

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 11, 2019

UNION BANKSHARES CORPORATION  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

0-20293  
(Commission  
File Number)

54-1598552  
(I.R.S. Employer  
Identification No.)

1051 East Cary Street  
Suite 1200  
Richmond, Virginia 23219  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (804) 633-5031

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

Emerging growth company

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

**Item 7.01 Regulation FD Disclosure.**

The attached handout contains information that the members of Union Bankshares Corporation (the “Company”) management will use during visits with investors, analysts, and other interested parties to assist their understanding of the Company from time to time throughout the first quarter of 2019. Other presentations and related materials will be made available as they are presented during the year. This handout is also available under the Presentations link in the Investor Relations section of the Company’s website at <http://investors.bankatunion.com>.

This information (including Exhibit 99.1) is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934.

**Item 9.01 Financial Statements and Exhibits.**

*(d)Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Union Bankshares Corporation investor presentation</a>

**SIGNATURES**

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

UNION BANKSHARES CORPORATION

Date: February 11, 2019

By: /s/ Robert M. Gorman

Robert M. Gorman  
Executive Vice President and  
Chief Financial Officer



# Investor Presentation

Nasdaq: UBSH  
February/March 2019

**UNION**

# Forward Looking Statements

Certain statements in this presentation may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, projections, predictions, expectations or beliefs about future events or results that are not statements of historical fact. Such forward-looking statements are based on various assumptions as of the time they are made, and are inherently subject to known and unknown risks, uncertainties, and other factors that may cause actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. Forward-looking statements are often accompanied by words that convey projected future events or outcomes such as "expect," "believe," "estimate," "plan," "project," "anticipate," "intend," "will," "may," "view," "opportunity," "potential," or words of similar meaning or other statements concerning opinions or judgment of Union Bankshares Corporation ("Union" or the "Company") and its management about future events.

Although Union believes that its expectations with respect to forward-looking statements are based upon reasonable assumptions within the bounds of its existing knowledge of its business and operations, there can be no assurance that actual future results, performance, or achievements of, or trends affecting, the Company will not differ materially from any projected future results, performance, or achievements or trends expressed or implied by such forward-looking statements. Actual future results, performance, achievements or trends may differ materially from historical results or those anticipated depending on a variety of factors, including, but not limited to:

- the possibility that any of the anticipated benefits of the acquisition of Access National Corporation (together with subsidiaries, "Access") will not be realized or will not be realized within the expected time period, the businesses of the Company and Access may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected, the expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame, revenues following the merger may be lower than expected, or customer and employee relationships and business operations may be disrupted by the merger;
- changes in interest rates;
- general economic and financial market conditions in the United States generally and particularly in the markets in which the Company operates and which its loans are concentrated, including the effects of declines in real estate values, an increase in unemployment levels, slowdowns in economic growth and any prolonged government shutdown;
- the Company's ability to manage its growth or implement its growth strategy;
- the Company's ability to recruit and retain key employees;
- an insufficient allowance for loan losses;
- the quality or composition of the loan or investment portfolios;
- concentrations of loans secured by real estate, particularly commercial real estate;
- the effectiveness of the Company's credit processes and management of the Company's credit risk;
- demand for loan products and financial services in the Company's market area;
- the Company's ability to compete in the market for financial services;
- technological risks and developments, and cyber threats, attacks, or events;
- performance by the Company's counterparties or vendors;
- deposit flows;
- the availability of financing and the terms thereof;
- the level of prepayments on loans and mortgage-backed securities;
- legislative or regulatory changes and requirements;
- the impact of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), including, but not limited to, the effect of the lower corporate tax rate, including on the valuation of the Company's tax assets and liabilities;
- changes in the effect of the Tax Act due to issuance of interpretive regulatory guidance or enactment of corrective or supplement legislation;
- monetary and fiscal policies of the U.S. government including policies of the U.S. Department of the Treasury and the Board of Governors of the Federal Reserve System;
- changes to applicable accounting principles and guidelines; and
- other factors, many of which are beyond the control of the Company.

Please refer to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operation" sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and related disclosures in other filings, which have been filed with the Securities and Exchange Commission (the "SEC"), and are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on the Company or its businesses or operations. You are cautioned not to rely too heavily on the forward-looking statements contained in this presentation. Forward-looking statements speak only as of the date they are made and the Company does not undertake any obligation to update, revise or clarify these forward-looking statements, whether as a result of new information, future events or otherwise.

## Additional Information

### Unaudited Pro Forma Financial Information

The unaudited pro forma financial information included herein is presented for informational purposes only and does not necessarily reflect the financial results of the combined company had the companies actually been combined during periods presented. The adjustments included in this unaudited pro forma financial information are preliminary and may be significantly revised and may not agree to actual amounts finally recorded by Union. This financial information does not reflect the benefits of the Access merger's expected cost savings and expense efficiencies, opportunities to earn additional revenue, potential impacts of current market conditions on revenues or asset dispositions, among other factors, and includes various preliminary estimates and may not necessarily be indicative of the financial position or results of operations that would have occurred if the merger had been completed on the date or at the beginning of the period indicated or which may be attained in the future.

### Non-GAAP Financial Measures

This presentation contains certain financial information determined by methods other than in accordance with generally accepted accounting principles in the United States ("GAAP"). These non-GAAP disclosures have limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. The Company uses the non-GAAP financial measures discussed herein in its analysis of the Company's performance. The Company's management believes that these non-GAAP financial measures provide additional understanding of ongoing operations, enhance comparability of results of operations with prior periods and show the effects of significant gains and charges in the periods presented without the impact of items or

events that may obscure trends in the Company's underlying performance.

Please see "Reconciliation of Non-GAAP Disclosures" at the end of this presentation for a reconciliation to the nearest GAAP financial measure.

### No Offer or Solicitation

This presentation does not constitute an offer to sell or a solicitation of an offer to buy any securities. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended, and no offer to sell or solicitation of an offer to buy shall be made in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### About Union Bankshares Corporation

Headquartered in Richmond, Virginia, Union Bankshares Corporation (Nasdaq: UBSH) is the holding company for Union Bank & Trust. Union Bank & Trust has 155 branches, 15 of which are operated as Access National Bank, a division of Union Bank & Trust of Richmond, Virginia, or Middleburg Bank, a division of Union Bank & Trust of Richmond, Virginia, and seven of which are operated as Xenith Bank, a division of Union Bank & Trust of Richmond, Virginia, and approximately 200 ATMs located throughout Virginia, and in portions of Maryland and North Carolina. Certain non-bank affiliates of the holding company include: Old Dominion Capital Management, Inc., and its subsidiary Outfitter Advisors, Ltd., Dixon, Hubard, Feinour, & Brown, Inc., and Capital Fiduciary Advisors, LLC, all of which provide investment advisory services; Middleburg Investment Services, LLC, which provides brokerage services; and Union Insurance Group, LLC, which offers various lines of insurance products.



## The “New Union” Story: FROM VIRGINIA COMMUNITY BANK TO VIRGINIA’S BANK




### Virginia’s Bank

- Virginia’s first statewide, independent bank in 20 years
- The alternative to large competitors
- Organic growth model + effective consolidator




### The Union “Moat”

- Franchise cannot be replicated
- “Crown jewel” deposit base - 44% transaction accounts
- Dense, compact and contiguous \$16B+ bank



### Larger Bank Executive Leadership

- Knows the “seams” of the large institutions & how to compete against them
- Makes tough decisions – think differently, challenge, escape the past
- Accustomed to more complex environment than Union



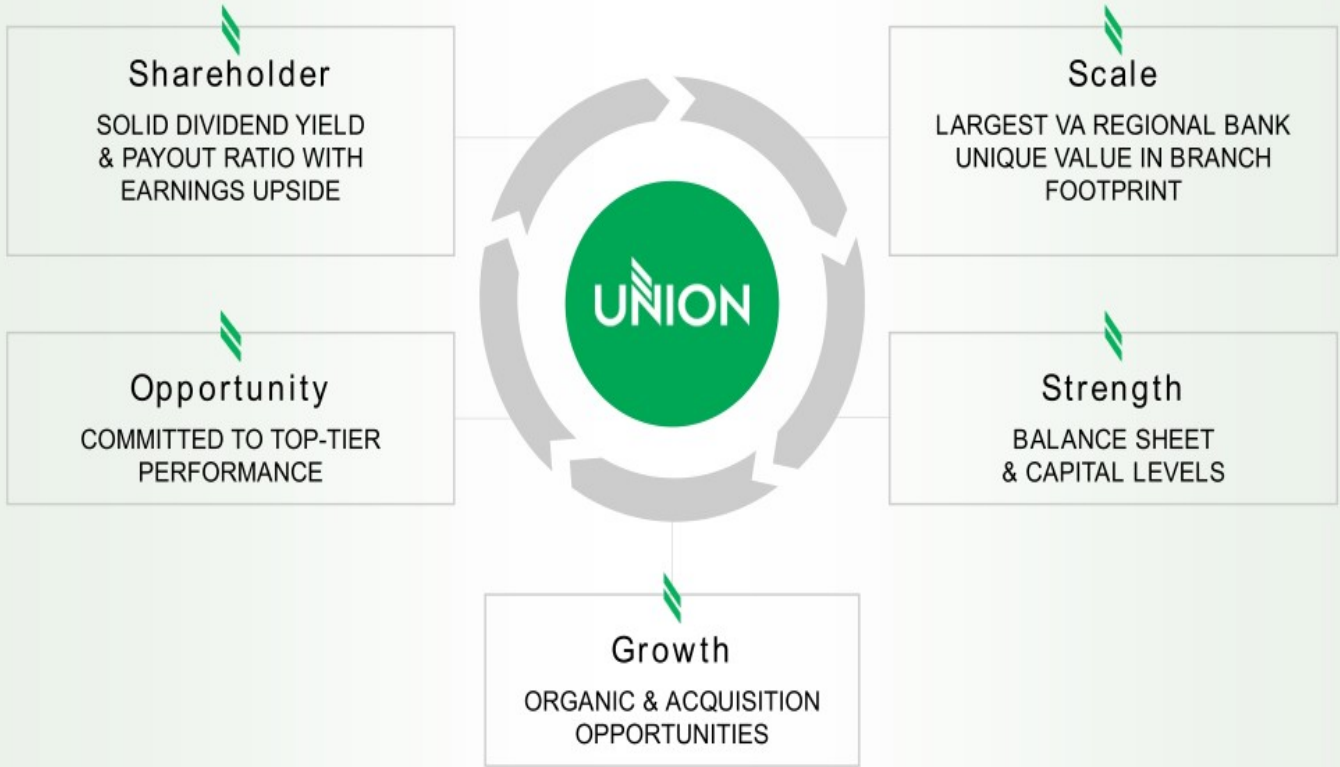
### Talent Magnet

- Extensive hiring from larger institutions at all levels
- 25 C&I bankers in 2018, we know the people we hire and rarely use recruiters
- All market leaders and bankers hired from the markets they serve

“Soundness, profitability & growth  
in that order of priority”

Underpinning for how we run our company

# Our Value Proposition





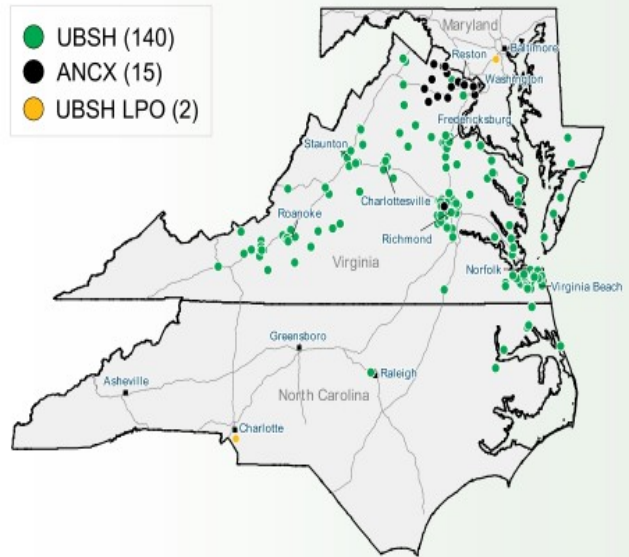
# Our Company

## Pro Forma Highlights (\$bn)<sup>(1)</sup>

Assets	\$16.8
Loans	\$11.9
Deposits	\$12.2
Market Capitalization	\$2.6

- Largest regional banking company headquartered in Virginia with statewide Virginia footprint of 146 branches in all major markets
- #1 regional bank<sup>2</sup> deposit market share in Virginia
- Positioned for growth with organic and acquisition opportunities throughout the region
- Strong balance sheet and capital levels
- Committed to top-tier financial performance with highly experienced management team with ability to execute change

## Pro Forma Branch Footprint



Data as of 12/31/16, pricing data as of 1/18/19  
 (1) Excludes purchase accounting adjustments, data is pro forma assuming ANCX transaction closed on 12/31/18  
 (2) Regional bank defined as having less than \$50 billion in assets; rank determined by asset size

# Investment Highlights

## The Right Scale

- Largest Virginia headquartered regional banking company (\$16.8 billion in assets)
- #1 deposit market share ranking in Virginia among Virginia-based banks<sup>(1)</sup>
- Operating with a statewide Virginia footprint of 146 branches in all major markets with 9 additional branches in North Carolina and Maryland
- Diversified business model

## The Right Markets

- Uniquely positioned in one of the most attractive markets in the U.S.
- Access acquisition accelerates growth in the attractive Northern Virginia market
- C&I platform primed for growth, with an opportunity to leverage platform and commercial deposit gathering expertise across our footprint

## The Right Team

- New management team led by John Asbury (30+ years of banking experience)
- Experienced executives with a proven track record from larger institutions and experience in M&A integration
- Union is an attractive destination for top tier talent, leading to successful recruiting efforts and an improved competitive position

## The Right Targets

- Focus on top tier performance metrics and profitability to drive upside
- Committed to realizing Access merger cost savings and achieving business synergy opportunities in 2019
- Operating Targets: ROA: 1.4% - 1.6% / ROTCE: 16% - 18% / Efficiency Ratio (FTE): ≤ 50%



Source: SNL Financial and FDIC deposit data  
(1) Excludes branches with deposits greater than \$1.0 billion

# Virginia's Bank

## Virginia: All Banks

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Wells Fargo & Co.	\$28,074	16.5	265
2	BB&T Corp.	23,464	13.8	300
3	Bank of America Corp.	18,676	11.0	127
4	SunTrust Banks Inc.	18,637	11.0	179
5	Union Bankshares Corp.	11,567	7.3	146
6	Capital One Financial Corp.	6,916	4.1	51
7	United Bankshares Inc.	6,413	3.8	70
8	TowneBank	6,334	3.7	32
9	PNC Financial Services Group Inc.	3,984	2.3	94
10	Carter Bank & Trust	3,254	1.9	78
Top 10 Banks		\$125,171	73.6	1,327
All Institutions in Market		\$170,053	100.00	2,264

## Virginia: Banks Headquartered in VA

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Union Bankshares Corp.	9,419	16.5	131
2	TowneBank	6,334	11.1	32
3	Capital One Financial Corp.	5,916	10.3	50
4	Carter Bank & Trust	3,254	5.7	78
5	Burke & Herbert Bank & Trust Co.	2,330	4.1	25
6	Access National Corp.	2,147	3.8	15
7	Southern National Bancorp of Virginia	1,736	3.0	42
8	First Bancorp Inc.	1,318	2.3	19
9	C&F Financial Corp.	1,194	2.1	26
10	National Bankshares Inc.	1,069	1.9	25
Top 10 Banks		\$34,717	60.6	443
All Institutions in Market		\$57,246	100.00	928

Statewide branch footprint brings unique franchise value



Source: SNL Financial and FDIC deposit data  
 Deposit data as of 6/30/18; pro forma for announced transactions  
 Note: Excludes branches with deposits greater than \$1.0 billion

## Enhancing Our Presence in Key Markets

### Virginia

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Wells Fargo & Co.	\$24,074	15.12%	261
2	BB&T Corp.	23,464	14.74	300
3	Bank of America Corp.	17,676	11.10	126
4	SunTrust Banks Inc.	15,637	9.82	177
	<b>Pro Forma</b>	<b>11,567</b>	<b>7.27</b>	<b>146</b>
5	Union Bankshares Corp.	9,419	5.92	131
6	TowneBank	6,334	3.98	32
7	United Bankshares Inc.	5,413	3.40	69
8	Capital One Financial Corp.	4,916	3.09	49
9	PNC Financial Services Group Inc.	3,984	2.50	94
10	Carter Bank & Trust	3,254	2.04	78
17	Access National Corp.	2,147	1.35	15

### Northern Virginia <sup>(1)</sup>

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Bank of America Corp.	\$10,383	16.16%	57
2	Wells Fargo & Co.	9,094	14.15	77
3	BB&T Corp.	8,772	13.65	84
4	SunTrust Banks Inc.	5,999	9.33	62
5	Capital One Financial Corp.	4,856	7.56	43
6	United Bankshares Inc.	4,541	7.07	44
7	PNC Financial Services Group Inc.	2,973	4.63	69
	<b>Pro Forma</b>	<b>2,819</b>	<b>4.39</b>	<b>18</b>
8	Burke & Herbert Bank & Trust Co.	2,330	3.62	25
9	Access National Corp.	2,088	3.25	14
10	Toronto Dominion Bank	1,739	2.71	24
17	Union Bankshares Corp.	731	1.14	4

### Washington-Arlington-Alexandria, DC-VA-MD-WV MSA

Rank	Institution	Deposits (\$mm)	Market Share	Branches
1	Bank of America Corp	\$23,403	16.23%	149
2	Wells Fargo & Co.	16,156	11.21	154
3	Capital One Financial Corp.	15,438	10.71	122
4	BB&T Corp.	13,972	9.69	164
5	SunTrust Banks Inc.	13,124	9.10	149
6	PNC Financial Services Group Inc.	10,286	7.14	176
7	United Bankshares Inc.	6,771	4.70	66
8	Citigroup Inc.	5,809	4.03	30
9	Sandy Spring Bancorp Inc.	4,865	3.37	47
10	M&T Bank Corp.	4,345	3.01	75
	<b>Pro Forma</b>	<b>3,924</b>	<b>2.72</b>	<b>33</b>
13	Access National Corp.	2,088	1.45	14
17	Union Bankshares Corp.	1,836	1.27	19

Source: S&P Global Market Intelligence

Note: Deposit data excludes branches with deposits greater than \$1 billion  
Deposit data as of 6/30/18; pro forma for announced transactions

(1) Includes the following counties: Alexandria (City), Arlington, Fairfax, Fairfax (City), Falls Church (City), Fauquier, Loudon, Manassas Park (City), Manassas (City) and Prince William



# Our Acceleration Strategy

## Establish Focus

- Set the vision
  - Recreate a Virginia regional bank
  - Take back what was lost
- Establish strategic priorities
- Align goals & compensation to priorities
- Make tough decisions
- Divest non-strategic businesses
  - Union Mortgage Group
  - Marine Finance
  - GreenSky

## Design for Success

- Put the right team on the field
- Position as alternative to large banks
  - Compete on better customer experience, local decision making
  - Differentiate on responsiveness, flexibility, local market knowledge and presence
- Scalable model; new market replicable
- Build the C&I team and new Treasury Management platform
- Enhance technology and operational change management competency

## Drive-to-Scale

- Press for advantage
- Efficiently crossed \$10B with Xenith acquisition (\$3.3B)
  - The only C&I bank in Richmond, had Northern Virginia C&I team
  - Significant Coastal Virginia retail banking
- Completed the jigsaw puzzle with acquisition of Access National Bank (\$2.9B)
  - The only C&I bank in Northern VA
  - Affluent retail banking and wealth management from Middleburg Bank division
- Acquired two Registered Investment Advisors

WE HAVE MOVED QUICKLY WHILE IMPROVING FINANCIAL PERFORMANCE TOWARD TOP-TIER TARGETS

WE HAVE PROVEN WE ARE WILLING AND ABLE TO MAKE CHANGE HAPPEN

# Diversity Supports Growth In Virginia

## Richmond

State Capital, Fortune 500 headquarters (7), VCU & VCU Medical Center

✦ \$2.6 billion in-market deposits and total deposit market share of 11.4%

## Fredericksburg

Defense and security contractors, Healthcare, Retail, Real Estate development

✦ \$997 million in-market deposits and total deposit market share of 23.5%

## Charlottesville

University of Virginia, High-tech and professional businesses, Real Estate development

✦ \$497 million in-market deposits and total deposit market share of 10.2%

## Virginia Beach NORFOLK

Military, Shipbuilding, Fortune 500 headquarters (3), Tourism

✦ \$1.2 billion in-market deposits and total deposit market share of 4.9%

## Roanoke BLACKSBURG

Virginia Tech, Healthcare, Fortune 500 headquarters (1), Retail

✦ \$1.1 billion in-market deposits and total deposit market share of 10.3%

## Northern Virginia

Nation's Capital, Defense and security contracts, Associations (lobbyists), High-Tech

✦ ~25% of franchise in fast growing, affluent market



Source: SNL Financial  
Deposit data as of 6/30/18; Fredericksburg market defined as Caroline, Fredericksburg City, King George, Spotsylvania and Stafford counties; all other markets per MSA definitions in SNL

# Among The Most Attractive Markets in USA

## Virginia

#	State	HHI (\$)
1	District of Columbia	\$82,192
2	Maryland	81,294
3	Hawaii	80,637
4	Alaska	79,735
5	New Jersey	78,317
6	Massachusetts	77,248
7	Connecticut	76,633
8	New Hampshire	75,742
9	Virginia	71,167
10	California	71,061
11	Washington	69,697
12	Utah	69,694
13	Colorado	69,546
14	Minnesota	68,744
15	New York	66,418

## 2018 Population (mm)

#	State	Pop. (mm)
1	California	39.7
2	Texas	28.5
3	Florida	21.1
4	New York	19.8
5	Pennsylvania	12.8
6	Illinois	12.8
7	Ohio	11.6
8	Georgia	10.5
9	North Carolina	10.3
10	Michigan	9.9
11	New Jersey	9.0
12	Virginia	8.5
13	Washington	7.4
14	Arizona	7.1
15	Massachusetts	6.9

## GDP (\$bn)

#	State	GDP(\$bn)
1	California	\$2,802
2	Texas	1,747
3	New York	1,564
4	Florida	984
5	Illinois	836
6	Pennsylvania	768
7	Ohio	661
8	New Jersey	602
9	Georgia	564
10	North Carolina	547
11	Massachusetts	537
12	Virginia	518
13	Washington	517
14	Michigan	513
15	Maryland	401

## Fortune 500 Companies

#	State	# Companies
1	New York	58
2	California	49
3	Texas	48
4	Illinois	37
5	Ohio	25
6	New Jersey	22
7	Virginia	21
8	Pennsylvania	20
9	Minnesota	19
10	Florida	18
11	Michigan	17
12	Georgia	17
13	Connecticut	16
14	Massachusetts	12
15	Tennessee	12



ranked Virginia the 4<sup>th</sup> Best State for Business



ranked Virginia the 5<sup>th</sup> Best State for Business

- 3<sup>rd</sup> in Labor Supply
- 2<sup>nd</sup> in Regulatory Environment
- 14<sup>th</sup> in Growth Prospects

Virginia has the 13<sup>th</sup> Lowest Unemployment Rate of any state



ranked Virginia 13<sup>th</sup> for Economic Opportunity

- 11<sup>th</sup> lowest Poverty Rate
- Virginia is home to 732,962 Small Businesses



ranked Virginia 10<sup>th</sup> of America's Best States to Live In

8<sup>th</sup> most educated state in America and home to more than 10 elite colleges & universities

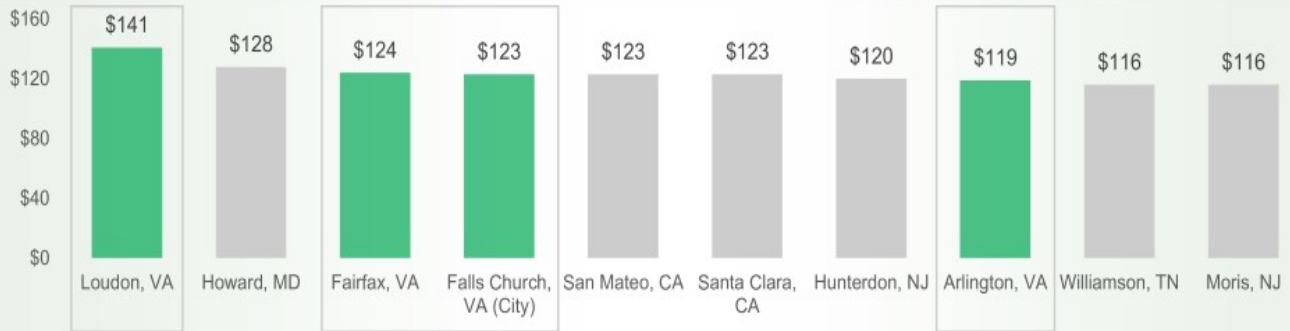


Source: SNL Financial; Bureau of Economic Analysis; Bureau of Labor Statistics, Fortune.com, U.S. News & World Report; Forbes, CNBC, U.S. Small Business Administration, USA Today Unemployment data as of 06/18, and GDP data as of 05/04/18

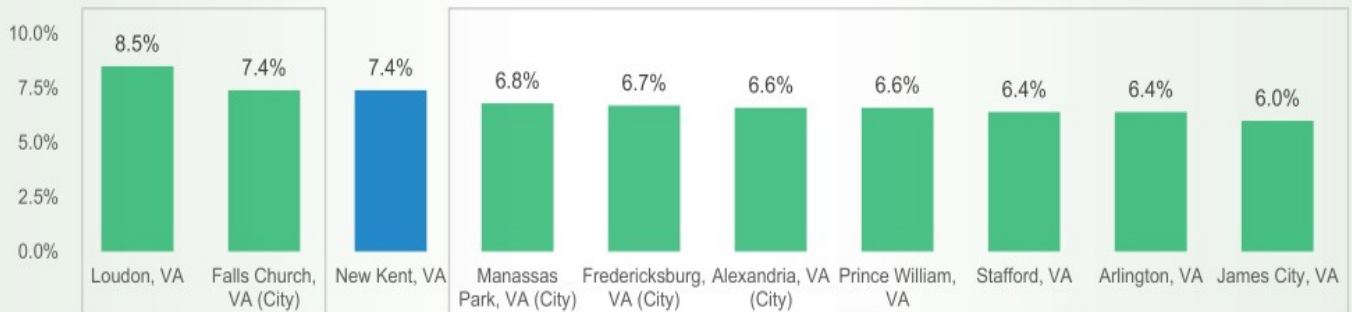
# Northern Virginia Market Highlights

## Opportunity in Fast-Growing, Affluent Markets

Top 10 Counties in the U.S. – Median HH Income (\$000s) <sup>(1)</sup>



Top 10 Counties in Virginia – Projected 5-Yr Pop. Growth



Source: S&P Global Market Intelligence  
 Dashed line denotes county of operation for Union or Access  
 (1) Median HH Income projected for 2019



# Union's 2019 Strategic Priorities

## Diversify Loan Portfolio and Revenue Streams

- ↘ Increase Commercial lending growth (Commercial & Industrial + Owner Occupied Real Estate) in order to better balance the total loan portfolio over time
- ↘ Grow fee-based products and services

## Grow Core Funding

- ↘ Fund loan growth with deposit growth; attain a 95% loan to deposit ratio over time
- ↘ Grow core deposits with particular focus on increasing commercial and small business operating accounts

## Manage to Higher Levels of Performance

- ↘ Achieve and sustain top tier financial performance
- ↘ Invest in talent, develop a culture of coaching and development, and align total rewards with corporate goals and objectives

## Strengthen Digital Capabilities

- ↘ Modernize customer experience with more digital capabilities
- ↘ Achieve digital parity with larger players especially in mass market/mass affluent
- ↘ Enhance features for wider usage and resolve top customer requests

## Make Banking Easier

- ↘ Create compelling products and services
- ↘ Deliver hi-tech and hi-touch experiences
- ↘ Differentiated marketing highlighting our capabilities

## Integrate Access

- ↘ Leverage commercial expertise and new market opportunities
- ↘ Achieve cost saves and successful conversion



Source: SNL Financial and FDIC deposit data  
Excludes branches with deposits greater than \$1.0 billion

## Brand Transition - A Unified Bank Brand Across All Markets

On February 1, we announced that we are rebranding Union Bank & Trust to Atlantic Union Bank to reduce brand complexity and ensure recognition and clarity in the marketplace.<sup>1</sup>

**Maintaining 'Union'** in the new brand is key because it represents the unification of multiple banks that have come together over time to deliver better banking to our customers and has been a focal point for nearly 100 years.



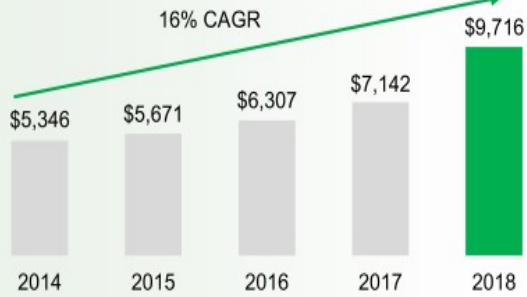
THE NEW NAME REFERENCES OUR GEOGRAPHIC EXPANSION THROUGHOUT THE MID-ATLANTIC REGION FROM MARYLAND TO NORTH CAROLINA.



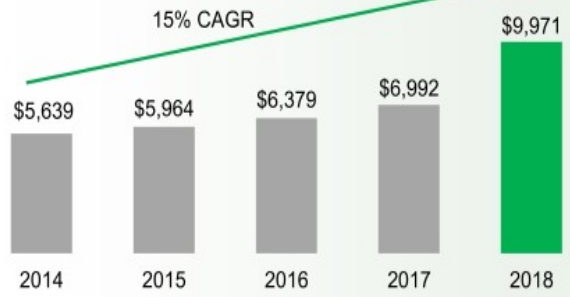
(1) Subject to shareholder and other approvals

# Balance Sheet and Earnings Per Share Trends (GAAP)

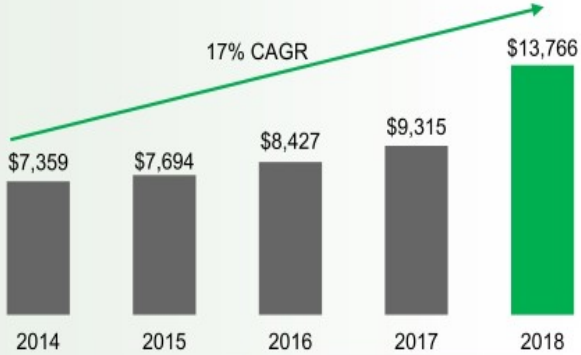
Loans  
(\$M)



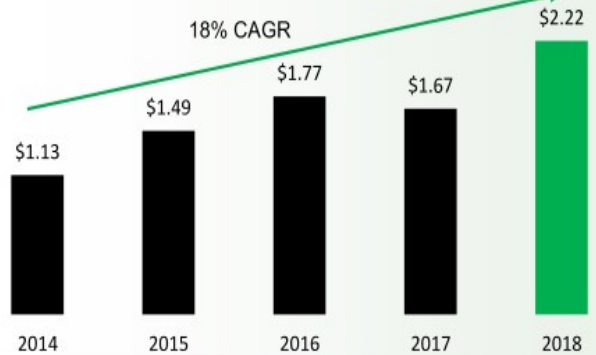
Deposits  
(\$M)



Assets  
(\$M)



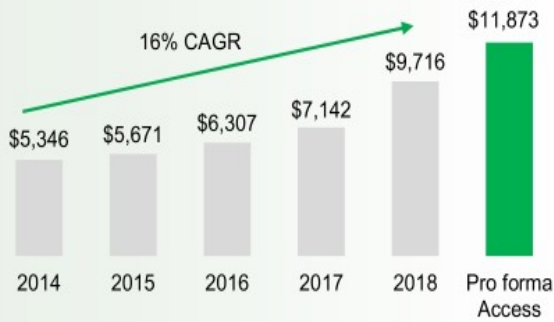
Earnings Per Share  
(\$)



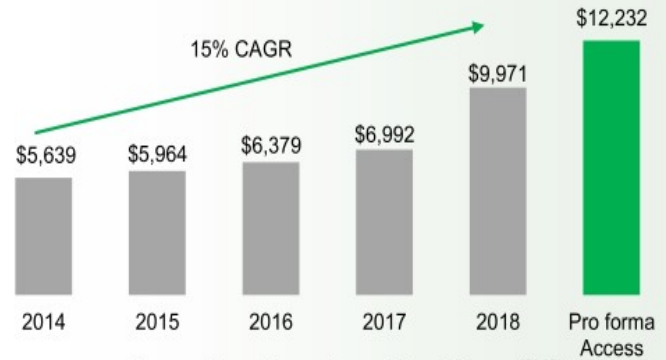
Data as of or for the twelve months ended each respective year

# Pro forma Balance Sheet and Operating Earnings Per Share Trends

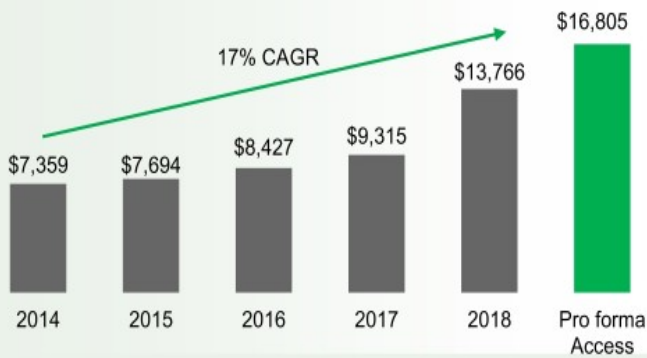
Loans<sup>(1)</sup>  
(\$M)



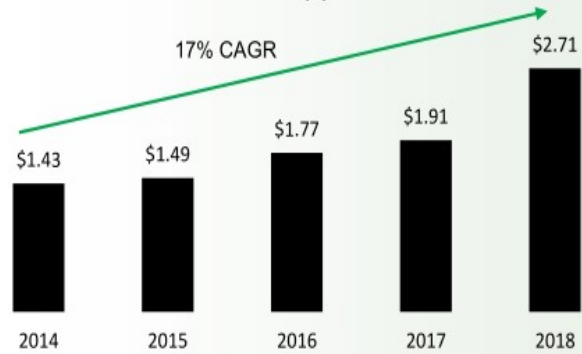
Deposits<sup>(1)</sup>  
(\$M)



Assets<sup>(1)</sup>  
(\$M)



Operating Earnings Per Share<sup>(2)(3)</sup>  
(\$)



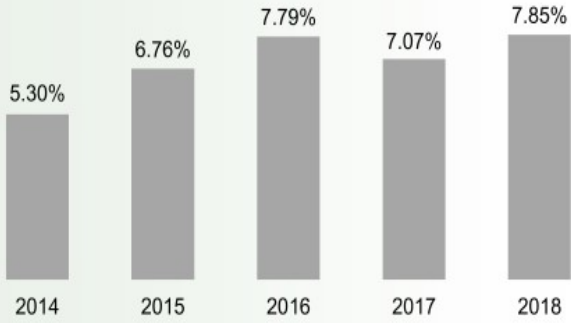
(1) Balance sheet pro forma for Access National Corporation acquisition as of 12/31/18

(2) Excludes merger-related costs and nonrecurring tax expenses unrelated to normal operations

(3) Non-GAAP financial measure; see reconciliation to most directly comparable GAAP measure in "Appendix – Reconciliation of Non-GAAP Disclosures"

## Strong Track Record of Performance (GAAP)

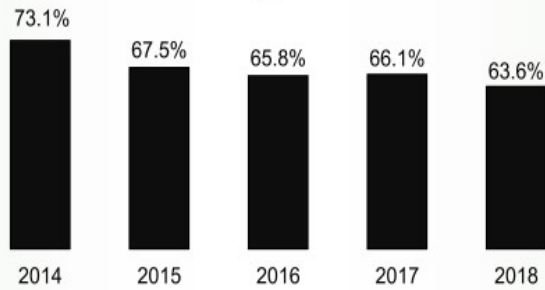
Return on Equity (ROE)  
(%)



Return on Assets (ROA)  
(%)

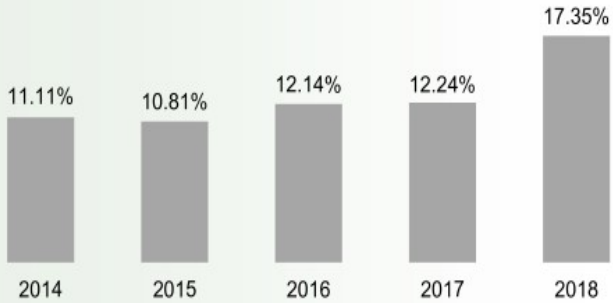


Efficiency Ratio  
(%)

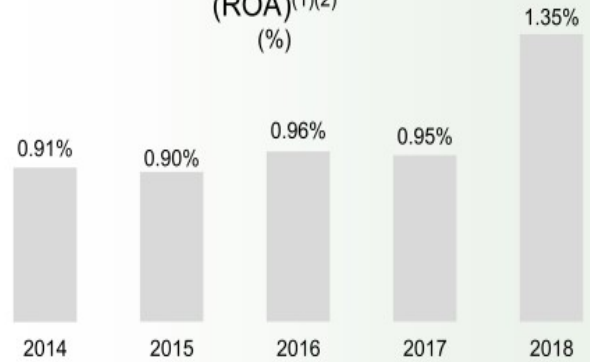


## Strong Track Record of Performance (Non-GAAP)

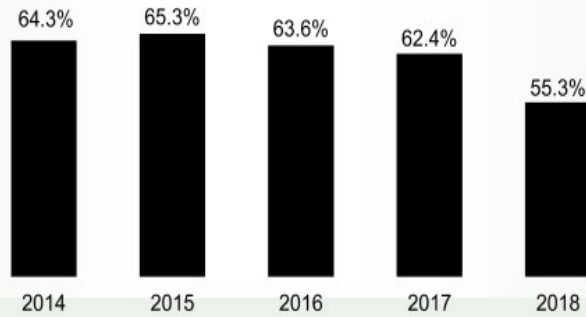
Operating Return on Tangible Common Equity  
(ROTCE)<sup>(1)(2)</sup>  
(%)



Operating Return on Assets  
(ROA)<sup>(1)(2)</sup>  
(%)



Operating Efficiency Ratio (FTE)<sup>(1)(2)</sup>  
(%)



Data as of or for the twelve months ended each respective year

(1) Excludes merger-related costs and nonrecurring tax expenses unrelated to normal operations

(2) Non-GAAP financial measure; See reconciliation to most directly comparable GAAP measure in "Appendix -- Reconciliation of Non-GAAP Disclosures"

# Financial Targets

Committed to top-tier financial performance

ROA

1.4% - 1.6%

ROTCE

16% - 18%

Efficiency Ratio (FTE)

≤ 50%

Union is committed to achieving top tier financial performance and providing our shareholders with above average returns on their investment

Key financial performance operating metrics benchmarked against top quartile peers

## Solid Capital Position

Union – Capital Position as of 12/31/18

Post Access Pro forma Capital Position as of 12/31/18

TCE / TA <sup>1</sup>	8.8%	TCE / TA <sup>1</sup>	9.0%
CET1 Ratio	9.9%	CET1 Ratio	10.2%
Tier 1 Capital Ratio	11.1%	Tier 1 Capital Ratio	10.2%
Total Capital Ratio	12.9%	Total Capital Ratio	12.7%
Leverage Ratio	9.7%	Leverage Ratio	8.9%
CRE / Total Risk-Based Capital (Bank)	303%	CRE / Total Risk-Based Capital (Bank)	295%



Capital information presented herein is based on estimates and subject to change pending the Company's filing of its FR Y-9C.  
 (1) Non-GAAP financial measure; See reconciliation to most directly comparable GAAP measure in "Appendix – Reconciliation of Non-GAAP Disclosures"



# Capital Management

## Capital Targets

- Union's establishes capital targets based on the following objectives:
  - Maintain designation as a "well capitalized" institution under fully phased-in Basel III regulatory definitions
  - Ensure capital levels are commensurate with the company's risk profile, capital stress test projections, and strategic plan objectives

## Capital Management Priorities

1. Support Organic Growth
2. Dividend payout ratio targeted at 35-40%
3. Common Stock Repurchases
4. Merger & acquisition activity

## Excess Capital

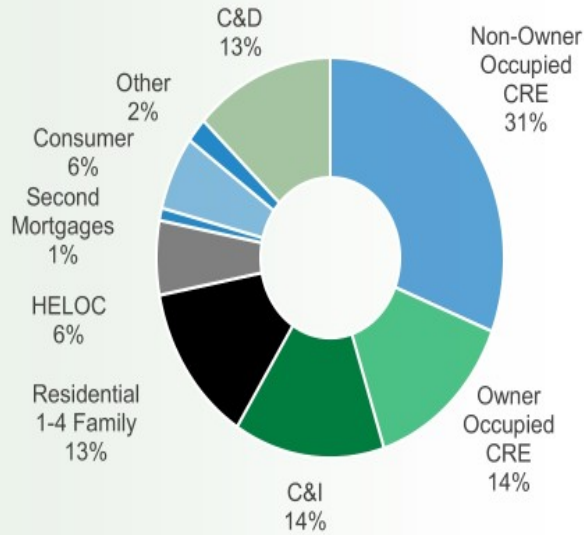
- Union's Tangible Common Equity Ratio target is 8.5%
- TCE above 8.5% is considered excess capital assuming "well capitalized" regulatory capital ratios are maintained
- Excess capital can be deployed for share repurchases, higher shareholder dividends and/or acquisitions

# Diversified and Granular Loan Portfolio

## Union Loan Composition at December 31, 2018 - \$9.7 Billion

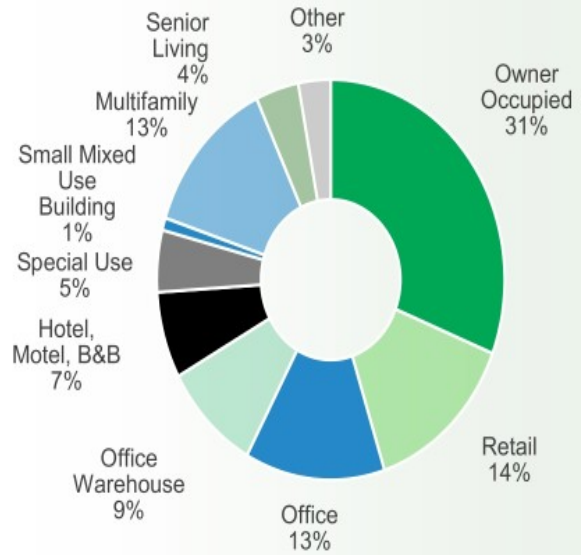
### Total Loan Portfolio

#### Composition by Type



### CRE Composition - \$4.4 Billion

#### CRE Composition by Type



### Total Portfolio Characteristics

QTD Weighted Average Yield (Tax Equivalent)	5.08%
Duration	1.4 years



Note: Figures may not total to 100% due to rounding

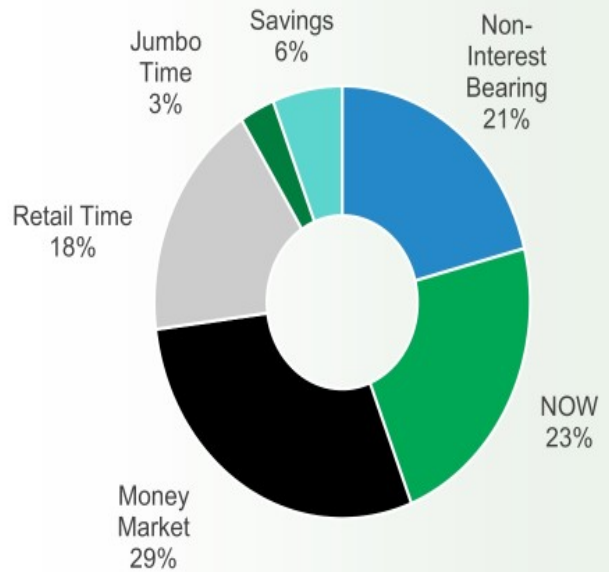
# Attractive Core Deposit Base

## Deposit Composition at December 31, 2018 - \$10.0 Billion

### Deposit Base Characteristics

- ✓ YTD Cost of deposits – 61 bps
- ✓ 97% core deposits <sup>(1)</sup>
- ✓ 44% transactional accounts
- ✓ #1 in deposit market share for regional/community banks in Richmond and Charlottesville MSAs and Fredericksburg
- ✓ #2 in deposit market share for regional/community banks in Blacksburg-Christiansburg-Radford MSA

### Deposit Composition



(1) Core deposits defined as total deposits less jumbo time deposits  
Regional bank defined as having less than \$50 billion in assets; rank determined by asset size.  
Communitybank defined as having less than \$10 billion in assets

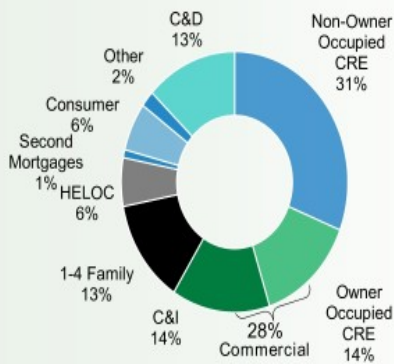
# Pro forma Loans and Deposit Portfolio

## Pro forma Loan Composition at December 31, 2018 - \$11.8 billion

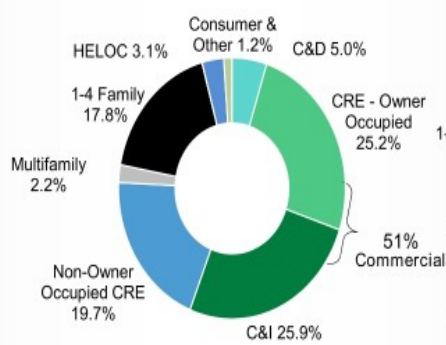
Union

Access

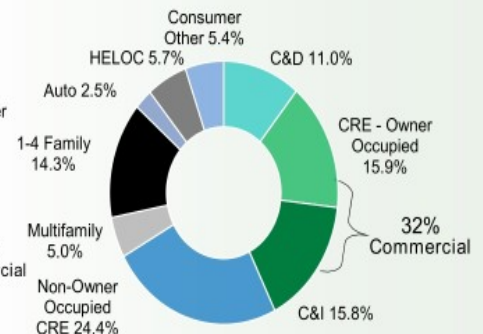
Pro forma<sup>1</sup>



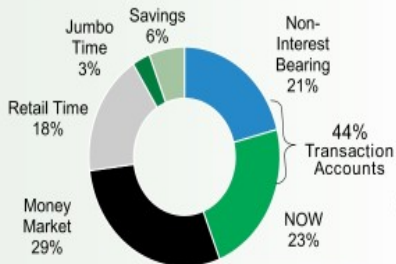
Yield on Loans 5.08%



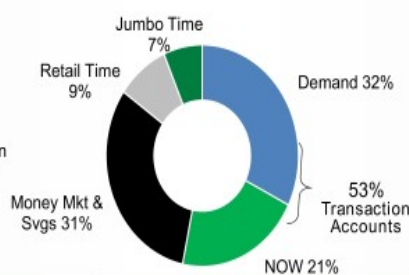
Yield on Loans 5.00%



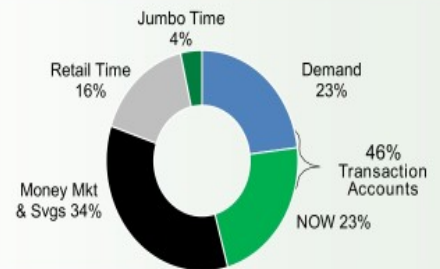
## Pro forma Deposit Composition at December 31, 2018 - \$12.2 billion



Cost of Deposits 76 bps



Cost of Deposits 80 bps



Note: Figures may not total to 100% due to rounding; call report data as of 12/31/18;  
 (1) Balance sheet pro forma for Access National Corporation acquisition as of 12/31/18

# Investment Thesis

## The Right Scale

- \$16.8 billion in assets
- Strong market share
- Extensive product mix, enhanced C&I focus

## The Right Markets

- Growing, economically diversified
- Presence across state
- Scale in the sizable Northern Virginia, Richmond and Hampton Roads markets

## The Right Team

- Deep team with broad experience
- Experience in M&A integration
- Attractive destination for top tier talent

## The Right Targets

- Targeting top tier operating performance
- ROA: 1.4% - 1.6%
- ROTCE: 16% - 18%
- Efficiency Ratio<sup>1</sup>: ≤ 50%

# Appendix



## Executive Management Team



**John Asbury**  
President & CEO

- 2+ years at Union
- 30+ years of experience in the banking industry, primarily at Bank of America and Regions Bank
- Former President and CEO of First National Bank of Santa Fe



**Maria Tedesco**  
President Union Bank & Trust

- Joined October 2018
- 30+ years of experience in the banking industry
- Former Chief Operating Officer for Retail at BMO Harris.



**Robert Gorman**  
Executive Vice President & CFO

- 6 years at Union
- 30+ years of experience in the banking industry
- Former Senior Vice President at SunTrust Banks, Inc.



**David Ring**  
Executive Vice President,  
Commercial Banking Executive

- 1+ years Union
- 30+ years of experience in the banking industry
- Former Head of Commercial Banking – Atlantic Region at Wells Fargo



**Shawn O'Brien**  
Executive Vice President,  
Commercial Banking Executive

- Joined February 2019
- 20+ years of experience in the banking industry
- Former Executive Director, Consumer Segment Group and Business Planning – BBVA Compass



**David Bilko**  
Executive Vice President,  
Chief Risk Officer

- 5 years at Union
- 30+ years of experience in the banking industry
- Former Chief Audit Executive at SunTrust Banks, Inc.



**Dean Brown**  
Executive Vice President,  
Chief Information Officer

- 4 years at Union
- 30+ years of experience in the banking and financial services industry
- Former Chief Information Officer for Capital One Health Care Finance



**Loreen LaGatta**  
Executive Vice President,  
Chief Human Resource Officer

- 7 years at Union
- 20+ years of experience in the banking industry
- Former Human Resources at Citigroup, Wachovia and Capital One



**Rachael Lape**  
General Counsel

- 9 years at Union
- Nearly 20 years of legal experience in banking, commercial lending and strategic transactions
- Former Goldberg Kohn and Williams Mullen



**Robert Martin**  
President, Union Wealth Management

- 6 years at Union
- 25+ years of experience in banking, financial services and wealth management
- Former Sun Trust Private Wealth



**Duane Smith**  
Executive Vice President,  
Chief Marketing Officer

- 2+ years at Union
- 20+ years of experience in banking marketing
- Former Capital One

## Reconciliation of Non-GAAP Disclosures

### Tangible Common Equity

As of December 31, 2018

Shareholders' equity (GAAP)	\$	1,924,581
Less: Goodwill and Amortizable Intangibles		775,853
Tangible Shareholders' equity (non-GAAP)	\$	1,148,728
<hr/>		
Assets (GAAP)	\$	13,765,599
Less: Goodwill and Amortizable Intangibles		775,853
Tangible assets (non-GAAP)	\$	12,989,746
<hr/>		
Tangible Common Equity Ratio		
Shareholders' equity to assets (GAAP)		13.98%
Tangible common equity ratio to tangible assets (non-GAAP)		8.84%



## Reconciliation of Non-GAAP Disclosures

### Operating Earnings Per Share

(\$ IN THOUSANDS)	For the 12 Months Ended					3 Months Ended		
	2014	2015	2016	2017	2018	6/30/2018	9/30/2018	12/31/2018
Net income (GAAP)	\$52,164	\$67,079	\$77,476	\$72,923	\$146,248	\$47,327	\$38,197	\$44,085
Plus: Merger-related costs, net of tax	\$13,724	-	-	4,405	32,065	6,537	1,129	2,163
Plus: Nonrecurring tax expenses	-	-	-	6,250	-	-	-	-
Net operating earnings (non-GAAP)	\$65,888	\$67,079	\$77,476	\$83,578	\$178,313	\$53,864	\$39,326	\$46,248
Weighted avg. common shares out., diluted	46,130,895	45,138,891	43,890,271	43,779,744	65,908,571	65,965,577	66,013,152	66,013,326
Earnings per share (GAAP)	\$1.13	\$1.49	\$1.77	\$1.67	\$2.22	\$0.72	\$0.58	\$0.67
Operating EPS (non-GAAP)	\$1.43	\$1.49	\$1.77	\$1.91	\$2.71	\$0.82	\$0.60	\$0.70

## Reconciliation of Non-GAAP Disclosures

### Return on Assets (ROA)

(\$ IN THOUSANDS)	For the 12 Months Ended					3 Months Ended		
	2014	2015	2016	2017	2018	6/30/2018	9/30/2018	12/31/2018
Average assets (GAAP)	\$7,250,494	\$7,492,895	\$8,046,305	\$8,820,142	\$13,181,609	\$13,218,227	\$12,947,352	\$13,538,160
Net income (loss) (GAAP)	\$52,164	\$67,079	\$77,476	\$72,923	\$146,248	\$47,327	\$38,197	\$44,085
Net operating earnings (non-GAAP)	\$65,888	\$67,079	\$77,476	\$83,578	\$178,313	\$53,864	\$39,326	\$46,248
ROA (GAAP)	0.72%	0.90%	0.96%	0.83%	1.11%	1.44%	1.17%	1.29%
Operating ROA (non-GAAP)	0.91%	0.90%	0.96%	0.95%	1.35%	1.63%	1.21%	1.36%

# Reconciliation of Non-GAAP Disclosures

## Return on Tangible Common Equity (ROTCE)

(\$ IN THOUSANDS)	For the 12 Months Ended					3 Months Ended		
	2014	2015	2016	2017	2018	6/30/2018	9/30/2018	12/31/2018
Average equity (GAAP)	\$983,727	\$991,977	\$994,785	\$1,030,847	\$1,863,216	\$1,847,366	\$1,880,582	\$1,899,249
Less: Avg Goodwill and Amortizable Intangibles	333,495	320,906	318,131	315,722	776,944	777,480	777,052	777,461
Avg tangible common equity (non-GAAP)	\$650,232	\$671,071	\$676,654	\$715,125	\$1,086,272	\$1,069,886	\$1,103,530	\$1,121,788
Net income (GAAP)	\$52,164	\$67,079	\$77,476	\$72,923	\$146,248	\$47,327	\$38,197	\$44,085
Plus: Amortization of intangibles, tax effected	6,367	5,489	4,687	3,957	10,143	2,540	2,757	2,334
Net operating earnings (non-GAAP)	\$58,531	\$72,568	\$82,163	\$76,880	\$156,391	\$49,867	\$40,954	\$46,419
Net operating earnings (non-GAAP)	\$65,888	\$67,079	\$77,476	\$83,578	\$178,313	\$53,864	\$39,326	\$46,248
Plus: Amortization of intangibles, tax effected	6,367	5,489	4,687	3,957	10,143	2,540	2,757	2,334
Net Income before amortization of intangibles (non-GAAP)	\$72,255	\$72,568	\$82,163	\$87,535	\$188,456	\$56,404	\$42,083	\$48,582
ROE (GAAP)	5.30%	6.76%	7.79%	7.07%	7.85%	10.28%	8.06%	9.21%
ROTCE (non-GAAP)	9.00%	10.81%	12.14%	10.75%	14.40%	18.70%	14.72%	16.42%
Operating ROTCE (non-GAAP)	11.11%	10.81%	12.14%	12.24%	17.35%	21.15%	15.13%	17.18%

## Reconciliation of Non-GAAP Disclosures

### Efficiency Ratio

(\$ IN THOUSANDS)	For the 12 Months Ended					3 Months Ended		
	2014	2015	2016	2017	2018	6/30/2018	9/30/2018	12/31/2018
Noninterest expense (GAAP)	\$222,419	\$206,310	\$213,090	\$225,668	\$337,767	\$85,140	\$76,349	\$74,533
Less: Merger-related costs	20,345	-	-	5,393	39,728	8,273	1,429	2,314
Operating noninterest expense (non-GAAP)	\$202,074	\$206,310	\$213,090	\$220,275	\$298,039	\$76,867	\$74,920	\$72,219
Noninterest income (GAAP)	\$51,220	\$54,993	\$59,849	\$62,429	\$104,241	\$40,597	\$19,887	\$23,487
Net interest income (FTE) (non-GAAP)	\$263,145	\$260,913	\$275,394	\$290,774	\$434,884	\$110,176	\$107,977	\$111,424
Efficiency ratio (GAAP)	73.1%	67.5%	65.8%	66.1%	63.6%	57.2%	60.7%	56.2%
Operating efficiency ratio (FTE)(non-GAAP)	64.3%	65.3%	63.6%	62.4%	55.3%	51.0%	58.6%	53.5%

## Reconciliation of Non-GAAP Disclosures

### Net Interest Margin

For the 12 Months Ended

(\$ IN THOUSANDS)	2013	2014	2015	2016	2017	2018	6/30/2018	9/30/2018	12/31/2018
Net interest income (GAAP)	\$148,194	\$253,213	\$250,450	\$263,966	\$279,007	\$426,691	\$108,168	\$105,963	\$109,089
FTE adjustment	8,688	9,932	10,463	11,428	11,767	8,193	2,008	2,014	2,335
Net interest income (FTE) (non-GAAP)	\$156,882	\$263,145	\$260,913	\$275,394	\$290,774	\$434,884	\$110,176	\$107,977	\$111,424
Average earning assets	\$3,716,849	\$6,437,681	\$6,713,239	\$7,249,090	\$8,016,311	\$11,620,893	\$11,661,189	\$11,383,320	\$11,961,234
Net interest margin (GAAP)	3.99%	3.93%	3.73%	3.64%	3.48%	3.67%	3.72%	3.69%	3.62%
Net interest margin (FTE) (non-GAAP)	4.22%	4.09%	3.89%	3.80%	3.63%	3.74%	3.79%	3.76%	3.70%

