Total debt securities available for sale | — | 5,714 | 2,441 | 26,075 | 34,230 |
| Mortgage-backed securities: | | | | | |
| Federal agencies and U.S. government sponsored entities | — | — | — | 8,308 | 8,308 |
| Asset-backed securities | — | 430 | — | — | 430 |
| Total debt securities held to maturity | — | 430 | — | 8,308 | 8,738 |
| Total amortized cost of debt securities | $— | $6,144 | $2,441 | $34,383 | $42,968 |
| | | | | | |
| **Fair value:** | | | | | |
| U.S. Treasury and other | $— | $3,535 | $1,154 | $— | $4,689 |
| State and political subdivisions | — | — | — | 1 | 1 |
| Mortgage-backed securities: | | | | | |
| Federal agencies and U.S. government sponsored entities | — | 2,060 | 1,281 | 24,309 | 27,650 |
| Other/non-agency | — | — | — | 261 | 261 |
| Collateralized loan obligations | — | — | — | 234 | 234 |
| Total debt securities available for sale | — | 5,595 | 2,435 | 24,805 | 32,835 |
| Mortgage-backed securities: | | | | | |
| Federal agencies and U.S. government sponsored entities | — | — | — | 7,645 | 7,645 |
| Asset-backed securities | — | 422 | — | — | 422 |
| Total debt securities held to maturity | — | 422 | — | 7,645 | 8,067 |
| Total fair value of debt securities | $— | $6,017 | $2,435 | $32,450 | $40,902 |

Taxable interest income from investment securities as presented in the Consolidated Statements of Operations was $423 million and $290 million for the three months ended September 30, 2024 and 2023, respectively, and $1.2 billion and $823 million for the nine months ended September 30, 2024 and 2023, respectively.

The following table presents realized gains and losses on the sale of securities:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 |
| Gains | $9 | $9 | $14 | $27 |
| Losses | — | (4) | — | (8) |
| Securities gains, net | $9 | $5 | $14 | $19 |

The following table presents the amortized cost and fair value of debt securities pledged:

| | September 30, 2024 | | December 31, 2023 | |
|---|---|---|---|---|
| (dollars in millions) | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Pledged against derivatives, to qualify for fiduciary powers, or to secure public and other deposits as required by law | $6,528 | $6,080 | $5,619 | $5,305 |
| Pledged as collateral for FHLB borrowing capacity | 237 | 226 | 242 | 220 |
| Pledged against repurchase agreements | — | — | — | — |

The Company enters into security repurchase agreements with unrelated counterparties, which involve the transfer of a security from one party to another, and a subsequent transfer of substantially the same security back to the original party. These repurchase agreements are typically short-term in nature and are accounted for as secured borrowed funds in the Company's Consolidated Balance Sheets. The Company recognized no offsetting short-term receivables or payables associated with security repurchase agreements as of September 30, 2024 or December 31, 2023.

Securitizations of mortgage loans retained in the investment portfolio were $48 million and $181 million for the three and nine months ended September 30, 2024, respectively. Securitizations of mortgage loans retained in the investment portfolio were $65 million for the three and nine months ended September 30, 2023. These securitizations include a substantive guarantee by a third party. The guarantors were FNMA and FHLMC in 2024 and 2023. The debt securities received from the guarantors are classified as AFS.

***Impairment***

The Company evaluated its existing HTM portfolio as of September 30, 2024 and concluded that 95% of HTM securities met the zero expected credit loss criteria and, therefore, no ACL was recognized. Lifetime expected credit losses on the remainder of the HTM portfolio were determined to be insignificant based on the modeling of the Company's credit loss position in the securities. The Company monitors the credit exposure through the use of credit quality indicators. For these securities, the Company uses external credit ratings or an internally derived credit rating when an external rating is not available. All securities were determined to be investment grade at September 30, 2024.

The following tables present AFS debt securities with fair values below their respective carrying values, separated by the duration the securities have been in a continuous unrealized loss position:

| | September 30, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | Less than 12 Months | | 12 Months or Longer | | Total | |
| (dollars in millions) | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| U.S. Treasury and other | $— | $— | $3,310 | ($79) | $3,310 | ($79) |
| State and political subdivisions | — | — | — | — | — | — |
| Mortgage-backed securities: | | | | | | |
| Federal agencies and U.S. government sponsored entities | 755 | (4) | 16,244 | (1,476) | 16,999 | (1,480) |
| Other/non-agency | — | — | 260 | (13) | 260 | (13) |
| Total mortgage-backed securities | 755 | (4) | 16,504 | (1,489) | 17,259 | (1,493) |
| Collateralized loan obligations | — | — | — | — | — | — |
| Total | $755 | ($4) | $19,814 | ($1,568) | $20,569 | ($1,572) |

| | December 31, 2023 | | | | | |
|---|---|---|---|---|---|---|
| | Less than 12 Months | | 12 Months or Longer | | Total | |
| (dollars in millions) | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| U.S. Treasury and other | $49 | $— | $3,245 | ($139) | $3,294 | ($139) |
| Mortgage-backed securities: | | | | | | |
| Federal agencies and U.S. government sponsored entities | 2,939 | (24) | 16,398 | (1,833) | 19,337 | (1,857) |
| Other/non-agency | — | — | 255 | (24) | 255 | (24) |
| Total mortgage-backed securities | 2,939 | (24) | 16,653 | (1,857) | 19,592 | (1,881) |
| Collateralized loan obligations | 56 | — | 607 | (3) | 663 | (3) |
| Total | $3,044 | ($24) | $20,505 | ($1,999) | $23,549 | ($2,023) |

The Company does not currently have the intent to sell these debt securities, and it is not more-likely-than-not that the Company will be required to sell these debt securities prior to recovery of their amortized cost bases. The Company has determined that credit losses are not expected to be incurred on the AFS debt securities identified with unrealized losses as of September 30, 2024. The unrealized losses on these debt securities reflect non-credit-related factors driven by changes in interest rates. Therefore, the Company has determined that these debt securities are not impaired.

## NOTE 3 - LOANS AND LEASES

Loans held for investment are reported at the amount of their outstanding principal, net of charge-offs, unearned income, deferred loan origination fees and costs, and unamortized premiums or discounts on purchased loans.

The following table presents loans and leases, excluding LHFS:

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Commercial and industrial | $43,825 | $44,974 |
| Commercial real estate | 27,983 | 29,471 |
| Total commercial | 71,808 | 74,445 |
| Residential mortgages | 32,379 | 31,332 |
| Home equity | 15,992 | 15,040 |
| Automobile | 5,540 | 8,258 |
| Education | 11,118 | 11,834 |
| Other retail | 4,795 | 5,050 |
| Total retail | 69,824 | 71,514 |
| Total loans and leases | $141,632 | $145,959 |

Accrued interest receivable on loans and leases held for investment totaled $862 million and $875 million as of September 30, 2024 and December 31, 2023, respectively, and is included in other assets in the Consolidated Balance Sheets.

Loans pledged as collateral for FHLB borrowing capacity, primarily residential mortgages and home equity products, totaled $37.9 billion and $36.0 billion at September 30, 2024 and December 31, 2023, respectively. Loans pledged as collateral to support the contingent ability to borrow at the FRB discount window, if necessary, were primarily comprised of education, commercial and industrial, and commercial real estate loans, and totaled $27.2 billion and $31.9 billion at September 30, 2024 and December 31, 2023, respectively.

Interest income on direct financing and sales-type leases is reported within interest and fees on loans and leases in the Consolidated Statements of Operations, and was $11 million and $12 million for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, this interest income was $31 million and $36 million, respectively.

The following table presents the composition of LHFS:

| | September 30, 2024 | | | December 31, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Residential Mortgages[1] | Commercial[2] | Total | Residential Mortgages[1] | Commercial[2] | Total |
| Loans held for sale at fair value | $573 | $41 | $614 | $614 | $62 | $676 |
| Other loans held for sale | — | 49 | 49 | — | 103 | 103 |

[1] Residential mortgage LHFS at fair value are originated for sale.
[2] Commercial LHFS at fair value consist of loans managed by the Company's commercial secondary loan desk. Other commercial LHFS primarily consist of loans associated with the Company's syndication business.

## NOTE 4 - CREDIT QUALITY AND THE ALLOWANCE FOR CREDIT LOSSES

### *Allowance for Credit Losses*

The Company's estimate of expected credit losses in its loan and lease portfolios is recorded in the ACL and considers extensive historical loss experience, including the impact of loss mitigation and restructuring programs that the Company offers to borrowers experiencing financial difficulty, as well as projected loss severity as a result of loan default.

For a detailed discussion of the ACL reserve methodology and estimation techniques as of December 31, 2023, see Note 6 in the Company's 2023 Form 10-K. There were no significant changes to the ACL reserve methodology during the nine months ended September 30, 2024.

The following table presents a summary of changes in the ACL for the three and nine months ended September 30, 2024:

| | Three Months Ended September 30, 2024 | | | Nine Months Ended September 30, 2024 | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Commercial | Retail | Total | Commercial | Retail | Total |
| Allowance for loan and lease losses, beginning of period | $1,282 | $843 | $2,125 | $1,250 | $848 | $2,098 |
| Charge-offs | (106) | (125) | (231) | (308) | (377) | (685) |
| Recoveries | 8 | 31 | 39 | 29 | 99 | 128 |
| Net charge-offs | (98) | (94) | (192) | (279) | (278) | (557) |
| Provision expense (benefit) for loans and leases | 3 | 143 | 146 | 216 | 322 | 538 |
| Allowance for loan and lease losses, end of period | 1,187 | 892 | 2,079 | 1,187 | 892 | 2,079 |
| Allowance for unfunded lending commitments, beginning of period | 147 | 34 | 181 | 175 | 45 | 220 |
| Provision expense (benefit) for unfunded lending commitments | 17 | 9 | 26 | (11) | (2) | (13) |
| Allowance for unfunded lending commitments, end of period | 164 | 43 | 207 | 164 | 43 | 207 |
| Total allowance for credit losses, end of period | $1,351 | $935 | $2,286 | $1,351 | $935 | $2,286 |

During the nine months ended September 30, 2024, net charge-offs of $557 million and a provision for expected credit losses of $525 million resulted in a decrease of $32 million to the ACL.

As of September 30, 2024, the ACL economic forecast over a two-year reasonable and supportable period was consistent with December 31, 2023, with peak unemployment of approximately 5.1% and start-to-trough real GDP decline of approximately 0.4%. These forecasts reflect a mild recession over the two-year reasonable and supportable period.

The following table presents a summary of changes in the ACL for the three and nine months ended September 30, 2023:

| | Three Months Ended September 30, 2023 | | | Nine Months Ended September 30, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Commercial | Retail | Total | Commercial | Retail | Total |
| Allowance for loan and lease losses, beginning of period | $1,157 | $887 | $2,044 | $1,060 | $923 | $1,983 |
| Charge-offs | (74) | (117) | (191) | (212) | (339) | (551) |
| Recoveries | 4 | 34 | 38 | 14 | 99 | 113 |
| Net charge-offs | (70) | (83) | (153) | (198) | (240) | (438) |
| Provision expense (benefit) for loans and leases | 146 | 43 | 189 | 371 | 164 | 535 |
| Allowance for loan and lease losses, end of period | 1,233 | 847 | 2,080 | 1,233 | 847 | 2,080 |
| Allowance for unfunded lending commitments, beginning of period | 213 | 42 | 255 | 207 | 50 | 257 |
| Provision expense (benefit) for unfunded lending commitments | (21) | 4 | (17) | (15) | (4) | (19) |
| Allowance for unfunded lending commitments, end of period | 192 | 46 | 238 | 192 | 46 | 238 |
| Total allowance for credit losses, end of period | $1,425 | $893 | $2,318 | $1,425 | $893 | $2,318 |

***Credit Quality Indicators***

The Company presents loan and lease portfolio segments and classes by credit quality indicator and vintage year and defines the vintage date for the purpose of this disclosure as the date of the most recent credit decision. Renewals are categorized as new credit decisions and reflect the renewal date as the vintage date, except for renewals of loans modified for borrowers experiencing financial difficulty, or FDMs, which are presented in the original vintage.

The Company utilizes internal risk ratings to monitor credit quality for commercial loans and leases. For more information on these ratings see Note 6 in the Company's 2023 Form 10-K.

The following table presents the amortized cost basis of commercial loans and leases by vintage date and internal risk rating as of September 30, 2024:

| | Term Loans and Leases by Origination Year | | | | | | Revolving Loans | | |
|---|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2022 | 2021 | 2020 | Prior to 2020 | Within the Revolving Period | Converted to Term | Total |
| **Commercial and industrial** | | | | | | | | | |
| Pass | $4,147 | $2,910 | $4,856 | $3,430 | $1,095 | $2,266 | $21,931 | $71 | $40,706 |
| Special Mention | 6 | 71 | 104 | 271 | 27 | 38 | 310 | — | 827 |
| Substandard Accrual | 3 | 60 | 259 | 344 | 151 | 292 | 950 | 14 | 2,073 |
| Nonaccrual | — | 23 | 55 | 17 | 5 | 65 | 48 | 6 | 219 |
| Total commercial and industrial | 4,156 | 3,064 | 5,274 | 4,062 | 1,278 | 2,661 | 23,239 | 91 | 43,825 |
| **Commercial real estate** | | | | | | | | | |
| Pass | 1,599 | 1,326 | 5,695 | 5,806 | 1,990 | 4,690 | 1,411 | 4 | 22,521 |
| Special Mention | 1 | — | 1,013 | 428 | 160 | 485 | 129 | — | 2,216 |
| Substandard Accrual | — | 6 | 326 | 347 | 455 | 1,121 | 135 | 4 | 2,394 |
| Nonaccrual | — | — | 86 | 38 | 91 | 635 | 2 | — | 852 |
| Total commercial real estate | 1,600 | 1,332 | 7,120 | 6,619 | 2,696 | 6,931 | 1,677 | 8 | 27,983 |
| **Total commercial** | | | | | | | | | |
| Pass | 5,746 | 4,236 | 10,551 | 9,236 | 3,085 | 6,956 | 23,342 | 75 | 63,227 |
| Special Mention | 7 | 71 | 1,117 | 699 | 187 | 523 | 439 | — | 3,043 |
| Substandard Accrual | 3 | 66 | 585 | 691 | 606 | 1,413 | 1,085 | 18 | 4,467 |
| Nonaccrual | — | 23 | 141 | 55 | 96 | 700 | 50 | 6 | 1,071 |
| Total commercial | $5,756 | $4,396 | $12,394 | $10,681 | $3,974 | $9,592 | $24,916 | $99 | $71,808 |

The following table presents the amortized cost basis of commercial loans and leases by vintage date and internal risk rating as of December 31, 2023:

| | Term Loans and Leases by Origination Year | | | | | | Revolving Loans | | |
|---|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | 2023 | 2022 | 2021 | 2020 | 2019 | Prior to 2019 | Within the Revolving Period | Converted to Term | Total |
| **Commercial and industrial** | | | | | | | | | |
| Pass | $3,694 | $6,512 | $5,331 | $1,445 | $1,147 | $2,299 | $21,033 | $53 | $41,514 |
| Special Mention | 59 | 221 | 355 | 30 | 50 | 113 | 368 | — | 1,196 |
| Substandard Accrual | 8 | 189 | 337 | 218 | 125 | 287 | 792 | 11 | 1,967 |
| Nonaccrual | 1 | 72 | 54 | 4 | 5 | 102 | 53 | 6 | 297 |
| Total commercial and industrial | 3,762 | 6,994 | 6,077 | 1,697 | 1,327 | 2,801 | 22,246 | 70 | 44,974 |
| **Commercial real estate** | | | | | | | | | |
| Pass | 1,906 | 5,791 | 6,062 | 2,555 | 2,294 | 3,895 | 1,975 | 8 | 24,486 |
| Special Mention | — | 713 | 539 | 222 | 183 | 260 | 75 | — | 1,992 |
| Substandard Accrual | — | 277 | 203 | 469 | 528 | 939 | 100 | — | 2,516 |
| Nonaccrual | 1 | 66 | 2 | 23 | 144 | 238 | 3 | — | 477 |
| Total commercial real estate | 1,907 | 6,847 | 6,806 | 3,269 | 3,149 | 5,332 | 2,153 | 8 | 29,471 |
| **Total commercial** | | | | | | | | | |
| Pass | 5,600 | 12,303 | 11,393 | 4,000 | 3,441 | 6,194 | 23,008 | 61 | 66,000 |
| Special Mention | 59 | 934 | 894 | 252 | 233 | 373 | 443 | — | 3,188 |
| Substandard Accrual | 8 | 466 | 540 | 687 | 653 | 1,226 | 892 | 11 | 4,483 |
| Nonaccrual | 2 | 138 | 56 | 27 | 149 | 340 | 56 | 6 | 774 |
| Total commercial | $5,669 | $13,841 | $12,883 | $4,966 | $4,476 | $8,133 | $24,399 | $78 | $74,445 |

For retail loans, the Company utilizes FICO credit scores and the loan's payment and delinquency status to monitor credit quality. Management believes FICO scores are the strongest indicator of credit losses over the contractual life of the loan and assist management in predicting the borrower's future payment performance. Scores are based on current and historical national industry-wide consumer level credit performance data.

The following table presents the amortized cost basis of retail loans by vintage date and current FICO score as of September 30, 2024:

| | Term Loans by Origination Year | | | | | | Revolving Loans | | |
|---|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2022 | 2021 | 2020 | Prior to 2020 | Within the Revolving Period | Converted to Term | Total |
| **Residential mortgages** | | | | | | | | | |
| 800+ | $884 | $1,295 | $3,276 | $5,165 | $2,962 | $3,952 | $— | $— | $17,534 |
| 740-799 | 1,268 | 930 | 1,659 | 2,279 | 1,359 | 2,009 | — | — | 9,504 |
| 680-739 | 304 | 292 | 579 | 702 | 430 | 988 | — | — | 3,295 |
| 620-679 | 26 | 57 | 122 | 151 | 84 | 506 | — | — | 946 |
| <620 | 6 | 35 | 73 | 147 | 95 | 726 | — | — | 1,082 |
| No FICO available[1] | — | — | — | 1 | 1 | 16 | — | — | 18 |
| Total residential mortgages | 2,488 | 2,609 | 5,709 | 8,445 | 4,931 | 8,197 | — | — | 32,379 |
| **Home equity** | | | | | | | | | |
| 800+ | 1 | — | 3 | 4 | 1 | 80 | 5,414 | 204 | 5,707 |
| 740-799 | — | — | 2 | 2 | 1 | 70 | 5,102 | 227 | 5,404 |
| 680-739 | — | — | 1 | — | 2 | 78 | 2,895 | 185 | 3,161 |
| 620-679 | — | 1 | 4 | 1 | 2 | 66 | 734 | 139 | 947 |
| <620 | — | 2 | 5 | 3 | 1 | 65 | 433 | 264 | 773 |
| No FICO available[1] | — | — | — | — | — | — | — | — | — |
| Total home equity | 1 | 3 | 15 | 10 | 7 | 359 | 14,578 | 1,019 | 15,992 |
| **Automobile** | | | | | | | | | |
| 800+ | — | 72 | 420 | 762 | 226 | 84 | — | — | 1,564 |
| 740-799 | — | 101 | 488 | 685 | 220 | 88 | — | — | 1,582 |
| 680-739 | — | 102 | 397 | 458 | 144 | 65 | — | — | 1,166 |
| 620-679 | — | 60 | 214 | 229 | 67 | 40 | — | — | 610 |
| <620 | — | 47 | 210 | 237 | 73 | 51 | — | — | 618 |
| No FICO available[1] | — | — | — | — | — | — | — | — | — |
| Total automobile | — | 382 | 1,729 | 2,371 | 730 | 328 | — | — | 5,540 |
| **Education** | | | | | | | | | |
| 800+ | 184 | 377 | 665 | 1,560 | 1,291 | 1,544 | — | — | 5,621 |
| 740-799 | 223 | 379 | 598 | 850 | 691 | 859 | — | — | 3,600 |
| 680-739 | 84 | 159 | 243 | 276 | 222 | 358 | — | — | 1,342 |
| 620-679 | 19 | 48 | 58 | 60 | 54 | 120 | — | — | 359 |
| <620 | 3 | 12 | 21 | 28 | 24 | 65 | — | — | 153 |
| No FICO available[1] | 12 | — | — | — | — | 31 | — | — | 43 |
| Total education | 525 | 975 | 1,585 | 2,774 | 2,282 | 2,977 | — | — | 11,118 |
| **Other retail** | | | | | | | | | |
| 800+ | 150 | 104 | 41 | 19 | 16 | 14 | 491 | — | 835 |
| 740-799 | 228 | 141 | 50 | 22 | 20 | 14 | 907 | 1 | 1,383 |
| 680-739 | 181 | 120 | 43 | 20 | 15 | 11 | 877 | 1 | 1,268 |
| 620-679 | 83 | 65 | 29 | 12 | 9 | 4 | 354 | 1 | 557 |
| <620 | 19 | 35 | 35 | 16 | 9 | 4 | 236 | 1 | 355 |
| No FICO available[1] | 13 | — | — | — | — | — | 384 | — | 397 |
| Total other retail | 674 | 465 | 198 | 89 | 69 | 47 | 3,249 | 4 | 4,795 |
| **Total retail** | | | | | | | | | |
| 800+ | 1,219 | 1,848 | 4,405 | 7,510 | 4,496 | 5,674 | 5,905 | 204 | 31,261 |
| 740-799 | 1,719 | 1,551 | 2,797 | 3,838 | 2,291 | 3,040 | 6,009 | 228 | 21,473 |
| 680-739 | 569 | 673 | 1,263 | 1,456 | 813 | 1,500 | 3,772 | 186 | 10,232 |
| 620-679 | 128 | 231 | 427 | 453 | 216 | 736 | 1,088 | 140 | 3,419 |
| <620 | 28 | 131 | 344 | 431 | 202 | 911 | 669 | 265 | 2,981 |
| No FICO available[1] | 25 | — | — | 1 | 1 | 47 | 384 | — | 458 |
| Total retail | $3,688 | $4,434 | $9,236 | $13,689 | $8,019 | $11,908 | $17,827 | $1,023 | $69,824 |

[1] Represents loans for which an updated FICO score was unavailable (e.g., due to recent profile changes).

The following table presents the amortized cost basis of retail loans by vintage date and current FICO score as of December 31, 2023:

| | Term Loans by Origination Year | | | | | | Revolving Loans | | |
|---|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | 2023 | 2022 | 2021 | 2020 | 2019 | Prior to 2019 | Within the Revolving Period | Converted to Term | Total |
| **Residential mortgages** | | | | | | | | | |
| 800+ | $889 | $3,067 | $5,172 | $3,117 | $1,131 | $3,125 | $— | $— | $16,501 |
| 740-799 | 1,333 | 1,940 | 2,560 | 1,411 | 592 | 1,625 | — | — | 9,461 |
| 680-739 | 367 | 631 | 758 | 466 | 266 | 873 | — | — | 3,361 |
| 620-679 | 54 | 135 | 165 | 90 | 121 | 445 | — | — | 1,010 |
| <620 | 9 | 48 | 104 | 95 | 161 | 561 | — | — | 978 |
| No FICO available[1] | 1 | — | 2 | 1 | 3 | 14 | — | — | 21 |
| Total residential mortgages | 2,653 | 5,821 | 8,761 | 5,180 | 2,274 | 6,643 | — | — | 31,332 |
| **Home equity** | | | | | | | | | |
| 800+ | — | 4 | 4 | 1 | 4 | 91 | 5,078 | 222 | 5,404 |
| 740-799 | — | 1 | 2 | 1 | 3 | 82 | 4,708 | 241 | 5,038 |
| 680-739 | 1 | 1 | 1 | 2 | 5 | 93 | 2,693 | 202 | 2,998 |
| 620-679 | — | 1 | 1 | 2 | 8 | 77 | 718 | 137 | 944 |
| <620 | — | 2 | 1 | 1 | 10 | 80 | 332 | 230 | 656 |
| No FICO available[1] | — | — | — | — | — | — | — | — | — |
| Total home equity | 1 | 9 | 9 | 7 | 30 | 423 | 13,529 | 1,032 | 15,040 |
| **Automobile** | | | | | | | | | |
| 800+ | 81 | 539 | 1,062 | 368 | 162 | 47 | — | — | 2,259 |
| 740-799 | 134 | 671 | 1,038 | 375 | 165 | 52 | — | — | 2,435 |
| 680-739 | 147 | 577 | 708 | 252 | 118 | 39 | — | — | 1,841 |
| 620-679 | 94 | 316 | 345 | 112 | 65 | 26 | — | — | 958 |
| <620 | 44 | 232 | 291 | 100 | 66 | 32 | — | — | 765 |
| No FICO available[1] | — | — | — | — | — | — | — | — | — |
| Total automobile | 500 | 2,335 | 3,444 | 1,207 | 576 | 196 | — | — | 8,258 |
| **Education** | | | | | | | | | |
| 800+ | 296 | 671 | 1,637 | 1,418 | 600 | 1,185 | — | — | 5,807 |
| 740-799 | 368 | 694 | 1,050 | 850 | 369 | 678 | — | — | 4,009 |
| 680-739 | 143 | 289 | 333 | 273 | 134 | 298 | — | — | 1,470 |
| 620-679 | 30 | 65 | 68 | 58 | 32 | 107 | — | — | 360 |
| <620 | 5 | 18 | 25 | 23 | 15 | 55 | — | — | 141 |
| No FICO available[1] | 10 | — | 1 | — | — | 36 | — | — | 47 |
| Total education | 852 | 1,737 | 3,114 | 2,622 | 1,150 | 2,359 | — | — | 11,834 |
| **Other retail** | | | | | | | | | |
| 800+ | 183 | 70 | 38 | 35 | 16 | 18 | 500 | — | 860 |
| 740-799 | 258 | 87 | 46 | 45 | 21 | 19 | 963 | 1 | 1,440 |
| 680-739 | 214 | 76 | 39 | 39 | 18 | 11 | 973 | 2 | 1,372 |
| 620-679 | 118 | 48 | 23 | 19 | 6 | 4 | 419 | 2 | 639 |
| <620 | 31 | 35 | 18 | 14 | 4 | 2 | 251 | 2 | 357 |
| No FICO available[1] | 7 | 1 | — | 1 | — | — | 373 | — | 382 |
| Total other retail | 811 | 317 | 164 | 153 | 65 | 54 | 3,479 | 7 | 5,050 |
| **Total retail** | | | | | | | | | |
| 800+ | 1,449 | 4,351 | 7,913 | 4,939 | 1,913 | 4,466 | 5,578 | 222 | 30,831 |
| 740-799 | 2,093 | 3,393 | 4,696 | 2,682 | 1,150 | 2,456 | 5,671 | 242 | 22,383 |
| 680-739 | 872 | 1,574 | 1,839 | 1,032 | 541 | 1,314 | 3,666 | 204 | 11,042 |
| 620-679 | 296 | 565 | 602 | 281 | 232 | 659 | 1,137 | 139 | 3,911 |
| <620 | 89 | 335 | 439 | 233 | 256 | 730 | 583 | 232 | 2,897 |
| No FICO available[1] | 18 | 1 | 3 | 2 | 3 | 50 | 373 | — | 450 |
| Total retail | $4,817 | $10,219 | $15,492 | $9,169 | $4,095 | $9,675 | $17,008 | $1,039 | $71,514 |

[1] Represents loans for which an updated FICO score was unavailable (e.g., due to recent profile changes).

The following tables present gross charge-offs by vintage date for the Company's loan and lease portfolios:

| | Nine Months Ended September 30, 2024 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Term Loans and Leases by Origination Year | | | | | | Revolving Loans | | |
| (dollars in millions) | 2024 | 2023 | 2022 | 2021 | 2020 | Prior to 2020 | Within the Revolving Period | Converted to Term | Total |
| Commercial and industrial | $— | $— | $15 | $22 | $1 | $15 | $32 | $— | $85 |
| Commercial real estate | — | — | 1 | 22 | 98 | 102 | — | — | 223 |
| Total commercial | — | — | 16 | 44 | 99 | 117 | 32 | — | 308 |
| Residential mortgages | — | — | — | — | — | 4 | — | — | 4 |
| Home equity | — | — | — | — | — | 3 | 8 | 1 | 12 |
| Automobile | — | 5 | 23 | 23 | 7 | 4 | 9 | 1 | 72 |
| Education | — | 2 | 6 | 18 | 21 | 46 | — | — | 93 |
| Other retail | 25 | 10 | 7 | 12 | 2 | 8 | 132 | — | 196 |
| Total retail | 25 | 17 | 36 | 53 | 30 | 65 | 149 | 2 | 377 |
| Total loans and leases | $25 | $17 | $52 | $97 | $129 | $182 | $181 | $2 | $685 |

| | Nine Months Ended September 30, 2023 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Term Loans and Leases by Origination Year | | | | | | Revolving Loans | | |
| (dollars in millions) | 2023 | 2022 | 2021 | 2020 | 2019 | Prior to 2019 | Within the Revolving Period | Converted to Term | Total |
| Commercial and industrial | $— | $1 | $32 | $4 | $1 | $24 | $35 | $— | $97 |
| Commercial real estate | — | — | — | 51 | 11 | 53 | — | — | 115 |
| Total commercial | — | 1 | 32 | 55 | 12 | 77 | 35 | — | 212 |
| Residential mortgages | — | — | — | — | 1 | 2 | — | — | 3 |
| Home equity | — | — | — | — | — | 2 | 6 | — | 8 |
| Automobile | — | 24 | 31 | 11 | 9 | 7 | — | — | 82 |
| Education | — | 3 | 12 | 16 | 10 | 35 | — | — | 76 |
| Other retail | 36 | 22 | 7 | 6 | 8 | 7 | 84 | — | 170 |
| Total retail | 36 | 49 | 50 | 33 | 28 | 53 | 90 | — | 339 |
| Total loans and leases | $36 | $50 | $82 | $88 | $40 | $130 | $125 | $— | $551 |

***Nonaccrual and Past Due Assets***

The following tables present an aging analysis of accruing and nonaccrual loans and leases as of September 30, 2024 and December 31, 2023:

| | September 30, 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | | Days Past Due and Accruing | | | | | |
| (dollars in millions) | Current | 30-59 | 60-89 | 90+ | Nonaccrual | Total | Nonaccrual with no related ACL |
| Commercial and industrial | $43,542 | $54 | $5 | $5 | $219 | $43,825 | $48 |
| Commercial real estate | 26,961 | 72 | 83 | 15 | 852 | 27,983 | 64 |
| Total commercial | 70,503 | 126 | 88 | 20 | 1,071 | 71,808 | 112 |
| Residential mortgages | 31,923 | 93 | 48 | 146 | 169 | 32,379 | 129 |
| Home equity | 15,591 | 93 | 27 | — | 281 | 15,992 | 186 |
| Automobile | 5,347 | 109 | 38 | — | 46 | 5,540 | 5 |
| Education | 10,989 | 43 | 25 | 2 | 59 | 11,118 | 2 |
| Other retail | 4,658 | 44 | 31 | 1 | 61 | 4,795 | 1 |
| Total retail | 68,508 | 382 | 169 | 149 | 616 | 69,824 | 323 |
| Total | $139,011 | $508 | $257 | $169 | $1,687 | $141,632 | $435 |
| Guaranteed residential mortgages[1] | $830 | $54 | $29 | $145 | $— | $1,058 | $— |

| | December 31, 2023 | | | | | | |
|---|---|---|---|---|---|---|---|
| | | Days Past Due and Accruing | | | | | |
| (dollars in millions) | Current | 30-59 | 60-89 | 90+ | Nonaccrual | Total | Nonaccrual with no related ACL |
| Commercial and industrial | $44,591 | $62 | $18 | $6 | $297 | $44,974 | $30 |
| Commercial real estate | 28,745 | 150 | 59 | 40 | 477 | 29,471 | 71 |
| Total commercial | 73,336 | 212 | 77 | 46 | 774 | 74,445 | 101 |
| Residential mortgages | 30,499 | 282 | 118 | 256 | 177 | 31,332 | 144 |
| Home equity | 14,640 | 82 | 33 | — | 285 | 15,040 | 198 |
| Automobile | 8,005 | 144 | 48 | — | 61 | 8,258 | 7 |
| Education | 11,732 | 49 | 23 | 2 | 28 | 11,834 | 3 |
| Other retail | 4,899 | 49 | 34 | 29 | 39 | 5,050 | — |
| Total retail | 69,775 | 606 | 256 | 287 | 590 | 71,514 | 352 |
| Total | $143,111 | $818 | $333 | $333 | $1,364 | $145,959 | $453 |
| Guaranteed residential mortgages[1] | $675 | $128 | $76 | $243 | $— | $1,122 | $— |

[1] Guaranteed residential mortgages represent loans fully or partially guaranteed by the FHA, VA, and USDA, and are included in the amounts presented for Residential mortgages.

At September 30, 2024 and December 31, 2023, the Company had collateral-dependent residential mortgage and home equity loans totaling $529 million and $556 million, respectively, and collateral-dependent commercial loans totaling $607 million and $233 million, respectively.

The amortized cost basis of mortgage loans collateralized by residential real estate for which formal foreclosure proceedings were in-process was $319 million and $336 million as of September 30, 2024 and December 31, 2023, respectively.

***Loan Modifications to Borrowers Experiencing Financial Difficulty***

The Company offers loan modifications, characterized as FDMs, to retail and commercial borrowers experiencing financial difficulty as a result of its loss mitigation activities that may result in a payment delay, interest rate reduction, term extension, principal forgiveness, or combination thereof. Payment delays consist of modifications that result in a delay of contractual amounts due greater than three months over a rolling 12-month period.

Commercial loan modifications are offered on a case-by-case basis and generally include a payment delay, term extension and/or interest rate reduction. The Company does not typically offer principal forgiveness for commercial loans. Retail loan modifications are offered through structured loan modification programs, which are summarized below.

- Forbearance programs provide borrowers experiencing some form of hardship a period of time during which their contractual payment obligations are suspended, resulting in a payment delay and/or term extension.
- Other repayment plans are offered due to hardship and include an interest rate reduction and/or term extension designed to enable the borrower to return the loan to current status in an expeditious manner.
- Settlement agreements may be executed with borrowers experiencing a long-term hardship or who are delinquent, resulting in principal forgiveness. Upon fulfillment of the terms of the settlement agreement, the unpaid principal amount is forgiven resulting in a charge-off of the outstanding principal balance.
- Certain reorganization bankruptcy judgments may result in any one of the four modification types or some combination thereof.

The following tables present the period-end amortized cost of loans to borrowers experiencing financial difficulty that were modified during the three and nine months ended September 30, 2024 and 2023, disaggregated by class of financing receivable and modification type. The modification type reflects the cumulative effect of all FDMs received during the indicated period.

| | Three Months Ended September 30, 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | Interest Rate Reduction | Term Extension | Payment Delay | Principal Forgiveness | Interest Rate Reduction and Term Extension | Term Extension and Payment Delay | Total | Total as a % of Loan Class[1] |
| Commercial and industrial | $— | $75 | $25 | $— | $1 | $3 | $104 | 0.24 % |
| Commercial real estate | — | 156 | 23 | — | 67 | 94 | 340 | 1.22 |
| Total commercial | — | 231 | 48 | — | 68 | 97 | 444 | 0.62 |
| Residential mortgages | 1 | 15 | 1 | — | 4 | 1 | 22 | 0.07 |
| Home equity | 2 | 1 | — | — | 4 | — | 7 | 0.04 |
| Automobile | — | — | — | — | — | — | — | — |
| Education | 3 | 1 | 16 | — | — | — | 20 | 0.18 |
| Other retail | 5 | — | — | — | — | — | 5 | 0.10 |
| Total retail | 11 | 17 | 17 | — | 8 | 1 | 54 | 0.08 |
| Total | $11 | $248 | $65 | $— | $76 | $98 | $498 | 0.35 % |

| | Three Months Ended September 30, 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | Interest Rate Reduction | Term Extension | Payment Delay | Principal Forgiveness | Interest Rate Reduction and Term Extension | Term Extension and Payment Delay | Total | Total as a % of Loan Class[1] |
| Commercial and industrial | $— | $148 | $47 | $— | $— | $1 | $196 | 0.42 % |
| Commercial real estate | — | 131 | — | — | 37 | 1 | 169 | 0.57 |
| Total commercial | — | 279 | 47 | — | 37 | 2 | 365 | 0.47 |
| Residential mortgages | 2 | 25 | — | — | 6 | — | 33 | 0.11 |
| Home equity | 1 | 1 | — | — | 1 | — | 3 | 0.02 |
| Automobile | — | — | — | — | — | — | — | — |
| Education | 3 | — | 1 | — | — | — | 4 | 0.03 |
| Other retail | 3 | — | — | — | — | — | 3 | 0.06 |
| Total retail | 9 | 26 | 1 | — | 7 | — | 43 | 0.06 |
| Total | $9 | $305 | $48 | $— | $44 | $2 | $408 | 0.27 % |

| (dollars in millions) | Nine Months Ended September 30, 2024 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Interest Rate Reduction | Term Extension | Payment Delay | Principal Forgiveness | Interest Rate Reduction and Term Extension | Term Extension and Payment Delay | Interest Rate Reduction, Term Extension and Payment Delay | Total | Total as a % of Loan Class[1] |
| Commercial and industrial | $— | $179 | $86 | $— | $1 | $23 | $— | $289 | 0.66 % |
| Commercial real estate | — | 505 | 100 | — | 130 | 144 | — | 879 | 3.14 |
| Total commercial | — | 684 | 186 | — | 131 | 167 | — | 1,168 | 1.63 |
| Residential mortgages | 4 | 63 | 9 | — | 8 | 1 | 1 | 86 | 0.27 |
| Home equity | 3 | 2 | — | — | 9 | — | — | 14 | 0.09 |
| Automobile | — | — | — | — | — | — | — | — | — |
| Education | 9 | 2 | 39 | — | — | — | — | 50 | 0.45 |
| Other retail | 13 | — | — | — | — | — | — | 13 | 0.27 |
| Total retail | 29 | 67 | 48 | — | 17 | 1 | 1 | 163 | 0.23 |
| Total | $29 | $751 | $234 | $— | $148 | $168 | $1 | $1,331 | 0.94 % |

| (dollars in millions) | Nine Months Ended September 30, 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Interest Rate Reduction | Term Extension | Payment Delay | Principal Forgiveness | Interest Rate Reduction and Term Extension | Term Extension and Payment Delay | Total | Total as a % of Loan Class[1] |
| Commercial and industrial | $— | $263 | $78 | $— | $1 | $2 | $344 | 0.74 % |
| Commercial real estate | — | 454 | — | — | 37 | 1 | 492 | 1.67 |
| Total commercial | — | 717 | 78 | — | 38 | 3 | 836 | 1.08 |
| Residential mortgages | 6 | 59 | — | — | 16 | — | 81 | 0.26 |
| Home equity | 1 | 4 | — | — | 5 | — | 10 | 0.07 |
| Automobile | — | — | — | — | — | — | — | — |
| Education | 7 | — | 2 | — | — | — | 9 | 0.07 |
| Other retail | 8 | — | — | — | — | — | 8 | 0.16 |
| Total retail | 22 | 63 | 2 | — | 21 | — | 108 | 0.15 |
| Total | $22 | $780 | $80 | $— | $59 | $3 | $944 | 0.63 % |

[1] Represents the total amortized cost as of period-end divided by the period-end amortized cost of the corresponding loan class. Accrued interest receivable is excluded from amortized cost and is immaterial.

The following tables present the financial effect of loans to borrowers experiencing financial difficulty that were modified during the three and nine months ended September 30, 2024 and 2023, disaggregated by class of financing receivable.

| (dollars in millions) | Three Months Ended September 30, 2024 | | | |
|---|---|---|---|---|
| | Weighted-Average Interest Rate Reduction[1] | Weighted-Average Term Extension (in Months)[1] | Weighted-Average Payment Deferral[1] | Amount of Principal Forgiven[2] |
| Commercial and industrial | 3.62 % | 14 | $11 | $— |
| Commercial real estate | 4.31 | 9 | 1 | — |
| Residential mortgages | 1.52 | 94 | — | — |
| Home equity | 4.32 | 51 | — | — |
| Automobile | — | — | — | — |
| Education | 4.44 | 24 | — | — |
| Other retail | 20.79 | — | — | 1 |

| (dollars in millions) | Three Months Ended September 30, 2023 | | | |
|---|---|---|---|---|
| | Weighted-Average Interest Rate Reduction[1] | Weighted-Average Term Extension (in Months)[1] | Weighted-Average Payment Deferral[1] | Amount of Principal Forgiven[2] |
| Commercial and industrial | 2.32 % | 17 | $— | $— |
| Commercial real estate | 1.25 | 7 | — | — |
| Residential mortgages | 0.98 | 47 | — | — |
| Home equity | 2.51 | 133 | — | — |
| Automobile | — | — | — | — |
| Education | 4.95 | — | — | — |
| Other retail | 18.86 | — | — | 1 |

| (dollars in millions) | Nine Months Ended September 30, 2024 | | | |
|---|---|---|---|---|
| | Weighted-Average Interest Rate Reduction[1] | Weighted-Average Term Extension (in Months)[1] | Weighted-Average Payment Deferral[1] | Amount of Principal Forgiven[2] |
| Commercial and industrial | 3.72 % | 15 | $3 | $— |
| Commercial real estate | 2.83 | 17 | 1 | — |
| Residential mortgages | 1.59 | 92 | — | — |
| Home equity | 4.03 | 75 | — | — |
| Automobile | — | — | — | — |
| Education | 4.42 | 24 | — | — |
| Other retail | 20.23 | — | — | 5 |

| (dollars in millions) | Nine Months Ended September 30, 2023 | | | |
|---|---|---|---|---|
| | Weighted-Average Interest Rate Reduction[1] | Weighted-Average Term Extension (in Months)[1] | Weighted-Average Payment Deferral[1] | Amount of Principal Forgiven[2] |
| Commercial and industrial | 2.95 % | 14 | $1 | $— |
| Commercial real estate | 1.25 | 8 | — | — |
| Residential mortgages | 1.55 | 48 | — | — |
| Home equity | 2.24 | 127 | — | — |
| Automobile | 3.47 | 20 | — | — |
| Education | 4.97 | — | — | — |
| Other retail | 18.45 | — | — | 4 |

[1] Weighted based on period-end amortized cost.
[2] Amounts are recorded as charge-offs.

The following tables present an aging analysis of the period-end amortized cost of loans to borrowers experiencing financial difficulty that were modified during the twelve month period ending September 30, 2024 and the nine month period ending September 30, 2023, disaggregated by class of financing receivable. A loan in a forbearance or repayment plan is reported as past due according to its contractual terms until contractually modified. Subsequent to modification, it is reported as past due based on its restructured terms.

| | September 30, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | | Days Past Due and Accruing | | | | |
| (dollars in millions) | Current | 30-59 | 60-89 | 90+ | Nonaccrual | Total |
| Commercial and industrial | $211 | $35 | $1 | $— | $54 | $301 |
| Commercial real estate | 590 | 30 | 63 | — | 287 | 970 |
| Total commercial | 801 | 65 | 64 | — | 341 | 1,271 |
| Residential mortgages | 73 | 6 | 4 | 16 | 12 | 111 |
| Home equity | 11 | — | — | — | 8 | 19 |
| Automobile | — | — | — | — | — | — |
| Education | 34 | 1 | — | — | 35 | 70 |
| Other retail | 12 | 1 | 1 | — | 1 | 15 |
| Total retail | 130 | 8 | 5 | 16 | 56 | 215 |
| Total | $931 | $73 | $69 | $16 | $397 | $1,486 |

| (dollars in millions) | September 30, 2023 | | | | | |
|---|---|---|---|---|---|---|
| | | Days Past Due and Accruing | | | | |
| | Current | 30-59 | 60-89 | 90+ | Nonaccrual | Total |
| Commercial and industrial | $262 | $— | $— | $— | $82 | $344 |
| Commercial real estate | 262 | 55 | — | — | 175 | 492 |
| Total commercial | 524 | 55 | — | — | 257 | 836 |
| Residential mortgages | 52 | — | 5 | 13 | 11 | 81 |
| Home equity | 3 | — | — | — | 7 | 10 |
| Automobile | — | — | — | — | — | — |
| Education | 8 | — | — | — | 1 | 9 |
| Other retail | 6 | 1 | — | — | 1 | 8 |
| Total retail | 69 | 1 | 5 | 13 | 20 | 108 |
| Total | $593 | $56 | $5 | $13 | $277 | $944 |

The following tables present the period-end amortized cost of loans to borrowers experiencing financial difficulty that defaulted during the period presented and were modified within the previous 12 months preceding the default, disaggregated by class of financing receivable and modification type. The modification type reflects the cumulative effect of all FDMs at the time of default. A loan is considered to be in default if, subsequent to modification, it becomes 90 or more days past due or is placed on nonaccrual status.

| (dollars in millions) | Three Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| | Interest Rate Reduction | Term Extension | Payment Delay | Term Extension and Payment Delay | Total |
| Commercial and industrial | $1 | $3 | $— | $15 | $19 |
| Commercial real estate | — | 75 | 21 | — | 96 |
| Total commercial | 1 | 78 | 21 | 15 | 115 |
| Residential mortgages | — | 11 | — | — | 11 |
| Home equity | — | — | — | — | — |
| Automobile | — | — | — | — | — |
| Education | 1 | — | — | — | 1 |
| Other retail | 1 | — | — | — | 1 |
| Total retail | 2 | 11 | — | — | 13 |
| Total | $3 | $89 | $21 | $15 | $128 |

| (dollars in millions) | Three Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | Interest Rate Reduction | Term Extension | Payment Delay | Interest Rate Reduction and Term Extension | Total |
| Commercial and industrial | $— | $— | $— | $— | $— |
| Commercial real estate | — | 41 | — | — | 41 |
| Total commercial | — | 41 | — | — | 41 |
| Residential mortgages | 1 | 6 | — | 5 | 12 |
| Home equity | — | 1 | — | 2 | 3 |
| Automobile | — | — | — | — | — |
| Education | — | — | 1 | — | 1 |
| Other retail | — | — | — | — | — |
| Total retail | 1 | 7 | 1 | 7 | 16 |
| Total | $1 | $48 | $1 | $7 | $57 |

| (dollars in millions) | Nine Months Ended September 30, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | Interest Rate Reduction | Term Extension | Payment Delay | Interest Rate Reduction and Term Extension | Term Extension and Payment Delay | Total |
| Commercial and industrial | $1 | $3 | $— | $— | $15 | $19 |
| Commercial real estate | — | 141 | 21 | — | — | 162 |
| Total commercial | 1 | 144 | 21 | — | 15 | 181 |
| Residential mortgages | — | 22 | 1 | 1 | 1 | 25 |
| Home equity | — | — | — | 1 | — | 1 |
| Automobile | — | — | — | — | — | — |
| Education | 4 | — | 12 | — | — | 16 |
| Other retail | 1 | — | — | — | — | 1 |
| Total retail | 5 | 22 | 13 | 2 | 1 | 43 |
| Total | $6 | $166 | $34 | $2 | $16 | $224 |

| (dollars in millions) | Nine Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | Interest Rate Reduction | Term Extension | Payment Delay | Interest Rate Reduction and Term Extension | Total |
| Commercial and industrial | $— | $3 | $— | $— | $3 |
| Commercial real estate | — | 67 | — | — | 67 |
| Total commercial | — | 70 | — | — | 70 |
| Residential mortgages | 1 | 6 | — | 5 | 12 |
| Home equity | — | 1 | — | 2 | 3 |
| Automobile | — | — | — | — | — |
| Education | — | — | 1 | — | 1 |
| Other retail | — | — | — | — | — |
| Total retail | 1 | 7 | 1 | 7 | 16 |
| Total | $1 | $77 | $1 | $7 | $86 |

Unfunded commitments related to loans modified during the nine months ended September 30, 2024 were $75 million at September 30, 2024. Unfunded commitments related to loans modified during the year ended December 31, 2023 were $221 million at December 31, 2023.

***Concentrations of Credit Risk***

The Company's lending activity is geographically well diversified with an emphasis in our core markets located in the New England, Mid-Atlantic and Midwest regions. Generally, loans are collateralized by assets including real estate, inventory, accounts receivable, other personal property and investment securities. As of September 30, 2024 and December 31, 2023, there were no material concentration risks within the commercial or retail loan portfolios. Exposure to credit losses arising from lending transactions may fluctuate with fair values of collateral supporting loans, which may not perform according to contractual agreements. The Company's policy is to collateralize loans to the extent necessary; however, unsecured loans are also granted on the basis of the financial strength of the applicant and the facts surrounding the transaction.

## NOTE 5 - MORTGAGE BANKING AND OTHER SERVICED LOANS

The Company sells residential mortgages into the secondary market and retains no beneficial interest in these sales, but may retain the servicing rights for the loans sold. The Company may exercise its option to repurchase eligible government guaranteed residential mortgages or may be obligated to subsequently repurchase a loan if the purchaser discovers a representation or warranty violation such as noncompliance with eligibility or servicing requirements, or customer fraud that should have been identified in a loan file review.

The following table summarizes activity related to residential mortgage loans sold with servicing rights retained:

| (dollars in millions) | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| Cash proceeds from residential mortgage loans sold with servicing retained | $2,137 | $3,270 | $5,432 | $7,358 |
| Gain on sales[1] | 17 | 19 | 47 | 60 |
| Contractually specified servicing, late and other ancillary fees[1] | 79 | 76 | 235 | 230 |

[1] Reported in mortgage banking fees in the Consolidated Statements of Operations.

The unpaid principal balance of residential mortgage loans related to our MSRs was $96.1 billion and $97.4 billion at September 30, 2024 and December 31, 2023, respectively. The Company manages the risk associated with changes in the value of the MSRs with an active economic hedging strategy, which includes the purchase of freestanding derivatives.

The following table summarizes changes in MSRs recorded using the fair value method:

| (dollars in millions) | As of and for the Three Months Ended September 30, 2024 | As of and for the Three Months Ended September 30, 2023 | As of and for the Nine Months Ended September 30, 2024 | As of and for the Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| Fair value as of beginning of the period | $1,568 | $1,524 | $1,552 | $1,530 |
| Amounts capitalized | 28 | 47 | 71 | 104 |
| Changes in unpaid principal balance during the period[1] | (46) | (42) | (135) | (124) |
| Changes in fair value during the period[2] | (49) | 91 | 13 | 110 |
| Fair value at end of the period | $1,501 | $1,620 | $1,501 | $1,620 |

[1] Represents changes in value of the MSRs due to i) passage of time including the impact from both regularly scheduled loan principal payments and partial paydowns, and ii) loans that paid off during the period.
[2] Represents changes in value primarily driven by market conditions. These changes are recorded in mortgage banking fees in the Consolidated Statements of Operations.

The fair value of MSRs is estimated by using the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, contractual servicing fee income, servicing costs, default rates, ancillary income, and other economic factors, which are determined based on current market interest rates. The valuation does not attempt to forecast or predict the future direction of interest rates.

The sensitivity analysis below presents the impact of an immediate 10% and 20% adverse change in key economic assumptions to the current fair value of MSRs. These sensitivities are hypothetical, with the effect of a variation in a particular assumption on the fair value of the MSRs calculated independently without changing any other assumption. Changes in one factor may result in changes in another (e.g., changes in interest rates, which drive changes in prepayment rates, could result in changes in discount rates), which may amplify or counteract the sensitivities. The primary risk inherent in the Company's MSRs is an increase in prepayments of the underlying mortgage loans serviced, which is largely dependent upon movements in market interest rates.

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Fair value | $1,501 | $1,552 |
| Weighted average life (years) | 8.3 | 8.8 |
| Weighted average constant prepayment rate | 8.3% | 7.2% |
| Decline in fair value from 10% adverse change | $40 | $37 |
| Decline in fair value from 20% adverse change | $76 | $71 |
| Weighted average option adjusted spread | 634 bps | 630 bps |
| Decline in fair value from 10% adverse change | $42 | $43 |
| Decline in fair value from 20% adverse change | $85 | $87 |

The Company has mortgage banking derivatives, which include commitments to originate mortgages held for sale, certain loan sale agreements, and other financial instruments that meet the definition of a derivative. Refer to Note 8 for additional information.

### *Other Serviced Loans*

The Company engages in other servicing relationships from time to time. The following table presents the unpaid principal balance of other serviced loans:

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Education | $437 | $502 |
| Commercial and industrial[1] | 95 | 94 |

[1] Represents the government guaranteed portion of SBA loans sold to outside investors.

## NOTE 6 - VARIABLE INTEREST ENTITIES

The Company, in the normal course of business, engages in a variety of activities with entities that are considered VIEs, as defined by GAAP, with its variable interest arising from contractual, ownership or other monetary interests in the entity. A VIE typically does not have sufficient equity at risk to finance its activities without additional subordinated financial support from other parties.

For more details regarding the Company's involvement with VIEs see Note 11 in the Company's 2023 Form 10-K.

### *Consolidated VIEs*

The Company has consolidated VIEs related to secured borrowings collateralized by auto loans. The following table summarizes the carrying amount of assets and liabilities for the Company's consolidated VIEs:

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Assets: | | |
| Cash and due from banks | $— | $13 |
| Interest-bearing deposits in banks | 209 | 106 |
| Net loans and leases | 4,432 | 3,194 |
| Other assets | 26 | 14 |
| Total assets | $4,667 | $3,327 |
| Liabilities: | | |
| Long-term borrowed funds | $3,801 | $2,692 |
| Other liabilities | 10 | 8 |
| Total liabilities | $3,811 | $2,700 |

#### *Secured Borrowings*

The Company utilizes a portion of its auto loan portfolio to support certain secured borrowing arrangements, which provide a source of funding for the Company and involves the transfer of auto loans to bankruptcy remote special purpose entities ("SPEs"). These SPEs then issue asset-backed notes to third-parties collateralized by the transferred loans.

The assets of a particular VIE are the primary source of funds to settle its obligations. Creditors of these VIEs do not have recourse to the general credit of the Company. The performance of the loans transferred to the SPEs is the most significant driver impacting the economic performance of the VIEs.

***Unconsolidated VIEs***

The Company is involved with various VIEs that are not consolidated including lending to special purpose entities, investments in asset-backed securities and investments in entities that sponsor affordable housing, renewable energy and economic development projects. The Company's maximum exposure to loss resulting from its involvement with these entities is limited to the balance sheet carrying amount of its investments, unfunded commitments, and the outstanding principal balance of loans to special purpose entities.

A summary of these investments is presented below:

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Lending to special purpose entities included in loans and leases | $3,988 | $4,760 |
| LIHTC investments included in other assets | 2,483 | 2,444 |
| LIHTC unfunded commitments included in other liabilities | 975 | 1,025 |
| Asset-backed investments included in HTM securities | 430 | 488 |
| Renewable energy investments included in other assets | 268 | 314 |
| NMTC investments included in other assets | 2 | 3 |

***Lending to Special Purpose Entities***

The Company provides lending facilities to third-party sponsored special purpose entities. As of September 30, 2024 and December 31, 2023, the lending facilities had undrawn commitments to extend credit of $3.1 billion and $2.7 billion, respectively. For more information on commitments to extend credit see Note 11.

***Asset-backed securities***

The Company's investments in asset-backed securities are collateralized by education loans sold to a third-party sponsored VIE. The Company acts as the primary servicer for the sold loans and receives a servicing fee. A third-party servicer is responsible for all loans that become significantly delinquent.

***Low Income Housing Tax Credit Partnerships***

The purpose of the Company's LIHTC investments is to assist in achieving the goals of the Community Reinvestment Act and to earn an adequate return of capital.

***Renewable Energy Entities***

The Company's investments in certain renewable energy entities provide benefits from government incentives and other tax attributes (e.g., tax depreciation).

Contingent commitments related to the Company's renewable energy investments were $61 million at September 30, 2024, and are expected to be paid in varying amounts through 2026. These payments are contingent upon the level of electricity production attained by the renewable energy entity relative to its targeted threshold and changes in the production tax credit rates set by the Internal Revenue Service.

***New Markets Tax Credit Program***

The Company participates in the NMTC program which provides a tax incentive for private sector investment into economic development projects and businesses located in low-income communities.

The following table summarizes the impact to the Consolidated Statements of Operations relative to the Company's tax credit programs for which it has elected to apply the proportional amortization method of accounting:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 |
| Tax credits recognized | $99 | $76 | $290 | $250 |
| Other tax benefits recognized | 21 | 17 | 68 | 55 |
| Amortization | (88) | (71) | (276) | (237) |
| Net benefit (expense) included in income tax expense | 32 | 22 | 82 | 68 |
| Other income | 1 | 1 | 4 | 4 |
| Allocated income (loss) on investments | (3) | (1) | (9) | (7) |
| Net benefit (expense) included in noninterest income | (2) | — | (5) | (3) |
| Net benefit (expense) included in the Consolidated Statements of Operations[1] | $30 | $22 | $77 | $65 |

[1] Includes the impact of tax credit investments when the election to apply the proportional amortization method was in effect during the periods presented. For 2024 and 2023, this includes LIHTC, renewable energy and NMTC investments.

The Company did not recognize impairment losses resulting from the forfeiture or ineligibility of income tax credits or other circumstances during the three and nine months ended September 30, 2024 and 2023.

## NOTE 7 - BORROWED FUNDS

### *Short-term borrowed funds*

Short-term borrowed funds were $15 million and $505 million as of September 30, 2024 and December 31, 2023, respectively.

***Long-term borrowed funds***

The following table presents a summary of the Company's long-term borrowed funds:

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| **Parent Company:** | | |
| 3.750% fixed-rate subordinated debt, due July 2024 | $— | $90 |
| 4.023% fixed-rate subordinated debt, due October 2024 | 17 | 17 |
| 4.350% fixed-rate subordinated debt, due August 2025 | 133 | 133 |
| 4.300% fixed-rate subordinated debt, due December 2025 | 336 | 336 |
| 2.850% fixed-rate senior unsecured notes, due July 2026 | 499 | 499 |
| 5.841% fixed/floating-rate senior unsecured notes, due January 2030 | 1,245 | — |
| 2.500% fixed-rate senior unsecured notes, due February 2030 | 299 | 298 |
| 3.250% fixed-rate senior unsecured notes, due April 2030 | 747 | 746 |
| 3.750% fixed-rate reset subordinated debt, due February 2031 | 69 | 69 |
| 4.300% fixed-rate reset subordinated debt, due February 2031 | 135 | 135 |
| 4.350% fixed-rate reset subordinated debt, due February 2031 | 60 | 60 |
| 5.718% fixed/floating-rate senior unsecured notes, due July 2032 | 1,243 | — |
| 2.638% fixed-rate subordinated debt, due September 2032 | 568 | 563 |
| 6.645% fixed/floating-rate senior unsecured notes, due April 2035 | 745 | — |
| 5.641% fixed-rate reset subordinated debt, due May 2037 | 398 | 398 |
| **CBNA's Global Note Program:** | | |
| 2.250% senior unsecured notes, due April 2025 | 749 | 749 |
| 4.119% fixed/floating-rate senior unsecured notes, due May 2025[(1)] | — | 649 |
| 6.064% fixed/floating-rate senior unsecured notes, due October 2025 | 600 | 599 |
| 5.284% fixed/floating-rate senior unsecured notes, due January 2026 | 350 | 349 |
| 3.750% senior unsecured notes, due February 2026 | 491 | 483 |
| 4.575% fixed/floating-rate senior unsecured notes, due August 2028 | 798 | 798 |
| **Additional Borrowings by CBNA and Other Subsidiaries:** | | |
| Federal Home Loan Bank advances, 4.864% weighted average rate, due through 2043[(2)] | 553 | 3,786 |
| Secured borrowings, 5.785% weighted average rate, due through 2030[(2)(3)] | 3,887 | 2,692 |
| Other | 22 | 18 |
| Total long-term borrowed funds | $13,944 | $13,467 |

[(1)] Notes were redeemed on May 23, 2024.
[(2)] Rate disclosed reflects the weighted average rate as of September 30, 2024.
[(3)] Collateralized by loans. See Note 6 for additional information.

At September 30, 2024, the Company's long-term borrowed funds include principal balances of $14.0 billion, unamortized debt issuance costs and discounts of $90 million, and hedging basis adjustments of ($8) million. At December 31, 2023, the Company's long-term borrowed funds include principal balances of $13.6 billion, unamortized debt issuance costs and discounts of $74 million, and hedging basis adjustments of ($17) million. See Note 8 for further information about the Company's hedging of certain long-term borrowed funds.

Advances, lines of credit and letters of credit from the FHLB are collateralized primarily by residential mortgages and home equity products sufficient to satisfy the collateral maintenance level established by the FHLB. The utilized FHLB borrowing capacity, primarily for advances and letters of credit, was $5.5 billion and $9.2 billion at September 30, 2024 and December 31, 2023, respectively. The Company's available FHLB borrowing capacity was $20.4 billion and $15.9 billion at September 30, 2024 and December 31, 2023, respectively. The Company can also borrow from the FRB discount window to meet short-term liquidity requirements. Collateral, including certain loans, is pledged to support this borrowing capacity. At September 30, 2024, the Company's unused secured borrowing capacity was approximately $72.3 billion, which includes unencumbered securities, FHLB borrowing capacity, and FRB discount window capacity.

The following table presents a summary of maturities for the Company's long-term borrowed funds at September 30, 2024:

| (dollars in millions) | Parent Company | CBNA and Other Subsidiaries | Consolidated |
|---|---|---|---|
| **Year** | | | |
| 2024 | $17 | $— | $17 |
| 2025 | 469 | 1,476 | 1,945 |
| 2026 | 499 | 2,831 | 3,330 |
| 2027 | — | 8 | 8 |
| 2028 | — | 2,696 | 2,696 |
| 2029 and thereafter | 5,509 | 439 | 5,948 |
| Total | $6,494 | $7,450 | $13,944 |

## NOTE 8 - DERIVATIVES

In the normal course of business, the Company enters into derivative transactions to meet the financing and hedging needs of its customers and reduce its own exposure to fluctuations in interest rates and foreign currency exchange rates. These transactions include interest rate swap contracts, interest rate options, foreign exchange contracts, residential loan commitment rate locks, interest rate future contracts, swaptions, certain commodities, forward commitments to sell TBAs, forward sale contracts and purchase options. The Company does not use derivatives for speculative purposes. Information regarding the valuation methodology and inputs used to estimate the fair value of the Company's derivative instruments is described in Note 20 in the Company's 2023 Form 10-K.

The following table presents derivative instruments included in the Consolidated Balance Sheets:

| | September 30, 2024 | | | December 31, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Notional Amount | Derivative Assets | Derivative Liabilities | Notional Amount | Derivative Assets | Derivative Liabilities |
| **Derivatives designated as hedging instruments:** | | | | | | |
| Interest rate contracts | $58,145 | $327 | $50 | $86,895 | $173 | $44 |
| **Derivatives not designated as hedging instruments:** | | | | | | |
| Interest rate contracts | 183,770 | 338 | 690 | 185,993 | 291 | 1,105 |
| Foreign exchange contracts | 31,579 | 371 | 306 | 32,528 | 434 | 378 |
| Commodities contracts | 1,136 | 536 | 476 | 1,251 | 685 | 640 |
| TBA contracts | 3,357 | 3 | 12 | 2,337 | 3 | 16 |
| Other contracts | 853 | 6 | 9 | 549 | 7 | — |
| Total derivatives not designated as hedging instruments | 220,695 | 1,254 | 1,493 | 222,658 | 1,420 | 2,139 |
| Total gross derivatives | 278,840 | 1,581 | 1,543 | 309,553 | 1,593 | 2,183 |
| Less: Gross amounts offset in the Consolidated Balance Sheets[1] | | (405) | (405) | | (471) | (471) |
| Less: Cash collateral applied[1] | | (590) | (126) | | (682) | (150) |
| Total net derivatives presented in the Consolidated Balance Sheets | | $586 | $1,012 | | $440 | $1,562 |

[1] Amounts represent the impact of enforceable master netting agreements that allow the Company to net settle positive and negative positions, as well as collateral paid and received.

The Company's derivative transactions are internally divided into three sub-groups: institutional, customer facilitation and residential loan. Certain derivative transactions within these sub-groups are designated as fair value or cash flow hedges, as described below:

***Derivatives Designated As Hedging Instruments***

The Company's institutional derivatives qualify for hedge accounting treatment. The net interest accruals on interest rate swaps designated in a fair value or cash flow hedge relationship are treated as an adjustment to interest income or interest expense of the item being hedged. All hedging relationships are formally documented at inception, as well as risk management objectives and strategies for undertaking various accounting hedges. In addition, the effectiveness of hedge relationships is monitored during the duration of the hedge period. The methods utilized to assess hedge effectiveness vary based on the hedge relationship and each relationship is monitored to ensure that management's initial intent continues to be satisfied. Hedge accounting treatment is discontinued when the derivative is terminated or when it is determined that a derivative is not expected to be, or has ceased to be, effective as a hedge. Changes in the fair value of a derivative are reflected in earnings after termination of the hedge relationship.

***Fair Value Hedges***

In a fair value hedge, changes in the fair value of both the derivative instrument and the hedged asset or liability attributable to the risk being hedged are recognized in the same income statement line item in the Consolidated Statements of Operations when the changes in fair value occur. The Company has entered into fair value hedges to manage interest rate risk within its AFS securities and long-term borrowed funds portfolios.

The following table presents the effect of fair value hedges on the Consolidated Statements of Operations and the respective line items affected for each hedged item:

| | Location and Amount of Gains (Losses) Recognized | |
|---|---|---|
| | Interest Income | Interest Expense |
| (dollars in millions) | Investment Securities | Long-Term Borrowed Funds |
| **Three Months Ended September 30, 2024** | | |
| Gains (losses) on fair value hedges recognized on: | | |
| Hedged items | $302 | ($8) |
| Derivatives | (306) | 8 |
| Amounts related to interest settlements on derivatives | 34 | (4) |
| Total net interest income recognized on fair value hedges | $30 | ($4) |
| **Three Months Ended September 30, 2023** | | |
| Gains (losses) on fair value hedges recognized on: | | |
| Hedged items | ($16) | $1 |
| Derivatives | 16 | (1) |
| Amounts related to interest settlements on derivatives | 3 | (4) |
| Total net interest income recognized on fair value hedges | $3 | ($4) |
| **Nine Months Ended September 30, 2024** | | |
| Gains (losses) on fair value hedges recognized on: | | |
| Hedged items | $128 | ($8) |
| Derivatives | (127) | 8 |
| Amounts related to interest settlements on derivatives | 87 | (11) |
| Total net interest income recognized on fair value hedges | $88 | ($11) |
| **Nine Months Ended September 30, 2023** | | |
| Gains (losses) on fair value hedges recognized on: | | |
| Hedged items | ($28) | $— |
| Derivatives | 28 | — |
| Amounts related to interest settlements on derivatives | 4 | (12) |
| Total net interest income recognized on fair value hedges | $4 | ($12) |

The following table reflects amounts recorded in the Consolidated Balance Sheets related to cumulative basis adjustments for fair value hedges:

| (dollars in millions) | September 30, 2024 | | December 31, 2023 | |
|---|---|---|---|---|
| | Debt securities available for sale[1] | Long-term borrowed funds | Debt securities available for sale[1] | Long-term borrowed funds |
| Carrying amount of hedged assets | $10,510 | $— | $7,253 | $— |
| Carrying amount of hedged liabilities | — | 491 | — | 483 |
| Cumulative amount of fair value hedging adjustments included in the carrying amount of the hedged items | 176 | (8) | 60 | (17) |

[1] Includes the amortized cost basis of closed portfolios used to designate hedging relationships under the portfolio layer method. The hedged item is a layer of the closed portfolio which is expected to be remaining at the end of the hedging relationship. As of September 30, 2024 and December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was $6.7 billion and $5.9 billion, respectively, including associated cumulative basis adjustments of $95 million and $39 million, respectively. The amount of the designated hedging instruments was $4.8 billion and $4.0 billion at September 30, 2024 and December 31, 2023, respectively.

***Cash Flow Hedges***

In a cash flow hedge the entire change in the fair value of the interest rate swap included in the assessment of hedge effectiveness is initially recorded in OCI and is subsequently reclassified from AOCI into earnings in the period during which the hedged item affects earnings.

The Company has entered into interest rate swap agreements designed to hedge a portion of its floating-rate assets and liabilities. All of these swaps are deemed highly effective cash flow hedges. From time to time, the Company may also enter into certain interest rate option agreements that utilize interest rate floors and/or caps. Option premiums paid and received are excluded from the assessment of hedge effectiveness and are amortized over the life of the instruments.

The following table presents the pre-tax net gains (losses) recorded in the Consolidated Statements of Operations and in the Consolidated Statements of Comprehensive Income related to derivative instruments designated as cash flow hedges:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 |
| Pre-tax net gains (losses) recognized in OCI | $613 | ($326) | ($114) | ($773) |
| Pre-tax net gains (losses) reclassified from AOCI into interest income | (276) | (156) | (711) | (420) |
| Pre-tax net gains (losses) reclassified from AOCI into interest expense | — | (1) | — | — |

Using the September 30, 2024 interest rate curve the Company estimates that $621 million in pre-tax net losses related to cash flow hedge strategies will be reclassified from AOCI to net interest income over the next 12 months. These losses could differ from amounts recognized due to changes in interest rates, hedge de-designations or the addition of other hedges after September 30, 2024.

***Derivatives Not Designated As Hedging Instruments***

The Company offers derivatives to customers in connection with their risk management needs consisting primarily of interest rate, foreign exchange and commodity contracts. Market risk exposure from customer transactions is primarily managed by entering into a variety of hedging transactions with third-party dealers. Gains and losses on customer-related derivatives are reported in foreign exchange and derivatives products in the Consolidated Statements of Operations.

Residential mortgage loans that will be sold in the secondary market and the related loan commitments, which are considered derivatives, are accounted for at fair value. Forward contracts to sell mortgage-backed securities are utilized to hedge the fair value of the loans and related commitments. Gains and losses on the loans and related commitments, and the derivatives used to economically hedge them, are reported in mortgage banking fees in the Consolidated Statements of Operations.

Residential MSRs are accounted for at fair value. Derivatives utilized to hedge the fair value of residential MSRs include interest rate futures, swaps, options, and forward contracts to purchase mortgage-backed securities. Gains and losses on residential MSRs and the related derivatives are reported in mortgage banking fees in the Consolidated Statements of Operations.

The following table presents the effect of economic hedges on noninterest income:

| (dollars in millions) | Amounts Recognized in Noninterest Income for the Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 | Affected Line Item in the Consolidated Statements of Operations |
|---|---|---|---|---|---|
| **Economic hedge type:** | | | | | |
| Customer interest rate contracts | $474 | ($448) | ($209) | ($1,028) | Foreign exchange and derivative products |
| Derivatives hedging interest rate risk | (467) | 460 | 233 | 1,068 | Foreign exchange and derivative products |
| Customer foreign exchange contracts | 151 | (77) | 18 | (72) | Foreign exchange and derivative products |
| Derivatives hedging foreign exchange risk | (195) | 141 | (13) | 121 | Foreign exchange and derivative products |
| Customer commodity contracts | (193) | 168 | (126) | (401) | Foreign exchange and derivative products |
| Derivatives hedging commodity price risk | 198 | (158) | 141 | 430 | Foreign exchange and derivative products |
| Residential loan commitments | 9 | (21) | 2 | (39) | Mortgage banking fees |
| Derivatives hedging residential loan commitments and mortgage loans held for sale, at fair value | (24) | 30 | (15) | 45 | Mortgage banking fees |
| Derivative contracts used to hedge residential MSRs | 47 | (76) | (9) | (91) | Mortgage banking fees |
| Total | $— | $19 | $22 | $33 | |

## NOTE 9 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables present the changes in the balances, net of income taxes, of each component of AOCI:

| (dollars in millions) | As of and for the Three Months Ended September 30, Net Unrealized Gains (Losses) on Cash Flow Hedges | Net Unrealized Gains (Losses) on Investment Securities | Defined Benefit Plans | Total AOCI |
|---|---|---|---|---|
| Balance at July 1, 2023 | ($1,553) | ($2,643) | ($367) | ($4,563) |
| Other comprehensive income (loss) before reclassifications | (248) | (578) | — | (826) |
| Amounts reclassified to the Consolidated Statements of Operations | 120 | 23 | 3 | 146 |
| Net other comprehensive income (loss) | (128) | (555) | 3 | (680) |
| Balance at September 30, 2023 | ($1,681) | ($3,198) | ($364) | ($5,243) |
| Balance at July 1, 2024 | ($1,302) | ($2,511) | ($322) | ($4,135) |
| Other comprehensive income (loss) before reclassifications | 450 | 541 | — | 991 |
| Amounts reclassified to the Consolidated Statements of Operations | 203 | 13 | 2 | 218 |
| Net other comprehensive income (loss) | 653 | 554 | 2 | 1,209 |
| Balance at September 30, 2024 | ($649) | ($1,957) | ($320) | ($2,926) |
| Primary location in the Consolidated Statements of Operations of amounts reclassified from AOCI | Net interest income | Securities gains, net and Net interest income | Other operating expense | |

| (dollars in millions) | As of and for the Nine Months Ended September 30, Net Unrealized Gains (Losses) on Cash Flow Hedges | Net Unrealized Gains (Losses) on Investment Securities | Defined Benefit Plans | Total AOCI |
|---|---|---|---|---|
| Balance at January 1, 2023 | ($1,416) | ($2,771) | ($373) | ($4,560) |
| Other comprehensive income (loss) before reclassifications | (580) | (490) | — | (1,070) |
| Amounts reclassified to the Consolidated Statements of Operations | 315 | 63 | 9 | 387 |
| Net other comprehensive income (loss) | (265) | (427) | 9 | (683) |
| Balance at September 30, 2023 | ($1,681) | ($3,198) | ($364) | ($5,243) |
| Balance at January 1, 2024 | ($1,087) | ($2,338) | ($333) | ($3,758) |
| Other comprehensive income (loss) before reclassifications | (84) | 339 | 4 | 259 |
| Amounts reclassified to the Consolidated Statements of Operations | 522 | 42 | 9 | 573 |
| Net other comprehensive income (loss) | 438 | 381 | 13 | 832 |
| Balance at September 30, 2024 | ($649) | ($1,957) | ($320) | ($2,926) |
| Primary location in the Consolidated Statements of Operations of amounts reclassified from AOCI | Net interest income | Securities gains, net and Net interest income | Other operating expense | |

## NOTE 10 - STOCKHOLDERS' EQUITY

### *Preferred Stock*

The following table summarizes the Company's preferred stock:

| (dollars in millions, except per share data) | Liquidation value per share | September 30, 2024 Preferred Shares | September 30, 2024 Carrying Amount | December 31, 2023 Preferred Shares | December 31, 2023 Carrying Amount |
|---|---|---|---|---|---|
| Authorized ($25 par value per share) | | 100,000,000 | | 100,000,000 | |
| **Issued and outstanding:** | | | | | |
| Series B | $1,000 | 300,000 | $296 | 300,000 | $296 |
| Series C | 1,000 | 300,000 | 297 | 300,000 | 297 |
| Series D | 1,000 [1] | — | — | 300,000 [2] | 293 |
| Series E | 1,000 [1] | 450,000 [3] | 437 | 450,000 | 437 |
| Series F | 1,000 | 400,000 | 395 | 400,000 | 395 |
| Series G | 1,000 | 300,000 | 296 | 300,000 | 296 |
| Series H | 1,000 [1] | 400,000 [4] | 391 | — | — |
| Total | | 2,150,000 | $2,112 | 2,050,000 | $2,014 |

[1] Equivalent to $25 per depositary share.
[2] Represented by 12,000,000 depositary shares each representing a 1/40th interest in the Series D Preferred Stock.
[3] Represented by 18,000,000 depositary shares each representing a 1/40th interest in the Series E Preferred Stock.
[4] Represented by 16,000,000 depositary shares each representing a 1/40th interest in the Series H Preferred Stock.

On May 23, 2024, the Company issued $400 million, or 400,000 shares, of 7.375% fixed-rate non-cumulative perpetual Series H Preferred Stock, par value of $25.00 per share with a liquidation preference of $1,000 per share (the "Series H Preferred Stock"). As a result of this issuance, the Company received net proceeds of $391 million after underwriting fees and other expenses. The Series H Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. The Series H Preferred Stock is redeemable at the Company's option, in whole or in part, on any dividend payment date on or after July 6, 2029 or, in whole but not in part, at any time within the 90 days following a regulatory capital treatment event at a redemption price equal to $1,000 per share, plus any declared and unpaid dividends. The Company may not redeem shares of the Series H Preferred Stock without the prior approval of the FRB or other appropriate federal banking agency as required under applicable capital rules. Except in limited circumstances or otherwise required by law, holders of the Series H Preferred Stock do not have any voting rights.

On July 8, 2024, the Company redeemed all outstanding shares of the 9.205% floating rate non-cumulative perpetual Series D Preferred Stock.

For further detail regarding the terms and conditions of the Company's preferred stock, see Note 17 in the Company's 2023 Form 10-K.

### *Dividends*

The following tables summarize the Company's dividend activity for the three and nine months ended September 30, 2024 and 2023.

| | Three Months Ended September 30, 2024 | | | Three Months Ended September 30, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions, except per share data) | Dividends Declared per Share | Dividends Declared | Dividends Paid | Dividends Declared per Share | Dividends Declared | Dividends Paid |
| Common stock | $0.42 | $190 | $190 | $0.42 | $199 | $199 |
| Preferred stock | | | | | | |
| Series B | $21.68 | $6 | $7 | $21.81 | $7 | $9 |
| Series C | 22.07 | 6 | 6 | 15.93 | 4 | 4 |
| Series D | — | — | 7 | 15.88 | 4 | 4 |
| Series E | 12.50 | 6 | 6 | 12.50 | 6 | 6 |
| Series F | 14.13 | 6 | 6 | 14.13 | 6 | 6 |
| Series G | 10.00 | 3 | 3 | 10.00 | 3 | 3 |
| Series H | 27.25 | 11 | — | — | — | — |
| Total preferred stock | | $38 | $35 | | $30 | $32 |

| | Nine Months Ended September 30, 2024 | | | Nine Months Ended September 30, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions, except per share data) | Dividends Declared per Share | Dividends Declared | Dividends Paid | Dividends Declared per Share | Dividends Declared | Dividends Paid |
| Common stock | $1.26 | $581 | $581 | $1.26 | $609 | $609 |
| Preferred stock | | | | | | |
| Series B | $65.06 | $19 | $20 | $51.81 | $16 | $18 |
| Series C | 60.54 | 18 | 16 | 47.81 | 14 | 14 |
| Series D | 39.66 | 12 | 17 | 47.63 | 14 | 14 |
| Series E | 37.50 | 17 | 17 | 37.50 | 17 | 17 |
| Series F | 42.38 | 17 | 17 | 42.38 | 17 | 17 |
| Series G | 30.00 | 9 | 9 | 30.00 | 9 | 9 |
| Series H | 27.25 | 11 | — | — | — | — |
| Total preferred stock | | $103 | $96 | | $87 | $89 |

### *Treasury Stock*

During the nine months ended September 30, 2024 and 2023, the Company repurchased $825 million, or 23,006,560 shares, and $906 million, or 28,472,450 shares, respectively, of its outstanding common stock, which are held in treasury stock.

## NOTE 11 - COMMITMENTS AND CONTINGENCIES

A summary of outstanding off-balance sheet arrangements is presented below. For more information on these arrangements, see Note 19 in the Company's 2023 Form 10-K.

| (dollars in millions) | September 30, 2024 | December 31, 2023 |
|---|---|---|
| Commitments to extend credit | $91,728 | $94,201 |
| Letters of credit | 1,796 | 1,977 |
| Loans sold with recourse | 96 | 96 |
| Marketing rights | 15 | 18 |
| Risk participation agreements | 11 | 3 |
| Total | $93,646 | $96,295 |

### *Commitments to Extend Credit*

Commitments to extend credit are agreements to lend to customers in accordance with conditions contractually agreed upon in advance. These commitments generally have fixed expiration dates or termination clauses and may require payment of a fee. Since many of these commitments are expected to expire without being drawn upon, the contract amounts are not necessarily indicative of future cash requirements.

***Letters of Credit***

Letters of credit in the table above reflect commercial, standby financial and standby performance letters of credit. Financial and performance standby letters of credit are issued by the Company for the benefit of its customers. They are used as conditional guarantees of payment to a third party in the event the customer either fails to make specific payments (financial) or fails to complete a specific project (performance). The Company's exposure to credit loss in the event of counterparty nonperformance in connection with the above instruments is represented by the contractual amount of those instruments. Letters of credit are generally collateralized by cash, accounts receivable, inventory or investment securities. Credit risk associated with letters of credit is considered in determining the appropriate amount of allowances for unfunded commitments. Standby letters of credit and commercial letters of credit are issued for terms of up to two years and one year, respectively.

***Other Commitments***

The Company has additional off-balance sheet arrangements that are summarized below:

- Marketing Rights - During 2003, the Company entered into a 25-year agreement to acquire the naming and marketing rights of a baseball stadium in Pennsylvania.
- Loans sold with recourse - the Company is an originator and servicer of residential mortgages and routinely sells such mortgage loans in the secondary market and to GSEs. In the context of such sales, the Company makes certain representations and warranties regarding the characteristics of the underlying loans and, as a result, may be contractually required to repurchase such loans or indemnify certain parties against losses for certain breaches of those representations and warranties. The Company also sells the government guaranteed portion of certain SBA loans to outside investors, for which it retains the servicing rights.
- Risk Participation Agreements - RPAs are guarantees issued by the Company to other parties for a fee, whereby the Company agrees to participate in the credit risk of a derivative customer of the other party. The current amount of credit exposure is spread out over multiple counterparties. At September 30, 2024, the remaining terms on these RPAs ranged from less than one year to nine years.

***Contingencies***

The Company operates in a legal and regulatory environment that exposes it to potentially significant risks. A certain amount of litigation ordinarily results from the nature of the Company's banking and other businesses. The Company is a party to legal proceedings, including class actions. The Company is also the subject of investigations, reviews, subpoenas, and regulatory matters arising out of its normal business operations which, in some instances, relate to concerns about fair lending, unfair and/or deceptive practices, and mortgage-related issues. In addition, the Company engages in discussions with relevant governmental and regulatory authorities on a regular and ongoing basis regarding various issues, and any issues discussed or identified may result in investigatory or other action being taken. Litigation and regulatory matters may result in settlements, damages, fines, penalties, public or private censure, increased costs, required remediation, restrictions on business activities, or other impacts on the Company.

In these disputes and proceedings, the Company contests liability and the amount of damages as appropriate. Given their complex nature, and based on the Company's experience, it may be years before some of these matters are finally resolved. Moreover, before liability can be reasonably estimated for a claim, numerous legal and factual issues may need to be examined, including through potentially lengthy discovery and determination of important factual matters, and by addressing novel or unsettled legal issues relevant to the proceedings in question. The Company cannot predict with certainty if, how, or when such claims will be resolved or what the eventual settlement, fine, penalty or other relief, if any, may be, particularly for claims that are at an early stage in their development or where claimants seek substantial or indeterminate damages. The Company recognizes a provision for a claim when, in the opinion of management after seeking legal advice, it is probable that a liability exists and the amount of loss can be reasonably estimated. In many proceedings, however, it is not possible to determine whether any loss is probable or to estimate the amount of any loss.

Based on information currently available, the advice of legal counsel and other advisers, and established reserves, management believes that the aggregate liabilities, if any, potentially arising from these proceedings will not have a materially adverse effect on the Company's unaudited interim Consolidated Financial Statements.

## NOTE 12 - FAIR VALUE MEASUREMENTS

The Company measures or monitors many of its assets and liabilities on a fair value basis. Fair value is used on a recurring basis for assets and liabilities for which fair value is the required or elected measurement basis of accounting. Fair value is also used on a nonrecurring basis to evaluate assets for impairment or for disclosure purposes. Nonrecurring fair value adjustments typically involve the application of lower of cost or market accounting or write-downs of individual assets. Fair value measurement guidance is also applied to determine amounts reported for certain disclosures in this Note for assets and liabilities that are not required to be reported at fair value in the financial statements.

### *Fair Value Option*

The Company elected to account for residential mortgage LHFS and certain commercial and industrial, and commercial real estate LHFS at fair value. The following table presents the difference between the aggregate fair value and the aggregate unpaid principal balance of LHFS measured at fair value:

| | September 30, 2024 | | | December 31, 2023 | | |
|---|---|---|---|---|---|---|
| (dollars in millions) | Aggregate Fair Value | Aggregate Unpaid Principal | Aggregate Fair Value Greater (Less) Than Aggregate Unpaid Principal | Aggregate Fair Value | Aggregate Unpaid Principal | Aggregate Fair Value Greater (Less) Than Aggregate Unpaid Principal |
| Residential mortgage loans held for sale, at fair value | $573 | $558 | $15 | $614 | $593 | $21 |
| Commercial and industrial, and commercial real estate loans held for sale, at fair value | 41 | 47 | (6) | 62 | 69 | (7) |

For more information on the election of the fair value option for these assets see Note 20 in the Company's 2023 Form 10-K.

### *Recurring Fair Value Measurements*

The Company utilizes a variety of valuation techniques to measure its assets and liabilities at fair value on a recurring basis. For more information on the valuation techniques utilized to measure fair value on a recurring basis, see Note 20 in the Company's 2023 Form 10-K.

#### *Short-term investments*

Short-term investments include corporate bonds and U.S. Treasury securities managed by the Company's trading desks. U.S. Treasury securities are classified as Level 1 in the fair value hierarchy as quoted prices in active markets are readily available. The fair value of corporate bonds is estimated using a combination of direct market quotes for a particular bond, or a comparable bond if recent market data is not available, and a discounted cash flow model that incorporates certain credit attributes of the bond issuer. External pricing services are utilized to corroborate the fair value of corporate bonds, which may result in an adjustment to the underlying bond's valuation if price differences exceed certain thresholds. Corporate bonds are classified as Level 2 in the fair value hierarchy given the observable market inputs utilized to value these instruments. Short-term investments are included in interest-bearing deposits in banks in the Consolidated Balance Sheets.

#### *Short-term borrowed funds*

Short-term borrowed funds include short positions in corporate bonds held by the Company's trading desks and are classified as Level 2 in the fair value hierarchy. See "Short-term investments" above for more information regarding the valuation techniques utilized to value corporate bonds.

The following table presents assets and liabilities measured at fair value, including gross derivative assets and liabilities, on a recurring basis at September 30, 2024:

| (dollars in millions) | Total | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|
| **Debt securities available for sale:** | | | | |
| Mortgage-backed securities | $27,911 | $— | $27,911 | $— |
| Collateralized loan obligations | 234 | — | 234 | — |
| State and political subdivisions | 1 | — | 1 | — |
| U.S. Treasury and other | 4,689 | 4,689 | — | — |
| Total debt securities available for sale | 32,835 | 4,689 | 28,146 | — |
| **Loans held for sale, at fair value:** | | | | |
| Residential loans held for sale | 573 | — | 573 | — |
| Commercial loans held for sale | 41 | — | 41 | — |
| Total loans held for sale, at fair value | 614 | — | 614 | — |
| Mortgage servicing rights | 1,501 | — | — | 1,501 |
| **Derivative assets:** | | | | |
| Interest rate contracts | 665 | — | 665 | — |
| Foreign exchange contracts | 371 | — | 371 | — |
| Commodities contracts | 536 | — | 536 | — |
| TBA contracts | 3 | — | 3 | — |
| Other contracts | 6 | — | — | 6 |
| Total derivative assets | 1,581 | — | 1,575 | 6 |
| Equity securities, at fair value[(1)] | 145 | 145 | — | — |
| Short-term investments | 69 | 40 | 29 | — |
| Total assets | $36,745 | $4,874 | $30,364 | $1,507 |
| **Derivative liabilities:** | | | | |
| Interest rate contracts | $740 | $— | $740 | $— |
| Foreign exchange contracts | 306 | — | 306 | — |
| Commodities contracts | 476 | — | 476 | — |
| TBA contracts | 12 | — | 12 | — |
| Other contracts | 9 | — | — | 9 |
| Total derivative liabilities | 1,543 | — | 1,534 | 9 |
| Short-term borrowed funds | 15 | — | 15 | — |
| Total liabilities | $1,558 | $— | $1,549 | $9 |

[(1)] Excludes investments of $58 million included in other assets in the Consolidated Balance Sheets that are measured at fair value using the net asset value per share (or its equivalent) practical expedient. These investments include capital contributions to private investment funds and have unfunded capital commitments of $24 million at September 30, 2024, which may be called at any time during prescribed time periods. The credit exposure is generally limited to the carrying amount of investments made and unfunded capital commitments.

The following table presents assets and liabilities measured at fair value, including gross derivative assets and liabilities, on a recurring basis at December 31, 2023:

| (dollars in millions) | Total | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|
| **Debt securities available for sale:** | | | | |
| Mortgage-backed securities | $24,732 | $— | $24,732 | $— |
| Collateralized loan obligations | 664 | — | 664 | — |
| State and political subdivisions | 1 | — | 1 | — |
| U.S. Treasury and other | 4,380 | 4,380 | — | — |
| Total debt securities available for sale | 29,777 | 4,380 | 25,397 | — |
| **Loans held for sale, at fair value:** | | | | |
| Residential loans held for sale | 614 | — | 614 | — |
| Commercial loans held for sale | 62 | — | 62 | — |
| Total loans held for sale, at fair value | 676 | — | 676 | — |
| Mortgage servicing rights | 1,552 | — | — | 1,552 |
| **Derivative assets:** | | | | |
| Interest rate contracts | 464 | — | 464 | — |
| Foreign exchange contracts | 434 | — | 434 | — |
| Commodities contracts | 685 | — | 685 | — |
| TBA contracts | 3 | — | 3 | — |
| Other contracts | 7 | — | — | 7 |
| Total derivative assets | 1,593 | — | 1,586 | 7 |
| Equity securities, at fair value[(1)] | 115 | 115 | — | — |
| Total assets | $33,713 | $4,495 | $27,659 | $1,559 |
| **Derivative liabilities:** | | | | |
| Interest rate contracts | $1,149 | $— | $1,149 | $— |
| Foreign exchange contracts | 378 | — | 378 | — |
| Commodities contracts | 640 | — | 640 | — |
| TBA contracts | 16 | — | 16 | — |
| Other contracts | — | — | — | — |
| Total derivative liabilities | 2,183 | — | 2,183 | — |
| Total liabilities | $2,183 | $— | $2,183 | $— |

[(1)] Excludes investments of $58 million included in other assets in the Consolidated Balance Sheets that are measured at fair value using the net asset value per share (or its equivalent) practical expedient. These investments include capital contributions to private investment funds and have unfunded capital commitments of $28 million at December 31, 2023, which may be called at any time during prescribed time periods. The credit exposure is generally limited to the carrying amount of investments made and unfunded capital commitments.

The following tables present a roll forward of the balance sheet amounts for assets and liabilities measured at fair value on a recurring basis and classified as Level 3:

| | Three Months Ended September 30, 2024 | | Nine Months Ended September 30, 2024 | |
|---|---|---|---|---|
| (dollars in millions) | Mortgage Servicing Rights | Other Derivative Contracts | Mortgage Servicing Rights | Other Derivative Contracts |
| Beginning balance | $1,568 | $6 | $1,552 | $7 |
| Issuances | 28 | 18 | 71 | 47 |
| Settlements[1] | (46) | (27) | (135) | (50) |
| Changes in fair value during the period recognized in earnings[2] | (49) | — | 13 | (7) |
| Ending balance | $1,501 | ($3) | $1,501 | ($3) |

| | Three Months Ended September 30, 2023 | | Nine Months Ended September 30, 2023 | |
|---|---|---|---|---|
| (dollars in millions) | Mortgage Servicing Rights | Other Derivative Contracts | Mortgage Servicing Rights | Other Derivative Contracts |
| Beginning balance | $1,524 | $6 | $1,530 | $1 |
| Issuances | 47 | 17 | 104 | 52 |
| Settlements[1] | (42) | 1 | (124) | (11) |
| Changes in fair value during the period recognized in earnings[2] | 91 | (21) | 110 | (39) |
| Ending balance | $1,620 | $3 | $1,620 | $3 |

[1] For MSRs, represents changes in value of the MSRs due to i) passage of time including the impact from both regularly scheduled loan principal payments and partial paydowns, and ii) loans that paid off during the period. For other derivative contracts, represents the closeout of interest rate lock commitments.
[2] Represents changes in value primarily driven by market conditions. These changes are recorded in mortgage banking fees and other income in the Consolidated Statements of Operations.

The following table presents quantitative information about significant unobservable inputs utilized to measure the fair value of Level 3 assets and liabilities.

| | | | As of September 30, 2024 | As of December 31, 2023 |
|---|---|---|---|---|
| Financial Instrument[1] | Valuation Technique | Unobservable Input | Range (Weighted Average) | Range (Weighted Average) |
| Mortgage servicing rights | Discounted Cash Flow | Constant prepayment rate | 6.81-18.55% CPR (8.30% CPR) | 6.70-14.55% CPR (7.23% CPR) |
| | | Option adjusted spread | 398-1,058 bps (634 bps) | 398-1,058 bps (630 bps) |
| Other derivative contracts | Internal Model | Pull through rate | 9.42-99.91% (81.65%) | 24.90-99.70% (80.34%) |
| | | MSR value | (17.99)-162.51 bps (105.41 bps) | (8.90)-141.24 bps (88.04 bps) |

[1] Disclosures related to the fair value measurement of financial instruments deemed immaterial are not included.

***Nonrecurring Fair Value Measurements***

Fair value is also used on a nonrecurring basis to evaluate certain assets for impairment or for disclosure purposes. For more information on the valuation techniques utilized to measure fair value on a nonrecurring basis, see Note 20 in the Company's 2023 Form 10-K.

The following table presents losses on assets measured at fair value on a nonrecurring basis and recorded in earnings:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| (dollars in millions) | 2024 | 2023 | 2024 | 2023 |
| Collateral-dependent loans | ($36) | ($40) | ($156) | ($108) |

The following table presents assets measured at fair value on a nonrecurring basis:

| | September 30, 2024 | | | | December 31, 2023 | | | |
|---|---|---|---|---|---|---|---|---|
| (dollars in millions) | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| Collateral-dependent loans | $1,136 | $— | $1,136 | $— | $789 | $— | $789 | $— |

***Fair Value of Financial Instruments***

The following tables present the estimated fair value for financial instruments not recorded at fair value in the Consolidated Financial Statements. The carrying amounts are recorded in the Consolidated Balance Sheets under the indicated captions:

| | September 30, 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Total | | Level 1 | | Level 2 | | Level 3 | |
| (dollars in millions) | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value |
| **Financial assets:** | | | | | | | | |
| Debt securities held to maturity | $8,738 | $8,067 | $— | $— | $8,308 | $7,645 | $430 | $422 |
| Other loans held for sale | 49 | 49 | — | — | — | — | 49 | 49 |
| Net loans and leases | 139,553 | 139,662 | — | — | 1,136 | 1,136 | 138,417 | 138,526 |
| Other assets | 732 | 732 | — | — | 710 | 710 | 22 | 22 |
| **Financial liabilities:** | | | | | | | | |
| Deposits | 175,188 | 175,061 | — | — | 175,188 | 175,061 | — | — |
| Long-term borrowed funds | 13,944 | 13,977 | — | — | 13,944 | 13,977 | — | — |

| | December 31, 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Total | | Level 1 | | Level 2 | | Level 3 | |
| (dollars in millions) | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value | Carrying Value | Estimated Fair Value |
| **Financial assets:** | | | | | | | | |
| Debt securities held to maturity | $9,184 | $8,350 | $— | $— | $8,696 | $7,887 | $488 | $463 |
| Other loans held for sale | 103 | 103 | — | — | — | — | 103 | 103 |
| Net loans and leases | 143,861 | 140,504 | — | — | 789 | 789 | 143,072 | 139,715 |
| Other assets | 869 | 869 | — | — | 851 | 851 | 18 | 18 |
| **Financial liabilities:** | | | | | | | | |
| Deposits | 177,342 | 177,096 | — | — | 177,342 | 177,096 | — | — |
| Short-term borrowed funds | 505 | 505 | — | — | 505 | 505 | — | — |
| Long-term borrowed funds | 13,467 | 13,012 | — | — | 13,467 | 13,012 | — | — |

## NOTE 13 - NONINTEREST INCOME

### *Revenues from Contracts with Customers*

The following tables present the components of revenue from contracts with customers disaggregated by revenue stream and business operating segment:

| | Three Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| (dollars in millions) | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Service charges and fees | $75 | $34 | $— | $— | $109 |
| Card fees | 73 | 12 | — | 6 | 91 |
| Capital markets fees | — | 88 | — | — | 88 |
| Wealth fees[1] | 76 | — | — | — | 76 |
| Other banking fees | 1 | 2 | — | — | 3 |
| Total revenue from contracts with customers | $225 | $136 | $— | $6 | $367 |
| Total revenue from other sources[2] | 60 | 71 | — | 34 | 165 |
| Total noninterest income | $285 | $207 | $— | $40 | $532 |

| | Three Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| (dollars in millions) | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Service charges and fees | $73 | $31 | $— | $1 | $105 |
| Card fees | 62 | 12 | — | — | 74 |
| Capital markets fees | — | 64 | — | — | 64 |
| Wealth fees[1] | 62 | 1 | — | — | 63 |
| Other banking fees | 1 | 3 | — | — | 4 |
| Total revenue from contracts with customers | $198 | $111 | $— | $1 | $310 |
| Total revenue from other sources[2] | 80 | 69 | — | 33 | 182 |
| Total noninterest income | $278 | $180 | $— | $34 | $492 |

| | Nine Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| (dollars in millions) | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Service charges and fees | $213 | $97 | $— | $— | $310 |
| Card fees | 213 | 40 | — | 13 | 266 |
| Capital markets fees | — | 330 | — | — | 330 |
| Wealth fees[1] | 219 | — | — | — | 219 |
| Other banking fees | 2 | 8 | — | 1 | 11 |
| Total revenue from contracts with customers | $647 | $475 | $— | $14 | $1,136 |
| Total revenue from other sources[2] | 173 | 201 | — | 92 | 466 |
| Total noninterest income | $820 | $676 | $— | $106 | $1,602 |

| | Nine Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| (dollars in millions) | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Service charges and fees | $206 | $98 | $— | $1 | $305 |
| Card fees | 188 | 35 | — | — | 223 |
| Capital markets fees | — | 211 | — | — | 211 |
| Wealth fees[1] | 190 | 1 | — | — | 191 |
| Other banking fees | 2 | 10 | — | — | 12 |
| Total revenue from contracts with customers | $586 | $355 | $— | $1 | $942 |
| Total revenue from other sources[2] | 216 | 233 | — | 92 | 541 |
| Total noninterest income | $802 | $588 | $— | $93 | $1,483 |

[1] See Note 1 for information regarding updates to the Consolidated Statements of Operations during the second quarter of 2024.
[2] Includes bank-owned life insurance income of $26 million and $24 million for the three months ended September 30, 2024 and 2023, respectively, and $80 million and $70 million for the nine months ended September 30, 2024 and 2023, respectively.

The Company recognized trailing commissions of $4 million for the three months ended September 30, 2024 and 2023, and $11 million for the nine months ended September 30, 2024 and 2023 related to ongoing commissions from previous investment sales.

## NOTE 14 - OTHER OPERATING EXPENSE

The following table presents the details of other operating expense:

| (dollars in millions) | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| Marketing | $40 | $48 | $124 | $142 |
| Deposit insurance[1] | 40 | 42 | 162 | 121 |
| Other | 84 | 86 | 269 | 279 |
| Other operating expense | $164 | $176 | $555 | $542 |

[1] Includes an industry-wide FDIC special assessment of $40 million for the nine months ended September 30, 2024.

## NOTE 15 - EARNINGS PER SHARE

| (dollars in millions, except per share data) | Three Months Ended September 30, 2024 | Three Months Ended September 30, 2023 | Nine Months Ended September 30, 2024 | Nine Months Ended September 30, 2023 |
|---|---|---|---|---|
| **Numerator (basic and diluted):** | | | | |
| Net income | $382 | $430 | $1,108 | $1,419 |
| Less: Preferred stock dividends | 38 | 30 | 103 | 87 |
| Net income available to common stockholders | $344 | $400 | $1,005 | $1,332 |
| **Denominator:** | | | | |
| Weighted-average common shares outstanding - basic | 446,561,996 | 469,481,085 | 453,993,833 | 478,073,507 |
| Dilutive common shares: share-based awards | 3,351,471 | 1,702,634 | 2,467,497 | 1,659,501 |
| Weighted-average common shares outstanding - diluted | 449,913,467 | 471,183,719 | 456,461,330 | 479,733,008 |
| **Earnings per common share:** | | | | |
| Basic | $0.77 | $0.85 | $2.21 | $2.79 |
| Diluted[1] | 0.77 | 0.85 | 2.20 | 2.78 |

[1] Potential dilutive common shares are excluded from the computation of diluted EPS in the periods where the effect would be antidilutive. Excluded from the computation of diluted EPS were weighted average antidilutive shares totaling 141,698 and 2,566,762 for the three months ended September 30, 2024 and 2023, respectively, and 409,167 and 2,391,244 for the nine months ended September 30, 2024 and 2023, respectively.

## NOTE 16 - BUSINESS OPERATING SEGMENTS

The Company is managed by its Chief Executive Officer on a segment basis. The Company's three business operating segments are Consumer Banking, Commercial Banking, and Non-Core. The business operating segments are determined based on the products and services provided, or the type of customer served. Each business operating segment has a segment head that reports directly to the Chief Executive Officer, who has final authority over resource allocation decisions and performance assessment. The business operating segments reflect this management structure and the manner in which financial information is currently evaluated by the Chief Executive Officer.

Developing and applying methodologies used to allocate items among the business operating segments is a dynamic process. Accordingly, financial results may be revised periodically as management systems are enhanced, methods of evaluating performance or product lines are updated, or organizational structure changes occur.

For more information on the Company's business operating segments, as well as Other non-segment operations, see Note 26 in the Company's 2023 Form 10-K.

| (dollars in millions) | Three Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Net interest income | $1,156 | $478 | ($28) | ($237) | $1,369 |
| Noninterest income | 285 | 207 | — | 40 | 532 |
| Total revenue | 1,441 | 685 | (28) | (197) | 1,901 |
| Noninterest expense | 916 | 300 | 23 | 20 | 1,259 |
| Profit (loss) before provision (benefit) for credit losses | 525 | 385 | (51) | (217) | 642 |
| Provision (benefit) for credit losses | 84 | 91 | 17 | (20) | 172 |
| Income (loss) before income tax expense (benefit) | 441 | 294 | (68) | (197) | 470 |
| Income tax expense (benefit) | 114 | 63 | (17) | (72) | 88 |
| Net income (loss) | $327 | $231 | ($51) | ($125) | $382 |
| Total average assets | $75,392 | $68,092 | $8,389 | $66,705 | $218,578 |

| (dollars in millions) | Three Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Net interest income | $1,067 | $560 | ($41) | ($64) | $1,522 |
| Noninterest income | 278 | 180 | — | 34 | 492 |
| Total revenue | 1,345 | 740 | (41) | (30) | 2,014 |
| Noninterest expense | 905 | 325 | 30 | 33 | 1,293 |
| Profit (loss) before provision (benefit) for credit losses | 440 | 415 | (71) | (63) | 721 |
| Provision (benefit) for credit losses | 67 | 67 | 20 | 18 | 172 |
| Income (loss) before income tax expense (benefit) | 373 | 348 | (91) | (81) | 549 |
| Income tax expense (benefit) | 97 | 88 | (24) | (42) | 119 |
| Net income (loss) | $276 | $260 | ($67) | ($39) | $430 |
| Total average assets | $72,964 | $74,997 | $13,113 | $59,088 | $220,162 |

| (dollars in millions) | Nine Months Ended September 30, 2024 | | | | |
|---|---|---|---|---|---|
| | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Net interest income | $3,369 | $1,486 | ($96) | ($538) | $4,221 |
| Noninterest income | 820 | 676 | — | 106 | 1,602 |
| Total revenue | 4,189 | 2,162 | (96) | (432) | 5,823 |
| Noninterest expense | 2,734 | 928 | 74 | 182 | 3,918 |
| Profit (loss) before provision (benefit) for credit losses | 1,455 | 1,234 | (170) | (614) | 1,905 |
| Provision (benefit) for credit losses | 249 | 262 | 46 | (32) | 525 |
| Income (loss) before income tax expense (benefit) | 1,206 | 972 | (216) | (582) | 1,380 |
| Income tax expense (benefit) | 311 | 223 | (55) | (207) | 272 |
| Net income (loss) | $895 | $749 | ($161) | ($375) | $1,108 |
| Total average assets | $74,510 | $69,046 | $9,450 | $66,514 | $219,520 |

| (dollars in millions) | Nine Months Ended September 30, 2023 | | | | |
|---|---|---|---|---|---|
| | Consumer Banking | Commercial Banking | Non-Core | Other | Consolidated |
| Net interest income | $3,101 | $1,741 | ($84) | ($5) | $4,753 |
| Noninterest income | 802 | 588 | — | 93 | 1,483 |
| Total revenue | 3,903 | 2,329 | (84) | 88 | 6,236 |
| Noninterest expense | 2,637 | 971 | 95 | 192 | 3,895 |
| Profit (loss) before provision (benefit) for credit losses | 1,266 | 1,358 | (179) | (104) | 2,341 |
| Provision (benefit) for credit losses | 198 | 185 | 54 | 79 | 516 |
| Income (loss) before income tax expense (benefit) | 1,068 | 1,173 | (233) | (183) | 1,825 |
| Income tax expense (benefit) | 278 | 289 | (61) | (100) | 406 |
| Net income (loss) | $790 | $884 | ($172) | ($83) | $1,419 |
| Total average assets | $72,477 | $77,130 | $14,409 | $57,723 | $221,739 |

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and qualitative disclosures about market risk are presented in the “Market Risk” section of Part I, Item 2 and is incorporated herein by reference.

## ITEM 4. CONTROLS AND PROCEDURES

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. The design of any disclosure controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. In accordance with Rule 13a-15(b) of the Exchange Act, as of the end of the period covered by this quarterly report on Form 10-Q, an evaluation was carried out under the supervision and with the participation of the Company’s management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of its disclosure controls and procedures. Based on that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures, as of the end of the period covered by this quarterly report on Form 10-Q, were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to the Company’s management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this quarterly report on Form 10-Q that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

# PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

Information required by this item is presented in Note 11 and is incorporated herein by reference.

## ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Report, you should consider the risks described under Item 1A “Risk Factors” in the Company’s 2023 Form 10-K.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Details of the repurchases of the Company’s common stock during the three months ended September 30, 2024 are included below:

| Period | Total Number of Shares Repurchased[1] | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2] | Maximum Dollar Amount of Shares That May Yet Be Purchased as Part of Publicly Announced Plans or Programs[2] |
|---|---|---|---|---|
| July 1, 2024 - July 31, 2024 | 7,309,783 | $40.58 | 7,309,755 | $953,373,396 |
| August 1, 2024 - August 31, 2024 | 71 | $42.67 | — | $953,373,396 |
| September 1, 2024 - September 30, 2024 | 696,518 | $40.74 | 696,045 | $925,000,000 |

[1] Includes shares repurchased to satisfy applicable tax withholding obligations in connection with an employee share-based compensation plan and the forfeiture of unvested restricted stock awards.

[2] On June 28, 2024, the Company announced that its Board of Directors increased the capacity under its common share repurchase program by an additional $656 million, which was incremental to the $594 million of capacity remaining under the prior February 2023 authorization.

Common stock share repurchases may be executed in the open market or in privately negotiated transactions, including under Rule 10b5-1 plans and accelerated share repurchase and other structured transactions. The timing and exact amount of future share repurchases will be subject to various factors, including the Company’s capital position, financial performance, capital impacts of strategic initiatives, market conditions, and regulatory considerations.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

3.1 Restated Certificate of Incorporation of the Registrant as in effect on the date hereof, as filed with the Secretary of State of the State of Delaware and effective July 8, 2024 (incorporated herein by reference to Exhibit 3.2 of the Current Report on Form 8-K, filed July 9, 2024)

3.2 Amended and Restated Bylaws of the Registrant (as amended and restated on February 16, 2023) (incorporated herein by reference to Exhibit 3.2 of the Annual Report on Form 10-K, filed February 17, 2023)

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

101 The following materials from the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024, formatted in inline XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to Consolidated Financial Statements*

104 Cover page interactive data file in inline XBRL format, included in Exhibit 101 to this report*

* Filed herewith.

**SIGNATURE**

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, thereunto duly authorized on November 4, 2024.

CITIZENS FINANCIAL GROUP, INC.
(Registrant)

By: /s/ John F. Woods
Name: John F. Woods
Title: Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO**

**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

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I, Bruce Van Saun, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Citizens Financial Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 4, 2024

/s/ Bruce Van Saun
Bruce Van Saun
Chief Executive Officer

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO**

**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

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I, John F. Woods, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Citizens Financial Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 4, 2024

/s/ John F. Woods
John F. Woods
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO SECTION 906**

**OF THE SARBANES-OXLEY ACT OF 2002**

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Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Citizens Financial Group, Inc. (the "Company"), does hereby certify that:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2024

/s/ Bruce Van Saun
Bruce Van Saun
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff on request.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO SECTION 906**

**OF THE SARBANES-OXLEY ACT OF 2002**

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Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Financial Officer of Citizens Financial Group, Inc. (the "Company"), does hereby certify that:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2024

/s/ John F. Woods
John F. Woods
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff on request.