

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 10-K**

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

For the fiscal year ended December 31, 2024, or

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

Commission File Number: 001-39680

**FULTON FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of Incorporation or organization)

23-2195389

(I.R.S. Employer Identification No.)

One Penn Square P. O. Box 4887 Lancaster, Pennsylvania

(Address of principal executive offices)

17604  
(Zip Code)

(717) 291-2411

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock, \$2.50 par value	FULT	The Nasdaq Stock Market, LLC
Depository Shares, Each Representing 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A	FULTP	The Nasdaq Stock Market, LLC

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if any, 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, or 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. (Check One):

Large accelerated filer  Accelerated filer  Emerging growth company   
Non-accelerated filer  Smaller reporting 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

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

The aggregate market value of the voting Common Stock held by non-affiliates of the registrant, based on the average bid and asked prices on June 30, 2024, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$3.0 billion. The number of shares of the registrant's Common Stock outstanding on February 25, 2025 was 182,199,510.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Definitive Proxy Statement of the Registrant for the Annual Meeting of Shareholders to be held on May 20, 2025 are incorporated by reference in Part III.

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Note: Some numbers contained in this Report may not sum due to rounding

**FULTON FINANCIAL CORPORATION**  
**GLOSSARY OF DEFINED ACRONYMS AND TERMS**

<b>2023 Repurchase Program</b>	The authorization, commencing on January 1, 2023 and expiring on December 31, 2023, to repurchase up to \$100 million of the Corporation's common stock
<b>2024 Repurchase Program</b>	The authorization, commencing on January 1, 2024 and expiring on December 31, 2024, to repurchase up to \$125 million of the Corporation's common stock; under this authorization, up to \$25 million of the \$125 million authorization may be used to repurchase the Corporation's preferred stock and outstanding subordinate notes
<b>2025 Proxy Statement</b>	Definitive Proxy Statement for the Corporation's 2025 Annual Meeting of Shareholders
<b>2025 Repurchase Program</b>	The authorization, commencing on January 1, 2025 and expiring on December 31, 2025, to repurchase up to \$125 million of the Corporation's common stock; under this authorization, up to \$25 million of the \$125 million authorization may be used to repurchase the Corporation's preferred stock
<b>ACL</b>	Allowance for Credit Losses
<b>Acquisition Date</b>	April 26, 2024, the date of the Republic First Transaction
<b>AFS</b>	Available for Sale
<b>ALCO</b>	Asset/Liability Management Committee
<b>AML</b>	Anti-Money Laundering
<b>AOCI</b>	Accumulated other comprehensive (loss) income
<b>APR</b>	Annual Percentage Rate
<b>ASC</b>	Accounting Standards Codification
<b>ASU</b>	Accounting Standards Update
<b>ATM</b>	Automated Teller Machine
<b>Basel Committee</b>	Basel Committee on Banking Supervision
<b>Basel III Rules</b>	Risk-based requirements and rules issued by federal banking agencies
<b>BHCA</b>	Bank Holding Company Act of 1956, as amended
<b>BMA</b>	Bank Merger Act
<b>BOI</b>	Beneficial ownership information
<b>bp or bps</b>	Basis Point(s)
<b>BSA</b>	Bank Secrecy Act of 1970, as amended
<b>Capital Rules</b>	Regulatory capital requirements applicable to the Corporation and Fulton Bank
<b>CCPA</b>	California Consumer Privacy Act
<b>CDI</b>	Core Deposit Intangible
<b>CECL</b>	Current Expected Credit Losses
<b>CECL Day 1 Provision</b>	Initial provision for credit losses required on non-PCD Loans acquired in the Republic First Transaction in 2024 and the Merger in 2022
<b>CECL Transition Rule</b>	Amendments to the Capital Rules adopted by the federal banking agencies that delay the estimated impact on regulatory capital from the adoption of CECL
<b>CET1</b>	Common Equity Tier 1
<b>CFPB</b>	Consumer Financial Protection Bureau
<b>CFTC</b>	Commodity Futures Trading Commission
<b>CIRST</b>	Cyber incident response support team
<b>CISO</b>	Chief Information Security Officer
<b>Corporation, Company, we, our, or us</b>	Fulton Financial Corporation
<b>COVID-19</b>	Coronavirus

<b>CPI</b>	Consumer Price Index
<b>CRA</b>	Community Reinvestment Act
<b>CTA</b>	Corporate Transparency Act of 2019
<b>DIF</b>	Federal Deposit Insurance Fund
<b>Directors' Plan</b>	Amended and Restated 2023 Director Equity Plan
<b>Dodd-Frank Act</b>	Dodd-Frank Wall Street Reform and Consumer Protection Act
<b>DOJ</b>	U.S. Department of Justice
<b>DOL</b>	U.S. Department of Labor
<b>DTI</b>	Debt-to-income
<b>DTAs</b>	Deferred Tax Assets
<b>EAD</b>	Exposure at default
<b>Economic Growth Act</b>	Economic Growth, Regulatory Relief, and Consumer Protection Act
<b>ECOA</b>	Equal Credit Opportunity Act
<b>EEOC</b>	Equal Employment Opportunity Commission
<b>Employee Equity Plan</b>	2022 Amended and Restated Equity and Cash Incentive Compensation Plan
<b>ESPP</b>	Employee Stock Purchase Plan
<b>ETR</b>	Effective Tax Rate
<b>Exchange Act</b>	Securities Exchange Act of 1934
<b>FASB</b>	Financial Accounting Standards Board
<b>FDIC</b>	Federal Deposit Insurance Corporation
<b>FDICIA</b>	Federal Deposit Insurance Corporation Improvement Act
<b>Fed Funds Rate</b>	Target Federal Funds Rate
<b>Federal Reserve Board</b>	Board of Governors of the Federal Reserve System
<b>FHLB</b>	Federal Home Loan Bank
<b>FinCEN</b>	Financial Crimes Enforcement Network
<b>FinTechs</b>	Financial Technology Companies
<b>FOMC</b>	Federal Open Market Committee
<b>Foreign Currency Nostro Accounts</b>	Foreign currency with international correspondent banks
<b>FRB</b>	Federal Reserve Bank
<b>FSOC</b>	Financial Stability Oversight Council
<b>FTE</b>	Fully taxable-equivalent
<b>Fulton Bank or the Bank</b>	Fulton Bank, N.A.
<b>FultonFirst initiative</b>	Strategic initiative implemented by the Corporation
<b>GAAP</b>	U.S. generally accepted accounting principles
<b>GLBA</b>	Gramm-Leach-Bliley Act
<b>HTM</b>	Held to maturity
<b>ICIRP</b>	Integrated cybersecurity incident response plan
<b>IDI</b>	Insured depository institution
<b>LGD</b>	Loss given default
<b>LIBOR</b>	London Interbank Offered Rate
<b>LIBOR Act</b>	Adjustable Interest Rate (LIBOR) Act
<b>LTV</b>	Loan-to-value
<b>Management's Discussion</b>	Management's Discussion and Analysis of Financial Condition and Results of Operations
<b>Merger</b>	The acquisition by the Corporation of Prudential Bancorp effective as of July 1, 2022
<b>MSRs</b>	Mortgage servicing rights
<b>NDAA</b>	National Defense Authorization Act

<b>Net loans</b>	Loans and lease receivables, (net of unearned income)
<b>NIM</b>	Net interest margin
<b>NIST</b>	National Institute of Standards and Technology
<b>N/M</b>	Not meaningful
<b>NMTC</b>	New Market Tax Credits
<b>OBS</b>	Off-Balance-Sheet
<b>OCC</b>	Office of the Comptroller of the Currency
<b>OCI</b>	Other comprehensive income (loss)
<b>OREO</b>	Other real estate owned
<b>P and A Agreement</b>	Agreement for the acquisition of substantially all of the assets and assumption of substantially all of the deposits and certain liabilities of Republic First Bank dated as of April 26, 2024, between the Corporation and the FDIC, as receiver of Republic First Bank
<b>Parent Company</b>	Fulton Financial Corporation individually
<b>Patriot Act</b>	USA PATRIOT Act of 2001
<b>PCD Loans</b>	Loans purchased with more-than-insignificant credit deterioration
<b>PD</b>	Probability of default
<b>Pension Plan</b>	Fulton Financial Affiliates' Defined Benefit Pension Plan
<b>Postretirement Plan</b>	Postretirement Benefits Plan
<b>Prudential Bancorp</b>	Prudential Bancorp, Inc.
<b>Prudential Bancorp Pension Plan</b>	The Pentegra Defined Benefits Plan for Financial Institutions, a multiemployer defined benefit pension plan
<b>PSU</b>	Performance-based restricted stock unit
<b>PWDP</b>	Portfolio-weighted default probability approach
<b>Republic First Bank</b>	Republic First Bank, doing business as Republic Bank
<b>Republic First Assets and Liabilities</b>	The assets acquired and liabilities assumed of Republic First Bank by Fulton Bank in connection with the Republic First Transaction
<b>Republic First Transaction</b>	The acquisition of substantially all of the assets and assumption of substantially all of the deposits and certain liabilities of Republic First Bank by Fulton Bank from the FDIC, as receiver for Republic First Bank
<b>QM</b>	Qualified mortgage
<b>RESPA</b>	Real Estate Settlement Procedures Act
<b>Risk Committee</b>	Risk Committee of the Corporation's Board of Directors
<b>ROU</b>	Right-of-use
<b>RSU</b>	Restricted stock unit
<b>RWA</b>	Risk-weighted assets
<b>S&amp;P 500</b>	Standard and Poor's 500 index
<b>SAB</b>	Staff Accounting Bulletin
<b>Sale-Leaseback Transaction</b>	Sale of 40 financial center office locations to certain affiliates of Blue Owl Capital Inc. with concurrent agreements to lease each of the locations
<b>SBA</b>	Small Business Administration
<b>SEC</b>	U.S. Securities and Exchange Commission
<b>SOFR</b>	Secured Overnight Financing Rate
<b>Tax Act</b>	Tax Cuts and Jobs Act of 2017
<b>Tax Code</b>	U.S. Internal Revenue Code of 1986, as amended
<b>TCI</b>	Tax credit investment
<b>TDR</b>	Troubled debt restructuring
<b>TruPS</b>	Trust Preferred Securities
<b>TILA</b>	Truth in Lending Act
<b>UST</b>	United States Treasury

**VIEs**  
**Visa Shares**  
**Volcker Rule Regulators**

Variable Interest Entities  
Visa, Inc. Class B restricted shares  
FDIC, Federal Reserve Board, OCC, Commodity Futures Trading Commission and SEC

## **FORWARD-LOOKING STATEMENTS**

The Corporation has made, and may continue to make, certain forward-looking statements with respect to its financial condition, results of operations and business. Do not unduly rely on forward-looking statements. Forward-looking statements can be identified by the use of words such as "may," "should," "will," "could," "estimates," "predicts," "potential," "continue," "anticipates," "believes," "plans," "expects," "future," "intends," "projects," the negative of these terms and other comparable terminology. These forward-looking statements may include projections of, or guidance on, the Corporation's future financial performance, expected levels of future expenses, including future credit losses, anticipated growth strategies, descriptions of new business initiatives and anticipated trends in the Corporation's business or financial results.

Forward-looking statements are neither historical facts, nor assurance of future performance. Instead, the statements are based on current beliefs, expectations and assumptions regarding the future of the Corporation's business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Corporation's control, and actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not unduly rely on any of these forward-looking statements. Any forward-looking statement is based only on information currently available and speaks only as of the date when made. The Corporation undertakes no obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Many factors could affect future financial results including, without limitation:

- the impact of adverse conditions in the economy and financial markets, including elevated interest rates, on the performance of the Corporation's loan portfolio and demand for the Corporation's products and services;
- the potential impacts of events affecting the financial services industry on the Corporation, including increased competition for, and costs of, deposits and other funding sources, more stringent regulatory requirements relating to liquidity and interest rate risk management and capital adequacy and increased FDIC insurance expenses;
- the effects of actions by the federal government, including those of the Federal Reserve Board and other government agencies, that impact the money supply and market interest rates;
- the effects of market interest rates, and the relative balances of interest rate-sensitive assets to interest rate-sensitive liabilities, on NIM and net interest income;
- the composition of the Corporation's loan portfolio, including commercial mortgage loans, commercial and industrial loans and construction loans, which collectively represent a majority of the loan portfolio, may expose the Corporation to increased credit risk;
- the effects of changes in interest rates on demand for the Corporation's products and services;
- investment securities gains and losses, including declines in the fair value of securities which may result in charges to earnings or shareholders' equity;
- the effects of changes in interest rates or disruptions in liquidity markets on the Corporation's sources of funding;
- capital and liquidity strategies, including the Corporation's ability to comply with applicable capital and liquidity requirements, and the Corporation's ability to generate capital internally or raise capital on favorable terms;
- the effects of competition on deposit rates and growth, loan rates and growth and NIM;
- possible goodwill impairment charges;
- the impact of operational risks, including the risk of human error, inadequate or failed internal processes and systems, computer and telecommunications systems failures, faulty or incomplete data and an inadequate risk management framework;
- the loss of, or failure to safeguard, confidential or proprietary information;
- the Corporation's failure to identify and adequately and promptly address cybersecurity risks, including data breaches and cyberattacks;
- the impact of failures from third-party vendors upon which the Corporation relies to perform in accordance with contractual arrangements and the effects of concerns about other financial institutions on the Corporation;
- the potential to incur losses in connection with repurchase and indemnification payments related to sold loans;
- the potential effects of climate change on the Corporation's business and results of operations;

- the potential effects of increases in non-performing assets, which may require the Corporation to increase the ACL, charge-off loans and incur elevated collection and carrying costs related to such non-performing assets;
- the determination of the ACL, which depends significantly upon assumptions and judgments with respect to a variety of factors, including the performance of the loan portfolio, the weighted-average remaining lives of different classifications of loans within the loan portfolio and current and forecasted economic conditions, among other factors;
- the effects of the extensive level of regulation and supervision to which the Corporation and Fulton Bank are subject;
- changes in law, regulation and government policy, which could result in significant changes in banking and financial services regulation;
- the continuing impact of the Dodd-Frank Act on the Corporation's business and results of operations;
- the potential for negative consequences resulting from regulatory violations, investigations and examinations, including potential supervisory actions, the assessment of fines and penalties, the imposition of sanctions, the need to undertake remedial actions and possible damage to the Corporation's reputation;
- the effects of adverse outcomes in litigation and governmental or administrative proceedings;
- the effects of changes in U.S. federal, state or local tax laws;
- the effects of the significant amounts of time and expense associated with regulatory compliance and risk management;
- The Corporation's ability to realize anticipated reductions in non-interest expense and increases in revenue from strategic initiatives implemented from time to time intended to simplify its operating model, improve its relationship banking focus, increase productivity and enhance the customer experience;
- completed and potential acquisitions may affect costs and the Corporation may not be able to successfully integrate the acquired business or realize the anticipated benefits from such acquisitions;
- geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, including the war between Russia and Ukraine and ongoing conflicts in the Middle East, which could impact business and economic conditions in the United States and abroad;
- public health crises and pandemics and their effects on the economic and business environments in which the Corporation operates, including on the Corporation's credit quality and business operations, as well as the impact on general economic and financial market conditions;
- the Corporation's ability to achieve its growth plans;
- the Corporation's ability to attract and retain talented personnel;
- the effects of competition from financial service companies and other companies offering bank services;
- the Corporation's ability to keep pace with technological changes;
- the Corporation's reliance on its subsidiaries for substantially all of its revenues and its ability to pay dividends or other distributions;
- the effects of negative publicity on the Corporation's reputation; and
- other factors that may affect future results of the Corporation.

## PART I

### **Item 1. Business**

#### *General*

The Corporation was incorporated under the laws of Pennsylvania on February 8, 1982 and became a bank holding company through the acquisition of all of the outstanding stock of Fulton Bank on June 30, 1982. In 2000, we became a financial holding company as defined in the GLBA, which gave us the ability to expand our financial services activities under our holding company structure. See "Item 1. Business - *Competition* and - *Supervision and Regulation*." We directly own 100% of the common stock of Fulton Bank and five non-bank entities.

On April 26, 2024, the Corporation consummated the Republic First Transaction.

On July 1, 2022, the Corporation completed our acquisition of 100% of the outstanding common stock of Prudential Bancorp. Prudential Bancorp's wholly-owned subsidiary, Prudential Bank, became our wholly-owned subsidiary. Prudential Bank merged with and into Fulton Bank on November 5, 2022.

Our Internet address is [www.fultonbank.com](http://www.fultonbank.com). Electronic copies of our 2024 Annual Report on Form 10-K are available free of charge by visiting "Investor Relations - Documents" at [www.fultonbank.com](http://www.fultonbank.com). Electronic copies of Quarterly Reports on Form 10-Q and Current Reports on Form 8-K are also available at this Internet address. These reports, as well as any amendments thereto, are posted on our website as soon as reasonably practicable after they are electronically filed with the SEC. The information contained on our website or in any websites linked by our website is not a part of this Annual Report on Form 10-K.

#### *Banking and Financial Services*

Through our banking subsidiary, Fulton Bank, the Corporation delivers financial services primarily within our five-state market area, comprised of Pennsylvania, Delaware, Maryland, New Jersey and Virginia, in a personalized, community-oriented style that emphasizes relationship banking.

The Corporation operates in areas that are home to a wide range of manufacturing, healthcare, agriculture and other service companies. Although a large portion of our loan portfolio is comprised of commercial loans, commercial mortgage loans and construction loans, we are not dependent upon one or a few customers and the loss of any single customer or a few customers would not have a material adverse impact on our business. See "Item 1A. Risk Factors - Interest Rate and Credit Risks - *Our loan portfolio composition subjects us to credit risk* and *A significant proportion of our loan portfolio consists of commercial mortgage loans that may pose increased credit risk*."

The Corporation offers a wide range of consumer and commercial banking products and services, as well as wealth management products and services, to our customers and the communities the Corporation serves:

**Consumer Banking** - We offer a diversified suite of consumer banking products and services in our market area. Our consumer banking products and services include various checking account and savings deposit products and certificates of deposit. We offer home equity loans and lines of credit as well as a variety of fixed, variable and adjustable rate mortgage products, including construction loans and jumbo residential mortgage loans, all of which are underwritten based upon loan-to-value limits specified in our lending policy. Our consumer loan products also include automobile loans, student loans, personal loans and lines of credit and checking account overdraft protection.

**Commercial Banking** - We provide commercial banking products and services primarily to small- and medium-sized businesses (generally with annual gross revenue of less than \$150 million) in our market area. Commercial lending products include commercial real estate loans, commercial and industrial loans and construction loans. Variable, adjustable and fixed rate loans are provided, with variable and adjustable rate loans generally tied to an index, such as the Prime Rate or SOFR, as well as interest rate derivatives. Our commercial lending policy encourages relationship banking and provides guidelines related to customer creditworthiness and collateral requirements for secured loans. We offer equipment lease financing, letters of credit, cash management services and traditional deposit products to commercial customers. We have established lending limits based on our internal risk rating of a borrower and for certain types of lending commitments.

Wealth Management - We offer wealth management services, which include investment management, trust, brokerage, insurance and investment advisory services, to consumer and commercial customers in our market area through Fulton Financial Advisors and Fulton Private Bank, both operating divisions of Fulton Bank.

We deliver these products and services through a network of financial center locations. Electronic delivery channels include a network of ATMs and telephone, mobile and online banking. The variety of available delivery channels allows customers to access their account information and perform certain transactions, such as depositing checks, transferring funds and paying bills, at any time of the day. As of December 31, 2024, we had 216 financial centers, not including remote service facilities (mainly stand-alone ATMs), and our main office located in Lancaster, Pennsylvania.

#### *Human Capital*

Our workforce, excluding temporary employees and interns, consisted of approximately 3,400 employees, at December 31, 2024 and December 31, 2023.

Employee Engagement and Retention - We place a premium on having a highly engaged workforce because engaged employees tend to perform at a higher level, support our success, and are more likely to stay with the Corporation. We conduct an annual survey of our workforce to measure employee engagement, assess employee morale, and help identify areas of the employee experience that could be improved. We then task our leaders with developing and implementing communication and action plans to gain a better understanding of the results of the assessment and to foster enhanced future engagement.

Culture and Inclusion - We place significant emphasis on shaping our corporate culture, and we consider our culture to be one of the primary components of our continuing success. Our culture-shaping program, The Fulton Experience, is a highly engaging program that is intended to create new ways of thinking about employees' individual roles, how employees collaborate, and how we grow together. We recognize that having an inclusive culture fosters a culture of respect and is a crucial element of our success.

Compensation and Rewards - The Corporation invests in its workforce by offering a comprehensive Total Rewards program that includes competitive salaries, incentives, and benefits programs. We offer performance-based incentive programs designed to drive results in the business units as well as at the corporate level.

Workforce Recruitment and Development - We recruit our workforce, filling replacement and new positions through employee referrals, recruiting efforts, and by posting positions internally, on our website and on social media platforms. We provide for professional development of new and existing employees through the efforts of our Learning and Development area that develops and administers a wide variety of training programs. We also provide a number of third-party offerings in which employees can further enhance their skills, knowledge and leadership potential.

Safety, Health and Wellness - The safety, health and wellness of our employees is a top priority. In addition to healthcare, paid time off, paid parental leave and retirement benefits, we provide behavioral and mental health support and work-life services through our Employee Assistance Program.

#### *Cybersecurity*

Cybersecurity is a major component of our overall risk management approach. By the very nature of our business, handling sensitive data is a part of daily operations and is taken very seriously by all employees. The cybersecurity threat environment is volatile and dynamic requiring all levels of the organization to be cognizant and aware of these threats at all times. As such, we maintain a comprehensive cybersecurity strategy that includes, but is not limited to: regular employee cybersecurity training and communications; continuous monitoring, detection, alerting, and defense in-depth technologies; regular internal and third-party program oversight; policies and procedures regularly reviewed and designed with regulatory and industry guidance; and regular reviews of vendors who maintain sensitive data on behalf of Fulton Bank.

Given that cybersecurity threat actors are continuously adapting their techniques, it is important to note that no cybersecurity program is completely infallible. As we continue to offer new and innovative technologies for our customers, the risk of cybersecurity attacks and our oversight of this risk will remain at a high level. See "Item 1C. Cybersecurity."

#### *Climate Risk Management*

At this time, we have not experienced material losses from climate change. However, we are aware that its impact may increase in the future. We recognize the potential impact climate change may have on us, our clients, our suppliers, employees,

shareholders, and the communities we serve. We are cognizant of our responsibility to better understand the impact of our operations on global climate change and are taking steps to help ensure our organization operates in a manner consistent with responsible environmental stewardship. We are susceptible to losses and disruptions caused by fire, power shortages, telecommunications failures, water shortages, floods, and other extreme weather conditions. Climate change may contribute to or exacerbate these conditions. We are also susceptible to losses arising from policy changes, energy costs, and shifts in market and customer sentiment that can impact us and our clients as well as other key stakeholders. As the potential impact of climate change broadens, we will continue to assess and respond to climate risks as they evolve.

#### *Non-Bank Subsidiaries*

We own 100% of the outstanding equity of five non-bank subsidiaries, which are consolidated for financial reporting purposes: (i) Fulton Financial Realty Company, which holds title to or leases certain properties where our financial centers and other facilities are located; (ii) Central Pennsylvania Financial Corp., which owns limited partnership interests in partnerships invested primarily in low- and moderate-income housing projects; (iii) FFC Penn Square, Inc., which owns TruPS issued by a subsidiary of Fulton Bank; (iv) Fulton Insurance Services Group, Inc., which engages in the sale of various life insurance products; and (v) Fulton Community Partner, LLC, whose mission is to change lives for the better by supporting community and economic development projects in distressed and underserved communities through participation in the NMTC program.

#### *Competition*

The banking and financial services industries are highly competitive. Within our geographic region, we face direct competition from other commercial banks, varying in size from local community banks to regional and national banks, credit unions and non-bank entities. As a result of the wide availability of electronic delivery channels, we also face competition from financial institutions that do not have a physical presence in our geographic markets.

The industry is also highly competitive due to the various types of entities that now compete aggressively for customers that were traditionally served only by the banking industry. Under the current financial services regulatory framework, banks, insurance companies and securities firms may affiliate under a financial holding company structure, allowing their expansion into non-banking financial services activities that had previously been restricted. These activities include a full range of banking, securities and insurance activities, including securities and insurance underwriting, issuing and selling annuities and merchant banking activities. Moreover, we face increased competition from certain non-bank entities, such as FinTechs, private equity funds, private debt funds and marketplace lenders, that in many cases, are not subject to the same regulatory compliance requirements as us.

#### *Stock Information*

The Corporation's common stock is traded on the Nasdaq Global Select Market under the ticker symbol "FULT." There are 600 million authorized shares of the Corporation's common stock, with approximately 182 million shares outstanding as of December 31, 2024. The Corporation has an additional 10 million authorized shares of preferred stock, of which approximately 200,000 shares with a liquidation preference of \$1,000 per share were outstanding as of December 31, 2024.

#### *Supervision and Regulation*

We operate in an industry that is subject to laws and regulations that are enforced by a number of federal and state agencies. Changes in these laws and regulations, including interpretation and enforcement activities, could impact the cost of operating in the financial services industry, limit or expand permissible activities or affect competition among banks and other financial institutions.

The Corporation is a registered bank holding company that has elected to be treated as a financial holding company under the BHCA. The Corporation is regulated, supervised and examined by the Federal Reserve Board. Fulton Bank is a national banking association chartered under the laws of the United States and is primarily regulated by the OCC. In addition, the CFPB examines Fulton Bank for compliance with most federal consumer financial protection laws, including the laws relating to fair lending and prohibiting unfair, deceptive or abusive acts or practices in connection with the offer, sale or provision of consumer financial products or services and enforces such laws with respect to Fulton Bank and our affiliates.

Federal statutes that apply to us and our subsidiaries include the GLBA, the BHCA, the Dodd-Frank Act, the Federal Reserve Act, the National Bank Act and the Federal Deposit Insurance Act, among others. In general, these statutes, regulations promulgated thereunder, and related interpretations establish the eligible business activities we can engage in, certain acquisition and merger restrictions, limitations on intercompany transactions (such as loans and dividends), cash reserve requirements, lending limitations, compliance with unfair, deceptive and abusive acts and practices prohibitions, limitations on

investments, and capital adequacy requirements, among other things. Such laws and regulations are intended primarily for the protection of depositors, customers and the DIF, as well as to minimize risk to the banking system as a whole, and, as a result, these laws and regulations are not for the protection of our shareholders or non-depository creditors.

The following discussion is general in nature and seeks to highlight some of the more significant regulatory requirements to which we are subject but does not purport to be complete or to describe all applicable laws and regulations.

BHCA - The Corporation is subject to regulation and examination by the Federal Reserve Board and is required to file periodic reports and to provide additional information that the Federal Reserve Board may require. The BHCA regulates activities of bank holding companies, including requirements and limitations relating to capital, transactions with officers, directors and affiliates, securities issuances, dividend payments and extensions of credit, among others. The BHCA permits the Federal Reserve Board, in certain circumstances, to issue cease and desist orders and other enforcement actions against bank holding companies (and their non-banking affiliates) to correct or curtail unsafe or unsound banking practices. In addition, the Federal Reserve Board must approve certain proposed changes in organizational structure or other business activities before they occur. The BHCA imposes certain restrictions upon the Corporation regarding the acquisition of substantially all of the assets of, or direct or indirect ownership or control of, any bank for which it is not already the majority owner.

Source of Strength - Federal banking law requires bank holding companies like us to act as a source of financial strength and to commit capital and other financial resources to each of their banking subsidiaries. This support may be required at times when we may not be able to provide such support without adversely affecting our ability to meet other obligations or when, absent such requirements, we might not otherwise choose to provide such support. If we are unable to provide such support, the Federal Reserve Board could instead require the divestiture of our subsidiaries and impose operating restrictions pending the divestiture. If a bank holding company commits to a federal bank regulator that it will maintain the capital of its bank subsidiary, whether in response to the Federal Reserve Board's invoking its source of strength authority or in response to other regulatory measures, that commitment will be assumed by the bankruptcy trustee, and the bank will be entitled to priority payment in respect of that commitment.

The Economic Growth Act - The Economic Growth Act amended certain provisions of the Dodd-Frank Act to raise the total asset threshold for mandatory applicability of enhanced prudential standards for bank holding companies to \$250 billion and to allow the Federal Reserve Board to apply enhanced prudential standards to bank holding companies with between \$100 billion and \$250 billion in total assets to address financial stability risks or safety and soundness concerns. The Economic Growth Act's increased threshold took effect immediately for bank holding companies with total assets of less than \$100 billion, including the Corporation.

The Economic Growth Act also enacted other important changes, for which the banking agencies issued certain corresponding guidance documents and implementing regulations, including:

- Raising the total asset threshold for Dodd-Frank Act company-run stress tests from \$10 billion to \$250 billion;
- Prohibiting federal banking agencies from imposing higher capital requirements for high volatility commercial real estate exposures unless such exposures meet the statutory definition for high volatility acquisition, development or construction loans in the Economic Growth Act;
- Exempting from appraisal requirements certain transactions involving real property in rural areas and valued at less than \$400,000;
- Providing that reciprocal deposits are not treated as brokered deposits in the case of a "well capitalized" institution that received an "outstanding" or "good" rating on its most recent examination to the extent the amount of such deposits does not exceed the lesser of \$5 billion or 20% of the bank's total liabilities; and
- Directing the CFPB to provide guidance on the applicability of the TILA-RESPA Integrated Disclosure rule to mortgage assumption transactions and construction-to-permanent home loans, as well the extent to which lenders can rely on model disclosures that do not reflect recent regulatory changes.

Given Fulton Bank's size, a number of additional benefits afforded to community banks under applicable asset thresholds are not available to Fulton Bank.

Consumer Financial Protection Laws and Enforcement - The CFPB and the federal banking agencies continue to focus attention on consumer protection laws and regulations. The CFPB is responsible for promoting fairness and transparency for mortgages, credit cards, deposit accounts and other consumer financial products and services and for interpreting and enforcing the federal consumer financial laws that govern the provision of such products and services. Federal consumer financial laws enforced by the CFPB include, but are not limited to, the ECOA, the TILA, the Truth in Savings Act, the Home Mortgage Disclosure Act, the RESPA, the Fair Debt Collection Practices Act, and the Fair Credit Reporting Act. The CFPB is also authorized to prevent

any institution under its authority from engaging in an unfair, deceptive, or abusive act or practice in connection with consumer financial products and services. As a residential mortgage lender, we are subject to multiple federal consumer protection statutes and regulations, including, but not limited to, those statutes and regulations referenced above.

In particular, fair lending laws prohibit discrimination in the provision of banking services. Fair lending laws include the ECOA and the Fair Housing Act, both of which outlaw discrimination in credit and residential real estate transactions on the basis of prohibited factors including, among others, race, color, national origin, gender, and religion. A lender may be liable for policies that result in a disparate treatment of, or have a disparate impact on, a protected class of applicants or borrowers. If a pattern or practice of lending discrimination is alleged by a regulator, then that agency may refer the matter to the DOJ for investigation. Failure to comply with these and similar statutes and regulations could subject us to formal or informal enforcement actions, the imposition of civil money penalties and litigation.

The CFPB has exclusive examination and primary enforcement authority with respect to compliance with federal consumer financial protection laws and regulations by institutions under its supervision and is authorized, individually or jointly with the federal banking agencies, to conduct investigations to determine whether any person is, or has, engaged in conduct that violates such laws or regulations. The CFPB may bring an administrative enforcement proceeding or civil action in federal district court. In addition, in accordance with a memorandum of understanding entered into between the CFPB and the DOJ, the two agencies have agreed to coordinate efforts related to enforcing the fair lending laws, which includes information sharing and conducting joint investigations; however, the extent to which such coordination may actually occur is unpredictable and may change over time as the result of a number of factors, including changes in leadership at the DOJ and the CFPB, as well as changes in the enforcement policies and priorities of each agency. As an independent bureau funded by the Federal Reserve Board, the CFPB may impose requirements that are more stringent than those of the other bank regulatory agencies.

As an IDI with total assets of more than \$10 billion, Fulton Bank is subject to the CFPB's supervisory and enforcement authorities. The Dodd-Frank Act also permits states to adopt stricter consumer protection laws and authorizes state attorneys general to enforce consumer protection rules issued by the CFPB. As a result, Fulton Bank operates in a stringent consumer compliance environment.

Ability-to-pay rules and qualified mortgages - Under the CFPB rules that implement the TILA, mortgage lenders are required to make a reasonable and good faith determination, based on verified and documented information, that a consumer applying for a residential mortgage loan has a reasonable ability to repay the loan according to its terms. These rules prohibit creditors, such as Fulton Bank, from extending residential mortgage loans without regard for the consumer's ability to repay and add restrictions and requirements to residential mortgage origination and servicing practices. In addition, these rules restrict the imposition of prepayment penalties and compensation practices relating to residential mortgage loan origination. Mortgage lenders are required to determine a consumer's ability to repay in one of two ways. The first alternative requires the mortgage lender to consider eight underwriting factors when making the credit decision. The mortgage lender may also originate "qualified mortgages" which are entitled to a presumption that the creditor making the loan satisfied the ability-to-repay requirements. In general, a QM is a residential mortgage loan that does not have certain high-risk features, such as negative amortization, interest-only payments, balloon payments, or a term exceeding 30 years. In addition, to be a QM loan, the points and fees paid by a consumer cannot exceed 3% of the total loan amount, and the borrower's total DTI ratio must be no higher than 43% (subject to certain limited exceptions for loans eligible for purchase, guarantee or insurance by a government sponsored enterprise or a federal agency).

In December 2020, the CFPB issued two final rules related to QM loans. The first rule replaces the strict DTI threshold for QM loans and provides that, in addition to existing requirements, a loan receives a conclusive presumption that the consumer had the ability to repay if the APR does not exceed the average prime offer rate for a comparable transaction by 1.5 percentage points or more as of the date the interest rate is set. Further, a loan receives a rebuttable presumption that the consumer had the ability to repay if the APR exceeds the average prime offer rate for a comparable transaction by 1.5 percentage points or more but by less than 2.25 percentage points. The second rule creates a new category of "seasoned" QM loans for those that meet certain performance requirements. Specifically, that rule allows a non-QM loan or a "rebuttable presumption" QM loan to receive a safe harbor from APR liability at the end of a "seasoning" period of at least 36 months as a "seasoned QM" if it satisfies certain product restrictions, points-and-fees limits, and underwriting requirements, and the loan meets the designated performance and portfolio requirements during the "seasoning period."

Integrated disclosures under the RESPA and the TILA - Under the CFPB rules, mortgage lenders are required to provide a loan estimate, not later than the third business day after submission of a loan application, and a closing disclosure at least three days prior to the loan closing. The loan estimate must detail the terms of the loan, including, among other things, expenses, projected monthly mortgage payments and estimated closing costs. The closing disclosure must include, among other things, closing costs and a comparison of costs reported on the loan estimate to actual charges to be applied at closing.

Volcker Rule - Provisions of the Dodd-Frank Act, commonly known as the "Volcker Rule," prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring hedge funds and private equity funds and other private funds that are, among other things, offered within specified exemptions to the Investment Company Act, known as "covered funds," subject to certain exemptions. Volcker Rule compliance requirements are based on the size and scope of a banking entity's trading activities. Our investing and trading activities have and will continue to depend on, among other things, further rulemaking and guidance that may be issued by the Volcker Rule Regulators and the development of market practices and standards.

Capital Requirements - The Corporation and Fulton Bank are subject to the Basel III Rules that are based upon the final framework of the Basel Committee for strengthening capital and liquidity regulation. Under the Basel III Rules, the Corporation and Fulton Bank apply the standardized approach in measuring RWA and regulatory capital.

Under the Basel III Rules, the Corporation and Fulton Bank are subject to the following minimum capital ratios:

- A minimum CET1 capital ratio of 4.50% of RWA;
- A minimum Tier 1 capital ratio of 6.00% of RWA;
- A minimum Total capital ratio of 8.00% of RWA; and
- A minimum Tier 1 leverage ratio (Tier 1 capital to a quarterly average of non-risk weighted total assets) of 4.00%.

The Basel III Rules also included a "capital conservation buffer" of 2.5%, composed entirely of CET1 capital, in addition to the minimum capital to RWA ratios outlined above, resulting in effective minimum CET1, Tier 1 and total capital ratios of 7.0%, 8.5% and 10.5%, respectively. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a capital ratio above the minimum, but below the conservation buffer, will face restrictions on dividends, equity repurchases, and executive compensation based on the amount of the shortfall and the institution's "eligible retained income" (that is, four quarter trailing net income, net of distributions and tax effects not reflected in net income). As of December 31, 2024, the Corporation and Fulton Bank exceeded the minimum capital requirements, including the capital conservation buffer, as prescribed in the Basel III Rules.

The Basel III Rules also provide that the largest banking institutions must adhere to additional countercyclical buffer and supplementary leverage ratio requirements. The Corporation and Fulton Bank are not presently subject to these requirements.

The Basel III Rules provide for a number of required deductions from and adjustments to CET1. These deductions and adjustments include, for example, goodwill, other intangible assets, and DTAs that arise from net operating loss and tax credit carryforwards net of any related valuation allowance. MSRs, DTAs arising from temporary differences that could not be realized through net operating loss carrybacks and investments in non-consolidated financial institutions must also be deducted from CET1 to the extent that they exceed certain thresholds. Through subsequent rulemaking, the federal banking agencies provided certain forms of relief to banking organizations, such as the Corporation and Fulton Bank, that are not subject to the advanced approaches framework. The Corporation and Fulton Bank made a one-time, permanent election under the Basel III Rules to exclude the effects of certain components of AOCI included in shareholders' equity under GAAP in determining regulatory capital ratios.

Under the Basel III Rules, certain off-balance sheet commitments and obligations are converted into RWA, that together with on-balance sheet assets, are the base against which regulatory capital is measured. The Basel III Rules defined the risk-weighting categories for bank holding companies and banks that follow the standardized approach, such as the Corporation and Fulton Bank, based on a risk-sensitive analysis, depending on the nature of the exposure.

The Capital Rules eliminated the standalone prior approval requirement in the Basel III Rules for any repurchase of common stock. In certain circumstances, repurchases of our common stock may be subject to a prior approval or notice requirement under other regulations or policies of the Federal Reserve Board. Any redemption or repurchase of preferred stock or subordinated debt remains subject to the prior approval of the Federal Reserve Board.

The Basel Committee published the last version of the Basel III accord in 2017, generally referred to as "Basel IV." Among other things, these standards revise the Basel Committee's standardized approach for credit risk (including by recalibrating risk weights and introducing new capital requirements for certain "unconditionally cancellable commitments," such as unused credit card and home equity lines of credit) and provides a new standardized approach for operational risk capital. Under the Basel framework, these standards became effective on January 1, 2022, with an aggregate output floor phasing in through January 1, 2027. Under the current U.S. capital rules, operational risk capital requirements and a capital floor apply only to advanced approaches institutions, and not the Corporation or Fulton Bank. The impact of Basel IV on the Corporation and Fulton Bank will depend on the manner in which it is implemented by the federal banking agencies. As of December 31, 2024, the

Corporation and Fulton Bank exceeded all capital requirements necessary to be deemed "well-capitalized" for all regulatory purposes under the U.S. capital rules.

Stress Testing and Capital Planning - As a result of the Economic Growth Act and implementing regulations adopted by the Federal Reserve Board and the OCC, the Corporation and Fulton Bank are no longer subject to company-run stress testing requirements under the Dodd-Frank Act. The Federal Reserve Board continues to supervise our capital planning and risk management practices through its regular supervisory process which includes regular stress testing.

CECL Transitional Provisions – On August 26, 2020, the federal bank regulatory agencies adopted the CECL Transition Rule that provides banking institutions an optional five-year transition period to phase in the impact of the CECL standard on their regulatory capital. The final rule gives eligible institutions the option to mitigate the estimated capital effects of CECL for two years, followed by a three-year transition period. Taken together, these measures offer institutions a transition period of up to five years. We have elected to avail ourselves of the transition relief permitted under applicable regulations.

Prompt Corrective Action - The FDICIA established a system of prompt corrective action to attempt to resolve the problems of undercapitalized institutions. The FDICIA, among other things, establishes five capital categories for FDIC-insured banks: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." An IDI is treated as well capitalized if its total risk-based capital ratio is 10.00% or greater, its Tier 1 risk-based capital ratio is 8.00% or greater, its CET1 risk-based capital ratio is 6.50% or greater and its Tier 1 leverage capital ratio is 5.00% or greater, and it is not subject to any order or directive to meet a specific capital level. As of December 31, 2024, Fulton Bank's capital ratios were above the minimum levels required to be considered "well capitalized" by the OCC.

Under this system, the federal banking agencies are required to take certain, and authorized to take other, prompt corrective actions against undercapitalized institutions, the severity of which increase as the capital category of an institution declines, including restrictions on growth of assets and other forms of expansion. Generally, a capital restoration plan must be filed with the institution's primary federal regulator within 45 days of the date an institution receives notice that it is "undercapitalized," "significantly undercapitalized" or "critically undercapitalized." Although prompt corrective action regulations apply only to depository institutions and not to bank holding companies, bank holding companies must guarantee any such capital restoration plan in certain circumstances. The liability of a bank holding company under any such guarantee is limited to the lesser of 5.00% of the bank's relevant assets at the time it became "undercapitalized" or the amount needed to comply. A bank holding company might also be liable for civil money damages for failure to fulfill that guarantee. In the event of the bankruptcy of a bank holding company, such guarantee would take priority over the bank holding company's general unsecured creditors.

In addition, regulators consider both risk-based capital ratios and other factors that can affect a bank's financial condition, including (i) concentrations of credit risk, (ii) interest rate risk, and (iii) risks from non-traditional activities, along with an institution's ability to manage those risks, when determining capital adequacy. This evaluation is made during the institution's safety and soundness examination. An institution may be downgraded to, or deemed to be in, a capital category that is lower than is indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters.

Brokered Deposits - The FDICIA and FDIC regulations limit the ability of an IDI, such as Fulton Bank, to accept, renew or roll over brokered deposits unless the institution is well-capitalized under the prompt corrective action framework described above, or unless it is adequately capitalized and obtains a waiver from the FDIC. In addition, less than well-capitalized banks are subject to restrictions on the interest rates they may pay on deposits. The characterization of deposits as "brokered" may result in the imposition of higher deposit assessments on such deposits. There is a limited exception from the scope of "brokered" deposits for reciprocal deposits for IDIs that are well-rated and well-capitalized (or adequately capitalized and for which the IDI has obtained a waiver from the FDIC as mentioned above). Under this limited exception, qualified IDIs, like Fulton Bank, are able to except from treatment as "brokered" deposits the lesser of up to \$5 billion, or 20% of the institution's total liabilities, in reciprocal deposits.

On July 30, 2024, the FDIC issued a proposed rule that would significantly revise the existing brokered deposits regulation as outlined above. Among other things, the proposed rule would broaden the scope of deposits that IDIs would be required to classify as brokered and narrow the exception to the definition of the term "deposit broker," which would result in more deposits being classified as brokered deposits. As a result of the change in the U.S. presidential administration, and based on recent statements from the new Acting Chairman of the FDIC, the proposed rule is unlikely to be adopted as proposed and the prospects and timing for any re-proposal or supervisory action in this area remain uncertain at this time.

Loans and Dividends from Bank Subsidiary - There are various restrictions on the extent to which Fulton Bank can make loans and other extensions of credit (including credit exposure arising from repurchase and reverse repurchase agreements, securities

borrowing and derivative transactions) to, or enter into certain transactions with, its affiliates, which includes the Corporation and its non-bank subsidiaries. In general, these restrictions require that such transactions: (i) with the Corporation or any of its non-bank subsidiaries be limited to 10% of Fulton Bank's regulatory capital (20% in the aggregate to all such entities); (ii) satisfy certain qualitative limitations, including that any covered transaction be made on an arm's length basis; and (iii) in the case of extensions of credit, be secured by designated amounts of specified collateral.

For safety and soundness reasons, banking regulations also limit the amount of cash that can be transferred from Fulton Bank to the Corporation in the form of dividends. Generally, dividends are limited to the lesser of the amounts calculated under an earnings retention test and an undivided profits test. Under the earnings retention test, without the prior approval of the OCC, a dividend may not be paid if the total of all dividends declared by a bank in any calendar year is in excess of the current year's net income combined with the retained net income of the two preceding years. Under the undivided profits test, a dividend may not be paid in excess of a bank's undivided profits. In addition, banks are prohibited from paying dividends when doing so would cause them to fall below the regulatory minimum capital levels. See "Note 12 - Regulatory Matters," in the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" for additional information regarding regulatory capital and dividend and loan limitations.

**Federal Deposit Insurance** - The deposits of Fulton Bank are insured up to the applicable limits by the DIF, generally up to \$250,000 per insured depositor. Fulton Bank pays deposit insurance premiums based on assessment rates established by the FDIC. The FDIC has established a risk-based assessment system under which institutions are classified and pay premiums according to their perceived risk to the DIF. In addition, the FDIC possesses backup enforcement authority over a depository institution holding company, like us, if the conduct or threatened conduct of such bank holding company poses a risk to the DIF, although such authority may not be used if the bank holding company is generally in sound condition and does not pose a foreseeable and material risk to the DIF.

FDIC assessment rates for large institutions that have more than \$10 billion in assets, such as Fulton Bank, are calculated based on a "scorecard" methodology that seeks to capture both the probability that an individual large institution will fail and the magnitude of the impact on the DIF if such a failure occurs that is based primarily on the difference between the institution's average of total assets and average tangible equity, or its assessment base. The FDIC has the ability to make discretionary adjustments to the total score, up or down, based upon significant risk factors that are not adequately captured in the scorecard. For large institutions, including Fulton Bank, after accounting for potential base-rate adjustments, the total assessment rate could range from 1.5 to 40 bps on an annualized basis. An institution's assessment is determined by multiplying its assessment rate by its assessment base.

In November 2023, the FDIC issued a final rule to implement a special assessment to recover losses to the DIF arising from the protection of uninsured depositors following the closures of Silicon Valley Bank and Signature Bank in 2023. The special assessment is based on an IDI's estimated uninsured deposits as of December 31, 2022, adjusted to exclude the first \$5.0 billion of estimated uninsured deposits, and will be assessed at a quarterly rate of 3.36 bps, over eight quarterly assessment periods, beginning in the first quarter of 2024. As a result of this final rule, we accrued \$6.5 million (\$5.1 million after tax) related to this assessment in the fourth quarter of 2023. This amount represents our current expectation of the full amount of the assessment based on our total uninsured deposits as of December 31, 2022. Under the final rule, the estimated losses to the DIF may be revised from time to time, and the FDIC has retained the ability to cease collection early, extend the special assessment collection period and impose a final shortfall special assessment on a one-time basis. The extent to which any such additional future assessments will impact our future deposit insurance expense is currently uncertain.

The Tax Act disallows the deduction of FDIC deposit insurance premium payments for banking organizations with total consolidated assets of \$50 billion or more. For banks with less than \$50 billion in total consolidated assets, such as Fulton Bank, the premium deduction is phased out based on the proportion of the bank's assets exceeding \$10 billion.

**BSA, AML Requirements and the Patriot Act** - The Patriot Act amended the BSA and other AML laws and regulations and imposed affirmative obligations on a wide range of financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing.

Among other requirements, the Patriot Act and related regulations impose the following requirements on financial institutions:

- establishment of AML programs;
- establishment of a program specifying procedures for obtaining identifying information from customers seeking to open new accounts, including verifying the identity of customers within a reasonable period of time;
- establishment of enhanced due diligence policies, procedures and controls designed to detect and report money laundering; and

- prohibition on correspondent accounts for foreign shell banks and compliance with recordkeeping obligations with respect to correspondent accounts of foreign banks.

Failure to comply with the requirements of the Patriot Act and other AML laws and regulations could have serious legal, financial, regulatory and reputational consequences. In addition, bank regulators will consider a bank holding company's effectiveness in combating money laundering when ruling on BHCA and BMA applications. In addition, financial institutions are subject to customer due diligence requirements, issued by the FinCEN, to identify and verify the identity of natural persons, known as beneficial owners, who own, control, and profit from legal entity customers when those customers open accounts. We have adopted policies, procedures and controls to address compliance with the Patriot Act and other BSA and AML laws and regulations, and we will continue to revise and update our policies, procedures and controls to reflect required changes.

Commercial Real Estate Guidance — Under guidance issued by the federal banking agencies, the agencies have expressed concerns with institutions that ease commercial real estate underwriting standards and have directed financial institutions to maintain underwriting discipline and exercise risk management practices to identify, measure and monitor lending risks. The agencies have also issued guidance that requires a financial institution to employ enhanced risk management practices if the institution is exposed to significant concentration risk. Under that guidance, an institution is potentially exposed to significant concentration risk if: (i) total reported loans for construction, land development, and other land represent 100% or more of total capital or (ii) total reported loans secured by multi-family and non-farm residential properties, loans for construction, land development, and other land loans otherwise sensitive to the general commercial real estate market, including loans to commercial real estate related entities, represent 300% or more of total capital, and the outstanding balance of the institution's commercial real estate loan portfolio has increased by 50% or more during the prior 36 months.

Community Reinvestment — Under the CRA, Fulton Bank has a continuing and affirmative obligation, consistent with its safe and sound operation, to ascertain and meet the credit needs of its entire community, including low- and moderate-income areas. The CRA does not establish specific lending requirements or programs for financial institutions, nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community. The CRA requires an institution's primary federal regulator, in connection with its examination of the institution, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications by such institution. The assessment focuses on three tests: (i) a lending test, to evaluate the institution's record of making loans, including community development loans, in its designated assessment areas; (ii) an investment test, to evaluate the institution's record of investing in community development projects, affordable housing, and programs benefiting low- or moderate-income individuals and areas and small businesses; and (iii) a service test, to evaluate the institution's delivery of banking services throughout its CRA assessment area, including low- and moderate-income areas. The CRA also requires all institutions to make public disclosure of their CRA ratings. As of December 31, 2024, Fulton Bank was rated as "outstanding." Current regulations require that Fulton Bank publicly disclose certain agreements that are in fulfillment of CRA. Fulton Bank is not a party to any such agreements at this time.

On October 24, 2023, the federal regulatory agencies jointly issued a final rule to strengthen and modernize regulations implementing the CRA. On March 29, 2024, a federal district court in Texas granted a preliminary injunction barring implementation of the final rule in response to a lawsuit filed by several trade groups. We will continue to monitor the litigation until resolved. We have also begun efforts to evaluate the impact of the new rule and develop a strategy to ensure compliance.

Standards for Safety and Soundness - Pursuant to the requirements of the FDICIA, as amended by the Riegle Community Development and Regulatory Improvement Act of 1994, the federal bank regulatory agencies adopted guidelines establishing general standards relating to internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings, compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. In addition, the agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If the institution fails to submit an acceptable compliance plan or fails in any material respect to implement an accepted compliance plan, the regulator must issue an order directing corrective actions and may issue an order directing other actions of the types to which a significantly undercapitalized institution is subject under the "prompt corrective action" provisions of FDICIA. If the institution fails to comply with such an order, the regulator may seek to enforce such order in judicial proceedings and to impose civil money penalties.

Incentive Compensation - Federal banking agencies have issued guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, is based upon the key principles that a banking organization's incentive

compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. In accordance with the Dodd-Frank Act, the federal banking agencies prohibit incentive-based compensation arrangements that encourage inappropriate risk taking by covered financial institutions (generally institutions, like us, that have over \$1 billion in assets) and are deemed to be excessive, or that may lead to material losses.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as the Corporation, that are not "large, complex banking organizations." These reviews will be tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization's supervisory ratings, which can affect the organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness, and the organization is not taking prompt and effective measures to correct the deficiencies.

In accordance with SEC rules, securities exchanges have adopted rules mandating, in the case of an accounting restatement, the recovery or "clawback" of excess incentive-based compensation paid to current or former executive officers and requiring listed issuers to disclose any recovery analysis where recovery is triggered by a restatement.

The scope and content of the U.S. banking regulators' policies on executive compensation may continue to evolve in the near future. It cannot be determined at this time whether compliance with such policies will adversely affect the Corporation's ability to hire, retain, and motivate its key employees.

Privacy Protection and Cybersecurity — Fulton Bank is subject to regulations implementing the privacy protection provisions of the GLBA. These regulations require Fulton Bank to disclose its privacy policy, including identifying with whom it shares "nonpublic personal information," to customers at the time of establishing the customer relationship and annually thereafter. The regulations also require Fulton Bank to provide its customers with initial and annual notices that accurately reflect its privacy policies and practices. In addition, to the extent its sharing of such information is not covered by an exception, Fulton Bank is required to provide its customers with the ability to "opt-out" of having Fulton Bank share a customer's nonpublic personal information with unaffiliated third parties.

Fulton Bank is also subject to regulatory guidelines establishing standards for safeguarding customer information. These regulations implement certain provisions of the GLBA. The guidelines describe the federal bank regulatory agencies' expectations for the creation, implementation and maintenance of an information security program, that includes administrative, technical and physical safeguards appropriate to the size and complexity of the institution and the nature and scope of its activities. The standards set forth in the guidelines are intended to ensure the security and confidentiality of customer records and information, protect against any anticipated threats or hazards to the security or integrity of such records and protect against unauthorized access to or use of such records or information that could result in substantial harm or inconvenience to any customer. These guidelines, along with related regulatory materials, increasingly focus on risk management and processes related to information security and the use of third parties in the provision of financial services.

Certain states have enacted laws establishing consumer privacy protections and data security requirements in their respective states. For example, the CCPA gives California residents rights to receive certain disclosures regarding the collection, use, and sharing of "personal information" as well as rights to access, delete, and restrict the sale of certain personal information. The CCPA, which was amended in November 2020 by a ballot initiative titled the California Privacy Rights Act, went into effect on January 1, 2020, and Fulton Bank is required to comply with the CCPA in serving the small number of its customers that are residents of California. Attempts by state and local governments to regulate consumer privacy have the potential to create a patchwork of differing and/or conflicting state regulations. In July 2023, the SEC adopted rules requiring registrants to disclose material cybersecurity incidents experienced and describe the material aspects of their nature, scope and timing. The rules, which supersede their previously interpreted guidance published in February 2018, also require annual disclosures describing a company's cybersecurity risk management, strategy and governance. These SEC rules, and any other regulatory guidance, are in addition to notification and disclosure requirements under state and federal banking law and regulations.

Federal Reserve System — Federal Reserve Board regulations require depository institutions to maintain cash reserves against specified deposit liabilities. The dollar amount of a depository institution's reserve requirement is determined by applying the reserve ratios specified in the Federal Reserve Board's Regulation D to an institution's reservable liabilities (primarily net transaction accounts such as negotiable order of withdrawal and demand deposit accounts). A reserve of 3% must be

maintained against aggregate transaction account balances of between \$16.9 million and \$127.5 million (subject to adjustment by the Federal Reserve Board) plus a reserve of 10% (subject to adjustment by the Federal Reserve Board within a range of between 8% and 14%) against that portion of total transaction account balances in excess of \$127.5 million. The first \$16.9 million of otherwise reservable balances (subject to adjustment by the Federal Reserve Board) are exempt from the reserve requirements. Fulton Bank is in compliance with the foregoing requirements.

Required reserves must be maintained in the form of either vault cash, an account at a FRB or a pass-through account as defined by the Federal Reserve Board. Pursuant to the Emergency Economic Stabilization Act of 2008, the FRB pays interest on depository institutions' required and excess reserve balances. The interest rate paid on required reserve balances is currently the average target Federal Funds Rate over the reserve maintenance period. The rate on excess balances will be set equal to the lowest target Federal Funds Rate in effect during the reserve maintenance period.

On December 22, 2020, the Federal Reserve Board issued a final rule that amends Regulation D by lowering the reserve requirement ratios on transaction accounts maintained at depository institutions to 0%. It is currently unclear if the reduction of the reserve requirements on transaction accounts is permanent.

Acquisitions — The BHCA requires a bank holding company to obtain the prior approval of the Federal Reserve Board before:

- the company acquires direct or indirect ownership or control of any voting shares of any bank or savings and loan association, if after such acquisition the bank holding company will directly or indirectly own or control more than five percent of any class of voting securities of the institution;
- any of the company's subsidiaries, other than a bank, acquires all or substantially all of the assets of any bank or savings and loan association; or
- the company merges or consolidates with any other bank or financial holding company.

Prior regulatory approval is also generally required for mergers, acquisitions and consolidations involving other IDIs. In reviewing acquisition and merger applications, bank regulatory authorities will consider, among other things, the competitive effect of the transaction, financial and managerial issues, the capital position of the combined organization, convenience and needs factors, including the applicant's CRA record, the effectiveness of the subject organizations in combating money laundering activities, and the transaction's effect on the stability of the U.S. banking or financial system.

On September 17, 2024, the FDIC, the OCC and the DOJ, each announced new rules and policy statements impacting their bank merger review processes.

Among these actions, the FDIC approved a final statement of policy on bank merger transactions and the OCC approved a final rule updating the agency's regulations for business combinations involving national banks and federal savings associations. The OCC's final rule modifies its procedures for reviewing bank merger applications under the BMA applications, including the elimination of the expedited bank merger review and the streamlined application procedures. The OCC's final rule also includes a new policy statement that addresses the substantive standards that it will use to evaluate bank merger applications, including indicators that point in favor of likely approval or rejection. The FDIC's statement of policy adopts a principles-based approach and clarifies its policies and expectations in the evaluation of bank merger transactions subject to FDIC approval under the BMA. However, Acting FDIC Chairman Travis Hill has indicated the possibility of withdrawing the new statement of policy, and it is unclear whether the OCC under anticipated new leadership will reconsider its new regulation and policy statement.

Concurrent with the FDIC and OCC announcements, the DOJ withdrew from its 1995 Bank Merger Guidelines and announced that it would consider bank mergers under its 2023 Merger Guidelines, which are not industry specific, as well as under a separate, recently adopted bank merger addendum.

The Change in Bank Control Act prohibits a person, entity or group of persons or entities acting in concert, from acquiring "control" of a bank holding company or bank unless the Federal Reserve Board has been given prior notice and has not objected to the transaction. Under Federal Reserve Board regulations, the acquisition of 10% or more (but less than 25%) of the voting stock of a corporation would, under the circumstances set forth in the regulations, create a rebuttable presumption of acquisition of control of the corporation.

Effective September 30, 2020, the Federal Reserve finalized a rule that simplifies and increases the transparency of its rules for determining when one company controls another company for purposes of the BHCA and, on March 31, 2021, the Federal Reserve Board published interpretive guidance regarding the final rule and related regulatory control matters. The amended control rule has had, and will likely continue to have, a meaningful impact on control determinations related to investments in banks and bank holding companies and investments by bank holding companies in nonbank companies.

Permissible Activities — As a bank holding company, the Corporation may engage in the business of banking, managing or controlling banks, performing servicing activities for subsidiaries, and engaging in activities that the Federal Reserve Board has determined, by order or regulation, are so closely related to banking as to be a proper incident thereto. As a financial holding company, the Corporation may also engage in or acquire and retain the shares of a company engaged in activities that are financial in nature or incidental or complementary to activities that are financial in nature as long as the Corporation continues to meet the eligibility requirements for financial holding companies, including that the Corporation and each of its U.S. depository institution subsidiaries remain "well-capitalized" and "well-managed."

A depository institution is considered "well-capitalized" if it satisfies the requirements of the Prompt Corrective Action framework described above. A depository institution is considered "well-managed" if it received a composite rating and management rating of at least "satisfactory" in its most recent examination. If a financial holding company ceases to be well-capitalized and well-managed, the financial holding company must enter into a non-public confidential agreement with the Federal Reserve Board to comply with all applicable capital and management requirements. Until the financial holding company returns to compliance, the Federal Reserve Board may impose limitations or conditions on the conduct of its activities, and the company may not commence any new non-banking financial activities permissible for financial holding companies or acquire a company engaged in such financial activities without prior approval of the Federal Reserve Board. If the company does not timely return to compliance, the Federal Reserve Board may require divestiture of the financial holding company's banking subsidiaries. Bank holding companies and banks must also be well-capitalized and well-managed in order to acquire banks located outside their home state. A financial holding company will also be limited in its ability to commence non-banking financial activities or acquire a company engaged in such financial activities if any of its IDI subsidiaries fails to maintain a "satisfactory" rating under the CRA.

Activities that are "financial in nature" include securities underwriting, dealing and market making, advising mutual funds and investment companies, insurance underwriting and agency, merchant banking, and activities that the Federal Reserve Board, in consultation with the Secretary of the Treasury, determines to be financial in nature or incidental to such financial activity.

"Complementary activities" are activities that the Federal Reserve Board determines upon application to be complementary to a financial activity and that do not pose a safety and soundness issue.

Enforcement Powers of Federal Banking Regulators — The Federal Reserve Board and other U.S. banking agencies have broad enforcement powers with respect to an IDI and its holding company, including the power to (i) impose cease and desist orders, substantial fines and other civil penalties, (ii) terminate deposit insurance, and (iii) appoint a conservator or receiver. Failure to comply with applicable laws or regulations could subject the Corporation or Fulton Bank, as well as their officers and directors, to administrative sanctions and potentially substantial civil and criminal penalties.

In addition, under the BHCA, the Federal Reserve Board has the authority to require a bank holding company to terminate any activity or to relinquish control of a non-bank subsidiary upon the Federal Reserve Board's determination that such activity or control constitutes a serious risk to the financial soundness and stability of a depository institution subsidiary of the bank holding company.

Federal Securities Laws — The Corporation is subject to the periodic reporting, proxy solicitation, tender offer, insider trading, corporate governance and other requirements under the Exchange Act and the rules of the Nasdaq that apply to companies listed on the Nasdaq Global Select Market. Among other things, the federal securities laws require management to issue a report on the effectiveness of its internal controls over financial reporting. In addition, the Corporation's independent registered public accountants are required to issue an opinion on the effectiveness of its internal control over financial reporting. See "Item 8. Financial Statements and Supplementary Data - Report of Independent Registered Public Accounting Firm." Certifications of the Chief Executive Officer and the Chief Financial Officer as required by the Sarbanes-Oxley Act of 2002 and the resulting SEC rules can be found in the *Signatures* and *Exhibits* sections.

## **Item 1A. Risk Factors**

*An investment in our securities involves certain risks, including, among others, the risks described below. In addition to the other information contained in this Annual Report on Form 10-K, you should carefully consider the following risk factors. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occurs, our business, financial condition and results of operations could be materially, adversely affected.*

### **GENERAL ECONOMIC AND MARKET CONDITIONS RISKS**

***Difficult conditions in the economy and the financial markets may materially adversely affect our business, financial condition and results of operations.***

Our financial condition and results of operations are affected by conditions in the economy and the financial markets generally. Our financial performance is highly dependent upon the business environment in the markets where we operate and in the United States as a whole. Unfavorable or uncertain economic and market conditions can be caused by: declines in economic growth, business activity or investor or business confidence; limitations on the availability, or increases in the cost, of credit and capital; changes in the rate of inflation or in interest rates; high unemployment; labor shortages; governmental fiscal and monetary policies; the level of, or changes in, prices of raw materials, goods or commodities; supply chain issues; global economic conditions; immigration policies; trade policies and tariffs affecting other countries as well as retaliatory policies and tariffs by such countries; geopolitical events, including the war between Russia and Ukraine and the ongoing conflict in the Middle East; natural disasters; public health crises, such as epidemics and pandemics; acts of war or terrorism; or a combination of these or other factors.

Specifically, the business environment impacts the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral, if any, securing those loans, as well as demand for loans and other products and services we offer. There continues to be economic uncertainty, including the possibility of a recession resulting from elevated levels of inflation and a higher-for-longer interest rate environment, which could negatively impact the quality of our loan portfolio. As a result, we may have to increase our provision for credit losses, which would negatively impact our results of operations, and could result in charge-offs of a higher percentage of our loans. Unlike large, national institutions, we are not able to spread the risks of unfavorable local economic conditions across a large number of diversified economies and geographic locations. If the communities in which we operate do not grow, or if prevailing economic conditions locally or nationally are unfavorable, our business could be adversely affected. In addition, increased market competition in a lower demand environment could adversely affect our profit potential.

### **INTEREST RATE AND CREDIT RISKS**

***We are subject to interest rate risk.***

We cannot predict or control changes in interest rates. We are affected by fiscal and monetary policies of the federal government, including those of the Federal Reserve Board, many of which affect interest rates charged on loans and paid on deposits.

In a series of actions to combat rising inflation that began in March 2022, the Federal Reserve Board raised the Fed Funds Rate to 5.25% to 5.50% in July 2023. Beginning in September 2024, as inflation moderated toward the Federal Reserve Board's policy objective, the Federal Reserve Board incrementally reduced the Fed Funds Rate to 4.25% to 4.50% as of February 1, 2025. The timing and magnitude of future Fed Funds Rate decreases are uncertain, and increases in Fed Funds Rates are possible.

Changes in monetary policy, including changes in interest rates, influence not only the interest we receive on loans and securities that we invest in and the interest we pay on deposits and borrowings, but such changes could affect our ability to originate loans and obtain deposits, the fair value of financial assets and liabilities, and the average duration of our assets. Net interest income is the difference between interest earned on interest-earning assets and interest paid on interest-bearing liabilities. Net interest income is the most significant component of our net income, accounting for approximately 78% of total revenues in 2024. Changes in market interest rates, in the shape of the yield curve or in spreads between different market interest rates can have a material effect on our net interest margin. The rates on some interest-earning assets, such as loans and investments, and interest-bearing liabilities, such as deposits and borrowings, adjust concurrently with, or within a brief period after, changes in market interest rates, while others adjust only periodically or not at all during their terms. Thus, changes in

market interest rates might, for example, result in a decrease in the interest earned on interest-earning assets that is not accompanied by a corresponding decrease in the interest paid on interest-bearing liabilities, or the decrease in interest paid on interest-bearing liabilities might be at a slower pace, or in a smaller amount, than the decrease in interest earned on interest-earning assets, reducing our net interest income and/or net interest margin. In addition, we are dependent on lower-cost, core deposits as our primary source of funding and changes in interest rates could increase our cost of funding, reduce our net interest margin and/or create liquidity challenges.

We have policies and procedures designed to manage the risks associated with changes in interest rates and actively manage these risks through hedging and other risk mitigation strategies. However, if our assumptions are wrong or overall economic conditions are significantly different than anticipated, our hedging and other risk mitigation strategies may be ineffective and may adversely impact our business, financial condition and results of operations.

An increase in interest rates could also have a negative impact on our results of operations by reducing the ability of borrowers to repay current loan obligations. These circumstances could not only result in increased loan defaults, foreclosures and charge-offs, but also reduce collateral values and necessitate further increases in the ACL.

Changes in interest rates may also affect the average life of loans and certain investment securities, including mortgage-backed securities. Increases in interest rates may extend the average life of fixed rate assets potentially restricting our ability to reinvest in higher yielding alternatives, reduce demand for loans and may result in customers withdrawing their certificates of deposit early. Conversely, decreases in interest rates can result in increased prepayments of loans and certain investment securities, as borrowers or issuers refinance to reduce their borrowing costs. Under those circumstances, we would be subject to reinvestment risk to the extent that we are not able to reinvest the money received from such prepayments at rates that are comparable to the rates on the loans and investment securities that are prepaid.

Changes in interest rates also affect the fair value of interest-earning investment securities. Generally, the value of interest-earning investment securities moves inversely with changes in interest rates. Changes in interest rates can affect the fair value of AFS investment securities, with any unrealized gain or loss reflected as a component of AOCI. As a result of elevated interest rates in recent years, the fair value of our AFS investment securities declined resulting in unrealized losses of approximately \$276 million as of December 31, 2024 and is reflected in AOCI as a reduction to total shareholders' equity. Further increases in interest rates could result in additional unrealized losses on AFS investment securities we hold. Any sale of investment securities with a fair value below amortized cost will result in actual losses, which will adversely affect our results of operations.

We cannot predict the nature or timing of any future changes in fiscal and monetary policies or of changes in interest rates; however, policy or interest rate changes could have a material adverse effect on our business, financial condition and results of operations.

***Changes in interest rates can affect demand for our products and services.***

Movements in interest rates can cause demand for some of our products and services to be cyclical. For example, demand for residential mortgage loans historically has increased during periods when interest rates were declining and historically has decreased during periods when interest rates were rising. As a result, we may need to periodically increase or decrease the size of certain of our product and service offerings, including our personnel, to match increases and decreases in demand and volume. The need to change the scale of our product and service offerings is challenging, and there is often a lag between changes in the interest rate environment and our ability to react to these changes.

***Price fluctuations in securities markets, as well as other market events, such as a disruption in credit and other markets and the abnormal functioning of markets for securities, could have an impact on our results of operations.***

The market value of our securities investments, which include mortgage-backed securities, state and municipal securities and corporate debt securities, are particularly sensitive to price fluctuations and market events. Declines in the values of our securities holdings, combined with adverse changes in the expected cash flows from these investments, could result in impairment.

Our investment management and trust services revenue, which is partially based on the value of the underlying investment portfolios, can also be impacted by fluctuations in the securities markets. If the values of those investment portfolios decrease, whether due to factors influencing U.S. or international securities markets, in general, or otherwise, our non-interest income could be negatively impacted. In addition, our ability to sell our securities brokerage services is dependent, in part, upon

consumers' level of confidence in securities markets. Securities market volatility or other market disruptions may adversely affect our ability to sell our securities brokerage services, which could negatively affect our fee-based non-interest income, and as a result, our results of operations.

***Our loan portfolio composition subjects us to credit risk.***

At December 31, 2024, approximately 65% of our loan portfolio consisted of commercial loans, commercial mortgage loans, and residential and commercial construction loans. Commercial loans, commercial mortgage loans and construction loans generally involve a greater degree of credit risk than residential mortgage loans and consumer loans because these loans are likely to be more sensitive to broader economic factors and conditions. Because payments on these loans often depend on the successful operation and management of borrowers' businesses and properties, repayment of such loans may be affected by factors outside of the borrower's control, including adverse conditions in the real estate markets, adverse economic conditions or changes in governmental regulation. In addition, commercial loans typically have relatively large balances and the deterioration of one or a few of these loans could cause a significant increase in the percentage of non-performing loans. An increase in non-performing loans could result in a loss of earnings from these loans, an increase in the provision for loan losses and an increase in charge-offs, all of which could have a material adverse effect on our business, financial condition and results of operations.

***A significant proportion of our loan portfolio consists of commercial mortgage loans that may pose increased credit risk.***

At December 31, 2024, commercial mortgage loans represented approximately 40% of our loan portfolio. These loans are secured by both owner-occupied and non-owner-occupied commercial real estate. The market for commercial real estate is cyclical and a significant change in the real estate market that results in deterioration in the value of collateral or rental or occupancy rates could adversely affect borrowers' ability to repay loans. For example, the increased prevalence of remote and hybrid working arrangements as a result of COVID-19 has impacted the demand for commercial office space putting pressure on office rental and occupancy rates. In addition, the current elevated level of interest rates may make it more difficult for commercial real estate borrowers to refinance or repay maturing loans and may adversely affect the market value of the underlying real estate. Changes in the real estate market could also affect the value of foreclosed assets. Negative developments in the commercial real estate market could result in an increase in non-performing loans, the need for us to increase the provision for loan losses and an increase in charge-offs, all of which could have a material adverse effect on our business, financial condition and results of operations.

## **LIQUIDITY AND CAPITAL RISKS**

***Changes in interest rates or disruption in liquidity markets may adversely affect our sources of funding.***

We must maintain sufficient sources of liquidity to meet the demands of our depositors and borrowers, support our operations and meet regulatory requirements. Our liquidity management policies and practices emphasize core deposits and repayments and maturities of loans and investments as our primary sources of liquidity. These primary sources of liquidity can be supplemented by FHLB advances, borrowings from the FRB, proceeds from the sales of loans and investment securities and capital raising activities. Secondary sources of liquidity may be more costly to us than funding provided by lower-cost, core deposit account balances having similar maturities. In addition, adverse changes in our financial condition or results of operations, downgrades in our credit ratings, regulatory actions involving us, or changes in regulatory, industry or market conditions could lead to an increase in the cost of these secondary sources of liquidity, the inability to refinance or replace these secondary funding sources as they mature, or the withdrawal of unused borrowing capacity under these secondary funding sources.

We are dependent on customer deposits as our primary source of funding. A substantial majority of our deposits are in non-maturing accounts that customers can withdraw on demand or upon several days' notice. Factors, including competition with bank and non-bank competitors, changes in interest rates, the availability of alternative investment options, customer confidence in the industry and the liquidity needs of deposit customers, can cause fluctuations in both the level and cost of customer deposits. Further, deposits from state and municipal entities, primarily in non-maturing, interest-bearing accounts, are a significant source of deposit funding for us, representing approximately 13% of total deposits at December 31, 2024. State and municipal customers frequently maintain large deposit account balances substantially in excess of the FDIC insurance limit, and these depositors may be more sensitive than other depositors to changes in interest rates. Changes in any of these factors could increase our funding costs, reduce our net interest margin and/or create liquidity challenges.

Additionally, negative news about us or the banking industry in general could negatively impact market and/or customer perceptions of us, which could lead to a loss of depositor confidence and an increase in deposit withdrawals, particularly among those with uninsured deposits. As we and other regional banking organizations experienced in 2023, the failure of other financial institutions may cause deposit outflows as customers spread deposits among several different banks so as to maximize their amount of FDIC insurance, move deposits to banks deemed "too big to fail" or remove deposits from the banking system entirely. At December 31, 2024, approximately 37% of our deposits were uninsured and we are dependent on these deposits for liquidity.

If we are not able to continue to depend primarily on customer deposits to meet our liquidity and funding needs, access secondary, non-deposit funding sources on favorable terms or otherwise fail to manage our liquidity effectively, our ability to continue to grow may be constrained, and our liquidity, operating margins, business, financial condition and results of operations may be materially adversely affected.

***We may need to raise additional capital in the future and such capital may not be available when needed or at all.***

We are required by regulatory agencies to maintain adequate levels of capital. We may need to raise additional capital in the future to meet regulatory or other internal requirements. As a publicly traded company, a likely source of additional funds is the capital markets, accomplished generally through the issuance of equity, both common and preferred stock, and the issuance of debt. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance.

We cannot provide any assurance that access to such capital will be available to us on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers or counterparties participating in the capital markets, may materially and adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. If we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and would then have to compete with those institutions for investors. The inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our business, financial condition or results of operations.

***We are subject to capital adequacy standards, and a failure to meet these standards could adversely affect our financial condition.***

The Corporation and Fulton Bank are each subject to capital adequacy and liquidity rules and other regulatory requirements specifying the minimum amounts and types of capital that must be maintained. From time to time, the regulators implement changes to these regulatory capital adequacy and liquidity guidelines. If we fail to meet these minimum capital and liquidity guidelines and other regulatory requirements, we may be restricted in the types of activities we may conduct and may be prohibited from taking certain capital actions, such as making payments on certain capital instruments, paying executive bonuses or dividends, and repurchasing or redeeming capital securities.

## **RISKS RELATED TO RISK MANAGEMENT**

***We are exposed to many types of operational and other risks, and our framework for managing risks may not be effective in mitigating risk.***

We are exposed to many types of operational risks, including the risk of human error or fraud by employees and other third parties, intentional and inadvertent misrepresentation by loan applicants, borrowers or guarantors, unsatisfactory performance by employees and vendors, clerical and record-keeping errors, operational errors, computer and telecommunications systems malfunctions or failures and reliance on data that may be faulty or incomplete. In an environment characterized by continual, rapid technological change, when we introduce new products and services, or make changes to our information technology systems and processes as we do from time to time, our operational risks are increased. Any of these operational risks could result in the diminished ability to operate one or more of our businesses, financial loss, potential liability to customers, inability to secure insurance, reputational damage and/or regulatory intervention, any or all of which could materially adversely affect us.

Because the nature of the financial services business involves a high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. Our large transaction volume and necessary dependence upon automated systems to record and process these transactions results in the risk that technical flaws, tampering, or manipulation of those automated systems, arising from events wholly or partially beyond our control, and may give rise to

disruption of service to customers and to financial loss or liability. We are also exposed to the risk that our business continuity and data security systems prove to be inadequate.

Furthermore, our risk management framework is subject to inherent limitations, and risks may exist, or develop in the future, that we have not identified or anticipated. Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide reasonable, but not absolute, assurances that the objectives of the controls are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, financial condition or results of operations. See "Item 9A. Controls and Procedures."

***Loss of, or failure to adequately safeguard, confidential or proprietary information may adversely affect our operations, net income or reputation.***

Our business is highly dependent on information systems and technology and the ability to collect, process, transmit and store significant amounts of confidential information on a daily basis. While we perform some of the functions required to operate our business directly, we also rely on third parties for significant business functions, such as processing customer transactions, providing cloud-based infrastructure, software and data storage services, maintaining customer-facing websites, including our online and mobile banking functions, and developing software for new products and services. These relationships require us to allow third parties to access, store, process and transmit customer information. As a result, we may be subject to cybersecurity risks directly, as well as indirectly, through the vendors to whom we outsource business functions and the downstream service providers of those vendors. Cyber threats could result in unauthorized access, loss or destruction of confidential information or customer data; unavailability, degradation or denial of service; introduction of computer viruses or ransomware; and other adverse events causing us to incur additional costs repairing systems, restoring data or adding new personnel or protection technologies. Cyber threats may also subject us to regulatory investigations, litigation or enforcement actions, require the payment of fines, penalties or damages, or undertaking costly remediation efforts with respect to third parties affected by a cybersecurity incident, all or any of which could adversely affect our business, financial condition or results of operations and/or damage our reputation.

Critical infrastructure sectors, including the financial services sector, increasingly have been the targets of cyberattacks. Cyberattacks involving large financial institutions, including denial of service attacks, nation-state cyberattacks, ransomware attacks designed to deny access to key internal resources or systems, and targeted social engineering and email and text message attacks designed to allow unauthorized persons to obtain access to an institution's information systems and data or that of its customers, are becoming more common and increasingly sophisticated. Further, threat actors are increasingly seeking to target vulnerabilities in software systems (and third-party vendors providing those systems) used by large numbers of banking organizations in order to conduct malicious cyber activities.

Like other financial institutions, we experience malicious cyber activity on an ongoing basis directed at our websites, computer systems, software, networks and our users. This malicious activity includes attempts at unauthorized access, implantation of computer viruses or malware, and denial of service attacks. We also experience large volumes of phishing and other forms of social engineering attempted for the purpose of perpetuating fraud against us, our employees or our customers. While, to date, malicious cyber activity, cyberattacks and other information security breaches have not had a material adverse impact on us, risk to our systems remains significant.

Cybersecurity risks for financial institutions also have evolved as a result of the use of cloud computing and new technologies, devices and delivery channels to transmit and store data and conduct financial transactions. The adoption of new products, services and delivery channels contribute to a more complex operating environment, which impacts operational risk and presents the potential for additional structural vulnerabilities.

There can be no assurance that the measures we employ to detect and combat direct or indirect cyber threats will be effective. In addition, because the methods of cyberattacks change frequently or, in some cases, are not recognized until launched, we may be unable to implement effective preventive control measures to proactively address these methods. There can be no assurance that any future third-party vendor data breach would not be material, and if we or a third-party vendor were to experience a cyberattack or information security breach, we could suffer damage to our reputation, productivity losses, response costs associated with investigation and resumption of services, and incur substantial additional expenses, including remediation expenses costs associated with client notification and credit monitoring services, increased insurance premiums, regulatory penalties and fines, and costs associated with civil litigation, any of which could have a materially adverse effect on our business, financial condition, results of operations and reputation. Although we maintain insurance coverage that may, subject

to policy terms and conditions, cover certain aspects of cyber risks, our insurance coverage may be inapplicable or otherwise insufficient to cover any or all losses.

Additionally, account data compromise, malware and ransomware events affecting a broad spectrum of commercial businesses and governmental entities in recent years have resulted in heightened legislative and regulatory focus on privacy, data protection and information security. Changes in laws and regulations may significantly impact our current and planned privacy, data protection and information security-related practices, the collection, use, sharing, retention and safeguarding of consumer and employee information, and current or planned business activities. Compliance with current or future privacy, data protection and information security laws could result in higher compliance and technology costs and could restrict our ability to provide certain products and services that could materially and adversely affect our profitability.

***We are subject to a variety of risks in connection with the origination and sale of loans.***

We originate residential mortgage loans and other loans, such as loans guaranteed, in part, by the SBA, all or portions of which are later sold in the secondary market to government sponsored enterprises or agencies, such as the Federal National Mortgage Association (Fannie Mae) and other non-government sponsored investors. In connection with such sales, we make certain representations and warranties with respect to matters such as the underwriting, origination, documentation or other characteristics of the loans sold. We may be required to repurchase a loan, or to reimburse the purchaser of a loan for any related losses, if it is determined that the loan sold was in violation of representations or warranties made at the time of the sale, and, in some cases, if there is evidence of borrower fraud, in the event of early payment default by the borrower on the loan, or for other reasons. We maintain reserves for potential losses on certain loans sold, however, it is possible that losses incurred in connection with loan repurchases and reimbursement payments may be in excess of any applicable reserves, and we may be required to increase reserves and may sustain additional losses associated with such loan repurchases and reimbursement payments in the future, all of which could have a material adverse effect on our business, financial condition and results of operations.

The sale of residential mortgage loans and other loans in the secondary market serves as a source of non-interest income and liquidity for us and can reduce our exposure to interest rate risk. Efforts to reform government sponsored enterprises and agencies, changes in the types of, or standards for, loans purchased by government sponsored enterprises or agencies and other investors, or our failure to maintain our status as an eligible seller of such loans may limit our ability to sell these loans. Our inability to continue to sell these loans could reduce our non-interest income, limit our ability to originate and fund these loans in the future, and make managing interest rate risk more challenging, any of which could have a material adverse effect on our business, financial condition and results of operations.

***Our operational risks include risks associated with third-party vendors and other financial institutions.***

We rely upon certain third-party vendors to provide products and services necessary to maintain our day-to-day operations, including, notably, responsibility for the core processing system that services Fulton Bank. Accordingly, our operations are exposed to the risk that these vendors might not perform in accordance with applicable contractual arrangements or service level agreements. The failure of an external vendor to perform in accordance with applicable contractual arrangements or service level agreements could be disruptive to our operations and could have a material adverse effect on our business, financial condition or results of operations and/or damage our reputation. Further, third-party vendor risk management continues to be a point of regulatory emphasis. A failure to follow applicable regulatory guidance in this area could expose us to regulatory sanctions.

The commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, execution of transactions or other relationships between the institutions. As a result, concerns about, or a default or threatened default by, one institution could lead to significant market-wide liquidity and credit problems, losses or defaults by other institutions. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with which we interact on a daily basis, and, therefore, could have a material adverse effect on our business, financial condition or results of operations.

Any of these operational or other risks could result in our diminished ability to operate one or more of our businesses, financial loss, potential liability to customers, inability to secure insurance, reputational damage and regulatory intervention and could materially adversely affect our business, financial condition and results of operations.

***Climate change may materially adversely affect our business and results of operations.***

We operate in areas where our business and the activities of our customers could be impacted by the effects of climate change, including increased frequency or severity of storms, hurricanes, floods, droughts, and rising sea levels. These effects can disrupt business operations, damage property, devalue assets and change consumer and business preferences, which may adversely affect borrowers, increase credit risk and reduce demand for our products and services. At this time, we have not experienced material losses from climate change; however, we are aware that its impact may increase in the future. Climate change, its effects and the resulting, unknown impacts could have a material adverse effect on our business, financial condition and results of operations.

We are also susceptible to policy and regulatory changes with respect to banks' climate risk management practices. For instance, the leadership of the federal banking agencies, including the OCC, have emphasized that climate-related risks are faced by banking organizations of all types and sizes. If new regulations or supervisory guidance applicable to us came into effect, our compliance costs and other compliance-related risks would be expected to increase and affect our financial position and results of operations.

**RISKS FROM ACCOUNTING AND OTHER ESTIMATES**

***Our consolidated financial statements are based in part on assumptions and estimates which, if incorrect, could cause unexpected losses in the future.***

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period to prepare these consolidated financial statements in conformity with GAAP. Actual results could differ from these estimates. Material estimates subject to change in the near term include, among other items: the allowance for credit losses; the carrying value of goodwill or other intangible assets; the fair value estimates of certain assets and liabilities; and the realization of deferred tax assets and liabilities. These estimates may be adjusted as more current information becomes available and any adjustment may be significant.

***There are risks resulting from the extensive use of models in our business.***

We rely on quantitative models to measure risks and to estimate certain financial values. We use models in such processes as determining the pricing of various products, measuring interest rate and other market risks, predicting or estimating losses and assessing capital adequacy, as well as to estimate the value of financial instruments and balance sheet items. Our reliance on models continues to increase as rules, guidance, and expectations change. The most recent example of this is the additional models used in the determination of our ACL under CECL. Poorly designed or implemented models present the risk that our business decisions based on information incorporating model output could be adversely affected due to the inaccuracy of that information. Models are often based on historical experience to predict future outcomes, and, as a result, new experiences or events which are not part of historical experience can significantly increase model imprecision and impact model reliability. Model inputs can also include information provided by third parties, such as economic forecasts or macroeconomic variables (unemployment rates, real GDP, etc.) upon which we rely. Some of the decisions that our regulators make, including those related to capital actions, could be affected due to the perception that the quality of the models used to generate the relevant information is insufficient, which could have a negative impact on our ability to take certain actions, including making dividend payments or engaging in share repurchases.

**LEGAL AND REGULATORY COMPLIANCE RISKS**

***We are subject to extensive regulation and supervision and may be adversely affected by changes in, or any failure to comply with laws and regulations.***

Virtually every aspect of our operations is subject to extensive regulation and supervision by federal and state regulatory agencies, including the Federal Reserve Board, OCC, FDIC, CFPB, DOJ, UST, SEC, HUD, DOL, EEOC, state attorneys general and state banking, financial services, securities and insurance regulators. Under this framework, regulatory agencies have broad authority to carry out their supervisory, examination and enforcement responsibilities to address compliance with applicable laws and regulations, including laws and regulations relating to capital adequacy, asset quality, earnings, liquidity, risk management and financial accounting and reporting as well as laws and regulations governing consumer protection, fair lending, privacy, information security and cybersecurity risk management, third-party vendor risk management, AML and sanctions and anti-terrorism laws. Failure to comply with these regulatory requirements, including inadvertent or unintentional

violations, may result in the assessment of fines and penalties, the commencement of informal or formal regulatory enforcement actions against us, or regulatory restrictions on our activities. Failure to comply may also affect our ability to grow through acquisitions, discourage institutional investment managers to invest in our securities, result in reputational damage, or increase our costs of doing business.

The U.S. Congress, state legislatures and federal and state regulatory agencies periodically review banking and other laws, regulations and policies for possible changes. Changes in applicable federal or state laws, regulations or governmental policies, including as a result of changes in U.S. presidential administrations that have different regulatory agendas, may affect us and our business. The effects of such changes are difficult to predict and may produce unintended consequences, like limiting the types of financial services and products we may offer, limiting the fees we may charge, altering demand for existing products and services, increasing the ability of non-banks to offer competing financial services and products, increasing compliance burdens, or otherwise adversely affecting our business, financial condition or results of operations.

The CFPB, established pursuant to the Dodd-Frank Act, has imposed enforcement actions against a variety of bank and non-bank market participants with respect to a number of consumer financial products and services. These enforcement actions have resulted in those participants expending significant time, money and resources to adjust to the initiatives being pursued by the CFPB. These enforcement actions may also serve as precedent for how the CFPB interprets and enforces consumer protection laws, including practices or acts that are deemed to be unfair, deceptive or abusive, with respect to supervised institutions and may result in the imposition of higher standards of compliance with such laws. Other federal financial regulatory agencies, including the OCC, as well as state attorneys general and state banking agencies and other state financial regulators have also been active in this area with respect to institutions over which they have jurisdiction.

Compliance with banking and financial services statutes and regulations also impacts our ability to engage in new activities or to expand existing activities. Federal and state banking agencies possess broad powers to take supervisory actions, as they deem appropriate. These supervisory actions may result in higher capital requirements, higher deposit insurance premiums and limitations on our operations and expansion activities that could have a material adverse effect on our business and profitability. We have dedicated significant time, effort, and expense over time to comply with regulatory and supervisory standards and requirements imposed by our regulators, and we expect that we will continue to do so. If we fail to develop the systems and processes necessary to comply with the standards and requirements imposed by these rules at a reasonable cost, it could have a material adverse effect on our business, financial condition or results of operations.

***From time to time we may be the subject of litigation and governmental or administrative proceedings. Adverse outcomes of any such litigation or proceedings may have a material adverse impact on our business, financial condition and results of operations as well as our reputation.***

Many aspects of our business involve a substantial risk of legal liability. From time to time, we have been named or threatened to be named as a defendant in various lawsuits arising from our business activities and, in some cases, from the activities of companies that we or our subsidiaries acquired. In addition, we are periodically the subject of governmental investigations and other forms of regulatory or governmental inquiry. These lawsuits, investigations, inquiries and other matters could lead to administrative, civil or criminal proceedings, result in adverse judgments, settlements, fines, penalties, restitution, injunctions or other types of sanctions, the need for us to undertake remedial actions, or otherwise alter our business, financial or accounting practices. Substantial legal liability or significant regulatory actions against us could materially adversely affect our business, financial condition and results of operations and cause significant reputational harm.

***Changes in U.S. federal, state or local tax laws may negatively impact our financial performance.***

We are subject to changes in tax laws that could increase our effective tax rate. These law changes may be retroactive to previous periods and, as a result, could negatively affect our current and future financial performance. The Tax Act reduced our federal corporate income tax rate to 21% beginning in 2018. The Tax Act also imposed limitations on our ability to take certain deductions, such as the deduction for FDIC deposit insurance premiums, which partially offset the increase in net income from the lower tax rate. The Inflation Reduction Act of 2022 imposes a 1% excise tax on the value of our shares we repurchase that exceeds \$1 million in the aggregate during any taxable year, subject to certain adjustments.

In addition, a number of the changes to the Tax Code are set to expire at the end of 2025. There is substantial uncertainty concerning whether those expiring provisions will be extended and whether future legislation will further revise the Tax Code. Changes to the Tax Code may affect our business, financial condition and results of operations.

***Regulations relating to privacy, information security, and data protection could increase our costs, affect or limit how we collect and use personal information, and adversely affect our business opportunities.***

We are subject to various federal and state privacy, information security, and data protection laws, such as the GLBA, that among other things require privacy disclosures and maintenance of a robust security program that are increasingly subject to change which could have a significant impact on our current and planned privacy, data protection, and information security-related practices; our collection, use, sharing, retention, and safeguarding of consumer or employee information; disclosures and notifications during a cyber or information security incident; and some of our current or planned business activities. Our regulators also hold us responsible for privacy and data protection obligations performed by our third-party service providers while providing services to us, as well as disclosures and notifications during a cyber or information security incident.

New or changes to existing laws increase our costs of compliance and business operations and could reduce income from certain business initiatives, including increased privacy-related enforcement activity and higher compliance and technology costs, and could restrict our ability to provide certain products and services. Our failure to comply with privacy, data protection, and information security laws could result in potentially significant regulatory or governmental investigations or actions, litigation, fines, sanctions, and damage to our reputation, which could have a material adverse effect on our business, financial condition or results of operations.

## **RISKS RELATED TO STRATEGIC GROWTH**

***We face a variety of risks in connection with completed and potential acquisitions.***

We may from time to time seek to supplement organic growth through acquisitions of banks, branches or other financial businesses or assets. Potential acquisitions are typically subject to regulatory or other approvals, and there can be no assurance that we would be able to obtain any such approvals in a timely manner, without restrictive conditions or at all. Even if required approvals are obtained, acquisitions involve numerous risks, including lower than expected performance, higher than expected costs, difficulties related to integration, diversion of management's attention from other business activities, the potential loss of key employees, changes in relationships with customers, disruption of the operations of the acquired business and our business, exposure to potential asset quality issues and unknown or contingent liabilities of the acquired business and changes in banking or tax laws or regulations that may affect the acquired business.

The success of any future acquisitions we may consummate will depend on, among other things, our ability to realize the expected revenue increases, cost savings, strategic gains, increases in geographic or product presence, and/or other anticipated benefits. If we are not able to successfully achieve these objectives, the anticipated benefits of the subject acquisition may not be realized fully or at all or may take longer to realize than expected and the subject acquisition could have a material adverse effect on our business, financial condition and results of operations.

On September 17, 2024, the FDIC, the OCC and the DOJ, each announced new rules and policy statements impacting their bank merger review processes.

Among these actions, the FDIC approved a final statement of policy on bank merger transactions and the OCC approved a final rule updating the agency's regulations for business combinations involving national banks and federal savings associations. The OCC's final rule modifies its procedures for reviewing bank merger applications under the BMA applications, including the elimination of the expedited bank merger review and the streamlined application procedures. The OCC's final rule also includes as an appendix a policy statement which includes a list of characteristics of a merger transaction that the OCC would consider to be consistent or inconsistent with approval. The FDIC and the OCC take a similar risk-based approach to bank merger transactions, although there are some differences in how the FDIC and the OCC would consider each statutory factor under the BMA. Each agency applies varying levels of enhanced scrutiny to transactions involving or resulting in institutions with \$50 billion or more in total assets. However, Acting FDIC Chairman Travis Hill has indicated the possibility of withdrawing the FDIC's statement of policy, and it is unclear whether the OCC will reconsider its new regulation and policy statement.

In addition, the DOJ withdrew from its 1995 Bank Merger Guidelines and announced that it would consider bank mergers under its 2023 Merger Guidelines, which includes a brief bank merger addendum.

The coordinated agency actions have, for the moment, significantly modified the existing regulatory framework for bank merger transactions such that future proposed bank merger transactions, including those involving us, may be subject to heightened regulatory scrutiny. The extent to which the new U.S. presidential administration will affirmatively encourage each of the agencies to return to a less restrictive approach to bank merger reviews, including possible rescission of modification the recent pronouncements described above, is uncertain at this time. Any enhanced regulatory scrutiny of bank mergers and

acquisitions and revision of the framework for bank merger application review may adversely affect the marketplace for such transactions, could result in our acquisitions in future periods being delayed, impeded or restricted in certain respects and result in new rules that possibly limit the size of financial institutions we may be able to acquire in the future and alter the terms for such transactions.

***Acquisitions may dilute shareholder value.***

Future mergers or acquisitions, if any, may involve cash, debt or equity securities as transaction consideration. Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of our stock's tangible book value and net income per common share may occur in connection with any future transaction. We cannot say with any certainty that we will be able to consummate, or if consummated, successfully integrate any future acquisitions, or that we will not incur disruptions or unexpected expenses in integrating such acquisitions. Furthermore, failure to realize the expected revenue increases, cost savings, strategic gains, increases in geographic or product presence, and/or other anticipated benefits from pending or future acquisitions could have a material adverse effect on our business, financial condition and results of operations.

***If the goodwill that we have recorded or will record in the future in connection with our acquisitions becomes impaired, it could have a negative impact on our results of operations.***

We have supplemented our internal growth with strategic acquisitions of banks, branches and other financial services companies. In the future, we may seek to supplement organic growth through additional acquisitions. If the purchase price of an acquired company exceeds the fair value of the company's net assets, the excess is carried on the acquirer's balance sheet as goodwill. As of December 31, 2024, we had \$553 million of goodwill recorded on our balance sheet. We are required to evaluate goodwill for impairment at least annually. Write-downs of the amount of any impairment, if necessary, are to be charged to earnings in the period in which the impairment occurs. There can be no assurance that future evaluations of goodwill will not result in impairment charges.

***We may not be able to achieve our growth plans.***

Our business plan includes the pursuit of profitable growth. To achieve profitable growth, we may pursue new lines of business or offer new products or services, all of which can involve significant costs, uncertainties and risks. Any new activity we pursue may require a significant investment of time and resources and may not generate the anticipated return on that investment. In addition, we may not be able to effectively implement and manage any new activities. External factors, such as the need to comply with additional regulations, the availability, or introduction, of competitive alternatives in the market, and changes in customer preferences may also impact the successful implementation of any new activity. Any new activity could have a significant impact on the effectiveness of our system of internal controls. Sustainable growth requires that we manage risks by balancing loan and deposit growth at acceptable levels of risk, maintaining adequate liquidity and capital, hiring and retaining qualified employees, and successfully managing the costs and implementation risks with respect to strategic projects and initiatives. If we are not able to adequately identify and manage the risks associated with new activities, our business, financial condition and results of operations could be materially and adversely impacted.

## **RISKS RELATED TO COMPETITION**

***Our ability to attract and retain qualified employees is critical to our success.***

Our employees are our most important resource. Competition for qualified personnel is intense in many areas of the financial services industry. We endeavor to attract talented new employees and retain and motivate our existing employees to assist in executing our growth, acquisition and business strategies. We also seek to retain proven, experienced senior employees augmented from time to time by external hires, to provide continuity of succession of our executive management team. Losses of or changes in our current executive officers or other key personnel, or the inability to recruit and retain qualified personnel in the future, could materially and adversely affect our financial condition and results of operations.

***We face strong competition from financial services companies and other companies that offer banking services, which could materially and adversely affect our business.***

The financial services industry has become even more competitive as a result of legislative, regulatory, and technological changes and continued banking consolidation, which may increase in connection with current economic, market, and political conditions. We face substantial competition in all phases of our operations from a variety of competitors, including national

banks, regional banks, community banks and FinTechs. Many of our competitors offer the same banking services that we offer and our success depends on our ability to adapt our products and services to evolving industry standards and customer preferences. In addition to product and service offerings, we compete based on a number of other factors, including financial and other terms, underwriting standards, technological capabilities, brand, and reputation. Increased competition in our market may result in reduced new loan production and/or decreased deposit balances or less favorable terms on loans and leases and/or deposit accounts. We also face competition from many other types of financial institutions, including without limitation, non-bank specialty lenders, insurance companies, private investment funds, investment banks and other financial intermediaries, and some of these competitors may not be subject to the same regulatory requirements that we are. Many of our competitors have significantly greater resources, established customer bases, more locations, and longer operating histories. Should competition in the financial services industry intensify, our ability to market our products and services may be adversely affected. If we are unable to attract and retain banking customers, we may be unable to grow or maintain the levels of our loans and deposits, and our financial condition and results of operations may be adversely affected as a result. Ultimately, we may not be able to compete successfully against current and future competitors.

***Failure to keep pace with technological change could adversely affect our business.***

The financial services industry experiences continuous technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. The costs of implementing new technology, including personnel, can be high, in both absolute and relative terms, and we may not achieve intended benefits of new technology initiatives. Moreover, the implementation of new technology can expose us to new or increased operational risks. For example, our implementation of certain new technologies, such as those related to artificial intelligence, machine learning and automated decision making, in our business processes may have unintended consequences due to their limitations or our failure to use them effectively. Many of our competitors have substantially greater resources to invest in technological improvements or are technology focused start-ups with internally developed cloud-native systems that offer improved user interfaces and experiences. In addition, new payment, credit and investment and wealth management services developed and offered by non-bank or non-traditional competitors pose an increasing threat to the products and services traditionally provided by financial institutions like us. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers, or effectively deploy new technologies to improve efficiency. In addition, we depend on internal and outsourced technology to support all aspects of our business operations. Interruption or failure of these systems creates a risk of business loss as a result of adverse customer experiences and possible diminishing of our reputation, damage claims or civil fines. Failure to successfully keep pace with technological change affecting the financial services industry or to successfully implement core processing strategies could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

**RISKS RELATED TO AN INVESTMENT IN OUR SECURITIES**

***We are a bank holding company and rely on dividends and other payments from our subsidiaries for substantially all of our revenue and our ability to make dividend payments, distributions and other payments.***

We are a bank holding company, a separate and distinct legal entity from our bank and non-bank subsidiaries, and we depend on the payment of dividends and other payments and distributions from our subsidiaries, principally Fulton Bank, for substantially all of our revenues. As a result, our ability to make dividend payments on our common and preferred stock depends primarily on compliance with applicable federal regulatory requirements and the receipt of dividends and other distributions from our subsidiaries. There are various regulatory and prudential supervisory restrictions, which may change from time to time, that impact the ability of Fulton Bank to pay dividends or make other payments to us. There can be no assurance that Fulton Bank will be able to pay dividends at past levels, or at all, in the future. If we do not receive sufficient cash dividends or are unable to borrow from Fulton Bank, then we may not have sufficient funds to pay dividends to our shareholders, repurchase our common stock or service our debt obligations.

***We may reduce or discontinue the payment of dividends on, or repurchases of, our common stock.***

We have pursued a strategy of capital management under which we have sought to deploy capital through stock repurchases and dividends on our common stock, in a manner that is beneficial to our shareholders. Our shareholders are only entitled to receive such dividends as our Board of Directors may declare out of funds legally available for such payments. We are not required to pay dividends on, or effect repurchases of, our common stock and may reduce or eliminate our common stock

dividend and/or share repurchases in the future. Our ability to pay dividends to our stockholders is subject to the restrictions set forth in Pennsylvania law, by the Federal Reserve, and by certain covenants contained in our subordinated debentures. Notification to the Federal Reserve is also required prior to our declaring and paying a cash dividend to our shareholders during any period in which our quarterly and/or cumulative twelve-month net earnings are insufficient to fund the dividend amount, among other requirements. We may not pay a dividend if the Federal Reserve objects or until such time as we receive approval from the Federal Reserve or we no longer need to provide notice under applicable regulations. In addition, we may be restricted by applicable law or regulation or actions taken by our regulators, now or in the future, from paying dividends to, or repurchasing shares of our common stock from, our shareholders. We cannot provide assurance that we will continue paying dividends on, or repurchase shares of, our common stock at current levels or at all. A reduction or discontinuance of dividends on our common stock or our share repurchases could have a material adverse effect on the market price of our common stock.

**Item 1B. Unresolved Staff Comments**

None.

**Item 1C. Cybersecurity**

The Corporation's cybersecurity risk management program is integrated into our enterprise risk management program and is designed to expeditiously identify, analyze and protect against security threats to its computer systems, software, networks, storage devices and other technology assets. Our management team, with oversight from our Board of Directors, proactively manages the Corporation's cybersecurity risks to avoid or minimize the impacts of attacks by unauthorized parties attempting to obtain access to confidential information, destroy data, disrupt service, sabotage systems or cause other damage. Specifically, the Corporation has appointed a CISO to maintain a comprehensive information security program. Our strategy includes a continuous improvement mindset along with a defense in depth approach to cybersecurity. We utilize industry standards that include the NIST Cybersecurity Framework and the Financial Services Sector Cybersecurity Profile. Our layered security architecture consists of innovative technology to detect, prevent, and mitigate cybersecurity threats. Ongoing proactive analysis of cyber threat intelligence ensures that we are taking the appropriate counter measures to defend against the latest threats. We use monitoring and preventive controls to detect and respond swiftly to data breaches and cyber threats involving our systems. We regularly evaluate our systems and controls and implement upgrades as necessary. We also attempt to reduce our exposure to our vendors' data privacy and cyber incidents by performing initial vendor due diligence that is updated periodically for critical vendors, negotiating service level standards with vendors, negotiating for indemnification from vendors for confidentiality and data breaches, and limiting third-party access to the least privileged level necessary to perform outsourced functions. The additional cost to us of data and cybersecurity monitoring and protection systems and controls includes the cost of hardware and software, third-party technology providers, consulting and forensic testing firms, insurance premium costs, legal fees and the cost of personnel who focus a substantial portion of their responsibilities on data security and cybersecurity.

The Corporation uses an integrated cybersecurity incident response plan ICIRP designed to enable management to respond timely to cybersecurity incidents, coordinate such responses within the Corporation and with our Board of Directors, notify law enforcement and other government agencies, and notify customers and employees. The ICIRP provides a documented framework for identifying and responding to actual or potential cybersecurity incidents, including timely notification of and escalation to the CIRST. The CIRST facilitates coordination across key stakeholders of the Corporation. The Corporation's CISO and key members of management are members of the ICIRP. The Corporation provides the CISO and the information security team with a comprehensive suite of security tools and techniques to protect the confidentiality, integrity and availability of the Corporation's data for the benefit of our customers, employees and shareholders. We periodically engage third-party consultants to assess the effectiveness of our strategy, tools and techniques, and overall information security program. Independent oversight and assurance activities include internal audits, vulnerability assessments and penetration testing. The Corporation's cybersecurity professionals are well-trained on how to protect customer and employee information through ongoing education and awareness initiatives.

The Corporation maintains a third-party risk management program designed to identify, analyze and monitor risks, including cybersecurity risks, associated with vendors and outside service providers. Our vendor risk management team collaborates closely with the information security team to ensure third parties meet certain information security control requirements. Our information security team proactively monitors our internal systems and email gateways for phishing email attacks. Remote connections are also assessed and monitored given a portion of our workforce works remotely.

Our Board of Directors provides direction and oversight over the Corporation's enterprise-wide risk management program, including risks related to cybersecurity. The Risk Committee is responsible for overseeing the Corporation's information security program and execution. The Risk Committee promotes collaboration and cooperation between various elements within the Corporation relative to information security.

Cybersecurity incidents are managed through the ICIRP, which provides direction to management allowing for the timely transfer of information throughout the organization. Our policy requires material incidents to be reported within four business days after an incident is determined to be material with the materiality determination to be completed without unreasonable delay. Management's Disclosure Committee has developed a plan to facilitate making timely determinations as to whether and when incidents should be disclosed. If a material incident occurs, the Corporation will describe in detail the material aspects and nature, scope and timing of the incident, along with the impact to its financial condition and results of operations.

To our knowledge, previous cybersecurity incidents have not materially affected the Corporation, its business strategy, financial condition or results of operation. With regard to the possible impact of future cybersecurity threats or incidents, see "Item 1A. Risk Factors."

## **Item 2. Properties**

The Corporation's financial center properties as of December 31, 2024 totaled 216 financial centers. Of those financial centers, 54 were owned and 162 were leased. Remote service facilities (mainly stand-alone ATMs) are excluded from these totals. The Corporation's headquarters is located in Lancaster, Pennsylvania. The Corporation owns an operations center located in East Petersburg, Pennsylvania.

## **Item 3. Legal Proceedings**

The information presented in the "Legal Proceedings" section of "Note 21 - Commitments and Contingencies" in the Notes to Consolidated Financial Statements is incorporated herein by reference.

## **Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

#### *Common Stock*

As of February 3, 2025, the Corporation had 182.2 million shares of \$2.50 par value common stock outstanding held by approximately 48,603 holders of record. The closing price per share of the Corporation's common stock on February 25, 2025 was \$19.57. The common stock of the Corporation is traded on the Nasdaq Global Select Market under the symbol "FULT".

#### *Restrictions on the Payments of Dividends*

The Corporation is a separate and distinct legal entity from its banking and nonbanking subsidiaries and depends on the payment of dividends from its subsidiaries, principally Fulton Bank, for substantially all of its revenues. As a result, the Corporation's ability to make dividend payments on its common stock depends primarily on compliance with applicable federal regulatory requirements and the receipt of dividends and other distributions from its subsidiaries. There are various regulatory and prudential supervisory restrictions, which may change from time to time, that impact the ability of its banking subsidiary to pay dividends or make other payments to the Corporation. In addition, dividends on the Corporation's common stock may not be declared, paid or set aside for payment unless the full dividends for the immediately preceding dividend payment period for the Corporation's Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A have been declared and paid or declared and a sum sufficient for the payment thereof has been set aside. For additional information regarding the regulatory restrictions applicable to the Corporation and its subsidiaries, see "Supervision and Regulation," in "Item 1. Business;" "Item 1A. Risk Factors" - *We are a bank holding company and rely on dividends and other payments from our subsidiaries for substantially all of our revenue and our ability to make dividend payments, distributions and other payments;*" and "Note 12 - Regulatory Matters," in the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

#### *Securities Authorized for Issuance under Equity Compensation Plans*

The following table provides information about options outstanding under the Corporation's Employee Equity Plan and the number of securities remaining available for future issuance under the Employee Equity Plan, the Directors' Plan and the ESPP as of December 31, 2024:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup></b>	<b>Weighted-average exercise price of outstanding, options, warrants and rights <sup>(2)</sup></b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column) <sup>(3)</sup></b>
Equity compensation plans approved by security holders	2,702,997	\$ 12.61	5,030,550
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>2,702,997</b>	<b>\$ 12.61</b>	<b>5,030,550</b>

(1) The number of securities to be issued upon exercise of outstanding options, warrants and rights includes: (i) 1,094,846 PSUs, which is the target number of PSUs that are payable under the Employee Equity Plan, though no shares will be issued until achievement of applicable performance goals, (ii) 1,315,836 time-vested RSUs granted under the Employee Equity Plan and (iii) 292,315 time-vested RSUs granted under the Directors' Plan.

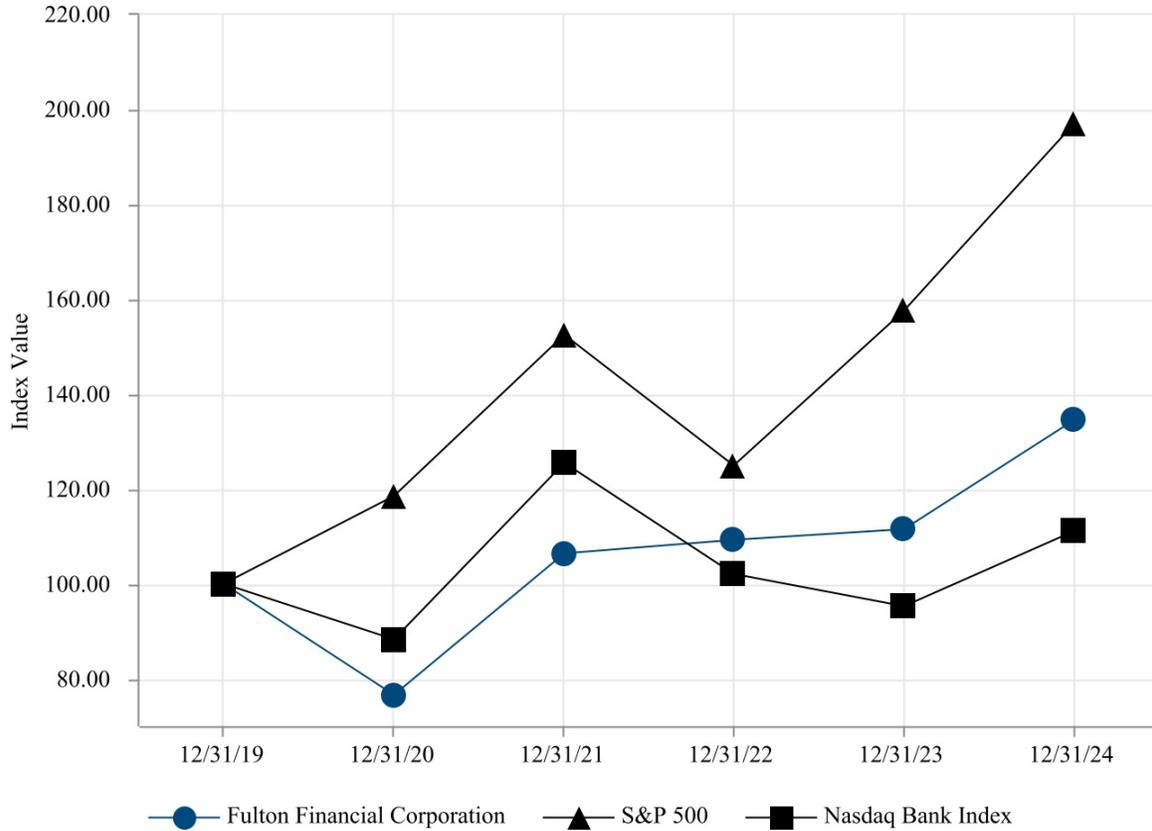
(2) The weighted-average exercise price of outstanding warrants and rights does not take into account outstanding PSUs and RSUs granted under the Employee Equity Plan and the Directors' Plan.

(3) Consists of: (i) 3,839,493 shares that may be awarded under the Employee Equity Plan, (ii) 325,059 shares that may be awarded under the Directors' Plan and (iii) 865,998 shares that may be purchased under the ESPP. Excludes accrued purchase rights under the ESPP as of December 31, 2024 as the number of shares to be purchased is indeterminable until the shares are issued.

*Performance Graph*

The following graph shows cumulative total shareholder return (i.e., price change, plus reinvestment of dividends) on the common stock of the Corporation during the five-year period ended December 31, 2024, compared with (1) the Nasdaq Bank Index and (2) the S&P 500. The graph is not indicative of future price performance.

The graph below is furnished under this Part II, Item 5 of this Annual Report on Form 10-K and shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act.



Index	Year Ending December 31					
	2019	2020	2021	2022	2023	2024
Fulton Financial Corporation	\$ 100.00	\$ 76.52	\$ 106.37	\$ 109.15	\$ 111.42	\$ 134.46
S&P 500	\$ 100.00	\$ 118.40	\$ 152.39	\$ 124.79	\$ 157.59	\$ 197.02
Nasdaq Bank Index	\$ 100.00	\$ 88.19	\$ 125.45	\$ 102.00	\$ 95.17	\$ 111.09

*Issuer Purchases of Equity Securities*

There were no repurchases of our common stock during the fourth quarter of 2024.

During 2024, 1.9 million shares were repurchased at a total cost of \$30.3 million, or \$15.69 per share, under the 2024 Repurchase Program.

On December 17, 2024, the Corporation announced that its Board of Directors approved the 2025 Repurchase Program. The 2025 Repurchase Program will expire on December 31, 2025. Under the 2025 Repurchase Program, the Corporation is authorized to repurchase up to \$125.0 million of shares of its common stock. Under this authorization, up to \$25.0 million of the \$125 million authorization may be used to repurchase the Corporation's Preferred Stock through December 31, 2025.

As permitted by securities laws and other legal requirements and subject to market conditions and other factors, purchases may be made from time to time under the 2025 Repurchase Program in open market or privately negotiated transactions, including without limitation, through accelerated share repurchase transactions. The 2025 Repurchase Program may be discontinued at any time.

## Item 6. [Reserved]

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion relates to the Corporation, a financial holding company registered under the BHCA and incorporated under the laws of the Commonwealth of Pennsylvania, and its wholly-owned subsidiaries. Management's Discussion should be read in conjunction with the Consolidated Financial Statements and other financial information presented in this Annual Report on Form 10-K.

### OVERVIEW

The Corporation is a financial holding company, which, through its wholly-owned banking subsidiary, provides a full range of consumer and commercial financial services in Pennsylvania, Delaware, Maryland, New Jersey and Virginia.

The Corporation generates the majority of its revenue through net interest income, or the difference between interest earned on loans and investments and interest paid on deposits and borrowings. Growth in net interest income is dependent upon balance sheet growth and maintaining or increasing the NIM, which is FTE net interest income as a percentage of average interest-earning assets. The Corporation also generates revenue through fees earned on the various services and products offered to its customers and through gains on sales of assets, such as loans, investments and properties. Offsetting these revenue sources are provisions for credit losses on loans and OBS credit risks, non-interest expenses and income taxes.

The following table presents a summary of the Corporation's earnings and selected performance ratios:

	2024	2023	2022
	(dollars in thousands, except per share)		
Net income	\$ 288,743	\$ 284,280	\$ 286,981
Net income available to common shareholders	\$ 278,495	\$ 274,032	\$ 276,733
Net income available to common shareholders per share (diluted)	\$ 1.57	\$ 1.64	\$ 1.67
Operating net income available to common shareholders per share <sup>(1)</sup>	\$ 1.85	\$ 1.71	\$ 1.76
Return on average assets	0.95 %	1.04 %	1.10 %
Operating return on average assets <sup>(1)</sup>	1.11 %	1.08 %	1.16 %
Return on average common shareholders' equity	9.83 %	11.24 %	11.69 %
Operating return on average common shareholders' equity (tangible) <sup>(1)</sup>	14.81 %	15.21 %	16.08 %
Net interest margin <sup>(2)</sup>	3.42 %	3.42 %	3.27 %
Efficiency ratio <sup>(1)</sup>	60.8 %	60.5 %	60.5 %
Non-performing assets to total assets	0.69 %	0.56 %	0.66 %
Net charge-offs to average loans, annualized	0.19 %	0.14 %	0.04 %

<sup>(1)</sup> Ratio represents a financial measure derived by methods other than GAAP. See reconciliation of this non-GAAP financial measure to the most directly comparable GAAP measure under the "Supplemental Reporting of Non-GAAP Based Financial Measures" section of Management's Discussion.

<sup>(2)</sup> Presented on a FTE basis using a 21% federal tax rate and statutory interest expense disallowances.

### Acquisition of Substantially all of the Assets and Assumption of Substantially all of the Deposits and Certain Liabilities of Republic First Bank from the FDIC

On the Acquisition Date, Fulton Bank acquired substantially all of the assets and assumed substantially all of the deposits and certain liabilities of Republic First Bank from the FDIC, as receiver for Republic First Bank. As part of the Republic First Transaction, the Bank acquired approximately \$4.8 billion of assets of Republic First Bank and assumed approximately \$5.6 billion of liabilities of Republic First Bank. The Bank received approximately \$0.8 billion of cash from the FDIC in connection with the Republic First Transaction.

As a result of the Republic First Transaction, the Bank enhanced its presence in Philadelphia, Pennsylvania and New Jersey.

In connection with the Republic First Transaction, Fulton Bank made a \$5.0 million donation to the Fulton Forward Foundation to provide additional impact grants to nonprofit community organizations across the region that share the Bank's vision of advancing economic empowerment, particularly in underserved communities.

During the fourth quarter of 2024, as part of the Bank's Republic First Transaction integration, the Corporation closed 13 of the Bank's financial center locations and consolidated the operations of those locations into nearby financial center locations operated by the Bank. The premises and equipment of the 13 locations included five locations owned by the Bank and eight locations leased by the Bank. The Corporation recorded pre-tax costs of approximately \$9.8 million reflected in acquisition-related expenses in the Consolidated Statements of Income for the year ended December 31, 2024, consisting of write-offs of premises and equipment and related expenses, severance expenses and lease termination charges.

See "Note 2 - Business Combinations" in the Notes to Consolidated Financial Statements in Part 1, "Item 1. Financial Statements."

#### Common Stock Offering

On May 1, 2024, the Corporation completed its underwritten public offering of 19,166,667 shares of its common stock at a price to the public of \$15.00 per share, before underwriting discounts. The net proceeds to the Corporation from the offering after deducting underwriting discounts and transaction expenses were approximately \$272.6 million.

#### Sale-Leaseback Transaction

On May 10, 2024, the Bank and Fulton Financial Realty Company, a wholly owned subsidiary of the Corporation, entered into the Sale-Leaseback Transaction and received an aggregate cash purchase price of \$55.4 million. The Bank leased each of the locations sold in the Sale-Leaseback Transaction for an initial term of 15 years, with the option to extend the term of each for up to three successive terms of up to five years each. The Corporation recorded a pre-tax gain, after deduction of transaction-related expenses, of approximately \$20.3 million in connection with the Sale-Leaseback Transaction during the second quarter of 2024. See "Note 18 - Leases" in the Notes to Consolidated Financial Statements in "Item 1. Financial Statements."

#### Securities Restructuring

In May 2024, the Corporation sold approximately \$345.7 million AFS securities and recorded a pre-tax loss of \$20.3 million during the second quarter of 2024. The proceeds from the sale were reinvested into higher-yielding securities of a similar type and similar duration.

#### Borrowings

In November 2024, the Corporation retired \$168.8 million of subordinated notes issued in November 2014 and June 2015 which matured on November 15, 2024. See "Note 10 - Borrowings" in the Notes to Consolidated Financial Statements in "Item 1. Financial Statements."

#### Financial Highlights

*Net Income Available to Common Shareholders and Net Income Per Share* - Net income available to common shareholders was \$278.5 million for the year ended December 31, 2024, a \$4.5 million increase compared to \$274.0 million in 2023. Net income available to common shareholders per diluted share was \$1.57 for the year ended December 31, 2024, a \$0.07 decrease compared to \$1.64 in 2023.

#### Year Ended December 31, 2024 Results were Impacted by the Following Items:

- Preliminary gain on acquisition of \$37.0 million (net of tax).
- CDI of \$92.6 million in connection with the Republic First Transaction resulting in intangible amortization expense of \$15.7 million.
- Provision for credit losses of \$23.4 million related to non-PCD Loans acquired in the Republic First Transaction.
- Acquisition-related expenses of \$37.6 million.
- FultonFirst implementation and asset disposal costs of \$32.0 million.

In the fourth quarter of 2024, in connection with the FultonFirst initiative, the Corporation recorded pre-tax costs of \$8.5 million in connection with the Corporation's plan to consolidate 15 financial centers in early 2025. The pre-tax costs of \$8.5

million consisted of write-offs of premises and equipment and related expenses, severance expenses and lease termination charges.

### Supplemental Reporting of Non-GAAP Based Financial Measures

This Annual Report on Form 10-K contains supplemental financial information, as detailed below, that has been derived by methods other than GAAP. The Corporation has presented these non-GAAP financial measures because it believes that these measures provide useful and comparative information to assess trends in the Corporation's results of operations. Presentation of these non-GAAP financial measures is consistent with how the Corporation evaluates its performance internally and these non-GAAP financial measures are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the Corporation's industry. Management believes that these non-GAAP financial measures, in addition to GAAP measures, are also useful to investors to evaluate the Corporation's results. Investors should recognize that the Corporation's presentation of these non-GAAP financial measures might not be comparable to similarly-titled measures of other companies. These non-GAAP financial measures should not be considered a substitute for GAAP basis measures, and the Corporation strongly encourages a review of its consolidated financial statements in their entirety.

Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP measure follow:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	(dollars in thousands, except per share data)		
<b><u>Operating net income available to common shareholders</u></b>			
Net income available to common shareholders	\$ 278,495	\$ 274,032	\$ 276,733
Less: Other revenue	(1,805)	1,855	—
Less: Gain on acquisition, net of tax	(36,996)	—	—
Plus: Loss on securities restructuring	20,282	—	—
Plus: Core deposit intangible amortization	17,307	2,308	1,029
Plus: Acquisition-related expense	37,635	—	10,328
Plus: CECL Day 1 Provision	23,444	—	7,954
Plus: FDIC special assessment	940	6,494	—
Less: Gain on Sale-Leaseback Transaction	(20,266)	—	—
Plus: FultonFirst implementation and asset disposals	32,038	3,197	—
Less: Tax impact of adjustments	(23,011)	(2,909)	(4,055)
Operating net income available to common shareholders (numerator)	<u>\$ 328,063</u>	<u>\$ 284,977</u>	<u>\$ 291,989</u>
Weighted average shares (diluted) (denominator)	<u>177,223</u>	<u>166,769</u>	<u>165,472</u>
<i>Operating net income available to common shareholders, per share (diluted)</i>	<u>\$ 1.85</u>	<u>\$ 1.71</u>	<u>\$ 1.76</u>

	2024	2023	2022
	(dollars in thousands)		
<b><u>Operating return on average assets</u></b>			
Net income	\$ 288,743	\$ 284,280	\$ 286,981
Plus: Other revenue	(1,805)	1,855	—
Less: Gain on acquisition, net of tax	(36,996)	—	—
Plus: Loss on securities restructuring	20,282	—	—
Plus: Core deposit intangible amortization	17,307	2,308	1,029
Plus: Acquisition-related expense	37,635	—	10,328
Plus: CECL Day 1 Provision	23,444	—	7,954
Plus: FDIC special assessment	940	6,494	—
Less: Gain on Sale-Leaseback Transaction	(20,266)	—	—
Plus: FultonFirst implementation and asset disposals	32,038	3,197	—
Less: Tax impact of adjustments	(23,011)	(2,909)	(4,055)
Operating net income (numerator)	<u>\$ 338,311</u>	<u>\$ 295,225</u>	<u>\$ 302,237</u>
Total average assets	\$ 30,473,130	\$ 27,229,704	\$ 25,971,484
Less: Average net core deposit intangible	(61,810)	(5,996)	(3,915)
Total average operating assets (denominator)	<u>\$ 30,411,320</u>	<u>\$ 27,223,708</u>	<u>\$ 25,967,569</u>
<i>Operating return on average assets</i>	<u>1.11 %</u>	<u>1.08 %</u>	<u>1.16 %</u>
<b><u>Operating return on average common shareholders' equity (tangible)</u></b>			
Net income available to common shareholders	\$ 278,495	\$ 274,032	\$ 276,733
Plus: Other revenue	(1,805)	1,855	—
Less: Gain on acquisition, net of tax	(36,996)	—	—
Plus: Loss on securities restructuring	20,282	—	—
Plus: Intangible amortization	17,830	2,944	1,731
Plus: Acquisition-related expense	37,635	—	10,328
Plus: CECL Day 1 Provision	23,444	—	7,954
Plus: FDIC special assessment	940	6,494	—
Less: Gain on Sale-Leaseback Transaction	(20,266)	—	—
Plus: FultonFirst implementation and asset disposals	32,038	3,197	—
Less: Tax impact of adjustments	(23,121)	(3,043)	(4,203)
Adjusted net income available to common shareholders (numerator)	<u>\$ 328,476</u>	<u>\$ 285,479</u>	<u>\$ 292,543</u>
Average shareholders' equity	\$ 3,025,642	\$ 2,631,249	\$ 2,560,323
Less: Average goodwill and intangible assets	(615,156)	(561,858)	(548,102)
Less: Average preferred stock	(192,878)	(192,878)	(192,878)
Average tangible common shareholders' equity (denominator)	<u>\$ 2,217,608</u>	<u>\$ 1,876,513</u>	<u>\$ 1,819,343</u>
<i>Return on average common shareholders' equity (tangible)</i>	<u>14.81 %</u>	<u>15.21 %</u>	<u>16.08 %</u>

	2024	2023	2022
	(dollars in thousands)		
<b>Efficiency ratio</b>			
Non-interest expense	\$ 819,791	\$ 679,207	\$ 633,728
Less: Amortization of tax credit investments	—	—	(2,783)
Less: Intangible amortization	(17,830)	(2,944)	(1,731)
Less: Acquisition-related expense	(37,635)	—	(10,328)
Less: Debt extinguishment gain (cost)	—	720	—
Less: FDIC special assessment	(940)	(6,494)	—
Less: Gain on Sale-Leaseback Transaction	20,266	—	—
Less: FultonFirst implementation and asset disposals	(32,038)	(3,197)	—
Non-interest expense (numerator)	<u>\$ 751,614</u>	<u>\$ 667,292</u>	<u>\$ 618,886</u>
Net interest income	\$ 960,325	\$ 854,286	\$ 781,634
Tax equivalent adjustment	17,915	17,811	14,995
Plus: Total non-interest income	275,731	227,678	227,130
Plus: Other revenue	(1,805)	1,855	—
Less: Gain on acquisition, net of tax	(36,996)	—	—
Plus: Investment securities losses (gains), net	20,283	733	27
Total revenue (denominator)	<u>\$ 1,235,453</u>	<u>\$ 1,102,363</u>	<u>\$ 1,023,786</u>
<i>Efficiency ratio</i>	<u>60.8 %</u>	<u>60.5 %</u>	<u>60.5 %</u>

## **CRITICAL ACCOUNTING POLICIES**

The following is a summary of those accounting policies that the Corporation considers to be most important to the presentation of its financial condition and results of operations, because they require management's most difficult judgments as a result of the need to make estimates about the effects of matters that are inherently uncertain. See additional information regarding these critical accounting policies in "Note 1 - Summary of Significant Accounting Policies," in the Notes to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

**Allowance for Credit Losses** - The ACL is based on estimated losses over the remaining expected life of loans. Management's determination of the appropriateness of the reserve is based on periodic evaluations of the loan portfolio, lending-related commitments, current and forecasted economic factors and other relevant factors.

**Loans Evaluated Collectively:** Loans evaluated collectively for expected credit losses include all accruing loans and non-accrual loans where the total commitment amount is less than \$1 million. In determining the ACL, the Corporation uses three inputs to model the estimate. These inputs are the PD rate which estimates the likelihood that a borrower will be unable to meet its debt obligations, the LGD rate which estimates the percentage of an asset that is lost if a borrower defaults, and the EAD balance which estimates the gross exposure under a facility upon default. The PD models were developed based on historical default data. Both internal and external variables are evaluated in the process. The main internal variables are risk rating or delinquency history and indicators of default. The external variables are economic variables obtained from third-party forecasts.

The PD models are transition matrix models that utilize historical credit observations and incorporate economic forecasts to project future default rates using a linear regression methodology for each loan segment. The LGD model uses a vintage loss approach that estimates LGD rates based on the bank's historical loss experience for each loan segment. The EAD incorporates a prepayment rate and applies the PD rates to estimate the projected exposure at default across the life of each loan. The ACL is calculated by applying the LGD to the EAD at each period across the life of each loan.

The ACL incorporates the Corporation's historical credit observations, current conditions, and reasonable and supportable forecasts that are based on the projected performance of specific economic variables that are statistically correlated with historical PD rates. The reasonable and supportable forecast extends to 24 months and reverts back to an average PD rate using a straight-line reversion methodology over a 12 month period.

The ACL is highly sensitive to the economic forecasts used to develop the reserve. As such, the calculation of the ACL is inherently subjective and requires management to exercise judgment.

The ACL may include qualitative adjustments intended to capture the impact of uncertainties not reflected in the quantitative models. In determining qualitative adjustments, management considers changes in national, regional, and local economic and business conditions and their impact on the lending environment, including underwriting standards and other factors affecting credit losses over the remaining life of each loan.

The ACL for loans was \$379.2 million and \$293.4 million on December 31, 2024 and December 31, 2023, respectively. The increase of \$85.8 million was primarily a result of the Republic First Transaction, which included \$54.6 million for PCD Loans and \$23.4 million recorded through the provision for credit losses at the Acquisition Date for non-PCD Loans.

The Corporation performs loan loss sensitivity analysis on a quarterly basis to determine the impact of varying economic conditions based on third-party forecasts. Our sensitivity analysis does not represent management's view of expected credit losses at the balance sheet date. One scenario identified includes a highly adverse economic environment. This scenario resulted in a hypothetical increase to the ACL of approximately \$39.5 million.

For further discussion of the methodology used in the determination of the ACL, refer to Note 1, "Summary of Significant Accounting Policies" in the Notes to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

**Income Taxes** - Income tax expense is based upon income before taxes, adjusted for the effect of certain tax-exempt income, non-deductible expenses and credits. In addition, certain items of income and expense are reported in different periods for financial reporting and tax return purposes. The tax effects of these temporary differences are recognized currently in the deferred income tax provision or benefit. DTAs or deferred tax liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using the applicable enacted marginal tax rate.

The Corporation must also evaluate the likelihood that DTAs will be recovered through future taxable income. If any such assets are determined to be more likely than not unrecoverable, then a valuation allowance must be recognized. The assessment of the carrying value of DTAs is based on certain assumptions, the changes of which could have a material impact on the Corporation's consolidated financial statements.

On a periodic basis, the Corporation evaluates its income tax expense based on tax laws, regulations and financial reporting considerations and records adjustments as appropriate. Recognition and measurement of tax positions is based upon management's evaluations of current taxing authorities' examinations of the Corporation's tax returns, recent positions taken by the taxing authorities on similar transactions and the overall tax environment.

Income tax expense was \$55.9 million and \$64.4 million for the years ended December 31, 2024 and December 31, 2023, respectively.

### **Recently Issued Accounting Standards**

For a description of accounting standards recently issued, but not yet adopted by the Corporation, see "Recently Issued Accounting Standards," in "Note 1 - Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data."

## RESULTS OF OPERATIONS

### Net Interest Income

FTE net interest income was \$978.2 million for the year ended December 31, 2024, an increase of \$106.1 million, compared to \$872.1 million for the same period in 2023. For the twelve months ended December 31, 2024 and December 31, 2023, NIM was 3.42%. The Corporation manages the risk associated with changes in interest rates through the techniques described within Item "7A. Quantitative and Qualitative Disclosures About Market Risk." The following table provides a comparative average balance sheet and net interest income analysis for 2024 compared to 2023 and 2022. Interest income and yields are presented on an FTE basis using a 21% federal tax rate as well as statutory interest expense disallowances. The discussion following this table is based on these tax-equivalent amounts.

	2024			2023			2022		
	Average Balance	Interest <sup>(1)</sup>	Yield/Rate	Average Balance	Interest <sup>(1)</sup>	Yield/Rate	Average Balance	Interest <sup>(1)</sup>	Yield/Rate
(dollars in thousands)									
<b>ASSETS</b>									
Interest-earning assets:									
Net loans <sup>(2)</sup>	\$ 23,145,114	\$ 1,406,216	6.08 %	\$ 20,929,302	\$ 1,166,376	5.57 %	\$ 19,152,740	\$ 765,603	4.00 %
Investment securities <sup>(3)</sup>	4,486,726	143,317	3.19	4,210,010	109,325	2.59	4,364,627	106,115	2.43
Other interest-earning assets	962,971	50,578	5.25	387,360	15,346	3.96	829,705	8,115	0.98
Total interest-earning assets	28,594,811	1,600,111	5.60	25,526,672	1,291,047	5.06	24,347,072	879,833	3.61
Noninterest-earning assets:									
Cash and due from banks	295,156			215,649			156,050		
Premises and equipment	197,823			219,315			220,982		
Other assets	1,761,083			1,553,284			1,505,277		
Less: ACL - loans <sup>(4)</sup>	(375,743)			(285,216)			(257,897)		
Total Assets	\$ 30,473,130			\$ 27,229,704			\$ 25,971,484		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>									
Interest-bearing liabilities:									
Demand deposits	\$ 7,049,915	\$ 128,969	1.83 %	\$ 5,582,930	\$ 62,494	1.12 %	\$ 5,593,942	\$ 8,219	0.15 %
Savings and money market deposits	7,364,106	180,455	2.45	6,616,087	122,340	1.85	6,458,165	16,642	0.26
Brokered deposits	981,060	51,691	5.27	847,795	43,635	5.15	262,359	4,097	1.56
Time deposits	3,747,029	160,744	4.29	2,170,245	63,735	2.94	1,617,804	14,871	0.92
Total interest-bearing deposits	19,142,110	521,859	2.73	15,217,057	292,204	1.92	13,932,270	43,829	0.31
Borrowings and other interest-bearing liabilities	2,280,382	100,012	4.39	2,771,330	126,746	4.54	1,358,357	39,375	2.89
Total interest-bearing liabilities	21,422,492	621,871	2.90	17,988,387	418,950	2.32	15,290,627	83,204	0.54
Noninterest-bearing liabilities:									
Demand deposits	5,394,518			5,939,799			7,522,304		
Other liabilities	630,478			670,269			598,230		
Total Liabilities	27,447,488			24,598,455			23,411,161		
Shareholders' equity	3,025,642			2,631,249			2,560,323		
Total Liabilities and Shareholders' Equity	\$ 30,473,130			\$ 27,229,704			\$ 25,971,484		
Net interest income/net interest margin (FTE)		978,240	3.42 %		872,097	3.42 %		796,629	3.27 %
Tax equivalent adjustment		(17,915)			(17,811)			(14,995)	
Net interest income		\$ 960,325			\$ 854,286			\$ 781,634	

<sup>(1)</sup> Presented on a fully taxable-equivalent basis using a 21% federal tax rate and statutory interest expense disallowances.

<sup>(2)</sup> Average balances include non-performing loans.

<sup>(3)</sup> Average balances include amortized historical cost for AFS securities; the related unrealized holding gains (losses) are included in other assets.

<sup>(4)</sup> ACL - loans relates to the ACL specifically for net loans and does not include the ACL for OBS credit exposures, which is included in other liabilities.

Comparison of 2024 to 2023

The following table summarizes the changes in FTE interest income and interest expense resulting from changes in average balances (volumes) and changes in yields and rates:

	2024 versus 2023 Increase (decrease) due to change in		
	Volume	Yield/Rate	Net
(dollars in thousands)			
FTE interest income on:			
Net loans <sup>(1)</sup>	\$ 128,611	\$ 111,229	\$ 239,840
Investment securities	7,513	26,479	33,992
Other interest-earning assets	28,897	6,335	35,232
<i>Total FTE interest income</i>	<u>\$ 165,021</u>	<u>\$ 144,043</u>	<u>\$ 309,064</u>
Interest expense on:			
Demand deposits	\$ 19,480	\$ 46,995	\$ 66,475
Savings and money market deposits	15,022	43,093	58,115
Brokered deposits	7,016	1,040	8,056
Time deposits	59,441	37,568	97,009
Borrowings and other interest-bearing liabilities	(22,532)	(4,202)	(26,734)
<i>Total interest expense</i>	<u>\$ 78,427</u>	<u>\$ 124,494</u>	<u>\$ 202,921</u>

<sup>(1)</sup> Average balance includes non-performing loans.

Note: Changes which are partially attributable to both volume and rate are allocated to the volume and rate components presented above based on the percentage of the direct changes that are attributable to each component.

Compared to 2023, FTE total interest income for 2024 increased \$309.1 million due to increases of \$144.0 million attributable to changes in yield and \$165.0 million attributable to changes in volume. The increase due to changes in yield was largely due to an increase in net loans. The increase due to changes in volume was due to an increase in average net loans.

The yield on average interest-earning assets increased 54 bps in 2024 compared to 2023.

In 2024, interest expense increased \$202.9 million compared to 2023, primarily driven by an increase in rate on interest-bearing liabilities resulting in a \$124.5 million increase in interest expense. The increase in interest expense attributable to rate was driven by increases in interest-bearing demand deposits, savings and money market deposits and time deposits. The increase in interest expense attributable to volume was \$78.4 million primarily driven by increases in time deposits, interest-bearing demand deposits and savings and money market deposits, partially offset by a decrease in borrowings and other interest-bearing liabilities.

The rate on average interest-bearing liabilities increased 58 bps in 2024 compared to 2023.

Average loans and average FTE yields, by type, are summarized in the following table:

	2024		2023		Increase (Decrease)	
	Balance	Yield	Balance	Yield	\$	%
(dollars in thousands)						
Real estate - commercial mortgage	\$ 9,052,738	6.51 %	\$ 7,876,076	5.97 %	\$ 1,176,662	14.9 %
Commercial and industrial	4,779,254	6.67	4,596,742	6.27	182,512	4.0
Real estate - residential mortgage	5,925,708	4.31	5,079,739	3.76	845,969	16.7
Real estate - home equity	1,060,520	7.43	1,060,396	6.95	124	—
Real estate - construction	1,275,562	7.61	1,247,336	6.81	28,226	2.3
Consumer	725,308	6.67	748,089	5.94	(22,781)	(3.0)
Leases and other loans <sup>(1)</sup>	326,024	5.77	320,924	4.37	5,100	1.6
<i>Total loans</i>	<u>\$ 23,145,114</u>	<u>6.08 %</u>	<u>\$ 20,929,302</u>	<u>5.57 %</u>	<u>\$ 2,215,812</u>	<u>10.6 %</u>

<sup>(1)</sup> Consists of equipment lease financing, overdrafts and net origination fees and costs.

During 2024, average net loans increased \$2.2 billion, or 10.6%, compared to 2023. The increase in average net loans was primarily due to approximately \$2.4 billion of total loans acquired in the Republic First Transaction and outstanding as of December 31, 2024. Overall, the increase in average net loans was largely driven by increases in average commercial mortgage loans, average residential mortgage loans and average commercial and industrial loans of \$1.2 billion, \$846.0 million and \$182.5 million, respectively. The yield on total loans increased 51 bps to 6.08% in 2024 compared to 5.57% in 2023.

Average deposits and interest rates, by type, are summarized in the following table:

	2024		2023		Increase (Decrease)	
	Balance	Rate	Balance	Rate	\$	%
	(dollars in thousands)					
Noninterest-bearing demand	\$ 5,394,518	— %	\$ 5,939,799	— %	\$ (545,281)	(9.2)%
Interest-bearing demand	7,049,915	1.83	5,582,930	1.12	1,466,985	26.3
Savings and money market deposits	7,364,106	2.45	6,616,087	1.85	748,019	11.3
<i>Total demand deposits and savings and money market deposits</i>	<b>19,808,539</b>	<b>1.56</b>	18,138,816	1.02	1,669,723	9.2
Brokered deposits	981,060	5.27	847,795	5.15	133,265	15.7
Time deposits	3,747,029	4.29	2,170,245	2.94	1,576,784	72.7
<i>Total deposits</i>	<b>\$ 24,536,628</b>	<b>2.13 %</b>	\$ 21,156,856	1.38 %	\$ 3,379,772	16.0 %

The cost of total deposits increased 75 bps to 2.13% in 2024 compared to 1.38% in 2023, primarily due to rising interest rates and a change in mix of deposits. Average deposits increased \$3.4 billion, or 16.0%, compared to 2023. The increase in average total deposits was primarily due to approximately \$3.7 billion of total deposits assumed in the Republic First Transaction and outstanding as of December 31, 2024. The increase in average deposits occurred primarily in average time deposits, average interest-bearing demand deposits and average savings and money market deposits, which increased \$1.6 billion, \$1.5 billion and \$748.0 million, respectively, partially offset by a decrease in average noninterest-bearing demand deposits of \$545.3 million.

Average borrowings and interest rates, by type, are summarized in the following table:

	2024		2023		Increase (Decrease)	
	Balance	Rate	Balance	Rate	\$	%
	(dollars in thousands)					
Federal funds purchased	\$ 51,306	5.52 %	\$ 566,379	5.30 %	\$ (515,073)	(90.9)
Federal Home Loan Bank advances	804,328	4.30	922,164	5.05	(117,836)	(12.8)%
Senior debt and subordinated debt	514,073	3.66	539,726	3.96	(25,653)	(4.8)
Other borrowings and other interest-bearing liabilities <sup>(1)</sup>	910,675	3.66	743,061	3.77	167,614	22.6
<i>Total borrowings and other interest-bearing liabilities</i>	<b>\$ 2,280,382</b>	<b>4.39 %</b>	\$ 2,771,330	4.54 %	\$ (490,948)	(17.7)%

<sup>(1)</sup> Includes repurchase agreements, short-term promissory notes, capital leases and collateral liabilities.

Average borrowings and other interest-bearing liabilities decreased \$490.9 million during 2024 compared to 2023. The decrease in average borrowings and other interest-bearing liabilities was primarily due to decreases in federal funds purchased and average FHLB advances of \$515.1 million and \$117.8 million, respectively, partially offset by an increase in average other interest-bearing liabilities of \$167.6 million.

In November 2024, the Corporation retired \$168.8 million of subordinated notes issued in November 2014 and June 2015 which matured on November 15, 2024.

See "Note 10 - Borrowings" of the Notes to Consolidated Financial Statements for additional details.

### **Provision for Credit Losses**

The provision for credit losses was \$71.6 million in 2024 compared to \$54.0 million in 2023. The increase was primarily due to the Republic First Transaction, which included a provision for credit losses of \$23.4 million for non-PCD Loans, partially offset

by an elevated level of provision for credit losses in the same period in 2023 due to a \$13.3 million charge-off for a commercial office loan.

### Non-Interest Income

The following table presents the components of non-interest income:

	2024	2023	Increase (Decrease)	
			\$	%
	(dollars in thousands)			
Wealth management	\$ 84,743	\$ 75,541	\$ 9,202	12.2 %
Commercial banking:				
Merchant and card	29,186	29,205	(19)	—
Cash management	28,106	23,340	4,766	20.4
Capital markets	11,033	15,654	(4,621)	(29.5)
Other commercial banking	16,657	12,961	3,696	28.5
<i>Total commercial banking</i>	<b>84,982</b>	81,160	3,822	4.7
Consumer banking:				
Card	30,914	26,343	4,571	17.4
Overdraft	13,764	11,416	2,348	20.6
Other consumer banking	10,826	9,438	1,388	14.7
<i>Total consumer banking</i>	<b>55,504</b>	47,197	8,307	17.6
Mortgage banking	13,943	10,388	3,555	34.2
Other	19,846	14,125	5,721	40.5
<i>Non-interest income before investment securities gains (losses) and gain on acquisition, net of tax</i>	<b>259,018</b>	228,411	30,607	13.4
Gain on acquisition, net of tax	36,996	—	36,996	N/M
Investment securities losses, net	(20,283)	(733)	(19,550)	N/M
<i>Total Non-Interest Income</i>	<b>\$ 275,731</b>	\$ 227,678	\$ 48,053	21.1 %

Non-interest income before investment securities losses and gain on acquisition, net of tax increased \$30.6 million, or 13.4%, during 2024 compared to 2023. The increase in non-interest income was partially due to \$7.7 million from acquired operations in the Republic First Transaction. The remaining increase of \$22.9 million included a \$9.2 million increase in wealth management revenues due to an increase in assets under management, a \$4.3 million increase in cash management fee income due to an increase in account analysis fees with customers electing to move funds to interest-bearing deposit accounts, a \$3.6 million increase in mortgage banking income primarily due to higher loan volumes and spreads, a \$1.8 million increase in SBA income largely due to higher loan sale volumes, a \$1.6 million increase in income from bank owned life insurance and a \$1.7 million increase in debit card fee income.

In May 2024, the Corporation sold \$345.7 million of AFS securities and recorded a pre-tax loss of \$20.3 million. The proceeds from the sale were reinvested into higher yielding securities of a similar type and similar duration.

## Non-Interest Expense

The following table presents the components of non-interest expense:

	2024	2023	Increase (Decrease)	
			\$	%
	(dollars in thousands)			
Salaries and employee benefits	\$ 424,733	\$ 376,795	\$ 47,938	12.7 %
Data processing and software	77,882	66,471	11,411	17.2
Net occupancy	69,359	58,019	11,340	19.5
Other outside services	47,811	45,149	2,662	5.9
FDIC insurance	23,829	25,565	(1,736)	(6.8)
Equipment	17,850	14,390	3,460	24.0
Marketing	8,958	9,004	(46)	(0.5)
Professional fees	10,681	8,392	2,289	27.3
Intangible amortization	17,830	2,944	14,886	N/M
Other	71,451	69,281	2,170	3.1
Subtotal	770,384	676,010	94,374	14.0 %
Gain on Sale-Leaseback Transaction	(20,266)	—	(20,266)	N/M
Acquisition-related expenses	37,635	—	37,635	N/M
FultonFirst implementation and asset disposals	32,038	3,197	28,841	N/M
<i>Total Non-Interest Expense</i>	<u>\$ 819,791</u>	<u>\$ 679,207</u>	<u>\$ 140,584</u>	<u>20.7 %</u>

Non-interest expense in 2024 increased \$140.6 million, or 20.7%, compared to 2023. Excluding the gain on the Sale-Leaseback Transaction, acquisition-related expenses and FultonFirst implementation and asset disposal costs, non-interest expense increased \$94.4 million, or 14.0%, in 2024 compared to 2023. The increase in non-interest expense was primarily due to \$71.9 million from acquired operations in the Republic First Transaction, including \$15.7 million of CDI amortization expense, and \$21.5 million in salaries and benefits expense driven by annual merit increases, higher incentive compensation expense and lower deferred costs from loan origination activities.

## Income Taxes

Income tax expense for 2024 was \$55.9 million, an \$8.6 million decrease compared to 2023. The Corporation's ETR was 16.2% in 2024. Excluding the impact from the \$37.0 million gain on acquisition, net of tax, the Corporation's ETR was 18.2% compared to 18.5% in 2023. The decrease in income tax expense in 2024 resulted primarily from the lower ETR. The ETR is generally lower than the federal statutory rate of 21% due to tax-exempt interest income earned on loans, investments in tax-free municipal securities and TCIs that generate tax credits under various federal programs.

Comparison of 2023 to 2022

The following table summarizes the changes in FTE interest income and interest expense resulting from changes in average balances (volumes) and changes in yields and rates:

	2023 versus 2022		
	Increase (decrease) due to change in		
	Volume	Yield/Rate	Net
	(dollars in thousands)		
FTE interest income on:			
Net loans <sup>(1)</sup>	\$ 76,608	\$ 324,165	\$ 400,773
Investment securities	(3,763)	6,973	3,210
Other interest-earning assets	(6,298)	13,529	7,231
<i>Total FTE interest income</i>	<u>\$ 66,547</u>	<u>\$ 344,667</u>	<u>\$ 411,214</u>
Interest expense on:			
Demand deposits	\$ (17)	\$ 54,292	\$ 54,275
Savings and money market deposits	421	105,277	105,698
Brokered deposits	19,464	20,074	39,538
Time deposits	6,577	42,287	48,864
Borrowings	56,410	30,961	87,371
<i>Total interest expense</i>	<u>\$ 82,855</u>	<u>\$ 252,891</u>	<u>\$ 335,746</u>

<sup>(1)</sup> Average balance includes non-performing loans.

Note: Changes which are partially attributable to both volume and rate are allocated to the volume and rate components presented above based on the percentage of the direct changes that are attributable to each component.

Compared to 2022, FTE total interest income for 2023 increased \$411.2 million due to increases of \$344.7 million attributable to changes in yield and \$66.5 million attributable to changes in volume. The increase due to changes in yield was largely due to an increase in net loans. The increase due to changes in volume was due to an increase in average net loans, partially offset by decreases in average other interest-earning assets and investment securities.

The yield on average interest-earning assets increased 145 bps in 2023 compared to 2022.

In 2023, interest expense increased \$335.7 million compared to 2022, primarily driven by an increase in rate on interest-bearing liabilities resulting in a \$252.9 million increase in interest expense. The increase in interest expense attributable to rate was driven by the increases in savings and money market deposits, interest-bearing demand deposits, time deposits, borrowings and other interest-bearing liabilities and brokered deposits. The increase in interest expense attributable to volume was \$82.9 million, primarily driven by increases in borrowings and other interest-bearing liabilities and brokered deposits.

The rate on average interest-bearing liabilities increased 178 bps in 2023 compared to 2022.

Average loans and average FTE yields, by type, are summarized in the following table:

	2023		2022		Increase (Decrease)	
	Balance	Yield	Balance	Yield	\$	%
	(dollars in thousands)					
Real estate - commercial mortgage	\$ 7,876,076	5.97 %	\$ 7,523,806	4.00 %	\$ 352,270	4.7 %
Commercial and industrial	4,596,742	6.27	4,230,133	4.13	366,609	8.7
Real estate - residential mortgage	5,079,739	3.76	4,261,527	3.38	818,212	19.2
Real estate - home equity	1,060,396	6.95	1,101,142	4.60	(40,746)	(3.7)
Real estate - construction	1,247,336	6.81	1,178,550	4.14	68,786	5.8
Consumer	748,089	5.94	569,305	5.11	178,784	31.4
Leases and other loans <sup>(1)</sup>	320,924	4.37	288,277	6.04	32,647	11.3
<i>Total loans</i>	<u>\$ 20,929,302</u>	<u>5.57 %</u>	<u>\$ 19,152,740</u>	<u>4.00 %</u>	<u>\$ 1,776,562</u>	<u>9.3%</u>

<sup>(1)</sup> Consists of equipment lease financing, overdrafts and net origination fees and costs.

During 2023, average loans increased \$1.8 billion, or 9.3%, compared to 2022. The increase was largely driven by increases in average residential mortgage loans, average commercial and industrial loans, average commercial mortgage loans, average consumer loans and average construction loans of \$818.2 million, \$366.6 million, \$352.3 million, \$178.8 million and \$68.8 million, respectively. The yield on total loans increased 157 bps to 5.57% in 2023 compared to 4.00% in 2022.

Average deposits and interest rates, by type, are summarized in the following table:

	2023		2022		Increase (Decrease)	
	Balance	Rate	Balance	Rate	\$	%
	(dollars in thousands)					
Noninterest-bearing demand	\$ 5,939,799	— %	\$ 7,522,304	— %	\$ (1,582,505)	(21.0)%
Interest-bearing demand	5,582,930	1.12	5,593,942	0.15	(11,012)	(0.2)
Savings and money market deposits	6,616,087	1.85	6,458,165	0.26	157,922	2.4
<i>Total demand and savings and money market deposits</i>	18,138,816	1.02	19,574,411	0.13	(1,435,595)	(7.3)
Brokered deposits	847,795	5.15	262,359	1.56	585,436	N/M
Time deposits	2,170,245	2.94	1,617,804	0.92	552,441	34.1
<i>Total deposits</i>	<u>\$ 21,156,856</u>	<u>1.38 %</u>	<u>\$ 21,454,574</u>	<u>0.20 %</u>	<u>\$ (297,718)</u>	<u>(1.4)%</u>

The cost of total deposits increased 118 bps to 1.38% in 2023 compared to 0.20% in 2022, primarily due to rising interest rates and a change in mix of deposits. Average deposits decreased \$297.7 million driven by a \$1.6 billion decrease in average noninterest-bearing demand deposits, partially offset by increases in average brokered deposits, average time deposits and average savings and money market deposits of \$585.4 million, \$552.4 million and \$157.9 million, respectively.

Average borrowings and interest rates, by type, are summarized in the following table:

	2023		2022		Increase (Decrease)	
	Balance	Rate	Balance	Rate	\$	%
	(dollars in thousands)					
Federal funds purchased	\$ 566,379	5.30 %	\$ 91,125	3.21 %	\$ 475,254	N/M
Federal Home Loan Bank advances	922,164	5.05	194,295	3.77	727,869	N/M
Senior debt and subordinated debt	539,726	3.96	564,337	3.94	(24,611)	(4.4)
Other borrowings and other interest-bearing liabilities <sup>(1)</sup>	743,061	3.77	508,600	1.34	234,461	46.1
<i>Total borrowings and other interest-bearing liabilities</i>	<u>\$ 2,771,330</u>	<u>4.54 %</u>	<u>\$ 1,358,357</u>	<u>2.89 %</u>	<u>\$ 1,412,973</u>	<u>104.0 %</u>

<sup>(1)</sup> Includes repurchase agreements, short-term promissory notes, capital leases and collateral liabilities.

Average borrowings and other interest-bearing liabilities increased \$1.4 billion during 2023 compared to 2022, primarily as a result of an increase in average net loans and a decrease in average total deposits. Average FHLB advances, average federal funds purchased and average other borrowings and other interest-bearing liabilities increased \$727.9 million, \$475.3 million and \$234.5 million, respectively. See "Note 10 - Borrowings" of the Notes to Consolidated Financial Statements for additional details.

## Non-Interest Income

The following table presents the components of non-interest income:

	2023	2022	Increase (Decrease)	
			\$	%
	(dollars in thousands)			
Wealth management	\$ 75,541	\$ 72,843	\$ 2,698	3.7
Commercial banking:				
Merchant and card	29,205	28,276	929	3.3 %
Cash management	23,340	23,729	(389)	(1.6)
Capital markets	15,654	12,256	3,398	27.7
Other commercial banking	12,961	11,518	1,443	12.5
<i>Total commercial banking</i>	<u>81,160</u>	<u>75,779</u>	<u>5,381</u>	<u>7.1</u>
Consumer banking:				
Card	26,343	24,472	1,871	7.6
Overdraft	11,416	15,480	(4,064)	(26.3)
Other consumer banking	9,438	9,544	(106)	(1.1)
<i>Total consumer banking</i>	<u>47,197</u>	<u>49,496</u>	<u>(2,299)</u>	<u>(4.6)</u>
Mortgage banking	10,388	14,204	(3,816)	(26.9)
Other	14,125	14,835	(710)	(4.8)
<i>Non-interest income before investment securities gains (losses)</i>	<u>228,411</u>	<u>227,157</u>	<u>1,254</u>	<u>0.6</u>
Investment securities (losses) gains, net	(733)	(27)	(706)	N/M
<i>Total Non-Interest Income</i>	<u>\$ 227,678</u>	<u>\$ 227,130</u>	<u>\$ 548</u>	<u>0.2 %</u>

Non-interest income before investment securities gains (losses) increased \$1.3 million, or 0.6%, during 2023 compared to 2022. The increase in non-interest income was primarily due to increases in commercial banking revenues of \$5.4 million, largely driven by an increase in commercial customer interest rate swap fee income reflected in capital markets, an increase in wealth management of \$2.7 million, due to an increase in assets under management, and an increase in the cash surrender value of bank owned life insurance agreements of \$1.7 million, reflected in other non-interest income, partially offset by decreases in mortgage banking income of \$3.8 million, mainly due to lower sales volumes and lower gains on sales margins, consumer banking income of \$2.3 million, driven largely by decreases in overdraft fees, and a \$1.8 million reduction in other non-interest income to reflect market valuation movement in certain of the Corporation's legacy commercial customer back-to-back interest rate swap transactions resulting from the transition from LIBOR to SOFR.

## Non-Interest Expense

The following table presents the components of non-interest expense:

	2023	2022	Increase (Decrease)	
			\$	%
			(dollars in thousands)	
Salaries and employee benefits	\$ 376,795	\$ 356,884	\$ 19,911	5.6 %
Data processing and software	66,471	60,255	6,216	10.3
Net occupancy	58,019	56,195	1,824	3.2
Other outside services	45,149	37,152	7,997	21.5
FDIC insurance	25,565	12,547	13,018	103.8
Equipment	14,390	14,033	357	2.5
Marketing	9,004	6,885	2,119	30.8
Professional fees	8,392	9,123	(731)	(8.0)
Intangible amortization	2,944	1,731	1,213	70.1
Other	69,281	68,595	686	1.0
<i>Subtotal</i>	<u>\$ 676,010</u>	<u>\$ 623,400</u>	<u>\$ 52,610</u>	<u>8.4 %</u>
FultonFirst implementation and asset disposals	3,197	—	3,197	N/M
Acquisition-related expenses	—	10,328	(10,328)	N/M
<i>Total non-interest expense</i>	<u>\$ 679,207</u>	<u>\$ 633,728</u>	<u>\$ 45,479</u>	<u>7.2 %</u>

Non-interest expense in 2023 increased \$45.5 million, or 7.2%, compared to 2022. Excluding acquisition-related expenses of \$10.3 million in 2022 and FultonFirst initiatives of \$3.2 million in 2023, non-interest expense increased \$52.6 million, or 8.4%, in 2023 compared to 2022. The increase in noninterest expense, excluding acquisition-related expenses and FultonFirst initiatives, was primarily due to increases of \$19.9 million in salaries and employee benefits expense, \$13.0 million in FDIC insurance expense, primarily due to the adoption of a final rule to increase base deposit insurance assessment rates effective January 1, 2023, and the special assessment of \$6.5 million charged to recover the loss to the DIF in connection with the closures of certain banks in 2023, \$8.0 million in other outside services expense largely due to a number of corporate initiatives, \$6.2 million in data processing and software expense due to ongoing investment in technology and customer growth and \$2.1 million in marketing expense primarily due to a targeted customer deposit acquisition program and brand marketing campaigns. The \$19.9 million increase in salaries and employee benefits expense was largely due to annual merit increases, an increase in the number of employees, higher healthcare claims expense and higher pension expense.

## **Income Taxes**

Income tax expense for 2023 was \$64.4 million, a \$4.4 million increase compared to 2022. The ETR was 18.5% in 2023 compared to 17.3% in 2022. The increase in income tax expense in 2023 resulted primarily from the higher ETR. The ETR is generally lower than the federal statutory rate of 21% due to tax-exempt interest income earned on loans, investments in tax-free municipal securities and TCIs that generate tax credits under various federal programs.

## FINANCIAL CONDITION

The table below presents condensed consolidated ending balance sheets:

	December 31,		Increase (Decrease)	
	2024	2023	\$	%
(dollars in thousands)				
<b>Assets</b>				
Cash and cash equivalents	\$ 1,063,871	\$ 549,710	\$ 514,161	93.5 %
FRB and FHLB Stock	139,574	124,405	15,169	12.2
Loans held for sale	25,618	15,158	10,460	69.0
Investment securities	4,806,468	3,666,274	1,140,194	31.1
Net loans, less ACL - loans	23,665,763	21,057,690	2,608,073	12.4
Net premises and equipment	195,527	222,881	(27,354)	(12.3)
Goodwill and net intangible assets	635,458	560,687	74,771	13.3
Other assets	1,539,531	1,375,110	164,421	12.0
<i>Total Assets</i>	<u>\$ 32,071,810</u>	<u>\$ 27,571,915</u>	<u>\$ 4,499,895</u>	<u>16.3 %</u>
<b>Liabilities and Shareholders' Equity</b>				
Deposits	\$ 26,129,433	\$ 21,537,623	\$ 4,591,810	21.3 %
Borrowings	1,782,048	2,487,526	(705,478)	(28.4)
Other liabilities	963,004	786,627	176,377	22.4
<i>Total Liabilities</i>	<u>28,874,485</u>	<u>24,811,776</u>	<u>4,062,709</u>	<u>16.4</u>
<i>Total Shareholders' Equity</i>	<u>3,197,325</u>	<u>2,760,139</u>	<u>437,186</u>	<u>15.8</u>
<i>Total Liabilities and Shareholders' Equity</i>	<u>\$ 32,071,810</u>	<u>\$ 27,571,915</u>	<u>\$ 4,499,895</u>	<u>16.3 %</u>

### Investment Securities

The table below presents the carrying amount of investment securities:

	December 31,		Increase (Decrease)	
	2024	2023	\$	%
(dollars in thousands)				
<b>Available for Sale</b>				
U.S. Government securities	\$ —	\$ 42,161	\$ (42,161)	N/M
U.S. Government-sponsored agency securities	—	1,010	(1,010)	N/M
State and municipal securities	814,887	1,072,013	(257,126)	(24.0)
Corporate debt securities	300,370	440,551	(140,181)	(31.8)
Collateralized mortgage obligations	788,885	111,434	677,451	N/M
Residential mortgage-backed securities	989,875	196,795	793,080	N/M
Commercial mortgage-backed securities	516,882	534,388	(17,506)	(3.3)
<i>Total available for sale securities</i>	<u>\$ 3,410,899</u>	<u>\$ 2,398,352</u>	<u>\$ 1,012,547</u>	<u>42.2 %</u>
<b>Held to Maturity</b>				
Residential mortgage-backed securities	\$ 537,856	\$ 407,075	\$ 130,781	32.1 %
Commercial mortgage-backed securities	857,713	860,847	(3,134)	(0.4)
<i>Total held to maturity securities</i>	<u>\$ 1,395,569</u>	<u>\$ 1,267,922</u>	<u>\$ 127,647</u>	<u>10.1 %</u>
<i>Total investment securities</i>	<u>\$ 4,806,468</u>	<u>\$ 3,666,274</u>	<u>\$ 1,140,194</u>	<u>31.1 %</u>

Compared to December 31, 2023, total AFS securities at December 31, 2024 increased \$1.0 billion, or 42.2%. The increase in AFS securities at December 31, 2024 compared to December 31, 2023 was due to increases in residential mortgage-backed

securities and collateralized mortgage obligations of \$793.1 million and \$677.5 million, respectively, partially offset by decreases in state and municipal securities and corporate debt securities of \$257.1 million and \$140.2 million, respectively.

Compared to December 31, 2023, total HTM securities at December 31, 2024 increased \$127.6 million, or 10.1%. The increase in HTM securities at December 31, 2024 compared to December 31, 2023 was largely driven by an increase in residential mortgage-backed securities of \$130.8 million.

## Loans

The following table presents ending net loans outstanding, by type:

	December 31,		Increase (Decrease)	
	2024	2023	\$	%
	(dollars in thousands)			
Real estate - commercial mortgage	\$ 9,601,858	\$ 8,127,728	\$ 1,474,130	18.1 %
Commercial and industrial <sup>(1)</sup>	4,605,589	4,545,552	60,037	1.3
Real estate - residential mortgage	6,349,643	5,325,923	1,023,720	19.2
Real estate - home equity	1,160,616	1,047,184	113,432	10.8
Real estate - construction	1,394,899	1,239,075	155,824	12.6
Consumer	616,856	729,318	(112,462)	(15.4)
Leases and other loans <sup>(2)</sup>	315,458	336,314	(20,856)	(6.2)
<i>Net loans</i>	\$ 24,044,919	\$ 21,351,094	\$ 2,693,825	12.6 %

<sup>(1)</sup> Includes no unearned income for December 31, 2024 and \$41.0 thousand at December 31, 2023.

<sup>(2)</sup> Includes unearned income of \$35.6 million and \$38.0 million as of December 31, 2024 and 2023, respectively.

During 2024, net loans increased \$2.7 billion, or 12.6%, compared to December 31, 2023. The increase in net loans during 2024 was primarily due to \$2.4 billion of net loans acquired in the Republic First Transaction and outstanding as of December 31, 2024. The overall increase in net loans was largely due to increases in commercial mortgage loans and residential mortgage loans, of \$1.5 billion and \$1.0 billion, respectively.

The Corporation does not have a significant concentration of credit risk with any single borrower. As of December 31, 2024, approximately \$11.0 billion, or 45.7%, of the loan portfolio was comprised of commercial mortgage loans and construction loans.

The Corporation has established lower total lending limits for certain types of commercial lending commitments and lower total lending limits based on the Corporation's internal risk rating of an individual borrower at the time the lending commitment is approved. The Corporation adheres to loan portfolio management practices, which include requiring an annual review of the majority of loans. Additionally, management monitors the loan portfolio throughout the year taking into account, among other things, the size, complexity and level risk of loans and individual borrowers. An independent loan review function assesses the portfolio for internal risk rating accuracy and loan servicing policy requirements. The Corporation consolidates risk migrations to identify emerging risks by industry and real estate property types, taking into consideration economic forecasts and industry trends. In 2024, the Corporation identified the office and multi-family commercial mortgage loan portfolios as posing heightened risks and consequently moderated the volume of new loan originations. The Corporation takes a risk-based approach when reviewing a specific loan portfolio, such as the office loan or multi-family loan portfolios. The Corporation reviews portfolio concentrations and adjusts the lending limits based on asset quality, economic forecasts and industry outlook.

The following table summarizes the industry concentrations within the commercial mortgage and the commercial and industrial loan portfolios:

	December 31,	
	2024	2023
Real estate <sup>(1)</sup>	39.5 %	46.6 %
Retail	6.6	3.3
Health care	6.3	6.6
Agriculture	5.3	5.6
Other services	5.3	4.5
Manufacturing	5.1	6.1
Construction <sup>(2)</sup>	4.3	4.1
Hospitality and food services	4.0	3.6
Wholesale trade	3.4	3.2
Educational services	3.0	2.9
Professional, scientific and technical services	2.7	2.2
Arts, entertainment and recreation	2.4	1.9
Finance and Insurance	1.6	1.3
Transportation and warehousing	1.5	1.7
Public administration	1.3	1.0
Administrative and Support	1.2	1.1
Other	6.5	4.3
<i>Total</i>	<b>100.0 %</b>	<b>100.0 %</b>

<sup>(1)</sup> Includes commercial loans to borrowers engaged in the business of: renting, leasing or managing real estate for others; selling and/or buying real estate for others; and appraising real estate.

<sup>(2)</sup> Includes commercial loans to borrowers engaged in the construction industry.

The commercial mortgage loan portfolio consists of 46% owner occupied commercial mortgage loans and 54% of non-owner occupied commercial mortgage loans as of December 31, 2024. The following table summarizes the non-owner occupied commercial mortgage loan portfolio and the percent to total net loans.

	December 31, 2024		December 31, 2023	
	\$	%	\$	%
(dollars in thousands)				
Multi-family	\$ 1,543,943	6.4 %	\$ 1,147,612	5.4 %
Retail trade	1,097,712	4.6	893,029	4.2
Industrial	829,354	3.4	634,533	3.0
Office	761,929	3.2	640,403	3.0
Hospitality and food services	470,907	2.0	453,305	2.1
Other	527,661	2.2	498,122	2.3
Total non-owner occupied commercial mortgage loans	<b>\$ 5,231,506</b>	<b>21.8 %</b>	<b>\$ 4,267,004</b>	<b>20.0 %</b>

The following table summarizes the commercial mortgage office non-owner occupied loan portfolio outstanding balance, total commitment and LTV ratio by Metropolitan Statistical Area:

	December 31, 2024			December 31, 2023		
	Outstanding Balance	Total Commitment	Weighted Average LTV <sup>(1)</sup>	Outstanding Balance	Total Commitment	Weighted Average LTV <sup>(1)</sup>
	(dollars in thousands)					
Philadelphia <sup>(2)</sup>	\$ 339,164	\$ 369,758	62 %	\$ 241,596	\$ 247,395	56 %
New York <sup>(3)</sup>	96,129	100,893	59	60,149	62,565	71
Washington, D.C. <sup>(4)</sup>	87,688	87,688	55	97,270	97,847	56
Baltimore <sup>(5)</sup>	75,318	76,453	58	82,573	82,577	51
Other	163,630	171,442	61	158,815	161,533	61
Total office non-owner occupied commercial real estate	<u>\$ 761,929</u>	<u>\$ 806,234</u>	<u>60 %</u>	<u>\$ 640,403</u>	<u>\$ 651,917</u>	<u>58 %</u>

<sup>(1)</sup> Weighted Average LTV as of origination.

<sup>(2)</sup> Philadelphia-Camden-Wilmington, PA-NJ-DE-MD.

<sup>(3)</sup> New York-Newark-Jersey City, NY-NJ-PA.

<sup>(4)</sup> Washington-Arlington-Alexandria, DC-VA-MD-WV.

<sup>(5)</sup> Baltimore-Columbia-Towson, MD.

The commercial mortgage office non-owner occupied loan portfolio table above excludes commercial construction loans secured by office property collateral with a total outstanding balance of \$52.5 million and outstanding loan commitment of \$57.4 million as of December 31, 2024.

The following table summarizes the commercial mortgage multi-family non-owner occupied loan portfolio outstanding balance, total commitment and LTV ratio by Metropolitan Statistical Area:

	December 31, 2024			December 31, 2023		
	Outstanding Balance	Total Commitment	Weighted Average LTV <sup>(1)</sup>	Outstanding Balance	Total Commitment	Weighted Average LTV <sup>(1)</sup>
	(dollars in thousands)					
Philadelphia <sup>(2)</sup>	\$ 707,826	\$ 738,256	62 %	\$ 467,749	\$ 480,942	57 %
New York <sup>(3)</sup>	124,321	130,238	64	53,153	53,642	72
Baltimore <sup>(4)</sup>	108,384	108,680	59	54,675	54,879	56
Washington, D.C. <sup>(5)</sup>	28,145	31,121	48	87,020	92,483	51
Lancaster, PA	135,891	146,593	69	159,691	169,437	66
Other	439,376	479,884	59	325,324	361,693	65
Total multi-family non-owner occupied commercial real estate	<u>\$ 1,543,943</u>	<u>\$ 1,634,772</u>	<u>62 %</u>	<u>\$ 1,147,612</u>	<u>\$ 1,213,076</u>	<u>59 %</u>

<sup>(1)</sup> Weighted Average LTV as of origination.

<sup>(2)</sup> Philadelphia-Camden-Wilmington, PA-NJ-DE-MD.

<sup>(3)</sup> New York-Newark-Jersey City, NY-NJ-PA.

<sup>(4)</sup> Washington-Arlington-Alexandria, DC-VA-MD-WV.

<sup>(5)</sup> Baltimore-Columbia-Towson, MD.

The commercial mortgage multi-family non-owner occupied loan portfolio table above excludes commercial construction loans secured by multi-family property collateral with a total outstanding loan balance of \$405.2 million and outstanding loan commitment of \$693.4 million as of December 31, 2024.

The following table presents the changes in non-accrual loans for the years ended December 31:

	Commercial and Industrial	Real Estate - Commercial Mortgage	Real Estate - Construction	Real Estate - Residential Mortgage	Consumer and Real Estate - Home Equity	Leases and Other Loans	Total
	(dollars in thousands)						
Balance at December 31, 2022	\$ 27,116	\$ 70,161	\$ 1,368	\$ 26,294	\$ 6,197	\$ 13,307	\$ 144,443
Additions	46,358	31,004	438	792	8,416	1,520	88,528
Payments	(24,276)	(38,296)	(465)	(1,881)	(2,245)	(554)	(67,717)
Charge-offs	(9,246)	(17,999)	—	(62)	(7,514)	(4,380)	(39,201)
Transfers to OREO	—	—	—	(1,793)	—	—	(1,793)
Transfers to accrual status	—	(65)	—	(2,526)	(49)	—	(2,640)
Balance at December 31, 2023	<u>39,952</u>	<u>44,805</u>	<u>1,341</u>	<u>20,824</u>	<u>4,805</u>	<u>9,893</u>	<u>121,620</u>
Additions	70,700	94,887	1,406	11,067	15,066	7,759	200,885
Payments	(33,580)	(25,757)	(130)	(4,780)	(2,414)	(825)	(67,486)
Charge-offs	(26,585)	(13,186)	—	(1,472)	(8,490)	(4,696)	(54,429)
Transfers to OREO	(90)	(133)	(871)	(97)	(190)	—	(1,381)
Transfers to accrual status	(8,180)	(1,119)	—	(142)	(178)	(297)	(9,916)
Balance at December 31, 2024	<u>\$ 42,217</u>	<u>\$ 99,497</u>	<u>\$ 1,746</u>	<u>\$ 25,400</u>	<u>\$ 8,599</u>	<u>\$ 11,834</u>	<u>\$ 189,293</u>

During 2024, non-accrual loans increased \$67.7 million, or 55.6%, largely due to additions to non-accrual loans, partially offset by payments and charge-offs. During 2024, non-accrual loans as a percentage of net loans increased to 0.79%, compared to 0.57% as of December 31, 2023.

The following table presents non-performing assets:

	December 31,		
	2024	2023	2022
	(dollars in thousands)		
Non-accrual loans <sup>(1)(2)</sup>	\$ 189,293	\$ 121,620	\$ 144,443
Loans 90 days or more past due and still accruing <sup>(2)</sup>	30,781	31,721	27,463
Total non-performing loans and leases	<u>220,074</u>	<u>153,341</u>	<u>171,906</u>
OREO <sup>(3)</sup>	2,621	896	5,790
Total non-performing assets	<u>\$ 222,695</u>	<u>\$ 154,237</u>	<u>\$ 177,696</u>
Non-accrual loans to total loans	0.79 %	0.57 %	0.71 %
Non-performing loans to total loans	0.92 %	0.72 %	0.85 %
Non-performing assets to total assets	0.69 %	0.56 %	0.66 %
ACL to non-performing loans	172 %	191 %	157 %

<sup>(1)</sup> The amount of interest income on non-accrual loans that was recognized in 2024, 2023 and 2022 was approximately \$1.0 million, \$1.5 million and \$2.2 million, respectively.

<sup>(2)</sup> Accrual of interest is generally discontinued when a loan becomes 90 days past due. In certain cases a loan may be placed on non-accrual status prior to being 90 days delinquent if there is an indication that the borrower is having difficulty making payments or the Corporation believes it is probable that all amounts will not be collected according to the contractual terms of the agreement. When interest accruals are discontinued, unpaid interest previously credited to income is reversed. Non-accrual loans may be restored to accrual status when all delinquent principal and interest has been paid currently for six consecutive months or the loan is considered to be adequately secured and in the process of collection. Certain loans, primarily adequately collateralized residential mortgage loans, may continue to accrue interest after reaching 90 days past due.

<sup>(3)</sup> Excludes \$17.5 million, \$10.9 million and \$6.0 million of residential mortgage properties for which formal foreclosure proceedings were in process as of December 31, 2024, 2023 and 2022, respectively.

The following table presents non-performing loans:

	<b>December 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
	(dollars in thousands)		
Real estate - commercial mortgage	\$ 102,359	\$ 46,527	\$ 72,634
Commercial and industrial	43,677	41,020	28,288
Real estate - residential mortgage	45,901	42,029	46,509
Real estate - home equity	13,349	10,079	8,809
Real estate - construction	1,746	2,876	1,368
Consumer	1,025	799	991
Leases and other loans	12,017	10,011	13,307
Total non-performing loans	<u>\$ 220,074</u>	<u>\$ 153,341</u>	<u>\$ 171,906</u>
Non-performing loans to total loans	<u>0.92 %</u>	<u>0.72 %</u>	<u>0.85 %</u>

The following table presents the amortized cost basis of loans modified to borrowers experiencing financial difficulty:

	<b>December 31,</b>	
	<b>2024</b>	<b>2023</b>
	(dollars in thousands)	
Real estate - commercial mortgage	\$ 20,501	\$ 2,944
Commercial and industrial	3,913	11,970
Real estate - residential mortgage	13,969	9,092
Real estate - home equity	379	—
Real estate - construction	595	—
Total	<u>\$ 39,357</u>	<u>\$ 24,006</u>

There were no loans modified due to borrowers experiencing financial difficulty that defaulted during 2024.

The following table summarizes OREO, by property type:

	<b>December 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
	(dollars in thousands)		
Commercial properties	\$ 1,888	\$ 165	\$ 3,881
Residential properties	733	229	482
Undeveloped land	—	502	1,427
Total OREO	<u>\$ 2,621</u>	<u>\$ 896</u>	<u>\$ 5,790</u>

The Corporation's ability to identify potential problem loans in a timely manner is important to maintaining an adequate ACL. For commercial and industrial loans, commercial mortgage loans and construction loans to commercial borrowers, an internal risk rating process is used to monitor credit quality. The evaluation of credit risk for residential mortgages, home equity loans, construction loans to individuals, consumer loans and leases and other loans is based on payment history through the monitoring of delinquency levels and trends.

Total internally risk-rated loans were \$15.4 billion and \$13.7 billion as of December 31, 2024 and 2023, respectively, of which \$1.8 billion and \$925.0 million were criticized and classified loans, respectively. The following table presents criticized and classified loans, or those with internal risk ratings of special mention or substandard or lower for commercial mortgages, commercial and industrial loans and construction loans to commercial borrowers, by class segment:

	Special Mention <sup>(1)</sup>		Increase (Decrease)		Substandard or Lower <sup>(2)</sup>		Increase (Decrease)		Total Criticized and Classified Loans	
	December 31,		\$	%	December 31,		\$	%	December 31,	
	2024	2023			2024	2023			2024	2023
(dollars in thousands)										
Real estate - commercial mortgage	\$ 531,423	\$ 302,553	\$ 228,870	75.6%	\$ 522,377	\$ 224,774	\$ 297,603	132.4%	\$ 1,053,800	\$ 527,327
Commercial and industrial	238,809	135,837	102,972	75.8	335,246	196,500	138,746	70.6	574,055	332,337
Real estate - construction <sup>(3)</sup>	161,310	38,520	122,790	N/M	47,183	26,771	20,412	76.2	208,493	65,291
Total	\$ 931,542	\$ 476,910	\$ 454,632	95.3%	\$ 904,806	\$ 448,045	\$ 456,761	101.9%	\$ 1,836,348	\$ 924,955
% of total risk-rated loans	6.1%	3.5%			5.9%	3.3%			11.9%	6.8%

<sup>(1)</sup> Considered "criticized" loans by banking regulators.

<sup>(2)</sup> Considered "classified" loans by banking regulators.

<sup>(3)</sup> Excludes construction - other.

Total criticized and classified loans increased \$911.4 million, or 98.5%, compared to December 31, 2023.

The increase of \$454.6 million in special mention loans as of December 31, 2024 was primarily due to loans acquired in the Republic First Transaction with a balance of \$350.4 million as of December 31, 2024. The increase of \$456.8 million in substandard or lower loans as of December, 31, 2024 was partially due to loans acquired in the Republic First Transaction with a balance of \$193.0 million as of December 31, 2024.

The following table presents, by class segment, a summary of delinquency status and rates, as a percentage of loans in each portfolio and in total, that do not have internal risk ratings:

	Delinquent <sup>(1)</sup>				Non-performing <sup>(2)</sup>				Total			
	December 31,		December 31,		December 31,		December 31,		December 31,		December 31,	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023		
(dollars in thousands)												
Consumer and real estate - home equity	\$ 16,241	0.91 %	\$ 20,345	1.15 %	\$ 14,374	0.81 %	\$ 10,878	0.61 %	\$ 30,615	1.72 %	\$ 31,223	1.76 %
Real estate - residential mortgage	65,539	1.03	59,983	1.13	45,901	0.72	42,029	0.79	111,440	1.76	102,012	1.92
Real estate - construction	5,302	2.42	4,636	0.37	1,406	0.64	1,535	0.12	6,708	3.06	6,171	0.50
Leases and other loans	374	0.12	868	0.26	12,017	3.81	10,011	2.98	12,391	3.93	10,879	3.23
Total	\$ 87,456	1.01 %	\$ 85,832	0.99 %	\$ 73,698	0.85 %	\$ 64,453	0.74 %	\$ 161,154	1.86 %	\$ 150,285	1.74 %

<sup>(1)</sup> Includes accruing loans 30 days to 89 days past due.

<sup>(2)</sup> Includes accruing loans 90 days or more past due and non-accrual loans and leases.

## Allowance for Credit Losses

The Corporation accounts for the credit risk associated with lending activities through the ACL and the provision for credit losses.

The following table presents the activity in the ACL:

	December 31, 2024	December 31, 2023	December 31, 2022
	(dollars in thousands)		
Net loans	\$ 24,044,919	\$ 21,351,094	\$ 20,279,547
Average balance of net loans	\$ 23,145,114	\$ 20,929,302	\$ 19,152,740
Balance of ACL at beginning of period	\$ 293,404	\$ 269,366	\$ 249,001
CECL Day 1 Provision <sup>(1)</sup>	23,444	—	7,954
Initial purchased credit deteriorated loans	54,631	—	1,135
Loans charged off:			
Real estate - commercial mortgage	(13,186)	(17,999)	(12,473)
Commercial and industrial	(26,585)	(9,246)	(2,390)
Real estate - residential mortgage	(1,472)	(62)	(66)
Consumer and real estate - home equity	(8,490)	(7,514)	(4,412)
Real estate - construction	—	—	—
Leases and other loans	(4,696)	(4,380)	(2,131)
<i>Total loans charged off</i>	(54,429)	(39,201)	(21,472)
Recoveries of loans previously charged off:			
Real estate - commercial mortgage	603	1,076	3,860
Commercial and industrial	4,440	3,473	5,893
Real estate - residential mortgage	472	421	425
Consumer and real estate - home equity	3,357	3,198	2,581
Real estate - construction	382	858	574
Leases and other loans	730	1,103	759
<i>Total recoveries</i>	9,984	10,129	14,092
Net loans charged off (recoveries)	(44,445)	(29,072)	(7,380)
Provision for credit losses <sup>(1)(2)</sup>	52,122	53,110	18,656
Balance of ACL at end of period	\$ 379,156	\$ 293,404	\$ 269,366
Provision for OBS credit exposures <sup>(1)</sup>	\$ (3,930)	\$ 926	\$ 1,411
Reserve for OBS credit exposures <sup>(3)</sup>	\$ 14,161	\$ 17,254	\$ 16,328
<i>Selected Asset Quality Ratios %:</i>			
Net charge-offs to average loans	0.19 %	0.14 %	0.04 %
ACL - loans to total net loans	1.58	1.37	1.33
Non-performing assets <sup>(4)</sup> to total assets	0.69	0.56	0.66
Non-accrual loans to total net loans	0.79	0.57	0.71
ACL - loans to non-performing loans	172	191	157
ACL - loans to non-accrual loans	200	241	186

<sup>(1)</sup> These amounts are reflected in the provision for credit losses in the Consolidated Statements of Income.

<sup>(2)</sup> Provision for credit losses includes only the portion related to net loans.

<sup>(3)</sup> Reserve for OBS credit exposures is recorded within other liabilities on the Consolidated Balance Sheets.

<sup>(4)</sup> Includes accruing loans past due 90 days or more.

The provision for credit losses for 2024 was \$71.6 million compared to a provision for credit losses of \$54.0 million in 2023. The increase in the provision for credit losses was primarily driven by a \$23.4 million CECL Day 1 Provision related to the Republic First Transaction in 2024. Additionally, included in the ACL as of December 31, 2024 was \$54.6 million recorded for PCD Loans acquired in the Republic First Transaction.

The ACL includes qualitative adjustments, as appropriate, intended to capture the impact of uncertainties not reflected in the quantitative models. See "Note 5 - Loans and Allowance for Credit Losses" of the Notes to Consolidated Financial Statements for additional details.

The following table summarizes the allocation of the ACL - loans:

	December 31, 2024			December 31, 2023			December 31, 2022		
	ACL - loans	% to Total ACL - loans <sup>(1)</sup>	% to Total Net Loans <sup>(2)</sup>	ACL - loans	% to Total ACL - loans <sup>(1)</sup>	% to Total Net Loans <sup>(2)</sup>	ACL - loans	% to Total ACL - loans <sup>(1)</sup>	% to Total Net Loans <sup>(2)</sup>
(dollars in thousands)									
Real estate - commercial mortgage	\$ 158,181	41.7 %	39.9 %	\$ 112,565	38.4 %	38.1 %	\$ 69,456	25.8 %	37.9 %
Commercial and industrial	92,212	24.3	19.2	74,266	25.3	21.3	70,116	26.0	22.1
Real estate - residential mortgage	81,331	21.5	26.4	73,286	25.0	24.9	83,250	30.9	23.4
Consumer, home equity and leases and other loans	22,292	5.9	8.7	20,992	7.1	9.9	35,801	13.3	10.3
Real estate - construction	25,140	6.6	5.8	12,295	4.2	5.8	10,743	4.0	6.3
<i>Total</i>	<u>\$ 379,156</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>\$ 293,404</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>\$ 269,366</u>	<u>100.0 %</u>	<u>100.0 %</u>

<sup>(1)</sup> Ending ACL - loan portfolio segment balance as a % of total ACL - loans.

<sup>(2)</sup> Ending loan portfolio segment balances as a % of total net loans for the periods presented.

Management believes that the \$379.2 million ACL - loans as of December 31, 2024 is sufficient to cover expected credit losses in the loan portfolio.

### Premises and Equipment

The \$58.6 million decrease in land and buildings and improvements was primarily due to \$73.5 million of asset disposals in the Sale-Leaseback Transaction, partially offset by \$21.7 million of land and buildings and improvements purchased as part of the Republic First Transaction in the fourth quarter of 2024. The \$73.5 million of premises and equipment disposals in the Sale-Leaseback Transaction included \$42.5 million of related accumulated depreciation for a net disposal amount of \$31.0 million.

### Deposits and Borrowings

The following table presents ending deposits, by type:

	December 31,		Increase (Decrease)	
	2024	2023	\$	%
(dollars in thousands)				
Noninterest-bearing demand	\$ 5,499,760	\$ 5,314,094	\$ 185,666	3.5 %
Interest-bearing demand	7,843,604	5,722,695	2,120,909	37.1
Savings and money market deposits	7,792,114	6,616,901	1,175,213	17.8
<i>Total demand and savings</i>	<u>21,135,478</u>	<u>17,653,690</u>	<u>3,481,788</u>	<u>19.7</u>
Brokered deposits	843,857	1,144,692	(300,835)	(26.3)
Time deposits	4,150,098	2,739,241	1,410,857	51.5
<i>Total deposits</i>	<u>\$ 26,129,433</u>	<u>\$ 21,537,623</u>	<u>\$ 4,591,810</u>	<u>21.3 %</u>

During 2024, total deposits increased by \$4.6 billion, or 21.3%, compared to December 31, 2023. The increase in total deposits was primarily due to \$3.7 billion of total deposits assumed in the Republic First Transaction and outstanding as of December 31, 2024. Overall, the increase in total deposits was largely due to increases in interest-bearing demand deposits, time deposits and savings and money market deposits of \$2.1 billion, \$1.4 billion and \$1.2 billion, respectively.

Total uninsured deposits (excluding intra-Company deposits) were estimated to be \$9.4 billion and \$7.2 billion at December 31, 2024 and December 31, 2023, respectively.

The following table presents ending borrowings, by type:

	<b>December 31,</b>		<b>Increase (Decrease)</b>	
	<b>2024</b>	<b>2023</b>	<b>\$</b>	<b>%</b>
	(dollars in thousands)			
Federal funds purchased	\$ —	\$ 240,000	\$ (240,000)	N/M
Federal Home Loan Bank advances	850,000	1,100,000	(250,000)	(22.7)
Senior debt and subordinated debt	367,316	535,384	(168,068)	(31.4)
Other borrowings <sup>(1)</sup>	564,732	612,142	(47,410)	(7.7)
<i>Total borrowings</i>	<b>\$ 1,782,048</b>	<b>\$ 2,487,526</b>	<b>\$ (705,478)</b>	<b>(28.4)%</b>

<sup>(1)</sup> Includes repurchase agreements, short-term promissory notes and capital leases.

During 2024, total borrowings decreased \$705.5 million, or 28.4%, compared to December 31, 2023. The decrease in total borrowings was primarily due to decreases in FHLB advances, federal funds purchased and senior debt and subordinated debt of \$250.0 million, \$240.0 million and \$168.1 million, respectively.

In November 2024, the Corporation retired \$168.8 million of subordinated notes issued in November 2014 and June 2015 which matured on November 15, 2024.

See "Note 10 - Borrowings" of the Notes to Consolidated Financial Statements for additional details.

### Other Liabilities

During 2024, other liabilities increased \$176.4 million, or 22.4%, compared to December 31, 2023, primarily due to increases in the operating lease liability due to the Sale-Leaseback Transaction, accrued expenses and as a result of affordable housing investments made in 2024.

### Shareholders' Equity

During 2024, total shareholders' equity increased \$437.2 million, or 15.8%, to \$3.2 billion, or 10.0% of total assets, as of December 31, 2024. The increase in total shareholders' equity was largely due to net proceeds of \$272.6 million related to the Corporation's underwritten public offering of 19,166,667 shares of its common stock at a price to the public of \$15.00 per share, and \$156.3 million in retained earnings. See "Note 15 - Shareholders' Equity" in the Notes to the Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" for details of accumulated comprehensive loss.

### Regulatory Capital

The Corporation and its wholly-owned subsidiary bank, Fulton Bank, are subject to the Capital Rules administered by banking regulators. Failure to meet minimum capital requirements can trigger certain actions by regulators that could have a material effect on the Corporation's financial statements.

The Capital Rules require the Corporation and Fulton Bank to:

- Meet a minimum Common Equity Tier 1 capital ratio of 4.50% of risk-weighted assets;
- Meet a minimum Tier 1 Leverage capital ratio of 4.00% of average assets;
- Meet a minimum Total capital ratio of 8.00% of risk-weighted assets and a minimum Tier 1 capital ratio of 6.00% of risk-weighted assets;
- Maintain a "capital conservation buffer" of 2.50% above the minimum risk-based capital requirements, which must be maintained to avoid restrictions on capital distributions and certain discretionary bonus payments; and
- Comply with a revised definition of capital to improve the ability of regulatory capital instruments to absorb losses. Certain non-qualifying capital instruments, including cumulative preferred stock and TruPS, are excluded as a component of Tier 1 capital for institutions of the Corporation's size.

As of December 31, 2024, the Corporation's capital levels met the minimum capital requirements, including the capital conservation buffers, as prescribed in the Capital Rules.

As of December 31, 2024, Fulton Bank met the well-capitalized requirements under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, a bank must maintain minimum Total risk-based, Tier I risk-based, Common Equity Tier I risk-based and Tier I leverage ratios as set forth in the Capital Rules. There were no other conditions or events in 2024 that management believes have changed the Corporation's capital categories.

The following table summarizes the Corporation's capital ratios in comparison to regulatory requirements:

	<b>December 31, 2024</b>	December 31, 2023	Regulatory Minimum for Capital Adequacy	With Capital Conservation Buffers
Total Risk-Based Capital (to Risk-Weighted Assets)	<b>14.3%</b>	14.0%	8.0%	10.5%
Tier I Risk-Based Capital (to Risk-Weighted Assets)	<b>11.5%</b>	11.2%	6.0%	8.5%
Common Equity Tier I (to Risk-Weighted Assets)	<b>10.8%</b>	10.3%	4.5%	7.0%
Tier I Leverage Capital (to Average Assets)	<b>9.0%</b>	9.5%	4.0%	4.0%

### Contractual Obligations and Off-Balance Sheet Arrangements

The Corporation has various financial obligations that require future cash payments. These obligations include payments for liabilities recorded on the Corporation's consolidated balance sheets as well as contractual obligations for purchased services.

Contractual purchase obligations to third parties that were fixed and determinable of approximately \$72.4 million and \$124.6 million at December 31, 2024 and 2023, respectively, include information technology, telecommunication and data processing outsourcing contracts. The decrease is primarily due to contract changes to annual renewals.

The following table summarizes the contractual purchase obligations for each of the next five years (dollars in thousands):

<u>Year</u>	
2025	\$ 28,062
2026	25,392
2027	7,365
2028	6,713
2029	4,835
Total	<u>\$ 72,367</u>

The Corporation is a party to financial instruments with OBS risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby and commercial letters of credit, which involve, to varying degrees, elements of credit and interest rate risk that are not recognized on the consolidated balance sheets. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Standby letters of credit are conditional commitments issued to guarantee the financial or performance obligation of a customer to a third party. Commercial letters of credit are conditional commitments issued to facilitate foreign or domestic trade transactions for customers. Commitments and standby and commercial letters of credit do not necessarily represent future cash needs, as they may expire without being drawn.

The following table presents the Corporation's commitments to extend credit and letters of credit as of December 31, 2024 (dollars in thousands):

Commercial and industrial	\$	4,967,334
Real estate - commercial mortgage and real estate - construction		1,706,879
Real estate - home equity		2,154,382
<i>Total commitments to extend credit</i>	\$	<u>8,828,595</u>
Standby letters of credit	\$	279,309
Commercial letters of credit		48,993
<i>Total letters of credit</i>	\$	<u>328,302</u>

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the exposure to economic loss that arises from changes in the values of certain financial instruments. The types of market risk exposures generally faced by financial institutions include interest rate risk, equity market price risk, debt security market price risk, foreign currency price risk and commodity price risk. Due to the nature of its operations, foreign currency price risk and commodity price risk are not significant to the Corporation.

### **Interest Rate Risk, Asset/Liability Management and Liquidity**

Interest rate risk creates exposure in two primary areas. First, changes in rates have an impact on the Corporation's liquidity position and could affect its ability to meet obligations and continue to grow. Second, movements in interest rates can create fluctuations in the Corporation's net interest income and changes in its economic value of its equity.

The Corporation employs various management techniques to minimize its exposure to interest rate risk. The Corporation's ALCO is responsible for reviewing the interest rate sensitivity and liquidity positions of the Corporation, approving asset and liability management policies, and overseeing the formulation and implementation of strategies regarding balance sheet positions.

The Corporation uses two complementary methods to measure and manage interest rate risk. They are a simulation of net interest income and estimates of economic value of equity. Using these measurements in tandem provides a reasonably comprehensive summary of the magnitude of the Corporation's interest rate risk, level of risk as time evolves, and exposure to changes in interest rates.

Simulation of net interest income is performed for the next 12-month period. A variety of interest rate scenarios are used to measure the effects of sudden and gradual movements upward and downward in the yield curve. These results are compared to the results obtained in a flat or unchanged interest rate scenario. Simulation of net interest income is used primarily to measure the Corporation's short-term earnings exposure to rate movements. The Corporation's policy limits the potential exposure of net interest income, in a non-parallel instantaneous shock, to 10% of the base case net interest income for a 100 bps shock in interest rates, 15% for a 200 bps shock, 20% for a 300 bps shock and 25% for a 400 bps shock. A "shock" is an immediate upward or downward movement of interest rates. The shocks do not take into account changes in customer behavior that could result in changes to mix and/or volumes in the balance sheet, nor does it take into account the potential effects of competition on the pricing of deposits and loans over the forward 12-month period.

Contractual maturities and repricing opportunities of loans are incorporated in the simulation model as are prepayment assumptions, maturity data and call options within the investment portfolio. Assumptions based on past experience are incorporated into the model for non-maturity deposit accounts. The assumptions used are inherently uncertain and, as a result, the model cannot precisely measure future net interest income or precisely predict the impact of fluctuations in market interest rates on net interest income. Actual results will differ from the model's simulated results due to timing, amount and frequency of interest rate changes as well as changes in market conditions and the application and timing of various management strategies.

The following table summarizes the expected impact of interest rate changes in rate-ramp scenarios over a 12-month period, that is, a gradual non-parallel shift, on net interest income as of December 31, 2024:

<u>Rate Ramp</u> <sup>(1)</sup>	<u>Annual change in net interest income</u>	<u>% change in net interest income</u>
+400 bp	+ \$29.4 million	+2.6%
+300 bp	+ \$25.0 million	+2.2%
+200 bp	+ \$19.2 million	+1.7%
+100 bp	+ \$11.8 million	+1.1%
-100 bp	- \$7.3 million	-0.7%
-200 bp	- \$14.3 million	-1.3%
-300 bp	- \$21.4 million	-1.9%
-400 bp	- \$29.0 million	-2.6%

<sup>(1)</sup> These results include the effect of implicit and explicit interest rate floors that limit further reduction in interest rates.

The following table summarizes the expected impact of abrupt interest rate changes, i.e. a non-parallel instantaneous shock, on net interest income as of December 31, 2024:

<b>Rate Shock<sup>(1)</sup></b>	<b>Annual change in net interest income</b>	<b>% Change in net interest income</b>
+400 bp	+\$46.6 million	+4.2%
+300 bp	+ \$41.1 million	+ 3.7%
+200 bp	+ \$35.3 million	+ 3.2%
+100 bp	+ \$27.4 million	+ 2.5%
-100 bp	- \$18.7 million	- 1.7%
-200 bp	- \$32.6 million	- 2.9%
-300 bp	- \$49.3 million	- 4.4%
-400 bp	- \$66.4 million	-6.0%

<sup>(1)</sup> These results include the effect of implicit and explicit interest rate floors that limit further reduction in interest rates.

Economic value of equity estimates the discounted present value of asset and liability cash flows. Discount rates are based upon market prices for like assets and liabilities. Abrupt changes or "shocks" in interest rates, both upward and downward, are used to determine the comparative effect of such interest rate movements relative to the unchanged environment. This measurement tool is used primarily to evaluate the longer-term repricing risks and options in the Corporation's balance sheet. The Corporation's policy limits the economic value of equity that may be at risk, in a non-parallel instantaneous shock, to 10% of the base case economic value of equity for a 100 bps shock in interest rates, 20% for a 200 bps shock, 30% for a 300 bps shock and 40% for a 400 bps shock. As of December 31, 2024, the Corporation was within economic value of equity policy limits for every 100 bps shock.

#### Interest Rate Derivatives

The Corporation enters into interest rate derivatives with certain qualifying commercial loan customers to meet their interest rate risk management needs. The Corporation simultaneously enters into interest rate derivatives with dealer counterparties, with identical notional amounts and terms. The net result of these interest rate derivatives is that the customer pays a fixed rate of interest and the Corporation receives a floating rate. These interest rate derivatives are derivative financial instruments, and the gross fair values are recorded in other assets and liabilities on the consolidated balance sheets.

#### Cash Flow Hedges

The Corporation's objectives in using interest rate derivatives are to reduce volatility in net interest income and net interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Corporation primarily uses interest rate derivatives as part of its interest rate risk management strategy. The Corporation enters into interest rate derivatives designated as cash flow hedges to hedge the variable cash flows associated with existing floating rate loans and borrowings.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the unrealized gain or loss on the derivative is recorded in AOCI and subsequently reclassified into interest income or interest expense in the same period during which the hedged transaction affects earnings. Amounts reported in AOCI related to derivatives will be reclassified to interest income or interest expense as interest payments are made on the Corporation's loans or borrowings.

On October 10, 2024, the Corporation terminated interest rate derivatives designated as cash flow hedges with a combined notional amount of \$250 million. As the hedged transaction continues to be probable, the unrealized losses will be recorded in AOCI and will be recognized as an increase to interest expense when the previously forecasted hedged items affects earnings in future periods. During the year ended December 31, 2024, \$0.2 million of these unrealized losses have been reclassified as an increase to interest expense on borrowings, on the consolidated statements of income.

In January 2023, the Corporation terminated interest rate derivatives designated as cash flow hedges with a combined notional amount of \$1.0 billion. As the hedged transaction continues to be probable, the unrealized losses that have been recorded in AOCI will be recognized as reduction to interest income, including fees, when the previously forecasted hedged item affects earnings in future periods. During the years ended December 31, 2024 and 2023, \$27.9 million and \$22.1 million, respectively, of these unrealized losses have been reclassified as a reduction of interest income on loans, including fees, on the consolidated statements of income.

In the fourth quarter of 2024, the Corporation executed \$900.0 million of receive fixed, pay floating interest rate derivatives that qualify as cash flow hedges of interest rate risk to manage the Corporation's exposure to interest rate movements.

### Liquidity

The Corporation must maintain a sufficient level of liquid assets to meet the cash needs of its customers, who, as depositors, may want to withdraw funds or who, as borrowers, need credit availability. Liquidity is provided on a continuous basis through scheduled and unscheduled principal and interest payments on investments and outstanding loans and through the availability of deposits and borrowings. The Corporation also maintains secondary sources that provide liquidity on a secured and unsecured basis to meet short- and long-term needs.

The Corporation maintains liquidity sources in the form of interest-bearing deposits and customer funding (short-term promissory notes). The Corporation can access additional liquidity from these sources, if necessary, by increasing the rates of interest paid on those instruments. The positive impact to liquidity resulting from paying higher interest rates could have a detrimental impact on NIM and net interest income if rates on interest-earning assets do not experience a proportionate increase. Borrowing availability with the FHLB and the FRB, along with federal funds lines at various correspondent banks, provides the Corporation with additional liquidity.

Fulton Bank is a member of the FHLB and has access to FHLB overnight and term credit facilities. As of December 31, 2024, the Bank had total borrowing capacity of approximately \$11.1 billion with \$5.1 billion of advances and letters of credit outstanding, for a remaining available borrowing capacity of approximately \$6.0 billion. Advances from the FHLB, when utilized, are secured by qualifying commercial real estate and residential mortgage loans, investments and other assets.

As of December 31, 2024, the Corporation had aggregate federal funds lines borrowing capacity of \$2.6 billion with no amounts outstanding against that amount. As of December 31, 2024, the Corporation had \$3.1 billion of collateralized borrowing capacity at the FRB discount window with no amounts outstanding and had no borrowings drawn against the Bank Term Funding Program facility, which expired March 11, 2024.

A combination of commercial real estate loans, commercial loans, consumer loans and securities are pledged to the FRB of Philadelphia to provide access to FRB discount window borrowings. Securities carried at \$0.3 billion at December 31, 2024 and \$0.4 billion at December 31, 2023 were pledged as collateral to secure public and trust deposits.

The Corporation has commitments to extend credit and letters of credit. As of December 31, 2024, the balance of commitments to extend credit was \$8.8 billion and total letters of credit were \$0.3 billion.

Liquidity must also be managed at the Parent Company level. For safety and soundness reasons, banking regulations limit the amount of cash that can be transferred from subsidiary banks to the parent company in the form of loans and dividends. Generally, these limitations are based on the subsidiary banks' regulatory capital levels and their net income. Management continues to monitor the liquidity and capital needs of the Parent Company including monitoring the granularity of the deposit portfolio and level of uninsured deposits. Management will implement appropriate strategies, as necessary, to remain adequately capitalized and to meet its cash needs.

The consolidated statements of cash flows provide additional information. The Corporation's operating activities during 2024 generated \$416.6 million of cash, mainly due to net income of \$288.7 million. Cash provided in investing activities was \$1.6 billion, primarily due to \$1.0 billion of net cash received for acquisitions in the Republic First Transaction. Net cash used by financing activities was \$1.5 billion, due largely to \$2.1 billion in repayment of borrowings.

The following table presents the expected maturities of government, state and municipal and corporate AFS investment securities, at estimated fair value, as of December 31, 2024 and the weighted average yields on such securities (calculated based on historical cost):

	<b>Maturing</b>							
	<b>Within One Year</b>		<b>After One But Within Five Years</b>		<b>After Five But Within Ten Years</b>		<b>After Ten Years</b>	
	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>
	(dollars in thousands)							
<b>Available for sale</b>								
State and municipal <sup>(1)</sup>	\$ 969	6.10%	\$ —	—%	\$ 111,762	3.88%	\$ 702,156	3.85%
Corporate debt securities	14,564	3.52	102,912	5.54	182,894	4.53	—	—
Total	<u>\$ 15,533</u>	<u>3.68 %</u>	<u>\$ 102,912</u>	<u>5.54 %</u>	<u>\$ 294,656</u>	<u>4.28 %</u>	<u>\$ 702,156</u>	<u>3.85 %</u>

<sup>(1)</sup> Weighted average yields on tax-exempt securities have been computed on a FTE basis assuming a federal tax rate of 21% and statutory interest expense disallowances.

The Corporation's investment portfolio consists mainly of state and municipal securities, commercial mortgage-backed securities, residential mortgage-backed securities, corporate debt securities and collateralized mortgage obligations. Commercial mortgage-backed securities, residential mortgage-backed securities and collateralized mortgage obligations have stated maturities that may differ from actual maturities due to borrowers' ability to prepay obligations. Cash flows from such investments are dependent upon the performance of the underlying mortgage loans and are generally influenced by the level of interest rates. As rates increase, cash flows generally decrease as prepayments on the underlying mortgage loans decrease. As rates decrease, cash flows generally increase as prepayments increase.

The following table presents AFS residential mortgage-backed securities, commercial mortgage-backed securities and collateralized mortgage obligations, at estimated fair value, and HTM residential mortgage-backed securities and commercial mortgage-backed securities, at amortized cost, as of December 31, 2024, without stated maturities, including the weighted average yields and estimated weighted average lives based on prepayment speeds on such securities:

	<b>Amount</b>	<b>Yield</b>	<b>Weighted Average Life</b>
	(dollars in thousands)		(in years)
<b>Available for sale</b>			
Residential mortgage-backed securities	\$ 989,875	4.94 %	8.7
Commercial mortgage-backed securities	516,882	2.70	4.2
Collateralized mortgage obligations	788,885	5.15	2.1
<b>Held to maturity</b>			
Residential mortgage-backed securities	\$ 537,856	3.13 %	9.2
Commercial mortgage-backed securities	857,713	1.52	5.7

The following table presents the contractual maturities of fixed rate loans and loan types subject to changes in interest rates as of December 31, 2024:

	One Year or Less	After One Through Five Years	After Five Through Fifteen Years	After 15 Years	Total
(dollars in thousands)					
<b>Commercial and industrial:</b>					
Adjustable and floating rate	\$ 1,160,844	\$ 2,177,388	\$ 320,385	\$ 5,586	\$ 3,664,203
Fixed rate	387,190	509,344	44,001	851	941,386
<i>Total commercial and industrial</i>	1,548,034	2,686,732	364,386	6,437	4,605,589
<b>Real estate - mortgage<sup>(1)</sup>:</b>					
Adjustable and floating rate	2,591,921	5,341,646	2,615,788	277,102	10,826,457
Fixed rate	1,288,523	2,412,596	1,866,083	718,458	6,285,660
<i>Total real estate - mortgage<sup>(1)</sup></i>	3,880,444	7,754,242	4,481,871	995,560	17,112,117
<b>Real estate - construction:</b>					
Adjustable and floating rate	480,495	500,384	69,595	1,692	1,052,166
Fixed rate	254,477	84,382	3,874	—	342,733
<i>Total real estate - construction</i>	734,972	584,766	73,469	1,692	1,394,899
<b>Consumer, leases and other:</b>					
Adjustable and floating rate	12,599	57,746	166	—	70,511
Fixed rate	265,592	505,255	123,130	3,430	897,407
<i>Total consumer, leases and other</i>	278,191	563,001	123,296	3,430	967,918
Unearned income	—	(35,604)	—	—	(35,604)
<b>Total</b>	<b>\$ 6,441,641</b>	<b>\$ 11,553,137</b>	<b>\$ 5,043,022</b>	<b>\$ 1,007,119</b>	<b>\$ 24,044,919</b>

<sup>(1)</sup> Includes commercial and residential mortgages and home equity loans.

Contractual maturities of time deposits as of December 31, 2024 were as follows (dollars in thousands):

<u>Year</u>	
2025	\$ 3,801,297
2026	242,638
2027	40,071
2028	10,130
2029	11,908
Thereafter	44,054
<b>Total</b>	<b>\$ 4,150,098</b>

Contractual maturities of the portion of time deposits estimated to be in excess of the FDIC insurance limit as of December 31, 2024 included in the table above, were as follows (dollars in thousands):

Three months or less	\$ 121,877
Over three through six months	108,934
Over six through twelve months	194,862
Over twelve months	13,867
<b>Total</b>	<b>\$ 439,540</b>

Total uninsured deposits (excluding intra-Company deposits) were estimated to be \$9.4 billion at December 31, 2024 compared with \$7.2 billion at December 31, 2023.

### Debt Security Market Price Risk

Debt security market price risk is the risk that changes in the values of debt securities, unrelated to interest rate changes, could have a material impact on the financial position or results of operations of the Corporation. The Corporation's debt security investments consist primarily of U.S. government-sponsored agency issued mortgage-backed securities and collateralized mortgage obligations, state and municipal securities, and corporate debt securities. All of the Corporation's investments in mortgage-backed securities and collateralized mortgage obligations have principal payments that are guaranteed by U.S. government-sponsored agencies.

### State and Municipal Securities

As of December 31, 2024, the Corporation owned securities issued by various states and municipalities with a total fair value of \$0.8 billion. Uncertainty with respect to the financial strength of state and municipal bond insurers places emphasis on the underlying strength of issuers. Pressure on local tax revenues of issuers due to adverse economic conditions could have an adverse impact on the underlying credit quality of issuers. The Corporation evaluates existing and potential holdings primarily based on the underlying creditworthiness of the issuing state or municipality and then, to a lesser extent, on any credit enhancement. State and municipal securities can be supported by the general obligation of the issuing state or municipality, allowing the securities to be repaid by any means available to the issuing state or municipality. As of December 31, 2024, approximately 100% of state and municipal securities were supported by the general obligation of corresponding states or municipalities. Approximately 74% of these securities were school district issuances, which are also supported by the states of the issuing municipalities.

**Item 8. Financial Statements and Supplementary Data****CONSOLIDATED BALANCE SHEETS****(dollars in thousands, except per-share data)**

	<b>December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>ASSETS</b>		
Cash and due from banks	\$ 279,041	\$ 300,343
Interest-bearing deposits with other banks	784,830	249,367
<i>Cash and Cash Equivalents</i>	<b>1,063,871</b>	549,710
FRB and FHLB stock	139,574	124,405
Loans held for sale	25,618	15,158
Investment securities:		
AFS, at estimated fair value	3,410,899	2,398,352
HTM, at amortized cost	1,395,569	1,267,922
Net loans	24,044,919	21,351,094
Less: ACL - loans	(379,156)	(293,404)
<i>Loans, Net</i>	<b>23,665,763</b>	21,057,690
Net premises and equipment	195,527	222,881
Accrued interest receivable	117,029	107,972
Goodwill and net intangible assets	635,458	560,687
Other assets	1,422,502	1,267,138
<i>Total Assets</i>	<b>\$ 32,071,810</b>	<b>\$ 27,571,915</b>
<b>LIABILITIES</b>		
Deposits:		
Noninterest-bearing	\$ 5,499,760	\$ 5,314,094
Interest-bearing	20,629,673	16,223,529
<i>Total Deposits</i>	<b>26,129,433</b>	21,537,623
Borrowings:		
Federal funds purchased	—	240,000
FHLB advances	850,000	1,100,000
Senior debt and subordinated debt	367,316	535,384
Other borrowings and interest-bearing liabilities	564,732	612,142
<i>Total Borrowings</i>	<b>1,782,048</b>	2,487,526
Accrued interest payable	31,620	35,083
Other liabilities	931,384	751,544
<i>Total Liabilities</i>	<b>28,874,485</b>	24,811,776
<b>SHAREHOLDERS' EQUITY</b>		
Preferred stock, no par value, 10,000,000 shares authorized, Series A, 200,000 shares issued as of December 31, 2024 and 2023, liquidation preference of \$1,000 per share	192,878	192,878
Common stock, \$2.50 par value, 600,000,000 shares authorized, 245,946,392 shares issued as of December 31, 2024 and 225,760,963 issued as of December 31, 2023	614,866	564,402
Additional paid-in capital	1,789,214	1,552,860
Retained earnings	1,775,620	1,619,300
Accumulated other comprehensive loss	(287,819)	(312,280)
Treasury stock, at cost, 63,857,567 shares in 2024 and 61,959,552 shares in 2023	(887,434)	(857,021)
<i>Total Shareholders' Equity</i>	<b>3,197,325</b>	2,760,139
<i>Total Liabilities and Shareholders' Equity</i>	<b>\$ 32,071,810</b>	<b>\$ 27,571,915</b>

See Notes to Consolidated Financial Statements

**CONSOLIDATED STATEMENTS OF INCOME**

(dollars in thousands, except per-share data)

	2024	2023	2022
<b>Interest Income</b>			
Loans, including fees	<b>\$1,394,969</b>	\$1,156,373	\$758,609
Investment securities	<b>136,650</b>	101,518	98,115
Other interest income	<b>50,577</b>	15,345	8,114
<i>Total Interest Income</i>	<b>1,582,196</b>	1,273,236	864,838
<b>Interest Expense</b>			
Deposits	<b>521,859</b>	292,205	43,829
Federal funds purchased	<b>2,881</b>	30,417	2,967
FHLB advances	<b>37,793</b>	46,965	7,334
Senior debt and subordinated debt	<b>20,255</b>	21,361	22,257
Other borrowings and interest-bearing liabilities	<b>39,083</b>	28,002	6,817
<i>Total Interest Expense</i>	<b>621,871</b>	418,950	83,204
<i>Net Interest Income</i>	<b>960,325</b>	854,286	781,634
Provision for credit losses	<b>71,636</b>	54,036	28,021
<i>Net Interest Income After Provision for Credit Losses</i>	<b>888,689</b>	800,250	753,613
<b>Non-Interest Income</b>			
Commercial banking	<b>84,982</b>	81,160	75,779
Wealth management	<b>84,743</b>	75,541	72,843
Consumer banking	<b>55,504</b>	47,197	49,496
Mortgage banking	<b>13,943</b>	10,388	14,204
Gain on acquisition, net of tax	<b>36,996</b>	—	—
Other	<b>19,846</b>	14,125	14,835
<i>Non-Interest Income Before Investment Securities Gains (Losses), Net</i>	<b>296,014</b>	228,411	227,157
Investment securities gains (losses), net	<b>(20,283)</b>	(733)	(27)
<i>Total Non-Interest Income</i>	<b>275,731</b>	227,678	227,130
<b>Non-Interest Expense</b>			
Salaries and employee benefits	<b>432,821</b>	377,417	356,884
Data processing and software	<b>77,882</b>	66,471	60,255
Net occupancy	<b>69,359</b>	58,019	56,195
Other outside services	<b>60,586</b>	47,724	37,152
FDIC insurance	<b>23,829</b>	25,565	12,547
Equipment	<b>17,850</b>	14,390	14,033
Intangible amortization	<b>17,830</b>	2,944	1,731
Professional fees	<b>10,857</b>	8,392	9,123
Marketing	<b>8,958</b>	9,004	6,885
Acquisition-related expenses	<b>37,635</b>	—	10,328
Other	<b>62,184</b>	69,281	68,595
<i>Total Non-Interest Expense</i>	<b>819,791</b>	679,207	633,728
<i>Income Before Income Taxes</i>	<b>344,629</b>	348,721	347,015
Income taxes	<b>55,886</b>	64,441	60,034
<i>Net Income</i>	<b>288,743</b>	284,280	286,981
Preferred stock dividends	<b>(10,248)</b>	(10,248)	(10,248)
<i>Net Income Available to Common Shareholders</i>	<b>\$ 278,495</b>	\$ 274,032	\$276,733
<b>PER SHARE:</b>			
Net income available to common shareholders (basic)	<b>\$ 1.59</b>	\$ 1.66	\$ 1.69
Net income available to common shareholders (diluted)	<b>1.57</b>	1.64	1.67
Cash dividends	<b>0.69</b>	0.64	0.66

See Notes to Consolidated Financial Statements



**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(dollars in thousands)**

	<b>2024</b>	<b>2023</b>	<b>2022</b>
Net Income	\$ 288,743	\$ 284,280	\$ 286,981
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on AFS investment securities:			
Net unrealized holding gains (losses)	(22,425)	36,023	(312,169)
Reclassification adjustment for securities net change realized in net income	15,689	(567)	(20)
Amortization of net unrealized gains (losses) on AFS securities transferred to HTM	5,609	5,913	(44,483)
<i>Net Unrealized Gains (Losses) on AFS Investment Securities</i>	<u>(1,127)</u>	<u>41,369</u>	<u>(356,672)</u>
Unrealized gains (losses) on interest rate derivatives used in cash flow hedges:			
Net unrealized holding gains (losses)	590	6,998	(62,963)
Reclassification adjustment for net change realized in net income	18,141	19,995	6,004
<i>Net Unrealized Gains (Losses) on Interest Rate Derivatives Used in Cash Flow Hedges</i>	<u>18,731</u>	<u>26,993</u>	<u>(56,959)</u>
Defined benefit pension plan and postretirement benefits:			
Unrecognized pension and postretirement income (cost)	7,279	4,777	644
Amortization of net unrecognized pension and postretirement income (loss)	(422)	57	100
<i>Net Unrealized Gains (Losses) on Defined Benefit Pension and Postretirement Plans</i>	<u>6,857</u>	<u>4,834</u>	<u>744</u>
<i>Other Comprehensive Income (Loss), Net of Tax</i>	<u>24,461</u>	<u>73,196</u>	<u>(412,887)</u>
<i>Total Comprehensive Income</i>	<u>\$ 313,204</u>	<u>\$ 357,476</u>	<u>\$ (125,906)</u>

*See Notes to Consolidated Financial Statements*

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands, except per share data)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Total
	Shares Outstanding	Amount	Shares Outstanding	Amount					
Balance at December 31, 2021	200	\$ 192,878	160,490	\$ 559,766	\$ 1,519,873	\$ 1,282,383	\$ 27,411	\$ (869,631)	\$ 2,712,680
Net income						286,981			286,981
Other comprehensive loss							(412,887)		(412,887)
Common stock issued <sup>(1)</sup>			261	653	3,677				4,330
Dividend reinvestment activity			362		85			5,149	5,234
Reissuance of treasury stock pursuant to acquisition			6,209		4,547			85,166	89,713
Stock-based compensation awards (repurchases)			277	1,092	13,658			(2,438)	12,312
Preferred stock dividend						(10,248)			(10,248)
Common stock dividends - \$0.66 per share						(108,358)			(108,358)
Balance at December 31, 2022	200	192,878	167,599	561,511	1,541,840	1,450,758	(385,476)	(781,754)	2,579,757
Net income						284,280			284,280
Other comprehensive income							73,196		73,196
Common stock issued <sup>(1)</sup>			231	578	2,548			34	3,160
Dividend reinvestment activity			408		(132)			5,691	5,559
Stock-based compensation awards (repurchases)			592	2,313	8,604			(3,936)	6,981
Acquisition of treasury stock			(5,029)					(77,056)	(77,056)
Preferred stock dividend						(10,248)			(10,248)
Common stock dividends - \$0.64 per share						(105,490)			(105,490)
Balance at December 31, 2023	200	192,878	163,801	564,402	1,552,860	1,619,300	(312,280)	(857,021)	2,760,139
Net income						288,743			288,743
Other comprehensive income							24,461		24,461
Common stock issued <sup>(2)</sup>			19,339	48,348	227,052			12	275,412
Dividend reinvestment activity			322		902			4,753	5,655
Stock-based compensation awards (repurchases)			561	2,116	8,400			(4,830)	5,686
Acquisition of treasury stock			(1,934)					(30,348)	(30,348)
Preferred stock dividend						(10,248)			(10,248)
Common stock dividends - \$0.69 per share						(122,175)			(122,175)
Balance at December 31, 2024	200	\$ 192,878	182,089	\$ 614,866	\$ 1,789,214	\$ 1,775,620	\$ (287,819)	\$ (887,434)	\$ 3,197,325

<sup>(1)</sup> Issuance of common stock includes issuance in connection with the Corporation's ESPP and exercised stock options.

<sup>(2)</sup> Issuance of common stock includes the issuance of 19,166,667 shares of common stock in an underwritten public offering that closed on May 1, 2024, issuance in connection with the Corporation's ESPP and exercised stock options.

See Notes to Consolidated Financial Statements

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

	2024	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 288,743	\$ 284,280	\$ 286,981
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Provision for credit losses	71,636	54,036	28,021
Depreciation and amortization of premises and equipment	39,164	30,055	30,201
Net amortization of investment securities premiums	764	11,231	12,824
Net accretion of loan discounts	(38,748)	—	—
Investment securities losses, net	20,283	733	27
Gain on sales of mortgage loans held for sale	(8,186)	(5,094)	(8,816)
Proceeds from sales of mortgage loans held for sale	547,691	363,406	455,607
Originations of mortgage loans held for sale	(549,965)	(366,206)	(418,287)
Intangible amortization	17,830	2,944	1,731
Amortization of issuance costs and discounts on long-term borrowings	710	750	724
Gain on acquisition, net of tax	(36,996)	—	—
Gain on disposal of premises and equipment	(30)	—	—
Gain on Sale-Leaseback Transaction	(20,266)	—	—
Stock-based compensation	10,516	12,540	14,000
Net change in deferred income tax	(23,187)	24,666	(117,849)
Net change in accrued salaries and benefits	19,463	(5,868)	12,826
Net change in life insurance cash surrender value	(19,872)	(27,664)	(95,702)
Other changes, net	97,015	(16,825)	392,503
Total adjustments	127,822	78,704	307,810
<i>Net Cash Provided by Operating Activities</i>	416,565	362,984	594,791
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from sales of AFS securities	2,300,487	213,424	196,411
Proceeds from principal repayments and maturities of AFS securities	334,405	149,211	583,444
Proceeds from principal repayments and maturities of HTM securities	56,455	59,685	109,759
Purchase of AFS securities	(1,744,778)	(79,053)	(845,744)
Purchase of HTM securities	(177,947)	—	(30,959)
Net change in FRB and FHLB stock	22,762	5,781	(72,551)
Net change in loans	(149,081)	(1,100,816)	(1,407,289)
Net purchases of premises and equipment	(42,453)	(32,958)	(21,246)
Settlement of bank owned life insurance	2,687	2,264	3,474
Proceeds from Sale-Leaseback Transaction	51,123	—	—
Net cash received (paid) for acquisitions	1,018,371	—	(21,811)
Net change in tax credit investments	(42,699)	(26,753)	(29,071)
<i>Net Cash Provided by (Used in) Investing Activities</i>	1,629,332	(809,215)	(1,535,583)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net change in demand and savings deposits	478,593	(1,198,222)	(1,198,319)
Net change in time deposits and brokered deposits	1,074	2,086,307	(257,823)
Net change in other borrowings	(1,951,161)	(379,431)	1,629,870
Repayments of senior debt and subordinated debt	(168,778)	(5,000)	(81,496)
Net proceeds from common stock	270,582	3,160	7,876
Dividends paid	(131,698)	(115,738)	(116,009)
Acquisition of treasury stock	(30,348)	(77,056)	—
<i>Net Cash (Used in) Provided by Financing Activities</i>	(1,531,736)	314,020	(15,901)
Net increase (decrease) in Cash and Cash Equivalents	514,161	(132,211)	(956,693)
Cash and Cash Equivalents at Beginning of Period	549,710	681,921	1,638,614
Cash and Cash Equivalents at End of Period	\$ 1,063,871	\$ 549,710	\$ 681,921
<b>Supplemental Disclosures of Cash Flow Information:</b>			
Cash paid during the period for:			
Interest	\$ 658,778	\$ 394,052	\$ 80,019
Income taxes	29,116	25,319	32,669

**Supplemental Schedule of Certain Noncash Activities:**

Transfer of AFS securities to HTM securities	\$	—	\$	—	\$	479,008
Fair value of tangible assets acquired		4,707,290		—		—
Intangible assets		92,600		—		—
Liabilities assumed		5,561,979		—		—
PCD Loans credit discount		54,631		—		—

*See Notes to Consolidated Financial Statements*

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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**Business:** The Corporation is a financial holding company that provides a full range of banking and financial services to businesses and consumers through its wholly-owned banking subsidiary, Fulton Bank. In addition, the Parent Company owns the following non-bank subsidiaries: Fulton Financial Realty Company, Central Pennsylvania Financial Corp., FFC Penn Square, Inc., Fulton Insurance Services Group, Inc. and Fulton Community Partner, LLC. Collectively, the Parent Company and its subsidiaries are referred to as the Corporation.

The Corporation's primary sources of revenue are interest income on loans, investment securities and other interest-earning assets and fee income earned on its products and services. Its expenses consist of interest expense on deposits and borrowed funds, provision for credit losses, other operating expenses and income taxes. The Corporation's primary competition is other financial services providers operating in its region. Competitors also include financial services providers located outside the Corporation's geographic market as a result of the growth in electronic delivery channels. The Corporation is subject to the regulations of certain federal and state agencies and undergoes periodic examinations by such regulatory agencies.

The Corporation offers, through its banking subsidiary, a full range of retail and commercial banking services in Pennsylvania, Delaware, Maryland, New Jersey and Virginia.

**Basis of Financial Statement Presentation:** The consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Parent Company and all wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosed amount of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. The Corporation evaluates subsequent events through the date of the filing of this report with the SEC.

**Cash and Cash Equivalents and Restricted Cash:** Cash and cash equivalents consists of cash and due from banks and interest-bearing deposits with other banks, which includes restricted cash. Restricted cash comprises cash balances required to be maintained with the FRB, based on customer transaction deposit account levels, and cash balances provided as collateral on derivative contracts and other contracts. See "Note 3 - Restrictions on Cash and Cash Equivalents" for additional information.

**FRB and FHLB Stock:** The Bank is a member of the FRB and FHLB and is required by federal law to hold stock in these institutions according to predetermined formulas. These restricted investments are carried at cost on the consolidated balance sheets and are periodically evaluated for impairment.

**Investments:** Debt securities are classified as HTM at the time of purchase when the Corporation has both the intent and ability to hold these investments until they mature. Such debt securities are carried at cost, adjusted for amortization of premiums and accretion of discounts using the effective yield method. The Corporation does not engage in trading activities; however, since the investment portfolio serves as a source of liquidity, most debt securities are classified as AFS. AFS securities are carried at estimated fair value with the related unrealized holding gains and losses reported in shareholders' equity as a component of AOCI, net of tax. Realized securities gains and losses are computed using the specific identification method and are recorded on a trade date basis.

*HTM Debt Securities:* Expected credit losses on HTM debt securities would be recorded in the ACL on HTM debt securities. As of December 31, 2024, no HTM debt securities required an ACL as these investments consist solely of agency-guaranteed residential mortgage-backed and commercial mortgage-backed securities.

*AFS Debt Securities:* The Bank's AFS rated debt securities are investment grade. In evaluating credit losses on debt securities, management considers factors such as the credit quality of the investments, the credit rating of the security, and the delinquency history of the security. As of December 31, 2024, no AFS debt securities required an ACL.

**Fair Value Option:** The Corporation has elected to measure mortgage loans held for sale at fair value. Derivative financial instruments related to mortgage banking activities are also recorded at fair value, as detailed under the heading "Derivative Financial Instruments," below. The Corporation determines fair value for its mortgage loans held for sale based on the price that secondary market investors would pay for loans with similar characteristics, including interest rate and term, as of the date fair value is measured. Changes in fair values during the period are recorded as components of mortgage banking income on the

consolidated statements of income. Interest income earned on mortgage loans held for sale is classified in interest income on the consolidated statements of income.

**Loans:** Loans are stated at amortized cost, except for mortgage loans held for sale, which are carried at fair value. Interest income on loans is accrued as earned.

In general, loans are placed on non-accrual status once they become 90 days delinquent as to principal or interest. In certain cases a loan may be placed on non-accrual status prior to being 90 days delinquent if there is an indication that the borrower is having difficulty making payments, or the Corporation believes it is probable that all amounts will not be collected according to the contractual terms of the loan agreement. When interest accruals are discontinued, unpaid interest previously credited to income is reversed. Non-accrual loans may be restored to accrual status when all delinquent principal and interest has been paid currently for six consecutive months or the loan is considered adequately secured and in the process of collection. The Corporation generally applies payments received on non-accruing loans to principal until such time as the principal is paid off, after which time any payments received are recognized as interest income. If the Corporation believes that all amounts outstanding on a non-accrual loan will ultimately be collected, payments received subsequent to its classification as a non-accrual loan are allocated between interest income and principal.

A loan that is 90 days delinquent may continue to accrue interest if the loan is both adequately secured and is in the process of collection. Past due status is determined based on contractual due dates for loan payments. An adequately secured loan is one that has collateral with a supported fair value that is sufficient to discharge the debt, and/or has an enforceable guarantee from a financially responsible party. A loan is considered to be in the process of collection if collection is proceeding through legal action or through other activities that are reasonably expected to result in repayment of the debt or restoration to current status in the near future.

Loans deemed to be a loss are written off through a charge against the ACL. Closed-end consumer loans are generally charged-off when they become 120 days past due (180 days for open-end consumer loans) if they are not adequately secured by real estate. All other loans are evaluated for possible charge-off when it is probable that the balance will not be collected, based on the ability of the borrower to pay and the value of the underlying collateral, if any. Principal recoveries of loans previously charged-off are recorded as increases to the ACL.

**Loan Origination Fees and Costs:** Loan origination fees and the related direct origination costs are deferred and amortized over the life of the loan as an adjustment to interest income using the effective yield method. For mortgage loans sold, net loan origination fees and costs are included in the gain or loss on sale of the related loan, as components of mortgage banking.

**Loan Modifications:** Loans are accounted for and reported as modified when, for economic or legal reasons, the Corporation grants a concession to a borrower experiencing financial difficulty that it would not otherwise consider. Concessions, whether negotiated or imposed by bankruptcy, granted under a loan modification typically involve a more than insignificant deferral of scheduled loan payments, an extension of a loan's stated maturity date, a reduction in the interest rate or a forgiveness of principal.

Because the effect of most modifications made to loans to borrowers experiencing financial difficulty is already included in the ACL, a change to the ACL is generally not recorded upon modification. When principal forgiveness is provided, the amortized cost basis of the forgiven portion of the loan is written off against the ACL.

#### **Allowance for Credit Losses:**

The Corporation follows *ASU 2016-13 Financial Instruments - Credit Losses (ASC Topic 326): Measurement of Credit Losses on Financial Instruments*. The measurement of expected credit losses under CECL is applicable to financial assets measured at amortized cost, including loans and HTM debt securities. It also applies to OBS credit exposures, such as loan commitments, standby letters of credit, financial guarantees, and other similar instruments, and net investments in leases recognized by a lessor in accordance with ASC Topic 842.

The Corporation has elected to exclude accrued interest receivable from the measurement of its ACL. When a loan is placed on non-accrual status, any outstanding accrued interest is reversed against interest income.

The ACL consists of loans evaluated collectively and individually for expected credit losses. The ACL represents an estimate of expected credit losses over the expected life of the loans as of the balance sheet date and is recorded as a reduction to net loans. The ACL is increased or decreased (when the provision for credit losses is negative) through the provision for credit losses and increased or decreased (when recoveries of loans previously charged off exceed loans charged off) by charge-offs, net of

recoveries. The reserve for OBS credit exposures includes estimated losses on unfunded loan commitments, letters of credit and other OBS credit exposures.

*Loans:* The ACL is an estimate of the expected losses to be realized over the life of the loans in the portfolio. The ACL is determined for two distinct categories of loans: (i) loans evaluated collectively for expected credit losses and (ii) loans evaluated individually for expected credit losses.

*Loans Evaluated Collectively:* Loans evaluated collectively for expected credit losses include accruing loans and non-accrual loans where the total commitment amount is less than \$1 million. In determining the ACL, the Corporation uses three inputs to model the estimate. These inputs are the PD rate which estimates the likelihood that a borrower will be unable to meet its debt obligations, the LGD rate which estimates the percentage of an asset that is lost if a borrower defaults, and the EAD balance which estimates the gross exposure under a facility upon default. The PD models were developed based on historical default data. Both internal and external variables are evaluated in the process. The main internal variables are risk rating or delinquency history and indicators of default. The external variables are economic variables obtained from third-party forecasts.

The PD models are transition matrix models that utilize historical credit observations and incorporate economic forecasts to project future default rates using a linear regression methodology for each loan segment. The LGD model uses a vintage loss approach that estimates LGD rates based on the bank's historical loss experience for each loan segment. The EAD incorporates a prepayment rate and applies the PD rates to estimate the projected exposure at default across the life of each loan. The ACL is calculated by applying the LGD to the EAD at each period across the life of each loan.

The ACL incorporates the Corporation's historical credit observations, current conditions, and reasonable and supportable forecasts that are based on the projected performance of specific economic variables that are statistically correlated with historical PD rates. The reasonable and supportable forecast extends to 24 months and reverts back to an average PD rate using a straight-line reversion methodology over a 12 month period.

The ACL is highly sensitive to the economic forecasts used to develop the reserve. As such, the calculation of the ACL is inherently subjective and requires management to exercise judgment.

The ACL may include qualitative adjustments intended to capture the impact of uncertainties not reflected in the quantitative models. In determining qualitative adjustments, management considers changes in national, regional, and local economic and business conditions and their impact on the lending environment, including underwriting standards and other factors affecting credit losses over the remaining life of each loan.

*Loans Evaluated Individually:* Loans evaluated individually for expected credit losses include loans on non-accrual status where the commitment amount equals or exceeds \$1.0 million. The required ACL for such loans is determined using the present value of expected future cash flows, observable market price or the fair value of collateral.

Loans evaluated individually may have specific allocations of the ACL assigned if the measured value of the loan using one of the noted techniques is less than its current carrying value. For loans measured using the fair value of collateral, if the analysis determines that sufficient collateral value would be available for repayment of the debt, then no allocations would be assigned to those loans. Collateral could be in the form of real estate or business assets, such as accounts receivable or inventory, in the case of commercial and industrial loans. Commercial and industrial loans may also be secured by real estate.

For loans secured by real estate, estimated fair values are determined primarily through appraisals performed by third-party appraisers, discounted to arrive at expected net sale proceeds. For collateral-dependent loans, estimated real estate fair values are also net of estimated selling costs. When a real estate secured loan is impaired, a decision is made regarding whether an updated appraisal of the real estate is necessary. This decision is based on various considerations, including: the age of the most recent appraisal; the loan-to-value ratio based on the original appraisal; the condition of the property; the Corporation's experience and knowledge of the real estate market; the purpose of the loan; market factors; payment status; the strength of any guarantors; and the existence and age of other indications of value such as broker price opinions, among others. The Corporation generally obtains updated appraisals performed by third-party appraisers for impaired loans secured predominantly by real estate every 12 months.

When updated appraisals are not obtained for loans secured by real estate, fair values are estimated based on the original appraisal values, as long as the original appraisal indicated an acceptable loan-to-value position and there has not been a significant deterioration in the collateral value since the original appraisal was performed.

For loans with principal balances greater than or equal to \$1.0 million secured by non-real estate collateral, such as accounts receivable or inventory, estimated fair values are determined based on borrower financial statements, inventory listings, accounts receivable agings or borrowing base certificates provided by the borrower. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets. Liquidation or collection discounts are applied to these assets based upon existing loan evaluation policies.

Management regularly reviews loans in the portfolio to assess credit quality indicators and to determine appropriate loan classification. For commercial loans, commercial mortgages and construction loans to commercial borrowers, an internal risk rating process is used. The Corporation believes that internal risk ratings are the most relevant credit quality indicator for these types of loans. The migration of loans through the various internal risk rating categories is a significant component of the ACL methodology for these loans, which bases the PD on this migration. Assigning risk ratings involves judgment. Risk ratings may be changed based on ongoing monitoring procedures, or if specific loan review assessments identify a deterioration or an improvement in the loan.

The following is a summary of the Corporation's internal risk rating categories:

- **Pass:** These loans do not currently pose undue credit risk and can range from the highest to average quality, depending on the degree of potential risk.
- **Special Mention:** These loans have a heightened credit risk, but not to the point of justifying a classification of Substandard. Loans in this category are currently acceptable but, are nevertheless potentially weak.
- **Substandard or Lower:** These loans are inadequately protected by current sound worth and paying capacity of the borrower. There exists a well-defined weakness or weaknesses that jeopardize the normal repayment of the debt.

The Corporation considers risk factors such as: local and national economic conditions; trends in delinquencies and non-accrual loans; the diversity of borrower industry types; and the composition of the portfolio by loan type.

**OBS Credit Exposures:** The reserve for OBS credit exposures is recorded in other liabilities on the consolidated balance sheets, and represents management's estimate of expected losses in its unfunded loan commitments and other OBS credit exposures. The reserve for OBS credit exposures specific to unfunded commitments is determined by estimating future draws and applying the expected loss rates on those draws. Future draws are based on historical averages of utilization rates (i.e., the likelihood of draws taken). The reserve for OBS credit exposures is increased or decreased by charges or reductions to expense, through the provision for credit losses.

**Premises and Equipment:** Premises and equipment are stated at cost, less accumulated depreciation and amortization. The provision for depreciation and amortization is generally computed using the straight-line method over the estimated useful lives of the related assets, which are a maximum of 50 years for buildings and improvements, 8 years for furniture and 7 years for equipment. Leasehold improvements are amortized over the shorter of the useful life or the non-cancelable lease term.

Premises and equipment acquired in a business combination are initially recorded at fair value and subsequently carried at cost less depreciation and amortization. See "Note 6 - Premises and Equipment" for additional information.

**OREO:** Assets acquired in settlement of mortgage loan indebtedness are recorded as OREO and are included in other assets on the consolidated balance sheets, initially at the lower of the estimated fair value of the asset, less estimated selling costs, or the carrying amount of the loan. Costs to maintain the assets and subsequent gains and losses on sales are included in other non-interest expense on the consolidated statements of income.

**MSRs:** The estimated fair value of MSRs related to residential mortgage loans sold and serviced by the Corporation is recorded as an asset upon the sale of such loans. MSRs are amortized as a reduction to mortgage servicing income, included as a component of mortgage banking income on the consolidated statements of income, over the estimated lives of the underlying loans.

MSRs are stratified and evaluated for impairment by comparing each stratum's carrying amount to its estimated fair value. Fair values are determined through a discounted cash flows valuation completed by a third-party valuation expert. Significant inputs to the valuation include expected net servicing income, the discount rate and the expected lives of the underlying loans. Expected life is based on the contractual terms of the loans, as adjusted for prepayment projections. To the extent the amortized cost of the MSRs exceeds their estimated fair value, a valuation allowance is established through a charge against servicing income. If subsequent valuations indicate that impairment no longer exists, the valuation allowance is reduced through an increase to servicing income. See "Note 8 - Mortgage Servicing Rights" for additional information.

**Derivative Financial Instruments:** The Corporation manages its exposure to certain interest rate risk through the use of derivatives. Certain of the Corporation's outstanding derivative contracts are designated as hedges, and none are entered into for speculative purposes. The Corporation enters into derivative contracts that are intended to economically hedge certain of its risks, even if hedge accounting does not apply or the Corporation elects not to apply hedge accounting.

The Corporation records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Corporation has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. The Corporation does not have any derivative instruments designated as fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. For derivatives designated as cash flow hedges where hedge accounting is applied, changes in fair value are recognized in OCI, net of tax. For derivatives where hedge accounting does not apply, changes in fair value are recognized in earnings as components of non-interest income or non-interest expense on the consolidated statements of income.

Derivative contracts create counterparty credit risk with both the Corporation's customers and with institutional derivative counterparties. The Corporation manages counterparty credit risk through its credit approval processes, monitoring procedures and obtaining adequate collateral, when the Corporation determines it is appropriate to do so and in accordance with counterparty contracts.

For each of the derivatives, gross derivative assets and liabilities are recorded in other assets and other liabilities, respectively, on the consolidated balance sheets. Related gains and losses on these derivative instruments are recorded in other changes, net on the consolidated statements of cash flows.

#### Mortgage Banking Derivatives

In connection with its mortgage banking activities, the Corporation enters into commitments to originate certain fixed-rate residential mortgage loans for customers, also referred to as interest rate locks. In addition, the Corporation enters into forward commitments for the future sales or purchases of mortgage-backed securities to or from third-party counterparties to hedge the effect of changes in interest rates on the values of both the interest rate locks and mortgage loans held for sale. Forward sales commitments may also be in the form of commitments to sell individual mortgage loans at a fixed price at a future date. The amount necessary to settle each interest rate lock is based on the price that secondary market investors would pay for loans with similar characteristics, including interest rate and term, as of the date fair value is measured.

#### Interest Rate Derivatives - Non-Designated Hedges

The Corporation enters into interest rate derivatives with certain qualifying commercial loan customers to meet their interest rate risk management needs. The Corporation simultaneously enters into interest rate derivatives with dealer counterparties, with identical notional amounts and terms. The net result of these interest rate derivatives is that the customer pays a fixed rate of interest and the Corporation receives a floating rate. As the interest rate derivatives associated with this program do not meet hedge accounting requirements, changes in the fair value of both the customer derivatives and the offsetting derivatives are recognized directly in earnings.

The Corporation's existing OBS credit exposures result from participation in interest rate derivatives provided by external lenders as part of loan participation arrangements and, therefore, are not used to manage interest rate risk in the Corporation's assets or liabilities.

The Corporation is required to clear all eligible interest rate derivative contracts with a clearing agent and is subject to the regulations of the Commodity Futures Trading Commission.

#### Cash Flow Hedges of Interest Rate Risk

The Corporation's objectives in using interest rate derivatives are to reduce volatility in net interest income and interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Corporation primarily uses interest rate derivatives as part of its interest rate risk management strategy. The Corporation enters into interest rate derivatives designated as cash flow hedges to hedge the variable cash flows associated with existing floating rate loans and borrowings.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the unrealized gain or loss on the derivative is recorded in OCI, net of tax, and subsequently reclassified into interest income or interest expense in the same period during which the hedged transaction affects earnings. Amounts reported in OCI related to derivatives will be reclassified to interest income or interest expense as interest payments are made on the Corporation's variable-rate loans and borrowings.

#### Foreign Exchange Contracts

The Corporation enters into foreign exchange contracts to accommodate the needs of its customers. Foreign exchange contracts are commitments to buy or sell foreign currency on a specific date at a contractual price. The Corporation limits its foreign exchange exposure with customers by entering into contracts with institutional counterparties to mitigate its foreign exchange risk. The Corporation also holds certain amounts of Foreign Currency Nostro Accounts. The Corporation limits the total overnight net foreign currency open positions, which is defined as an aggregate of all outstanding contracts, to \$0.5 million. See "Note 11 - Derivative Financial Instruments" for additional information.

**Balance Sheet Offsetting:** Certain financial assets and liabilities may be eligible for offset on the consolidated balance sheets because they are subject to master netting arrangements or similar agreements. The Corporation has elected to net its financial assets and liabilities designated as cash flow hedges when offsetting is permitted. The Corporation has elected not to offset the remaining assets and liabilities subject to such arrangements on the consolidated financial statements.

The Corporation is a party to interest rate derivatives with financial institution counterparties and customers. Under these agreements, the Corporation has the right to net-settle multiple contracts with the same counterparty in the event of default on, or termination of, any one contract. Cash collateral is posted by the party with a net liability position in accordance with contract thresholds and can be used to settle the fair value of the interest rate derivatives in the event of default. A daily settlement occurs through a clearing agent for changes in the fair value of centrally cleared derivatives. Not all derivatives are required to be cleared through a daily clearing agent. As a result, the total fair values of interest rate derivative assets and derivative liabilities recognized on the consolidated balance sheets are not equal and offsetting.

The Corporation is also a party to foreign exchange contracts with financial institution counterparties under which the Corporation has the right to net-settle multiple contracts with the same counterparty in the event of default on, or termination of, any one contract. As with interest rate derivatives, cash collateral is posted by the party with a net liability position in accordance with contract thresholds and can be used to settle the fair value of the foreign exchange contracts in the event of default.

For additional information on balance sheet offsetting, see "Note 11 - Derivative Financial Instruments."

**Income Taxes:** The Corporation utilizes the asset and liability method in accounting for income taxes. Under this method, DTAs and deferred tax liabilities are determined based upon the difference between the values of the assets and liabilities as reflected in the financial statements and their related tax basis using enacted tax rates in effect for the year in which the differences are expected to be recovered or settled. As changes in tax law or rates are enacted, DTAs and deferred tax liabilities are adjusted through income tax expense. In assessing the realizability of DTAs, management considers whether it is more likely than not that some portion or all of the DTAs will not be realized. The ultimate realization of DTAs is dependent upon the generation of future taxable income and tax planning strategies which will create taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, the amount of taxes paid in available carryback years, projected future taxable income, and, if necessary, tax planning strategies in making this assessment. A valuation allowance is provided against DTAs unless it is more likely than not that such DTAs will be realized.

ASC Topic 740, "Income Taxes" creates a single model to address uncertainty in tax positions, and clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in an enterprise's financial statements. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The liability for unrecognized tax benefits is included in other liabilities within the consolidated balance sheets. See "Note 13 - Income Taxes" for additional information.

**Stock-Based Compensation:** The Corporation grants equity awards to employees, consisting of restricted stock, RSUs and PSUs under its Employee Equity Plan. In addition, employees may purchase stock under the Corporation's ESPP.

The Corporation also grants equity awards to non-employee members of its Board of Directors and Fulton Bank's Board of Directors under the Directors' Plan. Under the Directors' Plan, the Corporation can grant equity awards to non-employee

holding company and subsidiary bank directors in the form of restricted stock, RSUs or common stock. Recent grants of equity awards under the Directors' Plan have been limited to RSUs.

Equity awards issued under the Employee Equity Plan are generally granted annually and become fully vested over or after a three-year vesting period. The vesting period for non-performance-based awards represents the period during which employees are required to provide service in exchange for such awards. Equity awards under the Directors' Plan are generally granted annually and fully vest after a one-year vesting period. Certain events, as defined in the Employee Equity Plan and the Directors' Plan, result in the acceleration of the vesting of equity awards. Restricted stock, RSUs and PSUs earn dividends during the vesting period, which are forfeitable if the awards do not vest.

The fair value of stock options, restricted stock and RSUs granted to employees or directors is recognized as compensation expense over the vesting period for such awards. Compensation expense for PSUs is also recognized over the vesting period and service period, however, compensation expense for PSUs may vary based on the expectations for actual performance relative to defined performance measures.

The fair value of restricted stock, RSUs and a majority of PSUs are based on the trading price of the Corporation's stock on the date of grant. The fair value of certain PSUs are estimated through the use of the Monte Carlo valuation methodology as of the date of grant. See "Note 16 - Stock-Based Compensation Plans" for additional information. The Corporation has not issued stock options since 2014 and accordingly, there is no compensation expense for this instrument. All stock options have been exercised or expired during 2024.

**Disclosures about Segments of an Enterprise and Related Information:** Fulton Financial Corporation is a single segment. The Corporation's Chief Operating Decision Maker reviews consolidated results on a GAAP basis.

**Financial Guarantees:** Financial guarantees, which consist primarily of standby and commercial letters of credit, are accounted for by recognizing a liability equal to the fair value of the guarantees and crediting the liability to income over the term of the guarantee. Fair value is estimated based on the fees currently charged to enter into similar agreements with similar terms.

**Goodwill and Intangible Assets:** The Corporation accounts for its acquisitions using the purchase accounting method. Purchase accounting requires that all assets acquired and liabilities assumed, including certain intangible assets that must be recognized, be recorded at their estimated fair values as of the acquisition date. Any purchase price exceeding the fair value of net assets acquired is recorded as goodwill. Any purchase price lower than the fair value of net assets acquired is recorded as a gain on acquisition, net of tax.

Goodwill is not amortized to expense, but is evaluated for impairment at least annually. Write-downs of the balance, if necessary as a result of the impairment test, are charged to expense in the period in which goodwill is determined to be impaired. The Corporation performs its annual assessment of goodwill impairment in the fourth quarter of each year. If certain events occur which indicate goodwill might be impaired between annual assessments, goodwill would be evaluated when such events occur.

Intangible assets are amortized over their estimated lives. Some intangible assets have indefinite lives and are, therefore, not amortized. All intangible assets must be evaluated for impairment if certain events occur. Any impairment write-downs are recognized as non-interest expense on the consolidated statements of income. See "Note 7 - Goodwill and Intangible Assets," for additional information.

**VIEs:** ASC Topic 810 provides guidance on when to consolidate certain VIEs in the financial statements of the Corporation. VIEs are entities in which equity investors do not have a controlling financial interest or do not have sufficient equity at risk for the entity to finance activities without additional financial support from other parties. VIEs are assessed for consolidation under ASC Topic 810 when the Corporation holds variable interests in these entities. The Corporation consolidates VIEs when it is deemed to be the primary beneficiary. The primary beneficiary of a VIE is determined to be the party that has the power to make decisions that most significantly affect the economic performance of the VIE and has the obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE.

The Corporation makes investments in certain community development projects, the majority of which generate tax credits under various federal programs, including TCIs. These investments are made throughout the Corporation's market area as a means of supporting the communities it serves. The Corporation typically acts as a limited partner or member of a limited liability company in its TCIs and does not exert control over the operating or financial policies of the partnership or limited liability company. Tax credits earned are subject to recapture by federal taxing authorities based upon compliance requirements to be met at the project level.

Because the Corporation owns 100% of the equity interests in its NMTC investments, these investments were consolidated based on ASC Topic 810 as of December 31, 2024 and 2023. Investments in affordable housing projects were not consolidated based on management's assessment of the provisions of ASC Topic 810.

TCIs are tested for impairment when events or changes in circumstances indicate that it is more likely than not that the carrying amount of the investment will not be realized. An impairment loss is measured as the amount by which the current carrying value exceeds its aggregated remaining value of the tax benefits of the investment. There were no impairment losses recognized for the Corporation's TCIs in 2024, 2023 or 2022. For additional information, see "Note 13 - Income Taxes."

**Fair Value Measurements:** Assets and liabilities are categorized in a fair value hierarchy for the inputs to valuation techniques used to measure assets and liabilities at fair value using the following three categories (from highest to lowest priority):

- Level 1 - Inputs that represent quoted prices for identical instruments in active markets.
- Level 2 - Inputs that represent quoted prices for similar instruments in active markets, or quoted prices for identical instruments in non-active markets. Also included are valuation techniques whose inputs are derived principally from observable market data other than quoted prices, such as interest rates or other market-corroborated means.
- Level 3 - Inputs that are largely unobservable, as little or no market data exists for the instrument being valued.

The Corporation has categorized all assets and liabilities required to be measured at fair value on both a recurring and nonrecurring basis into the above three levels. See "Note 19 - Fair Value Measurements" for additional information.

**Revenue Recognition:** The sources of revenue for the Corporation are interest income from loans, leases and investments and non-interest income. Non-interest income is earned from various banking and financial services that the Corporation offers through its subsidiaries. Revenue is recognized as earned based on contractual terms, as transactions occur, or as services are provided. Following is further detail of the various types of revenue the Corporation earns and when it is recognized:

*Interest income:* Interest income is recognized on an accrual basis according to loan and lease agreements, investment securities contracts or other written contracts.

*Wealth management services:* Consists of income from trust commissions, brokerage, money market and insurance commissions. Trust commissions consist of advisory fees that are based on market values of clients' managed portfolios and transaction fees for fiduciary services performed, both of which are recognized when earned. Brokerage income includes advisory fees which are recognized when earned on a monthly basis and transaction fees that are recognized when transactions occur. Money market income is based on the balances held in trust accounts and is recognized monthly. Insurance commissions are earned and recognized when policies are originated. Currently, no investment management and trust service income is based on performance or investment results.

*Commercial and consumer banking income:* Consists of cash management, overdraft and other service charges on deposit accounts as well as branch fees, ATM fees, debit and credit card income and merchant services fees. Also included are letter of credit fees, foreign exchange income and interest rate derivative fees. Revenue is primarily transactional and recognized when earned at the time the transactions occur.

*Mortgage banking income:* Consists of gains or losses on the sale of residential mortgage loans and mortgage loan servicing income.

*Other Income:* Includes gains on sales of SBA loans, cash surrender value of life insurance, and other miscellaneous income.

**Leases:** All leases with an initial term greater than 12 months recognize: (1) a ROU asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term; and (2) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, each measured on a discounted basis. The Corporation elected to not separate lease and non-lease components.

As a lessee, the majority of the operating lease portfolio consists of real estate leases for the Corporation's financial centers, land and office space. The operating leases have remaining lease terms of 1 year to 20 years, some of which include options to extend the leases for 5 years or more. ROU assets and lease liabilities are not recognized for leases with an initial term of 12 months or less.

Certain real estate leases have lease payments that adjust based on annual changes in the CPI or at a stated contractual rate. The leases that are dependent upon the CPI or stated contractual rate are initially measured using the CPI or contractual rate at the commencement date and are included in the measurement of the lease liability.

Operating lease expense represents fixed lease payments for operating leases recognized on a straight-line basis over the applicable lease term. Variable lease expense represents expenses such as the payment of real estate taxes, insurance and common area maintenance based on the Corporation's pro-rata share.

Sublease income consists mostly of operating leases for space within the Corporation's offices and financial centers and is recorded as a reduction to net occupancy expense on the consolidated statements of income. See "Note 18 - Leases" for additional information.

**Defined Benefit Plan:** Net periodic pension costs are funded based on the requirements of federal laws and regulations. The determination of net periodic pension costs is based on assumptions about future events that will affect the amount and timing of required benefit payments under the plan. These assumptions include demographic assumptions such as retirement age and mortality, a discount rate used to determine the current benefit obligation, form of payment election and a long-term expected rate of return on plan assets. Net periodic pension expense includes interest cost, based on the assumed discount rate, an expected return on plan assets, amortization of prior service cost or credit and amortization of net actuarial gains or losses. The Corporation curtailed the Pension Plan in 2008, with no additional benefits accruing. In connection with the Merger, the Corporation assumed the obligations of Prudential Bancorp under a multiemployer defined benefit pension plan that had previously been closed to new Prudential Bancorp participants. Net periodic pension cost is recognized in salaries and employee benefits on the consolidated statements of income. For additional information, see "Note 17 - Employee Benefit Plans."

**Business Combinations:** Business combinations are accounted for using the acquisition method of accounting. Under the acquisition method, identifiable assets acquired and liabilities assumed are measured at fair value as of the acquisition date. The difference between the purchase price and the fair value of net assets acquired is recorded as goodwill, unless the acquisition is a bargain purchase. Results of the operations of the acquired entity are included in the consolidated statement of income from the acquisition date. Acquisition costs are expensed as incurred.

#### Recently Adopted Accounting Standards

In June 2022, FASB issued *ASU 2022-03 Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions* ("ASU 2022-03"). This update clarifies how the fair value of equity securities subject to contractual sale restrictions is determined and requires additional qualitative and quantitative disclosures for equity securities with contractual sale restrictions. The Corporation adopted ASU 2022-03 on January 1, 2024, and it did not have a material impact on its consolidated financial statements.

In March 2023, FASB issued *ASU 2023-01 Leases (Topic 842): Common Control Arrangements* ("ASU 2023-01"). This update clarifies guidance for leases between related parties under common control. The Corporation adopted ASU 2023-01 on January 1, 2024, and it did not have a material impact on its consolidated financial statements.

In November 2023, FASB issued *ASU 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). This update requires public entities with reportable segments to provide additional and more detailed disclosures. The Corporation adopted ASU 2023-07 on December 15, 2024, and it did not have a material impact on its consolidated financial statements.

#### Recently Issued Accounting Standards

In December 2023, FASB issued *ASU 2023-08 Intangibles – Goodwill and Other - Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets* ("ASU 2023-08"). This update provides guidance for crypto assets to be carried at fair value and requires additional disclosures. The Corporation will adopt ASU 2023-08 on January 1, 2025. The Corporation does not expect the adoption of ASU 2023-08 to have an impact on its consolidated financial statements. The Corporation currently does not hold crypto assets.

In December 2023, FASB issued *ASU 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). This update requires companies to disclose specific categories in the income tax rate reconciliation and requires additional information for certain reconciling items. The Corporation will adopt ASU 2023-09 on January 1, 2025. The Corporation does not expect the adoption of ASU 2023-09 to have a material impact on its consolidated financial statements.

In March 2024, FASB issued *ASU 2024-01 Compensation – Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards* ("ASU 2024-01"). This update provides guidance for profits interest and similar awards. The Corporation will adopt ASU 2024-01 on January 1, 2025. The Corporation does not expect the adoption of ASU 2024-01 to have a material impact on its consolidated financial statements.

In November 2024, FASB issued *ASU 2024-03 – Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)* ("ASU 2024-03"). This update requires disaggregation of certain expenses in a note to the consolidated financial statements. The Corporation will adopt ASU 2024-03 on January 25, 2027. The Corporation does not expect the adoption of ASU 2024-03 to have a material impact on its consolidated financial statements.

In November 2024, FASB issued *ASU 2024-04 – Debt – Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments* ("ASU 2024-04"). This update clarifies the requirements for determining whether settlement of convertible debt should be accounted for as induced conversion. The Corporation will adopt ASU 2024-04 on January 1, 2026. The Corporation does not expect the adoption of ASU 2024-04 to have an impact on its consolidated financial statements.

### Reclassifications

Certain amounts in the 2023 consolidated financial statements and notes have been reclassified to conform to the 2024 presentation.

## **NOTE 2 - BUSINESS COMBINATIONS**

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On the Acquisition Date, Fulton Bank acquired substantially all of the assets and assumed substantially all of the deposits and certain liabilities of Republic First Bank from the FDIC, as receiver for Republic First Bank. As part of the Republic First Transaction, the Bank acquired approximately \$4.8 billion of assets of Republic First Bank and received approximately \$0.8 billion of cash from the FDIC. The Bank assumed approximately \$5.6 billion of total liabilities of Republic First Bank. The Bank did not enter into a loss sharing arrangement with the FDIC in connection with the Republic First Transaction.

As a result of the Republic First Transaction, the Bank enhanced its presence in Philadelphia, Pennsylvania and New Jersey.

The Republic First Transaction constitutes a business combination as defined by FASB ASC Topic 805, Business Combinations. Accordingly, the assets acquired and liabilities assumed are presented at their estimated fair values as of the Acquisition Date. The determination of estimated fair values required management to make certain estimates about discount rates, future expected cash flows and market conditions at the time of the Republic First Transaction.

The Bank is awaiting conclusion of the customary final settlement process to determine whether certain assets and liabilities of Republic First Bank will be acquired by the Bank. Until the settlement process is finalized, the preliminary gain on acquisition can be updated for a period not to exceed one year following the Acquisition Date. The fair value estimates of assets acquired and liabilities assumed, provide a reasonable basis for determining the preliminary gain on acquisition. During the fourth quarter of 2024, adjustments to the estimated fair values of certain assets acquired were recorded, resulting in a decrease of \$2.7 million in the preliminary gain on acquisition, net of income taxes.

The excess of the estimated fair value of net assets acquired and the cash consideration received from the FDIC over the estimated fair value of liabilities assumed was recorded as a preliminary gain on acquisition of \$37.0 million, net of income taxes.

The following table summarizes the consideration transferred and the estimated fair values of identifiable assets acquired and liabilities assumed in connection with the Republic First Transaction:

	<b>Estimated Fair Value</b>
	<i>(dollars in thousands)</i>
Cash payment received from FDIC	\$ 809,920
Assets acquired:	
Cash and due from banks	208,451
Investment securities	1,938,571
Loans	2,495,810
Premises and equipment	184
CDI	92,600
FHLB Stock	37,931
Accrued interest receivable	16,164
Other assets	10,179
Total assets	<u>4,799,890</u>
Liabilities assumed:	
Deposits	4,112,143
Borrowings	1,413,751
Accrued interest payable	33,444
Other liabilities	2,641
Total liabilities	<u>5,561,979</u>
Net assets acquired:	<u>(762,089)</u>
Gain on acquisition, before income taxes	<u>\$ 47,831</u>
Gain on acquisition, net of income taxes	<u>\$ 36,996</u>

In the fourth quarter of 2024, the Bank assumed 14 leases from the FDIC in accordance with the terms of the P and A Agreement. Upon assignment of the leases, the Corporation recorded at fair market value, a \$13.1 million ROU asset and a corresponding \$14.4 million lease liability, with the \$1.3 million difference recognized as a decrease to gain on acquisition, before income taxes. Additionally, in the fourth quarter of 2024, the Bank purchased 15 premises and related property, plant and equipment in accordance with the P and A Agreement. Upon the purchase, the Corporation recorded at fair market value, \$21.7 million in premises and equipment, with a corresponding reduction of \$1.0 million in gain on acquisition, before income taxes.

The following is a description of the valuation methodologies used to estimate the fair values of major categories of assets acquired and liabilities assumed.

*Cash and due from banks:* The fair values of cash and due from banks approximate their book values.

*Investment securities:* The investment portfolio acquired in the Republic First Transaction, with a fair value of \$1.9 billion, was sold by the Corporation shortly after the Acquisition Date. The fair value of the investment portfolio was based on the proceeds from the sale.

*Loans:* The Corporation recorded \$2.5 billion of acquired loans that were initially recorded at their estimated fair values as of the Acquisition Date. The estimated fair value for the loans was based on a discounted cash flow methodology that considered credit loss and prepayment expectations, market interest rates and other market factors from the perspective of a market participant. Loan cash flows were generated on an individual loan basis. The PD, LGD, exposure at default and prepayment assumptions are the key factors driving credit losses that are embedded in the estimated cash flows.

The following table presents information with respect to the estimated fair value and unpaid principal balance of acquired loans at the Acquisition Date:

	<b>April 26, 2024</b>	
	<b>Unpaid Principal Balance</b>	<b>Estimated Fair Value</b>
	(dollars in thousands)	
Real estate - commercial mortgage	\$ 1,384,029	\$ 1,234,409
Commercial and industrial	310,190	279,309
Real-estate - residential mortgage	947,144	752,331
Real-estate - home equity	90,882	84,369
Real-estate - construction	149,047	142,768
Consumer	2,638	2,624
<b>Total acquired loans</b>	<b>\$ 2,883,930</b>	<b>\$ 2,495,810</b>

The following table summarizes PCD Loans acquired in the Republic First Transaction as of the Acquisition Date:

	<b>April 26, 2024</b>	
	(dollars in thousands)	
Book balance of loans with deteriorated credit quality at acquisition	\$	1,014,559
Fair value of loans with deteriorated credit quality at acquisition		895,588
Fair value discount		118,971
PCD Loans credit discount		(54,631)
Non-credit discount	\$	64,340

The Republic First Transaction resulted in the addition of \$78.1 million to the ACL, including the \$54.6 million identified in the table above for PCD Loans, and \$23.4 million recorded through the provision for credit losses at the Acquisition Date for non-PCD Loans.

*Intangible assets:* The Corporation recorded \$92.6 million of CDI reflected in other assets that is being amortized over seven years using the sum-of-the-years'-digits method. The estimated fair value of the CDI was determined using the cost savings approach. The cost savings approach is defined as the difference between the cost of funds of core deposits and an alternative cost of funds for those deposits. The CDI estimated fair value was determined by projecting discounted net cash flows that included assumptions related to customer attrition rates, discount rates, deposit interest rates, deposit account maintenance costs and alternative cost of funding rates.

*FHLB stock:* The Corporation acquired \$37.9 million of FHLB stock. The estimated fair value of the FHLB stock approximated its book value.

*Accrued interest receivable:* The Corporation acquired \$16.2 million of accrued interest receivable. The fair value of the accrued interest receivable approximated its book value.

*Core deposits:* Demand deposits, savings and money market deposits and time deposits (less than \$250,000) were recorded at book value which approximated fair value. The Corporation recorded \$92.6 million of CDI in other assets for these deposits.

*Time deposits:* Time deposits of \$250,000 and greater were valued based on a comparison with the contractual cost of a portfolio of brokered deposits having a similar tenor. As the time deposit portfolio had a remaining average life of approximately three months, the estimated fair value of the time deposits approximated their book value and no adjustment was recorded.

*Borrowings:* Borrowings assumed in the Republic First Transaction, with a fair value of \$1.4 billion, were repaid shortly after the Acquisition Date. The fair value of borrowings was based on the repayment amounts.

*Acquisition-related expenses:*

The Corporation developed a comprehensive integration plan under which it incurred direct costs that are expensed as incurred. Costs related to the Republic First Transaction are included in acquisition-related expenses in the unaudited Consolidated Statements of Income.

The following table details the costs identified and classified as acquisition-related expenses:

	<b>Year ended December 31, 2024</b>
	(dollars in thousands)
Salaries and employee benefits	<b>\$ 2,023</b>
Net occupancy	<b>10,085</b>
Professional fees	<b>11,439</b>
Charitable donation	Charitable donation <b>5,000</b>
Other	<b>9,088</b>
	<b>\$ 37,635</b>

In connection with the Republic First Transaction, Fulton Bank made a \$5.0 million donation to the Fulton Forward Foundation to provide additional impact grants to nonprofit community organizations across the region that share the Bank's vision of advancing economic empowerment, particularly in underserved communities.

During the fourth quarter of 2024, the Corporation closed 13 of the Bank's financial center offices and consolidated the operations of those offices into nearby financial center offices operated by the Bank. The plan was adopted as part of the Bank's integration of the assets acquired and the deposits and certain other liabilities assumed in the Republic First Transaction. The premises and equipment of the 13 locations included five locations owned by the Bank and eight locations leased by the Bank. The Corporation recorded pre-tax costs of approximately \$9.8 million reflected in acquisition-related expenses in the Consolidated Statements of Income for the year ended December 31, 2024, consisting of write-offs of premises and equipment and related expenses, and lease termination charges.

*Unaudited Pro Forma Information:*

The amount of net interest income, non-interest income, non-interest expense and net income of \$111.4 million, \$44.7 million, \$71.9 million and \$50.5 million, respectively, attributable to the Republic First Transaction were included in the Corporation's Consolidated Statements of Income for the year ended December 31, 2024. Included in non-interest income above is \$37.0 million related to the gain on acquisition, net of tax. Net interest income, non-interest income, non-interest expense and net income shown above reflect management's best estimates based on information available.

Republic First Bank does not have historical financial information that the Corporation could base pro forma information. Additionally, the Bank did not acquire all of the assets or assume all of the liabilities of Republic First Bank. Therefore, it is impracticable to provide pro forma information on revenues and earnings for the Republic First Transaction in accordance with ASC 805-10-50-2.

Prudential Bancorp, Inc

On July 1, 2022, the Corporation completed its acquisition of Prudential Bancorp, a Pennsylvania chartered bank holding company headquartered in Philadelphia, Pennsylvania that primarily served the Greater Philadelphia region. On that date, the Corporation acquired 100% of the outstanding common stock of Prudential Bancorp. As of July 1, 2022, Prudential Bancorp had approximately \$930.6 million in assets, \$554.1 million in loans and \$532.2 million in deposits after purchase accounting adjustments. The common shareholders of Prudential received 0.7974 shares of Fulton Financial common stock and \$3.65 cash for each Prudential Bancorp share they owned prior to the Merger. The total consideration for the Merger was \$119.1 million consisting of approximately 6,208,516 shares of the Corporation's common stock and \$29.3 million in cash.

**NOTE 3 - RESTRICTIONS ON CASH AND CASH EQUIVALENTS**

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Cash collateral is posted by the Corporation with counterparties to secure derivatives and other contracts, which is included in "interest-bearing deposits with other banks" on the consolidated balance sheets. The amounts of such collateral as of December 31, 2024 and 2023 were \$4.0 million and \$17.4 million, respectively.

## NOTE 4 - INVESTMENT SECURITIES

The following tables present the amortized cost and estimated fair values of investment securities, as of December 31:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(dollars in thousands)				
<b>2024</b>				
<b>Available for Sale</b>				
State and municipal securities	\$ 960,227	\$ 106	\$ (145,446)	\$ 814,887
Corporate debt securities	313,681	1,123	(14,434)	300,370
Collateralized mortgage obligations	798,157	4,629	(13,901)	788,885
Residential mortgage-backed securities	1,029,846	30	(40,001)	989,875
Commercial mortgage-backed securities	617,605	—	(100,723)	516,882
Total	<u>\$ 3,719,516</u>	<u>\$ 5,888</u>	<u>\$ (314,505)</u>	<u>\$ 3,410,899</u>
<b>Held to Maturity</b>				
Residential mortgage-backed securities	\$ 537,856	\$ 2	\$ (60,162)	\$ 477,696
Commercial mortgage-backed securities	857,713	—	(151,960)	705,753
Total	<u>\$ 1,395,569</u>	<u>\$ 2</u>	<u>\$ (212,122)</u>	<u>\$ 1,183,449</u>
<b>2023</b>				
<b>Available for Sale</b>				
U.S. Government securities	\$ 42,475	\$ —	\$ (314)	\$ 42,161
U.S. Government-sponsored agency securities	1,038	—	(28)	1,010
State and municipal securities	1,200,571	1,089	(129,647)	1,072,013
Corporate debt securities	480,714	473	(40,636)	440,551
Collateralized mortgage obligations	122,824	—	(11,390)	111,434
Residential mortgage-backed securities	223,273	7	(26,485)	196,795
Commercial mortgage-backed securities	627,364	—	(92,976)	534,388
Total	<u>\$ 2,698,259</u>	<u>\$ 1,569</u>	<u>\$ (301,476)</u>	<u>\$ 2,398,352</u>
<b>Held to Maturity</b>				
Residential mortgage-backed securities	\$ 407,075	\$ —	\$ (51,805)	\$ 355,270
Commercial mortgage-backed securities	860,847	—	(143,910)	716,937
Total	<u>\$ 1,267,922</u>	<u>\$ —</u>	<u>\$ (195,715)</u>	<u>\$ 1,072,207</u>

In May 2024, the Corporation sold \$345.7 million of AFS securities and recorded a pre-tax loss of \$20.3 million. The proceeds from the sale were reinvested into higher-yielding securities of a similar type and similar duration.

Securities carried at \$0.3 billion and \$0.4 billion at December 31, 2024 and 2023, respectively, were pledged as collateral to secure public and trust deposits.

The amortized cost and estimated fair values of debt securities as of December 31, 2024, by contractual maturity, are shown in the following table. Actual maturities may differ from contractual maturities because issuers may have the right to call or borrowers may have the right to prepay with or without call or prepayment penalties.

	Available for Sale		Held to Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(dollars in thousands)			
Due in one year or less	\$ 15,672	\$ 15,532	\$ —	\$ —
Due from one year to five years	106,119	102,912	—	—
Due from five years to ten years	309,940	294,656	—	—
Due after ten years	842,177	702,157	—	—
	<u>1,273,908</u>	<u>1,115,257</u>	<u>—</u>	<u>—</u>
Residential mortgage-backed securities <sup>(1)</sup>	1,029,846	989,875	537,856	477,696
Commercial mortgage-backed securities <sup>(1)</sup>	617,605	516,882	857,713	705,753
Collateralized mortgage obligations <sup>(1)</sup>	798,157	788,885	—	—
Total	<u>\$ 3,719,516</u>	<u>\$ 3,410,899</u>	<u>\$ 1,395,569</u>	<u>\$ 1,183,449</u>

<sup>(1)</sup> Maturities for mortgage-backed securities and collateralized mortgage obligations are dependent upon the interest rate environment and prepayments on the underlying loans.

The following table presents information related to gross gains and losses on the sales of securities for the years presented:

	Gross Realized Gains	Gross Realized Losses	Net Gains (Losses)
	(dollars in thousands)		
<b>2024</b>	<b>\$ 179</b>	<b>\$ (20,462)</b>	<b>\$ (20,283)</b>
2023	283	(1,016)	(733)
2022	1,587	(1,614)	(27)

The following tables present the gross unrealized losses and estimated fair values of investments aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, as of December 31:

	Less than 12 months			12 Months or Longer			Total	
	Number of Securities	Estimated Fair Value	Unrealized Losses	Number of Securities	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
(dollars in thousands)								
<b>2024</b>								
<b>Available for Sale</b>								
State and municipal securities	22	\$ 53,026	\$ (1,692)	272	\$ 755,310	\$ (143,754)	\$ 808,336	\$ (145,446)
Corporate debt securities	1	4,844	(13)	47	264,099	(14,421)	268,943	(14,434)
Collateralized mortgage obligations	12	288,871	(3,463)	77	85,485	(10,438)	374,356	(13,901)
Residential mortgage-backed securities	42	777,695	(9,178)	69	174,284	(30,823)	951,979	(40,001)
Commercial mortgage-backed securities	1	19,291	(875)	135	497,591	(99,848)	516,882	(100,723)
Total available for sale	78	\$ 1,143,727	\$ (15,221)	600	\$ 1,776,769	\$ (299,284)	\$ 2,920,496	\$ (314,505)
<b>Held to Maturity</b>								
Residential mortgage-backed securities	7	\$ 155,726	\$ (1,754)	120	\$ 303,220	\$ (58,408)	\$ 458,946	\$ (60,162)
Commercial mortgage-backed securities	—	—	—	60	705,753	(151,960)	705,753	(151,960)
Total held to maturity	7	\$ 155,726	\$ (1,754)	180	\$ 1,008,973	\$ (210,368)	\$ 1,164,699	\$ (212,122)

	Less than 12 months			12 Months or Longer			Total	
	Number of Securities	Estimated Fair Value	Unrealized Losses	Number of Securities	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
(dollars in thousands)								
<b>2023</b>								
<b>Available for Sale</b>								
U.S. Government Securities	—	\$ —	\$ —	1	\$ 42,161	\$ (314)	\$ 42,161	\$ (314)
U.S. Government-sponsored agency securities	—	—	—	1	1,010	(28)	1,010	(28)
State and municipal securities	40	76,155	(858)	314	917,274	(128,789)	993,429	(129,647)
Corporate debt securities	8	42,945	(1,326)	60	370,523	(39,310)	413,468	(40,636)
Collateralized mortgage obligations	—	—	—	93	111,434	(11,390)	111,434	(11,390)
Residential mortgage-backed securities	6	409	(3)	69	195,453	(26,482)	195,862	(26,485)
Commercial mortgage-backed securities	2	26,907	(1,053)	133	507,481	(91,923)	534,388	(92,976)
Total available for sale	56	\$ 146,416	\$ (3,240)	671	\$ 2,145,336	\$ (298,236)	\$ 2,291,752	\$ (301,476)
<b>Held to maturity</b>								
Residential mortgage-backed securities	—	\$ —	\$ —	120	\$ 355,270	\$ (51,805)	\$ 355,270	\$ (51,805)
Commercial mortgage-backed securities	—	—	—	60	716,937	(143,910)	716,937	(143,910)
Total held to maturity	—	\$ —	\$ —	180	\$ 1,072,207	\$ (195,715)	\$ 1,072,207	\$ (195,715)

The Corporation's collateralized mortgage obligations, residential mortgage-backed securities and commercial mortgage-backed securities have contractual terms that generally do not permit the issuer to settle the securities at a price less than the amortized cost of the investment. The change in fair value of these securities is attributable to changes in interest rates and not credit quality. The Corporation does not have the intent to sell, and does not believe it will more likely than not be required to sell, any of these securities prior to a recovery of their fair value to amortized cost. In addition, these securities have principal payments that are guaranteed by U.S. government-sponsored agencies. Therefore, the Corporation does not have an ACL for these investments as of December 31, 2024 and 2023, respectively.

As of December 31, 2024 and 2023, no ACL was required for the Corporation's state and municipal securities. The Corporation does not have the intent to sell and does not believe it will more likely than not be required to sell any of these securities prior to a recovery of their fair value to amortized cost, which may be at maturity. Therefore, the Corporation did not record a loss on these investments as of December 31, 2024 and December 31, 2023, respectively.

The majority of the corporate debt securities were rated at or above investment grade as of December 31, 2024 and December 31, 2023. Based on the payment status, rating and management's evaluation of these securities, no ACL was required for corporate debt securities as of December 31, 2024 and December 31, 2023. The Corporation does not have the intent to sell and does not believe it will more likely than not be required to sell any of these securities prior to a recovery of their fair value to

amortized cost, which may be at maturity. Therefore, the Corporation did not record a loss on these investments as of December 31, 2024 and December 31, 2023.

## **NOTE 5 - LOANS AND ALLOWANCE FOR CREDIT LOSSES**

### Loans and leases, net of unearned income

Loans and leases, net of unearned income are summarized as follows as of December 31:

	2024	2023
	(dollars in thousands)	
Real estate - commercial mortgage	\$ 9,601,858	\$ 8,127,728
Commercial and industrial <sup>(1)</sup>	4,605,589	4,545,552
Real-estate - residential mortgage	6,349,643	5,325,923
Real-estate - home equity	1,160,616	1,047,184
Real-estate - construction	1,394,899	1,239,075
Consumer	616,856	729,318
Leases and other loans <sup>(2)</sup>	315,458	336,314
Net loans	<u>\$ 24,044,919</u>	<u>\$ 21,351,094</u>

<sup>(1)</sup> Includes no unearned income for December 31, 2024 and \$41.0 thousand at December 31, 2023.

<sup>(2)</sup> Includes unearned income of \$35.6 million and \$38.0 million at December 31, 2024 and December 31, 2023, respectively.

The Corporation has extended credit to officers and directors of the Corporation and to their associates. These related-party loans are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and do not involve more than the normal risk of collection or present other unfavorable features. The aggregate dollar amount of these loans, including unadvanced commitments, was \$166.2 million and \$162.5 million as of December 31, 2024 and 2023, respectively. During 2024, additions totaled \$9.1 million and repayments totaled \$5.4 million for related-party loans.

### Allowance for Credit Losses

The following table summarizes the ACL - loans balance and the reserve for OBS credit exposures balance as of December 31, 2024 and 2023:

	2024	2023
	(dollars in thousands)	
ACL - loans	<u>\$ 379,156</u>	<u>\$ 293,404</u>
Reserve for OBS credit exposures <sup>(1)</sup>	<u>\$ 14,161</u>	<u>\$ 17,254</u>

<sup>(1)</sup> Included in other liabilities on the Consolidated Balance Sheets.

The following table presents the activity in the ACL for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
Balance at beginning of period	\$ 293,404	\$ 269,366	\$ 249,001
CECL Day 1 Provision <sup>(1)</sup>	23,444	—	7,954
Initial PCD allowance for credit losses	54,631	—	1,135
Loans charged off	(54,429)	(39,201)	(21,472)
Recoveries of loans previously charged off	9,984	10,129	14,092
Net loans (charged off) recovered	(44,445)	(29,072)	(7,380)
Provision for credit losses <sup>(1) (2)</sup>	52,122	53,110	18,656
Balance at end of period	\$ 379,156	\$ 293,404	\$ 269,366
Provision for OBS credit exposures <sup>(1)</sup>	\$ (3,930)	\$ 926	\$ 1,411
Reserve for OBS credit exposures	\$ 14,161	\$ 17,254	\$ 16,328

<sup>(1)</sup> The sum of these amounts are reflected in the provision for credit losses in the Consolidated Statements of Income.

<sup>(2)</sup> Provision only includes the portion related to net loans.

The following table presents the activity in the ACL by portfolio segment:

	Real Estate - Commercial Mortgage	Commercial and Industrial	Real Estate - Residential Mortgage	Consumer and Real Estate - Home Equity	Real Estate - Construction	Leases and other loans	Total
	(dollars in thousands)						
Balance at December 31, 2022	\$ 69,456	\$ 70,116	\$ 83,250	\$ 26,429	\$ 10,743	\$ 9,372	\$ 269,366
Loans charged off	(17,999)	(9,246)	(62)	(7,514)	—	(4,380)	(39,201)
Recoveries of loans previously charged off	1,076	3,473	421	3,198	858	1,103	10,129
Net loans (charged off) recovered	(16,923)	(5,773)	359	(4,316)	858	(3,277)	(29,072)
Provision for loan losses <sup>(1)(2)</sup>	60,032	9,923	(10,323)	(4,509)	694	(2,707)	53,110
Balance at December 31, 2023	112,565	74,266	73,286	17,604	12,295	3,388	293,404
CECL Day 1 Provision <sup>(1)</sup>	6,648	1,121	14,920	445	310	—	23,444
Initial PCD allowance for credit losses	41,559	10,463	565	357	1,687	—	54,631
Loans charged off	(13,186)	(26,585)	(1,472)	(8,490)	—	(4,696)	(54,429)
Recoveries of loans previously charged off	603	4,440	472	3,357	382	730	9,984
Net loans (charged off) recovered	(12,583)	(22,145)	(1,000)	(5,133)	382	(3,966)	(44,445)
Provision for loan losses <sup>(1)(2)</sup>	9,992	28,507	(6,440)	6,124	10,466	3,473	52,122
Balance at December 31, 2024	\$ 158,181	\$ 92,212	\$ 81,331	\$ 19,397	\$ 25,140	\$ 2,895	\$ 379,156

<sup>(1)</sup> These amounts are reflected in the provision for credit loss in the Consolidated Statements of Income.

<sup>(2)</sup> Provision included in the table only includes the portion related to net loans.

The ACL may include qualitative adjustments intended to capture the impact of uncertainties not reflected in the quantitative models. In determining qualitative adjustments, management considers changes in national, regional, and local economic and business conditions and their impact on the lending environment, including underwriting standards and other factors affecting credit losses over the remaining life of each loan.

The increase in ACL in 2024 was largely due to loans acquired in the Republic First Transaction. The increase in ACL in 2023 was primarily due to loan growth, changes to the macroeconomic outlook, net charge-offs and risk migration.

#### Collateral-Dependent Loans

A loan or a lease is considered to be collateral-dependent when the debtor is experiencing financial difficulty and repayment is expected to be provided substantially through the sale or operation of the collateral. For all classes of loans and leases deemed collateral-dependent, the Corporation elected the practical expedient to estimate expected credit losses based on the collateral's fair value less costs to sell. Substantially all of the collateral supporting collateral-dependent loans or leases consists of various types of real estate, including residential properties, commercial properties, such as retail centers, office buildings, and lodging, agricultural land, and vacant land. Commercial and industrial loans may also be secured by real estate.

All loans individually evaluated for impairment are measured for losses on a quarterly basis. As of December 31, 2024 and 2023, substantially all of the Corporation's individually evaluated loans with total commitments greater than or equal to \$1.0 million were measured based on the estimated fair value of each loan's collateral, if any.

As of December 31, 2024 and 2023, approximately 90% and 78%, respectively, of loans evaluated individually for impairment with principal balances greater than or equal to \$1.0 million, whose primary collateral consisted of real estate, were measured at estimated fair value using appraisals performed by state certified third-party appraisers that had been updated in the preceding 12 months.

#### Non-accrual Loans

The following table presents total non-accrual loans, by class segment:

	2024			2023		
	With a Related Allowance	Without a Related Allowance	Total	With a Related Allowance	Without a Related Allowance	Total
	(dollars in thousands)					
Real estate - commercial mortgage	\$ 31,654	\$ 67,843	\$ 99,497	\$ 23,338	\$ 21,467	\$ 44,805
Commercial and industrial	17,011	25,206	42,217	12,410	27,542	39,952
Real estate - residential mortgage	23,387	2,013	25,400	18,806	2,018	20,824
Real estate - home equity	8,513	78	8,591	4,649	104	4,753
Real estate - construction	1,746	—	1,746	341	1,000	1,341
Consumer	8	—	8	52	—	52
Leases and other loans	1,801	10,033	11,834	9,255	638	9,893
Total	\$ 84,120	\$ 105,173	\$ 189,293	\$ 68,851	\$ 52,769	\$ 121,620

As of December 31, 2024 and December 31, 2023, there were \$105.2 million and \$52.8 million, respectively, of non-accrual loans that did not have a specific valuation allowance within the ACL. The estimated fair values of the collateral securing these loans exceeded their carrying amount, or the loans were previously charged down to realizable collateral values. Accordingly, no specific valuation allowance was considered to be necessary. The amount of interest income on non-accrual loans that was recognized was approximately \$1.0 million in 2024 and \$1.5 million in 2023.

#### Asset Quality

Maintaining an appropriate ACL is dependent on various factors, including the ability to identify potential problem loans in a timely manner. For commercial construction loans, commercial and industrial loans, and commercial real estate loans, an internal risk rating process is used. The Corporation believes that internal risk ratings are the most relevant credit quality indicator for these types of loans. The migration of loans through the various internal risk categories is a significant component of the ACL methodology for these loans, which bases the PD on this migration. Assigning risk ratings involves judgment. The Corporation's loan review officers provide a separate assessment of risk rating accuracy. Risk ratings may be changed based on the ongoing monitoring procedures performed by loan officers or credit administration staff, or if specific loan review assessments identify a deterioration or an improvement in a loan.

The following table summarizes designated internal risk rating categories by portfolio segment and loan class, by origination year, in the current period:

December 31, 2024										
(dollars in thousands)										
	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans Amortized Cost Basis	Revolving Loans converted to Term Loans Amortized Cost Basis	Total	
	2024	2023	2022	2021	2020	Prior				
<b>Real estate - commercial mortgage</b>										
Pass	\$ 623,742	\$ 898,296	\$ 1,138,669	\$ 1,316,000	\$ 1,077,625	\$ 3,414,138	\$ 69,942	\$ 9,646	\$ 8,548,058	
Special Mention	4,441	73,348	149,280	157,543	28,734	107,099	10,978	—	531,423	
Substandard or Lower	4,831	44,665	102,952	95,617	75,097	193,922	1,380	3,913	522,377	
Total real estate - commercial mortgage	633,014	1,016,309	1,390,901	1,569,160	1,181,456	3,715,159	82,300	13,559	9,601,858	
<b>Real estate - commercial mortgage</b>										
Current period gross charge-offs	—	(126)	(84)	—	—	(12,950)	—	(26)	(13,186)	
<b>Commercial and industrial</b>										
Pass	435,917	486,720	512,622	261,603	268,194	684,931	1,375,201	6,346	4,031,534	
Special Mention	9,928	8,333	19,931	18,888	4,844	58,632	117,940	313	238,809	
Substandard or Lower	10,795	16,593	34,748	10,183	12,496	49,439	176,755	24,237	335,246	
Total commercial and industrial	456,640	511,646	567,301	290,674	285,534	793,002	1,669,896	30,896	4,605,589	
<b>Commercial and industrial</b>										
Current period gross charge-offs	(612)	(3,709)	(2,560)	(4,587)	(317)	(7,612)	(3,553)	(3,635)	(26,585)	
<b>Real estate - construction<sup>(1)</sup></b>										
Pass	197,206	494,072	157,296	37,438	8,784	41,480	30,608	619	967,503	
Special Mention	—	10,612	80,651	69,109	938	—	—	—	161,310	
Substandard or Lower	—	—	14,407	10,399	—	20,350	121	1,906	47,183	
Total real estate - construction	197,206	504,684	252,354	116,946	9,722	61,830	30,729	2,525	1,175,996	
<b>Real estate - construction<sup>(1)</sup></b>										
Current period gross charge-offs	—	—	—	—	—	—	—	—	—	
<b>Total</b>										
Pass	\$ 1,256,865	\$ 1,879,088	\$ 1,808,587	\$ 1,615,041	\$ 1,354,603	\$ 4,140,549	\$ 1,475,751	\$ 16,611	\$ 13,547,095	
Special Mention	14,369	92,293	249,862	245,540	34,516	165,731	128,918	313	931,542	
Substandard or Lower	15,626	61,258	152,107	116,199	87,593	263,711	178,256	30,056	904,806	
Total	\$ 1,286,860	\$ 2,032,639	\$ 2,210,556	\$ 1,976,780	\$ 1,476,712	\$ 4,569,991	\$ 1,782,925	\$ 46,980	\$ 15,383,443	

<sup>(1)</sup> Excludes real estate - construction - other.

Total criticized and classified loans increased \$911.4 million, or 98.5%, compared to December 31, 2023.

The increase of \$454.6 million in special mention loans as of December 31, 2024 was primarily due to loans acquired in the Republic First Transaction with a balance of \$350.4 million as of December 31, 2024. The increase of \$456.8 million in substandard or lower loans as of December, 31, 2024 was partially due to loans acquired in the Republic First Transaction with a balance of \$193.0 million as of December 31, 2024.

The following table summarizes designated internal risk rating categories by portfolio segment and loan class, by origination year, in the prior period:

December 31, 2023									
(dollars in thousands)									
	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans	Revolving Loans	Total
	2023	2022	2021	2020	2019	Prior	Amortized Cost Basis	converted to Term Loans Amortized Cost Basis	
<b>Real estate - commercial mortgage</b>									
Pass	\$ 783,673	\$ 993,017	\$ 1,203,852	\$ 984,958	\$ 721,857	\$ 2,822,155	\$ 59,253	\$ 31,636	\$ 7,600,401
Special Mention	2,767	43,904	105,185	7,862	35,289	105,786	1,760	—	302,553
Substandard or Lower	366	20,958	31,304	49,142	26,579	95,621	804	—	224,774
Total real estate - commercial mortgage	786,806	1,057,879	1,340,341	1,041,962	783,725	3,023,562	61,817	31,636	8,127,728
<b>Real estate - commercial mortgage</b>									
Current period gross charge-offs	—	—	—	—	—	(424)	—	(17,575)	(17,999)
<b>Commercial and industrial</b>									
Pass	626,386	590,132	330,576	341,218	272,126	598,838	1,443,203	10,736	4,213,215
Special Mention	7,936	9,548	16,499	3,577	6,817	18,487	72,775	198	135,837
Substandard or Lower	247	25,184	4,611	3,843	18,988	31,663	105,230	6,734	196,500
Total commercial and industrial	634,569	624,864	351,686	348,638	297,931	648,988	1,621,208	17,668	4,545,552
<b>Commercial and industrial</b>									
Current period gross charge-offs	—	(299)	—	—	—	(249)	(682)	(8,016)	(9,246)
<b>Real estate - construction<sup>(1)</sup></b>									
Pass	322,922	258,080	261,583	37,426	9,510	34,097	13,677	—	937,295
Special Mention	—	12,622	25,898	—	—	—	—	—	38,520
Substandard or Lower	—	521	2,229	—	340	21,284	168	2,229	26,771
Total real estate - construction	322,922	271,223	289,710	37,426	9,850	55,381	13,845	2,229	1,002,586
<b>Real estate - construction<sup>(1)</sup></b>									
Current period gross charge-offs	—	—	—	—	—	—	—	—	—
<b>Total</b>									
Pass	\$ 1,732,981	\$ 1,841,229	\$ 1,796,011	\$ 1,363,602	\$ 1,003,493	\$ 3,455,090	\$ 1,516,133	\$ 42,372	\$ 12,750,911
Special Mention	10,703	66,074	147,582	11,439	42,106	124,273	74,535	198	476,910
Substandard or Lower	613	46,663	38,144	52,985	45,907	148,568	106,202	8,963	448,045
Total	\$ 1,744,297	\$ 1,953,966	\$ 1,981,737	\$ 1,428,026	\$ 1,091,506	\$ 3,727,931	\$ 1,696,870	\$ 51,533	\$ 13,675,866

<sup>(1)</sup> Excludes real estate - construction - other.

The Corporation considers the performance of the loan portfolio and its impact on the ACL. The Corporation does not assign internal risk ratings to smaller balance, homogeneous loans, such as home equity, residential mortgage, construction loans to individuals secured by residential real estate, consumer and other loans. For these loans, the most relevant credit quality indicator is delinquency status, and the Corporation evaluates credit quality based on the aging status of the loan. The following tables present the amortized cost of these loans based on payment activity, by origination year, for the periods shown:

December 31, 2024									
(dollars in thousands)									
	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans Amortized Cost Basis	Revolving Loans converted to Term Loans Amortized Cost Basis	Total
	2024	2023	2022	2021	2020	Prior			
<b>Real estate - residential mortgage</b>									
Performing	\$ 470,918	\$ 728,630	\$ 1,515,521	\$ 1,726,991	\$ 1,022,116	\$ 839,566	\$ —	\$ —	6,303,742
Nonperforming	87	1,358	5,118	3,232	5,523	30,583	—	—	45,901
Total real estate - residential mortgage	471,005	729,988	1,520,639	1,730,223	1,027,639	870,149	—	—	6,349,643
<b>Real estate - residential mortgage</b>									
Current period gross charge-offs	—	(172)	(106)	(12)	(43)	(888)	—	(251)	(1,472)
<b>Consumer and real estate - home equity</b>									
Performing	178,722	116,370	211,647	65,412	48,201	188,442	913,920	40,384	1,763,098
Nonperforming	236	848	918	963	753	4,571	2,893	3,192	14,374
Total consumer and real estate - home equity	178,958	117,218	212,565	66,375	48,954	193,013	916,813	43,576	1,777,472
<b>Consumer and real estate - home equity</b>									
Current period gross charge-offs	(118)	(1,016)	(1,552)	(790)	(398)	(2,704)	(75)	(1,837)	(8,490)
<b>Leases and other loans</b>									
Performing	123,991	89,006	52,724	16,894	10,830	9,996	—	—	303,441
Nonperforming	—	—	1,922	744	23	9,328	—	—	12,017
Total leases and other loans	123,991	89,006	54,646	17,638	10,853	19,324	—	—	315,458
<b>Leases and other loans</b>									
Current period gross charge-offs	(1,977)	(913)	(335)	(334)	(192)	(770)	—	(175)	(4,696)
<b>Construction - other</b>									
Performing	138,440	61,848	15,710	1,499	—	—	—	—	217,497
Nonperforming	—	—	1,406	—	—	—	—	—	1,406
Total construction - other	138,440	61,848	17,116	1,499	—	—	—	—	218,903
<b>Construction - other</b>									
Current period gross charge-offs	—	—	—	—	—	—	—	—	—
<b>Total</b>									
Performing	\$ 912,071	\$ 995,854	\$ 1,795,602	\$ 1,810,796	\$ 1,081,147	\$ 1,038,004	\$ 913,920	\$ 40,384	\$ 8,587,778
Nonperforming	323	2,206	9,364	4,939	6,299	44,482	2,893	3,192	73,698
Total	\$ 912,394	\$ 998,060	\$ 1,804,966	\$ 1,815,735	\$ 1,087,446	\$ 1,082,486	\$ 916,813	\$ 43,576	\$ 8,661,476

December 31, 2023

(dollars in thousands)

	Term Loans Amortized Cost Basis by Origination Year						Revolving Loans Amortized Cost Basis	Revolving Loans converted to Term Loans Amortized Cost Basis		Total
	2023	2022	2021	2020	2019	Prior				
<b>Real estate - residential mortgage</b>										
Performing	\$ 623,247	\$ 1,126,656	\$ 1,682,759	\$ 984,050	\$ 260,049	\$ 607,133	\$ —	\$ —	\$ 5,283,894	
Nonperforming	—	1,720	4,888	4,701	6,233	24,487	—	—	42,029	
Total real estate - residential mortgage	623,247	1,128,376	1,687,647	988,751	266,282	631,620	—	—	5,325,923	
<b>Real estate - residential mortgage</b>										
Current period gross charge-offs	—	—	—	—	—	—	—	(62)	(62)	
<b>Consumer and real estate - home equity</b>										
Performing	272,571	276,373	85,985	62,426	37,667	204,913	805,645	20,044	1,765,624	
Nonperforming	295	455	866	282	354	5,526	1,439	1,661	10,878	
Total consumer and real estate - home equity	272,866	276,828	86,851	62,708	38,021	210,439	807,084	21,705	1,776,502	
<b>Consumer and real estate - home equity loans</b>										
Current period gross charge-offs	(119)	—	—	—	—	(525)	(283)	(6,587)	(7,514)	
<b>Leases and other loans</b>										
Performing	166,490	83,641	27,755	22,304	16,246	9,867	—	—	326,303	
Nonperforming	—	118	—	—	—	9,893	—	—	10,011	
Total leases and other	166,490	83,759	27,755	22,304	16,246	19,760	—	—	336,314	
<b>Leases and other loans</b>										
Current period gross charge-offs	(471)	(521)	(246)	(128)	(82)	(656)	(765)	(1,511)	(4,380)	
<b>Construction - other</b>										
Performing	127,382	93,319	13,698	555	—	—	—	—	234,954	
Nonperforming	—	1,535	—	—	—	—	—	—	1,535	
Total construction - other	127,382	94,854	13,698	555	—	—	—	—	236,489	
<b>Construction - other</b>										
Current period gross charge-offs	—	—	—	—	—	—	—	—	—	
<b>Total</b>										
Performing	\$ 1,189,690	\$ 1,579,989	\$ 1,810,197	\$ 1,069,335	\$ 313,962	\$ 821,913	\$ 805,645	\$ 20,044	\$ 7,610,775	
Nonperforming	295	3,828	5,754	4,983	6,587	39,906	1,439	1,661	64,453	
Total	\$ 1,189,985	\$ 1,583,817	\$ 1,815,951	\$ 1,074,318	\$ 320,549	\$ 861,819	\$ 807,084	\$ 21,705	\$ 7,675,228	

The following table presents non-performing assets:

	December 31, 2024	December 31, 2023
	(dollars in thousands)	
Non-accrual loans	\$ 189,293	\$ 121,620
Loans 90 days or more past due and still accruing	30,781	31,721
Total non-performing loans	220,074	153,341
OREO <sup>(1)</sup>	2,621	896
Total non-performing assets	\$ 222,695	\$ 154,237

<sup>(1)</sup> Excludes \$17.5 million and \$10.9 million of residential mortgage properties for which formal foreclosure proceeding were in process as of December 31, 2024 and 2023, respectively.

The following tables present the aging of the amortized cost basis of loans, by class segment:

	30-59 Days Past Due	60-89 Days Past Due	≥ 90 Days Past Due and Accruing	Non- Accrual	Current	Total
	(dollars in thousands)					
<b>December 31, 2024</b>						
Real estate - commercial mortgage	\$ 32,715	\$ 16,684	\$ 2,862	\$ 99,497	\$ 9,450,100	\$ 9,601,858
Commercial and industrial <sup>(1)</sup>	6,031	3,636	1,460	42,217	4,552,245	4,605,589
Real estate - residential mortgage	59,593	5,946	20,501	25,400	6,238,203	6,349,643
Real estate - home equity	6,778	1,057	4,758	8,591	1,139,432	1,160,616
Real estate - construction	3,549	5,163	—	1,746	1,384,441	1,394,899
Consumer	6,779	1,627	1,017	8	607,425	616,856
Leases and other loans <sup>(1)</sup>	269	105	183	11,834	303,067	315,458
Total	\$ 115,714	\$ 34,218	\$ 30,781	\$ 189,293	\$ 23,674,913	\$ 24,044,919

<sup>(1)</sup> Includes unearned income.

	30-59 Days Past Due	60-89 Days Past Due	≥ 90 Days Past Due and Accruing	Non- accrual	Current	Total
	(dollars in thousands)					
<b>December 31, 2023</b>						
Real estate - commercial mortgage	\$ 4,408	\$ 1,341	\$ 1,722	\$ 44,805	\$ 8,075,452	\$ 8,127,728
Commercial and industrial <sup>(1)</sup>	5,620	1,656	1,068	39,952	4,497,256	4,545,552
Real estate - residential mortgage	49,145	10,838	21,205	20,824	5,223,911	5,325,923
Real estate - home equity	8,142	2,075	5,326	4,753	1,026,888	1,047,184
Real estate - construction	4,185	451	1,535	1,341	1,231,563	1,239,075
Consumer	8,361	1,767	747	52	718,391	729,318
Leases and other loans <sup>(1)</sup>	146	722	118	9,893	325,435	336,314
Total	\$ 80,007	\$ 18,850	\$ 31,721	\$ 121,620	\$ 21,098,896	\$ 21,351,094

<sup>(1)</sup> Includes unearned income.

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

The Corporation modifies loans by providing a concession when deemed appropriate. Depending on the circumstances, a term extension, interest rate reduction or principal forgiveness may be granted. In certain instances a combination of concessions may be provided to a borrower.

When principal forgiveness is provided, the amount of principal forgiven is deemed to be uncollectible and the amortized cost basis of the loan is reduced by the amount of the forgiven portion, with a corresponding reduction to the ACL.

The following table presents the amortized cost basis of the loans modified to borrowers experiencing financial difficulty, disaggregated by class of financing receivable and type of concession granted:

	<b>Term Extension</b>			
	<b>2024</b>		<b>2023</b>	
	<b>Amortized Cost Basis</b>	<b>% of Class of Financing Receivable</b>	<b>Amortization Cost Basis</b>	<b>% of Class of Financing Receivable</b>
	(dollars in thousands)			
Real estate - commercial mortgage	\$ 20,501	0.21 %	\$ 2,944	0.04 %
Commercial and industrial	3,913	0.08	11,970	0.26
Real estate - residential mortgage	11,604	0.18	8,182	0.15
Real estate - home equity	379	0.03	—	—
Real estate - construction	595	0.04	—	—
Total	<u>\$ 36,992</u>		<u>\$ 23,096</u>	

	<b>Interest Rate Reduction and Term Extension</b>			
	<b>2024</b>		<b>2023</b>	
	<b>Amortized Cost Basis</b>	<b>% of Class of Financing Receivable</b>	<b>Amortization Cost Basis</b>	<b>% of Class of Financing Receivable</b>
	(dollars in thousands)			
Real estate - residential mortgage	\$ 2,365	0.04 %	\$ 910	0.02 %
Total	<u>\$ 2,365</u>		<u>\$ 910</u>	

The following table presents the financial effect of the modifications made to borrowers experiencing financial difficulty:

	<b>Term Extension</b>
	<b>Financial Effect</b>
<b>2024</b>	
Real estate - commercial mortgage	Added a weighted-average 1.99 years to the life of loans, which reduced monthly payment amounts for the borrowers.
Commercial and industrial	Added a weighted-average 0.67 years to the life of loans, which reduced monthly payment amounts for the borrowers.
Real estate - residential mortgage	Added a weighted-average 8.98 years to the life of loans, which reduced monthly payment amounts for the borrowers.
Real estate - home equity	Added a weighted-average 14.30 years to the life of loans, which reduced monthly payment amounts for the borrowers.
Real estate - construction	Added a weighted-average 0.67 years to the life of loans, which reduced monthly payment amounts for the borrowers.
<b>2023</b>	
Real estate - commercial mortgage	Added a weighted-average 1.22 years to the life of loans, which reduced monthly payment amounts for the borrowers.
Commercial and industrial	Added a weighted-average 0.92 years to the life of loans, which reduced monthly payment amounts for the borrowers.
Real estate - residential mortgage	Added a weighted-average 8.10 years to the life of loans, which reduced monthly payment amounts for the borrowers.
	<b>Interest Rate Reduction</b>
	<b>Financial Effect</b>
<b>2024</b>	
Real estate - residential mortgage	Reduced weighted-average interest rate from 2.35% to 1.40%
<b>2023</b>	
Real estate - residential mortgage	Reduced weighted-average interest rate from 3.76% to 2.30%

During the years ended December 31, 2024 and 2023, there were no loans modified due to financial difficulty where there was a principal balance forgiveness.

During the years ended December 31, 2024 and 2023, there were no loans modified due to financial difficulty that defaulted subsequent to modification.

The following table presents the performance of loans that have been modified due to financial difficulty in the previous 12 months.

	<b>Current</b>	<b>30-89 Days Past Due</b>	<b>90+ Past Due and Accruing</b>	<b>Total Past Due</b>
	(dollars in thousands)			
Real estate - commercial mortgage	\$ 16,321	\$ 123	\$ —	\$ 123
Commercial and industrial	3,913	—	—	—
Real estate - residential mortgage	11,448	1,918	642	2,560
Real estate - home equity	379	—	—	—
Real estate - construction	595	—	—	—
Total	<u>\$ 32,656</u>	<u>\$ 2,041</u>	<u>\$ 642</u>	<u>\$ 2,683</u>

There were no commitments to lend additional funds to borrowers with loan modifications as a result of financial difficulty as of December 31, 2024.

#### **NOTE 6 - PREMISES AND EQUIPMENT**

The following is a summary of premises and equipment as of December 31:

	<b>2024</b>	<b>2023</b>
	(dollars in thousands)	
Land	\$ 36,080	\$ 39,742
Buildings and improvements	310,786	365,744
Furniture and equipment	173,778	161,244
Construction in progress	4,872	12,313
Total premises and equipment	<b>525,516</b>	579,043
Less: Accumulated depreciation and amortization	<b>(329,989)</b>	(356,162)
Net premises and equipment	<b>\$ 195,527</b>	\$ 222,881

The \$58.6 million decrease in land and buildings and improvements was primarily due to \$73.5 million of asset disposals in the Sale-Leaseback Transaction, partially offset by \$21.7 million of land and buildings and improvements purchased as part of the Republic First Transaction in the fourth quarter of 2024. The \$73.5 million of premises and equipment disposals in the Sale-Leaseback Transaction included \$42.5 million of related accumulated depreciation for a net disposal amount of \$31.0 million.

#### **NOTE 7 - GOODWILL AND INTANGIBLE ASSETS**

Goodwill totaled \$553.3 million as of December 31, 2024 and 2023, respectively. There were no goodwill impairment charges in 2024 based on the annual assessment.

The estimated fair values of the Corporation's reporting units are subject to uncertainty, including future changes in fair values of banks in general and future operating results of reporting units, which could differ significantly from the assumptions used in the current valuation of reporting units.

The following table summarizes intangible assets, which are included in goodwill and net intangible assets on the consolidated balance sheets:

	<b>December 31,</b>	
	<b>2024</b>	<b>2023</b>
	(dollars in thousands)	
Amortizing intangible assets	\$ 106,196	\$ 13,596
Accumulated amortization	<b>(24,085)</b>	(6,255)
Net intangibles	<b>\$ 82,111</b>	\$ 7,341

Net intangibles included CDI of \$80.2 million and \$4.9 million as of December 31, 2024 and 2023, respectively. The CDI was recorded as part of the Republic First Transaction and the Merger and is being amortized over seven years using the sum-of-the-years' digits method.

The following table summarizes CDI amortization expense for each of the next five years and thereafter (dollars in thousands):

<u>Year</u>		
2025		\$ 22,010
2026		18,667
2027		15,066
2028		11,213
2029		7,717
Thereafter		5,512
Total		<u>\$ 80,185</u>

#### **NOTE 8 - MORTGAGE SERVICING RIGHTS**

The following table summarizes the changes in MSR, which are included in other assets on the consolidated balance sheets, with adjustments to the carrying value included in mortgage banking income on the consolidated statements of income:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	(dollars in thousands)		
<u>Amortized cost:</u>			
Balance at beginning of period	\$ 31,602	\$ 34,217	\$ 35,993
Originations of MSR	3,758	2,475	4,067
Amortization	(4,669)	(5,090)	(5,843)
Balance at end of period	<u>\$ 30,691</u>	<u>\$ 31,602</u>	<u>\$ 34,217</u>
<u>Valuation allowance:</u>			
Balance at beginning of period	\$ —	\$ —	\$ (600)
Reduction (addition) to valuation allowance	—	—	600
Balance at end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Net MSR at end of period	<u>\$ 30,691</u>	<u>\$ 31,602</u>	<u>\$ 34,217</u>
Estimated fair value of MSR at end of period	<u>\$ 53,972</u>	<u>\$ 49,696</u>	<u>\$ 50,044</u>

MSR represent the economic value of contractual rights to service mortgage loans that have been sold. The total portfolio of mortgage loans serviced by the Corporation for unrelated third parties was \$4.1 billion as of December 31, 2024 and 2023, respectively. Actual and expected prepayments of the underlying mortgage loans can impact the fair value of MSR. The Corporation accounts for MSR at the lower of amortized cost or fair value.

The fair value of MSR is estimated by discounting the estimated cash flows from servicing income, net of expense, over the expected life of the underlying loans at a discount rate commensurate with the risk associated with these assets. Expected life is based on the contractual terms of the loans, as adjusted for prepayment projections. The fair values of MSR were \$54.0 million, \$49.7 million and \$50.0 million as of December 31, 2024, 2023 and 2022, respectively. Based on its fair value analysis as of December 31, 2024, 2023, and 2022, the Corporation determined that no valuation allowances were required.

Total servicing income, included in mortgage banking income in the consolidated statements of income, was \$10.2 million, \$10.2 million and \$10.6 million as of December 31, 2024, 2023 and 2022, respectively.

Total MSR amortization expense, recognized as a reduction to mortgage banking income in the consolidated statements of income, was \$4.7 million, \$5.1 million and \$5.8 million in 2024, 2023 and 2022, respectively. Estimated future MSR

amortization expense, based on balances as of December 31, 2024, and the estimated remaining lives of the underlying loans, is as follows (dollars in thousands):

<u>Year</u>	
2025	\$ 3,509
2026	3,169
2027	2,856
2028	2,577
2029	2,331
Thereafter	16,249
Total estimated amortization expense	<u>\$ 30,691</u>

#### **NOTE 9 - DEPOSITS**

Deposits consisted of the following as of December 31:

	<u>2024</u>	<u>2023</u>
	(dollars in thousands)	
Noninterest-bearing demand	\$ 5,499,760	\$ 5,314,094
Interest-bearing demand	7,843,604	5,722,695
Savings and money market accounts	7,792,114	6,616,901
Total demand and savings	21,135,478	17,653,690
Brokered deposits	843,857	1,144,692
Time deposits	4,150,098	2,739,241
Total Deposits	<u>\$ 26,129,433</u>	<u>\$ 21,537,623</u>

The scheduled maturities of time deposits as of December 31, 2024 were as follows (dollars in thousands):

<u>Year</u>	
2025	\$ 3,801,297
2026	242,638
2027	40,071
2028	10,130
2029	11,908
Thereafter	44,054
Total	<u>\$ 4,150,098</u>

Included in time deposits were certificates of deposit equal to or greater than \$100,000 of \$2.5 billion and \$1.5 billion as of December 31, 2024 and 2023, respectively. Time deposits equal or greater than \$250,000 were \$1.0 billion and \$551.2 million as of December 31, 2024 and 2023, respectively.

## NOTE 10 - BORROWINGS

Borrowings as of December 31, 2024 and 2023 and the related maximum amounts outstanding at the end of any month in each of the two years then ended are presented below.

	December 31		Maximum Outstanding	
	2024	2023	2024	2023
	(dollars in thousands)			
Federal funds purchased	\$ —	\$ 240,000	\$ 125,000	\$ 862,000
FHLB advances	850,000	1,100,000	1,706,621	1,720,000
Other borrowings:				
Short-term promissory notes issued to customers and customer repurchase agreements	563,831	611,304	625,829	646,439
Other borrowings	901	838	1,155	1,151
Total other borrowings	<u>\$ 564,732</u>	<u></u>	<u></u>	<u></u>

As of December 31, 2024, the Corporation had aggregate federal funds line borrowing capacity of \$2.6 billion, with no amount outstanding. A combination of commercial real estate loans, commercial loans, consumer loans and investment securities were pledged to the FRB to provide access to the FRB discount window borrowings. The Corporation had \$3.1 billion of collateralized borrowing availability at the FRB discount window with no amount outstanding as of December 31, 2024.

As of December 31, 2024, the Corporation had total FHLB borrowing capacity of \$11.1 billion with \$5.1 billion of advances and letters of credit outstanding, for a remaining borrowing capacity of approximately \$6.0 billion. Advances from the FHLB, when utilized, are secured by qualifying commercial real estate and residential mortgage loans, investments and other assets.

The following is included in senior and subordinated debt as of December 31:

	2024	2023
	(dollars in thousands)	
Subordinated debt	\$ 370,000	\$ 538,778
Unamortized discounts and issuance costs	(2,684)	(3,394)
Total senior debt and subordinated debt	<u>\$ 367,316</u>	<u>\$ 535,384</u>

The following table summarizes the scheduled maturities of senior and subordinated debt with an original maturity of one year or more as of December 31, 2024 (dollars in thousands):

Year	
2025	\$ —
2026	—
2027	—
2028	—
2029	—
Thereafter	370,000
Unamortized discounts and issuance costs	(2,684)
Total	<u>\$ 367,316</u>

In November 2024, the Corporation retired \$168.8 million of subordinated notes issued in June 2015 and November 2014 which matured on November 15, 2024. The subordinated notes issued June 2015 carried a fixed rate of 4.50% and an effective rate of 4.69% as a result of discounts and issuance costs. Interest was paid semi-annually in May and November. The subordinated notes issued November 2014, carried a fixed rate of 4.50% and an effective rate of 4.87% as a result of discounts and issuance costs. Interest was paid semi-annually in May and November.

In December 2023, the Corporation retired \$5.0 million of subordinated debt with a fixed-to-floating rate of 3.25% and effective rate of 3.35% maturing in 2030.

On March 16, 2022, \$65 million of senior notes with a fixed rate of 3.60% were repaid upon their maturity.

In March 2020, the Corporation issued \$200.0 million and \$175.0 million of subordinated notes due in 2030 and 2035, respectively. The subordinated notes maturing in 2030 were issued with a fixed-to-floating rate of 3.25% and an effective rate of 3.35%, due to issuance costs, and the subordinated notes maturing in 2035 were issued with a fixed-to-floating rate of 3.75% and an effective rate of 3.85%, due to issuance costs.

#### **NOTE 11 - DERIVATIVE FINANCIAL INSTRUMENTS**

The following table presents a summary of notional amounts and fair values of derivative financial instruments as of December 31:

	2024		2023	
	Notional Amount	Asset (Liability) Fair Value	Notional Amount	Asset (Liability) Fair Value
	(dollars in thousands)			
<u>Interest Rate Locks with Customers</u>				
Positive fair values	\$ 171,933	\$ 389	\$ 119,558	\$ 460
Negative fair values	3,888	(58)	1,015	(2)
<u>Forward Commitments</u>				
Positive fair values	51,250	363	—	—
Negative fair values	—	—	42,000	(854)
<u>Interest Rate Derivatives with Customers<sup>(1)</sup></u>				
Positive fair values	767,905	8,480	824,659	22,656
Negative fair values	3,976,294	(239,058)	3,784,236	(222,530)
<u>Interest Rate Derivatives with Dealer Counterparties</u>				
Positive fair values	3,976,294	150,480	3,784,236	128,235
Negative fair values	767,905	(10,734)	824,659	(23,023)
<u>Interest Rate Derivatives used in Cash Flow Hedges</u>				
Positive fair values	2,500,000	227	2,500,000	6,189
Negative fair values	1,400,000	(2,971)	750,000	—
<u>Foreign Exchange Contracts with Customers</u>				
Positive fair values	28,327	1,619	4,159	40
Negative fair values	693	(27)	13,353	(446)
<u>Foreign Exchange Contracts with Correspondent Banks</u>				
Positive fair values	4,059	63	15,969	532
Negative fair values	32,406	(1,569)	6,112	(31)

(1) Fair values are net of a valuation allowance of \$366.3 thousand as of December 31, 2024 and 2023, respectively.

In the third quarter of 2023, the Corporation transitioned certain of the Corporation's legacy commercial customer back-to-back interest rate swap transactions from LIBOR to SOFR. During 2024, the increase to other non-interest income to reflect market valuation movements from the transition from LIBOR to SOFR was \$0.4 million. During 2023, the reduction to other non-interest income related to the transition from LIBOR to SOFR was \$1.9 million.

The following table presents the effect of cash flow hedge accounting on AOCI:

	Amount of Gain (Loss) Recognized in OCI on Derivative	Amount of Gain (Loss) Recognized in OCI Included Component	Amount of Gain (Loss) Recognized in OCI Excluded Component	Location of Gain (Loss) Recognized from AOCI into Income	Amount of Gain (Loss) Reclassified from AOCI into Income	Amount of Gain (Loss) Reclassified from AOCI into Income Included Component	Amount of Gain (Loss) Reclassified from AOCI into Income Excluded Component
(dollars in thousands)							
<b>Year ended December 31, 2024</b>							
Interest Rate Products	\$ (10,261)	\$ (10,261)	\$ —	Interest Income	\$ (29,899)	\$ (29,899)	\$ —
Interest Rate Products	11,025	11,025	—	Interest Expense	6,446	6,446	—
Total	\$ 764	\$ 764	\$ —		\$ (23,453)	\$ (23,453)	\$ —
<b>Year ended December 31, 2023</b>							
Interest Rate Products	\$ 19,598	\$ 19,598	\$ —	Interest Income	\$ (27,546)	\$ (27,546)	\$ —
Interest Rate Products	(10,550)	(10,550)	—	Interest Expense	1,696	1,696	—
Total	\$ 9,048	\$ 9,048	\$ —		\$ (25,850)	\$ (25,850)	\$ —

The following table presents the effect of fair value and cash flow hedge accounting on the income statement for the year ended December 31:

	<b>Consolidated Statements of Income Classification</b>			
	2024		2023	
	Interest Income	Interest Expense	Interest Income	Interest Expense
(dollars in thousands)				
Total amounts of income line items presented in the consolidated statements of income in which the effects of fair value or cash flow hedges are recorded	\$ (29,899)	\$ 6,446	\$ (27,546)	\$ 1,696
The effects of fair value and cash flow hedging:				
Amount of gain or (loss) on cash flow hedging relationships	—	—	—	—
Interest contracts:				
Amount of (loss) gain reclassified from AOCI into income	(29,899)	6,446	(27,546)	1,696
Amount of (loss) gain reclassified from AOCI into income as a result that a forecasted transaction is no longer probable of occurring	—	—	—	—
Amount of (loss) gain reclassified from AOCI into income - included component	(29,899)	6,446	(27,546)	1,696
Amount of (loss) gain reclassified from AOCI into income - excluded component	—	—	—	—

During the next twelve months, the Corporation estimates that an additional \$16.5 million will be reclassified as a decrease to interest income.

The following table presents the fair value gains (losses) on derivative financial instruments for the years ended December 31:

	<b>Consolidated Statements of Income Classification</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
		(dollars in thousands)		
Mortgage banking derivatives <sup>(1)</sup>	Mortgage banking	\$ 1,090	\$ (380)	\$ (2,360)
Interest rate derivatives	Other income	419	(1,855)	—
Foreign exchange contracts	Other income	(9)	7	81
Net fair value gains (losses) on derivative financial instruments		<u>\$ 1,500</u>	<u>\$ (2,228)</u>	<u>\$ (2,279)</u>

<sup>(1)</sup> Includes interest rate locks with customers and forward commitments.

#### *Fair Value Option*

The Corporation has elected to measure mortgage loans held for sale at fair value. The following table presents a summary of mortgage loans held for sale and the impact of the fair value election on the consolidated financial statements as of December 31:

	<b>2024</b>	<b>2023</b>
	(dollars in thousands)	
Amortized Cost <sup>(1)</sup>	\$ 25,316	\$ 14,792
Fair value	25,618	15,158

<sup>(1)</sup> Cost basis of mortgage loans held for sale represents the unpaid principal balance.

Losses related to changes in fair values of mortgage loans held for sale were \$0.1 million for the year ended December 31, 2024. Gains related to changes in fair values of mortgage loans held for sale were \$0.3 million for the year ended December 31, 2023, and losses related to changes in fair values of mortgage loans held for sale were \$0.6 million for the year ended December 31, 2022. The gains and losses are recorded on the consolidated income statements as an adjustment to mortgage banking income.

### Balance Sheet Offsetting

The fair values of interest rate derivative agreements and foreign exchange contracts the Corporation enters into with customers and dealer counterparties may be eligible for offset on the consolidated balance sheets if they are subject to master netting arrangements or similar agreements. The Corporation has elected to net its financial assets and liabilities designated as interest rate derivatives when offsetting is permitted. The following table presents the Corporation's financial instruments that are eligible for offset, and the effects of offsetting, on the consolidated balance sheets as of December 31:

	Gross Amounts Recognized	Gross Amounts Not Offset on the Consolidated Balance Sheets			Net Amount
		on the Consolidated Balance Sheets	Financial Instruments <sup>(1)</sup>	Cash Collateral <sup>(2)</sup>	
(dollars in thousands)					
<b>2024</b>					
Interest rate derivative assets	\$ 159,187	\$ (12,739)	\$ —	\$ 146,448	
Foreign exchange derivative assets with correspondent banks	63	(63)	—	—	
Total	<u>\$ 159,250</u>	<u>\$ (12,802)</u>	<u>\$ —</u>	<u>\$ 146,448</u>	
Interest rate derivative liabilities	\$ 252,763	\$ (9,995)	\$ (94,339)	\$ 148,429	
Foreign exchange derivative liabilities with correspondent banks	1,569	(63)	—	1,506	
Total	<u>\$ 254,332</u>	<u>\$ (10,058)</u>	<u>\$ (94,339)</u>	<u>\$ 149,935</u>	
<b>2023</b>					
Interest rate derivative assets	\$ 157,080	\$ (15,154)	\$ —	\$ 141,926	
Foreign exchange derivative assets with correspondent banks	532	(532)	—	—	
Total	<u>\$ 157,612</u>	<u>\$ (15,686)</u>	<u>\$ —</u>	<u>\$ 141,926</u>	
Interest rate derivative liabilities	\$ 245,553	\$ (21,343)	\$ (93,841)	\$ 130,369	
Foreign exchange derivative liabilities with correspondent banks	31	(532)	—	(501)	
Total	<u>\$ 245,584</u>	<u>\$ (21,875)</u>	<u>\$ (93,841)</u>	<u>\$ 129,868</u>	

<sup>(1)</sup> For interest rate derivative assets, amounts represent any derivative liability fair values that could be offset in the event of counterparty or customer default.

For interest rate derivative liabilities, amounts represent any derivative asset fair values that could be offset in the event of counterparty or customer default.

<sup>(2)</sup> Amounts represent cash collateral received from the counterparty or posted by the Corporation on interest rate derivative transactions and foreign exchange contracts with financial institution counterparties. Interest rate derivatives with customers are collateralized by the same collateral securing the underlying loans to those borrowers. Cash and securities collateral amounts are included in the table only to the extent of the net derivative fair values.

### Cash Flow Hedge Terminations

On October 10, 2024, the Corporation terminated interest rate derivatives designated as cash flow hedges with a combined notional amount of \$250 million. As the hedged transaction continues to be probable, the unrealized losses will be recorded in AOCI and will be recognized as an increase to interest expense when the previously forecasted hedged items affect earnings in future periods. During the year ended December 31, 2024, \$0.2 million of these unrealized losses were reclassified as an increase to interest expense on borrowings on the Consolidated Statements of Income.

In January 2023, the Corporation terminated interest rate derivatives designated as cash flow hedges with a combined notional amount of \$1.0 billion. As the hedged transaction continues to be probable, the unrealized losses that have been recorded in AOCI are recognized as reduction to interest income, including fees, when the previously forecasted hedged item affects earnings in future periods. During the years ended December 31, 2024 and 2023, \$27.9 million and \$22.1 million, respectively, of these unrealized losses have been reclassified as a reduction of interest income on loans, including fees, on the consolidated statements of income.

## NOTE 12 - REGULATORY MATTERS

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### Regulatory Capital Requirements

The Corporation and the Bank are subject to regulatory capital requirements administered by banking regulators. Failure to meet minimum capital requirements can trigger certain mandatory - and possibly additional discretionary - actions by regulators that, if undertaken, could have a direct material effect on the Corporation's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

### Basel III Rules

The Basel III Rules provide a comprehensive framework and require the Corporation and the Bank to:

- Meet a minimum Common Equity Tier 1 capital ratio of 4.50% of risk-weighted assets and a minimum Tier 1 capital of 6.00% of risk-weighted assets;
- Meet a minimum Total capital ratio of 8.00% of risk-weighted assets and a minimum Tier 1 leverage capital ratio of 4.00% of average assets;
- Maintain a "capital conservation buffer" of 2.50% above the minimum risk-based capital requirements, which must be maintained to avoid restrictions on capital distributions and certain discretionary bonus payments; and
- Comply with a revised definition of capital to improve the ability of regulatory capital instruments to absorb losses. Certain non-qualifying capital instruments, including cumulative preferred stock and TruPS, are excluded as a component of Tier 1 capital for institutions of the Corporation's size.

The Corporation and the Bank are required to maintain a "capital conservation buffer" of 2.50% above the minimum risk-based capital requirements. The rules provide that the failure to maintain the "capital conservation buffer" results in restrictions on capital distributions and discretionary cash bonus payments to executive officers. As a result, under the Basel III Rules, if the Bank fails to maintain the required minimum capital conservation buffer, the Corporation will be subject to limits, and possibly prohibitions, on its ability to obtain capital distributions from such subsidiaries. If the Corporation does not receive sufficient cash dividends from the Bank, it may not have sufficient funds to pay dividends on its common stock, service its debt obligations or repurchase its common stock.

As of December 31, 2024 and 2023, the Corporation's capital levels met the minimum capital requirements, including the capital conservation buffers, as prescribed in the Basel III Rules.

As of December 31, 2024 and 2023, the Bank was well capitalized under the regulatory framework for prompt corrective action based on its capital ratio calculation. To be categorized as well capitalized, the Bank was required to maintain minimum total risk-based, Tier I risk-based, Common Equity Tier I risk-based and Tier I leverage ratios as set forth in the table below.

There are no conditions or events since December 31, 2024, that management believes have changed the Corporation and the Bank's categories.

The following tables present the Total risk-based, Tier I risk-based, Common Equity Tier I risk-based and Tier I leverage requirements under the Basel III Rules as of December 31:

	2024					
	Actual		For Capital Adequacy Purposes		Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)						
Total Capital (to Risk-Weighted Assets):						
Corporation	\$ 3,544,021	14.3 %	\$ 1,986,754	8.0 %	N/A	N/A
Fulton Bank, N.A.	3,338,891	13.5	1,976,697	8.0	\$ 2,470,871	10.0 %
Tier I Capital (to Risk-Weighted Assets):						
Corporation	\$ 2,866,143	11.5 %	\$ 1,490,065	6.0 %	N/A	N/A
Fulton Bank, N.A.	3,029,881	12.3	1,482,523	6.0	\$ 1,976,697	8.0 %
Common Equity Tier I Capital (to Risk-Weighted Assets):						
Corporation	\$ 2,673,265	10.8%	\$ 1,117,549	4.5 %	N/A	N/A
Fulton Bank, N.A.	2,985,881	12.1	1,111,892	4.5	\$ 1,606,066	6.5 %
Tier I Leverage Capital (to Average Assets):						
Corporation	\$ 2,866,143	9.0%	\$ 1,269,248	4.0 %	N/A	N/A
Fulton Bank, N.A.	3,029,881	9.6	1,265,809	4.0	\$ 1,582,261	5.0 %

N/A - Not applicable as "well capitalized" applies to banks only.

	2023					
	Actual		For Capital Adequacy Purposes		Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)						
Total Capital (to Risk-Weighted Assets):						
Corporation	\$ 3,184,496	14.0 %	\$ 1,817,712	8.0 %	N/A	N/A
Fulton Bank, N.A.	2,896,908	12.8	1,809,836	8.0	\$ 2,262,295	10.0 %
Tier I Capital (to Risk-Weighted Assets):						
Corporation	\$ 2,541,819	11.2 %	\$ 1,363,284	6.0 %	N/A	N/A
Fulton Bank, N.A.	2,620,837	11.6	1,357,377	6.0	\$ 1,809,836	8.0 %
Common Equity Tier I Capital (to Risk-Weighted Assets):						
Corporation	\$ 2,348,941	10.3%	\$ 1,022,463	4.5 %	N/A	N/A
Fulton Bank, N.A.	2,576,837	11.4	1,018,033	4.5	\$ 1,470,492	6.5 %
Tier I Leverage Capital (to Average Assets):						
Corporation	\$ 2,541,819	9.5 %	\$ 1,072,189	4.0 %	N/A	N/A
Fulton Bank, N.A.	2,620,837	9.6	1,089,195	4.0	\$ 1,361,494	5.0 %

N/A - Not applicable as "well capitalized" applies to banks only.

#### Dividend and Loan Limitations

The dividends that may be paid by the Bank to the Parent Company are subject to certain legal and regulatory limitations. The total amount available for payment of dividends by the Bank to the Parent Company calculated using the three-year earnings test was approximately \$334.4 million as of December 31, 2024 based on the Bank maintaining enough capital to be considered well capitalized under the Basel III Rules. A condition of the OCC's approval of the Republic First Transaction requires that the Bank, for a period of two years following the Acquisition Date, request and receive a written determination of no supervisory objection from the OCC prior to declaring or paying any dividend to the Parent Company.

Under current regulations, the Bank is limited in the amount it may lend to its affiliates, including the Parent Company. Loans to a single affiliate may not exceed 10%, and the aggregate of loans to all affiliates may not exceed 20% of the Bank's regulatory capital.

**NOTE 13 - INCOME TAXES**

The components of income taxes are as follows:

	<b>2024</b>	2023	2022
	(dollars in thousands)		
Current tax expense:			
Federal	\$ 66,817	\$ 49,707	\$ 44,478
State	12,256	11,137	6,906
Total current tax expense	<u>79,073</u>	<u>60,844</u>	<u>51,384</u>
Deferred tax (benefit) expense:			
Federal	(20,248)	3,021	8,974
State	(2,939)	576	(324)
Total deferred tax (benefit) expense	<u>(23,187)</u>	<u>3,597</u>	<u>8,650</u>
Total income tax expense	<u>\$ 55,886</u>	<u>\$ 64,441</u>	<u>\$ 60,034</u>

The differences between the effective income tax rate and the federal statutory income tax rate are as follows:

	<b>2024</b>	2023	2022
Statutory tax rate	21.0 %	21.0 %	21.0 %
Tax credit investments	(0.3)	(1.3)	(2.0)
Tax-exempt income	(4.3)	(4.2)	(3.5)
Bargain purchase gain	(2.3)	—	—
Bank owned life insurance	(0.9)	(0.8)	(0.7)
State income taxes, net of federal benefit	1.9	2.6	1.2
Executive compensation	0.1	0.3	0.3
FDIC Premium	0.8	0.5	0.3
Other, net	0.2	0.4	0.7
Effective income tax rate	<u>16.2 %</u>	<u>18.5 %</u>	<u>17.3 %</u>

The net DTA recorded by the Corporation is included in other assets and consists of the following tax effects of temporary differences as of December 31:

	2024	2023
	(dollars in thousands)	
<b>Deferred tax assets:</b>		
Unrealized holding losses on securities	\$ 85,516	\$ 90,671
Allowance for credit losses	90,148	71,013
Lease liability	34,921	21,570
State loss carryforwards	26,118	27,948
Other accrued expenses	16,142	11,082
Deferred compensation	11,138	10,215
Intangible assets	5,889	7,460
Stock-based compensation	5,458	5,129
Tax credit carryforwards	—	4,995
Other	7,444	5,469
Total gross deferred tax assets	\$ 282,774	\$ 255,552
<b>Deferred tax liabilities:</b>		
Equipment lease financing	45,644	47,345
Right-of-use-asset	31,960	20,022
Acquisition premiums/discounts	16,360	5,508
MSRs	6,952	7,158
Postretirement and defined benefit plans	5,560	3,438
Tax credit investments	2,033	1,747
Premises and equipment	736	1,678
Total gross deferred tax liabilities	\$ 109,245	\$ 86,896
Net deferred tax asset, before valuation allowance	173,529	168,656
Valuation allowance	(26,118)	(27,948)
Net deferred tax asset	\$ 147,411	\$ 140,708

In assessing the realizability of DTAs, management considers whether it is more likely than not that some or all of the DTAs will not be realized. The ultimate realization of DTAs is dependent upon the generation of future taxable income and/or capital gain income during periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies, such as those that may be implemented to generate capital gains, in making this assessment.

The valuation allowance relates to state net operating loss carryforwards for which realizability is uncertain. As of December 31, 2024 and 2023, the Corporation had state net operating loss carryforwards of approximately \$389.3 million and \$354.1 million, respectively, which are available to offset future state taxable income, and expire at various dates through 2044.

As of December 31, 2024, based on the level of historical taxable income and projections for future taxable income over the periods in which the DTAs are deductible, management believes it is more likely than not that the Corporation will realize the benefits of its DTAs, net of the valuation allowance.

#### Uncertain Tax Positions

The following table summarizes the changes in unrecognized tax benefits for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
Balance at beginning of year	\$ 1,044	\$ 1,228	\$ 1,673
Current period tax positions	120	147	112
Lapse of statute of limitations	(104)	(331)	(557)
Balance at end of year	\$ 1,060	\$ 1,044	\$ 1,228

Virtually all of the Corporation's unrecognized tax benefits are for positions that are taken on an annual basis on state tax returns. Increases to unrecognized tax benefits will occur as a result of accruing for the nonrecognition of the position for the current year.

Decreases will occur as a result of the lapsing of the statute of limitations for the oldest outstanding year which includes the position. These offsetting increases and decreases are likely to continue in the future, including over the next twelve months. While the net effect on total unrecognized tax benefits during this period cannot be reasonably estimated, approximately \$82 thousand is expected to reverse in 2025 due to lapsing of the statute of limitations. Decreases can also occur throughout the settlement of positions with taxing authorities.

As of December 31, 2024, if recognized, all of the Corporation's unrecognized tax benefits would impact the effective tax rate. Not included in the table above is \$134 thousand of federal income tax benefit on unrecognized state tax benefits which, if recognized, would also impact the effective tax rate. Interest accrued related to unrecognized tax benefits is recorded as a component of income tax expense. Penalties, if incurred, would also be recognized in income tax expense. The Corporation recognized approximately \$168 thousand and \$138 thousand of recoveries in 2024 and 2023, respectively, for interest and penalties in income tax expense related to unrecognized tax positions. As of December 31, 2024 and 2023, total accrued interest and penalties related to unrecognized tax positions were approximately \$177 thousand and \$0.3 million, respectively.

The Corporation files income tax returns in the federal and various state jurisdictions. In most cases, unrecognized tax benefits are related to tax years that remain subject to examination by the relevant taxing authorities. With few exceptions, the Corporation is no longer subject to federal, state and local examinations by tax authorities for years before 2021.

#### Tax Credit Investments

The TCIs are included in other assets, with any unfunded equity commitments recorded in other liabilities on the consolidated balance sheets and changes are reflected in change in tax credit investments in the consolidated statements of cash flows.

In 2023, the Corporation adopted ASU 2023-02, which allows all TCIs to qualify for the proportional amortization method if: (1) it is probable that the income tax credits allocatable to the Corporation will be available; (2) the Corporation does not have the ability to exercise significant influence over the operating and financial policies of the underlying project; (3) substantially all of the projected benefits are from income tax credits and other income tax benefits; (4) the Corporation's projected yield based solely on the cash flows from the income tax credits and other income tax benefits is positive; and (5) the Corporation is a limited liability investor in the limited liability entity for both legal and tax purposes, and the Corporation's liability is limited to its capital investment. See "Note 1 - Summary of Significant Accounting Policies" in the Notes to the Consolidated Financial Statements.

All TCIs held as of December 31, 2024 that qualify for the proportional amortization method are amortized over the period the Corporation expects to receive the tax credits, with the expense included within income taxes on the Consolidated Statements of Income and net income in the Consolidated Statements of Cash Flows.

All TCIs are evaluated for impairment at the end of each reporting period. There were no impairments recorded against TCIs during 2024.

The following table presents the balances of the Corporation's TCIs and related unfunded commitments as of December 31:

	2024	2023
	(dollars in thousands)	
<b><u>Included in other assets:</u></b>		
Affordable housing tax credit investments, net	\$ 211,572	\$ 170,115
Other tax credit investments, net	29,649	35,907
Total TCIs, net	<u>\$ 241,221</u>	<u>\$ 206,022</u>
<b><u>Included in other liabilities:</u></b>		
Unfunded affordable housing tax credit commitments	\$ 84,572	\$ 58,312
Other tax credit liabilities	24,109	28,361
Total unfunded tax credit commitments and liabilities	<u>\$ 108,681</u>	<u>\$ 86,673</u>

The following table presents other information relating to the Corporation's TCIs for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
<b>Components of income taxes:</b>			
Tax credits and benefits	\$ (26,762)	\$ (28,748)	\$ (27,154)
Amortization of tax credits and benefits, net of tax benefits	25,069	23,446	19,298
Deferred tax expense	559	610	766
Total reduction in income tax expense	<u>\$ (1,134)</u>	<u>\$ (4,692)</u>	<u>\$ (7,090)</u>
<b>Amortization of TCIs:</b>			
Total amortization of TCIs	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,783</u>

#### **NOTE 14 - NET INCOME PER COMMON SHARE**

Basic net income per common share is calculated as net income available to common shareholders divided by the weighted average number of shares outstanding.

Diluted net income per common share is calculated as net income available to common shareholders divided by the weighted average number of shares outstanding plus the incremental number of shares added as a result of converting common stock equivalents, calculated using the treasury stock method. The Corporation's common stock equivalents consist of outstanding restricted stock, RSUs and PSUs. PSUs are required to be included in weighted average diluted shares outstanding if performance measures, as defined in each PSU award agreement, are met as of the end of the period.

A reconciliation of weighted average common shares outstanding used to calculate basic and diluted net income per share follows:

	2024	2023	2022
	(in thousands)		
Weighted average common shares outstanding (basic)	175,523	165,241	164,119
Impact of common stock equivalents	1,700	1,528	1,353
Weighted average common shares outstanding (diluted)	<u>177,223</u>	<u>166,769</u>	<u>165,472</u>

## NOTE 15 - SHAREHOLDERS' EQUITY

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### Preferred Stock

On October 29, 2020, the Corporation issued 8.0 million depositary shares ("Depositary Shares"), each representing a 1/40<sup>th</sup> interest in a share of the Corporation's 5.125% Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A, of which 200,000 are authorized and issued, with a liquidation preference of \$1,000 per share (equivalent to \$25.00 per Depositary Share), for an aggregate offering amount of \$200 million. The preferred stock is redeemable, at the Corporation's option, in whole or in part, on and after January 15, 2026, and redeemable in whole, but not in part, prior to January 15, 2026 within 90 days following the occurrence of a regulatory capital treatment event.

### Common Stock Offering

On May 1, 2024, the Corporation completed its underwritten public offering of 19,166,667 shares of its common stock at a price to the public of \$15.00 per share, before underwriting discounts. The net proceeds to the Corporation from the offering after deducting underwriting discounts and transaction expenses were approximately \$272.6 million.

### Stock Reissuance

On July 1, 2022, the Corporation reissued 6,208,516 shares of common stock that had been held as Treasury stock in connection with the Merger.

Accumulated Other Comprehensive Income (Loss)

The following table presents the components of OCI for the years ended December 31:

	Before-Tax Amount	Tax Effect	Net of Tax Amount
	(dollars in thousands)		
<b>2024</b>			
Net unrealized gains (losses) on securities	\$ (28,993)	\$ 6,568	\$ (22,425)
Reclassification adjustment for securities gains (losses) included in net income <sup>(1)</sup>	20,283	(4,594)	15,689
Amortization of net unrealized gains (losses) on AFS transferred to HTM <sup>(2)</sup>	7,251	(1,642)	5,609
Net unrealized holding gains (losses) arising during the period on interest rate derivatives used in cash flow hedges	764	(174)	590
Reclassification adjustment for net gains (losses) realized in net income on interest rate derivatives used in cash flow hedges	23,453	(5,312)	18,141
Unrecognized pension and postretirement income	9,411	(2,132)	7,279
Amortization of net unrecognized pension and postretirement items <sup>(3)</sup>	(541)	119	(422)
Total Other Comprehensive Income (Loss)	<u>\$ 31,628</u>	<u>\$ (7,167)</u>	<u>\$ 24,461</u>
<b>2023</b>			
Net unrealized gains (losses) on securities	\$ 46,572	\$ (10,549)	\$ 36,023
Reclassification adjustment for securities gains (losses) included in net income <sup>(1)</sup>	(733)	166	(567)
Amortization of net unrealized gains (losses) on AFS transferred to HTM <sup>(2)</sup>	7,644	(1,731)	5,913
Net unrealized holding gains (losses) arising during the period on interest rate derivatives used in cash flow hedges	9,048	(2,050)	6,998
Reclassification adjustment for net gains (losses) realized in net income on interest rate derivatives used in cash flow hedges	25,850	(5,855)	19,995
Unrecognized pension and postretirement income	6,162	(1,385)	4,777
Amortization of net unrecognized pension and postretirement items <sup>(3)</sup>	73	(16)	57
Total Other Comprehensive Income (Loss)	<u>\$ 94,616</u>	<u>\$ (21,420)</u>	<u>\$ 73,196</u>
<b>2022</b>			
Net unrealized gains (losses) on securities	\$ (403,606)	\$ 91,437	\$ (312,169)
Reclassification adjustment for securities gains (losses) included in net income <sup>(1)</sup>	(27)	7	(20)
Amortization of net unrealized gains (losses) on AFS transferred to HTM <sup>(2)</sup>	(57,509)	13,026	(44,483)
Net unrealized holding gains (losses) arising during the period on interest rate derivatives used in cash flow hedges	(81,400)	18,437	(62,963)
Reclassification adjustment for net gains (losses) loss realized in net income on interest rate swaps used in cash flow hedges	7,761	(1,757)	6,004
Unrecognized pension and postretirement income	825	(181)	644
Amortization of net unrecognized pension and postretirement items <sup>(3)</sup>	128	(28)	100
Total Other Comprehensive Income (Loss)	<u>\$ (533,828)</u>	<u>\$ 120,941</u>	<u>\$ (412,887)</u>

<sup>(1)</sup> Amounts reclassified out of AOCI. Before-tax amounts included in "Investment securities gains, net" on the Consolidated Statements of Income. See "Note 4 - Investment Securities," for additional details.

<sup>(2)</sup> Amounts reclassified out of AOCI. Before-tax amounts included as a reduction to "Interest Income" on the Consolidated Statements of Income.

<sup>(3)</sup> Amounts reclassified out of AOCI. Before-tax amounts included in "Salaries and employee benefits" on the Consolidated Statements of Income. See "Note 17 - Employee Benefit Plans," for additional details.

The following table presents changes in each component of AOCI, net of tax, for the years ended December 31:

	Unrealized Gains (Losses) on Investment Securities	Net Unrealized Gain (Loss) on Interest Rate Derivatives used in Cash Flow Hedges	Unrecognized Pension and Postretirement Plan Income (Costs)	Total
	(dollars in thousands)			
Balance at December 31, 2021	\$ 40,441	\$ (4,817)	\$ (8,213)	\$ 27,411
OCI before reclassifications	(312,169)	(62,963)	644	(374,488)
Amounts reclassified from AOCI	(20)	6,004	100	6,084
Amortization of net unrealized gains (losses) on AFS securities transferred to HTM	(44,483)	—	—	(44,483)
Balance at December 31, 2022	(316,231)	(61,776)	(7,469)	(385,476)
OCI before reclassifications	36,023	6,998	4,777	47,798
Amounts reclassified from AOCI	(567)	19,995	57	19,485
Amortization of net unrealized gains (losses) on AFS securities transferred to HTM	5,913	—	—	5,913
Balance at December 31, 2023	<b>(274,862)</b>	<b>(34,783)</b>	<b>(2,635)</b>	<b>(312,280)</b>
OCI before reclassifications	<b>(22,425)</b>	<b>590</b>	<b>7,279</b>	<b>(14,556)</b>
Amounts reclassified from AOCI	<b>15,689</b>	<b>18,141</b>	<b>(422)</b>	<b>33,408</b>
Amortization of net unrealized gains (losses) on AFS securities transferred to HTM	<b>5,609</b>	<b>—</b>	<b>—</b>	<b>5,609</b>
Balance at December 31, 2024	<b>\$ (275,989)</b>	<b>\$ (16,052)</b>	<b>\$ 4,222</b>	<b>\$ (287,819)</b>

### Common Stock Repurchase Programs

On December 17, 2024, the Corporation announced that its Board of Directors approved the 2025 Repurchase Program. The 2025 Repurchase Program will expire on December 31, 2025. Under the 2025 Repurchase Program, the Corporation is authorized to repurchase up to \$125.0 million of shares of its common stock. Under this authorization, up to \$25.0 million of the \$125 million authorization may be used to repurchase the Corporation's Preferred Stock. The 2025 Repurchase Program may be discontinued at any time.

On December 19, 2023, the Corporation announced that its Board of Directors approved the 2024 Repurchase Program. The 2024 Repurchase Program expired on December 31, 2024. Under the 2024 Repurchase Program, the Corporation was authorized to repurchase up to \$125.0 million of shares of its common stock. Under this authorization, up to \$25.0 million of the \$125 million authorization may be used to repurchase the Corporation's Preferred Stock and outstanding subordinated notes through December 31, 2024. During 2024, 1.9 million shares were repurchased at a total cost of \$30.3 million, or \$15.69 per share, under the 2024 Repurchase Program.

On December 20, 2022, the Corporation announced that its Board of Directors approved the 2023 Repurchase Program. Under the 2023 Repurchase Program, the Corporation was authorized to repurchase up to \$100.0 million of its common stock through December 31, 2023. During 2023, 5.0 million shares were repurchased at a total cost of \$77.1 million, or \$15.32 per share, under the 2023 Repurchase Program.

Under these repurchase programs, repurchased shares are added to treasury stock, at cost. As permitted by securities laws and other legal requirements, and subject to market conditions and other factors, purchases may be made from time to time in open market or privately negotiated transactions, including, without limitation, through accelerated share repurchase transactions.

## NOTE 16 - STOCK-BASED COMPENSATION PLANS

The following table presents compensation expense and related tax benefits for all equity awards recognized in the consolidated statements of income for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
Compensation expense	\$ 10,907	\$ 11,265	\$ 15,081
Tax benefit	(2,466)	(2,484)	(2,690)
Total stock-based compensation, net of tax	\$ 8,441	\$ 8,781	\$ 12,391

The tax benefits as a percentage of compensation expense, as shown in the preceding table, were 22.6%, 22.1% and 17.8% in 2024, 2023 and 2022, respectively. These percentages differ from the Corporation's federal statutory tax rate of 21%. Tax benefits are only recognized over the vesting period for awards that ordinarily will generate a tax deduction when exercised, in the case of non-qualified stock options, or upon vesting, in the case of restricted stock, RSUs, and PSUs. Tax benefits in excess of the tax rate resulted from incentive stock option exercises that triggered a tax deduction when they were exercised and excess tax benefits realized on vesting RSUs and PSUs during the period.

The following table provides information about stock option activity for the year ended December 31, 2024:

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in millions)
Outstanding and exercisable as of December 31, 2023	40,135	\$ 12.61		
Granted	—	—		
Exercised	(39,310)	12.61		
Forfeited	—	—		
Expired	(825)	12.61		
Outstanding and exercisable as of December 31, 2024	—	\$ 12.61	0.0 years	\$ —

The following table presents information about stock options exercised for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
Number of options exercised	39,310	68,134	130,503
Total intrinsic value of options exercised	\$ 116	\$ 249	\$ 842
Cash received from options exercised	\$ 496	\$ 805	\$ 1,402
Tax benefit from options exercised	\$ 23	\$ 47	\$ 163

Upon exercise, the Corporation issues shares from its authorized, but unissued, common stock to satisfy the options.

The following table provides information about nonvested restricted stock, RSUs and PSUs granted under the Employee Equity Plan and Directors' Plan for the year ended December 31, 2024:

	Restricted Stock/RSUs/PSUs <sup>(1)</sup>	
	Shares	Weighted Average Grant Date Fair Value
Nonvested as of December 31, 2023	2,662,471	\$ 14.24
Granted	933,962	15.22
Vested	(739,626)	16.14
Forfeited	(153,810)	14.30
Nonvested as of December 31, 2024	2,702,997	\$ 14.57

<sup>(1)</sup> There were no nonvested stock options at December 31, 2024 or 2023.

As of December 31, 2024, there was \$11.4 million of total unrecognized compensation cost (pre-tax) related to restricted stock, RSUs and PSUs that will be recognized as compensation expense over a weighted average period of 1.89 years. As of December 31, 2024, the Employee Equity Plan had 3.8 million shares reserved for future grants through 2032, and the Directors' Plan had 325.1 thousand shares reserved for future grants through 2033.

The fair value of certain PSUs with market-based performance conditions granted under the Employee Equity Plan was estimated on the grant date using the Monte Carlo valuation methodology performed by a third-party valuation expert. This valuation is dependent upon certain assumptions, as summarized in the following table:

	2024	2023	2022
Risk-free interest rate	4.75 %	3.84 %	2.84 %
Volatility of Corporation's stock	30.54 %	35.63 %	43.46 %
Expected life of PSUs	3 years	3 years	3 years

The expected life of the PSUs with fair values measured using the Monte Carlo valuation methodology was based on the defined performance period of three years. Volatility of the Corporation's stock was based on historical volatility for the period commensurate with the expected life of the PSUs. The risk-free interest rate is the zero-coupon U.S. Treasury rate commensurate with the expected life of the PSUs on the date of the grant. Based on the assumptions above, the Corporation calculated an estimated fair value per PSU with market-based performance conditions granted in 2024, 2023 and 2022 of \$19.59, \$10.63 and \$14.93, respectively.

Under the ESPP, eligible employees can purchase stock of the Corporation at 85% of the fair market value of the stock on the date of purchase. The ESPP is considered to be a compensatory plan and, as such, compensation expense is recognized for the 15% discount on shares purchased. The following table summarizes activity under the ESPP:

	2024	2023	2022
ESPP shares purchased	133,019	162,667	134,645
Average purchase price per share (85% of market value)	\$ 14.55	\$ 11.68	\$ 14.06
Compensation expense recognized (in thousands)	\$ 342	\$ 348	\$ 334

#### NOTE 17 - EMPLOYEE BENEFIT PLANS

The following summarizes retirement plan expense for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
401(k) Retirement Plan	\$ 13,739	\$ 11,930	\$ 10,988
Pension Plan	(1,036)	464	(1,347)
Total	\$ 12,703	\$ 12,394	\$ 9,641

The 401(k) Retirement Plan is a defined contribution plan under which eligible employees may defer a portion of their pre-tax covered compensation on an annual basis, with employer matches of up to 5% of employee compensation. Employee and employer contributions under these features are 100% vested.

Contributions to the Pension Plan are actuarially determined and funded annually, if necessary. The Corporation recognizes the funded status of its Pension Plan on the consolidated balance sheets and recognizes the changes in that funded status through OCI. The Pension Plan has been curtailed, with no additional benefits accruing to participants.

Pension Plan

The net periodic pension cost for the Pension Plan, as determined by consulting actuaries, consisted of the following components for the years ended December 31:

	2024	2023	2022
	(dollars in thousands)		
Interest cost	\$ 3,159	\$ 3,269	\$ 2,393
Expected return on assets	(3,903)	(3,436)	(4,393)
Net amortization and deferral	—	631	653
Gain on settlement	(292)	—	—
Net periodic pension cost	<u>\$ (1,036)</u>	<u>\$ 464</u>	<u>\$ (1,347)</u>

The following table summarizes the changes in the projected benefit obligation and fair value of Pension Plan assets for the plan years ended December 31:

	2024	2023
	(dollars in thousands)	
Projected benefit obligation at beginning of year	\$ 68,952	\$ 68,716
Interest cost	3,159	3,269
Benefit payments	(8,843)	(4,687)
Change in assumptions	(4,323)	1,492
Experience gain	484	162
Projected benefit obligation at end of year	<u>\$ 59,429</u>	<u>\$ 68,952</u>
Fair value of plan assets at beginning of year	\$ 84,659	\$ 78,137
Actual return on plan assets	9,779	11,209
Benefit payments	(8,843)	(4,687)
Fair value of plan assets at end of year	<u>\$ 85,595</u>	<u>\$ 84,659</u>

The following table presents the funded status of the Pension Plan, included in other assets and other liabilities on the consolidated balance sheets, as of December 31:

	2024	2023
	(dollars in thousands)	
Projected benefit obligation	\$ (59,429)	\$ (68,952)
Fair value of plan assets	85,595	84,659
Funded status	<u>\$ 26,166</u>	<u>\$ 15,707</u>

The following table summarizes the changes in the unrecognized net loss included as a component of AOCI:

	Unrecognized Net Loss (Gain)	
	Before tax	Net of tax
	(dollars in thousands)	
Balance as of December 31, 2022	\$ 12,070	\$ 9,384
Recognized as a component of 2023 periodic pension cost	(631)	(492)
Unrecognized gains arising in 2023	(6,119)	(4,775)
Balance as of December 31, 2023	5,320	4,117
Recognized as a component of 2024 periodic pension cost	—	—
Unrecognized gains arising in 2024	(9,417)	(7,284)
Balance as of December 31, 2024	<u>\$ (4,097)</u>	<u>\$ (3,167)</u>

The following rates were used to calculate the net periodic pension cost and the present value of benefit obligations as of December 31:

	2024	2023	2022
Discount rate-projected benefit obligation	5.38 %	4.73 %	4.93 %
Expected long-term rate of return on plan assets	5.00 %	5.00 %	5.00 %

The discount rates used were determined using the FTSE Pension Discount Curve (formerly, the Citigroup Average Life discount rate table), as adjusted based on the Pension Plan's expected benefit payments.

The 5.00% long-term rate of return on plan assets used to calculate the net periodic pension cost was based on historical returns, adjusted for expectations of long-term asset returns based on the December 31, 2024 weighted average asset allocations. The expected long-term return is considered to be appropriate based on the asset mix and the historical returns realized.

The following table presents a summary of the fair values of the Pension Plan's assets as of December 31:

	2024		2023	
	Estimated Fair Value	% of Total Assets	Estimated Fair Value	% of Total Assets
(dollars in thousands)				
Equity mutual funds	\$ 31,369		\$ 27,998	
Equity common trust funds	16,486		20,246	
Equity securities	47,855	55.9 %	48,244	57.0 %
Cash and money market funds	5,534		6,276	
Fixed income mutual funds	13,590		12,639	
Corporate debt securities	4,090		2,600	
U.S. Government agency securities	9,493		9,908	
Fixed income securities and cash	32,707	38.2 %	31,423	37.1 %
Other alternative investment funds	5,033	5.9 %	4,992	5.9 %
Total	\$ 85,595	100.0 %	\$ 84,659	100.0 %

Investment allocation decisions are made by a retirement plan committee. The goal of the investment allocation strategy is to match certain benefit obligations with maturities of fixed income securities. Alternative investments may include managed futures, commodities, real estate investment trusts, master limited partnerships, and long-short strategies with traditional stocks and bonds. All alternative investments are in the form of mutual funds, not individual contracts, to enable daily liquidity.

The fair values for assets held by the Pension Plan are based on quoted prices for identical instruments and would be categorized as Level 1 assets under the fair value hierarchy.

Estimated future benefit payments are as follows (in thousands):

Year	
2025	\$ 4,938
2026	5,005
2027	5,050
2028	5,058
2029	5,039
Thereafter	24,533
Total	\$ 49,623

#### Multiemployer Defined Benefit Pension Plan

In connection with the Merger, the Corporation assumed the pension plan obligations of Prudential Bancorp, under the Prudential Bancorp Pension Plan, that had previously been closed to new Prudential Bancorp participants.

The Prudential Bancorp Pension Plan is structured as a multiple employer plan under Internal Revenue Code Section 413(c). It maintains a single trust and all assets are commingled and invested on a pooled basis. All amounts payable by the Plan are a general charge upon all its assets. This structure gives rise to the risk if a participating employer fails before funding up to cover the liabilities of its participants and orphans, contributions for all remaining employers will increase, as assets have to be re-allocated to cover such shortfall.

Information regarding the Prudential Bancorp Pension Plan as of December 31, 2024 is as follows:

Legal Name of Plan	<b>Prudential Bancorp Pension Plan</b>	
	(dollars in thousands)	
Plan Employer Identification Number		23-1928421
The Corporation's contribution for the year ended December 31, 2024 <sup>(1)</sup>	\$	355
Are the Corporation's contributions more than 5% of total contributions?		No
Funded Status		80.81 %

<sup>(1)</sup> Includes 2025 prepayment of \$138 thousand.

#### Postretirement Benefits

The Corporation provides medical benefits and life insurance benefits under the Postretirement Plan to certain retired full-time employees who were employees of the Corporation prior to January 1, 1998. Prior to February 1, 2014, certain full-time employees became eligible for these discretionary benefits if they reached retirement age while working for the Corporation. The Corporation recognizes the funded status of the Postretirement Plan on the consolidated balance sheets and recognizes the changes in that funded status through OCI.

The components of the net benefit for Postretirement Plan other than pensions are as follows:

	2024	2023	2022
	(dollars in thousands)		
Interest cost	\$ 38	\$ 42	\$ 34
Net amortization and deferral	(541)	(558)	(525)
Net postretirement benefit	\$ (503)	\$ (516)	\$ (491)

This table summarizes the changes in the accumulated postretirement benefit obligation for the years ended December 31:

	2024	2023
	(dollars in thousands)	
Accumulated postretirement benefit obligation at beginning of year	\$ 844	\$ 972
Interest cost	38	42
Benefit payments	(135)	(147)
Change in experience	42	(31)
Change in assumptions	(36)	8
Accumulated postretirement benefit obligation at end of year	\$ 753	\$ 844

The fair values of the Postretirement Plan assets were \$0 as of both December 31, 2024 and 2023. The funded status for the Postretirement Plan included in other liabilities was \$0.8 million in the consolidated balance sheets as of December 31, 2024 and 2023, respectively.

The following table summarizes the changes in items recognized as a component of accumulated other comprehensive income (loss):

	<b>Before tax</b>			
	<b>Unrecognized Prior Service Cost</b>	<b>Unrecognized Net Loss (Gain)</b>	<b>Total</b>	<b>Net of tax</b>
	(dollars in thousands)			
Balance as of December 31, 2022	\$ (2,084)	\$ (818)	\$ (2,902)	\$ (2,264)
Recognized as a component of 2023 postretirement cost	464	94	558	435
Unrecognized gains arising in 2023	—	(23)	(23)	(18)
Balance as of December 31, 2023	<b>(1,620)</b>	<b>(747)</b>	<b>(2,367)</b>	<b>(1,847)</b>
Recognized as a component of 2024 postretirement cost	464	77	541	422
Unrecognized loss arising in 2024	—	6	6	5
Balance as of December 31, 2024	<b>\$ (1,156)</b>	<b>\$ (664)</b>	<b>\$ (1,820)</b>	<b>\$ (1,420)</b>

The following rates were used to calculate net periodic postretirement benefit cost and the present value of benefit obligations as of December 31:

	2024	2023	2022
Discount rate-projected benefit obligation	5.38 %	4.73 %	4.93 %
Expected long-term rate of return on plan assets	3.00 %	3.00 %	3.00 %

The discount rates used to calculate the accumulated postretirement benefit obligation were determined using the FTSE Pension Discount Curve (formerly, the Citigroup Average Life discount rate table), as adjusted based on the Postretirement Plan's expected benefit payments.

Estimated future benefit payments under the Postretirement Plan are as follows (dollars in thousands):

<u>Year</u>	
2025	\$ 129
2026	116
2027	103
2028	92
2029	81
Thereafter	270
Total	<b>\$ 791</b>

## NOTE 18 - LEASES

The Corporation has operating leases for certain financial centers, corporate offices and land.

The following table presents the components of lease expense, which is included in net occupancy expense on the consolidated statements of income (dollars in thousands):

	2024	2023	2022
Operating lease expense	\$ 27,893	\$ 19,372	\$ 17,766
Variable lease expense	3,147	3,160	3,017
Sublease income	(1,224)	(1,111)	(964)
Total lease expense	\$ 29,816	\$ 21,421	\$ 19,819

Supplemental consolidated balance sheet information related to leases was as follows as of December 31 (dollars in thousands):

Operating Leases	Balance Sheet Classification	2024	2023
ROU assets	Other assets	\$ 140,997	\$ 88,188
Lease liabilities	Other liabilities	\$ 154,176	\$ 95,230
Weighted average remaining lease term		9.30 years	6.48 years
Weighted average discount rate		5.51 %	3.34 %

The discount rate used in determining the lease liability for each individual lease is the Bank's incremental borrowing rate which corresponds with the remaining lease term.

Supplemental cash flow information related to operating leases was as follows (dollars in thousands):

	2024	2023
Cash paid for amounts included in the measurement of lease liabilities	\$ 25,161	\$ 20,898
ROU assets obtained in exchange for lease obligations	78,278	20,184

Lease payment obligations for each of the next five years and thereafter, with a reconciliation to the Corporation's lease liability were as follows (dollars in thousands):

Year	Operating Leases
2025	\$ 27,122
2026	25,744
2027	23,464
2028	20,254
2029	16,669
Thereafter	91,077
Total lease payments	204,330
Less: imputed interest	(50,154)
Present value of lease liabilities	\$ 154,176

On May 10, 2024, the Bank and Fulton Financial Realty Company, a wholly owned subsidiary of the Corporation, entered into the Sale-Leaseback Transaction for 40 financial center office locations for an aggregate cash purchase price of \$55.4 million. The Bank entered into a lease for each of the locations sold in the Sale-Leaseback Transaction for an initial term of 15 years, with the option to extend the term of each for up to three successive terms of up to five years each. During the initial lease terms, the base rental amount will increase annually at a rate of 2.25%. The Corporation recorded a pre-tax gain, after deduction of transaction-related expenses, of approximately \$20.3 million in connection with the Sale-Leaseback Transaction. The properties are located in Pennsylvania, New Jersey, Delaware, and Maryland.

As of December 31, 2024, the Corporation had not entered into any significant leases that have not yet commenced.

## NOTE 19 - FAIR VALUE MEASUREMENTS

The following tables present assets and liabilities measured at fair value on a recurring basis and reported on the consolidated balance sheets:

	2024			
	Level 1	Level 2	Level 3	Total
	(dollars in thousands)			
Loans held for sale	\$ —	\$ 25,618	\$ —	\$ 25,618
Available for sale investment securities:				
State and municipal securities	—	814,887	—	814,887
Corporate debt securities	—	300,370	—	300,370
Collateralized mortgage obligations	—	788,885	—	788,885
Residential mortgage-backed securities	—	989,875	—	989,875
Commercial mortgage-backed securities	—	516,882	—	516,882
Total available for sale investment securities	—	3,410,899	—	3,410,899
Other assets:				
Investments held in Rabbi Trust	35,093	—	—	35,093
Derivative assets	1,682	159,939	—	161,621
Total assets	\$ 36,775	\$ 3,596,456	\$ —	\$ 3,633,231
Other liabilities:				
Deferred compensation liabilities	\$ 35,093	\$ —	\$ —	\$ 35,093
Derivative liabilities	1,596	252,821	—	254,417
Total liabilities	\$ 36,689	\$ 252,821	\$ —	\$ 289,510

	2023			
	Level 1	Level 2	Level 3	Total
	(dollars in thousands)			
Loans held for sale	\$ —	\$ 15,158	\$ —	\$ 15,158
Available for sale investment securities:				
U.S. Government securities	42,161	—	—	42,161
U.S. Government-sponsored agency securities	—	1,010	—	1,010
State and municipal securities	—	1,072,013	—	1,072,013
Corporate debt securities	—	440,551	—	440,551
Collateralized mortgage obligations	—	111,434	—	111,434
Residential mortgage-backed securities	—	196,795	—	196,795
Commercial mortgage-backed securities	—	534,388	—	534,388
Total available for sale investment securities	42,161	2,356,191	—	2,398,352
Other assets:				
Investments held in Rabbi Trust	29,819	—	—	29,819
Derivative assets	572	157,540	—	158,112
Total assets	\$ 72,552	\$ 2,528,889	\$ —	\$ 2,601,441
Other liabilities:				
Deferred compensation liabilities	\$ 29,819	\$ —	\$ —	\$ 29,819
Derivative liabilities	477	246,157	—	246,634
Total liabilities	\$ 30,296	\$ 246,157	\$ —	\$ 276,453

The valuation techniques used to measure fair value for the items in the preceding tables are as follows:

**Loans held for sale** - This category includes mortgage loans held for sale that are measured at fair value. Fair values as of December 31, 2024 and 2023, were measured as the price that secondary market investors were offering for loans with similar characteristics. See "Note 1 - Summary of Significant Accounting Policies" for details related to the Corporation's election to measure assets and liabilities at fair value.

**Available for sale investment securities** - Included in this asset category are debt securities. Level 2 investment securities are valued by a third-party pricing service. The pricing service uses pricing models that vary based on asset class and incorporate available market information, including quoted prices of investment securities with similar characteristics. Because many fixed

income securities do not trade on a daily basis, pricing models use available information, as applicable, through processes such as benchmark yield curves, benchmarking of like securities, sector groupings and matrix pricing.

Standard market inputs include: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data, including market research publications. For certain security types, additional inputs may be used, or some of the standard market inputs may not be applicable.

- U.S. Government securities - These securities are classified as Level 1. Fair values are based on quoted prices with active markets.
- U.S. Government-sponsored agency securities/State and municipal securities/Collateralized mortgage obligations/Residential mortgage-backed securities/Commercial mortgage-backed securities - These debt securities are classified as Level 2. Fair values are determined by a third-party pricing service, as detailed above.
- Corporate debt securities - These securities are classified as Level 2. This category consists of subordinated and senior debt issued by financial institutions (\$293.1 million at December 31, 2024 and \$433.4 million at December 31, 2023) and other corporate debt issued by non-financial institutions (\$7.3 million at December 31, 2024 and \$7.2 million at December 31, 2023). The fair values for corporate debt securities are determined by a third-party pricing service as detailed above.

Investments held in Rabbi Trust - This category consists of mutual funds that are held in trust for employee deferred compensation plans that the Corporation has elected to measure at fair value. Shares of mutual funds are valued based on net asset value, which represents quoted market prices for the underlying shares held in the mutual funds, and as such, are classified as Level 1.

Derivative assets - Fair value of foreign currency exchange contracts classified as Level 1 assets (\$1.7 million at December 31, 2024 and \$0.6 million at December 31, 2023). The foreign exchange prices used to measure these items at fair value are based on quoted prices for identical instruments in active markets.

Level 2 assets, representing the fair value of mortgage banking derivatives in the form of interest rate locks and forward commitments with secondary market investors (\$0.8 million at December 31, 2024 and \$0.5 million at December 31, 2023) and the fair value of interest rate derivatives (\$159.2 million at December 31, 2024 and \$157.1 million at December 31, 2023). The fair values of the interest rate locks, forward commitments and interest rate derivatives represent the amounts that would be required to settle the derivative financial instruments at the balance sheet date. See "Note 11 - Derivative Financial Instruments," for additional information.

Deferred compensation liabilities - Fair value of amounts due to employees under deferred compensation plans, classified as Level 1 liabilities and are included in other liabilities on the consolidated balance sheets. The fair values of these liabilities are determined in the same manner as the related assets, as described under the heading "Investments held in Rabbi Trust" above.

Derivative liabilities - Level 1 liabilities, representing the fair value of foreign currency exchange contracts (\$1.6 million and \$0.5 million at December 31, 2024 and 2023, respectively).

Level 2 liabilities, representing the fair value of mortgage banking derivatives in the form of interest rate locks and forward commitments with secondary market investors (\$0.1 million at December 31, 2024 and \$0.9 million at December 31, 2023) and the fair value of interest rate derivatives (\$252.8 million at December 31, 2024 and \$245.6 million at December 31, 2023).

The fair values of these liabilities are determined in the same manner as the related assets, as described under the heading "Derivative assets" above.

Certain financial instruments are not measured at fair value on an ongoing basis but are subject to fair value measurement in certain circumstances, such as upon their acquisition or when there is evidence of impairment. The following table presents Level 3 financial assets measured at fair value on a nonrecurring basis:

	2024	2023
	(dollars in thousands)	
Loans, Net	\$ 168,668	\$ 102,135
OREO	2,621	896
MSRs <sup>(1)</sup>	53,972	49,696
SBA servicing asset	3,120	—
<b>Total assets</b>	<b>\$ 228,381</b>	<b>\$ 152,727</b>

<sup>(1)</sup> Amounts shown are estimated fair value. MSRs are recorded on the Corporation's consolidated balance sheets at lower of amortized cost or fair value. See "Note 8 - Mortgage Servicing Rights" for additional information.

The valuation techniques used to measure fair value for the items in the table above are as follows:

- **Loans, net** – This category consists of loans that were individually evaluated for impairment and have been classified as Level 3 assets. The amount shown is the balance of non-accrual loans, net of related ACL. See "Note 5 - Loans and Allowance for Credit Losses," for additional details.
- **OREO** – This category consists of OREO classified as Level 3 assets, for which the fair values were based on estimated selling prices less estimated selling costs for similar assets in active markets.
- **MSRs** – This category consists of MSRs, which were initially recorded at fair value upon the sale of residential mortgage loans to secondary market investors, and subsequently carried at the lower of amortized cost or fair value. MSRs are amortized as a reduction to servicing income over the estimated lives of the underlying loans. MSRs are stratified by product type and evaluated for impairment by comparing each stratum's carrying amount to its estimated fair value. Fair values are determined at the end of each quarter through a discounted cash flows valuation performed by a third-party valuation expert. Significant inputs to the valuation included expected net servicing income, the discount rate and the expected life of the underlying loans. Expected life is based on the contractual terms of the loans, as adjusted for prepayment projections. The weighted average annual constant prepayment rate and the weighted average discount rate used in the December 31, 2024 valuation were 7.9% and 9.5%, respectively. Management reviews the reasonableness of the significant inputs to the third-party valuation in comparison to market data. See "Note 8 - Mortgage Servicing Rights," for additional information. Changes in any of those inputs, in isolation, could result in a significantly different fair value measurement, as depicted in the table below:

Significant Input	Scenario Shock	% Change in Valuation
Prepayment Rate	+ 15%	(4)%
Prepayment Rate	- 15%	4%
Discount Rate	- 200 bps	10%
Discount Rate	+ 200 bps	(9)%

- **SBA servicing asset** – This category consists of the retained servicing rights on SBA-guaranteed loans sold to investors. The standard sale structure under the SBA Secondary Participation Guaranty Agreement provides for the Corporation to retain a portion of the cash flow from the interest payment received on the SBA guaranteed portion of the loan, which is commonly known as a servicing spread. A third-party valuation expert is utilized to perform the modeling to estimate the fair value of the SBA servicing asset. Since the valuation model uses significant unobservable inputs, the SBA servicing asset is classified within Level 3.



For short-term financial instruments, defined as those with remaining maturities of 90 days or less, and excluding those recorded at fair value on the Corporation's consolidated balance sheets, book value was considered to be a reasonable estimate of fair value.

The following instruments are predominantly short-term:

<b>Assets</b>	<b>Liabilities</b>
Cash and cash equivalents	Demand and savings deposits
Accrued interest receivable	Other borrowings
	Accrued interest payable

FRB and FHLB stock represent restricted investments and are carried at cost on the consolidated balance sheets, which is a reasonable estimate of fair value.

As of December 31, 2024, fair values for loans and time deposits were estimated by discounting future cash flows using the current rates, as adjusted for liquidity considerations, at which similar loans would be made to borrowers and similar deposits would be issued to customers for the same remaining maturities. Fair values of loans also include estimated credit losses that would be assumed in a market transaction, which represents estimated exit prices.

Brokered deposits consist of demand and saving deposits, which are classified as Level 1, and time deposits, which are classified as Level 2. The fair value of these deposits is determined in a manner consistent with the respective type of deposit discussed above.

## **NOTE 20 - SEGMENT REPORTING**

The Corporation has one reportable segment whose primary sources of revenue are interest income on loans, investment securities and other interest-earning assets and fee income earned on its products and services. Its expenses consist of interest expense on deposits and borrowed funds, provision for credit losses, other operating expenses and income taxes. The Corporation manages its business activities on a consolidated basis.

The accounting policies of the segment are the same as those described in “Note 1 – Summary of Significant Accounting Policies.”

The Chief Operating Decision Maker is the Chairman and Chief Executive Officer (“CEO”) who assesses performance of the segment based on net income available to common shareholders and net income available to common shareholders per share (diluted), which is reported in the Consolidated Statements of Income.

Net income available to common shareholders and net income available to common shareholders per share (diluted), are used to monitor actual results versus budget, in competitive analyses by benchmarking to the Corporation’s peers, and in decision-making pertaining to executive compensation levels, common stock and preferred stock dividend levels, common share repurchases and capital expenditure spending.

The measure of segment assets is reported on the Consolidated Balance Sheet.

The following table presents segment results as of December 31:  
(dollars in thousands, except per-share data)

	2024	2023	2022
<b>Interest Income</b>			
Loans, including fees	\$ 1,394,969	\$ 1,156,373	\$ 758,609
Investment securities	136,650	101,518	98,115
Other interest income	50,577	15,345	8,114
<i>Total Interest Income</i>	<u>1,582,196</u>	<u>1,273,236</u>	<u>864,838</u>
<b>Interest Expense</b>			
Deposits	521,859	292,205	43,829
Federal funds purchased	2,881	30,417	2,967
FHLB advances	37,793	46,965	7,334
Senior debt and subordinated debt	20,255	21,361	22,257
Other borrowings and interest-bearing liabilities	39,083	28,002	6,817
<i>Total Interest Expense</i>	<u>621,871</u>	<u>418,950</u>	<u>83,204</u>
<i>Net Interest Income</i>	<u>960,325</u>	<u>854,286</u>	<u>781,634</u>
Provision for credit losses	71,636	54,036	28,021
<i>Net Interest Income After Provision for Credit Losses</i>	<u>888,689</u>	<u>800,250</u>	<u>753,613</u>
<b>Total Non-Interest Income</b>	<b>275,731</b>	<b>227,678</b>	<b>227,130</b>
<b>Non-Interest Expense</b>			
Salaries and employee benefits	432,821	377,417	356,884
Data processing and software	77,882	66,471	60,255
Net occupancy	69,359	58,019	56,195
Other outside services	60,586	47,724	37,152
FDIC insurance	23,829	25,565	12,547
Equipment	17,850	14,390	14,033
Intangible amortization	17,830	2,944	1,731
Professional fees	10,857	8,392	9,123
Marketing	8,958	9,004	6,885
Acquisition-related expenses	37,635	—	10,328
Other	62,184	69,281	68,595
<i>Total Non-Interest Expense</i>	<u>819,791</u>	<u>679,207</u>	<u>633,728</u>
<i>Income Before Income Taxes</i>	<u>344,629</u>	<u>348,721</u>	<u>347,015</u>
Income taxes	55,886	64,441	60,034
Net Income	<u>288,743</u>	<u>284,280</u>	<u>286,981</u>
Preferred stock dividends	(10,248)	(10,248)	(10,248)
<i>Net Income Available to Common Shareholders</i>	<u>\$ 278,495</u>	<u>\$ 274,032</u>	<u>\$ 276,733</u>
Net income available to common shareholders per share (diluted)	<u>\$ 1.57</u>	<u>\$ 1.64</u>	<u>\$ 1.67</u>

## NOTE 21 - COMMITMENTS AND CONTINGENCIES

### Commitments

The Corporation is a party to financial instruments with OBS risk in the normal course of business to meet the financing needs of its borrowers or obligors.

Commitments to extend credit are agreements to lend to a borrower or obligor as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower or obligor. Since a portion of the commitments is expected to expire without being drawn

upon, the total commitment amounts do not necessarily represent future cash requirements. The Corporation evaluates each borrower's or obligor's creditworthiness on a case-by-case basis. The amount of collateral, if any, obtained upon extension of credit is based on management's credit evaluation of the borrower or obligor. Collateral held varies but may include accounts receivable, inventory, property, equipment and income-producing commercial properties.

Standby letters of credit are conditional commitments issued to guarantee the financial or performance obligation of a borrower or obligor to a third party. Commercial letters of credit are conditional commitments issued to facilitate foreign and domestic trade transactions for borrowers or obligors. The credit risk involved in issuing letters of credit is similar to that involved in extending loan facilities. These obligations are underwritten consistent with commercial lending standards. The maximum exposure to loss for standby and commercial letters of credit is equal to the contractual (or notional) amount of the instruments.

The following table presents the Corporation's commitments to extend credit and letters of credit:

	2024	2023
	(dollars in thousands)	
Commercial and industrial	\$ 4,967,334	\$ 4,929,981
Real estate - commercial mortgage and real estate - construction	1,706,879	1,867,830
Real estate - home equity	2,154,382	1,992,700
Total commitments to extend credit	<u>\$ 8,828,595</u>	<u>\$ 8,790,511</u>
Standby letters of credit	\$ 279,309	\$ 264,440
Commercial letters of credit	48,993	67,396
Total letters of credit	<u>\$ 328,302</u>	<u>\$ 331,836</u>

#### Residential Lending

The Corporation originates and sells residential mortgages to secondary market investors. The Corporation provides customary representations and warranties to secondary market investors that specify, among other things, that the loans have been underwritten to the standards of the secondary market investor. The Corporation may be required to repurchase specific loans or reimburse the investor for a credit loss incurred on a sold loan if it is determined that the representations and warranties have not been met. Under some agreements with secondary market investors, the Corporation may have additional credit exposure beyond customary representations and warranties, based on the specific terms of those agreements.

The Corporation maintains a reserve for estimated losses related to loans sold to investors. As of December 31, 2024 and 2023, the total reserve for losses on residential mortgage loans sold was \$1.5 million and \$1.8 million, respectively, including reserves for both representation and warranty and credit loss exposures. In addition, included as a component of ACL for OBS credit exposures was \$1.2 million and \$2.7 million as of December 31, 2024 and December 31, 2023, respectively, related to additional credit exposure for potential loan repurchases.

#### Legal Proceedings

The Corporation is involved in various pending and threatened claims and other legal proceedings in the ordinary course of its business activities. The Corporation evaluates the possible impact of these matters, taking into consideration the most recent information available. A loss reserve is established for those matters for which the Corporation believes a loss is both probable and reasonably estimable. Once established, the reserve is adjusted as appropriate to reflect any subsequent developments. Actual losses with respect to any such matter may be more or less than the amount estimated by the Corporation. For matters where a loss is not probable, or the amount of the loss cannot be reasonably estimated by the Corporation, no loss reserve is established.

In addition, from time to time, the Corporation is involved in investigations or other forms of regulatory or governmental inquiry covering a range of possible issues and, in some cases, these may be part of similar reviews of the specified activities of other companies. These inquiries or investigations could lead to administrative, civil or criminal proceedings involving the Corporation, and could result in fines, penalties, restitution, other types of sanctions, or the need for the Corporation to undertake remedial actions, or to alter its business, financial or accounting practices. The Corporation's practice is to cooperate fully with regulatory and governmental inquiries and investigations.

As of the date of this report, the Corporation believes that any liabilities, individually or in the aggregate, that may result from the final outcomes of pending legal proceedings, or regulatory or governmental inquiries or investigations, will not have a material adverse effect on the financial condition of the Corporation. However, legal proceedings, inquiries and investigations are often unpredictable, and it is possible that the ultimate resolution of any such matters, if unfavorable, may be material to the Corporation's results of operations in any future period, depending, in part, upon the size of the loss or liability imposed and the operating results for the period, and could have a material adverse effect on the Corporation's business. In addition, regardless of the ultimate outcome of any such legal proceeding, inquiry or investigation, any such matter could cause the Corporation to incur additional expenses, which could be significant, and possibly material, to the Corporation's results of operations in any future period.

**NOTE 22 - CONDENSED FINANCIAL INFORMATION - PARENT COMPANY ONLY**

**CONDENSED BALANCE SHEETS**

	<b>December 31,</b>	
	<b>2024</b>	<b>2023</b>
	(dollars in thousands)	
<b><u>ASSETS</u></b>		
Cash and cash equivalents	\$ 78,566	\$ 171,433
Other assets	68,375	62,500
Receivable from subsidiaries	126,430	276,215
Investments in:		
Bank subsidiary	3,309,613	2,794,106
Non-bank subsidiaries	47,666	42,496
Total Assets	<u>\$ 3,630,650</u>	<u>\$ 3,346,750</u>
<b><u>LIABILITIES AND EQUITY</u></b>		
Senior and subordinated debt	\$ 367,316	\$ 535,384
Other liabilities	66,009	51,227
Total Liabilities	<u>433,325</u>	<u>586,611</u>
Shareholders' equity	<u>3,197,325</u>	<u>2,760,139</u>
Total Liabilities and Shareholders' Equity	<u>\$ 3,630,650</u>	<u>\$ 3,346,750</u>

**CONDENSED STATEMENTS OF INCOME**

	<u>2024</u>	<u>2023</u>	<u>2022</u>
	(dollars in thousands)		
Income:			
Dividends from subsidiaries	\$ 75,000	\$ 300,000	\$ 207,000
Other	2,237	794	725
	<u>77,237</u>	<u>300,794</u>	<u>207,725</u>
Expenses	<u>42,572</u>	<u>37,448</u>	<u>51,887</u>
Income before income taxes and equity in undistributed net income of subsidiaries	34,665	263,346	155,838
Income tax benefit	(9,070)	(7,861)	(12,331)
	<u>43,735</u>	<u>271,207</u>	<u>168,169</u>
Equity in undistributed net income (loss) of:			
Bank subsidiaries	239,677	8,932	121,388
Non-bank subsidiaries	5,331	4,141	(2,576)
Net Income	<u>288,743</u>	<u>284,280</u>	<u>286,981</u>
Preferred stock dividends	<u>(10,248)</u>	<u>(10,248)</u>	<u>(10,248)</u>
Net Income Available to Common Shareholders	<u>\$ 278,495</u>	<u>\$ 274,032</u>	<u>\$ 276,733</u>



**CONDENSED STATEMENTS OF CASH FLOWS**

	2024	2023	2022
	(dollars in thousands)		
<b>Cash Flows From Operating Activities:</b>			
Net Income	\$ 288,743	\$ 284,280	\$ 286,981
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of issuance costs and discount of long-term debt	710	750	724
Stock-based compensation	10,516	12,540	14,000
Net change in other assets	(83,081)	(37,591)	44,790
Equity in undistributed net (income) loss of subsidiaries	(245,009)	(13,073)	(120,213)
Net change in other liabilities and payables to non-bank subsidiaries	(4,504)	(50,047)	(198,349)
Total adjustments	(321,368)	(87,421)	(259,048)
Net cash (used in) provided by operating activities	(32,625)	196,859	27,933
<b>Cash Flows From Investing Activities</b>			
Net cash paid for acquisition	—	—	(21,811)
Net cash used in investing activities	—	—	(21,811)
<b>Cash Flows From Financing Activities:</b>			
Repayments of long-term borrowings	(168,778)	(5,000)	(81,496)
Net proceeds from common stock	270,582	3,160	7,876
Dividends paid	(131,698)	(115,738)	(116,009)
Acquisition of treasury stock	(30,348)	(77,056)	—
Net cash used in financing activities	(60,242)	(194,634)	(189,629)
Net (decrease) increase in Cash and Cash Equivalents	(92,867)	2,225	(183,507)
Cash and Cash Equivalents at Beginning of Year	171,433	169,208	352,715
Cash and Cash Equivalents at End of Year	\$ 78,566	\$ 171,433	\$ 169,208

## **Management Report on Internal Control Over Financial Reporting**

The management of Fulton Financial Corporation is responsible for establishing and maintaining adequate internal control over financial reporting. Fulton Financial Corporation's internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Republic First Transaction was completed on April 26, 2024, as further discussed in "Note 2—Business Combinations." System conversion was completed in the fourth quarter of 2024. The Corporation acquired substantially all of the assets and assumed substantially all of the deposits and certain liabilities of Republic First Bank from the FDIC, as receiver for Republic First Bank. The scope of management's assessment of effectiveness of the Corporation's internal control over financial reporting as of December 31, 2024, excludes the internal control over financial reporting associated with total acquired assets of approximately \$4.8 billion and total net revenues of \$156.2 million for the year ended December 31, 2024.

Management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2024, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013). Based on this assessment, management concluded that, as of December 31, 2024, the Corporation's internal control over financial reporting is effective based on those criteria.

/s/ CURTIS J. MYERS

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**Curtis J. Myers**  
**Chairman and Chief Executive Officer**

/s/ RICHARD S. KRAEMER

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**Richard S. Kraemer**  
**Senior Executive Vice President and Chief Financial Officer**

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors  
Fulton Financial Corporation:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of Fulton Financial Corporation and subsidiaries (the Company) as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024 based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company acquired substantially all of the assets and assumed substantially all of the deposits and certain liabilities of Republic First Bank from the FDIC, as receiver for Republic First Bank. The scope of management's assessment of effectiveness of the Company's internal control over financial reporting as of December 31, 2024, excludes the internal control over financial reporting associated with total acquired assets of approximately \$4.8 billion and total net revenues of \$156.2 million for the year ended December 31, 2024. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Republic First Bank.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Valuation of the allowance for credit losses related to loans evaluated collectively for expected credit losses*

As discussed in Notes 1 and 5 to the consolidated financial statements, the Company's allowance for credit losses related to loans evaluated collectively for expected credit losses (collective ACL) was \$362.3 million of a total allowance for credit losses of \$379.2 million as of December 31, 2024. The collective ACL includes the measure of expected credit losses on a collective (pooled) basis for those loans and leases that share similar risk characteristics and uses an undiscounted approach. The Company estimates the collective ACL by applying a probability of default (PD) and loss given default (LGD) to the exposure at default (EAD) at the loan level. The PD models are econometric regression models that utilize the Company's historical credit loss experience and incorporate a reasonable and supportable economic forecast through the use of externally developed macroeconomic scenarios. After a reasonable and supportable forecast period, the forecasted PD rates revert back to a historical average PD rate. The LGD model calculates an LGD estimate for each loan pool utilizing a loss rate approach that is based on the Company's historical charge-off experience. The EAD calculation incorporates constant pre-payment rates, and inputs related to loan level cash flows, maturity dates, and interest rates. The constant pre-payment rates utilized in the EAD calculation are sourced from a prepayment calculation that utilizes the Company's historical loan prepayment history to develop prepayment speeds. The collective ACL also includes qualitative reserve adjustments for factors that are not fully captured in the quantitative models.

We identified the assessment of the valuation of the collective ACL as a critical audit matter. Such assessment involved significant measurement uncertainty requiring especially complex auditor judgment, and specialized skills and knowledge of the industry. In addition, auditor judgment was required to evaluate the sufficiency of audit evidence obtained. The assessment of the collective ACL encompassed the evaluation of the overall ACL methodology, which includes the methods and models used to estimate the PD, LGD, and EAD and their key assumptions and inputs. Key assumptions and inputs used in the estimation of the PD rate include historical default observations, the historical observation period, loan pool segmentation including the use of credit risk ratings for commercial and industrial loans, commercial mortgages and construction loans, and a reasonable and supportable economic forecast which includes reversion to historical average default rates. Key assumptions and inputs used in the estimation of the LGD rate include the loan pool segmentation, historical loss observations, and the historical observation period. Key assumptions and inputs used in the estimation of the EAD include a constant prepayment rate (CPR) and loan level cash flow adjustments. Key assumptions and inputs used in the estimation of the CPR include historical prepayment observations, interest rates, the historical observation period, and loan pool segmentation. The assessment also included an evaluation of the qualitative adjustments, including an evaluation of the methods used by management in estimating this reserve. The collective ACL estimate is sensitive to changes in the assumptions discussed above, such that changes in these assumptions can cause significant changes to the estimate.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's measurement of the collective ACL estimate, including controls over the:

- development of the collective ACL methodology
- development of the PD and LGD models and of the methods used to calculate the CPR and EAD

- identification and determination of the key inputs and assumptions used in the PD and LGD models, and EAD calculation which included key inputs and assumptions within the pre-payment model
- performance monitoring of the PD and LGD models
- development of the qualitative adjustments
- measurement and on-going monitoring of the overall ACL estimate.

We evaluated the Company's process to develop the collective ACL estimate by testing certain sources of data, factors, and assumptions that the Company used, and considered the relevance and reliability of such data, factors, assumptions, and related methodologies. In addition, we involved credit risk professionals with specialized skills and knowledge who assisted in:

- evaluating the Company's collective ACL methodology for compliance with U.S. generally accepted accounting principles
- evaluating the assumptions and methodologies used in developing the PD rates, LGD rates, and EAD estimate and judgments made by the Company relative to performance monitoring by inspecting management's model and methodology documentation and through comparisons against Company specific metrics, the Company's business environment, and applicable industry and regulatory practices
- determining whether loans are pooled by similar risk characteristics by comparing to the Company's business environment and relevant industry practices
- testing individual credit ratings for a selection of borrowers by evaluating the financial performance of the borrower, sources of repayment, and any relevant guarantees and underlying collateral
- evaluating the methodology used to develop the qualitative adjustments by inspecting management's methodology and development documentation and assessing the effects of these factors on the collective ACL estimate compared with relevant industry practices and Company specific metrics.

We also assessed the sufficiency of the audit evidence obtained related to the collective ACL estimate by evaluating the cumulative results of the audit procedures, qualitative aspects of the Company's accounting practices, and potential bias in the accounting estimate.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

Philadelphia, Pennsylvania  
February 28, 2025

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

The Corporation carried out an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's Chief Executive Officer and Chief Financial Officer, of the effectiveness of its disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon the evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2024, the Corporation's disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in the Corporation's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

The "Management Report on Internal Control over Financial Reporting" and the "Report of Independent Registered Public Accounting Firm" may be found in "Item 8, Financial Statements and Supplementary Data" of this document.

**Changes in Internal Control over Financial Reporting**

Beth Ann L. Chivinski became interim Chief Financial Officer on February 8, 2024. Richard S. Kraemer became Chief Financial Officer on November 1, 2024.

The Republic First Transaction was completed on April 26, 2024, as further discussed in "Note 2—Business Combinations." System conversion was completed in the fourth quarter of 2024. The Corporation acquired substantially all of the assets and assumed substantially all of the deposits and certain liabilities of Republic First Bank from the FDIC, as receiver for Republic First Bank. The scope of management's assessment of effectiveness of the Corporation's internal control over financial reporting as of December 31, 2024, excludes the internal control over financial reporting associated with total acquired assets of approximately \$4.8 billion and total net revenues of \$156.2 million for the year ended December 31, 2024.

Other than the above, there have been no changes in the Corporation's internal control over financial reporting during the Corporation's fiscal year ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting as of December 31, 2024.

**Item 9B. Other Information**

pt as disclosed below, none of the Corporation's directors or "officers" (as defined in Rule 16a-1(f) (17 C.F.R. § 240.16a-1(f))) adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (as those terms are defined in Item 408 of Regulation S-K (17 C.F.R. § 229.408)) during the fiscal quarter ended December 31, 2024.

On October 28, 2024, Angela M. Snyder, President of the Corporation, adopted a Rule 10b5-1 trading arrangement for the sale of up to 13,322 shares of the Corporation's common stock. The trading arrangement will expire on January 26, 2026, unless terminated sooner in accordance with its terms.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

Except as furnished below, the information required to be furnished pursuant to this Item 10 is incorporated herein by reference to the Corporation's 2025 Proxy Statement, which the Corporation intends to file with the SEC not later than 120 days after the end of the 2024 fiscal year.

The Corporation has adopted a code of ethics (Code of Conduct) that applies to all directors, officers and employees, including the Corporation's principal executive officer, principal financial officer and principal accounting officer or controller. A copy of the Code of Conduct may be obtained free of charge by writing to the Corporate Secretary at Fulton Financial Corporation, P.O. Box 4887, Lancaster, Pennsylvania 17604-4887, and is also available via the Internet at [www.fultonbank.com](http://www.fultonbank.com). We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code of Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on our website, at the Internet address specified above.

The Corporation has adopted an Insider Trading Policy governing the purchase, sale and/or other dispositions of the Corporation's securities by directors, officers and employees of the Corporation. It is the Corporation's policy to comply with all applicable securities laws, including those relating to insider trading, when engaging in transactions in the Corporation's securities. The Corporation believes that its policies and procedures are reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Corporation. A copy of the Corporation's Insider Trading Policy is filed as Exhibit 19 to this Annual Report on Form 10-K.

### **Item 11. Executive Compensation**

The information required to be furnished pursuant to this Item 11 is incorporated herein by reference to the Corporation's 2025 Proxy Statement, which the Corporation intends to file with the SEC not later than 120 days after the end of the 2024 fiscal year.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required to be furnished pursuant to this Item 12 is incorporated herein by reference to the Corporation's 2025 Proxy Statement, which the Corporation intends to file with the SEC not later than 120 days after the end of the 2024 fiscal year.

Incorporated by reference herein is the information appearing under the heading "Securities Authorized for Issuance under Equity Compensation Plans" within "Item 5, Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities" in this Annual Report on Form 10-K.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required to be furnished pursuant to this Item 13 is incorporated herein by reference to the Corporation's 2025 Proxy Statement, which the Corporation intends to file with the SEC not later than 120 days after the end of the 2024 fiscal year.

### **Item 14. Principal Accountant Fees and Services**

Except as furnished below, the information required to be furnished pursuant to this Item 14 is incorporated herein by reference to the Corporation's 2025 Proxy Statement, which the Corporation intends to file with the SEC not later than 120 days after the end of the 2024 fiscal year.

The Corporation's independent registered accounting firm is KPMG LLP, Philadelphia, PA.

Auditor Firm ID: 185.

## PART IV

### **Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as part of this report:

1. Financial Statements — The following consolidated financial statements of Fulton Financial Corporation and subsidiaries are incorporated herein by reference in response to Item 8 above:
  - (i) Consolidated Balance Sheets - December 31, 2024 and 2023.
  - (ii) Consolidated Statements of Income - Years ended December 31, 2024, 2023 and 2022.
  - (iii) Consolidated Statements of Comprehensive Income - Years ended December 31, 2024, 2023 and 2022.
  - (iii) Consolidated Statements of Shareholders' Equity - Years ended December 31, 2024, 2023 and 2022.
  - (iv) Consolidated Statements of Cash Flows - Years ended December 31, 2024, 2023 and 2022.
  - (v) Notes to Consolidated Financial Statements.
  - (vi) Report of Independent Registered Public Accounting Firm.
2. Financial Statement Schedules — All financial statement schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and have therefore been omitted.

(b) The following exhibits are filed with or incorporated by reference in this Annual Report on Form 10-K, and this list includes the Exhibit Index.

- 2.1 [Purchase and Assumption Agreement – Whole Bank, All Deposits, effective as of April 26, 2024, with the Federal Deposit Insurance Corporation, as receiver of Republic First Bank, the Federal Deposit Insurance Corporation, and Fulton Bank, National Association \(Incorporated by reference to Exhibit 2.1 of the Fulton Financial Corporation Current Report on Form 8-K filed on May 2, 2024\).](#)
- 3.1 [Articles of Incorporation, as amended and restated, of Fulton Financial Corporation as amended \(Incorporated by reference to Exhibit 3.1 of the Fulton Financial Corporation Current Report Form 8-K filed June 24, 2011\).](#)
- 3.2 [Statement with Respect to Shares of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A of Fulton Financial Corporation, dated October 23, 2020, filed with the Pennsylvania Department of State \(Incorporated by reference to Exhibit 3.1 of the Fulton Financial Corporation Current Report on Form 8-K filed on October 29, 2020\).](#)
- 3.3 [Bylaws of Fulton Financial Corporation as amended \(Incorporated by reference to Exhibit 3.1 of the Fulton Financial Corporation Current Report on a Form 8-K filed May 14, 2021\).](#)
- 4.1 [An Indenture entered into on November 17, 2014 between Fulton Financial Corporation and Wilmington Trust, National Association as trustee, relating to the issuance by Fulton Financial Corporation of \\$250 million aggregate principal amount of 4.50% subordinated notes due November 15, 2024 \(Incorporated by reference to Exhibit 4.1 of the Fulton Financial Corporation Current Report on Form 8-K filed November 17, 2014\).](#)
- 4.2 [First Supplemental Indenture entered into on November 17, 2014 between Fulton Financial Corporation and Wilmington Trust, National Association as trustee, relating to the issuance by Fulton Financial Corporation of \\$250 million aggregate principal amount of 4.50% subordinated notes due November 15, 2024 \(Incorporated by reference to Exhibit 4.2 of the Fulton Financial Corporation Current Report on Form 8-K filed November 17, 2014\).](#)
- 4.3 [Form of 4.50% Subordinated Notes due 2024 \(Included in Exhibit 4.2\).](#)
- 4.4 [Second Supplemental Indenture entered into March 3, 2020, between Fulton Financial Corporation and Wilmington Trust, National Association, as trustee, relating to the issuance by Fulton Financial Corporation of \\$200 million aggregate principal amount of 3.25% subordinated notes due March 15, 2030 \(Incorporated by reference to Exhibit 4.2 of the Fulton Financial Corporation Current Report on Form 8-K filed March 3, 2020\).](#)
- 4.5 [Form of 3.250% Fixed-to-Floating Rate Subordinated Notes due 2030 \(Included in Exhibit 4.4\).](#)
- 4.6 [Third Supplemental Indenture entered into March 3, 2020, between Fulton Financial Corporation and Wilmington Trust, National Association, as trustee, relating to the issuance by Fulton Financial Corporation of \\$175 million aggregate principal amount of 3.75% subordinated notes due March 15, 2035 \(Incorporated by reference to Exhibit 4.3 of the Fulton Financial Corporation Current Report on Form 8-K filed March 3, 2020\).](#)
- 4.7 [Form of 3.750% Fixed-to-Floating Rate Subordinated Notes due 2035 \(Included in Exhibit 4.6\).](#)
- 4.8 [Statement with Respect to Shares of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A of Fulton Financial Corporation, dated October 23, 2020, filed with the Pennsylvania Department of State \(Incorporated by reference to Exhibit 3.1 of the Fulton Financial Corporation Current Report on Form 8-K filed on October 29, 2020\).](#)

- 4.9 [Stock Certificate \(Incorporated by reference as Exhibit 4.1 of Fulton Financial Corporation Registration Statement on Form S-4 filed on April 21, 2022\).](#)
- 4.10 [Deposit Agreement, dated October 29, 2020, among Fulton Financial Corporation, Equiniti Trust Company, as depositary, and the holders from time to time of the depositary receipts described therein \(Incorporated by reference to Exhibit 4.1 of the Fulton Financial Corporation Current Report on Form 8-K filed on October 29, 2020\).](#)
- 4.11 [Form of depositary receipt representing the Depositary Shares \(Included in Exhibit 4.10\).](#)
- 4.12 [Description of Fulton Financial Corporation Securities \(Incorporated by reference to Exhibit 4.7 of the Fulton Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2019\).](#)
- 10.1 [Form of Executive Employment Agreement between Fulton Financial Corporation and certain Executive Officers of Fulton Financial Corporation \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Current Report on Form 8-K filed January 4, 2018\).](#)\*
- 10.2 [Form of Key Employee Change in Control Agreement between Fulton Financial Corporation and certain Executive Officers of Fulton Financial Corporation \(Incorporated by reference to Exhibit 10.2 of the Fulton Financial Corporation Current Report on Form 8-K filed January 4, 2018\).](#)\*
- 10.3 [Form of Death Benefit Only Agreement \(Incorporated by reference to Exhibit 10.9 of the Fulton Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2006\).](#)\*
- 10.4 [Fulton Financial Corporation 2022 Amended and Restated Equity and Cash Incentive Compensation Plan \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Current Report on Form 8-K filed May 19, 2022\).](#)\*
- 10.5 [Amended Executive Employment Agreement between Fulton Financial Corporation and Curtis J. Myers, dated January 1, 2023 \(Incorporated by reference to exhibit 10.1 of the Fulton Financial Corporation Current Report on Form 8-K filed December 22, 2022\).](#)\*
- 10.6 [Amended Key Employee Change in Control Agreement between Fulton Financial Corporation and Curtis J. Myers, dated January 1, 2023 \(Incorporated by reference to exhibit 10.2 of the Fulton Financial Corporation Current Report on Form 8-K filed December 22, 2022\).](#)\*
- 10.7 [Form of Option Award and Form of Restricted Stock Award between Fulton Financial Corporation and Officers of the Corporation \(Incorporated by reference to Exhibits 10.1 and 10.2, respectively, of the Fulton Financial Corporation Current Report on Form 8-K filed June 19, 2013\).](#)\*
- 10.8 [Form of Time-Vested Restricted Stock Unit Award Agreement, Form of Performance Restricted Stock Unit Award Agreement Total Shareholder Return \("TSR"\) Component and Form of Performance Restricted Stock Unit Award Agreement Profit Trigger Component \(Incorporated by reference to Exhibits 10.1, 10.2 and 10.3 respectively, of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023\).](#)\*
- 10.9 [Form of Time-Vested Restricted Stock Unit Award Agreement and Form of Performance Restricted Stock Unit Award Agreement Total Shareholder Return \("TSR"\) Component \(Incorporated by reference to Exhibits 10.2 and 10.3, respectively, of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024\).](#)\*
- 10.10 [Amended and Restated Fulton Financial Corporation Employee Stock Purchase Plan \(Incorporated by reference to Exhibit A to Fulton Financial Corporation's definitive proxy statement, filed March 26, 2014\).](#)\*
- 10.11 [Amendment No. 1 to the Amended and Restated Fulton Financial Corporation Employee Stock Purchase Plan \(Incorporated by reference to Exhibit 10.10 of the Fulton Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2019\).](#)\*
- 10.12 [Fulton Financial Corporation Deferred Compensation Plan, as amended and restated effective December 1, 2015 \(Incorporated by reference to Exhibit 10.12 of the Fulton Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2015\).](#)\*
- 10.13 [First Amendment effective January 1, 2019 to the Fulton Financial Corporation Deferred Compensation Plan \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019\).](#)\*
- 10.14 [Second Amendment effective January 1, 2021 to the Fulton Financial Corporation Deferred Compensation Plan \(Incorporated by reference to Exhibit 10.13 of the Fulton Financial Corporation Annual Report on Form 10-K for the fiscal year ended December 31, 2020\).](#)\*
- 10.15 [Third Amendment effective March 11, 2021 to the Fulton Financial Corporation Deferred Compensation Plan \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2021\).](#)\*
- 10.16 [Fourth Amendment effective July 20, 2021 to the Fulton Financial Corporation Deferred Compensation Plan \(Incorporated by reference to Exhibit 10.2 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2021\).](#)\*

- 10.17 [Fifth Amendment, effective January 1, 2022, to the Fulton Financial Corporation Deferred Compensation Plan \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021\).](#) \*
- 10.18 [Form of Performance Share Restricted Stock Unit Award Agreement between Fulton Financial Corporation and Certain Employees of the Corporation as of May 1, 2021 \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Current Report on Form 8-K filed May 3, 2021\).](#) \*
- 10.19 [Form of Non-Employee Director Stock Unit Award Agreement \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023\).](#)
- 10.20 [Form of Non-Employee Director Stock Unit Award Agreement \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024\).](#)
- 10.21 [Consulting Agreement between Beth Ann L. Chivinski and Fulton Financial Corporation dated November 1, 2024 - Filed herewith.](#) \*
- 10.22 [Fulton Financial Corporation Amended and Restated 2023 Director Equity Plan \(Incorporated by reference to Exhibit 10.1 of Fulton Financial Corporation's Current Report on Form 8-K filed May 16, 2023\).](#)
- 10.23 [Agreement between Fulton Financial Corporation and Fiserv Solutions, LLC dated July 11, 2016 \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016. \(Portions of this exhibit have been redacted and are subject to a confidential treatment request filed with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended. The redacted material was filed separately with the Securities and Exchange Commission\).](#)
- 10.24 [Amendment to Agreement between Fulton Financial Corporation and Fiserv Solutions, LLC dated December 20, 2021. \(Portions of this exhibit have been omitted in accordance with Item 601\(b\)\(10\) of Regulation S-K. Incorporated by reference to Exhibit 10.23 of the Fulton Financial Corporation Annual Report 10-K for the year ended December 31, 2021\).](#)
- 10.25 [Agreement for Purchase and Sale of Real Property dated May 10, 2024 \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Current Report on Form 8-K filed on May 15, 2024\).](#)
- 10.26 [Separation Agreement and General Release \(Incorporated by reference to Exhibit 10.1 of the Fulton Financial Corporation Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024\).](#) \*
- 19 [Fulton Financial Corporation Insider Trading Policy - Filed herewith.](#)
- 21 [Subsidiaries of the Registrant.](#)
- 23 [Consent of Independent Registered Public Accounting Firm.](#)
- 24 [Power of Attorney.](#)
- 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 Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2 [Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 97 [Fulton Financial Corporation Mandatory Recovery of Compensation Policy. \(Incorporated by reference to Exhibit 97 of the Fulton Financial Corporation Annual Report 10-K for the year ended December 31, 2023.\)](#)
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements.
- 104 Cover page interactive data file (formatted as inline XBRL and contained in Exhibit 101)
- \* Management contract or compensatory plan or arrangement.

**Item 16. Form 10-K Summary**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

**FULTON FINANCIAL CORPORATION**  
(Registrant)

Dated:

By: /s/ CURTIS J. MYERS  
**Curtis J. Myers, Chairman and Chief Executive Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been executed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/S/ JENNIFER CRAIGHEAD CAREY</u> * Jennifer Craighead Carey	Director	February 28, 2025
<u>/S/ ANTHONY L. COSSETTI</u> Anthony L. Cossetti	Executive Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	February 28, 2025
<u>/S/ LISA CRUTCHFIELD</u> * Lisa Crutchfield	Director	February 28, 2025
<u>/S/ DENISE L. DEVINE</u> * Denise L. Devine	Director	February 28, 2025
<u>/S/ STEVEN S. ETTER</u> * Steven S. Etter	Director	February 28, 2025
<u>/S/ RICHARD S. KRAEMER</u> Richard S. Kraemer	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 28, 2025
<u>/S/ GEORGE K. MARTIN</u> * George K. Martin	Director	February 28, 2025
<u>/S/ JAMES R. MOXLEY, III</u> * James R. Moxley, III	Director	February 28, 2025
<u>/S/ CURTIS J. MYERS</u> Curtis J. Myers	Chairman and Chief Executive Officer (Principal Executive Officer)	February 28, 2025

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/S/ ANTOINETTE M. PERGOLIN</u> * Antoinette M. Pergolin	Director	February 28, 2025
<u>/S/ SCOTT A. SNYDER</u> * Scott A. Snyder	Director	February 28, 2025
<u>/S/ RONALD H. SPAIR</u> * Ronald H. Spair	Director	February 28, 2025
<u>/S/ E. PHILIP WENGER</u> E. Philip Wenger	Director	February 28, 2025
<u>*By /S/ NATASHA R. LUDDINGTON</u> Natasha R. Luddington Attorney-in-Fact		February 28, 2025

CONSULTING AGREEMENT

**THIS CONSULTING AGREEMENT** (this “Agreement”) is by and between Beth Ann L. Chivinski, an adult individual (“Consultant”), and Fulton Financial Corporation, a Pennsylvania corporation, including its affiliates and subsidiaries (individually and collectively, the “Company”).

**WITNESSETH**

**WHEREAS**, Consultant was previously employed by the Company as its Senior Executive Vice President, Interim Chief Financial Officer pursuant to an Executive Employment Agreement, dated as of January 1, 2018, between Consultant and the Company (the “Employment Agreement”);

**WHEREAS**, Consultant is retiring from the Company effective December 31, 2024;

**WHEREAS**, the Company desires to retain Consultant to provide certain services, as more particularly described on Annex I hereto (together with such other services the Company may request from time to time, collectively the “Services”), to the Company on an as-needed basis during a transition period commencing January 1, 2025 and ending June 30, 2025 (the “Term”), unless either the Company or Consultant terminates this Agreement earlier; and

**WHEREAS**, Consultant and the Company desire to enter into this Agreement to set forth the terms and conditions pursuant to which Consultant will provide the Services during the Term.

**NOW, THEREFORE**, in consideration of the mutual covenants herein set forth, Consultant and the Company agree as follows:

1. **Definitions.** Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Employment Agreement. The following words and terms shall have the meanings set forth below for the purposes of this Agreement:
  - (a) **Affiliate.** An “Affiliate” of any person or entity means any shareholder, person, or entity controlling, controlled by, or under common control with such person or entity, or any director, officer or key executive of such entity or any of their respective relatives. For purposes of this definition, “control”, when used with respect to any person or entity, means the power to direct the management and policies of such person or entity, directly or indirectly, whether through ownership of voting securities, by contracting or otherwise; and the terms “controlling” and “controlled” have meanings that correspond to the foregoing.
  - (b) **Cause.** “Cause” shall be deemed to exist if (i) Consultant shall have committed a felony, or misdemeanor resulting or intending to result directly or indirectly in gain or personal enrichment to Consultant; (ii) Consultant’s use of alcohol or other drugs which interferes with the performance by Consultant of the Services; (iii) Consultant shall have deliberately and intentionally refused or otherwise

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failed (for reasons other than incapacity due to accident or physical or mental illness) to substantially perform any of the Services, with such refusal or failure continuing for a period of at least thirty (30) consecutive days following the receipt by Consultant of written notice from the Company setting forth in detail the facts upon which the Company relies in concluding that Consultant has deliberately and intentionally refused or failed to perform such Services; (iv) Consultant's conduct that brings public discredit on or injures the reputation of the Company, in the reasonable opinion of the Company's Board of Directors or a committee of the Company's Board of Directors; or (v) the Company is legally precluded from retaining Consultant to perform the Services.

(c) **Date of Termination.** "Date of Termination" shall mean the earlier of (i) the date on which this Agreement is terminated, and (ii) the end of the Term.

2. **Consulting Services.** The Company hereby retains Consultant to perform the Services. Consultant shall perform the Services in the State of Florida, and no Company workspace is being provided to Consultant. For the avoidance of doubt, the level of services to be provided by Consultant shall not be more than twenty percent (20%) of the average level of services Consultant has provided to the Company and the Bank over the previous three (3) years.
  3. **Term of Agreement.** Consultant shall provide the Services during the Term, unless this Agreement is earlier terminated in accordance with the provisions expressed herein.
  4. **Consulting Fee.** As consideration for Consultant's providing the Services pursuant to this Agreement, the Company shall pay Consultant a consulting fee in the aggregate amount of \$1,250,000 (the "Consulting Fee"), which fee shall be paid on January 9, 2025.
  5. **Reimbursement of Expenses.** The Company shall reimburse Consultant or otherwise provide for or pay for all reasonable expenses incurred by Consultant in furtherance of or in connection with the business of the Company, including, but not by way of limitation, traveling expenses, subject to such reasonable documentation and other limitations as may be established by the Chief Executive Officer of the Company. If such expenses are paid in the first instance by Consultant, the Company shall promptly reimburse Consultant therefor.
  6. **Independent Contractor.** Both the Company and Consultant agree that Consultant will act as an independent contractor and not an employee in the performance of his duties under this Agreement. As such, Consultant will not be eligible for any benefits provided by the Company to its employees. Consultant shall be responsible for payment of all taxes arising out of Consultant's activities in accordance with this Agreement, including, by way of illustration but not limited to, federal and state income taxes, social security taxes, unemployment insurance taxes, and any other taxes or business license fees as required. Moreover, Consultant agrees to be responsible at her own expense for all insurance coverage for Consultant that she deems necessary. Finally, Consultant shall comply at her own expense with all federal, state, and local laws. Consultant shall not represent directly or indirectly that she is an agent or legal representative of the
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Company, nor shall Consultant incur any liabilities or obligations of any kind in the name of or on behalf of the Company other than those specifically made or approved as part of this Agreement.

**7. Termination.**

a. This Agreement may be terminated with or without Cause by Consultant or the Company upon not less than fifteen (15) days written notice of termination.

b. If the Agreement is terminated by the Company for Cause, then Consultant shall be entitled to receive only that portion of the Consulting Fee payable up to the Date of Termination.

c. If the Agreement is terminated without Cause or death, then Consultant shall be entitled to receive the aggregate Consulting Fee.

**8. Restrictions Respecting Confidential Information, Non-Competition and Non- Solicitation.**

a. Consultant and the Company agree that the terms of Section 5 (Restrictive Covenants and Clawback) of the Employment Agreement survive the termination of Consultant's employment with the Company and shall be incorporated into, and deemed a part of, this Agreement.

b. Consultant agrees that the provisions of this Section 8 are necessary to protect the Company's legitimate business interests. Consultant warrants that these provisions will not unreasonably interfere with Consultant's ability to earn a living or to pursue Consultant's occupation after the termination of this Agreement.

c. It is the desire and intent of the parties to this Agreement that the provisions of this Section 8 shall be enforced to the fullest extent permissible under the laws and public policies of each jurisdiction in which enforcement is sought. It is expressly understood and agreed that although Consultant and the Company each consider the restrictions contained in this Section 8 to be reasonable, if a final determination is made by a court of competent jurisdiction or an arbitrator that the time or territory or any other restriction contained in this Section 8 is unenforceable against any party, the provisions of this Section 8 shall be deemed amended to apply as to such maximum time and territory and to such maximum extent as such court may judicially determine or indicate to be enforceable. The parties agree that nothing in this Agreement shall be construed to limit or negate the common law of torts, confidentiality, trade secrets, fiduciary duty and obligations where such laws provide the Company with any broader, further or other remedy or protection than those provided herein.

d. Because the breach of any of the provisions of this Section 8 will result in immediate and irreparable injury to the Company for which the Company will not have an adequate remedy at law, the Company shall be entitled, in addition to all other rights and remedies, to seek a degree of specific performance of the restrictive covenants contained in this Section 8 and to a temporary and permanent injunction enjoining such breach, without posting bond or furnishing similar security.

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**9. Cooperation in Legal Proceedings.** After the Date of Termination, Consultant agrees to reasonably cooperate with the Company and any of its Affiliates in the defense or prosecution of any claims or actions that may be brought against or on behalf of the Company or its Affiliates, which relate to events or occurrences that transpired while Consultant was employed by the Company or providing Services to the Company pursuant to this Agreement. Consultant's reasonable cooperation in connection with such claims or actions shall include, but not be limited to, being available to meet with counsel to prepare for discovery or trial and to act as a witness on behalf of the Company or any of its Affiliates. Consultant also agrees to reasonably cooperate with the Company and any of its Affiliates in connection with any investigation or review of any federal, state, or local regulatory authority as any such investigation or review relates to any acts or omissions that transpired while Consultant was providing services to the Company or any predecessor to the Company. Consultant understands that in any legal action, investigation, or review covered by this Section 9 that the Company expects Consultant to provide only accurate and truthful information or testimony. The Company will pay expenses necessarily and reasonably incurred by Consultant in complying with this Section.

**10. Work Product.** Consultant acknowledges that all inventions, innovations, improvements, developments, methods, designs, analyses, drawings, reports and all similar or related information (whether or not patentable) which relate to the Company's or its Affiliates, research and development or existing or future products or services and which are conceived, developed or made by Consultant while providing services to the Company and its Affiliates ("Work Product") belong to the Company or such Affiliates (as applicable). Consultant shall promptly disclose such Work Product to the Chief Executive Officer of the Company and perform all actions reasonably requested by the Chief Executive Officer (whether during the term of this Agreement or after Consultant's Date of Termination) to establish and confirm such ownership (including, without limitation, executing assignments, consents, powers of attorney and other instruments).

**11. Return of Property.** On and after the Date of Termination for any reason, or at any time during the Term, on the request or direction of the Company and subject to Section 8 hereto, Consultant will immediately deliver to the Company any or all equipment, property, material, Confidential Information (as defined in the Employment Agreement), Work Product or copies thereof which are owned by the Company and are in Consultant's possession or control. This includes documents or other information prepared by Consultant, on Consultant's behalf or provided to Consultant in connection with Consultant's duties while serving as a consultant to the Company, regardless of the form in which such document or information are maintained or stored, including computer, typed, written, electronic, audio, video, micro-fiche, imaged, drawn or any other means of recording or storing documents or other information. Consultant hereby warrants that Consultant will not retain in any form such documents, Confidential Information, Work Product or other information or copies thereof. Consultant may retain a copy of this Agreement and any other document or information describing any rights Consultant may have after the Date of Termination.

**12. Assignability.** With the prior written consent of Consultant, the Company may assign this Agreement and its rights and obligations hereunder in whole, but not in part, to any corporation, bank, or other entity with or into which the Company may hereafter merge or

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consolidate or to which the Company may transfer all or substantially all of its assets, if in any such case said corporation, bank or other entity shall by operation of law or expressly in writing assume all obligations of the Company hereunder as fully as if it had been originally made a party hereto, but may not otherwise assign this Agreement or its rights and obligations hereunder. Consultant may not assign or transfer this Agreement or any rights or obligations hereunder.

**13. Release.** Consultant agrees on behalf of itself and Consultant's heirs, executors, administrators, assigns or any other person, to release the Company and its parent, subsidiary and/or affiliated companies, and all of the foregoing's officers, directors, employees, agents, attorneys, and insurers (hereinafter "Releasees") from all actions, claims and demands (including for attorney's fees and costs) in law or in equity, which are subject to waiver, up to the date Consultant signs this Agreement, including but not limited to those arising from or related to Consultant's employment with the Releasees or the termination of Consultant's employment. Such claims include, but are not limited to, any waivable claims which may or could have been asserted under federal, state or local laws including, but not limited to, Title VII of the Civil Rights Act of 1964, as amended, Sections 1981 through 1988 of Title 42 of the United States Code, the Americans with Disabilities Act, the Immigration Reform and Control Act, the Worker Adjustment and Retraining Notification Act, the Fair Credit Reporting Act, the Family and Medical Leave Act, the Equal Pay Act, the Generic Information Nondiscrimination Act of 2008, and the Commonwealth of Pennsylvania, as well as any other related or unrelated claims arising from any other constitutional or statutory law or any claim based upon tort or contract, or any right or claim based on an alleged privacy violation, any claims for defamation or slander, other common law claims now or hereafter recognized and any derivative claim that any of Consultant's heirs, executors, administrators, assigns may have arising thereunder, and all claims for counsel fees and costs. Further, Consultant releases and discharges all the above Releasees from any liability for compensation or damages, including but not limited to, any claim for compensatory or punitive damages, attorneys' fees and costs of any kind. Consultant further waives all rights to participate in a class, collective, or representative action in any capacity under any statute or other theory of relief to the extent permitted by law. Consultant further agrees to waive any and all rights under the laws of any jurisdiction in the United States, or any other country, that limit a general release to those claims that are known or suspected to exist in Consultant's favor as of the signing date of this Agreement. For the purpose of implementing a full and complete release, Consultant expressly acknowledges and agrees that this Agreement releases all claims existing or arising prior to Consultant's signing this Agreement which Consultant has or may have against the Releasees, whether such claims are known or unknown and suspected or unsuspected by Consultant and Consultant forever waives all inquiries and investigations into any and all such claims. Consultant also expressly and specifically waives any rights and claims under the Age Discrimination in Employment Act ("ADEA"), 29 U.S.C. § 621 et seq. against the Releasees arising from Consultant's employment or termination from employment up to the date Consultant signs this Agreement. Pursuant to the ADEA and the Older Workers Benefit Protection Act, Consultant is hereby advised to consult with an attorney prior signing this Agreement waiving Consultant's rights under the ADEA and other laws.

**14. Notice.** For the purposes of this Agreement, notices and all other communications provided for in this Agreement shall be in writing and shall be deemed to have been duly given when delivered or mailed by certified or registered mail, return receipt requested, postage prepaid, addressed to the respective addresses set forth on the signature page hereto. Any notice,

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request, demand or other communication delivered or sent in the manner aforesaid shall be deemed given or made (as the case may be) upon the earliest of (a) the date it is actually received, (b) the business day after the day on which it is delivered by hand, (c) the business day after the day on which it is properly delivered to Federal Express (or a comparable overnight delivery service), or (d) the third business day after the day on which it is deposited in the United States mail. The Company or Consultant may change its address by notifying the other party of the new address in any manner permitted by this Section 13.

**15. Amendment; Waiver.** No provisions of this Agreement may be modified, waived or discharged unless such waiver, modification or discharge is agreed to in writing and signed by Consultant and the Company. No waiver by any party hereto at any time of any breach by any other party hereto of, or compliance with, any condition or provision of this Agreement to be performed by such other party shall be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time.

**16. Governing Law and Forum.** The validity, interpretation, construction and performance of this Agreement shall be governed by the substantive laws of the Commonwealth of Pennsylvania.

**17. Waiver of Jury Trial.** EACH OF CONSULTANT AND THE COMPANY IRREVOCABLY AND UNCONDITIONALLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY LAW, ALL RIGHT TO TRIAL BY JURY IN ANY ACTION, PROCEEDING, LITIGATION OR COUNTERCLAIM ARISING OUT OF OR RELATING TO THIS AGREEMENT OR ANY OF THE TRANSACTIONS CONTEMPLATED HEREBY OR SUBJECT MATTER HEREOF.

**18. Nature of Obligations.** Nothing contained herein shall create or require the Company to create a trust of any kind to fund any benefits which may be payable hereunder, and to the extent that Consultant acquires a right to receive benefits from the Company hereunder, such right shall be no greater than the right of any unsecured general creditor of the Company.

**19. Headings.** The section headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

**20. Validity.** The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provisions of this Agreement, which shall remain in full force and effect.

**21. Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument.

**22. Entire Agreement.** This Agreement embodies the entire agreement between the Company and Consultant with respect to the matters agreed to herein. All prior agreements between the Company and Consultant with respect to the matters agreed to herein, other than the surviving terms of the Employment Agreement, are hereby superseded and shall have no force or effect.

[Signature Page Follows]

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**IN WITNESS WHEREOF**, this Agreement has been executed as of the date first above written.

**FULTON FINANCIAL CORPORATION**

Address:

One Penn Square By: /s/ Bernadette M. Taylor

P.O. Box 4887 Name: Bernadette M. Taylor

Lancaster, PA 17604 Title: Senior Executive Vice President and Chief  
Human Resources Officer

Date: November 1, 2024

**CONSULTANT**

Address:

/s/ Beth Ann L. Chivinski

Beth Ann L. Chivinski

Date: November 1, 2024

**CONSULTANT'S ACKNOWLEDGEMENTS**

Consultant acknowledges that Consultant has been provided with at least twenty-one (21) calendar days following Consultant's receipt of this Agreement to consider this Agreement prior to entering into it. Consultant agrees to notify Fulton of acceptance of this Agreement by delivering a signed copy to the Company, either by email or regular mail addressed to the attention of Chief Human Resources Officer, Fulton Financial Corporation, One Penn Square, Lancaster, PA 17602 (Email address: BTaylor@fult.com). Consultant understands that the entire twenty-one (21) calendar day period may be taken to consider this Agreement. Consultant may return this Agreement in less than the full twenty-one (21) calendar day period. By signing and returning this Agreement, Consultant acknowledges that the consideration period afforded Consultant was a reasonable period of time to consider fully each and every term of this Agreement, including the general release set forth in Section 13.

Consultant further acknowledges that Consultant shall have seven (7) calendar days after signing this Agreement to revoke this Agreement if Consultant chooses to do so and this Agreement shall not become effective or enforceable until the seven (7) calendar day revocation period has expired. If Consultant elects to revoke this Agreement, Consultant shall give written notice of such revocation to the Company by delivering it to the Chief Human Resources Officer at the above addresses, in such a manner that it is received by Fulton within the seven-day period.

**CONSULTANT**

/s/ Beth Ann L. Chivinski

Beth Ann L. Chivinski

Date: November 1 2024

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**Annex I  
Services**

- Respond to Company questions and provide advice as requested from time to time.

Fulton Financial Corporation  
Fulton Bank, N.A.  
Corporate Policy 069

# Insider Trading Policy

Original Effective Date: 09/18/2007

Last Published Date: 01/03/2025

Current Effective Date: 08/01/2024

## 1. Purpose

This Insider Trading Policy (this “Policy”) governs: (i) trading in securities issued by Fulton Financial Corporation (“FFC”), Fulton Bank, N.A., and their subsidiaries, collectively “Fulton” and the “Organization”; (ii) under certain circumstances, trading in securities of other companies; and (iii) the handling of certain types of non-public information relating to the Organization and the entities with which the Organization does, or seeks to do, business.

The purpose of this Policy is to:

- (1) facilitate and promote compliance by directors, officers and employees of the Organization with securities laws that generally prohibit persons who are aware of material non-public information regarding a company from (i) trading in securities issued by that company, or (ii) providing that information to other persons who may trade on the basis of that information; and
  1. assist directors and certain officers of FFC in complying with the requirements of Section 16 of the Securities Exchange Act of 1934.

Unless otherwise provided, references herein to “Board of Directors” refer to the Board of Directors of FFC.

## 2. Scope

Line of Business: All Lines of Business

Function(s): All Functions

Location(s): All locations of the Organization

Legal Entities: Fulton Financial Corporation, Fulton Bank, N.A., and their subsidiaries.

This Policy is intended to assist directors, officers and employees of the Organization in complying with U.S. securities laws when trading in FFC common stock or other securities issued by the Organization, and when trading in securities issued by other companies, such as customers or vendors of the Organization, or other financial institutions.

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### 3. Definitions

**1934 Act:** The Securities Exchange Act of 1934, as amended.

**Applicable Waiting Period:** The Applicable Waiting Period is:

- For Section 16 Persons – the **later** of: 90 days after adoption, amendment or modification of a Rule 10b5-1 Trading Plan; or two business days following disclosure of FFC’s financial results on Form 10-K or Form 10-Q for the completed fiscal quarter in which a Rule 10b5-1 Trading Plan was adopted, amended or modified (but, in any event, not longer than 120 days after adoption of a Rule 10b5-1 Trading Plan); and  
For all other directors or employees of the Organization and the Organization itself – 30 days after adoption, amendment or modification of a Rule 10b5-1 Trading Plan.

**Covered Senior Officers and Directors:** Covered Senior Officers and Directors include:

- all Section 16 Persons (defined below);
- members of the Boards of Directors of FFC, Fulton Bank, N.A. and any other banking subsidiaries of FFC;
- members of the Office of the CEO, the Enterprise Leadership Team, the Commercial Leadership Team and the Consumer and Small Business Leadership Team;
- the Chief Executive Officer (the “CEO”) of Fulton Bank, N.A. and the CEO of any other banking subsidiaries of FFC;
- the President of Fulton Bank, N.A. and the President of any other banking subsidiaries of FFC;
- officers with the title Vice President or above in the Controllers Department;
- officers with the title Vice President or above in the Funds Management Department;
- officers with the title Vice President or above in the Corporate Communications Department; and
- attorneys in the Legal Department.

In addition, the Chief Legal Officer, or the Deputy General Counsel, in their discretion, may specify and notify other individuals that are to be subject to a Trading Blackout (defined below).

**Material Non-Public Information:** Information for which there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, or which would be viewed by a reasonable investor as having significantly altered the total mix of information about a company available in the marketplace, and the information has not been previously disseminated in a manner making it generally available to investors. In short, it is any information, which, if public, would be likely to affect the price of a security, including common stock. Examples of information that may be material include:

- annual or quarterly financial results;
- earnings projections;
- news of a major acquisition or sale of assets;
- changes in dividend policy, including plans to declare a stock split or dividend;
- stock repurchases;
- capital raising activities;
- impending bankruptcy or financial or liquidity problems;
- the departure of an executive officer or director;
- loan loss or recovery; and
- the occurrence of material cybersecurity incident or breach.

Either positive or negative information may be material. Material information is not limited to historical facts, but may also include projections and forecasts. With respect to a future event, such as a merger, the point at which the event is deemed to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on a company’s operations or stock price should it occur. Thus, information concerning an event that would have a large effect on the price of a security may be material even if the possibility that the event will occur is relatively small. When in doubt about whether particular Non-Public (defined below) information is material, presume it is material. **If you are unsure whether information is material, you should consult the Chief Legal Officer or Deputy General Counsel before making any decision to disclose such information (other than to persons who need to know it) or to trade in or recommend securities to which that information relates.**

**Non-Public:** Information is considered to be Non-Public if it has not been disseminated broadly to investors in the marketplace, such as through a widely circulated news or wire service, or through a public filing with the SEC (defined below). Information ceases to be Non-Public when it has been disseminated broadly in a manner designed to reach investors generally, and investors have had a sufficient period of time to absorb the information. For purposes of this Policy and trading in Fulton securities, a period of at least one (1) full trading day following public disclosure of previously Non-Public information is considered a sufficient period of time for investors to absorb the information.

**Plans:** The Fulton Financial Corporation 401(k) Retirement Plan, the Fulton Financial Corporation Employee Stock Purchase Plan, the Fulton Financial Corporation Deferred Compensation Plan, the Fulton Financial Corporation Dividend Reinvestment and Stock Purchase Plan, or any other similar or replacement plan.

**Rule 10b5-1 Trading Plan:** A binding contract, specific instruction or written trading plan for the purchase or sale of Fulton securities that: (i) specifies, in advance (including by reference to a formula or algorithm), the amounts, prices and timing of purchases or sales of Fulton securities; (ii) is adopted, in good faith, at a time when the person is not aware of Material Non-Public Information relating to the Organization and not subject to a Trading Blackout (defined below); and (iii) complies in all respects with SEC Rule 10b5-1.

**SEC:** The U.S. Securities and Exchange Commission.

**SEC Regulation BTR:** Regulation adopted by the SEC that prohibits Section 16 Persons (defined below) from trading in Fulton equity securities during periods when 50% or more of the participants in an Organization individual account retirement or pension plan, such as a 401(k) retirement plan, are temporarily unable to purchase, sell or otherwise acquire or transfer Fulton equity securities in the plan.

**Section 16:** Section 16 of the 1934 Act, which generally requires that: Section 16 Persons (defined below) timely file with the SEC reports of holdings and transactions in Fulton equity securities; and any profit realized from a Short-Swing Transaction (defined below) by a Section 16 Person be recovered by the Organization.

**Section 16 Persons:** Officers and directors of the Organization that are subject to Section 16 of the 1934 Act, generally consisting of certain senior executive officers of the Organization as designated, from time to time, by the FFC Board of Directors, the principal accounting officer of the Organization and the members of the FFC Board of Directors.

**Section 16 Pre-Trade Notice Form:** The Pre-Trade Notification and Acknowledgement Form to be completed and submitted by Section 16 Persons prior to any sale, purchase, stock option exercise, gift or other transfer of Fulton securities in accordance with Section 5.6.1 of this Policy. Section 16 Pre-Trade Notice Forms may be obtained from, and completed Section 16 Pre-Trade Notice Forms should be submitted to, [legal@fult.com](mailto:legal@fult.com).

**Short-Swing Transaction:** With respect to a Section 16 Person, a purchase followed by a sale, or a sale followed by a purchase, of Fulton equity securities occurring within a period of less than six months.

**Trading Blackout:** A period during which trading in Fulton securities, or securities issued by other companies, by all or certain of the directors, officers and employees of the Organization is prohibited or restricted.

## 4. Policy Statements

### 4.1. General Policy Objectives

Compliance with the aspects of the securities laws discussed in this Policy is primarily the responsibility of each director, officer and employee of the Organization. The Organization has an interest in compliance with securities laws by its directors, officers and employees, because any violation of those laws by directors, officers or employees could adversely affect the Organization's reputation and could subject the Organization to enforcement actions or litigation. This Policy is intended to assist directors, officers and employees of the Organization in complying with:

- prohibitions against insider trading;

- prohibitions against the disclosure of Material Non-Public Information; and
- the requirements of Section 16.

## 4.2. Prohibition Against Insider Trading

Under Section 10(b) of the 1934 Act and SEC Regulation 10b-5, it is illegal for anyone to purchase or sell securities of a company while aware of Material Non-Public Information about the company, or to share that information with others.

**4.2.1. Material Non-Public Information concerning the Organization.** Directors, officers and employees of the Organization that know of Material Non-Public Information about the Organization may not: (i) purchase or sell Fulton securities while the information remains Non-Public; or (ii) disclose the information to relatives, friends or any other person.

**4.2.2. Material Non-Public Information concerning Other Companies.** Directors, officers and employees of the Organization that know of Material Non-Public Information about a company, such as a customer or vendor of the Organization, or another financial institution, may not: (i) purchase or sell securities of that company while the information remains Non-Public; or (ii) disclose the information to relatives, friends or any other person.

## 4.3. Trading Blackouts

**4.3.1. Use of Trading Blackouts.** To protect directors, officers and employees of the Organization, and the Organization itself, from allegations that purchases or sales of Fulton securities occurred while in possession of Material Non-Public Information concerning the Organization, Trading Blackouts, as described below have been, or may, from time to time, be, implemented.

**4.3.2. Calendar Trading Blackout.** Covered Senior Officers and Directors may not purchase or sell Fulton securities during the period commencing on the 15<sup>th</sup> calendar day of the last month of each fiscal quarter and continuing through the first full trading day following the release of earnings for that fiscal quarter. For example, for the third quarter of 2024, the Trading Blackout would commence on Sunday, September 15, 2024 and continue through Wednesday, October 16, 2024, assuming that earnings for that quarter are released after the markets close on Tuesday, October 15, 2024. During this period, each of the Covered Senior Officers and Directors is assumed to be in possession of Material Non-Public Information concerning the Organization, regardless of whether such individual is, in fact, in possession of Material Non-Public Information.

**4.3.3. Specific Circumstances Trading Blackout.** From time to time, the Organization may recommend or require that certain directors, officers and employees refrain from trading in Fulton securities, or securities issued by other companies, because of developments that are Non-Public, but which are known to certain individuals within the Organization. In such cases, directors, officers and employees of the Organization that have been advised of the Trading Blackout should not trade in Fulton securities, or the securities issued by other companies (if so advised), until such time as they have been advised that the specific circumstances Trading Blackout has terminated. Persons subject to a specific circumstances Trading Blackout may not disclose to others inside or outside of the Organization the fact that a specific circumstances Trading Blackout has been imposed, or any Material Non-Public Information that gave rise to the specific circumstances Trading Blackout.

**4.3.4. Exceptions to Trading Blackouts.** Trading Blackouts do not apply to: standing elections to purchase Fulton securities under the Plans; to exercises of stock options covering Fulton securities where the exercise price is delivered in cash and the securities acquired are retained for the duration of any applicable Trading Blackout or Trading Blackouts; to purchases or sales of Fulton securities made pursuant to an approved Rule 10b5-1 Trading Plan adopted pursuant to, and executed in accordance with, SEC Rule 10b5-1 and that complies with Section 5.5 of this Policy; or to *bone fide* gifts of Fulton securities that comply with Section 5.7 of this Policy. Trading Blackouts do apply, however, to changes in elections in any of the Plans when such a change alters the dollar amount of periodic Plan contributions invested in Fulton securities or alters the dollar amount of Plan balances invested in Fulton securities, and to “cashless” (exercise and sell) and stock for stock (stock swap)

exercises of stock options. The above is not an exhaustive list of possible exceptions or situations to which a Trading Blackout might apply. If an individual is uncertain regarding the existence of a Trading Blackout, or its applicability to a specific situation, the request should be directed to the Chief Legal Officer for review and determination whether the transaction is permissible. When an individual that is included among the group of Covered Senior Officers and Directors dies, becomes disabled or whose employment with the Organization is terminated, upon a request from, or on behalf of, the individual in circumstances where the Chief Legal Officer or the Deputy General Counsel is able to conclude, based on a statement from the individual or an evaluation the facts and circumstances surrounding the request, that the individual is not (or was not at the time of death or disability) aware of Material Non-Public Information concerning the Organization, the Chief Legal Officer or the Deputy General Counsel may approve an exception to permit the individual or the individual's representative to complete a specific transaction or specific transactions involving Fulton securities during a Calendar Trading Blackout described in Section 5.3.2 that the individual would otherwise be permitted to undertake, were the individual not subject to the Calendar Trading Blackout.

**4.3.5. Trading Blackouts do not create a Safe Harbor.** The existence of Trading Blackout periods should not be considered to create a safe harbor for trading during other periods. This means that directors, officers and employees of the Organization may not rely on the absence of a Trading Blackout to conclude that they are free to purchase or sell Fulton securities, or the securities of other companies. The provisions of Section 5.2 of this Policy apply at all times. For example, occasions may arise when directors, officers and employees of the Organization become aware prior to the commencement of the Calendar Trading Blackout described in Section 5.3.2 for a fiscal quarter that earnings for that quarter are likely to exceed, or fall below, market expectations to an extent that is material. In such a case, those individuals should refrain from trading Fulton securities immediately upon becoming aware of that information, even though the Calendar Trading Blackout has not commenced for that quarter.

## 4.4. Other Trading Restrictions

**4.4.1. Restricted or Prohibited Trading Activity.** Covered Senior Officers and Directors are prohibited from engaging in speculative transactions involving Fulton securities. This prohibition encompasses "short sales," "puts" and other trading that anticipates a decline in price. These transactions can involve "a bet against the company," raise issues about the insider knowledge of the person involved, and/or create a conflict of interest for the person involved. Covered Senior Officers and Directors should not seek to profit from a decline in the value of Fulton securities. The Organization's equity-based compensation plans provide incentives that link plan participants' personal gains to the success of the Organization as reflected in the price of its securities. Permitting participants in those plans to profit from a decline in the price of Fulton securities severs that link. Similarly, "in-and-out trading," trading in "calls" and other market options to buy Fulton securities can lead to questions about motivation and insider knowledge of the person involved and undermine confidence in the markets for Fulton securities. Therefore, the following are prohibited:

- "in-and-out trading" of Fulton securities;
- "short sales" of Fulton securities;
- purchases or sales of "puts" or "calls" involving Fulton securities; and
- trading in all functionally equivalent transactions, and other "hybrid" species of securities based on Fulton securities, such as "straddles," "equity swaps," "exchange funds," and any other derivative security or contract linked to Fulton securities.

**4.4.2. Margin Accounts and Pledged Securities.** Securities held in a margin account as collateral for a margin loan may be sold by the broker without the account holder's consent if the account holder fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold if the pledgor defaults on the loan. Because a margin sale or sale upon pledgor default may occur at a time when the account holder or pledgor is aware of Material Non-Public Information or otherwise is not permitted to trade in Fulton securities, Covered Senior Officers and Directors are prohibited from holding Fulton securities in a margin account or otherwise pledging Fulton securities as collateral for a loan.

**4.4.3. Standing and Limit Orders.** Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Trading Plans) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when Covered Senior Officers and Directors are in possession of Material Non-Public Information. The Organization, therefore, discourages placing standing or limit orders involving Fulton securities. If Covered Senior Officers and Directors determine to make use of a standing order or limit order, the order should be of short duration (one or two days), and only after prior notice to, and approval by, the Chief Legal Officer or the Deputy General Counsel. Covered Senior Officers and Directors must cancel any outstanding standing orders or limit orders prior to, or upon commencement of, any Trading Blackout.

## **4.5. Rule 10b5-1 Trading Plans**

**4.5.1. Pre-Approval of Rule 10b5-1 Trading Plans Required.** Under certain circumstances, the Organization may permit directors, officers and employees of the Organization, including Covered Senior Officers and Directors, to utilize a Rule 10b5-1 Trading Plan that complies with SEC Rule 10b5-1 and the provision of this Section 5.5 to effect the purchase or sale of Fulton securities. All such plans, if permitted, shall be subject to pre-approval by the Chief Legal Officer or the Deputy General Counsel.

**4.5.2. When Rule 10b5-1 Trading Plans may be Adopted.** Directors, officers and employees of the Organization may only enter into a Rule 10b5-1 Trading Plan at a time when the person is not aware of any Material Non-Public Information concerning the Organization and not subject to a Trading Blackout.

**4.5.3. Waiting Period Required.** No purchases or sales may occur under a Rule 10b5-1 Trading Plan until the expiration of the Applicable Waiting Period.

**4.5.4. Amendment or Modification.** The amendment or modification of a Rule 10b5-1 Trading Plan has the potential to call into question whether the person adopting the Rule 10b5-1 Trading Plan did so in good faith as required by SEC Rule 10b5-1. Thus, amendments or modifications to Rule 10b5-1 Trading Plans are discouraged and, if pursued, may only be undertaken during a period when the person that adopted the Rule 10b5-1 Trading Plan is not aware of any Material Non-Public Information concerning the Organization and not subject to a Trading Blackout, and must be approved by the Chief Legal Officer. No purchases or sales may occur under an amended or modified Rule 10b5-1 Trading Plan until the expiration of the Applicable Waiting Period.

## **4.6. Section 16 Persons Requirements**

**4.6.1. Advance Notice to the Chief Legal Officer.** Section 16 Persons must submit a completed Section 16 Pre-Trade Notice Form to [legal@fult.com](mailto:legal@fult.com) at least two business days prior to any sale, purchase, stock option exercise, gift or other transfer of Fulton securities, including any changes in elections or transfers among investments in the Plans that effect Fulton securities. Section 16 Persons must similarly submit a completed Section 16 Pre-Trade Notice Form to [legal@fult.com](mailto:legal@fult.com) at least two business day prior to any sale, purchase, stock option exercise, gift or other transfer of Fulton securities by member of the Section 16 Person's immediate family sharing the same household (including a child living away from home while attending college), or any corporation, partnership or trust in which any such person has an economic interest and, with respect to Fulton securities held by a corporation, has investment control or is a controlling shareholder. To obtain a Section 16 Pre-Trade Notice Form, email [legal@fult.com](mailto:legal@fult.com). Transactions described on a Section 16 Pre-Trade Notice Form must be initiated within seven calendar days after the submission of the Section 16 Pre-Trade Notice Form. If the transaction is not initiated within that period, a new Section 16 Pre-Trade Notice Form must be submitted.

**4.6.2. Filings on SEC Forms 3, 4 and 5.** While it is the responsibility of Section 16 Persons to ensure that their filings on Forms 3, 4 and 5 disclosing holdings and transactions in Fulton securities are filed in an accurate and timely manner with the SEC, it has been the practice of the Organization to prepare and file such forms on behalf of Section 16 Persons through the Chief Legal Officer pursuant to appropriate powers of attorney. Thus, information

regarding all transactions and changes in beneficial ownership of involving Fulton securities must be forwarded to the Chief Legal Officer on the day the transaction or change occurs to allow sufficient time for the timely filing of appropriate forms with the SEC. Section 16 Persons must also provide information concerning their holdings of Fulton securities, such as broker statements, to the Chief Legal Officer as deemed necessary for the evaluation, preparation and filing with the SEC of initial statements of beneficial ownership on Form 3 and annual statements of beneficial ownership on Form 5. The Chief Legal Officer will retain a signed copy of each Form in its files and will periodically provide to each Section 16 Person a report of his or her ownership or control of Fulton securities, which must be compared with Section 16 Person's own records. Any discrepancies identified by a Section 16 Person must be immediately reported to the Chief Legal Officer.

**4.6.3. Avoidance of Short-Swing Transactions.** Section 16 Persons may not engage in Short-Swing Transactions involving Fulton equity securities. If a Section 16 Person inadvertently executes a Short-Swing Transaction, any profit realized by a Section 16 Person must be returned to FFC upon request.

**4.6.4. SEC Regulation BTR Trading Blackout.** In accordance with SEC Regulation BTR, Section 16 Persons may not purchase or sell Fulton equity securities during periods during which 50% or more of participants in any of the Plans are temporarily unable to purchase, sell or otherwise acquire or transfer Fulton equity securities in any of the Plans. In accordance with SEC Regulation BTR, the Organization will notify Section 16 Persons of the reason or reasons for the Trading Blackout, a description of the transactions in the Plans that have been temporarily suspended, a description of the Fulton equity securities that are subject to the Trading Blackout, the actual or anticipated beginning and ending dates of the Trading Blackout, and identify a contact person within the Organization to respond to inquiries concerning the Trading Blackout. The Chief Legal Officer will direct that a similar notice, in the form and manner required by SEC Regulation BTR, be filed with the SEC.

## 4.7. Gifts of Fulton Securities

**4.7.1. When not in possession of Material Non-Public Information and not subject to a Trading Blackout.** *Bona fide* gifts of Fulton securities are permissible under this Policy when the donor is both not aware of Material Non-Public Information concerning the Organization and not subject to a Trading Blackout.

**4.7.2. When in possession of Material Non-Public Information or subject to a Trading Blackout.** When the donor is either aware of Material Non-Public Information concerning the Organization, or subject to a Trading Blackout, *bona fide* gifts of Fulton securities are permissible under this Policy only if the donor does not have reason to believe that the recipient intends to sell the Fulton securities:

- promptly upon receiving the Fulton securities;
- during the period donor expects to continue to possess Material Non-Public Information concerning the Organization; or
- during the expected duration of the Trading Blackout then in effect.

Section 16 Persons are required to submit a completed Section 16 Pre-Trade Notice Form to [legal@fult.com](mailto:legal@fult.com) at least two business days prior to any contemplated gift of Fulton securities as provided in Section 5.6.1 of this Policy.

## 4.8. Code of Conduct

The Organization's Code of Conduct also prohibits the trading of securities when in possession of Material Non-Public Information or the sharing of such information with others. This Policy is intended to supplement the requirements of the Organization's Code of Conduct and the Organization's other policies.

## 4.9. Organization Transactions

From time to time, the Organization may engage in transactions in FFC common stock or other securities issued by the Organization. It is the Organization's policy to comply with all applicable securities laws, including those

relating to insider trading, when engaging in transactions in FFC common stock or other securities issued by the Organization.

## **5. Responsibilities & Governance**

### **5.1. Nominating and Corporate Governance Committee of the FFC Board of Directors.**

Responsibilities of the Nominating and Corporate Governance Committee will be to:

- Review and approve this Policy.

### **5.2. Chief Legal Officer.**

Responsibilities of the Chief Legal Officer will be to:

- Review and approve this Policy.
- Inform, or direct others in the Legal Department to inform, directors, officers and employees of the Organization of the commencement and termination of Trading Blackouts to which they are subject.
- Review and respond to, or direct others in the Legal Department to review and respond to, requests from directors, officers and employees of the Organization regarding the existence and applicability of Trading Blackouts to particular circumstances under Section 5.3.4 of this Policy.
- Review and respond to, or direct others in the Legal Department to review and respond to, requests for pre-clearance for the use of standing orders or limit orders by Covered Senior Officers and Directors under Section 5.4.3 of this Policy.
- Review and respond to, or direct others in the Legal Department to review and respond to, requests for pre-approval for the adoption of a Rule 10b5-1 Trading Plan by a director, officer or employee of the Organization under Section 5.5.1 of this Policy.
- Review and respond to requests to amend or modify an existing Rule 10b5-1 Trading Plan under Section 5.5.4 of this Policy.
- Receive, or direct others in the Legal Department to receive, Section 16 Pre-Trade Notice Forms from Section 16 Persons regarding planned transactions in FFC securities under Section 5.6.1 of this Policy, and, as, appropriate, advise Section 16 Persons in connection with planned transactions in Fulton securities.
- Prepare and file, or direct others in the Legal Department to prepare and file, with the SEC Forms 3, 4 and 5 upon notification by Section 16 Persons of transactions or changes in beneficial ownership involving Fulton securities under Section 5.6.2 of this Policy.
- Provide, or direct others to provide, notification of an SEC Regulation BTR Trading Blackout to Section 16 Persons and to the SEC under Section 5.6.4 of this Policy.
- Develop and deliver, or direct others to develop and deliver, appropriate training materials to educate directors, officers and employees of the Organization regarding their obligations under this Policy.

## **6. References**

### **6.1. Related Laws & Regulations**

- Securities Exchange Act of 1934, as amended (15 U.S.C. §§ 78a, et seq.) – Section 10(b) (15 U.S.C. § 78j), relating to Manipulative and Deceptive Devices; Section 16 (15 U.S.C. § 78p), relating to Directors, Officers, and Principal Shareholders.
- Sarbanes-Oxley Act of 2002, as amended (15 U.S.C. §§ 7201, et seq.) – Section 306 (15 U.S.C. § 7244), relating to Insider Trades During Pension Fund Blackout Periods.
- Securities and Exchange Commission Rule 10b-5 (17 C.F.R. § 240.10b-5).
- Securities and Exchange Commission Rule 10b5-1 (17 C.F.R. § 240.10b5-1).
- Securities and Exchange Commission Regulation Blackout Trading Restriction (17 C.F.R. § 245).
-

## 6.2. Policies & Procedures

- The Organization's Code of Conduct

# end #

**Exhibit 21** - Subsidiaries of the Registrant

The following are the subsidiaries of Fulton Financial Corporation:

<b>Subsidiary</b>	<b>State of Incorporation or Organization</b>	<b>Name Under Which Business is Conducted</b>
Fulton Bank, N.A. One Penn Square P.O. Box 4887 Lancaster, Pennsylvania 17604	United States of America	Fulton Financial Advisors Fulton Private Bank Fulton Mortgage Company
Fulton Financial Realty Company One Penn Square P.O. Box 4887 Lancaster, Pennsylvania 17604	Pennsylvania	Fulton Financial Realty Company
Central Pennsylvania Financial Corp. 100 W. Independence Street Shamokin, PA 17872	Pennsylvania	Central Pennsylvania Financial Corp.
Fulton Insurance Services Group, Inc. One Penn Square P.O. Box 7989 Lancaster, Pennsylvania 17604	Pennsylvania	Fulton Insurance Services Group, Inc.
FFC Penn Square, Inc. P.O. Box 609 Georgetown, DE 19947	Delaware	FFC Penn Square, Inc.
Fulton Community Partner, LLC One Penn Square P.O. Box 7989 Lancaster, Pennsylvania, 17604	Delaware	Fulton Community Partner, LLC

**Exhibit 23**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statements (No. 333-05471, No. 333- 05481, No. 333-44788, No. 333-81377, No. 333-64744, No. 333-76594, No. 333-76600, No. 333-76596, No. 333-107625, No. 333-114206, No. 333-116625, No. 333-121896, No. 333-126281, No. 333-131706, No. 333-135839, No. 333-145542, No. 333-168237, No. 333-175065, No. 333-189457, No. 333-128894, No. 333-197728, No.333-175065, No. 333-236579, No. 333-116625 and No. 333-271985) on Form S-8 and in the registration statements (No. 033-37835, No. 333-61268, No. 333-123532, No. 333-130718, No. 333-156339, No. 333-189459, No. 333-189488, No. 333-156396, No. 333-197730, No. 333-221393, No. 333-249588 and No. 333-274624) on Form S-3 of Fulton Financial Corporation and subsidiaries of our report dated February 28, 2025, with respect to the consolidated financial statements of Fulton Financial Corporation and subsidiaries and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 28, 2025

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ JENNIFER CRAIGHEAD CAREY  
**Jennifer Craighead Carey**  
Director

February 19, 2024  
Date

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ LISA CRUTCHFIELD  
**Lisa Crutchfield**  
Director

February 16, 2024  
Date

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ DENISE L. DEVINE

**Denise L. Devine**

Director

February 16, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ STEVEN S. ETTER

**Steven S. Etter**

Director

February 7, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful

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attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ GEORGE K. MARTIN

**George K. Martin**

Director

February 20, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ JAMES R. MOXLEY, III

**James R. Moxley, III**

Director

February 15, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and

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all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ ANTOINETTE M. PERGOLIN

**Antoinette M. Pergolin**

Director

February 23, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ SCOTT A. SNYDER

**Scott A. Snyder**

Director

February 15, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful

attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ RONALD H. SPAIR

**Ronald H. Spair**

Director

February 18, 2024

Date

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below constitutes and appoints Natasha R. Luddington and Mark A. Crowe, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorneys-in-fact may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission (the "Commission"), in connection with the filing by Fulton Financial Corporation (the "Registrant") to the Commission of its 2024 Annual Report on Form 10-K for the fiscal year ending December 31, 2024 (the "Form 10-K"), including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name, in his or her capacity as a member of the board of directors and/or an officer of the Registrant, to the Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate, together with all exhibits thereto, and to any and all amendments thereto filed with the Commission, as fully and for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as dated below.

/s/ E. PHILIP WENGER

**E. Philip Wenger**

Director

February 27, 2024

Date

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

I, Curtis J. Myers, certify that:

1. I have reviewed this annual report on Form 10-K of Fulton Financial Corporation;
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 control over financial reporting.

Date: February 28, 2025

Curtis J. Myers  
Chairman and Chief Executive Officer

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

I, Richard S. Kraemer, certify that:

1. I have reviewed this annual report on Form 10-K of Fulton Financial Corporation;
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 control over financial reporting.

Date: February 28, 2025

Richard S. Kraemer  
Senior Executive Vice President and Chief Financial Officer

**Exhibit 32.1 - Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Curtis J. Myers, Chief Executive Officer of Fulton Financial Corporation, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, certify that:

The Form 10-K of Fulton Financial Corporation, containing the consolidated financial statements for the year ended December 31, 2024, fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Fulton Financial Corporation.

Date: February 28, 2025

/s/ Curtis J. Myers

Curtis J. Myers

Chairman and Chief Executive Officer

**Exhibit 32.2 - Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Richard S. Kraemer, Chief Financial Officer of Fulton Financial Corporation, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, certify that:

The Form 10-K of Fulton Financial Corporation, containing the consolidated financial statements for the year ended December 31, 2024, fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Fulton Financial Corporation.

February 28, 2025

/s/ Richard S. Kraemer

Richard S. Kraemer

Senior Executive Vice President and Chief Financial Officer