
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2025

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from ____ to ____

Commission File Number: 001-31486

WEBSTER FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

06-1187536

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

200 Elm Street, Stamford, Connecticut 06902

(Address and zip code of principal executive offices)

(203) 578-2202

(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 Symbols</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	WBS	New York Stock Exchange
Depository Shares, each representing 1/1000th interest in a share of 5.25% Series F Non-Cumulative Perpetual Preferred Stock	WBS-PrF	New York Stock Exchange
Depository Shares, each representing 1/40th interest in a share of 6.50% Series G Non-Cumulative Perpetual Preferred Stock	WBS-PrG	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

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

Large Accelerated Filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

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

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

The number of shares of common stock, par value \$0.01 per share, outstanding as of November 7, 2025 was 161,290,301.

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KEY TO ACRONYMS AND TERMS

ACH	Automated clearing house
ACL	Allowance for credit losses
Agency	A financial services corporation created by the United States Congress
Agency CMBS	Agency commercial mortgage-backed securities
Agency CMO	Agency collateralized mortgage obligations
Agency MBS	Agency mortgage-backed securities
ALCO	Asset/Liability Committee
Ametros	Ametros Financial Corporation
AOCI / AOCL	Accumulated other comprehensive income (loss), net of tax
ASC	Accounting Standards Codification
ASU or the Update	Accounting Standards Update
ATM	Automated teller machine
Basel III Capital Rules	Capital rules under a global regulatory framework developed by the Basel Committee on Banking Supervision
BHC Act	Bank Holding Company Act of 1956, as amended
CECL	Current expected credit losses
CET1	Common Equity Tier 1 Capital, defined by Basel III capital rules
CET1 Risk-Based Capital	Ratio of CET1 capital to total risk-weighted assets, defined by the Basel III Capital Rules
CMBS	Non-agency commercial mortgage-backed securities
CODM	Chief Operating Decision Maker
CRA	Community Reinvestment Act of 1977
EAD	Exposure at default
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FICO	Fair Isaac Corporation
FRB	Federal Reserve Bank
FTE	Fully tax-equivalent
FTP	Funds Transfer Pricing, a matched maturity funding concept
GAAP	U.S. Generally Accepted Accounting Principles
Holding Company	Webster Financial Corporation
HSA	Health savings account
HSA Bank	HSA Bank, a division of Webster Bank, National Association
interSYNC	interLINK Insured Sweep LLC, rebranded as interSYNC
LGD	Loss given default
LIHTC	Low-income housing tax credit
LTV	Loan-to-value
Marathon Asset Management	Marathon Asset Management MW Holding, LLC
MBS	Mortgage-backed securities
Moody's	Moody's Investor Services
NAICS	North American Industry Classification System
NAV	Net asset value
OCC	Office of the Comptroller of the Currency
OREO	Other real estate owned
PD	Probability of default
PPNR	Pre-tax, pre-provision net revenue
ROU	Right-of-use
S&P	Standard and Poor's Rating Services
SEC	United States Securities and Exchange Commission
SOFR	Secured overnight financing rate
Tier 1 Leverage Capital	Ratio of Tier 1 capital to average tangible assets, defined by the Basel III Capital Rules
Tier 1 Risk-Based Capital	Ratio of Tier 1 capital to total risk-weighted assets, defined by the Basel III Capital Rules
Total Risk-Based Capital	Ratio of total capital to total risk-weighted assets, defined by the Basel III Capital Rules
UPB	Unpaid principal balance
U.S.	United States
VIE	Variable Interest Entity; defined in ASC 810-10 "Consolidation-Overall"
Webster Bank or the Bank	Webster Bank, National Association, a wholly-owned subsidiary of Webster Financial Corporation

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “could,” “believes,” “anticipates,” “expects,” “intends,” “outlook,” “target,” “continue,” “remain,” “will,” “should,” “may,” “might,” “plans,” “estimates,” “likely,” “future,” and similar references to future periods. However, these words are not the exclusive means of identifying such statements. Examples of forward-looking statements include, but are not limited to:

- projections of revenues, expenses, income or loss, earnings or loss per share, and other financial items;
- statements of plans, objectives, and expectations of the Company or its management or Board of Directors;
- statements of future economic performance; and
- statements of assumptions underlying such statements.

Forward-looking statements are based on the Company’s current expectations and assumptions regarding its business, 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 in many cases, are beyond the Company’s control. The Company’s actual results may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. Factors that could cause the Company’s actual results to differ from those discussed in any forward-looking statements include, but are not limited to:

- our ability to successfully execute our business plan and strategic initiatives, and manage any risks or uncertainties;
- continued regulatory changes or other risk mitigation efforts taken by government agencies in response to the risk to safety and soundness in the banking industry;
- volatility in Webster’s stock price due to investor sentiment and perception of the banking industry;
- local, regional, national, and international economic conditions or macroeconomic instability (including any economic slowdown or recession, inflation, monetary fluctuation, interest rate changes, credit loss trends, unemployment, changes in housing or securities markets, or other factors) and the impact of the same on us or our customers;
- volatility, disruption, or uncertainty in national and international financial markets, including as a result of geopolitical developments;
- the impact of unrealized losses in our financial instruments, particularly in our available-for-sale securities portfolio;
- changes in laws and regulations, or existing laws and regulations that we become subject to, including those concerning banking, taxes, dividends, securities, insurance, cybersecurity, and healthcare administration, with which we must comply;
- adverse conditions in the securities markets that could lead to impairment in the value of our securities portfolio;
- possible changes in governmental monetary and fiscal policies, or any leadership changes of those determining such policies, including, but not limited to, Federal Reserve policies in connection with continued inflationary pressures;
- the effects of any restructurings, staff reductions, or other disruptions (including any potential effects from the current government shutdown) in the U.S. federal government or in agencies regulating or otherwise impacting our business;
- the direct or indirect impact of any new regulatory, policy, or enforcement developments resulting from the policies or actions of the current U.S. presidential administration, including trade deals, changes in tariffs and other protectionist trade policies, any reciprocal and/or retaliatory tariffs by foreign countries, and any uncertainties related thereto;
- the timely development and acceptance of any new products and services, and the perceived value of those products and services by customers;
- changes in deposit flows, consumer spending, borrowings, and savings habits;
- our ability to implement new technologies and maintain secure and reliable information and technology systems;
- the effects of any cybersecurity threats, attacks or disruptions, fraudulent activity, or other data breaches or security events, including those involving our third-party vendors and service providers;
- issues with the performance of our counterparties and third-party vendors;
- our ability to increase market share and control expenses;
- changes in the competitive environment among banks, financial holding companies, and other traditional and non-traditional financial service providers;
- our ability to maintain adequate sources of funding and liquidity;
- our ability to attract, develop, motivate, and retain skilled employees;
- changes in loan demand or real estate values;
- changes in the mix of loan geographies, sectors, or types, and the level of non-performing assets, charge-offs, and delinquencies;

- changes in our estimates of current expected credit losses based upon periodic review under relevant regulatory and accounting requirements;
- the effect of changes in accounting policies and practices applicable to us, including impacts of recently adopted accounting guidance;
- legal and regulatory developments, including any due to judicial decisions, the initiation or resolution of legal proceedings or regulatory or other governmental inquiries, the results of regulatory examinations or reviews, disruptions at regulatory agencies, government funding, or other issues;
- our ability to navigate differing environmental, social, governmental, and sustainability concerns among federal and state governmental administrations and judicial decisions, our stakeholders, and other activists that may arise from our business activities;
- our ability to assess and monitor the effect of evolving uses of artificial intelligence on our business and operations;
- the occurrence of natural disasters, severe weather events, and public health crises, and any governmental or societal responses thereto; and
- the impact of any of the foregoing on the business or credit quality of our customers.

Any forward-looking statement in this Quarterly Report on Form 10-Q speaks only as of the date on which it is made. Factors or events that could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments, or otherwise, except as may be required by law.

PART I – FINANCIAL INFORMATION

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Webster Financial Corporation is a bank holding company and financial holding company under the BHC Act, incorporated under the laws of Delaware in 1986, and headquartered in Stamford, Connecticut. As of September 30, 2025, Webster Financial Corporation had more than \$83 billion in total consolidated assets. Webster Bank is a commercial bank with a national bank charter focused on providing financial products and services to businesses, individuals, and families. While its core footprint spans the Northeast from the New York metropolitan area to Rhode Island and Massachusetts, certain businesses operate in extended geographies. Webster Bank offers three differentiated lines of business: Commercial Banking, Healthcare Financial Services, and Consumer Banking.

The following discussion and analysis provides information that management believes is necessary to understand the Company’s consolidated financial condition, results of operations, and cash flows for the three and nine months ended September 30, 2025, and 2024. This information should be read in conjunction with the Condensed Consolidated Financial Statements, and accompanying Notes thereto, contained in Part I - Item 1. Financial Statements of this report, and the Consolidated Financial Statements, and accompanying Notes thereto, contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024. The Company’s consolidated financial condition, results of operations, and cash flows for the three and nine months ended September 30, 2025, and 2024, are not necessarily indicative of future results that may be attained for the entire year or other interim periods.

Economic Outlook

Recent announcements from the current U.S. administration regarding changes in trade policies and other economic policies and practices, including tariffs, have created significant economic uncertainty in the U.S., which could contribute to higher inflation and increase the risk of a recession. Events such as these are outside of our control, but nonetheless may alter customer behavior, including borrowing, repayment, investment, and deposit practices, which could, in turn, adversely impact our business and financial results in future periods. While we cannot predict the potential impact that these changes and economic developments may have on us or our customers, we believe that our diverse businesses, strong capital position, unique deposit profile, and solid risk management framework allow us to operate in a range of economic environments.

Results of Operations

The following table summarizes selected financial highlights and key performance indicators:

<i>(In thousands, except per share and ratio data)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Income and performance ratios:				
Net income	\$ 261,217	\$ 192,985	\$ 746,982	\$ 590,941
Net income applicable to common stockholders	254,051	186,799	726,156	572,318
Earnings per common share - diluted	1.54	1.10	4.36	3.36
Return on average assets (annualized)	1.27 %	1.01 %	1.24 %	1.04 %
Return on average tangible common stockholders' equity (annualized) (non-GAAP)	17.64	14.29	17.18	14.92
Return on average common stockholders' equity (annualized)	11.23	8.67	10.83	9.02
Non-interest income as a percentage of total revenue	13.77	8.92	13.38	10.33
Asset quality:				
ACL on loans and leases	\$ 727,897	\$ 687,798	\$ 727,897	\$ 687,798
Non-performing assets ⁽¹⁾	545,327	427,274	545,327	427,274
ACL on loans and leases / total loans and leases	1.32 %	1.32 %	1.32 %	1.32 %
Net charge-offs / average loans and leases (annualized)	0.28	0.27	0.32	0.28
Non-performing loans and leases / total loans and leases ⁽¹⁾	0.99	0.82	0.99	0.82
Non-performing assets / total loans and leases plus OREO and repossessed assets ⁽¹⁾	0.99	0.82	0.99	0.82
ACL on loans and leases / non-performing loans and leases ⁽¹⁾	133.82	161.60	133.82	161.60
Other ratios:				
Tangible common equity (non-GAAP)	7.50 %	7.48 %	7.50 %	7.48 %
Tier 1 Risk-Based Capital	11.89	11.77	11.89	11.77
Total Risk-Based Capital	14.68	14.06	14.68	14.06
CET1 Risk-Based Capital	11.39	11.25	11.39	11.25
Stockholders' equity / total assets	11.37	11.58	11.37	11.58
Net interest margin ⁽²⁾	3.40	3.41	3.44	3.41
Efficiency ratio (non-GAAP)	45.79	45.49	45.66	45.65
Equity and share related:				
Common stockholders' equity	\$ 9,178,698	\$ 8,914,071	\$ 9,178,698	\$ 8,914,071
Book value per common share	55.69	52.00	55.69	52.00
Tangible book value per common share (non-GAAP)	36.42	33.26	36.42	33.26
Common stock closing price	59.44	46.61	59.44	46.61
Dividends and equivalents declared per common share	0.40	0.40	1.20	1.20
Common shares outstanding	164,817	171,428	164,817	171,428
Weighted-average common shares outstanding - basic	164,138	169,569	166,386	169,898
Weighted-average common shares - diluted	164,456	169,894	166,738	170,226

(1) Non-performing asset balances and related asset quality ratios exclude the impact of net unamortized (discounts)/premiums and net unamortized deferred (fees)/costs on loans and leases.

(2) Effective as of the first quarter of 2025, the Company changed its methodology used to annualize net interest income in its quarterly and year to date net interest margin calculation. Net interest margin for the prior periods has been recast.

Non-GAAP Financial Measures

The non-GAAP financial measures identified in the preceding table provide both management and investors with information useful in understanding the Company's financial position, results of operations, the strength of its capital position, and overall business performance. These non-GAAP financial measures are used by management for performance measurement purposes, as well as for internal planning and forecasting, and by securities analysts, investors, and other interested parties to assess peer company operating performance. Management believes that this presentation, together with the accompanying reconciliations, provides investors with a more complete understanding of the factors and trends affecting the Company's business and allows investors to view its performance in a similar manner.

Tangible book value per common share represents stockholders' equity, less preferred stock and goodwill and other intangible assets (tangible common equity), divided by common shares outstanding at the end of the reporting period. The tangible common equity ratio represents tangible common equity divided by total assets, less goodwill and other intangible assets (tangible assets). Both of these measures are used by management to evaluate the Company's capital position. The annualized return on average tangible common stockholders' equity is calculated using net income less preferred stock dividends, adjusted for the annualized tax-effected amortization of intangible assets, as a percentage of average tangible common equity. This measure is used by management to assess the Company's performance against its peer financial institutions. The efficiency ratio, which represents the costs expended to generate a dollar of revenue, is calculated excluding certain non-operational items in order to measure how well the Company is managing its recurring operating expenses.

These non-GAAP financial measures should not be considered a substitute for GAAP-basis financial measures. Because non-GAAP financial measures are not standardized, it may not be possible to compare these with other companies that present financial measures having the same or similar names.

The following tables reconcile non-GAAP financial measures to the most comparable financial measures defined by GAAP:

	September 30,	
	2025	2024
<i>(Dollars and shares in thousands, except per share data)</i>		
Tangible book value per common share:		
Stockholders' equity	\$ 9,462,677	\$ 9,198,050
Less: Preferred stock	283,979	283,979
Goodwill and other intangible assets	3,175,747	3,212,050
Tangible common stockholders' equity	\$ 6,002,951	\$ 5,702,021
Common shares outstanding	164,817	171,428
Tangible book value per common share	\$ 36.42	\$ 33.26
Book value per common share (GAAP)	\$ 55.69	\$ 52.00
Tangible common equity ratio:		
Tangible common stockholders' equity	\$ 6,002,951	\$ 5,702,021
Total assets	\$ 83,192,652	\$ 79,453,900
Less: Goodwill and other intangible assets	3,175,747	3,212,050
Tangible assets	\$ 80,016,905	\$ 76,241,850
Tangible common equity ratio	7.50 %	7.48 %
Common stockholders' equity to total assets (GAAP)	11.03 %	11.22 %

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
<i>(Dollars in thousands)</i>				
Return on average tangible common stockholders' equity:				
Net income	\$ 261,217	\$ 192,985	\$ 746,982	\$ 590,941
Less: Preferred stock dividends	4,162	4,162	12,487	12,487
Add: Intangible assets amortization, tax-effected	6,534	6,708	19,893	20,857
Adjusted net income	\$ 263,589	\$ 195,531	\$ 754,388	\$ 599,311
Adjusted net income (annualized)	\$ 1,054,356	\$ 782,124	\$ 1,005,851	\$ 799,081
Average stockholders' equity	\$ 9,440,148	\$ 8,995,134	\$ 9,327,030	\$ 8,830,225
Less: Average preferred stock	283,979	283,979	283,979	283,979
Average goodwill and other intangible assets	3,180,111	3,238,115	3,188,994	3,192,104
Average tangible common stockholders' equity	\$ 5,976,058	\$ 5,473,040	\$ 5,854,057	\$ 5,354,142
Return on average tangible common stockholders' equity (annualized)	17.64 %	14.29 %	17.18 %	14.92 %
Return on average common stockholders' equity (annualized) (GAAP)	11.23 %	8.67 %	10.83 %	9.02 %
Efficiency ratio:				
Non-interest expense	\$ 356,669	\$ 348,958	\$ 1,046,027	\$ 1,010,902
Less: Foreclosed property activity	1,535	(687)	2,593	(1,381)
Intangible assets amortization	8,966	8,491	27,296	26,401
Operating lease depreciation	3	197	28	1,420
FDIC special assessment	—	(1,544)	—	10,318
Ametros acquisition expenses	—	—	—	3,139
Strategic restructuring costs and other ⁽¹⁾	—	22,169	—	22,169
Adjusted non-interest expense	\$ 346,165	\$ 320,332	\$ 1,016,110	\$ 948,836
Net interest income	\$ 631,667	\$ 589,883	\$ 1,865,041	\$ 1,729,919
Add: FTE adjustment	14,258	13,659	41,739	43,853
Non-interest income	100,906	57,741	288,169	199,392
Other income ⁽²⁾	9,234	7,448	30,794	22,876
Less: Operating lease depreciation	3	197	28	1,420
Gain (loss) on sale of investment securities, net	—	(19,597)	220	(79,338)
Net (loss) on sale of factored receivables portfolio	—	(15,977)	—	(15,977)
Net gain on sale of mortgage servicing rights	—	—	—	11,655
Adjusted income	\$ 756,062	\$ 704,108	\$ 2,225,495	\$ 2,078,280
Efficiency ratio	45.79 %	45.49 %	45.66 %	45.65 %
Non-interest expense as a percentage of total revenue (GAAP)	48.69 %	53.88 %	48.58 %	52.40 %

(1) Strategic restructuring costs and other primarily includes severance, technology contract termination costs, and the partial impairment of the payroll finance customer relationship intangible asset for the three and nine months ended September 30, 2024.

(2) Other income (non-GAAP) includes the taxable equivalent of net income generated from LIHTC investments.

Net Interest Income Analysis

The following tables summarize daily average balances, interest, and average yield/rate by major category, and net interest margin on an FTE basis:

	Three months ended September 30,					
	2025			2024		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
<i>(Dollars in thousands)</i>						
Assets						
Interest-earning assets:						
Loans and leases ⁽¹⁾	\$ 54,372,960	\$ 806,695	5.83 %	\$ 51,752,193	\$ 820,209	6.22 %
Investment securities: ⁽²⁾						
Taxable	17,445,699	196,509	4.50	16,374,528	171,217	4.18
Non-taxable	926,078	7,043	3.04	1,108,813	8,139	2.97
Total investment securities	18,371,777	203,552	4.43	17,483,341	179,356	4.10
FHLB and FRB stock	345,001	4,729	5.44	340,330	4,383	5.12
Interest-bearing deposits ⁽³⁾	2,120,664	23,596	4.35	629,180	8,374	5.21
Loans held for sale	192,686	3,988	8.28	216,735	5,400	9.97
Total interest-earning assets	75,403,088	\$ 1,042,560	5.45 %	70,421,779	\$ 1,017,722	5.69 %
Non-interest-earning assets ⁽²⁾	6,591,115			6,383,522		
Total assets	\$ 81,994,203			\$ 76,805,301		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Demand	\$ 10,141,954	\$ —	— %	\$ 10,243,045	\$ —	— %
Interest-bearing checking	10,502,974	47,305	1.79	9,744,885	48,160	1.96
Health savings accounts	9,127,705	3,886	0.17	8,546,941	3,257	0.15
Money market	22,513,065	201,086	3.54	19,945,165	208,980	4.17
Savings	7,233,339	30,813	1.69	6,909,526	29,140	1.69
Certificates of deposit	6,120,864	53,853	3.49	5,895,329	64,368	4.34
Brokered certificates of deposit	1,679,127	18,561	4.39	1,294,764	17,170	5.28
Total deposits	67,319,028	355,504	2.10	62,579,655	371,075	2.36
Securities sold under agreements to repurchase	139,567	631	1.77	125,738	38	0.12
FHLB advances	2,602,949	29,620	4.45	2,535,497	35,172	5.43
Long-term debt ⁽²⁾	960,497	10,880	4.53	887,090	7,895	3.56
Total borrowings	3,703,013	41,131	4.37	3,548,325	43,105	4.77
Total deposits and interest-bearing liabilities	71,022,041	\$ 396,635	2.21 %	66,127,980	\$ 414,180	2.49 %
Non-interest-bearing liabilities ⁽²⁾	1,532,014			1,682,187		
Total liabilities	72,554,055			67,810,167		
Preferred stock	283,979			283,979		
Common stockholders' equity	9,156,169			8,711,155		
Total stockholders' equity	9,440,148			8,995,134		
Total liabilities and stockholders' equity	\$ 81,994,203			\$ 76,805,301		
Net interest income (FTE)		\$ 645,925			\$ 603,542	
Less: FTE adjustment ⁽⁴⁾		(14,258)			(13,659)	
Net interest income		\$ 631,667			\$ 589,883	
Net interest margin (FTE) ⁽⁵⁾			3.40 %			3.41 %

	Nine months ended September 30,					
	2025			2024		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
<i>(Dollars in thousands)</i>						
Assets						
Interest-earning assets:						
Loans and leases ⁽¹⁾	\$ 53,413,031	\$ 2,359,891	5.84 %	\$ 51,376,513	\$ 2,430,382	6.23 %
Investment securities: ⁽²⁾						
Taxable	17,291,709	578,829	4.46	15,452,825	467,039	4.02
Non-taxable	946,357	21,563	3.04	1,693,776	30,892	2.48
Total investment securities	18,238,066	600,392	4.39	17,146,601	497,931	3.87
FHLB and FRB stock	338,576	12,926	5.10	340,222	13,901	5.46
Interest-bearing deposits ⁽³⁾	2,013,349	66,896	4.38	563,217	22,763	5.31
Loans held for sale	93,748	4,010	5.70	150,985	11,075	9.78
Total interest-earning assets	74,096,770	\$ 3,044,115	5.44 %	69,577,538	\$ 2,976,052	5.65 %
Non-interest-earning assets ⁽²⁾	6,506,268			6,450,110		
Total assets	\$ 80,603,038			\$ 76,027,648		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Demand	\$ 10,178,346	\$ —	— %	\$ 10,327,076	\$ —	— %
Interest-bearing checking	9,997,950	130,594	1.75	9,475,927	134,091	1.89
Health savings accounts	9,190,317	11,081	0.16	8,560,303	9,654	0.15
Money market	21,762,954	575,046	3.53	18,905,798	588,760	4.16
Savings	7,267,170	90,580	1.67	6,845,957	77,088	1.50
Certificates of deposit	6,076,756	160,668	3.53	5,861,288	192,649	4.39
Brokered certificate of deposit	1,619,633	53,656	4.43	1,647,193	66,067	5.36
Total deposits	66,093,126	1,021,625	2.07	61,623,542	1,068,309	2.32
Securities sold under agreements to repurchase	164,659	2,525	2.02	125,492	245	0.26
Federal funds purchased	—	—	—	72,537	3,015	5.46
FHLB advances	2,456,918	83,034	4.46	2,551,535	106,266	5.47
Long-term debt ⁽²⁾	911,107	30,151	4.41	909,294	24,445	3.58
Total borrowings	3,532,684	115,710	4.33	3,658,858	133,971	4.82
Total deposits and interest-bearing liabilities	69,625,810	\$ 1,137,335	2.18 %	65,282,400	\$ 1,202,280	2.46 %
Non-interest-bearing liabilities ⁽²⁾	1,650,198			1,915,023		
Total liabilities	71,276,008			67,197,423		
Preferred stock	283,979			283,979		
Common stockholders' equity	9,043,051			8,546,246		
Total stockholders' equity	9,327,030			8,830,225		
Total liabilities and stockholders' equity	\$ 80,603,038			\$ 76,027,648		
Net interest income (FTE)		\$ 1,906,780			\$ 1,773,772	
Less: FTE adjustment ⁽⁴⁾		(41,739)			(43,853)	
Net interest income		\$ 1,865,041			\$ 1,729,919	
Net interest margin (FTE) ⁽⁵⁾			3.44 %			3.41 %

(1) Non-accrual loans have been included in the computation of average balances.

(2) In order to provide the users of the Company's financial statements with a more transparent view of the actual consolidated average balances that are used in the calculation of net interest margin, the Company has recast, in the tables above, certain consolidated average balances for the three and nine months ended September 30, 2024, to reflect a change in presentation being applied retrospectively. Specifically, adjustments were made to exclude average unsettled trades of \$52.3 million and \$97.0 million, respectively, and average available-for-sale unrealized losses of \$649.2 million and \$738.2 million, respectively, from investment securities, and to exclude an average basis adjustment of \$24.7 million and \$26.1 million, respectively, from long-term debt related to a de-designated fair value hedge. Rather, effective as of December 31, 2024, these amounts are being presented in average non-interest-earning assets and average non-interest-bearing liabilities, respectively. There were no changes to the related yields/rates or net interest income that had been previously disclosed.

(3) Interest-bearing deposits are a component of Cash and cash equivalents on the Condensed Consolidated Statements of Cash Flows included in Part I - Item 1. Financial Statements.

- (4) FTE adjustments on loans and leases and investment securities are determined assuming a statutory federal income tax rate of 21%. Items computed on an FTE basis are considered non-GAAP financial measures, and are used by management to evaluate the comparability of the Company's revenue arising from both taxable and non-taxable sources.
- (5) Effective as of the first quarter of 2025, the Company changed its methodology used to annualize net interest income in its quarterly and year to date net interest margin calculation. Net interest margin for the prior periods has been recast. There were no changes to the related yields/rates or net interest income that had been previously disclosed.

The following table summarizes the change in net interest income attributable to changes in rate and volume, and reflects net interest income on an FTE basis:

(In thousands)	Three months ended September 30, 2025 vs. 2024 Increase (decrease) due to			Nine months ended September 30, 2025 vs. 2024 Increase (decrease) due to		
	Rate ⁽¹⁾	Volume	Total	Rate ⁽¹⁾	Volume	Total
Change in interest on interest-earning assets:						
Loans and leases	\$ (54,961)	\$ 41,447	\$ (13,514)	\$ (162,757)	\$ 92,266	\$ (70,491)
Investment securities	14,185	10,011	24,196	69,936	32,525	102,461
FHLB and FRB stock	286	60	346	(908)	(67)	(975)
Interest bearing-deposits	(4,627)	19,849	15,222	(14,475)	58,608	44,133
Loans held for sale	(813)	(599)	(1,412)	(2,867)	(4,198)	(7,065)
Total interest income	\$ (45,930)	\$ 70,768	\$ 24,838	\$ (111,071)	\$ 179,134	\$ 68,063
Change in interest on interest-bearing liabilities:						
Interest-bearing checking	\$ (4,602)	\$ 3,747	\$ (855)	\$ (10,884)	\$ 7,387	\$ (3,497)
Health savings accounts	408	221	629	716	711	1,427
Money market	(34,800)	26,906	(7,894)	(102,691)	88,977	(13,714)
Savings	307	1,366	1,673	8,749	4,743	13,492
Certificates of deposit	(12,978)	2,463	(10,515)	(39,063)	7,082	(31,981)
Brokered certificates of deposit	(3,706)	5,097	1,391	(11,306)	(1,105)	(12,411)
Securities sold under agreements to repurchase	589	4	593	2,203	77	2,280
Federal funds purchased	—	—	—	—	(3,015)	(3,015)
FHLB advances	(6,488)	936	(5,552)	(19,291)	(3,941)	(23,232)
Long-term debt	2,332	653	2,985	5,657	49	5,706
Total interest expense	\$ (58,938)	\$ 41,393	\$ (17,545)	\$ (165,910)	\$ 100,965	\$ (64,945)
Net change in net interest income	\$ 13,008	\$ 29,375	\$ 42,383	\$ 54,839	\$ 78,169	\$ 133,008

- (1) The change attributable to mix, a combined impact of rate and volume, and other is included with the change due to rate.

Comparison to Prior Year Quarter

Net interest income increased \$41.8 million, or 7.1%, from \$589.9 million for the three months ended September 30, 2024, to \$631.7 million for the three months ended September 30, 2025, reflecting increases of \$5.0 billion, or 7.1%, in average total interest-earning assets and \$4.9 billion, or 7.4%, in average total deposits and interest-bearing liabilities. Net interest margin decreased 1 basis point from 3.41% for the three months ended September 30, 2024, to 3.40% for the three months ended September 30, 2025. The lower interest rate environment during the three months ended September 30, 2025, as compared to the three months ended September 30, 2024, primarily caused the average yield on average total interest-earning assets to decrease by 24 basis points and the average rate on average total deposits and interest-bearing liabilities to decrease by 28 basis points.

The change in average total interest-earnings assets was primarily attributed to the following items:

- Average loans and leases increased \$2.6 billion, or 5.1%, primarily due to increases in commercial non-mortgage, residential mortgages, and other consumer loans, partially offset by decreases in multi-family mortgages and asset-based lending.
- Average total investment securities increased \$0.9 billion, or 5.1%, reflecting an increase of \$1.4 billion in available-for-sale securities, partially offset by a decrease of \$0.5 billion in held-to-maturity securities, primarily due to the timing and volume of purchase, paydown, and sales activities.
- Average interest-bearing deposits held at the FRB increased \$1.5 billion, or 237.1%, primarily due to management's strategic decision to hold higher levels of on-balance sheet liquidity.

The change in average total deposits and interest-bearing liabilities was primarily attributed to the following item:

- Average total deposits increased \$4.7 billion, or 7.6%, primarily due to an increase in money market deposits, which contributed to \$2.6 billion of the change. The Company also experienced increases across all other deposit products, except for demand deposits.

Comparison to Prior Year to Date

Net interest income increased \$0.2 billion, or 7.8%, from \$1.7 billion for the nine months ended September 30, 2024, to \$1.9 billion for the nine months ended September 30, 2025, reflecting increases of \$4.5 billion, or 6.5%, in average total interest-earning assets and \$4.3 billion, or 6.7%, in average total deposits and interest-bearing liabilities. Net interest margin increased 3 basis points from 3.41% for the nine months ended September 30, 2024, to 3.44% for the nine months ended September 30, 2025. The lower interest rate environment during the nine months ended September 30, 2025, as compared to the nine months ended September 30, 2024, primarily caused the average yield on average total interest-earning assets to decrease by 21 basis points and the average rate on average total deposits and interest-bearing liabilities to decrease by 28 basis points.

The change in average total interest-earnings assets was primarily attributed to the following items:

- Average loans and leases increased \$2.0 billion, or 4.0%, primarily due to increases in commercial non-mortgage, residential mortgages, commercial real estate, and other consumer loans, partially offset by decreases in multi-family mortgages and asset-based lending.
- Average total investment securities increased \$1.1 billion, or 6.4%, reflecting increases of \$0.9 billion in available-for-sale securities and \$0.2 billion in held-to-maturity securities, primarily due to the timing and volume of purchase, paydown, and sales activities.
- Average interest-bearing deposits held at the FRB increased \$1.5 billion, or 257.5%, primarily due to management's strategic decision to hold higher levels of on-balance sheet liquidity.

The change in average total deposits and interest-bearing liabilities was primarily attributed to the following item:

- Average total deposits increased \$4.5 billion, or 7.3%, primarily due to an increase in money market deposits, which contributed to \$2.9 billion of the change. The Company also experienced increases across all other deposit products, except for demand deposits and brokered certificates of deposit.

Provision for Credit Losses

Comparison to Prior Year Quarter

The total provision for credit losses decreased \$10.0 million, or 18.5%, from \$54.0 million for the three months ended September 30, 2024, to \$44.0 million for three months ended September 30, 2025, primarily due to improvements in risk rating migration, partially offset by changes in the macroeconomic forecast, economic uncertainty, and organic loan growth.

Comparison to Prior Year to Date

The total provision for credit losses increased \$9.5 million, or 6.0%, from \$158.5 million for the nine months ended September 30, 2024, to \$168.0 million for the nine months ended September 30, 2025, primarily due to higher net charge-offs, changes in the macroeconomic forecast, economic uncertainty, and loan growth, partially offset by improvements in risk rating migration.

Additional information regarding the Company's provision for credit losses on loans and leases and the related ACL can be found under the sections captioned "Loans and Leases" through "Allowance for Credit Losses on Loans and Leases" contained elsewhere in this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Non-Interest Income

<i>(Dollars in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Deposit service fees	\$ 39,576	\$ 38,863	\$ 119,405	\$ 122,479
Loan and lease related fees	16,404	18,513	51,682	57,614
Wealth and investment services	7,640	8,367	23,208	24,847
Cash surrender value of life insurance policies	7,535	8,020	24,699	20,325
Gain (loss) on sale of investment securities, net	—	(19,597)	220	(79,338)
Other income	29,751	3,575	68,955	53,465
Total non-interest income	\$ 100,906	\$ 57,741	\$ 288,169	\$ 199,392

Comparison to Prior Year Quarter

Total non-interest income increased \$43.2 million, or 74.8%, from \$57.7 million for the three months ended September 30, 2024, to \$100.9 million for the three months ended September 30, 2025, primarily due to the change in Net gains (losses) on sale of investment securities and an increase in Other income, partially offset by a decrease in Loan and lease related fees.

Loan and lease related fees decreased \$2.1 million, or 11.4%, from \$18.5 million for the three months ended September 30, 2024, to \$16.4 million for the three months ended September 30, 2025, primarily due to lower loan servicing fees, syndication fees, and amendment fees, partially offset by an increase in prepayment penalties.

There were no sales of investment securities during the three months ended September 30, 2025. During the three months ended September 30, 2024, net (losses) on sale of investment securities totaled \$19.6 million, as the Company sold \$304.3 million of Municipal bonds and notes, Agency MBS, and Agency CMBS classified as available-for-sale for proceeds of \$284.7 million. The amounts presented in non-interest income include the portion of any losses that were not due to credit related factors.

Other income increased \$26.2 million, or 732.2%, from \$3.6 million for the three months ended September 30, 2024, to \$29.8 million for the three months ended September 30, 2025, primarily due to a \$16.0 million net loss on the sale of the factored receivables portfolio during the third quarter of 2024, increased client hedging activities, an increase in the credit valuation adjustment, and a \$4.0 million beneficial legal settlement, partially offset by a \$4.4 million net gain on sale of multi-family loans (securitization) in the third quarter of 2024.

Comparison to Prior Year to Date

Total non-interest income increased \$88.8 million, or 44.5%, from \$199.4 million for the nine months ended September 30, 2024, to \$288.2 million for the nine months ended September 30, 2025, primarily due to the change in Net gains (losses) on sale of investment securities and increases in Other income and the Cash surrender value of life insurance policies, partially offset by a decrease in Loan and lease related fees.

Loan and lease related fees decreased \$5.9 million, or 10.3%, from \$57.6 million for the nine months ended September 30, 2024, to \$51.7 million for the nine months ended September 30, 2025, primarily due to lower loan servicing fees, syndication fees, and amendment fees, partially offset by lower mortgage servicing rights amortization and an increase in prepayment penalties.

The Cash surrender value of life insurance policies increased \$4.4 million, or 21.5%, from \$20.3 million for the nine months ended September 30, 2024, to \$24.7 million for the nine months ended September 30, 2025, primarily due to bank-owned life insurance events in the first quarter of 2024, which resulted in a lower cash surrender value in the prior year to date.

Net gains (losses) on sale of investment securities changed \$79.5 million, or 100.3%, from net (losses) of \$79.3 million for the nine months ended September 30, 2024, to net gains of \$0.2 million for the nine months ended September 30, 2025. During the nine months ended September 30, 2025, the Company sold \$14.7 million of Corporate debt securities classified as available-for-sale for proceeds of \$14.9 million. During the nine months ended September 30, 2024, the Company sold \$1.6 billion of Municipal bonds and notes, Agency MBS, Agency CMBS, and Corporate debt securities classified as available-for-sale for proceeds of \$1.5 billion. The amounts presented in non-interest income include the portion of any losses that were not due to credit related factors.

Other income increased \$15.5 million, or 29.0%, from \$53.5 million for the nine months ended September 30, 2024, to \$69.0 million for the nine months ended September 30, 2025, primarily due to a \$16.0 million net loss on the sale of the factored receivables portfolio during the third quarter of 2024, increased client hedging activities, an increase in the credit valuation adjustment, higher direct investment gains, and a \$4.0 million beneficial legal settlement, partially offset by an \$11.7 million net gain on sale of mortgage servicing rights in the first quarter of 2024, bank owned life insurance events in the first quarter of 2024, and a \$4.4 million net gain on sale of multi-family loans (securitization) in the third quarter of 2024.

Non-Interest Expense

<i>(Dollars in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Compensation and benefits	\$ 209,036	\$ 194,736	\$ 607,611	\$ 570,126
Occupancy	19,003	18,879	58,057	53,421
Technology and equipment	47,520	56,696	141,171	147,835
Intangible assets amortization	8,966	8,491	27,296	26,401
Marketing	4,953	4,224	14,151	12,612
Professional and outside services	17,815	16,001	53,435	43,048
Deposit insurance	15,621	13,555	47,027	52,843
Other expense	33,755	36,376	97,279	104,616
Total non-interest expense	\$ 356,669	\$ 348,958	\$ 1,046,027	\$ 1,010,902

Comparison to Prior Year Quarter

Total non-interest expense increased \$7.7 million, or 2.2%, from \$349.0 million for the three months ended September 30, 2024, to \$356.7 million for the three months ended September 30, 2025, primarily due to increases in Compensation and benefits and Deposit insurance, partially offset by decreases in Technology and equipment and Other expense.

Compensation and benefits increased \$14.3 million, or 7.3%, from \$194.7 million for the three months ended September 30, 2024, to \$209.0 million for the three months ended September 30, 2025, primarily due to higher compensation resulting from investments in human capital and risk management infrastructure and performance-based incentives, partially offset by a decrease in severance.

Technology and equipment decreased \$9.2 million, or 16.2%, from \$56.7 million for the three months ended September 30, 2024, to \$47.5 million for the three months ended September 30, 2025, primarily due to a decrease in technology contract termination costs.

Deposit insurance increased \$2.1 million, or 15.2%, from \$13.6 million for the three months ended September 30, 2024, to \$15.6 million for the three months ended September 30, 2025, primarily due to the impact from an increase in the Company's deposit insurance assessment base.

Other expense decreased \$2.6 million, or 7.2%, from \$36.4 million for the three months ended September 30, 2024, to \$33.8 million for the three months ended September 30, 2025, primarily due to the impairment loss on the payroll finance customer relationship intangible asset in the third quarter of 2024 and individually immaterial decreases in various other expense items.

Comparison to Prior Year to Date

Total non-interest expense remained relatively flat at approximately \$1.0 billion for the nine months ended September 30, 2025, and 2024. Although the financial statement caption as a whole did not change significantly, notable fluctuations were experienced in Compensation and benefits, Occupancy, Technology and equipment, Professional and outside services, Deposit insurance, and Other expense.

Compensation and benefits increased \$37.5 million, or 6.6%, from \$570.1 million for the nine months ended September 30, 2024, to \$607.6 million for the nine months ended September 30, 2025, primarily due to higher compensation resulting from investments in human capital and risk management infrastructure, performance-based incentives, and employee benefits, partially offset by a decrease in severance.

Occupancy increased \$4.7 million, or 8.7%, from \$53.4 million for the nine months ended September 30, 2024, to \$58.1 million for the nine months ended September 30, 2025, primarily due to a one-time lease termination benefit in the second quarter of 2024.

Technology and equipment decreased \$6.6 million, or 4.5%, from \$147.8 million for the nine months ended September 30, 2024, to \$141.2 million for the nine months ended September 30, 2025, primarily due to decreases in service contracts and technology contract termination costs.

Professional and outside services increased \$10.4 million, or 24.1%, from \$43.0 million for the nine months ended September 30, 2024, to \$53.4 million for the nine months ended September 30, 2025, primarily due to an increase in technology consulting fees.

Deposit insurance decreased \$5.8 million, or 11.0%, from \$52.8 million for the nine months ended September 30, 2024, to \$47.0 million for the nine months ended September 30, 2025, primarily due to an increase in the FDIC special assessment estimate in the first quarter of 2024, partially offset by the impact from an increase in the Company's deposit insurance assessment base.

Other expense decreased \$7.3 million, or 7.0%, from \$104.6 million for the nine months ended September 30, 2024, to \$97.3 million for the nine months ended September 30, 2025, primarily due to the impairment loss on the payroll finance customer relationship intangible asset in the third quarter of 2024 and individually immaterial decreases in various other expense items.

Income Taxes

Comparison to Prior Year Quarter

The Company recognized income tax expense of \$70.7 million and \$51.7 million for the three months ended September 30, 2025, and 2024, respectively, reflecting effective tax rates of 21.3% and 21.1%, respectively. The increase in income tax expense is primarily due to a higher level of pre-tax income recognized during the three months ended September 30, 2025. The higher effective tax rate for the three months ended September 30, 2025, primarily reflects a higher level of estimated annual pre-tax ordinary income for 2025, compared to 2024, partially offset by the recognition of a \$3.7 million net discrete tax benefit in the current period, which impacted the effective tax rate by 1.1 percentage points, compared to the recognition of a \$4.1 million net discrete tax expense in the prior period, which impacted the effective tax rate by 1.7 percentage tax points.

Comparison to Prior Year to Date

The Company recognized income tax expense of \$192.2 million and \$169.0 million for the nine months ended September 30, 2025, and 2024, respectively, reflecting effective tax rates of 20.5% and 22.2%, respectively. The increase in income tax expense is primarily due to a higher level of pre-tax income recognized during the nine months ended September 30, 2025. The higher effective tax rate for the nine months ended September 30, 2024, primarily reflects the recognition of a \$13.2 million net discrete tax expense in that period, which impacted the effective tax rate by 1.7 percentage points, compared to the recognition of a \$9.7 million net discrete tax benefit in the current period, which impacted the effective tax rate by 1.0 percentage point.

On July 4, 2025, the One Big Beautiful Bill Act was signed into law, which includes a broad range of tax reform provisions with varying effective dates. The Company has evaluated the changes in tax law and determined that the impact on its consolidated financial statements is not material.

Additional information regarding the Company's income taxes, including its deferred tax assets, can be found within Note 9: Income Taxes in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Segment Reporting

The Company's operations are organized into three reportable segments that represent its differentiated lines of business: Commercial Banking, Healthcare Financial Services, and Consumer Banking. Additional information regarding the Company's reportable segments and its segment reporting methodology can be found within Note 15: Segment Reporting in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements of this report, and within Note 21: Segment Reporting in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Commercial Banking

Operating Results:

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net interest income	\$ 328,306	\$ 338,424	\$ 965,947	\$ 1,017,954
Non-interest income	33,902	33,288	93,488	102,078
Non-interest expense	108,590	100,892	323,544	311,705
Pre-tax, pre-provision net revenue	\$ 253,618	\$ 270,820	\$ 735,891	\$ 808,327

Comparison to Prior Year Quarter

Commercial Banking's PPNR decreased \$17.2 million, or 6.4%, for the three months ended September 30, 2025, as compared to the three months ended September 30, 2024 due to a decrease in net interest income and an increase in non-interest expense, partially offset by an increase in non-interest income. The \$10.1 million decrease in net interest income is primarily due to a lower net spread on loans and leases, partially offset by higher average loan and deposit balances. The \$0.6 million increase in non-interest income is primarily due to higher syndication and prepayment fees and an increase in client hedging activities, partially offset by a non-recurring gain from a multi-family securitization event in the third quarter of 2024. The \$7.7 million increase in non-interest expense is primarily due to increased investments in human capital, operational process improvements, technology, and higher foreclosed property and loan workout expenses.

Comparison to Prior Year to Date

Commercial Banking's PPNR decreased \$72.4 million, or 9.0%, for the nine months ended September 30, 2025, as compared to the nine months ended September 30, 2024, due to decreases in net interest income and non-interest income and an increase in non-interest expense. The \$52.0 million decrease in net interest income is primarily due to a lower net spread on loans and leases, partially offset by higher average loan and deposit balances and lower deposit costs. The \$8.6 million decrease in non-interest income is primarily due to lower factoring, syndication, and deposit service fees, and a non-recurring gain from a multi-family securitization event in 2024. The \$11.8 million increase in non-interest expense is primarily due to increased investments in human capital, operational process improvements, technology, and higher foreclosed property and loan workout expenses.

Selected Balance Sheet and Off-Balance Sheet Information:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Loans and leases	\$ 42,361,058	\$ 40,616,156
Deposits	18,260,847	16,251,850
Assets under administration / management (off-balance sheet)	2,812,602	2,965,624

Loans and leases increased \$1.7 billion, or 4.3%, at September 30, 2025, as compared to December 31, 2024, primarily due to growth across middle market, lender finance, and public sector finance, partially offset by the transfer of loans from portfolio to held for sale, particularly as it relates to joint venture activities in the second quarter of 2025. Total portfolio originations for the nine months ended September 30, 2025, and 2024, were \$8.9 billion and \$6.9 billion, respectively. The \$2.0 billion increase was primarily due to increased commercial real estate origination activities and higher lender finance originations.

Deposits increased \$2.0 billion, or 12.4%, at September 30, 2025, as compared to December 31, 2024, primarily due to seasonal inflows of public funds and growth in middle market.

Assets under administration and assets under management, in aggregate, decreased \$153.0 million, or 5.2%, at September 30, 2025, as compared to December 31, 2024, primarily due to volatility in the equity markets during the nine months ended September 30, 2025, and customer investment outflows.

Healthcare Financial Services

Operating Results:

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net interest income	\$ 100,041	\$ 93,940	\$ 294,027	\$ 271,742
Non-interest income	27,304	26,541	85,381	85,067
Non-interest expense	54,492	54,023	165,665	157,417
Pre-tax, pre-provision net revenue	\$ 72,853	\$ 66,458	\$ 213,743	\$ 199,392

Comparison to Prior Year Quarter

Healthcare Financial Services' PPNR increased \$6.4 million, or 9.6%, for the three months ended September 30, 2025, as compared to the three months ended September 30, 2024, due to increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$6.1 million increase in net interest income is primarily due to higher deposit balances, partially offset by lower deposit spreads. The \$0.8 million increase in non-interest income is primarily due to higher interchange fees and medical fees. The \$0.5 million increase in non-interest expense is primarily due to higher compensation and benefits costs, partially offset by lower service contract expenses.

Comparison to Prior Year to Date

Healthcare Financial Services' PPNR increased \$14.4 million, or 7.2%, for the nine months ended September 30, 2025, as compared to the nine months ended September 30, 2024, due to increases in net interest income and non-interest income, partially offset by an increase in non-interest expense. The \$22.3 million increase in net interest income is primarily due to higher deposit balances, partially offset by lower deposit spreads. The \$0.3 million increase in non-interest income is primarily due to higher interchange fees and medical fees. The \$8.2 million increase in non-interest expense is primarily due to higher compensation and benefits and technology costs, and a one-time lease termination benefit in the second quarter of 2024, partially offset by lower service contract expenses.

Selected Balance Sheet and Off-Balance Sheet Information:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Deposits	\$ 10,305,213	\$ 9,966,773
Assets under administration, through linked investment accounts (off-balance sheet)	6,270,170	5,321,736

Deposits increased \$338.4 million, or 3.4%, at September 30, 2025, as compared to December 31, 2024, primarily due to additional HSA Bank and Ametros account holders.

Assets under administration, through linked investment accounts, increased \$948.4 million, or 17.8%, at September 30, 2025, as compared to December 31, 2024, primarily due to additional HSA Bank account holders and an increase in investment account balances as a result of volatility in the equity markets during the nine months ended September 30, 2025.

Consumer Banking

Operating Results:

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net interest income	\$ 214,465	\$ 202,122	\$ 629,201	\$ 610,578
Non-interest income	24,909	28,299	75,704	86,669
Non-interest expense	125,397	116,253	371,097	352,279
Pre-tax, pre-provision net revenue	\$ 113,977	\$ 114,168	\$ 333,808	\$ 344,968

Comparison to Prior Year Quarter

Consumer Banking's PPNR decreased \$0.2 million, or 0.2%, for the three months ended September 30, 2025, as compared to the three months ended September 30, 2024, due to a decrease in non-interest income and an increase in non-interest expense, partially offset by an increase in net interest income. The \$12.3 million increase in net interest income is primarily due to higher average loan and deposit balances coupled with a higher interest rate spread on loans, partially offset by a lower interest rate spread on deposits. The \$3.4 million decrease in non-interest income is primarily due to a gain on an investment portfolio sale in the third quarter of 2024 and lower investment services income. The \$9.1 million increase in non-interest expense is primarily due to increased investments in technology, employee-related expenses, and loan-related expenses.

Comparison to Prior Year to Date

Consumer Banking's PPNR decreased \$11.2 million, or 3.2%, for the nine months ended September 30, 2025, as compared to the nine months ended September 30, 2024, due to a decrease in non-interest income and an increase in non-interest expense, partially offset by an increase in net interest income. The \$18.6 million increase in net interest income is primarily due to higher average loan and deposit balances coupled with a higher interest rate spread on loans, partially offset by a lower interest rate spread on deposits. The \$11.0 million decrease in non-interest income is primarily due to the net gain on sale of mortgage servicing rights in the first quarter of 2024, a gain on an investment portfolio sale in the third quarter of 2024, and lower investment services income, partially offset by increased deposit and loan servicing fees. The \$18.8 million increase in non-interest expense is primarily due to increased investments in technology, human capital, and outside professional services, partially offset by lower operational support expenses and costs related to debit card processing.

Selected Balance Sheet and Off-Balance Sheet Information:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Loans	\$ 12,683,490	\$ 11,886,095
Deposits	27,548,034	27,332,786
Assets under administration (off-balance sheet)	7,655,783	7,997,114

Loans increased \$797.4 million, or 6.7%, at September 30, 2025, as compared to December 31, 2024, primarily due to growth in residential mortgages and other consumer loans, partially offset by net principal paydowns in home equity loans/lines of credit and small business commercial loans. Total portfolio originations for the nine months ended September 30, 2025, and 2024, were \$1.7 billion and \$1.3 billion, respectively. The \$0.3 billion increase was primarily due to increased residential mortgage and home equity line/loan originations, partially offset by decreased small business commercial loan originations.

Deposits increased \$215.2 million, or 0.8%, at September 30, 2025, as compared to December 31, 2024, primarily due to growth in online savings, money market, and certificates of deposit products, partially offset by seasonal outflows in demand and interest-bearing checking.

Assets under administration decreased \$341.3 million, or 4.3%, at September 30, 2025, as compared to December 31, 2024, primarily due to the sale of two investment portfolios in the first quarter of 2025 and volatility in the equity markets during the nine months ended September 30, 2025.

Financial Condition

Total assets increased \$4.2 billion, or 5.3%, from \$79.0 billion at December 31, 2024, to \$83.2 billion at September 30, 2025. The change in total assets was primarily attributed to the following items, which experienced changes greater than \$100 million:

- Cash and cash equivalents increased \$1.0 billion, primarily due to an increase in interest-bearing deposits held at the FRB as a result of management's strategic decision to hold higher levels of on-balance sheet liquidity;
- Total investment securities, net increased \$0.5 billion, reflecting a \$0.9 billion increase in the available-for-sale portfolio, partially offset by a \$0.4 billion decrease in the held-to-maturity portfolio. The net increase in total investment securities was primarily due to purchases exceeding paydown activities, particularly across the Agency MBS, Agency CMBS, and CMBS categories;
- Loans and leases increased \$2.5 billion, primarily due to \$10.6 billion of originations during the nine months ended September 30, 2025, particularly across the commercial non-mortgage, commercial real estate, and residential mortgages categories, partially offset by net principal paydowns and the transfer of loans from portfolio to held for sale, particularly as it relates to joint venture activities in the second quarter of 2025; and
- Accrued interest receivable and other assets increased \$0.1 billion. Notable drivers of the change included increases in LIHTC investments, treasury derivative assets, other alternative investments, and accrued interest receivable, partially offset by a decrease in other assets.

Total liabilities increased \$3.8 billion, or 5.5%, from \$69.9 billion at December 31, 2024, to \$73.7 billion at September 30, 2025. The change in total liabilities was primarily attributed to the following items:

- Total deposits increased \$3.4 billion, reflecting a \$3.2 billion increase in interest-bearing deposits and \$0.2 billion net increase in non-interest-bearing deposits. The net increase in total deposits was primarily due to an increase in money market deposits, particularly from interSYNC, which contributed to \$1.9 billion of the change. The Company also experienced increases across all other deposit categories except for brokered certificates of deposit, which decreased primarily due to a change in short-term funding mix;
- Securities sold under agreements to repurchase decreased 0.2 billion primarily due to a change in short-term funding mix;
- FHLB advances increased \$0.5 billion, also primarily due to a change in short-term funding mix;
- Long-term debt increased \$0.3 billion, primarily due to the issuance of 5.784% fixed-rate reset subordinated notes due 2035 on September 11, 2025; and
- Accrued expenses and other liabilities decreased \$0.1 billion. Notable drivers of the change included decreases in treasury derivative liabilities, accrued compensation due to bonus payouts in March 2025, unfunded commitments for LIHTC investments, and accrued interest payable, partially offset by increases in operating lease liabilities and unsettled securities trades.

Total stockholders' equity increased \$0.4 billion, or 3.6%, from \$9.1 billion at December 31, 2024, to \$9.5 billion at September 30, 2025. The change in total stockholders' equity was attributed to the following items:

- Net income of \$747.0 million;
- Other comprehensive income, net of tax, of \$171.4 million;
- Dividends paid to common and preferred stockholders of \$202.8 million and \$12.5 million, respectively;
- Stock-based compensation expense of \$41.9 million;
- Stock options exercised of \$0.1 million; and
- Repurchases of common stock of \$392.9 million under the Company's common stock repurchase program and \$22.6 million related to employee stock-based compensation plan activity.

Investment Securities

Through its Corporate Treasury function, the Company maintains and invests in debt securities that are primarily used to provide a source of liquidity for operating needs, as a means to manage the Company's interest-rate risk, and to generate interest income. The Company's investment securities are classified into two major categories: available-for-sale and held-to-maturity.

The ALCO manages the Company's investment securities in accordance with regulatory guidelines and corporate policies, which include limitations on aspects such as concentrations in and types of investments, as well as minimum risk ratings per type of security. In addition, the OCC may further establish individual limits on certain types of investments if the concentration in such security presents a safety and soundness concern. Although the Bank held the entirety of the Company's investment securities portfolio at both September 30, 2025, and December 31, 2024, the Holding Company may also directly hold investments.

The following table summarizes the carrying amount and percentage composition of the Company's investment securities:

<i>(In thousands)</i>	September 30, 2025		December 31, 2024	
	Amount	%	Amount	%
Available-for-sale:				
Government agency debentures	\$ 196,071	2.0 %	\$ 186,426	2.1 %
Municipal bonds and notes	107,914	1.1	110,876	1.2
Agency CMO	25,833	0.3	29,043	0.3
Agency MBS	5,011,855	50.4	4,519,785	50.2
Agency CMBS	3,371,247	33.9	3,034,392	33.8
CMBS	821,447	8.3	625,388	6.9
Corporate debt	350,093	3.5	452,266	5.0
Private label MBS	38,409	0.4	39,219	0.4
Other	9,475	0.1	9,205	0.1
Total available-for-sale	\$ 9,932,344	100.0 %	\$ 9,006,600	100.0 %
Held-to-maturity:				
Agency CMO	\$ 17,581	0.2 %	\$ 19,847	0.2 %
Agency MBS	2,867,864	35.5	3,109,411	36.8
Agency CMBS	4,300,757	53.3	4,357,505	51.6
Municipal bonds and notes ⁽¹⁾	826,290	10.2	891,909	10.6
CMBS	65,115	0.8	65,690	0.8
Total held-to-maturity	\$ 8,077,607	100.0 %	\$ 8,444,362	100.0 %
Total investment securities	\$ 18,009,951		\$ 17,450,962	

(1) The balances at September 30, 2025, and December 31, 2024, exclude the ACL recorded on held-to-maturity securities of \$0.1 million and \$0.2 million, respectively.

Available-for-sale securities increased \$0.9 billion, or 10.3%, from \$9.0 billion at December 31, 2024, to \$9.9 billion at September 30, 2025, primarily due to purchases exceeding paydown activities, particularly across the Agency MBS, Agency CMBS, and CMBS categories. The average FTE yield on the available-for-sale portfolio was 4.79% and 4.73% for the three and nine months ended September 30, 2025, respectively, as compared to 4.30% and 4.04%, for the three and nine months ended September 30, 2024, respectively. The 49 and 69 basis point increases, respectively, are primarily due to higher yields on securities that were purchased in 2024 and 2025, as compared to the yields on securities with paydown activities or that were sold.

At September 30, 2025, and December 31, 2024, gross unrealized losses on available-for-sale securities were \$573.0 million and \$725.9 million, respectively. The \$152.9 million decrease is primarily due to lower market interest rates. On a quarterly basis, each available-for-sale security that is in an unrealized loss position is evaluated to determine whether the decline in fair value below the amortized cost basis is a result of any credit related factors. There was no ACL recorded on available-for-sale securities at September 30, 2025. At December 31, 2024, the ACL on available-for-sale securities was \$0.9 million, which related to a single Corporate debt security. Each of the Company's available-for-sale securities in an unrealized loss position at September 30, 2025, are investment grade, current as to principal and interest, and their price changes are consistent with interest and credit spreads when adjusting for duration, convexity, rating, and industry differences. Based on current market conditions and the Company's targeted balance sheet composition strategy, the Company intends to hold its available-for-sale securities in unrealized loss positions through the anticipated recovery period.

Held-to-maturity securities decreased \$0.3 billion, or 4.3%, from \$8.4 billion at December 31, 2024, to \$8.1 billion at September 30, 2025, primarily due to paydown activities across the Agency MBS, Agency CMBS, and Municipal bonds and notes categories. There were no purchases of held-to-maturity securities during the nine months ended September 30, 2025. The average FTE yield on the held-to-maturity portfolio was 3.98% for both the three and nine months ended September 30, 2025, respectively, as compared to 3.90% and 3.68% for the three and nine months ended September 30, 2024, respectively. The 8 and 30 basis point increases, respectively, are primarily due to higher yields on securities that were purchased in 2024, as compared to the yields on securities with paydown activities.

At September 30, 2025, and December 31, 2024, gross unrealized losses on held-to-maturity securities were \$857.7 million and \$992.7 million, respectively. The \$135.1 million decrease is primarily due to lower market interest rates. Held-to-maturity securities are evaluated for credit losses on a quarterly basis under the CECL methodology. At September 30, 2025, and December 31, 2024, the ACL on held-to-maturity securities was \$0.1 million and \$0.2 million, respectively.

The following table summarizes the maturity distribution of investment securities by the earlier of either contractual maturity or call date, as applicable, along with their respective weighted-average yields:

	September 30, 2025									
	1 Year or Less		1 - 5 Years		5 - 10 Years		After 10 Years		Total	
	Amount	Weighted-Average Yield ⁽¹⁾	Amount	Weighted-Average Yield ⁽¹⁾	Amount	Weighted-Average Yield ⁽¹⁾	Amount	Weighted-Average Yield ⁽¹⁾	Amount	Weighted-Average Yield ⁽¹⁾
<i>(Dollars in thousands)</i>										
Available-for-sale:										
Government agency debentures	\$ —	— %	\$ —	— %	\$ 99,574	2.51 %	\$ 123,254	3.76 %	\$ 222,828	3.20 %
Municipal bonds and notes	440	4.07	3,456	2.83	59,508	2.25	53,826	2.09	117,230	2.20
Agency CMO	1	5.00	—	—	1,901	3.42	26,053	2.80	27,955	2.84
Agency MBS	174	1.36	2,023	1.32	4,111	3.68	5,100,153	4.69	5,106,461	4.69
Agency CMBS	—	—	109,176	4.68	481,097	4.57	3,113,731	4.81	3,704,004	4.78
CMBS	—	—	16,259	5.87	—	—	806,467	5.82	822,726	5.83
Corporate debt	—	—	145,767	3.93	209,647	3.32	20,790	2.94	376,204	3.54
Private label MBS	—	—	—	—	—	—	41,857	4.01	41,857	4.01
Other	—	—	5,000	3.80	4,874	2.69	—	—	9,874	3.25
Total available-for-sale	\$ 615	3.30 %	\$ 281,681	4.30 %	\$ 860,712	3.85 %	\$ 9,286,131	4.79 %	\$ 10,429,139	4.70 %
Held-to-maturity:										
Agency CMO	\$ —	— %	\$ —	— %	\$ —	— %	\$ 17,581	2.88 %	\$ 17,581	2.88 %
Agency MBS	—	—	41	2.39	55,221	2.44	2,812,602	3.45	2,867,864	3.43
Agency CMBS	—	—	100,978	2.68	—	—	4,199,779	4.28	4,300,757	4.24
Municipal bonds and notes	5,457	2.78	69,851	2.76	217,522	2.89	533,460	3.31	826,290	2.78
CMBS	—	—	—	—	—	—	65,115	2.39	65,115	2.39
Total held-to-maturity	\$ 5,457	2.78 %	\$ 170,870	2.71 %	\$ 272,743	2.80 %	\$ 7,628,537	3.88 %	\$ 8,077,607	3.82 %
Total investment securities ⁽²⁾	\$ 6,072	2.83 %	\$ 452,551	3.70 %	\$ 1,133,455	3.60 %	\$ 16,914,668	4.38 %	\$ 18,506,746	4.32 %

(1) Weighted-average yields exclude FTE adjustments and hedge adjustments, and are calculated on a pre-tax basis using the current yield inclusive of premium amortization and discount accretion for each security, major type, and maturity bucket.

(2) Available-for-sale securities and held-to-maturity securities are presented at amortized cost before any allowance for credit losses.

Additional information regarding the Company's investment securities' portfolios can be found within Note 3: Investment Securities in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements.

Loans and Leases

The following table summarizes the amortized cost and percentage composition of the Company's loans and leases:

<i>(Dollars in thousands)</i>	September 30, 2025		December 31, 2024	
	Amount	%	Amount	%
Commercial non-mortgage	\$ 19,408,782	35.2 %	\$ 18,037,942	34.4 %
Asset-based	1,258,478	2.3	1,404,007	2.7
Commercial real estate	14,974,670	27.2	14,492,436	27.6
Multi-family	6,936,628	12.6	6,898,600	13.1
Equipment financing	1,245,549	2.3	1,235,016	2.3
Residential	9,509,142	17.3	8,853,669	16.9
Home equity	1,377,380	2.5	1,427,692	2.7
Other consumer	341,452	0.6	155,806	0.3
Total loans and leases ⁽¹⁾	\$ 55,052,081	100.0 %	\$ 52,505,168	100.0 %

- (1) The amortized cost balances at September 30, 2025, and December 31, 2024, exclude the ACL recorded on loans and leases of \$727.9 million and \$689.6 million, respectively.

The following table summarizes loans and leases by contractual maturity, along with the indication of whether interest rates are fixed or variable:

<i>(In thousands)</i>	September 30, 2025				
	1 Year or Less	1 - 5 Years	5 - 15 Years	After 15 Years	Total
Fixed rate:					
Commercial non-mortgage	\$ 256,170	\$ 1,046,760	\$ 2,785,074	\$ 1,501,629	\$ 5,589,633
Asset-based	109,183	353,380	—	—	462,563
Commercial real estate	930,330	2,093,021	661,295	121,040	3,805,686
Multi-family	666,328	3,464,287	611,831	105,956	4,848,402
Equipment financing	117,575	801,457	326,517	—	1,245,549
Residential	1,576	31,669	378,978	5,763,648	6,175,871
Home equity	3,039	20,126	150,402	218,124	391,691
Other consumer	11,821	259,152	44,985	32	315,990
Total fixed rate loans and leases	\$ 2,096,022	\$ 8,069,852	\$ 4,959,082	\$ 7,710,429	\$ 22,835,385
Variable rate:					
Commercial non-mortgage	\$ 3,580,467	\$ 8,094,906	\$ 2,075,247	\$ 68,529	\$ 13,819,149
Asset-based	329,940	465,975	—	—	795,915
Commercial real estate	2,169,749	6,193,154	2,257,951	548,130	11,168,984
Multi-family	377,793	1,085,727	621,571	3,135	2,088,226
Residential	549	6,854	225,241	3,100,627	3,333,271
Home equity	2,163	4,168	87,183	892,175	985,689
Other consumer	4,227	19,571	1,664	—	25,462
Total variable rate loans and leases ⁽¹⁾	\$ 6,464,888	\$ 15,870,355	\$ 5,268,857	\$ 4,612,596	\$ 32,216,696
Total loans and leases ⁽²⁾	\$ 8,560,910	\$ 23,940,207	\$ 10,227,939	\$ 12,323,025	\$ 55,052,081

- (1) The Company has a back-to-back swap program, whereby it enters into an interest rate swap with qualified customers and simultaneously enters into an equal and opposite interest-rate swap with a swap counterparty, to hedge interest rate risk. At September 30, 2025, there were 896 customer interest rate swap arrangements with a total notional amount of \$8.0 billion to convert floating-rate loan payments to fixed-rate loan payments, and 47 customer interest rate cap arrangements with a total notional amount of \$1.2 billion limiting how high interest rates can rise on variable-rate loans in a rising interest rate environment.

- (2) Amounts due exclude total accrued interest receivable of \$279.0 million.

Portfolio Concentrations

The Company actively monitors and manages concentrations of credit risk pertaining to specific industries, geographies, property types, and other characteristics that may exist in its loan and lease portfolio. At both September 30, 2025, and December 31, 2024, commercial non-mortgage, commercial real estate, and multi-family loans comprised approximately 75% of the Company's loan and lease portfolio, with a large portion of the borrowers or properties associated with these loans geographically concentrated in New York City and the proximate areas.

The following table summarizes the percentage composition of commercial non-mortgage loans by industry, as determined using NAICS codes, which are used by the Company to categorize loans based on the borrower's type of business:

Industry:	September 30, 2025	December 31, 2024
Finance	28.7 %	25.7 %
Public Administration	16.5	15.8
Services	16.2	16.1
Communications	7.1	7.7
Manufacturing	6.0	6.4
Real Estate	5.1	5.0
Retail & Wholesale	4.4	4.6
Transportation & Public Utilities	3.5	3.0
Healthcare	3.3	4.6
Construction	2.1	2.3
Other	7.1	8.8
Total Commercial non-mortgage	100.0 %	100.0 %

As illustrated above, concentrations are generally consistent from period to period. Any change in composition is consistent with the Company's portfolio growth strategy.

The following tables summarize the percentage composition of commercial real estate and multi-family loans by both geography and property type, and whether the properties are owner occupied or non-owner occupied:

Geography:	September 30, 2025			December 31, 2024		
	Owner Occupied	Non-Owner Occupied	Total	Owner Occupied	Non-Owner Occupied	Total
New York City	2.7 %	31.1 %	33.8 %	2.9 %	32.6 %	35.5 %
Other New York Counties	3.1	10.8	13.9	2.6	11.7	14.3
Connecticut	2.0	7.0	9.0	2.4	6.3	8.7
New Jersey	1.0	6.7	7.7	1.6	6.9	8.5
Massachusetts	1.3	5.1	6.4	1.4	4.9	6.3
Southeast	0.6	11.5	12.1	1.0	10.2	11.2
Other	1.1	16.0	17.1	1.4	14.1	15.5
Total Commercial real estate & Multi-family	11.8 %	88.2 %	100.0 %	13.3 %	86.7 %	100.0 %

Property Type:	September 30, 2025			December 31, 2024		
	Owner Occupied	Non-Owner Occupied	Total	Owner Occupied	Non-Owner Occupied	Total
Multi-family	0.2 %	34.9 %	35.1 %	0.4 %	34.3 %	34.7 %
Industrial & Warehouse	3.2	16.9	20.1	3.1	14.6	17.7
Retail	0.5	8.8	9.3	0.5	8.1	8.6
Construction	—	5.8	5.8	0.1	7.7	7.8
Medical Office	0.1	4.5	4.6	0.1	4.2	4.3
Healthcare & Senior Living	2.6	1.8	4.4	4.3	1.9	6.2
Traditional Office	—	3.9	3.9	—	3.8	3.8
Hotel	—	2.0	2.0	—	2.1	2.1
Other	5.2	9.6	14.8	4.8	10.0	14.8
Total Commercial real estate & Multi-family	11.8 %	88.2 %	100.0 %	13.3 %	86.7 %	100.0 %

The weighted-average LTV ratio for non-owner occupied commercial real estate and multi-family loans at both September 30, 2025, and December 31, 2024, was 57%. The Company calculates its LTV ratios primarily using appraisals at origination unless a full appraisal is subsequently required based on deal-specific events.

Given the foundational change in office demand driven by the acceptance of remote work options, the commercial real estate market has continued to experience an increase in office property vacancies. As such, commercial real estate performance across the United States related to the traditional office sector continues to be an area of uncertainty. At September 30, 2025, the outstanding principal balance of traditional office commercial real estate loans was approximately \$0.7 billion, which had corresponding reserves of \$42.8 million. While the Company does anticipate ongoing change in the traditional office sector, management believes that its reserve levels reflect the expected credit losses in the portfolio.

Credit Policies and Procedures

The Bank has credit policies and procedures in place designed to support its lending activities within an acceptable level of risk, which are reviewed and approved by management and the Board of Directors on a regular basis. To assist with this process, management inspects reports generated by the Company's loan reporting systems related to loan production, loan quality, concentrations of credit, loan delinquencies, non-performing loans, and potential problem loans.

Commercial non-mortgage, asset-based, and equipment finance loans are underwritten after evaluating and understanding the borrower's ability to operate and service its debt. Assessment of the borrower's management is a critical element of the underwriting process and credit decision. Once it has been determined that the borrower's management possesses sound ethics and a solid business acumen, current and projected cash flows are examined to determine the ability of the borrower to repay obligations, as contracted. Commercial non-mortgage, asset-based, and equipment finance loans are primarily made based on the identified cash flows of the borrower, and secondarily on the underlying collateral provided by the borrower. However, the cash flows of borrowers may not be as expected, and the collateral securing these loans, as applicable, may fluctuate in value. Most commercial non-mortgage, asset-based, and equipment finance loans are secured by the assets being financed and may incorporate personal guarantees of the principal balance.

Commercial real estate loans, including multi-family, are subject to underwriting standards and processes similar to those for commercial non-mortgage, asset-based, and equipment finance loans. These loans are primarily viewed as cash flow loans, and secondarily as loans secured by real estate. Repayment of commercial real estate loans is largely dependent on the successful operation of the property securing the loan, the market in which the property is located, and the tenants of the property securing the loan. Management monitors and evaluates commercial real estate loans based on collateral, geography, and risk grade criteria. All transactions are appraised to determine market value. Commercial real estate loans may be adversely affected by conditions in the real estate markets or in the general economy. Management periodically utilizes third-party experts to provide insight and guidance about economic conditions and trends affecting its commercial real estate loan portfolio.

The Bank requires a valuation of real estate collateral, which generally includes third-party appraisals, at the time of origination or renewal in accordance with regulatory guidance. On an annual basis, appraisal assumptions and other factors are internally reviewed to determine whether an incremental third-party appraisal is warranted. New appraisals are obtained sooner if a loan becomes adversely classified, substandard, or non-accrual.

Consumer loans are subject to policies and procedures developed to manage the specific risk characteristics of the portfolio. These policies and procedures, coupled with relatively small individual loan amounts and predominately collateralized loan structures, are spread across many different borrowers, minimizing the level of credit risk. Trend and outlook reports are reviewed by management on a regular basis, and policies and procedures are modified or developed, as needed. Underwriting factors for residential mortgage and home equity loans include the borrower's FICO score, the loan amount relative to property value, and the borrower's debt-to-income level. The Bank originates both qualified mortgage and non-qualified mortgage loans.

Allowance for Credit Losses on Loans and Leases

The ACL on loans and leases increased \$38.3 million, or 5.6%, from \$689.6 million at December 31, 2024, to \$727.9 million at September 30, 2025, primarily due to additional reserves resulting from uncertainty in the current macroeconomic environment and loan growth, partially offset by net charge-offs and improvements in risk rating migration.

The following table summarizes the percentage allocation of the ACL across the loans and leases categories:

<i>(Dollars in thousands)</i>	September 30, 2025		December 31, 2024	
	Amount	% ⁽¹⁾	Amount	% ⁽¹⁾
Commercial non-mortgage	\$ 286,199	39.3 %	\$ 270,613	39.2 %
Asset-based	28,093	3.9	30,049	4.4
Commercial real estate	250,452	34.3	245,124	35.5
Multi-family	62,269	8.6	70,998	10.3
Equipment financing	15,689	2.2	19,087	2.8
Residential	40,592	5.6	27,354	4.0
Home equity	26,438	3.6	19,625	2.8
Other consumer	18,165	2.5	6,716	1.0
Total ACL on loans and leases	\$ 727,897	100.0 %	\$ 689,566	100.0 %

(1) The ACL allocated to a single loan and lease category does not preclude its availability to absorb losses in other categories.

Methodology

The Company's ACL on loans and leases is considered to be a critical accounting policy. The ACL on loans and leases is a contra-asset account that offsets the amortized cost basis of loans and leases for the credit losses that are expected to occur over the life of the asset. Executive management reviews and advises on the adequacy of the allowance on a quarterly basis, which is maintained at a level that management deems to be sufficient to cover expected losses within the loan and lease portfolios.

The ACL on loans and leases is determined using the CECL model, whereby an expected lifetime credit loss is recognized at the origination or purchase of an asset, including those acquired through a business combination, which is then reassessed at each reporting date over the contractual life of the asset. The calculation of expected credit losses includes consideration of past events, current conditions, and reasonable and supportable economic forecasts that affect the collectability of the reported amounts. Generally, expected credit losses are determined through a pooled, collective assessment of loans and leases with similar risk characteristics. However, if the risk characteristics of a loan or lease change such that it no longer aligns to that of the collectively assessed pool, it is removed from the population and individually assessed for credit losses. The total ACL on loans and leases recorded by management represents the aggregated estimated credit loss determined through both the collective and individual assessments.

Collectively Assessed Loans and Leases. Collectively assessed loans and leases are segmented based on product type and credit quality, and expected losses are determined using models that follow a PD, LGD, or EAD framework. Under these frameworks, expected credit losses are calculated as the product of the probability of a loan defaulting, expected loss given the occurrence of a default, and the expected exposure of a loan at default. Summing the product across loans over their lives yields the lifetime expected credit losses for a given portfolio. The Company's PD and LGD calculations are predictive models that measure the current risk profile of the loan pools using forecasts of future macroeconomic conditions, historical loss information, loan-level risk attributes, and credit quality indicators. The calculation of EAD follows an iterative process to determine the expected remaining principal balance of a loan based on historical paydown rates for loans of a similar segment within the same portfolio. The calculation of portfolio exposure in future quarters incorporates expected losses, the loan's amortization schedule, and prepayment rates.

The Company's models incorporate a baseline and a downside macroeconomic forecast scenario, and management weights the scenarios to arrive at the most likely macroeconomic scenario for each quarter end over a reasonable and supportable forecast period. The development of the reasonable and supportable forecast assumes that each portfolio will revert to its long-term loss rate expectation. The reasonable and supportable forecast period is two years, after which the reversion period is one year. Models use output reversion and revert to mean historical portfolio and risk rating specific loss rates on a straight-line basis in the third year of the forecast.

The Company incorporates forecasts of macroeconomic variables in the determination of expected credit losses. Macroeconomic variables are selected for each class of financing receivable based on relevant factors, such as asset type and the correlation of the variables to credit losses, among others. Data from the forecast scenario of these macroeconomic variables are used as inputs to the modeled loss calculation.

A portion of the collective ACL is comprised of qualitative adjustments for risk characteristics that are not reflected or captured in the quantitative models, but are likely to impact the measurement of estimated credit losses. Qualitative adjustments are based on management's judgment of the Company, market, industry, or business specific data, and may be applied in relation to economic forecasts when relevant facts and circumstances are expected to impact credit losses, particularly in times of significant volatility in economic activity. Qualitative factors that are generally used in the Company's models for all loan and lease portfolios include, but are not limited to, nature and volume of portfolio growth, credit quality trends, underwriting exception levels, quality of internal loan review, credit concentrations, and staffing trends.

During the third quarter of 2025, the Company completed a refresh of its CECL models, incorporating additional loss history and enhancements to modeling methodologies used in the estimation process, which resulted in an increase in the quantitative portion of the collective ACL relative to the total ACL on loans and leases. The refreshed models reflect the estimated impact of economic conditions including tariffs, the risk of recession/inflation, and the general economic uncertainty associated with these evolving risks. The change in expected macroeconomic conditions resulted in an increase to the collective ACL of \$29.5 million from December 31, 2024, to September 30, 2025. The qualitative portion of the collective ACL accounted for approximately 21% and 39% of the total ACL on loans and leases at September 30, 2025, and December 31, 2024, respectively. The composition of qualitative reserves primarily relates to credit quality trends and credit concentrations, which decreased in the current quarter as a result of the effects of the CECL model refresh along with improvements in commercial risk rating migration trends.

Individually Assessed Loans and Leases. If the risk characteristics of a loan or lease change such that it no longer matches the risk characteristics of the collectively assessed pool, it is removed from the population and individually assessed for credit losses. Generally, all non-accrual loans and loans with a charge-off are individually assessed. The measurement method used to calculate the expected credit loss on an individually assessed loan or lease depends on the type and whether the loan or lease is considered to be collateral dependent. Methods for collateral dependent commercial loans are either based on the fair value of the collateral less estimated costs to sell when the basis of repayment is the sale of collateral, or the present value of the expected cash flows from the operation of the collateral. For non-collateral dependent loans, either a discounted cash flow method or other loss factor method is used. Any individually assessed loan or lease for which no specific allowance is deemed necessary is either the result of sufficient cash flows or sufficient collateral coverage relative to the amortized cost of the asset.

Additional information regarding the Company's ACL methodology can be found within Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Asset Quality Ratios

The Company manages asset quality using risk tolerance levels established through the Company's underwriting standards, servicing, and management of its loan and lease portfolio. Loans and leases for which a heightened risk of loss has been identified are regularly monitored to mitigate further deterioration and preserve asset quality in future periods. Non-performing assets, credit losses, and net charge-offs are considered by management to be key measures of asset quality.

The following table summarizes key asset quality ratios and their underlying components:

<i>(Dollars in thousands)</i>	September 30, 2025	December 31, 2024
Non-performing loans and leases ⁽¹⁾⁽²⁾	\$ 543,928	\$ 461,326
Total loans and leases	55,052,081	52,505,168
Non-performing loans and leases as a percentage of total loans and leases	0.99 %	0.88 %
Non-performing loans and leases ⁽¹⁾⁽²⁾	\$ 543,928	\$ 461,326
Add: OREO and repossessed assets	1,399	425
Total non-performing assets ⁽¹⁾	\$ 545,327	\$ 461,751
Total loans and leases plus OREO and repossessed assets	\$ 55,053,480	\$ 52,505,593
Non-performing assets as a percentage of total loans and leases plus OREO and repossessed assets	0.99 %	0.88 %
Non-performing assets ⁽¹⁾	\$ 545,327	\$ 461,751
Total assets	83,192,652	79,025,073
Non-performing assets as a percentage of total assets	0.66 %	0.58 %
ACL on loans and leases	\$ 727,897	\$ 689,566
Non-performing loans and leases ⁽¹⁾⁽²⁾	543,928	461,326
ACL on loans and leases as a percentage of non-performing loans and leases	133.82 %	149.47 %
ACL on loans and leases	\$ 727,897	\$ 689,566
Total loans and leases	55,052,081	52,505,168
ACL on loans and leases as a percentage of total loans and leases	1.32 %	1.31 %
ACL on loans and leases	\$ 727,897	\$ 689,566
Net charge-offs (annualized)	172,949	166,914
Ratio of ACL on loans and leases to net charge-offs (annualized)	4.21x	4.13x

- (1) Non-performing asset balances and related asset quality ratios exclude the impact of net unamortized (discounts)/premiums and net unamortized deferred (fees)/costs on loans and leases.
- (2) The change from December 31, 2024, to September 30, 2025, is primarily due to increases in non-performing commercial real estate, asset-based, and multi-family, partially offset by a decrease in non-performing commercial non-mortgage.

The following table summarizes net charge-offs (recoveries) as a percentage of average loans and leases for each category:

	Three months ended September 30,					
	2025			2024		
	Net Charge-offs (Recoveries)	Average Balance	% ⁽¹⁾	Net Charge-offs (Recoveries)	Average Balance	% ⁽¹⁾
<i>(Dollars in thousands)</i>						
Commercial non-mortgage	\$ 15,697	\$ 19,221,539	0.33 %	\$ 9,551	\$ 16,904,543	0.23 %
Asset-based	7,594	1,289,208	2.36	—	1,452,794	—
Commercial real estate	12,829	14,681,460	0.35	20,827	14,481,233	0.58
Multi-family	75	6,827,086	—	5,631	7,734,060	0.29
Equipment financing	954	1,230,100	0.31	(24)	1,261,715	(0.01)
Residential	(72)	9,416,499	—	(473)	8,390,613	(0.02)
Home equity	(389)	1,381,770	(0.11)	(799)	1,451,137	(0.22)
Other consumer	1,666	325,298	2.05	713	76,098	3.75
Total	\$ 38,354	\$ 54,372,960	0.28 %	\$ 35,426	\$ 51,752,193	0.27 %

	Nine months ended September 30,					
	2025			2024		
	Net Charge-offs (Recoveries)	Average Balance	% ⁽¹⁾	Net Charge-offs (Recoveries)	Average Balance	% ⁽¹⁾
<i>(Dollars in thousands)</i>						
Commercial non-mortgage	\$ 55,712	\$ 18,559,699	0.40 %	\$ 53,201	\$ 16,858,873	0.42 %
Asset-based	23,181	1,352,451	2.29	5,048	1,483,084	0.45
Commercial real estate	46,553	14,519,775	0.43	32,367	14,101,337	0.31
Multi-family	322	6,863,801	0.01	12,976	7,834,893	0.22
Equipment financing	2,547	1,219,227	0.28	3,297	1,273,690	0.35
Residential	(912)	9,211,754	(0.01)	(815)	8,289,757	(0.01)
Home equity	(1,177)	1,394,396	(0.11)	(2,648)	1,474,676	(0.24)
Other consumer	3,486	291,928	1.59	2,617	60,203	5.80
Total	\$ 129,712	\$ 53,413,031	0.32 %	\$ 106,043	\$ 51,376,513	0.28 %

(1) Percentage represents annualized net charge-offs (recoveries) to average loans and leases within the comparable category.

Comparison to Prior Year Quarter

Net charge-offs increased \$3.0 million, or 8.3%, to \$38.4 million for the three months ended September 30, 2025, as compared to \$35.4 million for the three months ended September 30, 2024, primarily due to increases in asset-based and commercial non-mortgage, partially offset by decreases in commercial real estate and multi-family.

Comparison to Prior Year to Date

Net charge-offs increased \$23.7 million, or 22.3%, to \$129.7 million for the nine months ended September 30, 2025, as compared to \$106.0 million for the nine months ended September 30, 2024, primarily due to increases in asset-based, commercial real estate, and commercial non-mortgage, partially offset by a decrease in multi-family.

Liquidity and Capital Resources

The Company manages its cash flow requirements through proactive liquidity measures at both the Holding Company and the Bank. In order to maintain stable, cost-effective funding, and to promote overall balance sheet strength, the liquidity position of the Company is continuously monitored, and adjustments are made to balance sources and uses of funds, as appropriate. At September 30, 2025, management is not aware of any events that are reasonably likely to have a material adverse effect on the Company's liquidity position, capital resources, or operating activities.

Cash inflows are provided through a variety of sources, including principal and interest payments on loans and investments, unpledged securities that can be sold or utilized to secure funding, and new deposits. The Company is committed to maintaining a strong base of core deposits, which consists of demand, health savings, interest-bearing checking, money market, and savings accounts, to support growth in its loan portfolios. Management actively monitors the interest rate environment and makes adjustments to its deposit strategy in response to evolving market conditions, funding needs, and client relationship dynamics.

Holding Company Liquidity. The primary source of liquidity at the Holding Company is dividends from the Bank. To a lesser extent, investment income, net proceeds from investment sales, borrowings, and public offerings may provide additional liquidity. The Holding Company generally uses its funds for principal and interest payments on senior notes, subordinated notes, and junior subordinated debt, dividend payments to preferred and common stockholders, repurchases of its common stock, and purchases of debt and equity securities, as applicable.

There are certain restrictions on the Bank's payment of dividends to the Holding Company, which can be found within Note 10: Regulatory Capital and Restrictions in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements of this report, and under the section captioned "Supervision and Regulation" in Part I - Item 1. Business of the Company's Annual Report on Form 10-K for the year ended December 31, 2024. During the three and nine months ended September 30, 2025, the Bank paid \$200.0 million and \$500.0 million in dividends to the Holding Company, respectively. At September 30, 2025, there was \$776.8 million of retained earnings available for the payment of dividends by the Bank to the Holding Company. On October 29, 2025, the Bank was approved to pay the Holding Company \$400.0 million in dividends in the fourth quarter of 2025.

The quarterly cash dividend to common stockholders remained at \$0.40 per common share for the three months ended September 30, 2025. On October 29, 2025, it was announced that the Holding Company's Board of Directors had declared a quarterly cash dividend of \$0.40 per share on Webster common stock. For the Series F Preferred Stock and Series G Preferred Stock, quarterly cash dividends of \$328.125 per share and \$16.25 per share, respectively, were declared. The Company continues to monitor economic forecasts, anticipated earnings, and its capital position in the determination of its dividend payments.

The Holding Company maintains a common stock repurchase program, which was approved by the Board of Directors, that permits management to repurchase shares of its common stock in open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the SEC, subject to the availability and trading price of stock, general market conditions, alternative uses for capital, regulatory considerations, and the Company's financial performance. On April 30, 2025, the Board of Directors increased management's authority to repurchase shares of Webster common stock under the repurchase program by \$700.0 million. During the three and nine months ended September 30, 2025, the Holding Company repurchased 2,231,026 and 7,320,994 shares, respectively, under the program at a weighted-average price of \$58.17 and \$53.19 per share, respectively, totaling \$129.8 million and \$389.4 million, respectively. At September 30, 2025, the Holding Company's remaining repurchase authority was \$538.6 million.

In addition, the Holding Company will periodically acquire common shares outside of the repurchase program related to employee stock compensation plan activity. During the three and nine months ended September 30, 2025, the Holding Company repurchased 6,870 and 399,644 shares, respectively, at a weighted-average price of \$59.17 and \$56.54 per share, respectively, totaling \$0.4 million and \$22.6 million, respectively, for this purpose.

Webster Bank Liquidity. The Bank's primary source of funding is its core deposits. Including time deposits, the Bank had a loan to total deposit ratio of 80.8% and 81.1% at September 30, 2025, and December 31, 2024, respectively.

The Bank is required by OCC regulations to maintain a sufficient level of liquidity to ensure safe and sound operations. The adequacy of liquidity, as assessed by the OCC, depends on factors such as overall asset and liability structure, market conditions, competition, and the nature of the institution's deposit and loan customers. At September 30, 2025, the Bank exceeded all regulatory liquidity requirements. The Company has designed a detailed contingency plan in order to respond to any liquidity concerns in a prompt and comprehensive manner, including early detection of potential problems and corrective action to address liquidity stress scenarios.

Capital Requirements. The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory actions by regulators that could have a direct material effect on the Company's Condensed Consolidated Financial Statements. Under capital adequacy guidelines and/or the regulatory framework for prompt corrective action (applies to the Bank only), both the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated pursuant to regulatory directives. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by Basel III to ensure capital adequacy require the Company and the Bank to maintain minimum ratios of CET1 Risk-Based Capital, Tier 1 Risk-Based Capital, Total Risk-Based Capital, and Tier 1 Leverage Capital, as defined in the regulations.

The following table presents the minimum ratios required as of September 30, 2025, and December 31, 2024:

	Adequately Capitalized	Well Capitalized
CET1 Risk-Based Capital	4.5 %	6.5 %
Tier 1 Risk-Based Capital	6.0	8.0
Total Risk-Based Capital	8.0	10.0
Tier 1 Leverage Capital	4.0	5.0

At September 30, 2025, and December 31, 2024, both the Company and the Bank were classified as "well-capitalized." Management believes that no events or changes have occurred subsequent to quarter-end and through the date of this Quarterly Report on Form 10-Q that would change this designation.

The Company's and the Bank's capital ratios, which exceeded minimum regulatory requirements, were as follows:

(Dollars in thousands)	September 30, 2025		December 31, 2024 ⁽¹⁾	
	Capital/Assets	Ratio	Capital/Assets	Ratio
Webster Financial Corporation				
CET1 Risk-Based Capital	\$ 6,480,775	11.39 %	\$ 6,318,876	11.54 %
Tier 1 Risk-Based Capital	6,764,754	11.89	6,602,855	12.06 %
Total Risk-Based Capital	8,352,757	14.68	7,800,717	14.24 %
Tier 1 Leverage Capital	6,764,754	8.51	6,602,855	8.70 %
Risk-weighted assets	56,896,293		54,767,609	
Webster Bank				
CET1 Risk-Based Capital	\$ 7,161,572	12.60 %	\$ 6,847,474	12.53 %
Tier 1 Risk-Based Capital	7,161,572	12.60	6,847,474	12.53 %
Total Risk-Based Capital	7,872,291	13.85	7,512,143	13.74 %
Tier 1 Leverage Capital	7,161,572	9.02	6,847,474	9.04 %
Risk-weighted assets	56,851,473		54,667,360	

- (1) In accordance with regulatory capital rules, the Company elected to delay the estimated impact of the adoption of CECL on its regulatory capital over a two-year deferral period, which ended on January 1, 2022, and a subsequent three-year transition period, which ended on December 31, 2024. During the three-year transition period, regulatory capital ratios phased out the aggregate amount of the regulatory capital benefit provided from the delayed CECL adoption in the initial two years. For 2024, the Company was allowed 25% of the regulatory capital benefit as of December 31, 2021. Full absorption occurred in 2025.

Additional information regarding the required regulatory capital levels and ratios applicable to the Company and the Bank can be found within Note 10: Regulatory Capital and Restrictions in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements.

Sources and Uses of Funds

Sources of Funds. Deposits are the primary source of cash flows for the Bank's lending activities and general operational needs. Loan and securities repayments, proceeds from sales of loans and securities held for sale, and maturities also provide cash flows. While scheduled loan and securities repayments are a relatively stable source of funds, prepayments and other deposit inflows are influenced by economic conditions and prevailing interest rates, the timing of which are inherently uncertain. Additional sources of funds are provided by both short-term and long-term borrowings, and to a lesser extent, dividends received as part of the Bank's membership with the FHLB and FRB.

Deposits. The Bank offers a wide variety of checking and savings deposit products designed to meet the transactional and investment needs of its consumer and business customers. The Bank's deposit services include, but are not limited to, ATM and debit card use, direct deposit, ACH payments, mobile banking, internet-based banking, banking by mail, account transfers, and overdraft protection, among others. The Bank manages the flow of funds in its deposit accounts and interest rates consistent with FDIC regulations. The Bank's Consumer and Digital Pricing Committee and its Commercial and Institutional Liability and Loan Pricing Committee both meet regularly to determine pricing and marketing initiatives. In addition, the Bank may use brokered certificates of deposit as a funding source, which are managed based on established limits set by the ALCO.

Total deposits were \$68.2 billion and \$64.8 billion at September 30, 2025, and December 31, 2024, respectively. The \$3.4 billion net increase in total deposits was primarily due to an increase in money market deposits, particularly from interSYNC, which contributed to \$1.9 billion of the change. The Company also experienced increases across all other deposit categories except for brokered certificates of deposit, which decreased primarily due to a change in short-term funding mix.

The following table summarizes daily average balances of deposits by type and the weighted-average rates paid thereon:

	Three months ended September 30,			
	2025		2024	
	Average Balance	Average Rate	Average Balance	Average Rate
<i>(Dollars in thousands)</i>				
Non-interest-bearing:				
Demand	\$ 10,141,954	— %	\$ 10,243,045	— %
Interest-bearing:				
Checking	10,502,974	1.79	9,744,885	1.96
Health savings accounts	9,127,705	0.17	8,546,941	0.15
Money market	22,513,065	3.54	19,945,165	4.17
Savings	7,233,339	1.69	6,909,526	1.69
Certificates of deposit	6,120,864	3.49	5,895,329	4.34
Brokered certificates of deposit	1,679,127	4.39	1,294,764	5.28
Total interest-bearing	57,177,074	2.47	52,336,610	2.82
Total average deposits	\$ 67,319,028	2.10 %	\$ 62,579,655	2.36 %
	Nine months ended September 30,			
	2025		2024	
	Average Balance	Average Rate	Average Balance	Average Rate
<i>(Dollars in thousands)</i>				
Non-interest-bearing:				
Demand	\$ 10,178,346	— %	\$ 10,327,076	— %
Interest-bearing:				
Checking	9,997,950	1.75	9,475,927	1.89
Health savings accounts	9,190,317	0.16	8,560,303	0.15
Money market	21,762,954	3.53	18,905,798	4.16
Savings	7,267,170	1.67	6,845,957	1.50
Certificates of deposit	6,076,756	3.53	5,861,288	4.39
Brokered certificates of deposit	1,619,633	4.43	1,647,193	5.36
Total interest-bearing	55,914,780	2.44	51,296,466	2.78
Total average deposits	\$ 66,093,126	2.07 %	\$ 61,623,542	2.32 %

Uninsured deposits represent the portion of deposit accounts in U.S. offices that exceed the FDIC insurance limit or similar state deposit insurance regimes, and amounts in any other uninsured investment or deposit accounts that are classified as deposits and not subject to any federal or state deposit insurance regimes. The Company calculates its uninsured deposit balances based on the methodologies and assumptions used for regulatory reporting requirements, which includes an estimated portion and affiliate deposits. At September 30, 2025, and December 31, 2024, total uninsured deposits as per regulatory reporting requirements and reported on Schedule RC-O of the Bank's Call Report were \$24.5 billion and \$22.6 billion, respectively.

The following table summarizes uninsured deposits information at September 30, 2025, after certain exclusions:

<i>(In thousands)</i>	September 30, 2025
Uninsured deposits, per regulatory reporting requirements	\$ 24,485,272
Less: Affiliate deposits	(4,826,300)
Collateralized deposits	(5,623,637)
Uninsured deposits, after exclusions	\$ 14,035,335
Immediately available liquidity ⁽¹⁾	\$ 27,616,917
Uninsured deposits coverage	196.8%

(1) Reflects \$8.3 billion and \$16.7 billion of additional borrowing capacity from the FHLB and the FRB, respectively, and \$2.6 billion of interest-bearing deposits held at FRB.

Uninsured deposits, after adjusting for affiliate deposits and collateralized deposits, represented 20.6% of total deposits at September 30, 2025. Management believes that this presentation provides a more accurate view of deposits at risk given that affiliate deposits are not customer-facing, and therefore are eliminated upon consolidation, and collateralized deposits are secured by other means. As of the date of this Quarterly Report on Form 10-Q, the Company's uninsured deposits as a percentage of total deposits, adjusted for affiliate deposits and collateralized deposits, is consistent with the percentage reported at September 30, 2025.

The following table summarizes the portion of U.S. time deposits in excess of the FDIC insurance limit and time deposits otherwise uninsured by contractual maturity:

<i>(In thousands)</i>	September 30, 2025
Portion of U.S. time deposits in excess of insurance limit	\$ 597,825
Time deposits otherwise uninsured with a maturity of:	
3 months or less	\$ 286,371
Over 3 months through 6 months	218,236
Over 6 months through 12 months	92,014
Over 12 months	1,204

Additional information regarding period-end deposit balances and rates can be found within Note 6: Deposits in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements.

Borrowings. The Bank's primary borrowing sources include securities sold under agreements to repurchase, federal funds purchased, FHLB advances, and long-term debt. Total borrowings were \$3.9 billion and \$3.4 billion at September 30, 2025, and December 31, 2024, respectively, and represented 4.7% and 4.3% of total assets, respectively. The \$0.5 billion net increase is primarily due to increases of \$0.4 billion in FHLB advances and \$0.3 billion in long-term debt, partially offset by a decrease of \$0.2 billion in securities sold under agreements to repurchase.

Securities sold under agreements to repurchase are generally a form of short-term funding for the Bank in which it sells securities to counterparties with an agreement to buy them back in the future at a fixed price. Securities sold under agreements to repurchase totaled \$101.7 million and \$344.2 million at September 30, 2025, and December 31, 2024, respectively. The \$0.2 billion decrease is primarily due to a change in short-term funding mix.

The Bank may also purchase term and overnight federal funds to meet its short-term liquidity needs. There were no federal funds purchased at September 30, 2025 and December 31, 2024.

FHLB advances are not only utilized as a source of funding, but also for interest rate risk management purposes. FHLB advances totaled \$2.6 billion and \$2.1 billion at September 30, 2025, and December 31, 2024, respectively. The \$0.5 billion increase is primarily due to a change in short-term funding mix.

Long-term debt consists of senior notes maturing in 2029, subordinated notes maturing in 2029, 2030, and 2035, and junior subordinated notes maturing in 2033. Long-term debt totaled \$1.2 billion and \$0.9 billion at September 30, 2025 and December 31, 2024, respectively. The \$0.3 billion increase is primarily due to the issuance of 5.784% fixed-rate reset subordinated notes due 2035 on September 11, 2025.

The Bank had additional borrowing capacity from the FHLB of \$8.3 billion and \$8.7 billion at September 30, 2025, and December 31, 2024, respectively. The Bank also had additional borrowing capacity from the FRB of \$16.7 billion and \$13.3 billion at September 30, 2025, and December 31, 2024, respectively. Unencumbered investment securities of \$0.6 billion at September 30, 2025 could have been used for collateral on borrowings or to increase borrowing capacity by either \$0.4 billion with the FHLB or \$0.6 billion with the FRB.

The following table summarizes daily average balances of borrowings by type and the weighted-average rates paid thereon:

	Three months ended September 30,			
	2025		2024	
	Average Balance	Average Rate	Average Balance	Average Rate
<i>(Dollars in thousands)</i>				
Securities sold under agreements to repurchase	\$ 139,567	1.77 %	\$ 125,738	0.12 %
FHLB advances	2,602,949	4.45	2,535,497	5.43
Long-term debt ⁽¹⁾	960,497	4.53	887,090	3.56
Total average borrowings	\$ 3,703,013	4.37 %	\$ 3,548,325	4.77 %

	Nine months ended September 30,			
	2025		2024	
	Average Balance	Average Rate	Average Balance	Average Rate
<i>(Dollars in thousands)</i>				
Securities sold under agreements to repurchase	\$ 164,659	2.02 %	\$ 125,492	0.26 %
Federal funds purchased	—	—	72,537	5.46
FHLB advances	2,456,918	4.46	2,551,535	5.47
Long-term debt ⁽¹⁾	911,107	4.41	909,294	3.58
Total average borrowings	\$ 3,532,684	4.33 %	\$ 3,658,858	4.82 %

- (1) The average balance of long-term debt for the three and nine months ended September 30, 2024, has been recast in connection with a change in presentation effective as of December 31, 2024. Additional information regarding this change in presentation can be found under the section captioned “Net Interest Income Analysis” contained elsewhere in this Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Additional information regarding period-end borrowings balances and rates can be found within Note 7: Borrowings in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements.

Federal Home Loan Bank and Federal Reserve Bank Stock. The Bank is a member of the FHLB System, which consists of 11 district FHLBs, each of which is subject to the supervision and regulation of the Federal Housing Finance Agency. An activity-based capital stock investment in the FHLB is required in order for the Bank to maintain its membership and access advances and other extensions of credit for sources of funds and liquidity purposes. The FHLB capital stock investment is restricted as there is no market for it, and it can only be redeemed by the FHLB. The Bank held FHLB capital stock of \$109.4 million and \$91.7 million at September 30, 2025, and December 31, 2024, respectively. The most recent FHLB quarterly cash dividend was paid on November 4, 2025, in an amount equal to an annual yield of 7.39%.

The Bank is also required to hold FRB stock equal to 6% of its capital and surplus, of which 50% is paid. The remaining 50% is subject to call when deemed necessary by the Federal Reserve System. Similar to FHLB stock, the FRB capital stock investment is restricted as there is no market for it, and it can only be redeemed by the FRB. The Bank held FRB capital stock of \$230.9 million and \$229.6 million at September 30, 2025, and December 31, 2024, respectively. The most recent FRB semi-annual cash dividend was paid on June 30, 2025, in an amount equal to an annual yield of 4.42%.

Uses of Funds. The Company enters into various contractual obligations in the normal course of business that require future cash payments and that could impact its short-term and long-term liquidity and capital resource needs. The following table summarizes significant fixed and determinable contractual obligations at September 30, 2025. The actual timing and amounts of future cash payments may differ from the amounts presented. Based on the Company's current liquidity position, it is expected that our sources of funds will be sufficient to fulfill these obligations when they come due.

(In thousands)	Payments Due by Period ⁽¹⁾						
	2025	2026	2027	2028	2029	Thereafter	Total
Senior notes	\$ —	\$ —	\$ —	\$ —	\$ 300,000	\$ —	\$ 300,000
Subordinated notes ⁽²⁾	—	—	—	—	274,000	575,000	849,000
Junior subordinated debt	—	—	—	—	—	77,320	77,320
FHLB advances	2,430,000	120,000	206	204	622	9,785	2,560,817
Securities sold under agreements to repurchase	101,717	—	—	—	—	—	101,717
Time deposits	4,185,109	3,287,469	41,806	20,409	16,908	24,112	7,575,813
Operating lease liabilities	6,649	39,000	35,677	33,731	29,642	96,668	241,367
Royalty liabilities	250	1,000	1,000	1,000	1,000	4,887	9,137
Total contractual obligations	\$ 6,723,725	\$ 3,447,469	\$ 78,689	\$ 55,344	\$ 622,172	\$ 787,772	\$ 11,715,171

(1) Interest payments on borrowings and obligations arising from agreements to purchase goods or receive services have been excluded.

(2) On November 3, 2025, the Company repaid the outstanding \$225.0 million principal balance due on the 3.875% subordinated fixed-to-floating notes due 2030, plus any accrued and unpaid interest thereon. Additional information regarding this redemption of long-term debt can be found within Note 18: Subsequent Events in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements.

In addition, in the normal course of business, the Company offers financial instruments with off-balance sheet risk to meet the financing needs of its customers. These transactions include commitments to extend credit and commercial and standby letters of credit, which involve, to a varying degree, elements of credit risk. Since many of these commitments are expected to expire unused or be only partially funded, the total commitment amount of \$13.1 billion at September 30, 2025 does not necessarily reflect future cash payments.

The Company also enters into commitments to invest in venture capital and private equity funds and tax credit structures to assist the Bank in meeting its responsibilities under the CRA. The total unfunded commitment for these alternative investments was \$837.9 million at September 30, 2025. However, the timing of capital calls cannot be reasonably estimated, and depending on the nature of the contract, the entirety of the capital committed by the Company may not be called.

In connection with the formation of the joint venture with Marathon Asset Management, the Company and Marathon Asset Management have agreed to collectively make a capital contribution to a certain investment fund formed in connection with the joint venture (the "Fund") for an amount equal to the lesser of \$20 million or 2% of total capital commitments from limited partners to the Fund. At its discretion, the Company may contribute amounts exceeding this commitment, up to BHC Act limitations (less than 25% of the Fund's total equity interests and less than 5% of its voting equity interests). The Company is expected to make its contribution to the Fund approximately over the next 15 months.

Pension obligations are funded by the Company, as needed, to provide for participant benefit payments as it relates to the Company's frozen, non-contributory, qualified defined benefit pension plan. Decisions to contribute to the defined benefit pension plan are made based upon pension funding requirements under the Pension Protection Act, the maximum amount deductible under the Internal Revenue Code, the actual performance of plan assets, and trends in the regulatory environment. The Company was not required to contribute to the defined benefit pension plan in 2025, nor does it currently anticipate that it will be required to contribute in 2026. The Company's non-qualified supplemental executive retirement plans and other post-employment benefit plans are unfunded.

At September 30, 2025, the Company's Condensed Consolidated Balance Sheet reflects a liability for uncertain tax positions of \$10.1 million and \$5.5 million of accrued interest and penalties, respectively. The ultimate timing and amount of any related future cash settlements cannot be predicted with reasonable certainty.

On November 29, 2023, the FDIC published a final rule implementing a special assessment for certain banks to recover losses incurred by protecting uninsured depositors of Silicon Valley Bank and Signature Bank upon their failure in March 2023. At September 30, 2025, the Company's remaining accrual for its estimated special assessment charge was \$22.1 million, which is anticipated to be collected over the remainder of three quarterly assessment periods. The FDIC retains the right to cease collection early, extend the special assessment collection period, and impose shortfall special assessments if actual losses exceed the amounts collected. The Company continues to monitor the estimated loss attributable to the protection of uninsured depositors at Silicon Valley Bank and Signature Bank, which could impact the amount of its accrued liability.

In connection with the completion of a multi-family securitization during the third quarter of 2024, the Company assumed an obligation to reimburse, or guarantee, losses incurred by the multi-family securitization trusts of up to 12% of the aggregate UPB of the loans at the time of sale. Essentially, this obligation represents a first credit loss enhancement provided by the Company. Based on the credit quality of the multi-family loans, among other factors, the Company estimated the amount of its reimbursement obligation to be \$3.3 million at September 30, 2025. The Company has not yet been required to make any guarantee payments to Freddie Mac. However, in the event that value of the assets in the multi-family securitization trusts significantly declined, the Company's maximum exposure to loss could be \$36.4 million.

Additional information regarding credit-related financial instruments and the FDIC special assessment, and alternative investments and the joint venture with Marathon Asset Management, can be found within Note 17: Commitments and Contingencies and Note 11: Variable Interest Entities, respectively, in the Notes to the Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements of this report. Additional information regarding defined benefit pension and other postretirement benefit plans, income taxes, and the multifamily securitization can be found within Note 19: Retirement Benefit Plans, Note 9: Income Taxes, and Note 5: Transfers and Servicing of Financial Assets, respectively, in the Notes to the Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Asset/Liability Management and Market Risk

The Company's ALCO uses four main tools to manage interest rate risk: (i) the size, duration, and credit risk of the investment portfolio; (ii) the size and duration of the wholesale funding portfolio; (iii) interest rate contracts; and (iv) the pricing and structure of loans and deposits. Interest rate risk is measured using simulation analysis and asset/liability modeling software to calculate the Company's earnings at risk and equity at risk. Earnings at risk is defined as the change in net interest income due to change in interest rates. Equity at risk is defined as the change in the net economic value of financial assets, financial liabilities, and off-balance sheet financial instruments, due to changes in interest rates compared to a base net economic value.

Information regarding the key model assumptions and methods used to calculate the Company's earnings at risk and equity at risk, along with other information regarding the Company's asset/liability management process overall, can be found under the section captioned "Asset/Liability Management and Market Risk" contained in Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of the Company's Annual Report on Form 10-K for the year ended December 31, 2024. There were no changes to management's asset/liability management process during the six months ended September 30, 2025, that had a material impact on its measurement of interest rate risk.

The following table summarizes the estimated impact that gradual parallel changes in interest rates of up and down 100, 200, and 300 basis points might have on the Company's net interest income over a 12-month period starting at September 30, 2025, and December 31, 2024, as compared to actual net interest income and assuming no changes in interest rates:

	-300bp	-200bp	-100bp	+100bp	+200bp	+300bp
September 30, 2025	(0.7)%	(0.4)%	(0.2)%	0.1%	(0.1)%	(0.5)%
December 31, 2024	(1.6)%	(0.6)%	—%	0.4%	0.6%	0.8%

Asset sensitivity in terms of net interest income decreased from December 31, 2024, to September 30, 2025, primarily due to changes in the overall balance sheet composition, which included a \$1.9 billion increase in interSYNC floating-rate money market deposits and a \$2.2 billion increase in floating-rate loans and leases.

The following table summarizes the estimated impact that yield curve twists or immediate non-parallel changes in interest rates of up and down 50 and 100 basis points might have on the Company's net interest income over a 12-month period starting at September 30, 2025, and December 31, 2024:

	Short End of the Yield Curve				Long End of the Yield Curve			
	-100bp	-50bp	+50bp	+100bp	-100bp	-50bp	+50bp	+100bp
September 30, 2025	1.3%	0.6%	(0.6)%	(1.3)%	(2.3)%	(1.1)%	1.0%	2.0%
December 31, 2024	2.1%	1.0%	(0.7)%	(1.6)%	(2.2)%	(1.0)%	1.0%	1.9%

Sensitivity to the short end of the yield curve for net interest income slightly decreased, primarily due to changes in the overall balance sheet composition, as discussed above, whereas sensitivity to the long end of the yield curve for net interest income remained stable from December 31, 2024, to September 30, 2025.

The following table summarizes the estimated economic value of financial assets, financial liabilities, and off-balance sheet financial instruments and the corresponding estimated change in economic value if interest rates were to instantaneously increase or decrease by 100 basis points at September 30, 2025, and December 31, 2024:

	Estimated Economic Value	Estimated Economic Value Change	
		-100bp	+100bp
<i>(Dollars in thousands)</i>			
September 30, 2025			
Assets	\$ 78,740,570	\$ 2,145,458	\$ (2,316,294)
Liabilities	66,482,853	2,120,708	(1,920,447)
Net	\$ 12,257,717	\$ 24,750	\$ (395,847)
Net change as % base net economic value		0.2 %	(3.2)%
December 31, 2024			
Assets	\$ 73,921,262	\$ 2,180,555	\$ (2,223,719)
Liabilities	60,952,551	2,089,770	(1,813,843)
Net	\$ 12,968,711	\$ 90,785	\$ (409,876)
Net change as % base net economic value		0.7 %	(3.2)%

Changes in economic value can best be described through duration, which is a measure of the price sensitivity of financial assets and financial liabilities due to changes in interest rates. Overall, the longer the duration, the greater the price sensitivity due to changes in interest rates.

Duration gap represents the difference between the duration of financial assets and financial liabilities. A duration gap at or near zero would imply that the balance sheet is matched and, therefore, would exhibit no change in estimated economic value for changes in interest rates. At September 30, 2025, and December 31, 2024, the Company's duration gap was zero.

These earnings and net economic value estimates are subject to factors that could cause actual results to differ, and also assume that management does not take any additional action to mitigate any positive or negative effects from changing interest rates. Management believes that the Company's interest rate risk position at September 30, 2025, represents a reasonable level of risk given the current interest rate outlook. Management continues to monitor interest rates and other relevant factors given recent market volatility and is prepared to take additional action, as necessary.

Critical Accounting Estimates

The preparation of the Company's Condensed Consolidated Financial Statements, and accompanying notes thereto, in accordance with GAAP and practices generally applicable to the financial services industry, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the disclosure of contingent assets and liabilities. While management's estimates are made based on historical experience, current available information, and other factors that are deemed to be relevant, actual results could significantly differ from those estimates.

Accounting estimates are necessary in the application of certain accounting policies and can be susceptible to significant change in the near term. Critical accounting estimates are those estimates made in accordance with GAAP that involve a significant level of estimation uncertainty and have had, or are reasonably likely to have, a material impact on the Company's financial condition or results of operations. Management has identified that the Company's most critical accounting estimates are those related to the ACL on loans and leases and business combinations accounting policies. These accounting policies and their underlying estimates are discussed directly with the Audit Committee of the Board of Directors.

Allowance for Credit Losses on Loans and Leases

The ACL on loans and leases is a reserve established through a provision for credit losses charged to expense, which represents management's best estimate of expected lifetime credit losses within the Company's loan and lease portfolios at the balance sheet date. The calculation of expected credit losses is determined using predictive methods and models that follow a PD, LGD, EAD, or loss rate framework and include consideration of past events, current conditions, macroeconomic variables (i.e., unemployment, gross domestic product, property values, and interest rate spreads), and reasonable and supportable economic forecasts that affect the collectability of the reported amounts. Changes to the ACL on loans and leases and, therefore, to the related provision for credit losses, can materially affect financial results.

The determination of the appropriate level of ACL on loans and leases inherently involves a high degree of subjectivity and requires the Company to make significant estimates of current credit risks and trends using existing qualitative and quantitative information, and reasonable and supportable forecasts of future economic conditions, all of which may undergo frequent and material changes. Changes in economic conditions affecting borrowers and macroeconomic variables that the Company is more susceptible to, unforeseen events such as natural disasters and pandemics, along with new information regarding existing loans, identification of additional problem loans, the fair value of underlying collateral, and other factors, both within and outside the Company's control, may indicate the need for an increase or decrease in the ACL on loans and leases.

It is difficult to estimate the sensitivity of how potential changes in any one economic factor or input might affect the overall reserve because a wide variety of factors and inputs are considered in estimating the ACL and changes in those factors and inputs considered may not occur at the same rate and may not be consistent across all product types. Further, changes in factors and inputs may also be directionally inconsistent, such that improvement in one factor may offset deterioration in others.

Executive management reviews and advises on the adequacy of the ACL on loans and leases on a quarterly basis. Although the overall balance is determined based on specific portfolio segments and individually assessed assets, the entire balance is available to absorb credit losses for any of the loan and lease portfolios.

Additional information regarding the determination of the ACL on loans and leases, including the Company's valuation methodology, can be found under the section captioned "Allowance for Credit Losses on Loans and Leases" contained elsewhere in this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, and within Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements contained in

Part II - Item 8. Financial Statements and Supplementary Data included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Business Combinations

The acquisition method of accounting generally requires that the identifiable assets acquired and liabilities assumed in business combinations are recorded at fair value as of the acquisition date. The determination of fair value often involves the use of internal or third-party valuation techniques, such as discounted cash flow analyses. Particularly, the valuation techniques used to estimate the fair value of the core deposit intangible asset acquired in the Ametros acquisition included estimates related to discount rates, client attrition rates, an alternative cost of funds, and other relevant factors, which are inherently subjective. A description of the valuation methodologies used to estimate the fair values of the significant assets acquired and liabilities assumed in the Ametros acquisition can be found within Note 2: Business Developments in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements.

ITEM 1. FINANCIAL STATEMENTS

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2025 (Unaudited)	December 31, 2024
<i>(In thousands, except par value and share data)</i>		
Assets:		
Cash and due from banks	\$ 498,801	\$ 388,060
Interest-bearing deposits	2,563,680	1,686,374
Investment securities available-for-sale, at fair value ⁽¹⁾	9,932,344	9,006,600
Investment securities held-to-maturity, net of allowance for credit losses of \$102 and \$171 ⁽²⁾	8,077,505	8,444,191
Loans held for sale ⁽³⁾	75,386	27,634
Loans and leases	55,052,081	52,505,168
Allowance for credit losses on loans and leases	(727,897)	(689,566)
Loans and leases, net	54,324,184	51,815,602
Federal Home Loan Bank and Federal Reserve Bank stock	340,231	321,343
Deferred tax assets, net	220,972	316,856
Premises and equipment, net	427,215	406,963
Goodwill	2,868,068	2,868,068
Other intangible assets, net	307,679	334,301
Cash surrender value of life insurance policies	1,266,491	1,251,622
Accrued interest receivable and other assets	2,290,096	2,157,459
Total assets	\$ 83,192,652	\$ 79,025,073
Liabilities and stockholders' equity:		
Deposits:		
Non-interest-bearing	\$ 10,491,975	\$ 10,316,501
Interest-bearing	57,683,669	54,436,579
Total deposits	68,175,644	64,753,080
Securities sold under agreements to repurchase and federal funds purchased	101,717	344,168
Federal Home Loan Bank advances	2,560,817	2,110,108
Long-term debt	1,249,612	909,185
Accrued expenses and other liabilities	1,642,185	1,775,318
Total liabilities	73,729,975	69,891,859
Stockholders' equity:		
Preferred stock, \$0.01 par value: Authorized—3,000,000 shares;		
Series F issued and outstanding—6,000 shares	145,037	145,037
Series G issued and outstanding—135,000 shares	138,942	138,942
Common stock, \$0.01 par value: Authorized—400,000,000 shares;		
Issued—182,778,045 shares; Outstanding—164,816,922 and 171,391,125 shares	1,828	1,828
Paid-in capital	6,169,269	6,181,475
Retained earnings	4,290,807	3,759,158
Treasury stock, at cost—17,961,123 and 11,386,920 shares	(898,214)	(536,843)
Accumulated other comprehensive (loss), net of tax	(384,992)	(556,383)
Total stockholders' equity	9,462,677	9,133,214
Total liabilities and stockholders' equity	\$ 83,192,652	\$ 79,025,073

(1) Investment securities available-for-sale had an amortized cost basis of \$10,429,139 at September 30, 2025, and \$9,720,415 at December 31, 2024.

(2) Investment securities held-to-maturity had a fair value of \$7,240,887 at September 30, 2025, and \$7,453,123 and at December 31, 2024.

(3) Total loans held for sale includes residential mortgage loans valued under the fair value option of \$51 at September 30, 2025, and \$297 at December 31, 2024.

See accompanying Notes to Condensed Consolidated Financial Statements.

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
<i>(In thousands, except per share data)</i>				
Interest Income:				
Interest and fees on loans and leases	\$ 794,668	\$ 809,184	\$ 2,324,988	\$ 2,399,326
Taxable interest on investment securities	194,278	168,583	571,993	454,242
Non-taxable interest on investment securities	7,043	8,139	21,563	30,892
Loans held for sale	3,988	5,400	4,010	11,075
Other interest and dividends	28,325	12,757	79,822	36,664
Total interest income	1,028,302	1,004,063	3,002,376	2,932,199
Interest Expense:				
Deposits	355,504	371,075	1,021,625	1,068,309
Securities sold under agreements to repurchase and federal funds purchased	631	38	2,525	3,260
Federal Home Loan Bank advances	29,620	35,172	83,034	106,266
Long-term debt	10,880	7,895	30,151	24,445
Total interest expense	396,635	414,180	1,137,335	1,202,280
Net interest income	631,667	589,883	1,865,041	1,729,919
Provision for credit losses	44,000	54,000	168,000	158,500
Net interest income after provision for credit losses	587,667	535,883	1,697,041	1,571,419
Non-interest Income:				
Deposit service fees	39,576	38,863	119,405	122,479
Loan and lease related fees	16,404	18,513	51,682	57,614
Wealth and investment services	7,640	8,367	23,208	24,847
Cash surrender value of life insurance policies	7,535	8,020	24,699	20,325
Gain (loss) on sale of investment securities, net	—	(19,597)	220	(79,338)
Other income	29,751	3,575	68,955	53,465
Total non-interest income	100,906	57,741	288,169	199,392
Non-interest Expense:				
Compensation and benefits	209,036	194,736	607,611	570,126
Occupancy	19,003	18,879	58,057	53,421
Technology and equipment	47,520	56,696	141,171	147,835
Intangible assets amortization	8,966	8,491	27,296	26,401
Marketing	4,953	4,224	14,151	12,612
Professional and outside services	17,815	16,001	53,435	43,048
Deposit insurance	15,621	13,555	47,027	52,843
Other expense	33,755	36,376	97,279	104,616
Total non-interest expense	356,669	348,958	1,046,027	1,010,902
Income before income taxes	331,904	244,666	939,183	759,909
Income tax expense	70,687	51,681	192,201	168,968
Net income	261,217	192,985	746,982	590,941
Preferred stock dividends	4,162	4,162	12,487	12,487
Income allocated to participating securities	3,004	2,024	8,339	6,136
Net income applicable to common stockholders	\$ 254,051	\$ 186,799	\$ 726,156	\$ 572,318
Earnings per common share:				
Basic	\$ 1.55	\$ 1.10	\$ 4.36	\$ 3.37
Diluted	1.54	1.10	4.36	3.36

See accompanying Notes to Condensed Consolidated Financial Statements.

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net income	\$ 261,217	\$ 192,985	\$ 746,982	\$ 590,941
Other comprehensive income, net of tax:				
Investment securities available-for-sale	52,180	208,516	157,619	162,436
Derivative financial instruments	813	46,059	12,941	14,460
Defined benefit pension and other postretirement benefit plans	277	81	831	432
Other comprehensive income, net of tax	53,270	254,656	171,391	177,328
Comprehensive income	\$ 314,487	\$ 447,641	\$ 918,373	\$ 768,269

See accompanying Notes to Condensed Consolidated Financial Statements.

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)

	Three months ended September 30, 2025						
<i>(In thousands, except per share data)</i>	Preferred Stock	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock, at cost	Accumulated Other Comprehensive (Loss), Net of Tax	Total Stockholders' Equity
Balance at June 30, 2025	\$ 283,979	\$ 1,828	\$ 6,155,132	\$ 4,100,350	\$ (765,410)	\$ (438,262)	\$ 9,337,617
Net income	—	—	—	261,217	—	—	261,217
Other comprehensive income, net of tax	—	—	—	—	—	53,270	53,270
Common stock dividends and equivalents—\$0.40 per share	—	—	—	(66,598)	—	—	(66,598)
Series F preferred stock dividends—\$328.125 per share	—	—	—	(1,968)	—	—	(1,968)
Series G preferred stock dividends—\$16.25 per share	—	—	—	(2,194)	—	—	(2,194)
Stock-based compensation	—	—	14,175	—	(1,428)	—	12,747
Exercise of stock options	—	—	(38)	—	105	—	67
Common shares acquired from stock compensation plan activity	—	—	—	—	(407)	—	(407)
Common stock repurchase program	—	—	—	—	(131,074)	—	(131,074)
Balance at September 30, 2025	\$ 283,979	\$ 1,828	\$ 6,169,269	\$ 4,290,807	\$ (898,214)	\$ (384,992)	\$ 9,462,677

	Three months ended September 30, 2024						
<i>(In thousands, except per share data)</i>	Preferred Stock	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock, at cost	Accumulated Other Comprehensive (Loss), Net of Tax	Total Stockholders' Equity
Balance at June 30, 2024	\$ 283,979	\$ 1,828	\$ 6,153,286	\$ 3,534,351	\$ (536,277)	\$ (627,899)	\$ 8,809,268
Net income	—	—	—	192,985	—	—	192,985
Other comprehensive income, net of tax	—	—	—	—	—	254,656	254,656
Common stock dividends and equivalents—\$0.40 per share	—	—	—	(68,811)	—	—	(68,811)
Series F preferred stock dividends—\$328.125 per share	—	—	—	(1,968)	—	—	(1,968)
Series G preferred stock dividends—\$16.25 per share	—	—	—	(2,194)	—	—	(2,194)
Stock-based compensation	—	—	12,864	—	1,496	—	14,360
Common shares acquired from stock compensation plan activity	—	—	—	—	(250)	—	(250)
Common stock repurchase program	—	—	—	—	4	—	4
Balance at September 30, 2024	\$ 283,979	\$ 1,828	\$ 6,166,150	\$ 3,654,363	\$ (535,027)	\$ (373,243)	\$ 9,198,050

	Nine months ended September 30, 2025						
<i>(In thousands, except per share data)</i>	Preferred Stock	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock, at cost	Accumulated Other Comprehensive (Loss), Net of Tax	Total Stockholders' Equity
Balance at December 31, 2024	\$ 283,979	\$ 1,828	\$ 6,181,475	\$ 3,759,158	\$ (536,843)	\$ (556,383)	\$ 9,133,214
Net income	—	—	—	746,982	—	—	746,982
Other comprehensive income, net of tax	—	—	—	—	—	171,391	171,391
Common stock dividends and equivalents—\$1.20 per share	—	—	—	(202,846)	—	—	(202,846)
Series F preferred stock dividends—\$984.38 per share	—	—	—	(5,906)	—	—	(5,906)
Series G preferred stock dividends—\$48.75 per share	—	—	—	(6,581)	—	—	(6,581)
Stock-based compensation	—	—	(12,168)	—	54,047	—	41,879
Exercise of stock options	—	—	(38)	—	105	—	67
Common shares acquired from stock compensation plan activity	—	—	—	—	(22,597)	—	(22,597)
Common stock repurchase program	—	—	—	—	(392,926)	—	(392,926)
Balance at September 30, 2025	\$ 283,979	\$ 1,828	\$ 6,169,269	\$ 4,290,807	\$ (898,214)	\$ (384,992)	\$ 9,462,677

	Nine months ended September 30, 2024						
<i>(In thousands, except per share data)</i>	Preferred Stock	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock, at cost	Accumulated Other Comprehensive (Loss), Net of Tax	Total Stockholders' Equity
Balance at December 31, 2023	\$ 283,979	\$ 1,828	\$ 6,179,753	\$ 3,282,530	\$ (507,523)	\$ (550,571)	\$ 8,689,996
Net income	—	—	—	590,941	—	—	590,941
Other comprehensive income, net of tax	—	—	—	—	—	177,328	177,328
Common stock dividends and equivalents—\$1.20 per share	—	—	—	(206,621)	—	—	(206,621)
Series F preferred stock dividends—\$984.38 per share	—	—	—	(5,906)	—	—	(5,906)
Series G preferred stock dividends—\$48.75 per share	—	—	—	(6,581)	—	—	(6,581)
Stock-based compensation	—	—	(13,603)	—	55,156	—	41,553
Common shares acquired from stock compensation plan activity	—	—	—	—	(16,869)	—	(16,869)
Common stock repurchase program	—	—	—	—	(65,791)	—	(65,791)
Balance at September 30, 2024	\$ 283,979	\$ 1,828	\$ 6,166,150	\$ 3,654,363	\$ (535,027)	\$ (373,243)	\$ 9,198,050

See accompanying Notes to Condensed Consolidated Financial Statements.

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine months ended September 30,	
<i>(In thousands)</i>	2025	2024
Operating Activities:		
Net income	\$ 746,982	\$ 590,941
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	168,000	158,500
Deferred income tax expense (benefit)	31,347	(5,495)
Stock-based compensation	41,879	41,553
Depreciation and amortization of property and equipment and intangible assets	54,693	52,628
Net (accretion) and amortization of interest-earning assets and borrowings	(122,842)	(59,789)
Amortization of low-income housing tax credit investments	89,834	63,844
Reduction of ROU lease assets	22,943	23,910
Net (gain) loss on sale of investment securities	(220)	79,338
Originations of loans held for sale	(6,762)	(5,236)
Proceeds from sale of loans held for sale	7,031	6,660
Net loss on sale of factored receivables portfolio	—	15,977
Net (gain) on sale of mortgage servicing rights	—	(11,655)
(Increase) in cash surrender value of life insurance policies	(24,699)	(20,325)
(Gain) from life insurance policies	(3,042)	(9,473)
(Gain) on sale of alternative investments	(6,705)	—
Other operating activities, net	(6,224)	(46,459)
Net (increase) decrease in derivative contract assets and liabilities	(172,080)	(120,933)
Net decrease in prepaid expenses and other assets	16,167	198,151
Net (decrease) in accrued expenses and other liabilities	(95,778)	(439,153)
Net cash provided by operating activities	<u>740,524</u>	<u>512,984</u>
Investing Activities:		
Purchases of available-for-sale securities	(1,423,863)	(1,631,620)
Proceeds from principal payments, maturities, and calls of available-for-sale securities	821,757	608,524
Proceeds from sale of available-for-sale securities	14,880	1,538,030
Purchases of held-to-maturity securities	—	(1,778,098)
Proceeds from principal payments, maturities, and calls of held-to-maturity securities	414,573	320,439
Net (increase) in Federal Home Loan Bank and Federal Reserve Bank stock	(18,888)	(33,913)
Alternative investments (capital calls), net of returns of capital	(205,682)	(16,735)
Proceeds from sales of alternative investments	10,840	—
Net (increase) in loans	(3,020,789)	(1,982,260)
Proceeds from sale of loans not originated for sale	332,605	567,729
Proceeds from sale of mortgage servicing rights	—	18,310
Proceeds from sale of foreclosed properties and repossessed assets	1,795	6,962
Proceeds from sale of property and equipment	4,112	4,417
Purchases of property and equipment	(33,748)	(23,505)
Proceeds from life insurance policies	14,770	28,247
Cash paid for acquisition of HSA deposits	(674)	—
Net cash paid for acquisition of Ametros	—	(359,460)
Net cash (used for) investing activities	<u>(3,088,312)</u>	<u>(2,732,933)</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited), continued

	Nine months ended September 30,	
	2025	2024
<i>(In thousands)</i>		
Financing Activities:		
Net increase in deposits	3,419,988	3,747,738
Net increase in Federal Home Loan Bank advances	450,709	750,187
Net (decrease) in securities sold under agreements to repurchase and federal funds purchased	(242,451)	(358,155)
Repayment of long-term debt	—	(132,550)
Proceeds from the issuance of long-term debt	347,389	—
Debt issuance costs	(1,636)	—
Payment of contingent consideration	(11,447)	(4,050)
Dividends paid to common stockholders	(202,312)	(206,707)
Dividends paid to preferred stockholders	(12,487)	(12,487)
Exercise of stock options	67	—
Common stock repurchase program	(389,388)	(65,402)
Common shares acquired related to stock compensation plan activity	(22,597)	(16,869)
Net cash provided by financing activities	3,335,835	3,701,705
Net increase in cash and cash equivalents	988,047	1,481,756
Cash and cash equivalents, beginning of period	2,074,434	1,715,795
Cash and cash equivalents, end of period	\$ 3,062,481	\$ 3,197,551

See accompanying Notes to Condensed Consolidated Financial Statements.

WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1: Basis of Presentation and Accounting Standards Updates

Basis of Presentation

The unaudited Condensed Consolidated Financial Statements of the Company have been prepared in accordance with GAAP for interim financial information and Article 10 of Regulation S-X. Certain information and footnote disclosures required by GAAP for complete financial statements have been omitted or condensed. Therefore, the Condensed Consolidated Financial Statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2024. The Company's financial condition, results of operations, and cash flows, for the three and nine months ended September 30, 2025, as compared to 2024, are not necessarily indicative of the future results that may be attained for the entire year or other interim periods.

In the opinion of management, all necessary adjustments have been reflected to present fairly the financial position, results of operations, and cash flows for the reporting periods presented. Intercompany transactions and balances have been eliminated in consolidation. Assets under administration or assets under management that the Company holds or manages in a fiduciary or agency capacity for customers are not included in the Condensed Consolidated Financial Statements.

Certain prior period amounts disclosed in Note 9: Accumulated Other Comprehensive (Loss), Net of Tax have been reclassified to conform to the current period presentation. These reclassifications did not have a material impact on the Company's Condensed Consolidated Financial Statements.

Use of Estimates

The preparation of the Condensed Consolidated Financial Statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Supplemental Cash Flow Information

The following table summarizes supplemental disclosures of cash flow information and non-cash investing and financing activities:

	Nine months ended September 30,	
	2025	2024
<i>(In thousands)</i>		
Supplemental disclosure of cash flow information:		
Interest paid	\$ 1,156,922	\$ 1,234,838
Income taxes paid	74,960	110,302
Non-cash investing and financing activities:		
Transfer of loans held for investment to foreclosed properties and repossessed assets	\$ 6,353	\$ 2,305
Transfer of returned finance lease equipment to assets held for sale	1,739	4,942
Transfer of loans held for investment to loans held for sale	364,281	652,823
Change in deposit overdrafts reclassified as loan balances	2,576	6,082
ROU lease assets obtained in exchange for operating lease liabilities	37,520	10,469
Approved commitments to fund LIHTC investments	165,999	234,877
Unsettled trades of available-for-sale securities	74,813	—
Acquisition of Ametros:		
Tangible assets acquired	\$ —	\$ 256,957
Goodwill and other intangible assets	—	417,085
Liabilities assumed ⁽¹⁾	—	299,507
Forgiveness of long-term debt	—	12,875
Pre-existing equity interest	—	2,200

(1) Reflects the sum of the \$293.7 million of liabilities assumed from Ametros and the \$5.8 million liability assumed for the Seller's transaction expenses, which was included as part of the purchase price consideration and paid by the Company at closing.

Significant Accounting Policies

The Company's significant accounting policies are described in Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024. There have been no changes to those accounting policies during the nine months ended September 30, 2025.

Relevant Accounting Standards Issued But Not Yet Adopted

ASU No. 2023-09—Income Taxes (Topic 740)—Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU No. 2023-09—Income Taxes (Topic 740)—Improvements to Income Tax Disclosures, to provide more transparency about income tax information through improvements to income tax disclosures, primarily related to the rate reconciliation and income taxes paid information. Specifically, the amendments in this Update require disclosure of: (i) a tabular reconciliation, using both percentages and reporting currency amounts, with prescribed categories that are required to be disclosed, and the separate disclosure and disaggregation of prescribed reconciling items with an effect equal to 5% or more of the amount determined by multiplying pre-tax income from continuing operations by the application statutory rate; (ii) a qualitative description of the states and local jurisdictions that make up the majority (greater than 50%) of the effect of the state and local income taxes; and (iii) the amount of income taxes paid, net of refunds received, disaggregated by federal, state, and foreign taxes and by individual jurisdictions that comprise 5% or more of total income taxes paid, net of refunds received. The amendments in this Update also include certain other amendments to improve the effectiveness of income tax disclosures.

The Update is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The amendments should be applied on a prospective basis; however, retrospective application is permitted. The Company is currently evaluating this guidance, which it will adopt in the fourth quarter of 2025, to determine the impact on its income tax disclosures.

ASU No. 2024-03—Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires entities to disclose specified information about certain costs and expenses in the notes to financial statements at each interim and annual reporting period, including the amounts of: (a) purchases of inventory, (b) employee compensation, (c) depreciation, (d) intangible asset amortization, and (e) depletion included in each relevant expense caption. For the employee compensation category, bank holding companies may continue to present compensation expense on the face of the income statement in accordance with Regulation S-X Rule 210.9-04. A qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively are also required to be disclosed. In addition, entities must disclose the total amount of selling expenses and, in annual reporting periods, their definition of selling expenses.

The Update is effective for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The amendments may be applied on either a prospective or retrospective basis. The Company is currently evaluating this guidance to determine the impact on its non-interest expense disclosures; however, the impact is not expected to be material.

ASU No. 2025-06—Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software

In September 2025, the FASB issued ASU No. 2025-06—Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software, to modernize the accounting framework for internal-use software development. The amendments eliminate the requirement to evaluate software development stages and instead introduce a principles-based capitalization threshold. Under the new guidance, entities begin capitalizing costs when (i) management authorizes and commits to funding the project, and (ii) it is probable the project will be completed, and the software will be used to perform its intended function (the "probable-to-complete" threshold). The Update also relocates guidance on website development costs from Subtopic 350-50 to Subtopic 350-40 and requires capitalized internal-use software costs to be presented as a separate line item in the investing activities section of the statement of cash flows.

The Update is effective for annual periods beginning after December 15, 2027, and interim periods within fiscal years beginning after December 15, 2028, with early adoption permitted. The amendments may be applied using either a prospective, modified, or retrospective transition approach. The Company is currently evaluating this guidance to determine the impact on its internal-use software costs capitalization policies and financial statement presentation.

Note 2: Business Developments

Ametros Acquisition

On January 24, 2024, the Bank acquired all of the equity interest in Ametros from Long Ridge Capital Management (the “Seller”). Ametros is a custodian and administrator of medical funds from insurance claim settlements that helps individuals manage their ongoing medical care through its CareGuard service and proprietary technology platform. The acquisition provided the Bank with a fast-growing source of low-cost and long-duration deposits, new sources of non-interest income, and enhanced its employee benefit and healthcare financial services expertise.

The acquisition was accounted for as a business combination. Accordingly, the total purchase price, which included cash paid of \$359.7 million, the forgiveness of \$12.9 million in long-term debt, and the assumption of a \$5.8 million liability for the Seller’s transaction expenses, has been allocated to the identifiable assets acquired and liabilities assumed based on their acquisition-date fair values, as summarized in the following table:

<i>(In thousands)</i>	Fair Value
Purchase price consideration	\$ 378,424
Assets:	
Cash and due from banks	310
Premises and equipment	1,078
Other intangible assets	188,900
Deferred tax assets, net	(35,889)
Other assets:	
Funds held in escrow	288,167
Accounts receivable	2,435
Prepaid expenses	1,166
Total other assets	291,768
Total assets acquired	\$ 446,167
Liabilities:	
Interest-bearing deposits ⁽¹⁾	(20,622)
Other liabilities:	
Accounts payable	684
Accrued expenses	4,270
Deferred revenue	20,391
Members’ funds	288,167
Operating lease liabilities	838
Total other liabilities	314,350
Total liabilities assumed	\$ 293,728
Net assets acquired	152,439
Pre-existing equity interest ⁽²⁾	\$ 2,200
Goodwill	\$ 228,185

(1) The \$20.6 million reflects the amount held in Ametros’ operating cash account at the Bank on January 24, 2024. Upon acquisition, such cash and the Bank’s corresponding deposit liability owed to Ametros were eliminated in consolidation, which resulted in a decrease to interest-bearing deposits for the Bank and the Bank’s legal title to the funds being held in such operating cash account.

(2) Prior to the acquisition date, the Company had a 0.6% equity interest in Ametros. The consideration transferred reflects the purchase price for the remaining 99.4% of the business. Upon acquisition, the Company recognized a \$1.5 million gain in Other income on the accompanying Condensed Consolidated Statement of Income, which represents the difference between the cost basis and estimated acquisition-date fair value of the Company’s pre-existing equity interest in Ametros.

The Company’s valuations of the assets acquired and liabilities assumed in the Ametros acquisition were considered final as of December 31, 2024. There were no adjustments to fair value estimates recognized during the measurement period. The \$228.2 million of goodwill represents future economic benefits arising from acquiring Ametros, primarily due to its strong market position and its assembled workforce, and is not deductible for tax purposes. Information regarding the allocation of goodwill to the Company’s reportable segments can be found within Note 15: Segment Reporting.

The Company incurred \$3.1 million of professional and outside services expenses related to the acquisition of Ametros during the first quarter of 2024. The revenue and earnings related to the Ametros business since the acquisition date are included in the Company’s Condensed Consolidated Statements of Income for both the three and nine months ended September 30, 2025, and 2024, respectively, and were not material.

The following is a description of the valuation methodologies used to estimate the fair values of the significant assets acquired and liabilities assumed:

Other intangible assets. The Company identified and recognized a \$182.8 million core deposit intangible asset and a \$6.1 million trade name intangible asset. A core deposit intangible asset represents the value of relationships with deposit customers. The fair value of the core deposit intangible asset was estimated using a net cost savings method, a form of discounted cash flow methodology, which gave appropriate consideration to expected client attrition rates and other applicable adjustments to the projected deposit balance, the interest cost and net maintenance cost associated with the client deposit base, an alternative cost of funds, and a discount rate that was used to discount the future economic benefits of the core deposit intangible asset to present value. The core deposit intangible asset is being amortized on an accelerated basis over an estimated useful life of 25 years, which is the period over which the estimated economic benefits are estimated to be received. The fair value of the trade name intangible asset for the Ametros brand was estimated using a relief-from-royalty methodology, which models the cost savings from owning the brand rather than licensing it from a third party. The trade name intangible asset is being amortized on a straight-line basis over an estimated useful life of 5 years.

Funds held in escrow and Members' funds. Funds held in escrow represent amounts held in interest-bearing checking accounts at insured depository institutions other than the Bank for the purpose of providing post-settlement medical administration services on a respective member's behalf. Members' funds is the corresponding liability to the Funds held in escrow. Given that these amounts can be withdrawn and/or directed for use on demand, as long as in accordance with the terms of the settlement agreement, their carrying amount is a reasonable estimate of fair value.

Sale of Mortgage Servicing Rights

On February 12, 2024, the Company sold the majority of its mortgage servicing portfolio, which comprised 9,184 individual residential mortgage loans with an aggregate UPB of \$1.4 billion. In connection with the sale, the Company received net cash proceeds of \$18.4 million and derecognized \$6.7 million of mortgage servicing rights. The resulting \$11.7 million net gain on sale of mortgage servicing rights is included in Other income on the Condensed Consolidated Statements of Income and in Consumer Banking for segment reporting purposes.

Joint Venture with Marathon Asset Management

On July 19, 2024, the Company, through its subsidiary, MW Advisor Holding, LLC, entered into an agreement with Marathon Asset Management and formed a private credit joint venture, which will deliver direct lending solutions for sponsor-backed middle market companies across the country.

On June 30, 2025, the Company identified the individual loans to comprise the seed portfolio to launch the joint venture's operations. Accordingly, the \$242.2 million of commercial non-mortgage loans identified, in aggregate, were reclassified and transferred from Loans and leases to Loans held for sale on the accompanying Condensed Consolidated Balance Sheets. The \$1.3 million difference between the lower of the amortized cost basis of the loans and their fair value at the time of transfer was charged-off and recognized in the Provision for credit losses on the accompanying Condensed Consolidated Statements of Income. The seed portfolio loans are included in Commercial Banking for segment reporting purposes.

During the third quarter of 2025, the Company sold the majority of the seed portfolio loans. The transfers each met the requisite criteria to be accounted for as sales in accordance with ASC 860, Transfers and Servicing. In connection with the sales, the Company derecognized \$202.0 million, in aggregate, from Loans held for sale and recognized a gain of \$1.6 million in Other income on the accompanying Condensed Consolidated Statements of Income. The remainder of the seed portfolio loans are expected to be sold in the fourth quarter of 2025.

Allegacy Federal Credit Union HSA Portfolio Acquisition

On August 29, 2025, the Company acquired a portfolio of HSAs from Allegacy Federal Credit Union. The transaction was accounted for as an asset acquisition, and the Company received \$6.2 million in both cash and deposits on the acquisition date. The Company also paid a 12% deposit premium based on the final settlement of deposits, which resulted in the recognition of a \$0.7 million core deposit intangible asset.

Note 3: Investment Securities

Available-for-Sale

The following tables summarize the amortized cost and fair value of available-for-sale securities by major type:

<i>(In thousands)</i>	September 30, 2025				
	Amortized Cost ⁽¹⁾	Unrealized Gains	Unrealized Losses	Allowance for Credit Losses	Fair Value
Government agency debentures	\$ 222,828	\$ —	\$ (26,757)	\$ —	\$ 196,071
Municipal bonds and notes	117,230	—	(9,316)	—	107,914
Agency CMO	27,955	—	(2,122)	—	25,833
Agency MBS	5,106,461	66,464	(161,070)	—	5,011,855
Agency CMBS	3,704,004	8,632	(341,389)	—	3,371,247
CMBS	822,726	553	(1,832)	—	821,447
Corporate debt	376,204	529	(26,640)	—	350,093
Private label MBS	41,857	—	(3,448)	—	38,409
Other	9,874	—	(399)	—	9,475
Total available-for-sale	\$ 10,429,139	\$ 76,178	\$ (572,973)	\$ —	\$ 9,932,344

<i>(In thousands)</i>	December 31, 2024				
	Amortized Cost ⁽¹⁾	Unrealized Gains	Unrealized Losses	Allowance for Credit Losses	Fair Value
Government agency debentures	\$ 222,767	\$ —	\$ (36,341)	\$ —	\$ 186,426
Municipal bonds and notes	123,885	2	(13,011)	—	110,876
Agency CMO	32,193	—	(3,150)	—	29,043
Agency MBS	4,760,541	11,654	(252,410)	—	4,519,785
Agency CMBS	3,400,021	84	(365,713)	—	3,034,392
CMBS	630,985	411	(6,008)	—	625,388
Corporate debt	496,087	801	(43,755)	(867)	452,266
Private label MBS	44,081	—	(4,862)	—	39,219
Other	9,855	—	(650)	—	9,205
Total available-for-sale	\$ 9,720,415	\$ 12,952	\$ (725,900)	\$ (867)	\$ 9,006,600

- (1) Accrued interest receivable on available-for-sale securities of \$37.8 million and \$35.2 million at September 30, 2025, and December 31, 2024, respectively, is excluded from amortized cost and included in Accrued interest receivable and other assets on the accompanying Condensed Consolidated Balance Sheets.

Unrealized Losses

The following tables summarize the gross unrealized losses and fair value of available-for-sale securities by length of time each major security type has been in a continuous unrealized loss position:

<i>(Dollars in thousands)</i>	September 30, 2025					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Number of Holdings	Unrealized Losses
Government agency debentures	\$ —	\$ —	\$ 196,071	\$ (26,757)	15	\$ (26,757)
Municipal bonds and notes	—	—	106,973	(9,316)	36	(9,316)
Agency CMO	—	—	25,833	(2,122)	27	(2,122)
Agency MBS	52,847	(132)	1,425,965	(160,938)	310	(161,070)
Agency CMBS	714,803	(15,165)	2,103,346	(326,224)	176	(341,389)
CMBS	270,176	(717)	182,957	(1,115)	30	(1,832)
Corporate debt	8,172	(826)	308,891	(25,814)	43	(26,640)
Private label MBS	—	—	38,409	(3,448)	3	(3,448)
Other	—	—	4,475	(399)	1	(399)
Total	\$ 1,045,998	\$ (16,840)	\$ 4,392,920	\$ (556,133)	641	\$ (572,973)

	December 31, 2024						
	Less Than Twelve Months		Twelve Months or Longer			Total	
<i>(Dollars in thousands)</i>	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Number of Holdings	Fair Value	Unrealized Losses
Government agency debentures	\$ —	\$ —	\$ 186,427	\$ (36,341)	15	\$ 186,427	\$ (36,341)
Municipal bonds and notes	859	(1)	108,013	(13,010)	57	108,872	(13,011)
Agency CMO	—	—	29,043	(3,150)	28	29,043	(3,150)
Agency MBS	2,624,722	(31,539)	1,246,818	(220,871)	370	3,871,540	(252,410)
Agency CMBS	1,468,615	(32,528)	1,540,263	(333,185)	185	3,008,878	(365,713)
CMBS	—	—	457,423	(6,008)	32	457,423	(6,008)
Corporate debt	—	—	426,805	(43,755)	59	426,805	(43,755)
Private label MBS	—	—	39,219	(4,862)	3	39,219	(4,862)
Other	—	—	9,205	(650)	2	9,205	(650)
Total	\$ 4,094,196	\$ (64,068)	\$ 4,043,216	\$ (661,832)	751	\$ 8,137,412	\$ (725,900)

The \$152.9 million decrease in gross unrealized losses of available-for-sale securities from December 31, 2024, to September 30, 2025, is primarily due to lower market interest rates. The Company assesses each available-for-sale security that is in an unrealized loss position on a quarterly basis to determine whether the decline in fair value below the amortized cost basis is a result of any credit related factors. There was no ACL recorded on available-for-sale securities at September 30, 2025. At December 31, 2024, the ACL on available-for-sale securities was \$0.9 million, which related to a single Corporate debt security. Each of the Company's available-for-sale securities in an unrealized loss position at September 30, 2025 are investment grade, current as to principal and interest, and their price changes are consistent with interest and credit spreads when adjusting for duration, convexity, rating, and industry differences.

Based on current market conditions and the Company's targeted balance sheet composition strategy, the Company intends to hold its available-for-sale securities with unrealized loss positions through the anticipated recovery period. The issuers of these available-for-sale securities have not, to the Company's knowledge, established any cause for default. Market prices are expected to approach par as the securities approach maturity.

Contractual Maturities

The following table summarizes the amortized cost and fair value of available-for-sale securities by contractual maturity:

<i>(In thousands)</i>	September 30, 2025	
	Amortized Cost	Fair Value
Maturing within 1 year	\$ 615	\$ 614
After 1 year through 5 years	281,681	278,074
After 5 through 10 years	860,712	827,777
After 10 years	9,286,131	8,825,879
Total available-for-sale	\$ 10,429,139	\$ 9,932,344

Available-for-sale securities that are not due at a single maturity date have been categorized based on the maturity date of the underlying collateral. Actual principal cash flows may differ from this categorization as borrowers have the right to prepay their obligations with or without prepayment penalties.

Sales of Available-for-Sale Securities

The following table summarizes information related to sales of available-for-sale securities:

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Proceeds from sales	\$ —	\$ 284,698	\$ 14,880	\$ 1,538,030
Gross realized gains	\$ —	\$ —	\$ 332	\$ 2,240
Gross realized losses ⁽¹⁾	—	(19,597)	(112)	(84,148)

- (1) For the three months and nine months ended September 30, 2024, \$2.6 million of the gross losses realized on sale of available-for-sale securities was due to credit related factors and, therefore, was included in the Provision for credit losses on the accompanying Condensed Consolidated Statements of Income. There were no gross losses realized on sale of available-for-sale securities due to credit related factors for the three and nine months ended September 30, 2025. The net amounts presented as a component of non-interest income for the three and nine months ended September 30, 2025, and 2024, respectively, include the portion of any gross losses that were not due to credit related factors.

Other Information

The following table summarizes the carrying value of available-for-sale securities pledged for deposits, borrowings, and other purposes:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Pledged for deposits	\$ 2,320,525	\$ 1,596,378
Pledged for borrowings and other	7,220,837	6,863,183
Total available-for-sale securities pledged	\$ 9,541,362	\$ 8,459,561

Held-to-Maturity

The following tables summarize the amortized cost, fair value, and ACL on held-to-maturity securities by major type:

<i>(In thousands)</i>	September 30, 2025					
	Amortized Cost ⁽¹⁾	Unrealized Gains	Unrealized Losses	Fair Value	Allowance for Credit Losses	Net Carrying Value
Agency CMO	\$ 17,581	\$ —	\$ (1,177)	\$ 16,404	\$ —	\$ 17,581
Agency MBS	2,867,864	20,480	(242,618)	2,645,726	—	2,867,864
Agency CMBS	4,300,757	—	(574,078)	3,726,679	—	4,300,757
Municipal bonds and notes	826,290	478	(38,003)	788,765	(102)	826,188
CMBS	65,115	—	(1,802)	63,313	—	65,115
Total held-to-maturity	\$ 8,077,607	\$ 20,958	\$ (857,678)	\$ 7,240,887	\$ (102)	\$ 8,077,505

<i>(In thousands)</i>	December 31, 2024					
	Amortized Cost ⁽¹⁾	Unrealized Gains	Unrealized Losses	Fair Value	Allowance for Credit Losses	Net Carrying Value
Agency CMO	\$ 19,847	\$ —	\$ (1,671)	\$ 18,176	\$ —	\$ 19,847
Agency MBS	3,109,411	771	(333,039)	2,777,143	—	3,109,411
Agency CMBS	4,357,505	414	(613,914)	3,744,005	—	4,357,505
Municipal bonds and notes	891,909	317	(40,266)	851,960	(171)	891,738
CMBS	65,690	—	(3,851)	61,839	—	65,690
Total held-to-maturity	\$ 8,444,362	\$ 1,502	\$ (992,741)	\$ 7,453,123	\$ (171)	\$ 8,444,191

- (1) Accrued interest receivable on held-to-maturity securities of \$24.5 million and \$30.5 million at September 30, 2025, and December 31, 2024, respectively, is excluded from amortized cost and included in Accrued interest receivable and other assets on the accompanying Condensed Consolidated Balance Sheets.

An ACL on held-to-maturity securities is recorded for certain Municipal bonds and notes to account for expected lifetime credit losses. Agency securities represent obligations issued by a U.S. government-sponsored enterprise or other federally related entity and are either explicitly or implicitly guaranteed and, therefore, assumed to be zero loss. Held-to-maturity securities with gross unrealized losses and no ACL are considered to be high credit quality and, therefore, zero credit loss has been recorded.

The following table summarizes the activity in the ACL on held-to-maturity securities:

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Balance, beginning of period	\$ 102	\$ 182	\$ 171	\$ 209
(Benefit) for credit losses	—	(11)	(69)	(38)
Balance, end of period	\$ 102	\$ 171	\$ 102	\$ 171

Contractual Maturities

The following table summarizes the amortized cost and fair value of held-to-maturity securities by contractual maturity:

<i>(In thousands)</i>	September 30, 2025	
	Amortized Cost	Fair Value
Maturing within 1 year	\$ 5,457	\$ 5,459
After 1 year through 5 years	170,870	165,844
After 5 through 10 years	272,743	267,542
After 10 years	7,628,537	6,802,042
Total held-to-maturity	\$ 8,077,607	\$ 7,240,887

Held-to-maturity securities that are not due at a single maturity date have been categorized based on the maturity date of the underlying collateral. Actual principal cash flows may differ from this categorization as borrowers have the right to prepay their obligations with or without prepayment penalties.

Credit Quality Information

The Company monitors the credit quality of held-to-maturity securities through credit ratings provided by S&P, Moody's, Fitch Ratings, Inc., Kroll Bond Rating Agency, or DBRS Inc. Credit ratings express opinions about the credit quality of a security and are updated at each quarter end. Investment grade securities are rated BBB- or higher by S&P, or Baa3 or higher by Moody's, and are generally considered by the rating agencies and market participants to be of low credit risk. Conversely, securities rated below investment grade, which are labeled as speculative grade by the rating agencies, are considered to have distinctively higher credit risk than investment grade securities. At September 30, 2025, and December 31, 2024, there were no speculative grade held-to-maturity securities. Held-to-maturity securities that are not rated are collateralized with U.S. Treasury obligations.

The following tables summarize the amortized cost of held-to-maturity securities based on their lowest publicly available credit rating:

September 30, 2025									
(In thousands)	Investment Grade							Not Rated	
	Aaa	Aa1	Aa2	Aa3	A1	A2	A3		
Agency CMO	\$ —	\$ 17,581	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Agency MBS	—	2,867,864	—	—	—	—	—	—	—
Agency CMBS	—	4,300,757	—	—	—	—	—	—	—
Municipal bonds and notes	299,046	153,578	234,592	112,505	9,969	4,165	—	—	12,435
CMBS	65,115	—	—	—	—	—	—	—	—
Total held-to-maturity	\$ 364,161	\$ 7,339,780	\$ 234,592	\$ 112,505	\$ 9,969	\$ 4,165	\$ —	\$ —	\$ 12,435

December 31, 2024									
(In thousands)	Investment Grade							Not Rated	
	Aaa	Aa1	Aa2	Aa3	A1	A2	A3		
Agency CMO	\$ —	\$ 19,847	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Agency MBS	—	3,109,411	—	—	—	—	—	—	—
Agency CMBS	—	4,357,505	—	—	—	—	—	—	—
Municipal bonds and notes	341,187	158,327	230,986	128,692	13,761	—	4,165	—	14,791
CMBS	65,690	—	—	—	—	—	—	—	—
Total held-to-maturity	\$ 406,877	\$ 7,645,090	\$ 230,986	\$ 128,692	\$ 13,761	\$ —	\$ 4,165	\$ —	\$ 14,791

At September 30, 2025, and December 31, 2024, there were no held-to-maturity securities past due under the terms of their agreements or in non-accrual status.

Other Information

The following table summarizes the carrying value of held-to-maturity securities pledged for deposits, borrowings, and other purposes:

(In thousands)	September 30, 2025	December 31, 2024
Pledged for deposits	\$ 2,118,078	\$ 1,978,445
Pledged for borrowings and other	5,751,879	6,258,828
Total held-to-maturity securities pledged	\$ 7,869,957	\$ 8,237,273

Note 4: Loans and Leases

The following table summarizes loans and leases by portfolio segment and class:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Commercial non-mortgage	\$ 19,408,782	\$ 18,037,942
Asset-based	1,258,478	1,404,007
Commercial real estate	14,974,670	14,492,436
Multi-family	6,936,628	6,898,600
Equipment financing	1,245,549	1,235,016
Commercial portfolio	43,824,107	42,068,001
Residential	9,509,142	8,853,669
Home equity	1,377,380	1,427,692
Other consumer	341,452	155,806
Consumer portfolio	11,227,974	10,437,167
Loans and leases	\$ 55,052,081	\$ 52,505,168

The carrying amount of loans and leases at September 30, 2025, and December 31, 2024, includes net unamortized (discounts)/premiums and net unamortized deferred (fees)/costs, in aggregate, of \$16.2 million and \$(1.8) million, respectively. Accrued interest receivable of \$279.0 million and \$265.0 million at September 30, 2025, and December 31, 2024, respectively, is excluded from the carrying amount of loans and leases and included in Accrued interest receivable and other assets on the accompanying Condensed Consolidated Balance Sheets. At September 30, 2025, the Company had pledged \$17.4 billion and \$6.6 billion of eligible loans as collateral to support borrowing capacity at the FHLB and FRB, respectively.

Non-Accrual and Past Due Loans and Leases

The following tables summarize the aging of accrual and non-accrual loans and leases by class:

<i>(In thousands)</i>	September 30, 2025						
	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	90 or More Days Past Due and Accruing	Non-accrual	Total Past Due and Non-accrual	Current ⁽¹⁾	Total Loans and Leases
Commercial non-mortgage	\$ 2,766	\$ 2,643	\$ 400	\$ 209,891	\$ 215,700	\$ 19,193,082	\$ 19,408,782
Asset-based	—	—	—	58,730	58,730	1,199,748	1,258,478
Commercial real estate	14,054	10,802	752	194,866	220,474	14,754,196	14,974,670
Multi-family	3,083	—	—	31,646	34,729	6,901,899	6,936,628
Equipment financing	5,586	—	—	13,100	18,686	1,226,863	1,245,549
Commercial portfolio	25,489	13,445	1,152	508,233	548,319	43,275,788	43,824,107
Residential	13,198	3,817	—	17,132	34,147	9,474,995	9,509,142
Home equity	5,019	2,067	—	17,836	24,922	1,352,458	1,377,380
Other consumer	901	756	—	438	2,095	339,357	341,452
Consumer portfolio	19,118	6,640	—	35,406	61,164	11,166,810	11,227,974
Total	\$ 44,607	\$ 20,085	\$ 1,152	\$ 543,639	\$ 609,483	\$ 54,442,598	\$ 55,052,081

<i>(In thousands)</i>	December 31, 2024						
	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	90 or More Days Past Due and Accruing	Non-accrual	Total Past Due and Non-accrual	Current ⁽¹⁾	Total Loans and Leases
Commercial non-mortgage	\$ 3,949	\$ 3,318	\$ —	\$ 248,078	\$ 255,345	\$ 17,782,597	\$ 18,037,942
Asset-based	—	21,997	—	20,787	42,784	1,361,223	1,404,007
Commercial real estate	22,115	558	—	120,151	142,824	14,349,612	14,492,436
Multi-family	2,508	26,377	—	18,043	46,928	6,851,672	6,898,600
Equipment financing	6,096	3,300	—	19,367	28,763	1,206,253	1,235,016
Commercial portfolio	34,668	55,550	—	426,426	516,644	41,551,357	42,068,001
Residential	9,595	4,604	—	12,750	26,949	8,826,720	8,853,669
Home equity	6,273	2,381	—	21,425	30,079	1,397,613	1,427,692
Other consumer	349	162	—	124	635	155,171	155,806
Consumer portfolio	16,217	7,147	—	34,299	57,663	10,379,504	10,437,167
Total	\$ 50,885	\$ 62,697	\$ —	\$ 460,725	\$ 574,307	\$ 51,930,861	\$ 52,505,168

- (1) At September 30, 2025 and December 31, 2024, there were \$21.3 million and \$32.7 million, respectively, of commercial loans that had reached their contractual maturity but were actively in the process of being refinanced with the Company. Due to the status of these refinancings, these commercial loans have been reported as current in the tables above.

The following table provides additional information on non-accrual loans and leases:

(In thousands)	September 30, 2025		December 31, 2024	
	Non-accrual	Non-accrual with No Allowance	Non-accrual	Non-accrual with No Allowance
Commercial non-mortgage	\$ 209,891	\$ 73,196	\$ 248,078	\$ 50,943
Asset-based	58,730	42,567	20,787	1,080
Commercial real estate	194,866	40,012	120,151	26,666
Multi-family	31,646	31,520	18,043	17,953
Equipment financing	13,100	227	19,367	1,809
Commercial portfolio	508,233	187,522	426,426	98,451
Residential	17,132	10,118	12,750	6,923
Home equity	17,836	10,431	21,425	12,225
Other consumer	438	2	124	3
Consumer portfolio	35,406	20,551	34,299	19,151
Total	\$ 543,639	\$ 208,073	\$ 460,725	\$ 117,602

Allowance for Credit Losses on Loans and Leases

The following table summarizes the change in the ACL on loans and leases by portfolio segment:

(In thousands)	Three months ended September 30,					
	2025			2024		
	Commercial Portfolio	Consumer Portfolio	Total	Commercial Portfolio	Consumer Portfolio	Total
ACL on loans and leases:						
Balance, beginning of period	\$ 658,543	\$ 63,503	\$ 722,046	\$ 621,720	\$ 47,635	\$ 669,355
Provision	21,308	22,897	44,205	49,923	3,946	53,869
Charge-offs	(37,914)	(2,034)	(39,948)	(36,362)	(997)	(37,359)
Recoveries	765	829	1,594	377	1,556	1,933
Balance, end of period	\$ 642,702	\$ 85,195	\$ 727,897	\$ 635,658	\$ 52,140	\$ 687,798

(In thousands)	Nine months ended September 30,					
	2025			2024		
	Commercial Portfolio	Consumer Portfolio	Total	Commercial Portfolio	Consumer Portfolio	Total
ACL on loans and leases:						
Balance, beginning of period	\$ 635,871	\$ 53,695	\$ 689,566	\$ 577,663	\$ 58,074	\$ 635,737
Provision (benefit)	135,146	32,897	168,043	164,884	(6,780)	158,104
Charge-offs	(133,272)	(4,532)	(137,804)	(108,179)	(3,745)	(111,924)
Recoveries	4,957	3,135	8,092	1,290	4,591	5,881
Balance, end of period ⁽¹⁾	\$ 642,702	\$ 85,195	\$ 727,897	\$ 635,658	\$ 52,140	\$ 687,798
Individually evaluated for credit losses	81,824	680	82,504	70,489	651	71,140
Collectively evaluated for credit losses	\$ 560,878	\$ 84,515	\$ 645,393	\$ 565,169	\$ 51,489	\$ 616,658

(1) The \$38.3 million increase in the ACL on loans and leases from December 31, 2024, to September 30, 2025, is primarily due to additional reserves resulting from uncertainty in the current macroeconomic environment and loan growth, partially offset by net charge-offs and improvements in risk rating migration.

Concentrations of Credit Risk

Concentrations of credit risk may exist when a number of borrowers are engaged in similar activities, or activities in the same geographic region, and have similar economic characteristics that would cause them to be similarly impacted by changes in economic or other conditions. Concentrations of credit risk are controlled and monitored as part of the Company's credit policies and procedures. The Company is a regional financial services holding company in the Northeast U.S. with a commercial concentration primarily in five geographic markets: New York City, Other New York Counties, Connecticut, New Jersey, and Massachusetts; and secondarily in the Southeast and Other states. At September 30, 2025, and December 31, 2024, the Company's concentration of credit risk associated with commercial real estate and multi-family loans, in aggregate, represented 39.8% and 40.7% of total loans and leases, respectively. At September 30, 2025, and December 31, 2024, the Company's concentration of credit risk associated with commercial non-mortgage loans represented 35.3% and 34.4% of total loans and leases, respectively.

Credit Quality Indicators

To measure credit risk for the commercial portfolio, the Company employs a dual grade credit risk grading system for estimating the PD and LGD. The credit risk grade system assigns a rating to each borrower and to the facility, which together form a Composite Credit Risk Profile. The credit risk grade system categorizes borrowers by common financial characteristics that measure the credit strength of borrowers and facilities by common structural characteristics. The Composite Credit Risk Profile has ten grades, with each grade corresponding to a progressively greater risk of loss. Grades (1) to (6) are considered pass ratings, and grades (7) to (10) are considered criticized, as defined by the regulatory agencies. A (7) “Special Mention” rating has a potential weakness that, if left uncorrected, may result in deterioration of the repayment prospects for the asset. An (8) “Substandard” rating has a well-defined weakness that jeopardizes the full repayment of the debt. A (9) “Doubtful” rating has all of the same weaknesses as a substandard asset with the added characteristic that the weakness makes collection or liquidation in full, given current facts, conditions, and values, improbable. Assets classified as a (10) “Loss” rating are considered uncollectible and charged-off. Risk ratings, which are assigned to differentiate risk within the portfolio, are reviewed on an ongoing basis and revised to reflect changes in a borrower’s current financial position and outlook, risk profile, and the related collateral and structural position. Loan officers review updated financial information or other loan factors on at least an annual basis for all pass rated loans to assess the accuracy of the risk grade. Criticized loans undergo more frequent reviews and enhanced monitoring.

To measure credit risk for the consumer portfolio, the most relevant credit characteristic is the FICO score, which is a widely used credit scoring system that ranges from 300 to 850. A lower FICO score is indicative of higher credit risk and a higher FICO score is indicative of lower credit risk. FICO scores are updated at least quarterly. Factors such as past due status, employment status, collateral, geography, loans discharged in bankruptcy, and the status of first lien position loans on second lien position loans, are also considered to be consumer portfolio credit quality indicators. For portfolio monitoring purposes, the Company estimates the current value of property secured as collateral for home equity and residential first mortgage lending products on an ongoing basis. The estimate is based on home price indices compiled by the S&P/Case-Shiller Home Price Indices. Real estate price data is applied to the loan portfolios taking into account the age of the most recent valuation and geographic area.

The following tables summarize the amortized cost basis of commercial loans and leases by Composite Credit Risk Profile grade and origination year:

	September 30, 2025								
(In thousands)	2025	2024	2023	2022	2021	Prior	Revolving Loans Amortized Cost Basis	Total	
Commercial non-mortgage:									
Risk rating:									
Pass	\$ 2,696,636	\$ 2,449,010	\$ 1,574,054	\$ 2,099,247	\$ 971,914	\$ 1,484,948	\$ 6,989,619	\$	18,265,428
Special mention	572	52,632	28,525	157,781	1,285	—	34,683		275,478
Substandard	60,306	54,589	161,565	250,838	89,319	55,050	195,648		867,315
Doubtful	—	—	119	—	43	371	28		561
Total commercial non-mortgage	2,757,514	2,556,231	1,764,263	2,507,866	1,062,561	1,540,369	7,219,978		19,408,782
Current period gross write-offs	4,405	1,242	7,790	8,848	663	13,624	23,371		59,943
Asset-based:									
Risk rating:									
Pass	2,700	212	2,490	—	—	16,740	986,303		1,008,445
Special mention	—	—	7,357	—	—	—	49,004		56,361
Substandard	1,503	—	3,610	—	—	5,042	183,517		193,672
Total asset-based	4,203	212	13,457	—	—	21,782	1,218,824		1,258,478
Current period gross write-offs	—	—	—	—	—	—	23,638		23,638
Commercial real estate:									
Risk rating:									
Pass	2,431,508	2,090,929	2,153,892	2,559,017	1,146,692	3,531,556	322,748		14,236,342
Special mention	—	—	16,900	99,741	—	29,713	—		146,354
Substandard	—	3,290	174,202	73,057	119,198	221,015	1,212		591,974
Total commercial real estate	2,431,508	2,094,219	2,344,994	2,731,815	1,265,890	3,782,284	323,960		14,974,670
Current period gross write-offs	—	—	24,758	257	1,283	20,271	—		46,569
Multi-family:									
Risk rating:									
Pass	361,676	695,137	1,292,838	1,419,177	827,130	2,074,402	—		6,670,360
Special mention	—	—	—	—	22,873	103,867	—		126,740
Substandard	—	—	14,259	16,568	38,921	69,780	—		139,528
Total multi-family	361,676	695,137	1,307,097	1,435,745	888,924	2,248,049	—		6,936,628
Current period gross write-offs	—	—	—	—	—	376	—		376
Equipment financing:									
Risk rating:									
Pass	345,323	328,246	168,627	138,978	74,818	116,420	—		1,172,412
Special mention	—	1,547	4,162	13,526	1,212	1,960	—		22,407
Substandard	3,437	788	11,889	18,091	9,742	6,783	—		50,730
Total equipment financing	348,760	330,581	184,678	170,595	85,772	125,163	—		1,245,549
Current period gross write-offs	1,568	—	67	1,102	9	—	—		2,746
Total commercial portfolio	5,903,661	5,676,380	5,614,489	6,846,021	3,303,147	7,717,647	8,762,762		43,824,107
Current period gross write-offs	\$ 5,973	\$ 1,242	\$ 32,615	\$ 10,207	\$ 1,955	\$ 34,271	\$ 47,009	\$	133,272

	December 31, 2024							
<i>(In thousands)</i>	2024	2023	2022	2021	2020	Prior	Revolving Loans Amortized Cost Basis	Total
Commercial non-mortgage:								
Risk rating:								
Pass	\$ 2,917,048	\$ 1,916,905	\$ 2,818,720	\$ 1,100,575	\$ 562,252	\$ 1,211,312	\$ 6,325,637	\$ 16,852,449
Special mention	31,587	66,770	156,555	51,055	30,669	4,203	44,017	384,856
Substandard	56,307	125,735	237,362	92,134	16,466	63,998	208,608	800,610
Doubtful	—	—	—	1	—	25	1	27
Total commercial non-mortgage	3,004,942	2,109,410	3,212,637	1,243,765	609,387	1,279,538	6,578,263	18,037,942
Current period gross write-offs	—	11,894	45,308	10,668	3,842	3,385	15,169	90,266
Asset-based:								
Risk rating:								
Pass	1,250	11,684	—	—	—	20,255	1,132,901	1,166,090
Special mention	—	—	—	—	—	5,226	90,372	95,598
Substandard	—	2,562	—	—	—	1,239	138,518	142,319
Total asset-based	1,250	14,246	—	—	—	26,720	1,361,791	1,404,007
Current period gross write-offs	—	—	—	—	—	—	6,091	6,091
Commercial real estate:								
Risk rating:								
Pass	1,867,468	2,334,965	3,186,098	1,462,814	944,367	3,465,817	197,998	13,459,527
Special mention	—	12,809	175,252	37,307	37,469	64,483	—	327,320
Substandard	—	131,108	69,829	121,139	112,582	262,079	8,852	705,589
Total commercial real estate	1,867,468	2,478,882	3,431,179	1,621,260	1,094,418	3,792,379	206,850	14,492,436
Current period gross write-offs	—	854	1,244	1,579	15,477	22,674	—	41,828
Multi-family:								
Risk rating:								
Pass	582,363	1,394,855	1,314,395	862,273	245,802	2,179,207	16,991	6,595,886
Special mention	—	14,365	93,396	18,790	70,908	8,588	—	206,047
Substandard	—	—	16,761	27,102	26,720	26,084	—	96,667
Total multi-family	582,363	1,409,220	1,424,552	908,165	343,430	2,213,879	16,991	6,898,600
Current period gross write-offs	—	—	—	4,955	6,264	11,678	—	22,897
Equipment financing:								
Risk rating:								
Pass	382,783	242,440	207,081	126,399	83,838	124,910	—	1,167,451
Special mention	1,298	231	—	55	—	—	—	1,584
Substandard	572	16,228	18,341	16,970	5,514	8,356	—	65,981
Total equipment financing	384,653	258,899	225,422	143,424	89,352	133,266	—	1,235,016
Current period gross write-offs	—	5,146	1,705	52	—	3,475	—	10,378
Total commercial portfolio	5,840,676	6,270,657	8,293,790	3,916,614	2,136,587	7,445,782	8,163,895	42,068,001
Current period gross write-offs	\$ —	\$ 17,894	\$ 48,257	\$ 17,254	\$ 25,583	\$ 41,212	\$ 21,260	\$ 171,460

The following tables summarize the amortized cost basis of consumer loans by FICO score and origination year:

	September 30, 2025							
(In thousands)	2025	2024	2023	2022	2021	Prior	Revolving Loans Amortized Cost Basis	Total
Residential:								
Risk rating:								
800+	\$ 367,226	\$ 582,661	\$ 313,549	\$ 921,560	\$ 1,099,391	\$ 1,300,499	\$ —	\$ 4,584,886
740-799	559,166	459,523	198,952	497,540	578,886	774,682	—	3,068,749
670-739	118,561	142,963	95,089	298,076	241,193	617,706	—	1,513,588
580-669	10,224	19,258	18,108	53,444	42,022	103,325	—	246,381
579 and below	424	885	6,578	18,868	20,453	48,330	—	95,538
Total residential	1,055,601	1,205,290	632,276	1,789,488	1,981,945	2,844,542	—	9,509,142
Current period gross write-offs	—	—	—	—	—	37	—	37
Home equity:								
Risk rating:								
800+	10,301	10,401	25,419	24,302	29,794	68,963	354,983	524,163
740-799	11,305	10,944	16,422	15,888	21,661	37,124	316,447	429,791
670-739	7,796	11,077	11,647	9,303	10,566	30,560	218,735	299,684
580-669	987	1,617	2,343	3,681	2,630	9,204	66,162	86,624
579 and below	—	241	1,441	2,113	809	4,669	27,845	37,118
Total home equity	30,389	34,280	57,272	55,287	65,460	150,520	984,172	1,377,380
Current period gross write-offs	—	50	—	—	—	28	166	244
Other consumer:								
Risk rating:								
800+	7,087	6,013	303	100	1,708	172	14,614	29,997
740-799	59,581	56,116	450	209	57	153	2,523	119,089
670-739	88,409	81,214	284	212	165	149	15,861	186,294
580-669	1,852	2,096	81	99	33	93	1,101	5,355
579 and below	11	51	96	50	33	16	460	717
Total other consumer	156,940	145,490	1,214	670	1,996	583	34,559	341,452
Current period gross write-offs	2,011	2,041	12	10	8	27	142	4,251
Total consumer portfolio	1,242,930	1,385,060	690,762	1,845,445	2,049,401	2,995,645	1,018,731	11,227,974
Current period gross write-offs	\$ 2,011	\$ 2,091	\$ 12	\$ 10	\$ 8	\$ 92	\$ 308	\$ 4,532

	December 31, 2024							Revolving Loans Amortized Cost Basis	Total
(In thousands)	2024	2023	2022	2021	2020	Prior			
Residential:									
Risk rating:									
800+	\$ 312,771	\$ 299,006	\$ 909,109	\$ 1,097,807	\$ 433,950	\$ 956,478	\$ —	\$ 4,009,121	
740-799	649,118	258,699	567,545	656,599	235,749	623,989	—	2,991,699	
670-739	172,886	123,354	317,373	271,247	80,318	550,252	—	1,515,430	
580-669	16,643	13,382	55,507	35,292	16,738	109,240	—	246,802	
579 and below	237	2,680	12,617	21,387	3,791	49,905	—	90,617	
Total residential	1,151,655	697,121	1,862,151	2,082,332	770,546	2,289,864	—	8,853,669	
Current period gross write-offs	—	—	—	—	—	147	—	147	
Home equity:									
Risk rating:									
800+	12,313	25,226	23,512	32,695	22,705	53,844	365,741	536,036	
740-799	12,238	21,831	20,718	23,517	10,861	33,703	330,691	453,559	
670-739	11,416	14,298	12,732	13,074	6,242	28,638	224,449	310,849	
580-669	1,755	2,570	1,685	2,172	754	9,471	67,745	86,152	
579 and below	58	799	2,401	726	429	4,254	32,429	41,096	
Total home equity	37,780	64,724	61,048	72,184	40,991	129,910	1,021,055	1,427,692	
Current period gross write-offs	—	—	—	—	2	444	351	797	
Other consumer:									
Risk rating:									
800+	4,920	312	218	1,765	50	284	31,549	39,098	
740-799	45,001	721	301	165	124	266	3,550	50,128	
670-739	57,952	432	372	313	220	188	3,349	62,826	
580-669	1,417	116	105	69	25	81	1,150	2,963	
579 and below	29	93	63	28	9	—	569	791	
Total other consumer	109,319	1,674	1,059	2,340	428	819	40,167	155,806	
Current period gross write-offs	3,467	17	34	20	113	193	222	4,066	
Total consumer portfolio	1,298,754	763,519	1,924,258	2,156,856	811,965	2,420,593	1,061,222	10,437,167	
Current period gross write-offs	\$ 3,467	\$ 17	\$ 34	\$ 20	\$ 115	\$ 784	\$ 573	\$ 5,010	

Collateral Dependent Loans and Leases

A non-accrual loan or lease is considered collateral dependent when the borrower is experiencing financial difficulty and when repayment is substantially expected to be provided through the operation or sale of collateral. Commercial non-mortgage loans, asset-based loans, and equipment financing loans and leases are generally secured by machinery and equipment, inventory, receivables, or other non-real estate assets, whereas commercial real estate, multi-family, residential, and home equity loans are secured by real estate.

At September 30, 2025, and December 31, 2024, the carrying amount of collateral dependent loans was \$267.7 million and \$139.5 million, respectively, for commercial loans and leases, and \$29.0 million and \$29.1 million, respectively, for consumer loans. The ACL for collateral dependent loans and leases is individually assessed based on the fair value of the collateral less costs to sell at the reporting date. At September 30, 2025, and December 31, 2024, the collateral value associated with collateral dependent loans and leases was \$309.3 million and \$200.1 million, respectively.

Modifications to Borrowers Experiencing Financial Difficulty

In certain circumstances, the Company enters into agreements to modify the terms of loans to borrowers experiencing financial difficulty. A variety of solutions are offered to borrowers experiencing financial difficulty, including loan modifications that may result in principal forgiveness, interest rate reductions, payment delays, term extensions, or a combination thereof. The following is a description of each of these types of modifications:

- **Principal forgiveness** – The outstanding principal balance of a loan may be reduced by a specified amount. Principal forgiveness may occur voluntarily as part of a negotiated agreement with a borrower, or involuntarily through a bankruptcy proceeding.
- **Interest rate reductions** – Includes modifications where the contractual interest rate of the loan has been reduced.

- **Payment delays** – Deferral arrangements that allow borrowers to delay a scheduled loan payment to a later date. Deferred loan payments do not affect the original contractual maturity terms of the loan. Modifications that result in only an insignificant payment delay are not disclosed. The Company generally considers a payment delay of three months or less to be insignificant.
- **Term extensions** – Extensions of the original contractual maturity date of the loan.
- **Combination** – Combination includes loans that have undergone more than one of the above loan modification types.

Significant judgment is required to determine if a borrower is experiencing financial difficulty. These considerations vary by portfolio class. The Company has identified modifications to borrowers experiencing financial difficulty that are included in its disclosures as follows:

- *Commercial*: The Company evaluates modifications of loans to commercial borrowers that are rated substandard or worse, and includes the modifications in its disclosures to the extent that the modification is considered other-than-insignificant.
- *Consumer*: The Company generally evaluates all modifications of loans to consumer borrowers subject to its loss mitigation program and includes them in its disclosures to the extent that the modification is considered other-than-insignificant.

The following tables summarize the amortized cost basis at September 30, 2025, and 2024, of loans modified to borrowers experiencing financial difficulty, disaggregated by class and type of concession granted:

Three months ended September 30, 2025									
(Dollars in thousands)	Interest Rate Reduction	Term Extension	Payment Delay	Combination		Total	% of Total Class ⁽²⁾		
				Term Extension & Interest Rate Reduction	Term Extension & Payment Delay				
Commercial non-mortgage	\$ —	\$ 5,703	\$ 38,131	\$ 144	\$ 33,230	\$ 77,208	0.4 %		
Asset-based	—	7,762	16,500	—	—	24,262	1.9		
Commercial real estate	—	15,757	773	52,594	—	69,124	0.5		
Multi-family	—	8,767	—	—	—	8,767	0.1		
Equipment financing	45	709	—	—	—	754	0.1		
Residential	—	98	—	1,512	—	1,610	—		
Home equity	—	189	—	—	—	189	—		
Total ⁽¹⁾	\$ 45	\$ 38,985	\$ 55,404	\$ 54,250	\$ 33,230	\$ 181,914	0.3 %		
Nine months ended September 30, 2025									
(Dollars in thousands)	Interest Rate Reduction	Term Extension	Payment Delay	Term Extension & Interest Rate Reduction	Term Extension & Payment Delay	Interest Rate Reduction & Payment Delay	Term Extension, Interest Rate Reduction, & Payment Delay	Total	% of Total Class ⁽²⁾
Commercial non-mortgage	\$ —	\$ 83,086	\$ 48,203	\$ 627	\$ 47,289	\$ —	\$ 72	\$ 179,277	0.9 %
Asset-based	—	19,811	16,500	—	—	—	—	36,311	2.9
Commercial real estate	—	46,317	1,280	52,594	—	—	—	100,191	0.7
Multi-family	1,948	15,106	—	—	—	13,242	—	30,296	0.4
Equipment financing	45	4,511	—	—	—	—	—	4,556	0.4
Residential	—	98	—	2,398	—	—	—	2,496	—
Home equity	—	189	—	40	—	—	—	229	—
Total ⁽¹⁾	\$ 1,993	\$ 169,118	\$ 65,983	\$ 55,659	\$ 47,289	\$ 13,242	\$ 72	\$ 353,356	0.6 %

Three months ended September 30, 2024

<i>(Dollars in thousands)</i>	Term Extension	Payment Delay	Combination - Term Extension & Interest Rate Reduction	Total	% of Total Class ⁽²⁾
Commercial non-mortgage	\$ 33,694	\$ —	\$ 280	\$ 33,974	0.2 %
Asset-based	17,142	—	—	17,142	1.2
Commercial real estate	23,940	—	—	23,940	0.2
Equipment financing	276	—	—	276	—
Residential	48	—	682	730	—
Home equity	322	—	—	322	—
Total ⁽¹⁾	\$ 75,422	\$ —	\$ 962	\$ 76,384	0.1 %

Nine months ended September 30, 2024

<i>(Dollars in thousands)</i>	Interest Rate Reduction	Term Extension	Payment Delay	Combination - Term Extension & Interest Rate Reduction	Total	% of Total Class ⁽²⁾
Commercial non-mortgage	\$ 10	\$ 112,098	\$ 34,669	\$ 1,209	\$ 147,986	0.9 %
Asset-based	—	24,809	—	—	24,809	1.7
Commercial real estate	—	63,697	356	—	64,053	0.4
Multi-family	—	6,109	—	—	6,109	0.1
Equipment financing	—	744	—	—	744	0.1
Residential	622	48	—	815	1,485	—
Home equity	—	367	—	120	487	—
Total ⁽¹⁾	\$ 632	\$ 207,872	\$ 35,025	\$ 2,144	\$ 245,673	0.5 %

(1) The total amortized cost excludes accrued interest receivable of \$1.4 million and \$0.2 million for the three months ended September 30, 2025, and 2024, respectively, and \$2.0 million and \$0.6 million for the nine months ended September 30, 2025, and 2024, respectively.

(2) Represents the total amortized cost of the loans modified as a percentage of the total period end loan balance by class.

The following tables describe the financial effect of the modifications made to borrowers experiencing financial difficulty:

Three months ended September 30, 2025

	Financial Effect ⁽¹⁾
Term Extension:	
Commercial non-mortgage	Extended term by a weighted average of 0.4 years
Asset-based	Extended term by a weighted average of 0.8 years
Commercial real estate	Extended term by a weighted average of 0.8 years
Multi-family	Extended term by a weighted average of 2.6 years
Payment Delay:	
Commercial non-mortgage	Provided payment deferrals for a weighted average of 0.5 years
Asset-based	Provided payment deferrals for a weighted average of 0.3 years
Combination - Term Extension & Interest Rate Reduction:	
Commercial real estate	Extended term by a weighted average of 0.4 years and reduced weighted average interest rate by 3.6%
Residential	Extended term by a weighted average of 1.6 years and reduced weighted average interest rate by 4.0%
Combination - Term Extension & Payment Delay:	
Commercial non-mortgage	Extended term by a weighted average of 0.2 years and provided payment deferrals for a weighted average of 0.1 years

Nine months ended September 30, 2025	
Financial Effect ⁽¹⁾	
Interest Rate Reduction:	
Multi-family	Reduced weighted average interest rate by 2.0%
Term Extension:	
Commercial non-mortgage	Extended term by a weighted average of 1.4 years
Asset-based	Extended term by a weighted average of 0.9 years
Commercial real estate	Extended term by a weighted average of 0.8 years
Multi-family	Extended term by a weighted average of 2.8 years
Equipment financing	Extended term by a weighted average of 1.8 years
Payment Delay:	
Commercial non-mortgage	Provided payment deferrals for a weighted average of 0.9 years
Asset-based	Provided payment deferrals for a weighted average of 0.3 years
Combination - Term Extension & Interest Rate Reduction:	
Commercial real estate	Extended term by a weighted average of 0.4 years and reduced weighted average interest rate by 3.6%
Residential	Extended term by a weighted average of 1.6 years and reduced weighted average interest rate by 4.0%
Combination - Term Extension & Payment Delay:	
Commercial non-mortgage	Extended term by a weighted average of 0.3 years and provided payment deferrals for a weighted average of 0.3 years
Combination - Interest Rate Reduction & Payment Delay:	
Multi-family	Reduced weighted average interest rate by 2.0% and provided payment deferrals for a weighted average of 0.8 years
Three months ended September 30, 2024	
Financial Effect ⁽¹⁾	
Term Extension:	
Commercial non-mortgage	Extended term by a weighted average of 0.9 years
Asset-based	Extended term by a weighted average of 3.9 years
Commercial real estate	Extended term by a weighted average of 1.0 year
Nine months ended September 30, 2024	
Financial Effect ⁽¹⁾	
Term Extension:	
Commercial non-mortgage	Extended term by a weighted average of 0.7 years
Asset-based	Extended term by a weighted average of 2.9 years
Commercial real estate	Extended term by a weighted average of 1.1 years
Multi-family	Extended term by a weighted average of 1.4 years
Payment Delay:	
Commercial non-mortgage	Provided partial payment deferrals for a weighted average of 0.5 years

(1) Certain disclosures related to financial effects of modifications do not include those deemed to be immaterial.

The Company closely monitors the performance of the loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. The following tables summarize the aging of loans that had been modified in the 12 months preceding September 30, 2025 and September 30, 2024:

September 30, 2025						
<i>(In thousands)</i>	Current	30-59 Days Past Due	60-89 Days Past Due	90 or More Days Past Due	Non-Accrual	Total
Commercial non-mortgage	\$ 98,856	\$ —	\$ —	\$ —	\$ 127,279	\$ 226,135
Asset-based	36,312	—	—	—	—	36,312
Commercial real estate	95,398	1,524	4,877	—	8,119	109,918
Multi-family	28,348	—	—	—	1,948	30,296
Equipment financing	3,802	—	—	—	754	4,556
Residential	2,253	—	—	—	414	2,667
Home equity	405	—	—	—	276	681
Total	\$ 265,374	\$ 1,524	\$ 4,877	\$ —	\$ 138,790	\$ 410,565

September 30, 2024						
<i>(In thousands)</i>	Current	30-59 Days Past Due	60-89 Days Past Due	90 or More Days Past Due	Non-Accrual	Total
Commercial non-mortgage	\$ 35,166	\$ 799	\$ —	\$ —	\$ 113,269	\$ 149,234
Asset-based	24,809	—	—	—	—	24,809
Commercial real estate	41,210	—	—	—	22,843	64,053
Multi-family	—	—	—	—	6,109	6,109
Equipment financing	130	333	—	—	539	1,002
Residential	1,571	—	—	—	48	1,619
Home equity	182	—	—	—	305	487
Total	\$ 103,068	\$ 1,132	\$ —	\$ —	\$ 143,113	\$ 247,313

There were \$15.4 million of commercial non-mortgage loans that had been modified in the form of term extensions with borrowers experiencing financial difficulty in the 12 months preceding September 30, 2025, that had a payment default during the three and nine months ended September 30, 2025.

Loans that had been modified with borrowers experiencing financial difficulty in the 12 months preceding September 30, 2024, that had a payment default during the three months ended September 30, 2024, were not significant. There were \$17.8 million of commercial non-mortgage loans that had been modified in the form of term extensions with borrowers experiencing financial difficulty in the 12 months preceding September 30, 2024, that had a payment default during the nine months ended September 30, 2024. These loans were re-modified again in the form of term extensions during the three months ended June 30, 2024.

For the purposes of this disclosure, a payment default is defined as 90 or more days past due. Non-accrual loans that are modified to borrowers experiencing financial difficulty remain on non-accrual status until the borrower has demonstrated performance under the modified terms. Commitments to lend additional funds to borrowers experiencing financial difficulty whose loans had been modified were not significant.

Note 5: Goodwill and Other Intangible Assets

Goodwill

The following table summarizes changes in the carrying amount of goodwill:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Balance, beginning of period	\$ 2,868,068	\$ 2,631,465
Ametros acquisition ⁽¹⁾	—	236,603
Balance, end of period	\$ 2,868,068	\$ 2,868,068

- (1) Reflects the \$228.2 million of goodwill recorded in connection with the Ametros acquisition in January 2024, and \$8.4 million of other adjustments. The allocation of the purchase price and goodwill calculation for the Ametros acquisition was considered final as of December 31, 2024.

Information regarding goodwill by reportable segment can be found within Note 15: Segment Reporting.

Other Intangible Assets

The following table summarizes other intangible assets:

<i>(In thousands)</i>	September 30, 2025			December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Core deposits ⁽¹⁾	\$ 329,511	\$ 92,931	\$ 236,580	\$ 328,837	\$ 76,795	\$ 252,042
Customer relationships	122,063	56,831	65,232	122,063	47,186	74,877
Non-competition agreement	4,000	2,200	1,800	4,000	1,600	2,400
Trade name	6,100	2,033	4,067	6,100	1,118	4,982
Total other intangible assets	\$ 461,674	\$ 153,995	\$ 307,679	\$ 461,000	\$ 126,699	\$ 334,301

- (1) The increase in the gross carrying amount of Core deposits reflects the asset acquisition of Allegacy Federal Credit Union HSAs, as previously discussed in Note 2: Business Developments. The associated \$0.7 million core deposit intangible asset is being amortized over an estimated useful life of 9 years using a 1.5% declining balance approach.

The remaining estimated aggregate future amortization expense for other intangible assets is as follows:

<i>(In thousands)</i>	September 30, 2025
Remainder of 2025	\$ 8,791
2026	34,182
2027	33,116
2028	30,231
2029	28,357
Thereafter	173,002

Note 6: Deposits

The following table summarizes deposits by type:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Non-interest-bearing:		
Demand	\$ 10,491,975	\$ 10,316,501
Interest-bearing:		
Checking	10,723,584	9,834,790
Health savings accounts	9,135,425	8,951,031
Money market	23,188,134	20,433,250
Savings	7,060,713	6,982,554
Time deposits	7,575,813	8,234,954
Total interest-bearing	\$ 57,683,669	\$ 54,436,579
Total deposits	\$ 68,175,644	\$ 64,753,080
Time deposits, money market, and interest-bearing checking obtained through brokers ⁽¹⁾	\$ 2,037,759	\$ 3,181,298
Aggregate amount of time deposit accounts that exceeded the FDIC limit ⁽²⁾	1,525,325	1,407,077
Deposit overdrafts reclassified as loan balances	4,570	7,146

(1) Excludes money market deposits received through interSYNC of \$9.2 billion at September 30, 2025, and \$7.3 billion at December 31, 2024.

(2) Excludes an aggregate amount of time deposit accounts that were at the FDIC limit of \$11.3 million at September 30, 2025, and \$16.8 million at December 31, 2024.

The following table summarizes the scheduled maturities of time deposits:

<i>(In thousands)</i>	September 30, 2025
Remainder of 2025	\$ 4,185,109
2026	3,287,469
2027	41,806
2028	20,409
2029	16,908
Thereafter	24,112
Total time deposits	\$ 7,575,813

Note 7: Borrowings

Securities Sold Under Agreements to Repurchase and Federal Funds Purchased

The following table summarizes securities sold under agreements to repurchase and federal funds purchased:

<i>(Dollars in thousands)</i>	September 30, 2025		December 31, 2024	
	Total Outstanding	Rate	Total Outstanding	Rate
Securities sold under agreements to repurchase ⁽¹⁾	\$ 101,717	0.12 %	\$ 344,168	2.98 %
Securities sold under agreements to repurchase and federal funds purchased ⁽²⁾	\$ 101,717	0.12 %	\$ 344,168	2.98 %

(1) Securities sold under agreements to repurchase have an original maturity date of one year or less for the periods presented.

(2) There were no outstanding federal funds purchased at September 30, 2025, and December 31, 2024.

The Company's repurchase agreement counterparties are limited to primary dealers in government securities and commercial and municipal customers through the Corporate Treasury function. The Company has the right of offset with respect to repurchase agreement assets and liabilities with the same counterparty when master netting agreements are in place. Securities sold under agreements to repurchase are presented as gross transactions at September 30, 2025, and December 31, 2024, since only liabilities are outstanding. Agency MBS securities, which had an aggregate market value of \$103.0 million and \$358.4 million at September 30, 2025, and December 31, 2024, respectively, are pledged to secure repurchase agreements. These Agency MBS securities are subject to changes in market value and, therefore, the Company may increase or decrease the level of securities pledged as collateral based upon movements in market value.

The following tables represent the offsetting of repurchase agreements that are subject to master netting agreements:

<i>(In thousands)</i>	September 30, 2025					
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Financial Position	Net Amounts of Liabilities Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		
				Financial Instruments	Cash Collateral Pledged	Net Amount
Repurchase agreements	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

<i>(In thousands)</i>	December 31, 2024					
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Financial Position	Net Amounts of Liabilities Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		
				Financial Instruments ⁽¹⁾	Cash Collateral Pledged	Net Amount
Repurchase agreements	\$ 209,961	\$ —	\$ 209,961	\$ 209,961	\$ —	\$ —

(1) Amounts disclosed are limited to the balance of securities sold under agreements to repurchase reported on the accompanying Condensed Consolidated Balance Sheets that are subject to master netting agreements and, accordingly, exclude excess collateral pledged. At December 31, 2024, Agency MBS with a carrying amount of \$220.6 million was pledged as collateral against such securities sold under agreements to repurchase, resulting in an excess collateral positions of \$10.6 million.

FHLB Advances

The following table summarizes information for FHLB advances:

	September 30, 2025		December 31, 2024	
	Total Outstanding	Weighted-Average Contractual Coupon Rate	Total Outstanding	Weighted-Average Contractual Coupon Rate
<i>(Dollars in thousands)</i>				
Maturing within 1 year	\$ 2,550,000	4.12 %	\$ 2,100,000	4.50 %
After 1 but within 2 years	—	—	—	—
After 2 but within 3 years	410	1.37	218	—
After 3 but within 4 years	—	—	215	2.75
After 4 but within 5 years	622	1.75	642	1.75
After 5 years	9,785	1.82	9,033	2.02
Total FHLB advances	\$ 2,560,817	4.11 %	\$ 2,110,108	4.49 %
Aggregate market value of assets pledged as collateral	\$ 16,427,945		\$ 16,581,133	
Remaining borrowing capacity at FHLB	8,336,636		8,670,348	

The Bank may borrow up to a discounted amount of eligible loans and securities that have been pledged as collateral to secure FHLB advances, which includes certain residential, multi-family, and commercial real estate loans, home equity lines of credit, Agency MBS, and Agency CMO. The Bank was in compliance with its FHLB collateral requirements at September 30, 2025, and December 31, 2024.

Long-term Debt

The following table summarizes long-term debt:

	September 30, 2025	December 31, 2024
<i>(Dollars in thousands)</i>		
4.100% Senior fixed-rate notes due March 25, 2029 ⁽¹⁾	\$ 318,736	\$ 322,751
Subordinated floating-rate notes due December 30, 2029 ⁽²⁾	274,000	274,000
3.875% Subordinated fixed-to-floating rate notes due November 1, 2030 ⁽³⁾	225,000	225,000
5.784% Fixed-rate reset subordinated notes due September 11, 2035	350,000	—
Junior subordinated debt Webster Statutory Trust I floating-rate notes due September 17, 2033 ⁽⁴⁾	77,320	77,320
Total senior and subordinated debt	1,245,056	899,071
Discount on senior fixed-rate notes	(348)	(423)
Debt issuance cost on senior fixed-rate notes	(936)	(1,137)
Premium on subordinated floating-rate notes and subordinated fixed-to-floating rate notes	10,087	11,674
Discount on fixed-rate reset subordinated notes	(2,611)	—
Debt issuance cost on fixed-rate reset subordinated notes	(1,636)	—
Long-term debt ⁽⁵⁾	\$ 1,249,612	\$ 909,185

- (1) The Company de-designated its fair value hedging relationship on these senior fixed-rate notes in 2020. A basis adjustment of \$18.7 million and \$22.8 million at September 30, 2025, and December 31, 2024, respectively, is included in the carrying value and is being amortized over the remaining life of the senior fixed-rate notes.
- (2) The interest rate on the 2029 subordinated floating-rate notes varies quarterly based on 3-month term SOFR plus 253 basis points, which yielded 6.51% at September 30, 2025, and 6.84% at December 31, 2024.
- (3) On September 23, 2025, the Company delivered formal notice of its election to redeem all outstanding 3.875% subordinated fixed-to-floating rate notes due 2030 on November 1, 2025. Additional information regarding this redemption of long-term debt can be found within Note 18: Subsequent Events.
- (4) The interest rate on the Webster Statutory Trust I floating-rate notes varies quarterly based on 3-month SOFR plus a credit spread adjustment plus a market spread of 2.95%, which yielded 7.23% at September 30, 2025, and 7.56% at December 31, 2024.
- (5) The classification of debt as long-term is based on the initial term of greater than one year as of the date of issuance.

2035 Subordinated Notes. On September 11, 2025, the Company issued \$350.0 million in aggregate principal amount of 5.784% fixed-rate reset subordinated notes due on September 11, 2035 (the 2035 subordinated notes). The 2035 subordinated notes are not convertible or exchangeable, and interest is payable semi-annually in arrears on March 11 and September 11 of each year. Prior to September 11, 2030, the interest rate is fixed at 5.784%. On and after September 30, 2030, through the earlier of maturity or redemption, the 2035 subordinated notes will bear interest at a rate per annum equal to the U.S. Treasury Rate for a five-year maturity plus 212.5 basis points. The 2035 subordinated notes may be redeemed by the Company (i) in whole, but not in part, on September 11, 2030, (ii) in whole or in part, at any time or from time to time, on or after June 11, 2035, at a redemption price equal to 100% of the principal amount to be redeemed plus accrued and unpaid interest to, but excluding, the date of redemption, and (iii) upon the occurrence of certain events.

Additional information regarding the Company's long-term debt can be found within Note 11: Borrowings in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Note 8: Stockholders' Equity

The following table summarizes the changes in shares of preferred and common stock issued and common stock held as treasury shares:

	Preferred Stock Series F Issued	Preferred Stock Series G Issued	Common Stock Issued	Treasury Stock Held	Common Stock Outstanding
Balance at June 30, 2025	6,000	135,000	182,778,045	15,694,782	167,083,263
Stock compensation plan activity ⁽¹⁾	—	—	—	37,429	(37,429)
Stock options exercised	—	—	—	(2,114)	2,114
Common stock repurchase program	—	—	—	2,231,026	(2,231,026)
Balance at September 30, 2025	6,000	135,000	182,778,045	17,961,123	164,816,922
Balance at June 30, 2024	6,000	135,000	182,778,045	11,376,158	171,401,887
Stock compensation plan activity ⁽¹⁾	—	—	—	(26,577)	26,577
Balance at September 30, 2024	6,000	135,000	182,778,045	11,349,581	171,428,464
	Preferred Stock Series F Issued	Preferred Stock Series G Issued	Common Stock Issued	Treasury Stock Held	Common Stock Outstanding
Balance at December 31, 2024	6,000	135,000	182,778,045	11,386,920	171,391,125
Stock compensation plan activity ⁽¹⁾	—	—	—	(744,677)	744,677
Stock options exercised	—	—	—	(2,114)	2,114
Common stock repurchase program	—	—	—	7,320,994	(7,320,994)
Balance at September 30, 2025	6,000	135,000	182,778,045	17,961,123	164,816,922
Balance at December 31, 2023	6,000	135,000	182,778,045	10,756,089	172,021,956
Stock compensation plan activity ⁽¹⁾	—	—	—	(814,934)	814,934
Common stock repurchase program	—	—	—	1,408,426	(1,408,426)
Balance at September 30, 2024	6,000	135,000	182,778,045	11,349,581	171,428,464

- (1) Reflects (i) common shares issued (to) from Treasury stock for time-based restricted stock award grants, net of forfeitures, and the vesting of performance-based restricted stock awards of (30,559) and 32,079, in aggregate, during the three months ended September 30, 2025, and 2024, respectively, and 1,144,321 and 1,169,968, in aggregate, during the nine months ended September 30, 2025, and 2024, respectively; less (ii) common shares acquired outside of the Company's common stock repurchase program related to stock compensation plan activity of 6,870 and 5,502 during the three months ended September 30, 2025, and 2024, respectively, and 399,644 and 355,034 during the nine months ended September 30, 2025, and 2024, respectively.

Common Stock Repurchase Program

The Company maintains a common stock repurchase program, which was approved by the Board of Directors on October 24, 2017, that permits management to repurchase shares of Webster common stock in open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the SEC, subject to the availability and trading price of stock, general market conditions, alternative uses for capital, regulatory considerations, and the Company's financial performance. On April 30, 2025, the Board of Directors increased the Company's authority to repurchase shares of Webster common stock under the repurchase program by \$700.0 million. During the three and nine months ended September 30, 2025, the Company repurchased 2,231,026 and 7,320,994 shares, respectively, under the repurchase program at a weighted-average price of \$58.17 and \$53.19 per share, respectively, totaling \$129.8 million and \$389.4 million, respectively. At September 30, 2025, the Company's remaining repurchase authority was \$538.6 million.

Preferred Stock

Information regarding the Company's preferred stock can be found within Note 12: Stockholders' Equity in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Note 9: Accumulated Other Comprehensive (Loss), Net of Tax

The following tables summarize the change in each component of accumulated other comprehensive (loss), net of the related tax impact:

	Three months ended September 30, 2025				Nine months ended September 30, 2025			
	Investment Securities Available-for-Sale	Derivative Financial Instruments	Defined Benefit Pension and Other Postretirement Benefit Plans	Total	Investment Securities Available-for-Sale	Derivative Financial Instruments	Defined Benefit Pension and Other Postretirement Benefit Plans	Total
<i>(In thousands)</i>								
Balance, beginning of period	\$ (414,879)	\$ 2,528	\$ (25,911)	\$ (438,262)	\$ (520,318)	\$ (9,600)	\$ (26,465)	\$ (556,383)
Other comprehensive income (loss) before reclassifications	52,180	(1,190)	—	50,990	158,004	6,606	—	164,610
Amounts reclassified from accumulated other comprehensive (loss) income	—	2,003	277	2,280	(385)	6,335	831	6,781
Other comprehensive income, net of tax	52,180	813	277	53,270	157,619	12,941	831	171,391
Balance, end of period	\$ (362,699)	\$ 3,341	\$ (25,634)	\$ (384,992)	\$ (362,699)	\$ 3,341	\$ (25,634)	\$ (384,992)

	Three months ended September 30, 2024				Nine months ended September 30, 2024			
	Investment Securities Available-for-Sale	Derivative Financial Instruments	Defined Benefit Pension and Other Postretirement Benefit Plans	Total	Investment Securities Available-for-Sale	Derivative Financial Instruments	Defined Benefit Pension and Other Postretirement Benefit Plans	Total
<i>(In thousands)</i>								
Balance, beginning of period	\$ (563,530)	\$ (34,468)	\$ (29,901)	\$ (627,899)	\$ (517,450)	\$ (2,869)	\$ (30,252)	\$ (550,571)
Other comprehensive income (loss) before reclassifications	191,541	37,238	(347)	228,432	104,980	(10,942)	(954)	93,084
Amounts reclassified from accumulated other comprehensive (loss)	16,975	8,821	428	26,224	57,456	25,402	1,386	84,244
Other comprehensive income, net of tax	208,516	46,059	81	254,656	162,436	14,460	432	177,328
Balance, end of period	\$ (355,014)	\$ 11,591	\$ (29,820)	\$ (373,243)	\$ (355,014)	\$ 11,591	\$ (29,820)	\$ (373,243)

The following table further summarizes the amounts reclassified from accumulated other comprehensive (loss):

Accumulated Other Comprehensive (Loss) Components	Three months ended September 30,		Nine months ended September 30,		Associated Line Item on the Condensed Consolidated Statements of Income
	2025	2024	2025	2024	
<i>(In thousands)</i>					
Investment securities available-for-sale:					
Net unrealized gains (losses) ⁽¹⁾	\$ —	\$ (23,156)	\$ 528	\$ (78,340)	Non-interest income ⁽²⁾
Tax (expense) benefit	—	6,181	(143)	20,884	Income tax expense
Net of tax	\$ —	\$ (16,975)	\$ 385	\$ (57,456)	
Derivative financial instruments:					
Interest payments ⁽³⁾	\$ (2,748)	\$ (12,060)	\$ (8,692)	\$ (34,182)	Interest and fees on loans and leases
Hedge terminations	—	—	—	(34)	Long-term debt interest expense
Premium amortization	—	(44)	—	(533)	Interest and fees on loans and leases
Tax benefit	745	3,283	2,357	9,347	Income tax expense
Net of tax	\$ (2,003)	\$ (8,821)	\$ (6,335)	\$ (25,402)	
Defined benefit pension and other postretirement benefit plans:					
Actuarial net loss amortization	\$ (380)	\$ (587)	\$ (1,140)	\$ (1,902)	Other expense
Tax benefit	103	159	309	516	Income tax expense
Net of tax	\$ (277)	\$ (428)	\$ (831)	\$ (1,386)	

- (1) Reclassification adjustments for net unrealized gains (losses) on investment securities available-for-sale that were sold during the reporting period are determined by reference to the unrealized gain or loss reported in the previous reporting period.
- (2) Gains and losses realized on sale of investment securities available-for-sale are generally included as a component of non-interest income on the accompanying Condensed Consolidated Statements of Income unless any portion or all of the loss is due to credit related factors, in which the amount is then included in the Provision for credit losses. Additional information regarding the presentation of gains and losses realized on sale of investment securities available-for-sale for the three and nine months ended September 30, 2025, and 2024, respectively, can be found within Note 3: Investment Securities.
- (3) Over the next 12 months, an estimated \$(2.4) million related to cash flow hedge gain or loss will be reclassified from AOCL, increasing Interest and fees on loans and leases as hedge interest payments are made.

Note 10: Regulatory Capital and Restrictions

Regulatory Capital Requirements

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory actions by regulators that could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and/or the regulatory framework for prompt corrective action (applies to the Bank only), both the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated pursuant to regulatory directives. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by Basel III to ensure capital adequacy require the Company and the Bank to maintain minimum ratios of CET1 Risk-Based Capital, Tier 1 Risk-Based Capital, Total Risk-Based Capital, and Tier 1 Leverage Capital, as defined in the regulations. CET1 capital consists of common stockholders' equity, less deductions for goodwill and other intangible assets, and certain deferred tax adjustments. At the time of initial adoption of the Basel III Capital Rules, the Company had elected to opt-out of the requirement to include certain components of AOCI in CET1 capital. Tier 1 capital consists of CET1 capital plus preferred stock. Total capital consists of Tier 1 capital and Tier 2 capital, as defined in the regulations. Tier 2 capital includes qualifying subordinated debt and the permissible portion of the ACL.

At September 30, 2025, and December 31, 2024, both the Company and the Bank were classified as "well-capitalized."

The following tables provides information on the capital ratios for the Company and the Bank:

		September 30, 2025							
		Actual		Minimum Requirement		Well Capitalized			
<i>(Dollars in thousands)</i>		Amount	Ratio	Amount	Ratio	Amount	Ratio		
Webster Financial Corporation									
CET1 Risk-Based Capital	\$	6,480,775	11.39 %	\$	2,560,333	4.5 %	\$	3,698,259	6.5 %
Tier 1 Risk-Based Capital		6,764,754	11.89		3,413,778	6.0		4,551,703	8.0
Total Risk-Based Capital		8,352,757	14.68		4,551,703	8.0		5,689,629	10.0
Tier 1 Leverage Capital		6,764,754	8.51		3,179,258	4.0		3,974,073	5.0
Webster Bank									
CET1 Risk-Based Capital	\$	7,161,572	12.60 %	\$	2,558,316	4.5 %	\$	3,695,346	6.5 %
Tier 1 Risk-Based Capital		7,161,572	12.60		3,411,088	6.0		4,548,118	8.0
Total Risk-Based Capital		7,872,291	13.85		4,548,118	8.0		5,685,147	10.0
Tier 1 Leverage Capital		7,161,572	9.02		3,176,821	4.0		3,971,026	5.0
		December 31, 2024							
		Actual ⁽¹⁾		Minimum Requirement		Well Capitalized			
<i>(Dollars in thousands)</i>		Amount	Ratio	Amount	Ratio	Amount	Ratio		
Webster Financial Corporation									
CET1 Risk-Based Capital	\$	6,318,876	11.54 %	\$	2,464,542	4.5 %	\$	3,559,895	6.5 %
Tier 1 Risk-Based Capital		6,602,855	12.06		3,286,057	6.0		4,381,409	8.0
Total Risk-Based Capital		7,800,717	14.24		4,381,409	8.0		5,476,761	10.0
Tier 1 Leverage Capital		6,602,855	8.70		3,034,369	4.0		3,792,961	5.0
Webster Bank									
CET1 Risk-Based Capital	\$	6,847,474	12.53 %	\$	2,460,031	4.5 %	\$	3,553,378	6.5 %
Tier 1 Risk-Based Capital		6,847,474	12.53		3,280,042	6.0		4,373,389	8.0
Total Risk-Based Capital		7,512,143	13.74		4,373,389	8.0		5,466,736	10.0
Tier 1 Leverage Capital		6,847,474	9.04		3,031,190	4.0		3,788,988	5.0

- (1) In accordance with regulatory capital rules, the Company elected to delay the estimated impact of the adoption of CECL on its regulatory capital over a two-year deferral period, which ended on January 1, 2022, and a subsequent three-year transition period, which ended on December 31, 2024. During the three-year transition period, regulatory capital ratios phased out the aggregate amount of the regulatory capital benefit provided from the delayed CECL adoption in the initial two years. For 2024, the Company was allowed 25% of the regulatory capital benefit as of December 31, 2021. Full absorption occurred in 2025.

Dividend Restrictions

The Holding Company is dependent upon dividends from the Bank to provide funds for the payment of dividends to stockholders and for other cash requirements. Dividends paid by the Bank are subject to various federal and state regulatory limitations. Express approval by the OCC is required if the effect of dividends declared would cause the regulatory capital of the Bank to fall below specified minimum levels or if the amount would exceed net income for that year combined with undistributed net income for the preceding two years. The Bank paid the Holding Company dividends of \$200.0 million and \$500.0 million for the three and nine months ended September 30, 2025, respectively, and \$100.0 million and \$400.0 million for the three and nine months ended September 30, 2024, respectively, for which no express approval from the OCC was required.

Cash Restrictions

The Bank is required under Federal Reserve regulations to maintain cash reserve balances in the form of vault cash or deposits held at a FRB to ensure that it is able to meet customer demands. The reserve requirement ratio is subject to adjustment as economic conditions warrant. On March 26, 2020, the Federal Reserve reduced the reserve requirement ratios on all net transaction accounts to zero percent. As a result, the Bank has not been required to hold cash reserve balances since that date.

Note 11: Variable Interest Entities

The Company has an investment interest in the following entities that each meet the definition of a VIE. Information regarding the consolidation of VIEs can be found within Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Consolidated

Rabbi Trusts. The Company established a Rabbi Trust to meet its obligations due under the Webster Bank Deferred Compensation Plan for Directors and Officers. The funding of the Rabbi Trust and the discontinuation of the Webster Bank Deferred Compensation Plan for Directors and Officers occurred during 2012. In connection with its merger with Sterling Bancorp in 2022, the Company acquired assets held in a separate Rabbi Trust that was previously established to fund obligations due under the Greater New York Savings Bank Directors' Retirement Plan. The Company is considered the primary beneficiary of these Rabbi Trusts as it has the power to direct the activities that most significantly impact their economic performance and it has the obligation to absorb losses and/or the right to receive benefits that could potentially be significant.

The Rabbi Trusts' assets are included in Accrued interest receivable and other assets on the accompanying Condensed Consolidated Balance Sheets. Investment earnings and any changes in fair value are included in Other income on the accompanying Condensed Consolidated Statements of Income. Additional information regarding the Rabbi Trusts' investments can be found within Note 14: Fair Value Measurements.

Non-Consolidated

Low-Income Housing Tax Credit Investments. The Company makes non-marketable equity investments in entities that sponsor affordable housing and other community development projects that qualify for the LIHTC Program pursuant to Section 42 of the Internal Revenue Code. The purpose of these investments is not only to assist the Bank in meeting its responsibilities under the CRA, but also to provide a return, primarily through the realization of tax benefits. While the Company's investment in an entity may exceed 50% of its outstanding equity interests, the entity is not consolidated as the Company is not the primary beneficiary. The Company has determined that it is not the primary beneficiary due to its inability to direct the activities that most significantly impact economic performance. The Company applies the proportional amortization method to subsequently measure its investments in qualified affordable housing projects.

The following table summarizes the Company's LIHTC investments and related unfunded commitments:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Gross investment in LIHTC investments	\$ 1,605,461	\$ 1,439,461
Accumulated amortization	(311,935)	(222,101)
Net investment in LIHTC investments	\$ 1,293,526	\$ 1,217,360
Unfunded commitments for LIHTC investments	\$ 710,490	\$ 720,890

The aggregate carrying value of the Company's LIHTC investments and the related unfunded commitments are included in Accrued interest receivable and other assets and Accrued expenses and other liabilities, respectively, on the accompanying Condensed Consolidated Balance Sheets. The Company's maximum exposure to loss related to its LIHTC investments is generally the aggregate carrying value as of each reporting date. However, income tax credits recognized related to these investments are subject to recapture by taxing authorities for up to a period of 15 years based on compliance provisions that are required to be met at the project level. During the nine months ended September 30, 2025, and 2024, there were \$166.0 million and \$234.9 million of commitments approved to fund LIHTC investments, respectively.

The following table summarizes the amount of income tax credits and other income tax benefits, and investment amortization generated from the Company's LIHTC investments, which are recognized as a component of income tax expense on the accompanying Condensed Consolidated Statements of Income:

<i>(In thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Income tax credits and other income tax benefits from LIHTC investments	\$ (26,982)	\$ (30,406)	\$ (108,781)	\$ (85,612)
Investment amortization from LIHTC investments	23,162	21,595	89,834	63,844

Income tax credits and other income tax benefits, and investment amortization generated from the Company's LIHTC investments, are included as a component of operating activities on the accompanying Condensed Consolidated Statements of Cash Flows.

Webster Statutory Trust I. The Company owns all the outstanding common stock of Webster Statutory Trust I, a financial vehicle that has issued, and in the future may issue, trust preferred securities. The Company is not the primary beneficiary of Webster Statutory Trust I. The only assets of Webster Statutory Trust I are junior subordinated debentures that are issued by the Company, which were acquired using the proceeds from the issuance of trust preferred securities and common stock. The junior subordinated debentures are included in Long-term debt on the accompanying Condensed Consolidated Balance Sheets, and the related interest expense is included in Long-term debt on the accompanying Condensed Consolidated Statements of Income. Additional information regarding these junior subordinated debentures can be found within Note 11: Borrowings in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Multi-family Securitization Trusts. The Company completed a multi-family securitization in the third quarter of 2024. Additional information regarding this multi-family securitization can be found within Note 5: Transfers and Servicing of Financial Assets in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Form 10-K for the year ended December 31, 2024. The Company has determined that it is not the primary beneficiary of the multi-family securitization trusts since it does not have the power to direct the activities that would have the most significant impact on their economic performance. The Company's maximum exposure related to the multi-family securitization trusts is \$36.4 million, which represents its obligation to Freddie Mac to guarantee losses up to 12% of the aggregate UPB of the loans at the time of sale. The obligation is secured in full by an irrevocable letter of credit issued by the FHLB.

Joint Venture with Marathon Asset Management. The Company, through its subsidiary MW Advisor Holding, LLC, owns a 50 percent interest in both MW Advisor, LLC and Marathon Direct Lending SLP, LLC. The Company (i) will receive a management fee for investment advisory and other related services performed by MW Advisor, LLC on behalf of a certain investment fund formed in connection with the joint venture (the "Fund"), and (ii) may be entitled to receive certain special limited partner carried interest distributions through its interest in Marathon Direct Lending SLP, LLC, as the designated special limited partner of the Fund. The Company has determined that it is not the primary beneficiary of either MW Advisor, LLC, Marathon Direct Lending SLP, LLC, or the Fund since it does not have the power to make decisions or control the activities that would most significantly affect their economic performance.

Other Non-Marketable Investments. The Company invests in alternative investments comprising interests in non-public entities that cannot be redeemed since the investment is distributed as the underlying equity is liquidated. The ultimate timing and amount of these distributions cannot be predicted with reasonable certainty. For each of these alternative investments that is classified as a VIE, the Company has determined that it is not the primary beneficiary due to its inability to direct the activities that most significantly impact economic performance. The aggregate carrying value of the Company's other non-marketable investments was \$246.9 million and \$216.5 million at September 30, 2025, and December 31, 2024, respectively, which is included in Accrued interest receivable and other assets on the accompanying Condensed Consolidated Balance Sheets, and its maximum exposure to loss, including unfunded commitments, was \$374.3 million and \$332.8 million, respectively. Additional information regarding other non-marketable investments can be found within Note 14: Fair Value Measurements.

Note 12: Earnings Per Common Share

The following table summarizes the calculation of basic and diluted earnings per common share:

<i>(In thousands, except per share data)</i>	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Net income	\$ 261,217	\$ 192,985	\$ 746,982	\$ 590,941
Less: Preferred stock dividends	4,162	4,162	12,487	12,487
Income allocated to participating securities	3,004	2,024	8,339	6,136
Net income applicable to common stockholders	\$ 254,051	\$ 186,799	\$ 726,156	\$ 572,318
Weighted-average common shares outstanding - basic	164,138	169,569	166,386	169,898
Add: Effect of dilutive stock options and restricted stock	318	325	352	328
Weighted-average common shares - diluted	164,456	169,894	166,738	170,226
Earnings per common share - basic	\$ 1.55	\$ 1.10	\$ 4.36	\$ 3.37
Earnings per common share - diluted	1.54	1.10	4.36	3.36

Earnings per common share is calculated under the two-class method in which all earnings, distributed and undistributed, are allocated to common stock and participating securities based on their respective rights to receive dividends. The Company may provide for the grant of stock options, restricted stock, performance-based restricted stock, and stock units to eligible employees and directors under its stock incentive plan. Holders of restricted stock are entitled to receive non-forfeitable dividends during the vesting period on a basis equivalent to the dividends paid to holders of common stock. These unvested awards meet the definition of participating securities.

Potential common shares from performance-based restricted stock that were not included in the computation of diluted earnings per common share because they were anti-dilutive under the treasury stock method were zero for the three and nine months ended September 30, 2025, and 2024. Additional information regarding stock awards under the Company's stock incentive plan can be found within Note 20: Share-Based Plans in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Note 13: Derivative Financial Instruments

Derivative Positions and Offsetting

Derivatives Designated in Hedge Relationships. Interest rate swaps allow the Company to change the fixed or variable nature of an interest rate without the exchange of the underlying notional amount. Certain pay fixed/receive variable interest rate swaps are designated as cash flow hedges to effectively convert variable-rate debt into fixed-rate debt, whereas certain receive fixed/pay variable interest rate swaps are designated as fair value hedges to effectively convert fixed-rate debt into variable-rate debt. Certain purchased options are also designated as cash flow hedges, allowing the Company to limit the potential adverse impact of variable interest rates by establishing a cap rate or floor rate in exchange for an upfront premium. The purchased options designated as cash flow hedges represent interest rate caps where payment is received from the counterparty if interest rates rise above the cap rate, and interest rate floors where payment is received from the counterparty when interest rates fall below the floor rate. The maximum length of time over which forecasted transactions are hedged is 2.3 years.

Derivatives Not Designated in Hedge Relationships. The Company also enters into derivative transactions that are not designated in hedge relationships. The Company has a back-to-back swap program, whereby it enters into an interest rate swap with a qualified customer and simultaneously enters into an equal and opposite interest-rate swap with a swap counterparty, to hedge interest rate risk. Derivative assets and derivative liabilities with the same counterparty are presented on a net basis when master netting agreements are in place.

The following tables present the notional amounts and fair values, including accrued interest, of derivative positions:

September 30, 2025					
(In thousands)	Asset Derivatives		Liability Derivatives		
	Notional Amounts	Fair Value	Notional Amounts	Fair Value	
Designated in hedge relationships:					
Interest rate derivatives ⁽¹⁾	\$ 4,250,000	\$ 5,951	\$ 1,000,000	\$ 645	
Not designated in hedge relationships:					
Interest rate derivatives ⁽¹⁾	9,182,657	234,279	9,328,401	233,509	
Mortgage banking derivatives	938	6	—	—	
Other ⁽²⁾	325,308	209	1,000,122	520	
Total not designated as hedging instruments	9,508,903	234,494	10,328,523	234,029	
Gross derivative instruments, before netting	\$ 13,758,903	240,445	\$ 11,328,523	234,674	
Less: Master netting agreements		69,860		69,860	
Cash collateral pledged		88,707		11,630	
Total derivative instruments, after netting		\$ 81,878		\$ 153,184	

December 31, 2024					
(In thousands)	Asset Derivatives		Liability Derivatives		
	Notional Amounts	Fair Value	Notional Amounts	Fair Value	
Designated in hedge relationships:					
Interest rate derivatives ⁽¹⁾	\$ 750,000	\$ 719	\$ 4,250,000	\$ 13,169	
Not designated in hedge relationships:					
Interest rate derivatives ⁽¹⁾	8,693,493	300,120	8,728,767	298,296	
Mortgage banking derivatives	584	3	—	—	
Other ⁽²⁾	337,370	1,300	833,449	96	
Total not designated as hedging instruments	9,031,447	301,423	9,562,216	298,392	
Gross derivative instruments, before netting	\$ 9,781,447	302,142	\$ 13,812,216	311,561	
Less: Master netting agreements		31,881		31,881	
Cash collateral pledged		251,212		80	
Total derivative instruments, after netting		\$ 19,049		\$ 279,600	

- (1) The notional amount of interest rate swaps that were centrally-cleared through clearing housings was \$99.1 million at September 30, 2025, and \$71.1 million at December 31, 2024, for asset derivatives, and \$84.2 million at September 30, 2025 and zero at December 31, 2024, for liability derivatives. Interest rate swaps that are centrally-cleared through clearing houses are “settled-to-market” and considered a single unit of account. In accordance with their rule books, clearing houses record the variation margin transferred for settled-to-market derivatives as a legal settlement of the derivative contract (i.e., the variation margin legally settles the outstanding exposure, but does not result in any other change or reset of the contractual terms of the derivative). The fair values of the Company’s settled-to-market interest rate swaps are presented net on the accompanying Condensed Consolidated Balance Sheets and approximated zero.
- (2) Other derivatives not designated in hedge relationships include foreign currency forward contracts related to lending arrangements, a Visa equity swap transaction, and risk participation agreements. Notional amounts of risk participation agreements were \$301.0 million at September 30, 2025, and \$294.5 million at December 31, 2024, for asset derivatives, and \$953.7 million at September 30, 2025, and \$796.6 million at December 31, 2024, for liability derivatives, all of which had immaterial related fair values.

The following tables represent the off-setting derivative financial instruments that are subject to master netting agreements:

September 30, 2025						
(In thousands)	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Statement of Financial Position	Net Amounts of Assets/Liabilities Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		
				Financial Instruments	Cash Collateral Pledged	Net Amount
Asset derivatives	\$ 158,589	\$ 69,860	\$ 88,729	\$ —	\$ 88,707	\$ 22
Liability derivatives	82,949	69,860	13,089	—	11,630	1,459
December 31, 2024						
(In thousands)	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Statement of Financial Position	Net Amounts of Assets/Liabilities Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		
				Financial Instruments	Cash Collateral Pledged	Net Amount
Asset derivatives	\$ 283,185	\$ 31,881	\$ 251,304	\$ —	\$ 251,212	\$ 92
Liability derivatives	32,218	31,881	337	—	80	257

Derivative Activity

The following table summarizes the income statement effect of derivatives designated in hedge relationships:

(In thousands)		Recognized in Net Interest Income	Three months ended September 30,		Nine months ended September 30,	
			2025	2024	2025	2024
Fair value hedges:						
Interest rate derivatives	Deposits interest expense	\$	—	\$	—	\$
Net recognized on fair value hedges ⁽¹⁾		\$	—	\$	—	\$
Cash flow hedges:						
Interest rate derivatives	Long-term debt interest expense	\$	—	\$	—	\$
Interest rate derivatives	Interest and fees on loans and leases		(2,748)		(12,104)	
Net recognized on cash flow hedges ⁽²⁾		\$	(2,748)	\$	(12,104)	\$

- (1) The Company de-designated its fair value hedging relationship on \$400.0 million of deposits, which pertained to a portion of Ametros' member deposits, in 2023. The \$1.3 million basis adjustment included in the carrying amount of deposits at December 31, 2023, was recognized in interest expense in January 2024 upon the acquisition of Ametros.
- (2) Additional information regarding the amounts recognized in net income related to cash flow hedge activities can be found within Note 9: Accumulated Other Comprehensive (Loss), Net of Tax.

The following table summarizes the income statement effect of derivatives not designated in hedge relationships:

(In thousands)		Recognized in Non-interest Income	Three months ended September 30,		Nine months ended September 30,	
			2025	2024	2025	2024
Interest rate derivatives	Other income		\$ 4,695	\$ (5,373)	\$ 2,767	\$ (5,817)
Mortgage banking derivatives	Other income		3	5	2	(25)
Other	Other income		442	(1,655)	(4,565)	281
Total not designated as hedging instruments			\$ 5,140	\$ (7,023)	\$ (1,796)	\$ (5,561)

Derivative Exposure. At September 30, 2025, the Company had \$94.9 million of cash collateral received and \$11.6 million of cash collateral posted included in Cash and due from banks on the accompanying Condensed Consolidated Balance Sheets. In addition, the Company had \$3.6 million in initial margin posted at clearing houses. The Company regularly evaluates the credit risk of its derivative customers, taking into account the likelihood of default, net exposures, and remaining contractual life, among other related factors. Credit risk exposure is mitigated as transactions with customers are generally secured by the same collateral of the underlying transactions. Current net credit exposure relating to derivatives with the Bank's customers was \$81.9 million at September 30, 2025. In addition, the Company monitors potential future exposure, representing its best estimate of exposure to remaining contractual maturity. The potential future exposure relating to derivatives with the Bank's customers totaled \$121.1 million at September 30, 2025. The Company has incorporated a credit valuation adjustment (contra-liability) to reflect non-performance risk in the fair value measurement of its derivatives, which totaled \$3.8 million and \$7.6 million at September 30, 2025, and December 31, 2024, respectively. Various factors impact changes in the valuation adjustment over time, such as changes in the credit spreads of the contracted parties, and changes in market rates and volatilities, which affect the total expected exposure of the derivative instruments.

Additional information regarding the Company's accounting policies for derivatives can be found within Note 1: Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Note 14: Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The determination of fair value may require the use of estimates when quoted market prices are not available. Fair value estimates made at a specific point in time are based on management's judgments regarding future expected losses, current economic conditions, the risk characteristics of each financial instrument, and other subjective factors that cannot be determined with precision.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels within the fair value hierarchy are as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, rate volatility, prepayment speeds, and credit ratings), or inputs that are derived principally from or corroborated by market data, correlation, or other means.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. This includes certain pricing models or other similar techniques that require significant management judgment or estimation.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Available-for-Sale Securities. When unadjusted quoted prices are available in an active market, the Company classifies its available-for-sale investment securities within Level 1 of the fair value hierarchy. When quoted market prices are not available, the Company employs an independent pricing service that utilizes matrix pricing to calculate fair value. These fair value measurements consider observable data, such as dealer quotes, market spreads, cash flows, yield curves, live trading levels, trade execution data, market consensus prepayments speeds, credit information, and the respective terms and conditions for debt instruments. Management maintains procedures to monitor the pricing service's results and has a process in place to challenge their valuations and methodologies. Government agency debentures, Municipal bonds and notes, Agency CMO, Agency MBS, Agency CMBS, CMBS, Corporate debt, Private label MBS, and Other available-for-sale securities are classified within Level 2 of the fair value hierarchy.

Derivative Financial Instruments. The fair values presented for derivative financial instruments include any accrued interest. Foreign exchange contracts are valued based on unadjusted quoted prices in active markets and, accordingly, are classified within Level 1 of the fair value hierarchy. Except for mortgage banking derivatives, all other derivative financial instruments are valued using third-party valuation software, which considers the present value of cash flows discounted using observable forward rate assumptions. The resulting fair value is then validated against valuations performed by dealer counterparties. Credit valuation adjustments, which are included in the fair value of derivative financial instruments, utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. When credit valuation adjustments are significant to the overall fair value of a derivative financial instrument, the Company classifies that derivative financial instrument in Level 3 of the fair value hierarchy. Otherwise, derivative financial instruments are generally classified within Level 2 of the fair value hierarchy. At September 30, 2025, and December 31, 2024, these credit valuation adjustments were not considered significant to the overall fair value of the Company's derivative financial instruments.

Mortgage Banking Derivatives. The Company uses forward sales of mortgage loans and mortgage-backed securities to manage the risk of loss associated with its mortgage loan commitments and mortgage loans held for sale. Prior to closing and funding certain single-family residential mortgage loans, an interest rate lock commitment is generally extended to the borrower. During this in-between time period, the Company is subject to the risk that market interest rates may change. If rates rise, investors generally will pay less to purchase mortgage loans, which would result in a reduction in the gain on sale of the loans, or possibly a loss. In an effort to mitigate this risk, forward delivery sales commitments are established in which the Company agrees to either deliver whole mortgage loans to various investors or issue mortgage-backed securities. The fair value of mortgage banking derivatives is determined based on current market prices for similar assets in the secondary market. Accordingly, mortgage banking derivatives are classified within Level 2 of the fair value hierarchy.

Loans Originated for Sale. The Company has elected to measure residential mortgage loans originated for sale at fair value under the fair value option per ASC Topic 825, Financial Instruments. Electing to measure residential mortgage originated for sale at fair value reduces certain timing differences and better reflects the price the Company would expect to receive from the sale of these loans. The fair value of residential mortgage loans originated for sale is based on quoted market prices of similar loans sold in conjunction with securitization transactions. Accordingly, residential mortgage loans originated for sale are classified within Level 2 of the fair value hierarchy.

The following table compares the fair value to the UPB of residential mortgage loans originated for sale:

(In thousands)	September 30, 2025			December 31, 2024		
	Fair Value	UPB	Difference	Fair Value	UPB	Difference
Originated loans held for sale	\$ 51	\$ 50	\$ 1	\$ 297	\$ 283	\$ 14

Rabbi Trust Investments. Investments held in each of the Company's Rabbi Trusts consist primarily of mutual funds that invest in equity and fixed income securities. Shares of these mutual funds are valued based on the NAV as reported by the trustee of the funds, which represents quoted prices in active markets. Accordingly, the Rabbi Trusts' investments are classified within Level 1 of the fair value hierarchy. At September 30, 2025, and December 31, 2024, the total cost basis of the investments held in the Rabbi Trusts was \$9.7 million and \$9.2 million, respectively.

Alternative Investments. Equity investments have a readily determinable fair value when unadjusted quoted prices are available in an active market for identical assets. Accordingly, these alternative investments are classified within Level 1 of the fair value hierarchy. During the second quarter of 2024, the Company sold its equity investments with a readily determinable fair value for proceeds of \$1.2 million. Prior to the sale, these alternative investments experienced total write-ups in fair value of \$0.3 million. There were no equity investments with a readily determinable fair value at September 30, 2025, and December 31, 2024.

Equity investments that do not have a readily determinable fair value may qualify for the NAV practical expedient if they meet certain requirements. The Company's alternative investments measured at NAV consist of investments in non-public entities that cannot be redeemed since investments are distributed as the underlying equity is liquidated. Alternative investments measured at NAV are not classified within the fair value hierarchy. At September 30, 2025, and December 31, 2024, these alternative investments had a total carrying amount of \$52.6 million and \$43.4 million, respectively, and a remaining unfunded commitment of \$53.8 million and \$30.1 million, respectively.

Contingent Consideration. The Company recorded contingent consideration at fair value related to two earn-out agreements associated with the acquisition of interLINK Insured Sweep LLC from StoneCastle Partners LLC in January 2023. The terms of the purchase agreement specified that the seller would receive earn-outs based on the ability of the Company to: (i) re-sign the existing broker dealers under contract, and (ii) generate \$2.5 billion in new broker dealer deposit programs within three years of the acquisition date. As of September 30, 2025, the Company had settled all of its contingent consideration obligations with StoneCastle Partners LLC in accordance with the purchase agreement.

The following table summarizes the unobservable inputs used to derive the estimated fair value of the Company's contingent consideration liabilities at December 31, 2024 (dollars in thousands):

Agreement	Maximum Amount	Probability of Achievement	Payment Term (in years)	Discount Rate	Fair Value
(i) Re-sign broker dealers ⁽¹⁾	\$ 207	99.0 %	0.88	6.40 %	\$ 182
(ii) Deposit program growth ⁽²⁾	\$ 12,500	100.0 %	0.50	6.40 %	\$ 11,568

(1) The Company re-signed the last existing broker dealer under contract in July 2025, which resulted in the cash payment of \$0.2 million and an immaterial fair value adjustment.

(2) During the first quarter of 2025, the Company re-evaluated its estimate of the forecasted achievement date (payment term) for the deposit program growth event earn-out, which resulted in a revised expected achievement date of April 30, 2025, instead of June 30, 2025. This change in estimate resulted in an increase in fair value of \$0.9 million. The Company generated the required \$2.5 billion in new broker dealer deposit programs in April 2025, which resulted in the cash payment of \$12.5 million.

The estimated fair values of the contingent consideration liabilities were measured on a recurring basis and determined using an income approach considering management's evaluation of the probability of achievement, forecasted achievement date (payment term), and a discount rate equivalent to the cost of debt. These significant inputs, which are the responsibility of management and were calculated with the assistance of a third-party valuation specialist, are not observable, and accordingly, are classified within Level 3 of the fair value hierarchy.

Contingent consideration liabilities are included within Accrued expenses and other liabilities on the accompanying Condensed Consolidated Balance Sheets. Any fair value adjustments to contingent consideration liabilities are included in Other expense on the accompanying Condensed Consolidated Statements of Income.

The following tables summarize the fair values of assets and liabilities measured at fair value on a recurring basis:

		September 30, 2025			
<i>(In thousands)</i>		Level 1	Level 2	Level 3	Total
Financial Assets:					
Available-for-sale securities:					
Government agency debentures	\$	—	\$ 196,071	\$	— \$ 196,071
Municipal bonds and notes		—	107,914	—	107,914
Agency CMO		—	25,833	—	25,833
Agency MBS		—	5,011,855	—	5,011,855
Agency CMBS		—	3,371,247	—	3,371,247
CMBS		—	821,447	—	821,447
Corporate debt		—	350,093	—	350,093
Private label MBS		—	38,409	—	38,409
Other		—	9,475	—	9,475
Total available-for-sale securities		—	9,932,344	—	9,932,344
Gross derivative instruments, before netting ⁽¹⁾		164	240,281	—	240,445
Originated loans held for sale		—	51	—	51
Investments held in Rabbi Trusts		13,637	—	—	13,637
Alternative investments measured at NAV ⁽²⁾		—	—	—	52,552
Total financial assets	\$	13,801	\$ 10,172,676	\$	— \$ 10,239,029
Financial Liabilities:					
Gross derivative instruments, before netting ⁽¹⁾	\$	420	\$ 234,254	\$	— \$ 234,674
Total financial liabilities	\$	420	\$ 234,254	\$	— \$ 234,674

		December 31, 2024			
<i>(In thousands)</i>		Level 1	Level 2	Level 3	Total
Financial Assets:					
Available-for-sale securities:					
Government agency debentures	\$	—	\$ 186,426	\$	— \$ 186,426
Municipal bonds and notes		—	110,876	—	110,876
Agency CMO		—	29,043	—	29,043
Agency MBS		—	4,519,785	—	4,519,785
Agency CMBS		—	3,034,392	—	3,034,392
CMBS		—	625,388	—	625,388
Corporate debt		—	452,266	—	452,266
Private label MBS		—	39,219	—	39,219
Other		—	9,205	—	9,205
Total available-for-sale securities		—	9,006,600	—	9,006,600
Gross derivative instruments, before netting ⁽¹⁾		1,263	300,879	—	302,142
Originated loans held for sale		—	297	—	297
Investments held in Rabbi Trusts		13,438	—	—	13,438
Alternative investments measured at NAV ⁽²⁾		—	—	—	43,360
Total financial assets	\$	14,701	\$ 9,307,776	\$	— \$ 9,365,837
Financial Liabilities:					
Gross derivative instruments, before netting ⁽¹⁾	\$	43	\$ 311,518	\$	— \$ 311,561
Contingent consideration		—	—	11,750	11,750
Total financial liabilities	\$	43	\$ 311,518	\$	11,750 \$ 323,311

(1) Additional information regarding the impact of netting derivative assets and derivative liabilities, as well as the impact from offsetting cash collateral with the same derivative counterparties, can be found within Note 13: Derivative Financial Instruments.

(2) Certain alternative investments are recorded at NAV. Assets measured at NAV are not classified within the fair value hierarchy.

Assets Measured at Fair Value on a Non-Recurring Basis

The Company measures certain assets at fair value on a non-recurring basis. The following is a description of the valuation methodologies used for assets measured at fair value on a non-recurring basis.

Alternative Investments. The measurement alternative has been elected for alternative investments without readily determinable fair values that do not qualify for the NAV practical expedient. The measurement alternative requires investments to be measured at cost minus impairment, if any, plus or minus adjustments resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer. Accordingly, these alternative investments are classified within Level 2 of the fair value hierarchy. At September 30, 2025, and December 31, 2024, the carrying amount of these alternative investments was \$73.7 million and \$61.5 million, respectively, of which \$8.8 million and \$8.3 million, respectively, were considered to be measured at fair value. During the nine months ended September 30, 2025, there were \$1.9 million in total write-ups due to observable price changes, and no write-downs due to impairment. Additionally, during the nine months ended September 30, 2025, the Company sold alternative investments with a carrying amount of \$4.2 million, for which the measurement alternative was elected, for proceeds of \$10.9 million, resulting in total gains on sale of \$6.7 million.

Loans Transferred to Held for Sale. Once a decision has been made to sell loans that were not previously classified as held for sale, these loans are transferred into the held for sale category and carried at the lower of cost or fair value, less estimated costs to sell. At the time of transfer and classification as held for sale, any amount by which cost exceeds fair value is accounted for as a valuation allowance. This activity generally pertains to loans with observable inputs and, therefore, are classified within Level 2 of the fair value hierarchy. However, should these loans include adjustments for changes in loan characteristics based on unobservable inputs, the loans would then be classified within Level 3 of the fair value hierarchy. At September 30, 2025, and December 31, 2024, there were \$75.3 million and \$27.3 million, respectively, of loans on the Condensed Consolidated Balance Sheet, that had been transferred to held for sale.

Collateral Dependent Loans and Leases. Loans and leases for which repayment is substantially expected to be provided through the operation or sale of collateral are considered collateral dependent, and are valued based on the estimated fair value of the collateral, less estimated costs to sell at the reporting date, using customized discounting criteria. Accordingly, collateral dependent loans and leases are classified within Level 3 of the fair value hierarchy.

Other Real Estate Owned and Repossessed Assets. OREO and repossessed assets are held at the lower of cost or fair value and are considered to be measured at fair value when recorded below cost. The fair value of OREO is calculated using independent appraisals or internal valuation methods, less estimated selling costs, and may consider available pricing guides, auction results, and price opinions. Certain repossessed assets may also require assumptions about factors that are not observable in an active market when determining fair value. Accordingly, OREO and repossessed assets are classified within Level 3 of the fair value hierarchy. At September 30, 2025, and December 31, 2024, the total carrying value of OREO and repossessed assets was \$1.4 million and \$0.4 million, respectively. In addition, the amortized cost of consumer loans secured by residential real estate property that were in the process of foreclosure at September 30, 2025, was \$11.4 million.

Estimated Fair Values of Financial Instruments

The Company is required to disclose the estimated fair values of certain financial instruments. The following is a description of the valuation methodologies used to estimate fair value for those assets and liabilities.

Cash and Cash Equivalents. Given the short time frame to maturity, the carrying amount of cash and cash equivalents, which is comprised of Cash and due from banks and Interest-bearing deposits, approximates fair value. Cash and cash equivalents are classified within Level 1 of the fair value hierarchy.

Held-to-Maturity Securities. When quoted market prices are not available, the Company employs an independent pricing service that utilizes matrix pricing to calculate fair value. These fair value measurements consider observable data, such as dealer quotes, market spreads, cash flows, yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the respective terms and conditions for debt instruments. Management maintains procedures to monitor the pricing service's results and has a process in place to challenge their valuations and methodologies. Held-to-maturity securities, which include Agency CMO, Agency MBS, Agency CMBS, Municipal bonds and notes, and CMBS, are classified within Level 2 of the fair value hierarchy.

Loans and Leases, net. Except for collateral dependent loans and leases, the fair value of loans and leases held for investment is estimated using a discounted cash flow methodology, based on future prepayments and market interest rates inclusive of an illiquidity discount for comparable loans and leases. The associated cash flows are then adjusted for associated credit risks and other potential losses, as appropriate. Loans and leases are classified within Level 3 of the fair value hierarchy.

Deposit Liabilities. The fair value of deposit liabilities, which is comprised of demand deposits, interest-bearing checking, savings, health savings, and money market accounts, reflects the amount payable on demand at the reporting date. Deposit liabilities are classified within Level 2 of the fair value hierarchy.

Time Deposits. The fair value of fixed-maturity certificates of deposit is estimated using rates that are currently offered for deposits with similar remaining maturities. Time deposits are classified within Level 2 of the fair value hierarchy.

Securities Sold Under Agreements to Repurchase and Federal Funds Purchased. The fair value of securities sold under agreements to repurchase and federal funds purchased that mature within 90 days approximates their carrying value. The fair value of securities sold under agreements to repurchase and federal funds purchased that mature after 90 days is estimated using a discounted cash flow methodology based on current market rates and adjusted for associated credit risks, as appropriate. Securities sold under agreements to repurchase and federal funds purchased are classified within Level 2 of the fair value hierarchy.

Federal Home Loan Bank Advances and Long-Term Debt. The fair value of FHLB advances and long-term debt is estimated using a discounted cash flow methodology in which discount rates are matched with the time period of the expected cash flows and adjusted for associated credit risks, as appropriate. FHLB advances and long-term debt are classified within Level 2 of the fair value hierarchy.

The following table summarizes the carrying amounts, estimated fair values, and classifications within the fair value hierarchy of selected financial instruments:

	September 30, 2025		December 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<i>(In thousands)</i>				
Assets:				
Level 1				
Cash and cash equivalents	\$ 3,062,481	\$ 3,062,481	\$ 2,074,434	\$ 2,074,434
Level 2				
Held-to-maturity investment securities, net	8,077,505	7,240,887	8,444,191	7,453,123
Level 3				
Loans and leases, net	54,324,184	52,908,769	51,815,602	50,245,305
Liabilities:				
Level 2				
Deposit liabilities	\$ 60,599,831	\$ 60,599,831	\$ 56,518,126	\$ 56,518,126
Time deposits	7,575,813	7,558,380	8,234,954	8,211,582
Securities sold under agreements to repurchase and federal funds purchased	101,717	101,706	344,168	344,166
FHLB advances	2,560,817	2,558,637	2,110,108	2,107,790
Long-term debt ⁽¹⁾	1,249,612	1,298,311	909,185	860,200

(1) Any unamortized premiums/discounts, debt issuance costs, or basis adjustments to long-term debt, as applicable, are excluded from the determination of fair value.

Note 15: Segment Reporting

The Company's operations are organized into three reportable segments that represent its differentiated lines of business: Commercial Banking, Healthcare Financial Services, and Consumer Banking. The Company's CODM is the Chairman and Chief Executive Officer. The CODM uses income before income taxes and the provision for credit losses, referred to as PPNR, to allocate resources, including financial and capital resources, employees, and property, for each segment predominantly in the annual budget and forecasting process. The CODM considers budget-to-actual variances on a monthly basis when making decisions about allocating resources to the segments. The CODM also uses PPNR to assess the performance of each segment and in the compensation of certain employees.

Commercial Banking delivers financial solutions both nationally and regionally to a wide range of companies, investors, government entities, and other public and private institutions. Commercial Banking helps its clients achieve their business and financial goals with expertise in Commercial & Institutional Lending, Commercial Real Estate, Capital Markets, Capital Finance, and Treasury Management. Its Private Banking team also pairs holistic wealth solutions, including tailored lending, with commercial banking services.

Healthcare Financial Services includes HSA Bank and Ametros. HSA Bank is one the country's largest providers of employee benefits solutions, including being one of the leading bank administrators of HSAs, emergency savings accounts, and flexible spending accounts administration services in 50 states. Ametros, the nation's largest professional administrator of medical insurance claim settlements, helps individuals manage their ongoing medical care through their CareGuard service and proprietary technology platform.

Consumer Banking delivers customized financial solutions for individuals and families, private clients, and small business owners across 196 banking centers throughout the Northeast. Consumer Banking offers a full suite of deposit, lending, treasury management, and wealth management solutions delivered by experienced relationship managers and financial advisors. Consumer Banking also provides a fully digital banking experience through its mobile banking apps and BrioDirect.

Corporate and Reconciling Category

Certain Treasury activities and other corporate and functional divisions, such as information technology, human resources, risk management, bank operations, and the operations of interSYNC, and amounts required to reconcile non-GAAP profitability metrics to those reported in accordance with GAAP are included in the Corporate and Reconciling category.

In addition to the amounts required to reconcile non-GAAP profitability metrics (i.e., estimates for FTP, allocations of equity capital) to those reported in accordance with GAAP, revenues reported in the Corporate and Reconciling category also include gains and losses on sale of investment securities and immaterial revenues from contracts with customers attributable to interSYNC. Neither the Treasury function nor interSYNC operations meet the definition of an operating segment, and therefore, are not considered for determining reportable segments.

Total assets reported in the Corporate and Reconciling category consists primarily of cash and cash equivalents, investment securities, FHLB/FRB stock, and other assets. The ACL on loans and leases is also reported in Total assets in the Corporate and Reconciling category. A provision for credit losses is allocated from the Corporate and Reconciling category to Commercial Banking and Consumer Banking based on the expected loss content of their specific loan and lease portfolios over a 3-year period (non-GAAP). There is no provision for credit losses associated with Healthcare Financial Services since that segment does not originate nor acquire loans and leases. Business development expenses, which include merger-related expenses and other strategic initiatives and restructuring costs, are also generally included in the Corporate and Reconciling category.

Change in Reportable Segments

From time to time, the Company may make reclassifications among the reportable segments to more appropriately reflect management's view of the business and/or based on changes in the Company's organizational structure or product lines. Accordingly, the results derived are not necessarily comparable with similar financial information published by other financial institutions. Additionally, because of the interrelationships of the segments, the financial information presented is not indicative of how the segments would perform if they operated as independent entities.

Segment Reporting Methodology

The Company uses an internal profitability reporting system to generate PPNR by reportable segment, which is comprised of direct revenues, direct expenses, estimates for FTP, and allocations for equity capital, net operating costs and total support costs. Since the majority of each reportable segment's revenue is interest, each segment's interest revenue is reported net of its interest expense (net interest income). Estimates for FTP and allocations of equity capital and non-interest expense, certain of which are subjective in nature, are periodically reviewed and refined. Equity capital is allocated using a combination of risk-weighted asset and management assessment methodologies across the differentiated lines of business. Net operating costs and total support costs, which reflect costs for shared services and back-office support areas, are allocated using an activity and driver-based costing process. The full profitability measurement reports, which are prepared for each reportable segment and reviewed by the CODM on a monthly basis, reflect non-GAAP reporting methodologies. The differences between full profitability and GAAP results are reconciled in the Corporate and Reconciling category.

The goal of FTP is to encourage loan and deposit growth consistent with the Company's overall profitability objectives. The FTP process considers the specific interest rate risk and liquidity risk of financial instruments, other assets, and other liabilities included in each reportable segment. Loans and deposits are assigned FTP rates, and segments are charged a cost to fund loans and are paid a credit for deposit funds provided. Consideration is given to the origination date and the earlier of the maturity date or the repricing date of a financial instrument to assign an FTP rate for loans and deposits originated each day. Overall, the FTP process reflects the transfer of interest rate risk exposure to the Treasury function included within the Corporate and Reconciling category, where such exposures are centrally managed.

Financial Information

The following table presents certain balance sheet financial information for the Company's reportable segments:

	September 30, 2025				
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Corporate and Reconciling	Consolidated Total
Goodwill	\$ 1,960,363	\$ 285,670	\$ 622,035	\$ —	\$ 2,868,068
Total assets	44,804,797	485,904	13,720,087	24,181,864	83,192,652

	December 31, 2024				
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Corporate and Reconciling	Consolidated Total
Goodwill ⁽¹⁾	\$ 1,960,363	\$ 285,670	\$ 622,035	\$ —	\$ 2,868,068
Total assets	43,010,580	488,194	12,932,260	22,594,039	79,025,073

- (1) The allocation of the purchase price and goodwill calculation for the Ametros acquisition was considered final at December 31, 2024. The \$228.2 million of goodwill recorded related to Ametros was allocated entirely to Healthcare Financial Services.

The following tables present certain income statement information for the Company's reportable segments:

	Three months ended September 30, 2025			
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Totals
Net interest income	\$ 328,306	\$ 100,041	\$ 214,465	\$ 642,812
Non-interest income	33,902	27,304	24,909	86,115
Total segment revenues	362,208	127,345	239,374	728,927
<i>Reconciliation of revenue:</i>				
Corporate and reconciling				3,646
Total consolidated revenues				732,573
<i>Less:</i>				
Compensation and benefits	50,428	24,165	38,914	
Occupancy ⁽¹⁾	—	—	13,613	
Technology and equipment ⁽¹⁾	2,442	7,808	2,901	
Marketing	—	—	1,820	
Other segment items ^{(1) (2) (3)}	55,720	22,519	68,149	
Segment pre-tax, pre-provision net revenue	253,618	72,853	113,977	440,448
<i>Reconciliation of pre-tax, pre-provision net revenue:</i>				
Corporate and reconciling				(64,544)
Total consolidated pre-tax, pre-provision net revenue				375,904
Total consolidated provision for credit losses				44,000
Total consolidated income before income taxes				331,904

(1) Occupancy and Technology and equipment include, in aggregate, \$0.2 million of depreciation expense for Commercial Banking, \$1.5 million for Healthcare Financial Services, and \$2.5 million for Consumer Banking.

(2) Other segment items for each reportable segment includes:

- Commercial Banking--occupancy, marketing, outside professional services, loan workout expense, foreclosed property expense, other non-interest expense, allocated net operating costs, and allocated total support costs.
- Healthcare Financial Services--occupancy, marketing, outside professional services, other non-interest expense, allocated net operating costs, and allocated total support costs.
- Consumer Banking--outside professional services, loan workout expense, foreclosed property expense, other-non interest expense, allocated net operating costs, and allocated total support costs.

(3) Intangible assets amortization, which is a component of other non-interest expense presented in Other segment items, was \$2.6 million for Commercial Banking, \$3.4 million for Healthcare Financial Services, and \$1.8 million for Consumer Banking.

	Three months ended September 30, 2024			
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Totals
Net interest income	\$ 338,424	\$ 93,940	\$ 202,122	\$ 634,486
Non-interest income	33,288	26,541	28,299	88,128
Total segment revenues	371,712	120,481	230,421	722,614
<i>Reconciliation of revenue:</i>				
Corporate and reconciling ⁽¹⁾				(74,990)
Total consolidated revenues				647,624
<i>Less:</i>				
Compensation and benefits	49,166	22,709	36,176	
Occupancy ⁽²⁾	—	—	13,920	
Technology and equipment ⁽²⁾	2,058	8,386	2,990	
Marketing	—	—	1,825	
Other segment items ^{(2) (3) (4)}	49,668	22,928	61,342	
Segment pre-tax, pre-provision net revenue	270,820	66,458	114,168	451,446
<i>Reconciliation of pre-tax, pre-provision net revenue:</i>				
Corporate and reconciling				(152,780)
Total consolidated pre-tax, pre-provision net revenue				298,666
Total consolidated provision for credit losses				54,000
Total consolidated income before income taxes				244,666

- (1) The negative revenue amount for the Corporate and Reconciling Category primarily reflects the impact on net interest income for estimates for FTP and allocations of equity capital, the \$19.6 million net loss on sale of investment securities, the \$16.0 million net loss on sale of the factored receivables portfolio.
- (2) Occupancy and Technology and equipment include, in aggregate, an insignificant amount of depreciation expense for Commercial Banking, \$1.5 million for Healthcare Financial Services, and \$2.3 million for Consumer Banking.
- (3) Other segment items for each reportable segment includes:
- Commercial Banking--occupancy, marketing, outside professional services, loan workout expense, foreclosed property expense, other non-interest expense, allocated net operating costs, and allocated total support costs.
 - Healthcare Financial Services--occupancy, marketing, outside professional services, other non-interest expense, allocated net operating costs, and allocated total support costs.
 - Consumer Banking--outside professional services, loan workout expense, foreclosed property expense, other-non interest expense, allocated net operating costs, and allocated total support costs.
- (4) Intangible assets amortization, which is a component of other non-interest expense presented in Other segment items, was \$1.6 million for Commercial Banking, \$3.6 million for Healthcare Financial Services, and \$2.0 million for Consumer Banking.

	Nine months ended September 30, 2025			
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Totals
Net interest income	\$ 965,947	\$ 294,027	\$ 629,201	\$ 1,889,175
Non-interest income	93,488	85,381	75,704	254,573
Total segment revenues	1,059,435	379,408	704,905	2,143,748
<i>Reconciliation of revenue:</i>				
Corporate and reconciling				9,462
Total consolidated revenues				2,153,210
<i>Less:</i>				
Compensation and benefits	153,344	71,673	113,483	
Occupancy ⁽¹⁾	—	—	41,796	
Technology and equipment ⁽¹⁾	6,889	24,096	8,867	
Marketing	—	—	5,845	
Other segment items ^{(1) (2) (3)}	163,311	69,896	201,106	
Segment pre-tax, pre-provision net revenue	735,891	213,743	333,808	1,283,442
<i>Reconciliation of pre-tax, pre-provision net revenue:</i>				
Corporate and reconciling				(176,259)
Total consolidated pre-tax, pre-provision net revenue				1,107,183
Total consolidated provision for credit losses				168,000
Total consolidated income before income taxes				939,183

- (1) Occupancy and Technology and equipment include, in aggregate, \$0.4 million of depreciation expense for Commercial Banking, \$4.4 million for Healthcare Financial Services, and \$7.4 million for Consumer Banking.
- (2) Other segment items for each reportable segment includes:
- Commercial Banking--occupancy, marketing, outside professional services, loan workout expense, foreclosed property expense, other non-interest expense, allocated net operating costs, and allocated total support costs.
 - Healthcare Financial Services--occupancy, marketing, outside professional services, other non-interest expense, allocated net operating costs, and allocated total support costs.
 - Consumer Banking--outside professional services, loan workout expense, foreclosed property expense, other-non interest expense, allocated net operating costs, and allocated total support costs.
- (3) Intangible assets amortization, which is a component of other non-interest expense presented in Other segment items, was \$8.1 million for Commercial Banking, \$10.3 million for Healthcare Financial Services, and \$5.4 million for Consumer Banking.

	Nine months ended September 30, 2024			
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Totals
Net interest income	\$ 1,017,954	\$ 271,742	\$ 610,578	\$ 1,900,274
Non-interest income	102,078	85,067	86,669	273,814
Total segment revenues	1,120,032	356,809	697,247	2,174,088
<i>Reconciliation of revenue:</i>				
Corporate and reconciling ⁽¹⁾				(244,777)
Total consolidated revenues				1,929,311
<i>Less:</i>				
Compensation and benefits	149,828	66,986	109,597	
Occupancy ⁽²⁾	—	—	42,141	
Technology and equipment ⁽²⁾	6,067	24,485	7,749	
Marketing	—	—	5,387	
Other segment items ^{(2) (3) (4)}	155,810	65,946	187,405	
Segment pre-tax, pre-provision net revenue	808,327	199,392	344,968	1,352,687
<i>Reconciliation of pre-tax, pre-provision net revenue:</i>				
Corporate and reconciling				(434,278)
Total consolidated pre-tax, pre-provision net revenue				918,409
Total consolidated provision for credit losses				158,500
Total consolidated income before income taxes				759,909

- (1) The negative revenue amount for the Corporate and Reconciling Category primarily reflects the impact on net interest income for estimates for FTP and allocations of equity capital, the \$79.3 million net loss on sale of investment securities, and the \$16.0 million net loss on sale of the factored receivables portfolio, partially offset by bank-owned life insurance income.
- (2) Occupancy and Technology and equipment include, in aggregate, \$0.2 million of depreciation expense for Commercial Banking, \$4.1 million for Healthcare Financial Services, and \$7.0 million for Consumer Banking.
- (3) Other segment items for each reportable segment includes:
- Commercial Banking--occupancy, marketing, outside professional services, loan workout expense, foreclosed property expense, other non-interest expense, allocated net operating costs, and allocated total support costs.
 - Healthcare Financial Services--occupancy, marketing, outside professional services, other non-interest expense, allocated net operating costs, and allocated total support costs.
 - Consumer Banking--outside professional services, loan workout expense, foreclosed property expense, other-non interest expense, allocated net operating costs, and allocated total support costs.
- (4) Intangible assets amortization, which is a component of other non-interest expense presented in Other segment items, was \$6.3 million for Commercial Banking, \$9.8 million for Healthcare Financial Services, and \$6.4 million for Consumer Banking.

Note 16: Revenue from Contracts with Customers

The following tables summarize revenues recognized in accordance with ASC Topic 606, Revenue from Contracts with Customers. These disaggregated amounts, together with sources of other non-interest income that are subject to other GAAP topics, have been reconciled to non-interest income by reportable segment as presented within Note 15: Segment Reporting.

	Three months ended September 30, 2025					
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Corporate and Reconciling	Consolidated Total	
<i>Non-interest Income:</i>						
Deposit service fees	\$ 4,535	\$ 18,785	\$ 16,420	\$ (164)	\$ 39,576	
Loan and lease related fees ⁽¹⁾	2,523	—	—	—	2,523	
Wealth and investment services	3,115	—	4,530	(5)	7,640	
Other ⁽²⁾	—	8,425	417	484	9,326	
Revenue from contracts with customers	10,173	27,210	21,367	315	59,065	
Other sources of non-interest income	23,729	94	3,542	14,476	41,841	
Total non-interest income	\$ 33,902	\$ 27,304	\$ 24,909	\$ 14,791	\$ 100,906	
	Three months ended September 30, 2024					
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Corporate and Reconciling	Consolidated Total	
<i>Non-interest Income:</i>						
Deposit service fees	\$ 4,561	\$ 18,111	\$ 16,397	\$ (206)	\$ 38,863	
Loan and lease related fees ⁽¹⁾	3,976	—	—	—	3,976	
Wealth and investment services	3,277	—	5,095	(5)	8,367	
Other ⁽²⁾	—	8,430	417	1,021	9,868	
Revenue from contracts with customers	11,814	26,541	21,909	810	61,074	
Other sources of non-interest income	21,474	—	6,390	(31,197)	(3,333)	
Total non-interest income	\$ 33,288	\$ 26,541	\$ 28,299	\$ (30,387)	\$ 57,741	
	Nine months ended September 30, 2025					
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Corporate and Reconciling	Consolidated Total	
<i>Non-interest Income:</i>						
Deposit service fees	\$ 13,824	\$ 58,136	\$ 47,982	\$ (537)	\$ 119,405	
Loan and lease related fees ⁽¹⁾	7,268	—	—	—	7,268	
Wealth and investment services	9,784	—	13,440	(16)	23,208	
Other ⁽²⁾	—	26,802	1,250	1,340	29,392	
Revenue from contracts with customers	30,876	84,938	62,672	787	179,273	
Other sources of non-interest income	62,612	443	13,032	32,809	108,896	
Total non-interest income	\$ 93,488	\$ 85,381	\$ 75,704	\$ 33,596	\$ 288,169	
	Nine months ended September 30, 2024					
<i>(In thousands)</i>	Commercial Banking	Healthcare Financial Services	Consumer Banking	Corporate and Reconciling	Consolidated Total	
<i>Non-interest Income:</i>						
Deposit service fees	\$ 15,563	\$ 60,623	\$ 46,745	\$ (452)	\$ 122,479	
Loan and lease related fees ⁽¹⁾	11,541	—	—	—	11,541	
Wealth and investment services	9,663	—	15,200	(16)	24,847	
Other ⁽²⁾	—	24,444	650	2,952	28,046	
Revenue from contracts with customers	36,767	85,067	62,595	2,484	186,913	
Other sources of non-interest income	65,311	—	24,074	(76,906)	12,479	
Total non-interest income	\$ 102,078	\$ 85,067	\$ 86,669	\$ (74,422)	\$ 199,392	

(1) A portion of Loan and lease related fees on the Condensed Consolidated Statements of Income is comprised of income generated from factored receivables activities (through the third quarter of 2024 only) and payroll financing activities that is within the scope of ASC Topic 606.

(2) Other income included in the Corporate and Reconciling category that is in scope of ASC Topic 606 is comprised entirely of immaterial fee revenue from contracts with customers attributable to interSYNC.

Major Revenue Streams

Deposit Service Fees. The deposit service fees revenue stream consists of fees earned from commercial and consumer customer deposit accounts, such as account maintenance and cash management/analysis fees, as well as other transactional service charges (i.e., insufficient funds, wire transfers, stop payment fees, etc.). Performance obligations for account maintenance services and cash management/analysis fees are satisfied on a monthly basis at a fixed transaction price, whereas performance obligations for other deposit service charges that result from various customer-initiated transactions are satisfied at a point-in-time when the service is rendered. Payment for deposit service fees is generally received immediately or in the following month through a direct charge to the customers' accounts. Certain commercial customer contracts include credit clauses, whereby the Company will grant credit upon the customer meeting pre-determined conditions, which can be used to offset fees. In addition, certain healthcare financial services contracts include revenue share clauses, whereby the Company will reduce or refund deposit service fees or make referral payments to attract and retain customers and their accounts. Such revenue share costs are recognized as a reduction to revenue in the period incurred. On occasion, the Company may also waive certain fees. Fee waivers are recognized as a reduction to revenue in the period the waiver is granted to the customer.

The deposit service fees revenue stream also includes interchange fees earned from debit and credit card transactions. The transaction price for interchange services is based on the transaction value and the interchange rate set by the card network. Performance obligations for interchange fees are satisfied at a point-in-time when the cardholders' transaction is authorized and settled. Payment for interchange fees is generally received immediately or in the following month.

Loan and Lease Related Fees. The Company sold its factored receivables loan portfolio, which included the related customer contracts, in the third quarter of 2024. Additional information regarding the Company's sale of its factored receivables portfolio can be found within Note 5: Transfers and Servicing of Financial Assets in the Notes to Consolidated Financial Statements contained in Part II - Item 8. Financial Statements and Supplementary Data of the Company's Form 10-K for the year ended December 31, 2024. Prior to the completion of that transaction, the Company recognized factored receivables non-interest income from fees earned from accounts receivable management services. The Company factored accounts receivable, with and without recourse, for customers whereby the Company purchased their accounts receivable at a discount and assumed the risk, as applicable, and ownership of the assets through direct cash receipt from the end consumer. Factoring services were performed in exchange for a non-refundable fee at a transaction price based on a percentage of the gross invoice amount of each receivable purchased, subject to a minimum required amount. The performance obligation for factoring services was generally satisfied at a point-in-time when the receivable was assigned to the Company. However, if the commission earned did not meet or exceed the minimum required annual amount, the difference between that and the actual amount was recognized at the end of the contract term. Other fees associated with factoring receivables included wire transfer and technology fees, field examination fees, and Uniform Commercial Code fees, where the performance obligations were satisfied at a point-in-time when the services were rendered. Payment from the customer for factoring services was generally received immediately or within the following month.

Payroll finance non-interest income consists of fees earned from performing payroll financing and business process outsourcing services, including full back-office technology and tax accounting services, along with payroll preparation, making payroll tax payments, invoice billings, and collections for independently-owned temporary staffing companies nationwide. Performance obligations for payroll finance and business processing activities are either satisfied upon completion of the support services or as payroll remittances are made on behalf of customers to fund their employee payroll, which generally occurs on a weekly basis. The agreed-upon transaction price is based on a fixed-percentage per the terms of the contract, which could be subject to a hold-back reserve to provide for any balances that are assessed to be at risk of collection. When the Company collects on amounts due from end consumers on behalf of its customers and at the time of financing payroll, the Company retains the agreed-upon transaction price payable for the performance of its services and remits an amount to the customer net of any advances and payroll tax withholdings, as applicable.

Wealth and Investment Services. Wealth and investment services consist of fees earned from asset management, trust administration, and investment advisory services, and through facilitating securities transactions. Performance obligations for asset management and trust administration services are satisfied on a monthly or quarterly basis at a transaction price based on a percentage of the period-end market value of the assets under administration. Payment for asset management and trust administration services is generally received a few days after period-end through a direct charge to the customers' accounts. Performance obligations for investment advisory services are satisfied over the period in which the services are provided through a time-based measurement of progress, and the agreed-upon transaction price with the customer varies depending on the nature of the services performed. Performance obligations for facilitating securities transactions are satisfied at a point-in-time when the securities are sold at a transaction price that is based on a percentage of the contract value. Payment for both investment advisory services and facilitating securities transactions may be received in advance of the service, but generally is received immediately or in the following period, in arrears.

Other Income - Ametros. Other income for the Healthcare Financial Services segment primarily includes revenues recognized in connection with contracts with customers from the acquired Ametros business. The nature of such revenue primarily pertains to income earned from arranging sales of in-network products and services, which is recognized at a point in time. Under the terms of these arrangements, the Company has determined that it acts in the capacity as an agent and, therefore, records revenue on a net basis. Other income related to Ametros also includes revenues earned from providing post-settlement medical management and compliance services, which are recognized over time.

The Company evaluates its contracts with Ametros customers for material rights, or options, to acquire additional goods or services for free or at a discount. The contracts for post-settlement medical management and compliance services contain renewal options that represent a material right, which is recognized as a separate performance obligation at the inception of the arrangement. The Company allocates the transaction price to material rights using the practical alternative, which allocates the transaction price to the services expected to be provided and the corresponding expected consideration. Material rights are recognized at the time the service is transferred or when the option expires.

In addition, a fixed, non-refundable fee that represents an advance payment for access to future services is initially deferred and subsequently amortized into other income ratably over the estimated life expectancy of the member. During the three months ended September 30, 2025, and 2024, and during the nine months ended September 30, 2025, and 2024, \$0.5 million and \$0.4 million, respectively, and \$1.5 million and \$1.2 million, respectively, of such deferred revenue was recognized in Other income.

Contract Balances and Deferred Costs

Contracts with customers generated accounts receivable, deferred costs, and deferred revenue of \$3.7 million, \$5.5 million, and \$24.6 million, respectively, at September 30, 2025, and \$2.7 million, \$3.0 million and \$22.8 million, respectively at December 31, 2024. All of these balances pertain to contracts with customers from the acquired Ametros business.

Note 17: Commitments and Contingencies

Credit-Related Financial Instruments

In the normal course of business, the Company offers financial instruments with off-balance sheet risk to meet the financing needs of its customers. These transactions include commitments to extend credit, standby letters of credit, and commercial letters of credit, which involve, to varying degrees, elements of credit risk.

The following table summarizes the outstanding amounts of credit-related financial instruments with off-balance sheet risk:

<i>(In thousands)</i>	September 30, 2025	December 31, 2024
Commitments to extend credit	\$ 12,499,117	\$ 11,630,765
Standby letters of credit	580,265	578,912
Commercial letters of credit	26,716	28,287
Total credit-related financial instruments with off-balance sheet risk	\$ 13,106,098	\$ 12,237,964

The Company enters into contractual commitments to extend credit to its customers (i.e., revolving credit arrangements, term loan commitments, and short-term borrowing agreements), generally with fixed expiration dates or other termination clauses and that require payment of a fee. Substantially all of the Company's commitments to extend credit are contingent upon its customers maintaining specific credit standards at the time of loan funding, and are often secured by real estate collateral. Since the majority of the Company's commitments typically expire without being funded, the total contractual amount does not necessarily represent the Company's future payment requirements.

Standby letters of credit are written conditional commitments issued by the Company to guarantee its customers' performance to a third party. In the event the customer does not perform in accordance with the terms of its agreement with a third-party, the Company would be required to fund the commitment. The contractual amount of each standby letter of credit represents the maximum amount of potential future payments the Company could be required to make. Historically, the majority of the Company's standby letters of credit expire without being funded. However, if the commitment were funded, the Company has recourse against the customer. The Company's standby letter of credit agreements are often secured by cash or other collateral.

Commercial letters of credit are issued to finance either domestic or foreign customer trade arrangements. As a general rule, drafts are committed to be drawn when the goods underlying the transaction are in transit. Similar to standby letters of credit, the Company's commercial letter of credit agreements are often secured by the underlying goods subject to trade.

Allowance for Credit Losses on Unfunded Loan Commitments

An ACL is recorded under the CECL methodology to provide for the unused portion of commitments to lend that are not unconditionally cancellable by the Company. At September 30, 2025, and December 31, 2024, the ACL on unfunded loan commitments was \$23.1 million and \$22.6 million, respectively.

Litigation

The Company is subject to certain legal proceedings and unasserted claims and assessments in the ordinary course of business. Legal contingencies are evaluated based on information currently available, including advice of counsel and assessment of available insurance coverage. The Company establishes an accrual for specific legal matters when it determines that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable. Once established, each accrual is adjusted to reflect any subsequent developments. Legal contingencies are subject to inherent uncertainties, and unfavorable rulings may occur that could cause the Company to either adjust its litigation accrual or incur actual losses that exceed the current estimate, which ultimately could have a material adverse effect, either individually or in the aggregate, on its business, financial condition, or operating results. The Company will consider settlement of cases when it is in the best interest of the Company and its stakeholders. The Company intends to defend itself in all claims asserted against it, and management currently believes that the outcome of these contingencies will not be material, either individually or in the aggregate, to the Company or its consolidated financial position.

Federal Deposit Insurance Corporation Special Assessment

On November 29, 2023, the FDIC published a final rule implementing a special assessment for certain banks to recover losses incurred by protecting uninsured depositors of Silicon Valley Bank and Signature Bank upon their failure in March 2023. The special assessment is to be collected for an anticipated total of nine quarterly assessment periods, which began during the second quarter of 2024. At September 30, 2025, and December 31, 2024, the Company's remaining accrual for its estimated special assessment charge was \$22.1 million and \$39.8 million, respectively. The FDIC retains the right to cease collection early, extend the special assessment collection period, and impose shortfall special assessments if actual losses exceed the amounts collected. The Company continues to monitor the estimated loss attributable to the protection of uninsured depositors at Silicon Valley Bank and Signature Bank, which could impact the amount of its accrued liability.

Note 18: Subsequent Events

The Company has evaluated subsequent events from the date of the Condensed Consolidated Financial Statements, and accompanying Notes thereto, through the date of issuance, and determined that, other than the below, there were no other significant events identified requiring recognition for disclosure.

Elements Financial Federal Credit Union HSA Portfolio Acquisition

On October 1, 2025, the Company acquired a portfolio of HSAs from Elements Financial Federal Credit Union. The transaction was accounted for as an asset acquisition, and the Company received \$40.9 million in both cash and deposits on the acquisition date. The Company also paid a 12% deposit premium based on the final settlement of deposits, which resulted in the recognition of a \$4.9 million core deposit intangible asset.

Sale of Remaining Joint Venture Seed Portfolio Loans

In October and November 2025, the Company sold the remainder of the seed portfolio loans to launch the joint venture's operations. The transfers each met the requisite criteria to be accounted for as sales in accordance with ASC 860, Transfers and Servicing. In connection with the sales, the Company derecognized \$46.7 million, in aggregate, from Loans held for sale and recognized an immaterial gain.

Redemption of the 3.875% Subordinated Fixed-to-Floating Rate Notes due 2030

On November 3, 2025, the next business day following the scheduled call date of November 1, 2025, the Company repaid the outstanding \$225.0 million principal balance due, plus any accrued and unpaid interest thereon, and recognized a \$6.2 million gain upon debt extinguishment.

Common Stock Repurchase Program

In October and November 2025, the Company repurchased 3,535,620 shares, in aggregate, of common stock under its authorized repurchase program at a weighted-average price of \$56.56 per share. The total cost of these repurchases, including commissions, was approximately \$200.0 million.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information regarding quantitative and qualitative disclosures about market risk can be found in Part I within Note 13: Derivative Financial Instruments in the Notes to the Condensed Consolidated Financial Statements contained in Item 1. Financial Statements, and under the section captioned “Asset/Liability Management and Market Risk” contained in Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations, which are incorporated herein by reference.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of the Chief Executive Officer (who is our principal executive officer) and Chief Financial Officer (who is our principal financial officer), evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of September 30, 2025. The term “disclosure controls and procedures” means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including its principal executive officer and principal financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of September 30, 2025, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Because of its inherent limitations, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. 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. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information regarding legal proceedings can be found within Note 17: Commitments and Contingencies in the Notes to Condensed Consolidated Financial Statements contained in Part I - Item 1. Financial Statements, which is incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

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

Issuer Purchases of Equity Securities

The following table provides information with respect to any purchase of the Company's common stock made by or on behalf of the Company or any "affiliated purchaser," as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, during the three months ended September 30, 2025:

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Amount Available for Purchase Under the Plans or Programs ⁽³⁾
July 1, 2025 - July 31, 2025	3,620	\$ 59.37	—	\$ 668,350,914
August 1, 2025 - August 31, 2025	1,503,077	56.64	1,501,345	583,318,195
September 1, 2025 - September 30, 2025	731,199	61.33	729,681	538,563,895
Total	2,237,896	58.18	2,231,026	538,563,895

- (1) During the three months ended September 30, 2025, 6,870 of the total number of shares purchased were acquired at market prices outside of the Company's common stock repurchase program and related to employee share-based compensation plan activity.
- (2) The average price paid per share is calculated on a trade date basis and includes commissions and other transaction costs.
- (3) The Company maintains a common stock repurchase program, which was approved by the Board of Directors on October 24, 2017, that permits management to repurchase shares of Webster common stock in open market or private transactions, through block trades, and pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the SEC, subject to the availability and trading price of stock, general market conditions, alternative uses for capital, regulatory considerations, and the Company's financial performance. On April 30, 2025, the Board of Directors increased management's authority to repurchase shares of Webster common stock under the repurchase program by \$700.0 million. This existing repurchase program will remain in effect until fully utilized or until modified, superseded, or terminated.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

No director or officer of the Company adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408 of Regulation S-K, during the quarter ended September 30, 2025.

ITEM 6. EXHIBITS

A list of exhibits to this Form 10-Q is set forth below.

Exhibit Number	Exhibit Description	Exhibit Included	Incorporated by Reference		
			Form	Exhibit	Filing Date
3	Certificate of Incorporation and Bylaws				
3.1	Fourth Amended and Restated Certificate of Incorporation		10-Q	3.1	8/9/2016
3.2.1	Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Webster Financial Corporation, effective as of April 28, 2023		8-K	3.1	4/28/2023
3.2.2	Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Webster Financial Corporation, effective as of January 31, 2022		8-K	3.2	2/1/2022
3.3	Certificate of Designations establishing the rights of the Company's 8.50% Series A Non-Cumulative Perpetual Convertible Preferred Stock		8-K	3.1	6/11/2008
3.4	Certificate of Designations establishing the rights of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series B		8-K	3.1	11/24/2008
3.5	Certificate of Designations establishing the rights of the Company's Perpetual Participating Preferred Stock, Series C		8-K	3.1	7/31/2009
3.6	Certificate of Designations establishing the rights of the Company's Non-Voting Perpetual Participating Preferred Stock, Series D		8-K	3.2	7/31/2009
3.7	Certificate of Designations establishing the rights of the Company's 6.40% Series E Non-Cumulative Perpetual Preferred Stock		8-A12B	3.3	12/4/2012
3.8	Certificate of Designations establishing the rights of the Company's 5.25% Series F Non-Cumulative Perpetual Preferred Stock		8-A12B	3.3	12/12/2017
3.9	Certificate of Designations establishing the rights of the Company's 6.50% Series G Non-Cumulative Perpetual Preferred Stock			3.4	2/1/2022
3.10	Bylaws, as amended effective March 15, 2020		8-A12B		
3.11	Amendment to Bylaws of Webster Financial Corporation, effective as of January 31, 2022		8-K	3.1	3/17/2020
4.1	Subordinated Debt Indenture dated as of September 11, 2025, between Webster Financial Corporation and U.S. Bank Trust Company, National Association, as Trustee		8-K	3.5	2/1/2022
4.2	First Supplemental Indenture dated as of September 11, 2025, between Webster Financial Corporation and U.S. Bank Trust Company, National Association, as Trustee		8-K	4.1	9/11/2025
4.3	Form of 5.784% Fixed Rate Reset Subordinated Note (included in Exhibit 4.2 hereto)		8-K	4.2	9/11/2025
10.1	Change in Control Agreement, dated as of July 14, 2025, by and between Webster Financial Corporation and Jason Schugel		8-K	4.3	9/11/2025
10.2	Non-Competition Agreement, dated as of July 14, 2025, by and between Webster Financial Corporation and Jason Schugel		10-Q	10.2	8/8/2025
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by the Chief Executive Officer	X	10-Q	10.3	8/8/2025
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by the Chief Financial Officer	X			
32.1	Written statement pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by the Chief Executive Officer	X ⁽¹⁾			
32.2	Written statement pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by the Chief Financial Officer	X ⁽¹⁾			
101	The following financial information from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, formatted in Inline Extensible Business Reporting Language (iXBRL) includes: (i) Cover Page, (ii) Condensed Consolidated Balance Sheets, (iii) Condensed Consolidated Statements of Income, (iv) Condensed Consolidated Statements of Comprehensive Income, (v) Condensed Consolidated Statements of Stockholders' Equity, (vi) Condensed Consolidated Statements of Cash Flows, and (vii) Notes to Condensed Consolidated Financial Statements, tagged in summary and in detail.	X			
104	Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101)	X			

- (1) Exhibit is furnished herewith and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

WEBSTER FINANCIAL CORPORATION
(Registrant)

Date: November 10, 2025

By: /s/ John R. Ciulla
John R. Ciulla
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: November 10, 2025

By: /s/ Neal Holland
Neal Holland
Senior Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: November 10, 2025

By: /s/ Gregory S. Madar
Gregory S. Madar
Senior Vice President and Interim Chief Accounting Officer
(Principal Accounting Officer)

CERTIFICATION

I, John R. Ciulla, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Webster 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 function):
 - (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: November 10, 2025

/s/ John R. Ciulla

John R. Ciulla

Chairman and Chief Executive Officer

CERTIFICATION

I, Neal Holland, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Webster 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 function):
 - (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: November 10, 2025

/s/ Neal Holland

Neal Holland

Senior Executive Vice President and Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Webster Financial Corporation (the “Company”) hereby certifies that, to his knowledge on the date hereof:

1. The Form 10-Q Report of the Company for the quarter ended September 30, 2025 filed on the date hereof with the Securities and Exchange Commission (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 10, 2025

/s/ John R. Ciulla

John R. Ciulla

Chairman and Chief Executive Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Webster Financial Corporation (the “Company”) hereby certifies that, to his knowledge on the date hereof:

1. The Form 10-Q Report of the Company for the quarter ended September 30, 2025 filed on the date hereof with the Securities and Exchange Commission (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 10, 2025

/s/ Neal Holland

Neal Holland

Senior Executive Vice President and Chief Financial Officer

Pursuant to Securities and Exchange Commission Release 33-8238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.