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 June 30, 2022

OR

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

Commission File Number: 001-39325

ATLANTIC UNION BANKSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Virginia	**54-1598552**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

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

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

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value $1.33 per share	**AUB**	**The NASDAQ Global Select Market**
Depositary Shares, Each Representing a 1/400th Interest in a Share of 6.875% Perpetual Non-Cumulative Preferred Stock, Series A	**AUBAP**	**The NASDAQ Global Select Market**

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 outstanding as of July 28, 2022 was 74,703,474.

ATLANTIC UNION BANKSHARES CORPORATION
FORM 10-Q
INDEX

ITEM		PAGE
	PART I - FINANCIAL INFORMATION	
Item 1.	Financial Statements	
	Consolidated Balance Sheets as of June 30, 2022 (unaudited) and December 31, 2021 (audited)	2
	Consolidated Statements of Income (unaudited) for the three and six months ended June 30, 2022 and 2021	3
	Consolidated Statements of Comprehensive (Loss) Income (unaudited) for the three and six months ended June 30, 2022 and 2021	4
	Consolidated Statements of Changes in Stockholders' Equity (unaudited) for the three and six months ended June 30, 2022 and 2021	5
	Consolidated Statements of Cash Flows (unaudited) for the six months ended June 30, 2022 and 2021	6
	Notes to Consolidated Financial Statements (unaudited)	8
	Review Report of Independent Registered Public Accounting Firm	47
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	48
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	75
Item 4.	Controls and Procedures	77
	PART II - OTHER INFORMATION	
Item 1.	Legal Proceedings	78
Item 1A.	Risk Factors	78
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	78
Item 6.	Exhibits	79
	Signatures	80

Glossary of Acronyms and Defined Terms

2021 Form 10-K	–	Annual Report on Form 10-K for the year ended December 31, 2021
Access	–	Access National Corporation and its subsidiaries
ACL	–	Allowance for credit losses
AFS	–	Available for sale
ALCO	–	Asset Liability Committee
ALLL	–	Allowance for loan and lease losses, a component of ACL
AOCI	–	Accumulated other comprehensive income (loss)
ASC	–	Accounting Standards Codification
ASC 820	–	ASC 820, *Fair Value Measurements and Disclosures*
ASU	–	Accounting Standards Update
ATM	–	Automated teller machine
AUB	–	Atlantic Union Bankshares Corporation
AUBAP	–	Atlantic Union Bankshares Corporation trading symbol
the Bank	–	Atlantic Union Bank (formerly, Union Bank & Trust)
BOLI	–	Bank-owned life insurance
bps	–	Basis points
BVAL	–	Bloomberg Valuation Service
CAA	–	Consolidated Appropriations Act, 2021
CARES Act	–	Coronavirus Aid, Relief, and Economic Security Act
CECL	–	Current expected credit losses
the Company	–	Atlantic Union Bankshares Corporation (formerly, Union Bankshares Corporation) and its subsidiaries
COVID-19	–	COVID-19 global pandemic
CSP	–	Cary Street Partners Financial LLC
depositary shares	–	Depositary shares, each representing a 1/400th ownership interest in a share of the Company's Series A preferred stock, with a liquidation preference of $10,000 per share of Series A preferred stock (equivalent to $25 per depositary share)
DHFB	–	Dixon, Hubard, Feinour & Brown, Inc.
EPS	–	Earnings per common share
Exchange Act	–	Securities Exchange Act of 1934, as amended
FASB	–	Financial Accounting Standards Board
FCMs	–	Futures Commission Merchants
FDIC	–	Federal Deposit Insurance Corporation
Federal Reserve	–	Board of Governors of the Federal Reserve System
FRB	–	Federal Reserve Bank of Richmond
FHLB	–	Federal Home Loan Bank of Atlanta
FHLMC	–	Federal Home Loan Mortgage Corporation
FNB	–	FNB Corporation
FNMA	–	Federal National Mortgage Association
FOMC	–	Federal Open Markets Committee
FR Y9-C	–	Consolidated financial statements for a U.S. bank holding company, a savings and loan holding company, a U.S. intermediate holding company, and a securities holding company
FTE	–	Fully taxable equivalent
GAAP or U.S. GAAP	–	Accounting principles generally accepted in the United States
GNMA	–	Government National Mortgage Association
HTM	–	Held to maturity
ICE	–	Intercontinental Exchange Data Services
the Joint Guidance	–	The five federal bank regulatory agencies and the Conference of State Bank Supervisors guidance Issued on March 22, 2020 (subsequently revised on April 7, 2020)

Table of Contents

LHFI	–	Loans held for investment
LHFS	–	Loans held for sale
LIBOR	–	London Interbank Offered Rate
MBS	–	Mortgage-Backed Securities
MFC	–	Middleburg Financial Corporation
NASDAQ	–	National Association of Securities Dealers Automated Quotation exchange
NOW	–	Negotiable order of withdrawal
NPA	–	Nonperforming assets
OCI	–	Other comprehensive income
OREO	–	Other real estate owned
OTC	–	Over-the-counter
PD/LGD	–	Probability of default/loss given default
PPP	–	Paycheck Protection Program
Quarterly Report	–	Quarterly Report on Form 10-Q for the quarter ended June 30, 2022
Repurchase Program	–	The share repurchase program, approved on December 10, 2021 by the Company’s Board of Directors, which authorizes the Company to purchase up to $100.0 million worth of the Company’s common stock
ROU asset	–	Right of Use Asset
RUC	–	Reserve for unfunded commitments
RVI	–	Residual value insurance
SBA	–	Small Business Administration
SEC	–	Securities and Exchange Commission
Series A preferred stock	–	6.875% Perpetual Non-Cumulative Preferred Stock, Series A, par value $10.00 per share
SOFR	–	Secured Overnight Financing Rate
SSFA	–	Simplified supervisory formula approach
TDR	–	Troubled debt restructuring
Topic 606	–	ASU No. 2014-09, *“Revenue from Contracts with Customers: Topic 606”*
Topic 848	–	ASU 2020-04, *“Reference Rate Reform: Facilitation of the Effects of Reference Rate Reform on Financial Reporting”*
VFG	–	Virginia Financial Group, Inc.
2031 Notes	–	$250.0 million of 2.875% fixed-to-floating rate subordinate notes issued by the Company during the fourth quarter of 2021 with a maturity date of December 15, 2031

PART I – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF JUNE 30, 2022 AND DECEMBER 31, 2021

(Dollars in thousands, except share data)

	June 30, 2022	December 31, 2021
ASSETS	*(unaudited)*	*(audited)*
Cash and cash equivalents:		
Cash and due from banks	$ 158,902	$ 180,963
Interest-bearing deposits in other banks	82,086	618,714
Federal funds sold	388	2,824
Total cash and cash equivalents	241,376	802,501
Securities available for sale, at fair value	2,951,421	3,481,650
Securities held to maturity, at carrying value	780,749	628,000
Restricted stock, at cost	87,908	76,825
Loans held for sale, at fair value	15,866	20,861
Loans held for investment, net of deferred fees and costs	13,655,408	13,195,843
Less: allowance for loan and lease losses	104,184	99,787
Total loans held for investment, net	13,551,224	13,096,056
Premises and equipment, net	128,661	134,808
Goodwill	925,211	935,560
Amortizable intangibles, net	31,621	43,312
Bank owned life insurance	436,703	431,517
Other assets	511,059	413,706
Total assets	$ 19,661,799	$ 20,064,796
LIABILITIES		
Noninterest-bearing demand deposits	$ 5,361,538	$ 5,207,324
Interest-bearing deposits	10,767,097	11,403,744
Total deposits	16,128,635	16,611,068
Securities sold under agreements to repurchase	118,658	117,870
Other short-term borrowings	290,000	—
Long-term borrowings	389,290	388,724
Other liabilities	343,740	237,063
Total liabilities	17,270,323	17,354,725
Commitments and contingencies (Note 7)		
STOCKHOLDERS' EQUITY		
Preferred stock, $10.00 par value	173	173
Common stock, $1.33 par value	98,822	100,101
Additional paid-in capital	1,767,063	1,807,368
Retained earnings	841,701	783,794
Accumulated other comprehensive (loss) income	(316,283)	18,635
Total stockholders' equity	2,391,476	2,710,071
Total liabilities and stockholders' equity	$ 19,661,799	$ 20,064,796
Common shares outstanding	74,688,314	75,663,648
Common shares authorized	200,000,000	200,000,000
Preferred shares outstanding	17,250	17,250
Preferred shares authorized	500,000	500,000

See accompanying notes to consolidated financial statements.

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
THREE AND SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Dollars in thousands, except share and per share data)

	Three Months Ended		Six Months Ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
Interest and dividend income:				
Interest and fees on loans	$ 123,266	$ 130,570	$ 237,466	$ 258,576
Interest on deposits in other banks	157	86	288	163
Interest and dividends on securities:				
Taxable	14,695	10,519	28,361	20,872
Nontaxable	10,637	9,677	21,097	18,914
Total interest and dividend income	148,755	150,852	287,212	298,525
Interest expense:				
Interest on deposits	6,097	7,238	10,580	16,366
Interest on short-term borrowings	555	21	576	69
Interest on long-term borrowings	3,336	3,045	6,358	6,644
Total interest expense	9,988	10,304	17,514	23,079
Net interest income	138,767	140,548	269,698	275,446
Provision for credit losses	3,559	(27,414)	6,359	(41,037)
Net interest income after provision for credit losses	135,208	167,962	263,339	316,483
Noninterest income:				
Service charges on deposit accounts	8,040	6,607	15,637	12,116
Other service charges, commissions and fees	1,709	1,735	3,364	3,436
Interchange fees	2,268	2,203	4,078	4,050
Fiduciary and asset management fees	6,939	6,819	14,194	13,294
Mortgage banking income	2,200	4,619	5,317	12,874
Bank owned life insurance income	2,716	3,209	5,413	5,475
Loan-related interest rate swap fees	2,600	1,321	6,460	3,075
Other operating income	11,814	1,953	13,976	5,131
Total noninterest income	38,286	28,466	68,439	59,451
Noninterest expenses:				
Salaries and benefits	55,305	50,766	113,603	103,426
Occupancy expenses	6,395	7,140	13,278	14,454
Furniture and equipment expenses	3,590	3,911	7,187	7,880
Technology and data processing	7,862	7,219	15,658	14,123
Professional services	4,680	4,408	8,770	9,369
Marketing and advertising expense	2,502	2,738	4,665	4,782
FDIC assessment premiums and other insurance	2,765	2,319	5,250	4,626
Franchise and other taxes	4,500	4,435	8,999	8,871
Loan-related expenses	1,867	1,909	3,643	3,786
Amortization of intangible assets	2,915	3,568	5,954	7,298
Loss on debt extinguishment	—	—	—	14,695
Other expenses	6,387	3,558	17,082	10,598
Total noninterest expenses	98,768	91,971	204,089	203,908
Income from continuing operations before income taxes	74,726	104,457	127,689	172,026
Income tax expense	12,500	19,073	21,773	30,453
Net income	62,226	85,384	105,916	141,573
Dividends on preferred stock	2,967	2,967	5,934	5,934
Net income available to common shareholders	$ 59,259	$ 82,417	$ 99,982	$ 135,639
Basic earnings per common share	$ 0.79	$ 1.05	$ 1.33	$ 1.72
Diluted earnings per common share	$ 0.79	$ 1.05	$ 1.33	$ 1.72
Dividends declared per common share	$ 0.28	$ 0.28	$ 0.56	$ 0.53
Basic weighted average number of common shares outstanding	74,847,899	78,819,697	75,194,347	78,841,462
Diluted weighted average number of common shares outstanding	74,849,871	78,843,724	75,201,326	78,863,859

See accompanying notes to consolidated financial statements.

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME (UNAUDITED)
THREE AND SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Net income	**$ 62,226**	$ 85,384	**$ 105,916**	$ 141,573
Other comprehensive (loss) income:				
Cash flow hedges:				
Change in fair value of cash flow hedges (net of tax, $3,076 and $693 for the three months and $9,273 and $313 for the six months ended June 30, 2022 and 2021, respectively)	**(11,572)**	2,607	**(34,885)**	1,179
Reclassification adjustment for (gains) included in net income (net of tax, $0 and $0 for the three months and $0 and $12 for the six months ended June 30, 2022 and 2021, respectively) (1)	**—**	—	**—**	(47)
AFS securities:				
Unrealized holding gains (losses) arising during period (net of tax, $30,137 and $3,673 for the three months and $79,837 and $5,132 for the six months ended June 30, 2022 and 2021, respectively)	**(113,374)**	13,818	**(300,341)**	(19,307)
Reclassification adjustment for (gains) losses included in net income (net of tax, $0 and $0 for the three months and $0 and $16 for the six months ended June 30, 2022 and 2021, respectively) (2)	**1**	—	**1**	(62)
HTM securities:				
Reclassification adjustment for accretion of unrealized (gain) on AFS securities transferred to HTM (net of tax, $1 and $1 for the three months and $3 and $3 for the six months ended June 30, 2022 and 2021, respectively) (3)	**(5)**	(5)	**(10)**	(10)
Bank owned life insurance:				
Reclassification adjustment for losses included in net income (4)	**150**	151	**317**	304
Other comprehensive (loss) income:	**(124,800)**	16,571	**(334,918)**	(17,943)
Comprehensive (loss) income	**$ (62,574)**	$ 101,955	**$ (229,002)**	$ 123,630

(1) *The gross amounts are generally reported in the interest income and interest expense sections of the Company's Consolidated Statements of Income with the corresponding income tax effect being reflected as a component of income tax expense.*

(2) *The gross amounts reclassified into earnings are reported as "Other operating income" on the Company's Consolidated Statements of Income with the corresponding income tax effect being reflected as a component of income tax expense.*

(3) *The gross amounts reclassified into earnings are reported within interest income on the Company's Consolidated Statements of Income with the corresponding income tax effect being reflected as a component of income tax expense.*

(4) *Reclassifications in earnings are reported in "Salaries and benefits" expense on the Company's Consolidated Statements of Income.*

See accompanying notes to consolidated financial statements.

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Dollars in thousands, except share and per share amounts)

	Common Stock	Preferred Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance - December 31, 2021	**$ 100,101**	**$ 173**	**$ 1,807,368**	**$ 783,794**	**$ 18,635**	**$ 2,710,071**
Net Income				**43,690**		**43,690**
Other comprehensive loss (net of taxes of $49,701)					**(210,118)**	**(210,118)**
Dividends on common stock ($0.28 per share)				**(21,163)**		**(21,163)**
Dividends on preferred stock ($171.88 per share)				**(2,967)**		**(2,967)**
Stock purchased under stock repurchase plan (629,691 shares)	**(837)**		**(24,181)**			**(25,018)**
Issuance of common stock under Equity Compensation Plans, stock issuance for services rendered, and vesting of restricted stock, net of shares held for taxes (291,723 shares)	**387**		**1,044**			**1,431**
Stock-based compensation expense			**2,409**			**2,409**
Balance - March 31, 2022	**$ 99,651**	**$ 173**	**$ 1,786,640**	**$ 803,354**	**$ (191,483)**	**$ 2,498,335**
Net Income				**62,226**		**62,226**
Other comprehensive loss (net of taxes of $33,214)					**(124,800)**	**(124,800)**
Dividends on common stock ($0.28 per share)				**(20,912)**		**(20,912)**
Dividends on preferred stock ($171.88 per share)				**(2,967)**		**(2,967)**
Stock purchased under stock repurchase plan (649,208 shares)	**(863)**		**(22,350)**			**(23,213)**
Issuance of common stock under Equity Compensation Plans, stock issuance for services rendered, and vesting of restricted stock, net of shares held for taxes (25,955 shares)	**34**		**(154)**			**(120)**
Stock-based compensation expense			**2,927**			**2,927**
Balance - June 30, 2022	**$ 98,822**	**$ 173**	**$ 1,767,063**	**$ 841,701**	**$ (316,283)**	**$ 2,391,476**
Balance - December 31, 2020	$ 104,169	$ 173	$ 1,917,081	$ 616,052	$ 71,015	$ 2,708,490
Net Income				56,189		56,189
Other comprehensive loss (net of taxes of $8,835)					(34,514)	(34,514)
Dividends on common stock ($0.25 per share)				(19,700)		(19,700)
Dividends on preferred stock ($171.88 per share)				(2,967)		(2,967)
Issuance of common stock under Equity Compensation Plans, stock issuance for services rendered, and vesting of restricted stock, net of shares held for taxes (243,884 shares)	324		(289)			35
Stock-based compensation expense			2,199			2,199
Balance - March 31, 2021	$ 104,493	$ 173	$ 1,918,991	$ 649,574	$ 36,501	$ 2,709,732
Net Income				85,384		85,384
Other comprehensive income (net of taxes of $3,672)					16,571	16,571
Dividends on common stock ($0.28 per share)				(22,125)		(22,125)
Dividends on preferred stock ($171.88 per share)				(2,967)		(2,967)
Stock purchased under stock repurchase plan (1,090,169 shares)	(1,450)		(40,913)			(42,363)
Issuance of common stock under Equity Compensation Plans, stock issuance for services rendered, and vesting of restricted stock, net of shares held for taxes (35,693 shares)	48		663			711
Stock-based compensation expense			2,654			2,654
Balance - June 30, 2021	$ 103,091	$ 173	$ 1,881,395	$ 709,866	$ 53,072	$ 2,747,597

See accompanying notes to consolidated financial statements.

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Dollars in thousands)

	2022	2021
Operating activities:		
Net income	$ **105,916**	$ 141,573
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of premises and equipment	**7,119**	7,966
Writedown of ROU assets and equipment	**4,570**	1,065
Amortization, net	**16,093**	15,928
Amortization (accretion) related to acquisitions, net	**1,014**	(1,056)
Provision for credit losses	**6,359**	(41,037)
Losses (gains) on securities transactions, net	**2**	(78)
Gain on sale of DHFB	**(9,082)**	—
BOLI income	**(5,413)**	(5,475)
Originations and purchases of loans held for sale	**(191,470)**	(348,138)
Proceeds from sales of loans held for sale	**196,381**	409,809
Gains on sales of foreclosed properties and former bank premises, net	**(631)**	(1,810)
Losses on debt extinguishment	**—**	14,695
Stock-based compensation expenses	**5,336**	4,853
Issuance of common stock for services	**409**	188
Net decrease in other assets	**25,875**	64,826
Net increase (decrease) in other liabilities	**36,751**	(125,899)
Net cash provided by operating activities	**199,229**	137,410
Investing activities:		
Purchases of AFS securities, restricted stock, and other investments	**(88,244)**	(651,254)
Purchases of HTM securities	**(158,445)**	—
Proceeds from sales of AFS securities and restricted stock	**12,469**	45,436
Proceeds from maturities, calls and paydowns of AFS securities	**207,279**	256,903
Proceeds from maturities, calls and paydowns of HTM securities	**3,400**	1,730
Net (increase) decrease in loans held for investment	**(452,948)**	305,615
Net increase in premises and equipment	**(1,931)**	(6,836)
Proceeds from BOLI settlements	**2,068**	3,152
Purchases of BOLI policies	**—**	(100,000)
Proceeds from sales of foreclosed properties and former bank premises	**3,001**	8,632
Net cash used in investing activities	**(473,351)**	(136,622)
Financing activities:		
Net increase in noninterest-bearing deposits	**154,214**	853,869
Net (decrease) increase in interest-bearing deposits	**(636,667)**	82,617
Net increase (decrease) in short-term borrowings	**290,788**	(261,139)
Repayments of long-term debt	**—**	(214,695)
Cash dividends paid - common stock	**(42,075)**	(41,825)
Cash dividends paid - preferred stock	**(5,934)**	(5,934)
Repurchase of common stock	**(48,231)**	(42,363)
Issuance of common stock	**3,813**	2,876
Vesting of restricted stock, net of shares held for taxes	**(2,911)**	(2,318)
Net cash (used in) provided by financing activities	**(287,003)**	371,088
(Decrease) increase in cash and cash equivalents	**(561,125)**	371,876
Cash, cash equivalents and restricted cash at beginning of the period	**802,501**	493,294
Cash, cash equivalents and restricted cash at end of the period	$ **241,376**	$ 865,170

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
SIX MONTHS ENDED JUNE 30, 2022 AND 2021
(Dollars in thousands)

	2022	2021
Supplemental Disclosure of Cash Flow Information		
Cash payments for:		
Interest	**$ 16,511**	$ 23,859
Income taxes	**935**	1,221
Supplemental schedule of noncash investing and financing activities		
Transfers from loans to foreclosed properties	**382**	14
Transfers from bank premises to OREO	**—**	1,109

See accompanying notes to consolidated financial statements.

ATLANTIC UNION BANKSHARES CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company
Headquartered in Richmond, Virginia, Atlantic Union Bankshares Corporation (Nasdaq: AUB) is the holding company for Atlantic Union Bank. Atlantic Union Bank has 114 branches and approximately 130 ATMs located throughout Virginia, and in portions of Maryland and North Carolina as of June 30, 2022. Certain non-bank financial services affiliates of Atlantic Union Bank include: Atlantic Union Equipment Finance, Inc., which provides equipment financing; Atlantic Union Financial Consultants, LLC, which provides brokerage services; and Union Insurance Group, LLC, which offers various lines of insurance products.

Effective June 30, 2022, the Company completed the sale of DHFB, which was formerly a subsidiary of the Bank.

The unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. The unaudited consolidated financial statements have been prepared in accordance with U.S. GAAP for interim financial information and follow general practice within the banking industry. Accordingly, the unaudited consolidated financial statements do not include all the information and footnotes required by U.S. GAAP for complete financial statements; however, in the opinion of management all adjustments necessary for a fair presentation of the results of the interim periods presented have been made. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the full year or any other period.

The unaudited consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company's 2021 Form 10-K. Certain prior period amounts have been reclassified to conform to current period presentation.

Cash and Cash Equivalents
For purposes of reporting cash flows, the Company defines cash and cash equivalents as cash, cash due from banks, interest-bearing deposits in other banks, short-term money market investments, other interest-bearing deposits, and federal funds sold.

Restricted cash is disclosed in Note 7 "Commitments and Contingencies" in Part I, Item I of this Quarterly Report and is comprised of cash maintained at various correspondent banks as collateral for the Company's derivative portfolio and is included in interest-bearing deposits in other banks in the Company's Consolidated Balance Sheets. In addition, the Company is required to maintain reserve balances with the FRB based on the type and amount of deposits; however, on March 15, 2020 the Federal Reserve announced that reserve requirement ratios would be reduced to zero percent effective March 26, 2020 due to economic conditions, which eliminated the reserve requirement for all depository institutions. The reserve requirement is still at zero percent as of June 30, 2022.

Accrued Interest Receivable
The Company has elected to exclude accrued interest from the amortized cost basis in its determination of the ALLL, as well as the ACL reserve for securities. Accrued interest receivable totaled $44.5 million and $43.3 million on LHFI, $8.2 million and $7.0 million on HTM securities, and $14.4 million and $14.5 million on AFS securities at June 30, 2022 and December 31, 2021, respectively, and is included in "Other assets" on the Company's Consolidated Balance Sheets. The Company's policy is to write off accrued interest receivable through reversal of interest income when it becomes probable the Company will not be able to collect the accrued interest. For the quarters ended June 30, 2022 and June 30, 2021, accrued interest receivable write offs were not material to the Company's consolidated financial statements.

Segment Reporting
Operating segments are components of a business about which separate financial information is available and evaluated regularly by the chief operating decision makers in deciding how to allocate resources and assessing performance. The Bank is the Company's only reportable operating segment upon which management makes decisions regarding how to allocate resources and assess performance. While the Company's chief operating decision makers do have some limited financial information about its various financial products and services, that information is not complete since it does not include a full allocation of revenue, costs, and capital from key corporate functions; therefore, the Company evaluates financial performance on the Company-wide basis. Management continues to evaluate these business units for separate reporting as facts and circumstances change.

2. SECURITIES

Available for Sale

The Company's AFS investment portfolio is generally highly-rated or agency backed. All AFS securities were current with no securities past due or on non-accrual as of June 30, 2022 and December 31, 2021.

The amortized cost, gross unrealized gains and losses, and estimated fair values of AFS securities as of June 30, 2022 are summarized as follows (dollars in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
June 30, 2022				
U.S. government and agency securities	**$ 71,665**	**$ —**	**$ (5,925)**	**$ 65,740**
Obligations of states and political subdivisions	**964,651**	**578**	**(142,802)**	**822,427**
Corporate and other bonds [1]	**184,304**	**72**	**(6,484)**	**177,892**
Commercial MBS				
Agency	**326,117**	**90**	**(27,246)**	**298,961**
Non-agency	**104,465**	**—**	**(3,591)**	**100,874**
Total commercial MBS	**430,582**	**90**	**(30,837)**	**399,835**
Residential MBS				
Agency	**1,571,036**	**665**	**(161,629)**	**1,410,072**
Non-agency	**78,888**	**1**	**(5,083)**	**73,806**
Total residential MBS	**1,649,924**	**666**	**(166,712)**	**1,483,878**
Other securities	**1,649**	**—**	**—**	**1,649**
Total AFS securities	**$ 3,302,775**	**$ 1,406**	**$ (352,760)**	**$ 2,951,421**

[1] *Other bonds include asset-backed securities*

The amortized cost, gross unrealized gains and losses, and estimated fair values of AFS securities as of December 31, 2021 are summarized as follows (dollars in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
December 31, 2021				
U.S. government and agency securities	$ 73,830	$ 179	$ (160)	$ 73,849
Obligations of states and political subdivisions	971,126	39,343	(2,073)	1,008,396
Corporate and other bonds [1]	150,201	3,353	(178)	153,376
Commercial MBS				
Agency	361,806	6,761	(4,215)	364,352
Non-agency	107,087	139	(421)	106,805
Total commercial MBS	468,893	6,900	(4,636)	471,157
Residential MBS				
Agency	1,691,651	15,180	(24,337)	1,682,494
Non-agency	91,443	243	(948)	90,738
Total residential MBS	1,783,094	15,423	(25,285)	1,773,232
Other securities	1,640	—	—	1,640
Total AFS securities	$ 3,448,784	$ 65,198	$ (32,332)	$ 3,481,650

[1] *Other bonds include asset-backed securities*

The following table shows the gross unrealized losses and fair value of the Company's AFS securities with unrealized losses for which an ACL has not been recorded at June 30, 2022 and December 31, 2021 and that are not deemed to be impaired as of those dates. These are aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position (dollars in thousands).

	Less than 12 months		More than 12 months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2022						
U.S. government and agency securities	**$ 62,470**	**$ (5,882)**	**$ 3,199**	**$ (42)**	**$ 65,669**	**$ (5,924)**
Obligations of states and political subdivisions	**686,807**	**(131,328)**	**28,077**	**(11,474)**	**714,884**	**(142,802)**
Corporate and other bonds[1]	**162,871**	**(6,484)**	**—**	**—**	**162,871**	**(6,484)**
Commercial MBS						
Agency	**237,590**	**(19,318)**	**48,976**	**(7,928)**	**286,566**	**(27,246)**
Non-agency	**84,220**	**(2,604)**	**16,654**	**(987)**	**100,874**	**(3,591)**
Total commercial MBS	**321,810**	**(21,922)**	**65,630**	**(8,915)**	**387,440**	**(30,837)**
Residential MBS						
Agency	**1,002,897**	**(110,921)**	**346,933**	**(50,708)**	**1,349,830**	**(161,629)**
Non-agency	**61,820**	**(3,981)**	**11,868**	**(1,103)**	**73,688**	**(5,084)**
Total residential MBS	**1,064,717**	**(114,902)**	**358,801**	**(51,811)**	**1,423,518**	**(166,713)**
Total AFS securities	**$ 2,298,675**	**$ (280,518)**	**$ 455,707**	**$ (72,242)**	**$ 2,754,382**	**$ (352,760)**
December 31, 2021						
U.S. government and agency securities	$ 64,474	$ (115)	$ 3,900	$ (45)	$ 68,374	$ (160)
Obligations of states and political subdivisions	249,701	(2,020)	2,123	(53)	251,824	(2,073)
Corporate and other bonds[1]	21,134	(177)	703	(1)	21,837	(178)
Commercial MBS						
Agency	175,588	(4,053)	3,172	(162)	178,760	(4,215)
Non-agency	33,759	(313)	11,029	(108)	44,788	(421)
Total commercial MBS	209,347	(4,366)	14,201	(270)	223,548	(4,636)
Residential MBS						
Agency	1,140,701	(21,147)	106,104	(3,190)	1,246,805	(24,337)
Non-agency	48,392	(584)	12,716	(364)	61,108	(948)
Total residential MBS	1,189,093	(21,731)	118,820	(3,554)	1,307,913	(25,285)
Total AFS securities	$ 1,733,749	$ (28,409)	$ 139,747	$ (3,923)	$ 1,873,496	$ (32,332)

[1] *Other bonds include asset-backed securities*

As of June 30, 2022, there were $445.7 million AFS securities, comprised of 113 individual securities that had been in a continuous loss position for more than 12 months and had an aggregate unrealized loss of approximately $72.2 million. As of December 31, 2021, there were $139.7 million AFS securities, comprised of 33 individual securities that had been in a continuous loss position for more than 12 months and had an aggregate unrealized loss of $3.9 million.

The Company has evaluated AFS securities in an unrealized loss position for credit related impairment at June 30, 2022 and December 31, 2021 and concluded no impairment existed based on several factors which included: (1) the majority of these securities are of high credit quality, (2) unrealized losses are primarily the result of market volatility and increases in market interest rates, (3) the contractual terms of the investments do not permit the issuer(s) to settle the securities at a price less than the cost basis of each investment, (4) issuers continue to make timely principal and interest payments, and (5) the Company does not intend to sell any of the investments and the accounting standard of "more likely than not" has not been met for the Company to be required to sell any of the investments before recovery of its amortized cost basis.

Additionally, the majority of the Company's MBS are issued by FNMA, FHLMC, and GNMA and do not have credit risk given the implicit and explicit government guarantees associated with these agencies. In addition, the non-agency mortgage-backed and asset-backed securities generally received a 20% SSFA rating.

The following table presents the amortized cost and estimated fair value of AFS securities as of June 30, 2022 and December 31, 2021, by contractual maturity (dollars in thousands). Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2022		December 31, 2021	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	**$ 32,481**	**$ 32,235**	$ 18,247	$ 18,317
Due after one year through five years	**167,808**	**165,280**	180,080	183,981
Due after five years through ten years	**346,288**	**329,509**	324,615	331,215
Due after ten years	**2,756,198**	**2,424,397**	2,925,842	2,948,137
Total AFS securities	**$ 3,302,775**	**$ 2,951,421**	$ 3,448,784	$ 3,481,650

Refer to Note 7 "Commitments and Contingencies" in Part I, Item I of this Quarterly Report for information regarding the estimated fair value of AFS securities that were pledged to secure public deposits, repurchase agreements, and for other purposes as permitted or required by law as of June 30, 2022 and December 31, 2021.

Held to Maturity

The Company's HTM investment portfolio primarily consists of highly-rated municipal securities. The Company's HTM securities were all current, with no securities past due or on non-accrual at June 30, 2022 and December 31, 2021.

The Company reports HTM securities on the Company's Consolidated Balance Sheets at carrying value. Carrying value is amortized cost, which includes any unamortized unrealized gains and losses recognized in AOCI prior to reclassifying the securities from AFS securities to HTM securities. Investment securities transferred into the HTM category from the AFS category are recorded at fair value at the date of transfer. The unrealized holding gains or losses at the date of transfer are retained in AOCI and in the carrying value of the HTM securities. Such unrealized gains or losses are accreted over the remaining life of the security with no impact on future net income.

The carrying value, gross unrealized gains and losses, and estimated fair values of HTM securities as of June 30, 2022 are summarized as follows (dollars in thousands):

	Carrying Value	Gross Unrealized		Estimated Fair Value
		Gains	(Losses)	
June 30, 2022				
U.S. government and agency securities	**$ 2,178**	**$ —**	**$ (80)**	**$ 2,098**
Obligations of states and political subdivisions	**693,070**	**3,125**	**(33,413)**	**662,782**
Commercial Agency MBS	**29,404**	**—**	**(3,193)**	**26,211**
Residential MBS				
Agency	**38,514**	**—**	**(3,833)**	**34,681**
Non-agency	**17,583**	**—**	**(136)**	**17,447**
Total residential MBS	**56,097**	**—**	**(3,969)**	**52,128**
Total held-to-maturity securities	**$ 780,749**	**$ 3,125**	**$ (40,655)**	**$ 743,219**

The carrying value, gross unrealized gains and losses, and estimated fair values of HTM securities as of December 31, 2021 are summarized as follows (dollars in thousands):

	Carrying Value	Gross Unrealized		Estimated Fair Value
		Gains	(Losses)	
December 31, 2021				
U.S. government and agency securities	$ 2,604	$ —	$ (29)	$ 2,575
Obligations of states and political subdivisions	620,873	65,982	(121)	686,734
Commercial Agency MBS	4,523	—	(58)	4,465
Total held-to-maturity securities	$ 628,000	$ 65,982	$ (208)	$ 693,774

Credit Quality Indicators & Allowance for Credit Losses - HTM

For HTM securities, the Company evaluates the credit risk of its securities on at least a quarterly basis. The Company estimates expected credit losses on HTM debt securities on an individual basis based on the PD/LGD methodology primarily using security-level credit ratings. The Company's HTM securities ACL was immaterial at June 30, 2022 and December 31, 2021. The primary indicators of credit quality for the Company's HTM portfolio are security type and credit rating, which is influenced by a number of factors including obligor cash flow, geography, seniority, and others. Substantially all of the Company's HTM securities with credit risk are obligations of states and political subdivisions.

The following table presents the amortized cost of HTM securities as of June 30, 2022 and December 31, 2021 by security type and credit rating (dollars in thousands):

	U.S. Government and Agency securities	Obligations of states and political subdivisions	Mortgage-backed securities	Total HTM securities
June 30, 2022				
Credit Rating:				
AAA/AA/A	$ —	$ **693,070**	$ —	$ **693,070**
Not Rated - Agency[1]	**2,178**	—	**67,918**	**70,096**
Not Rated - Non-Agency	—	—	**17,583**	**17,583**
Total	$ **2,178**	$ **693,070**	$ **85,501**	$ **780,749**
December 31, 2021				
Credit Rating:				
AAA/AA/A	$ —	$ 620,873	$ —	$ 620,873
Not Rated - Agency[1]	2,604	—	4,523	7,127
Total	$ 2,604	$ 620,873	$ 4,523	$ 628,000

[1] *Generally considered not to have credit risk given the government guarantees associated with these agencies*

The following table presents the amortized cost and estimated fair value of HTM securities as of June 30, 2022 and December 31, 2021, by contractual maturity (dollars in thousands). Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2022		December 31, 2021	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Due in one year or less	**$ 5,023**	**$ 4,971**	$ 3,034	$ 3,027
Due after one year through five years	**19,746**	**20,087**	5,852	6,065
Due after five years through ten years	**15,838**	**16,130**	14,019	15,984
Due after ten years	**740,142**	**702,031**	605,095	668,698
Total HTM securities	**$ 780,749**	**$ 743,219**	$ 628,000	$ 693,774

Refer to Note 7 "Commitments and Contingencies" in Part I, Item I of this Quarterly Report for information regarding the estimated fair value of HTM securities that were pledged to secure public deposits as permitted or required by law as of June 30, 2022 and December 31, 2021.

Restricted Stock, at cost

Due to restrictions placed upon the Bank's common stock investment in the FRB and FHLB, these securities have been classified as restricted equity securities and carried at cost. These restricted securities are not subject to the investment security classifications and are included as a separate line item on the Company's Consolidated Balance Sheets. Restricted stock consists of FRB stock in the amount of $67.0 million for June 30, 2022 and December 31, 2021 and FHLB stock in the amount of $20.9 million and $9.8 million as of June 30, 2022 and December 31, 2021, respectively.

Realized Gains and Losses

The following table presents the gross realized gains and losses on and the proceeds from the sale of securities during the three and six months ended June 30, 2022 and 2021 (dollars in thousands):

	Three Months Ended June 30, 2022	Six Months Ended June 30, 2022
Realized gains (losses)[1]:		
Gross realized gains	**$ —**	**$ —**
Gross realized losses	**(2)**	**(2)**
Net realized gains	**$ (2)**	**$ (2)**
Proceeds from sales of securities	**$ 12,469**	**$ 12,469**

	Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
Realized gains (losses)[1]:		
Gross realized gains	$ —	$ 138
Gross realized losses	—	(60)
Net realized gains	$ —	$ 78
Proceeds from sales of securities	$ —	$ 45,436

[1] *Includes gains (losses) on sales and calls of securities*

3. LOANS AND ALLOWANCE FOR LOAN AND LEASE LOSSES

The information included below reflects the impact of the CARES Act, as amended by the CAA, and the Joint Guidance. See Note 1 "Summary of Significant Accounting Policies" in the "Notes to the Consolidated Financial Statements" contained in Item 8 "Financial Statements and Supplementary Data" in the Company's 2021 Form 10-K for information about COVID-19 and related legislative and regulatory developments.

The Company's loans are stated at their face amount, net of deferred fees and costs, and consist of the following at June 30, 2022 and December 31, 2021 (dollars in thousands):

	June 30, 2022	December 31, 2021
Construction and Land Development	**$ 988,379**	$ 862,236
Commercial Real Estate - Owner Occupied	**1,965,702**	1,995,409
Commercial Real Estate - Non-Owner Occupied	**3,860,819**	3,789,377
Multifamily Real Estate	**762,502**	778,626
Commercial & Industrial[1]	**2,595,891**	2,542,243
Residential 1-4 Family - Commercial	**553,771**	607,337
Residential 1-4 Family - Consumer	**865,174**	816,524
Residential 1-4 Family - Revolving	**583,073**	560,796
Auto	**525,301**	461,052
Consumer	**180,045**	176,992
Other Commercial[2]	**774,751**	605,251
Total LHFI, net of deferred fees and costs[3]	**13,655,408**	13,195,843
Allowance for loan and lease losses	**(104,184)**	(99,787)
Total LHFI, net	**$ 13,551,224**	$ 13,096,056

[1] *Commercial & industrial loans include approximately $21.7 million and $145.3 million in loans from the PPP at June 30, 2022 and December 31, 2021, respectively.*

[2] *Other commercial loans include an insignificant amount of loans from the PPP at June 30, 2022 and included approximately $5.1 million in loans from the PPP at December 31, 2021.*

[3] *Total loans include unamortized premiums and discounts, and unamortized deferred fees and costs totaling $44.8 million and $49.3 million as of June 30, 2022 and December 31, 2021, respectively.*

The following table shows the aging of the Company’s loan portfolio, by class, at June 30, 2022 (dollars in thousands):

	Current	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days and still Accruing	Nonaccrual	Total Loans
Construction and Land Development	**$ 987,152**	**$ 645**	**$ —**	**$ 1**	**$ 581**	**$ 988,379**
Commercial Real Estate - Owner Occupied	**1,957,733**	**1,374**	**807**	**792**	**4,996**	**1,965,702**
Commercial Real Estate - Non-Owner Occupied	**3,856,365**	**511**	**—**	**642**	**3,301**	**3,860,819**
Multifamily Real Estate	**762,502**	**—**	**—**	**—**	**—**	**762,502**
Commercial & Industrial	**2,589,714**	**2,581**	**546**	**322**	**2,728**	**2,595,891**
Residential 1-4 Family - Commercial	**549,138**	**1,944**	**474**	**184**	**2,031**	**553,771**
Residential 1-4 Family - Consumer	**849,738**	**594**	**1,646**	**1,112**	**12,084**	**865,174**
Residential 1-4 Family - Revolving	**576,908**	**1,368**	**731**	**997**	**3,069**	**583,073**
Auto	**522,834**	**1,841**	**213**	**134**	**279**	**525,301**
Consumer	**179,394**	**361**	**210**	**79**	**1**	**180,045**
Other Commercial	**774,411**	**11**	**—**	**329**	**—**	**774,751**
Total LHFI	**$ 13,605,889**	**$ 11,230**	**$ 4,627**	**$ 4,592**	**$ 29,070**	**$ 13,655,408**
% of total loans	**99.65 %**	**0.08 %**	**0.03 %**	**0.03 %**	**0.21 %**	**100.00 %**

The following table shows the aging of the Company’s loan portfolio, by class, at December 31, 2021 (dollars in thousands):

	Current	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days and still Accruing	Nonaccrual	Total Loans
Construction and Land Development	$ 857,883	$ 1,357	$ —	$ 299	$ 2,697	$ 862,236
Commercial Real Estate - Owner Occupied	1,987,133	1,230	152	1,257	5,637	1,995,409
Commercial Real Estate - Non-Owner Occupied	3,783,211	1,965	127	433	3,641	3,789,377
Multifamily Real Estate	778,429	84	—	—	113	778,626
Commercial & Industrial	2,536,100	1,161	1,438	1,897	1,647	2,542,243
Residential 1-4 Family - Commercial	601,946	1,844	272	990	2,285	607,337
Residential 1-4 Family - Consumer	795,821	3,368	2,925	3,013	11,397	816,524
Residential 1-4 Family - Revolving	554,652	1,493	363	882	3,406	560,796
Auto	458,473	1,866	249	241	223	461,052
Consumer	175,943	689	186	120	54	176,992
Other Commercial	605,214	37	—	—	—	605,251
Total LHFI	$ 13,134,805	$ 15,094	$ 5,712	$ 9,132	$ 31,100	$ 13,195,843
% of total loans	99.54 %	0.11 %	0.04 %	0.07 %	0.24 %	100.00 %

The following table shows the Company’s amortized cost basis of loans on nonaccrual status and loans past due 90 days and still accruing as of June 30, 2022 (dollars in thousands):

	June 30, 2022		
	Nonaccrual	Nonaccrual With No ALLL	90 Days Past due and still Accruing
Construction and Land Development	$ 581	$ —	$ 1
Commercial Real Estate - Owner Occupied	4,996	955	792
Commercial Real Estate - Non-Owner Occupied	3,301	—	642
Multifamily Real Estate	—	—	—
Commercial & Industrial	2,728	1	322
Residential 1-4 Family - Commercial	2,031	—	184
Residential 1-4 Family - Consumer	12,084	—	1,112
Residential 1-4 Family - Revolving	3,069	—	997
Auto	279	—	134
Consumer	1	—	79
Other Commercial	—	—	329
Total LHFI	$ 29,070	$ 956	$ 4,592

The following table shows the Company’s amortized cost basis of loans on nonaccrual status and loans past due 90 days and still accruing as of December 31, 2021 (dollars in thousands):

	December 31, 2021		
	Nonaccrual	Nonaccrual With No ALLL	90 Days Past due and still Accruing
Construction and Land Development	$ 2,697	$ 1,985	$ 299
Commercial Real Estate - Owner Occupied	5,637	970	1,257
Commercial Real Estate - Non-Owner Occupied	3,641	1,089	433
Multifamily Real Estate	113	—	—
Commercial & Industrial	1,647	1	1,897
Residential 1-4 Family - Commercial	2,285	—	990
Residential 1-4 Family - Consumer	11,397	—	3,013
Residential 1-4 Family - Revolving	3,406	—	882
Auto	223	—	241
Consumer	54	—	120
Total LHFI	$ 31,100	$ 4,045	$ 9,132

There was no interest income recognized on nonaccrual loans during the three and six months ended June 30, 2022 and 2021. See Note 1 “Summary of Significant Accounting Policies” in the “Notes to the Consolidated Financial Statements” contained in Item 8 “Financial Statements and Supplementary Data” in the Company’s 2021 Form 10-K for additional information on the Company’s policies for nonaccrual loans.

Troubled Debt Restructurings

As of June 30, 2022, the Company has TDRs totaling $18.0 million with an estimated $872,000 of allowance for those loans. As of December 31, 2021, the Company had TDRs totaling $18.0 million with an estimated $859,000 of allowance for those loans.

A TDR occurs when a lender, for economic or legal reasons, grants a concession to the borrower related to the borrower's financial difficulties, that it would not otherwise consider. All loans that are considered to be TDRs are evaluated for credit losses in accordance with the Company's ALLL methodology. For the three and six months ended June 30, 2022 and June 30, 2021, the recorded investment in TDRs prior to modifications was not materially impacted by the modifications.

The following table provides a summary, by class, of TDRs that continue to accrue interest under the terms of the applicable restructuring agreement, which are considered to be performing, and TDRs that have been placed on nonaccrual status, which are considered to be nonperforming, as of June 30, 2022 and December 31, 2021 (dollars in thousands):

	June 30, 2022			December 31, 2021		
	No. of Loans	Recorded Investment	Outstanding Commitment	No. of Loans	Recorded Investment	Outstanding Commitment
Performing						
Construction and Land Development	**3**	**$ 162**	**$ —**	4	$ 201	$ —
Commercial Real Estate - Owner Occupied	**2**	**1,004**	**—**	3	572	—
Residential 1-4 Family - Commercial	**1**	**1,334**	**—**	—	—	—
Residential 1-4 Family - Consumer	**78**	**7,654**	**—**	75	9,021	—
Residential 1-4 Family - Revolving	**3**	**260**	**5**	3	265	4
Consumer	**2**	**14**	**—**	2	15	—
Other Commercial	**1**	**234**	**—**	1	239	—
Total performing	**90**	**$ 10,662**	**$ 5**	88	$ 10,313	$ 4
Nonperforming						
Commercial Real Estate - Owner Occupied	**1**	**$ 17**	**$ —**	2	$ 830	$ —
Commercial Real Estate - Non-Owner Occupied	**3**	**1,206**	**—**	3	1,357	—
Commercial & Industrial	**3**	**634**	**—**	3	729	—
Residential 1-4 Family - Commercial	**3**	**377**	**—**	3	388	—
Residential 1-4 Family - Consumer	**25**	**4,966**	**—**	24	4,239	—
Residential 1-4 Family - Revolving	**3**	**98**	**—**	3	99	—
Total nonperforming	**38**	**$ 7,298**	**$ —**	38	$ 7,642	$ —
Total performing and nonperforming	**128**	**$ 17,960**	**$ 5**	126	$ 17,955	$ 4

The Company considers a default of a TDR to occur when the borrower is 90 days past due following the restructure or a foreclosure and repossession of the applicable collateral occurs. During the three and six months ended June 30, 2022 and 2021, the Company did not have any material loans that went into default that had been restructured in the twelve-month period prior to the time of default.

The following table shows, by class and modification type, TDRs that occurred during the three and six months ended June 30, 2022 and 2021 (dollars in thousands):

	Three Months Ended June 30, 2022		Six Months Ended June 30, 2022	
	No. of Loans	Recorded Investment at Period End	No. of Loans	Recorded Investment at Period End
Modified to interest only, at a market rate				
Residential 1-4 Family - Commercial	—	$ —	1	$ 1,334
Total interest only at market rate of interest	—	$ —	1	$ 1,334
Term modification, at a market rate				
Commercial Real Estate - Owner Occupied	—	$ —	1	$ 766
Total loan term extended at a market rate	—	$ —	1	$ 766
Term modification, below market rate				
Residential 1-4 Family - Consumer	6	259	12	1,111
Total loan term extended at a below market rate	6	$ 259	12	$ 1,111
Total	6	$ 259	14	$ 3,211

	Three Months Ended June 30, 2021		Six Months Ended June 30, 2021	
	No. of Loans	Recorded Investment at Period End	No. of Loans	Recorded Investment at Period End
Modified to interest only, at a market rate				
Total interest only at market rate of interest	—	$ —	—	$ —
Term modification, at a market rate				
Residential 1-4 Family - Consumer	—	$ —	2	$ 104
Total loan term extended at a market rate	—	$ —	2	$ 104
Term modification, below market rate				
Residential 1-4 Family - Consumer	3	$ 1,382	11	$ 1,824
Consumer	—	—	1	15
Total loan term extended at a below market rate	3	$ 1,382	12	$ 1,839
Interest rate modification, below market rate				
Residential 1-4 Family - Commercial	—	$ —	1	$ 45
Total interest only at below market rate of interest	—	$ —	1	$ 45
Total	3	$ 1,382	15	$ 1,988

Allowance for Loan and Lease Losses

ALLL on the loan portfolio is a material estimate for the Company. The Company estimates its ALLL on its loan portfolio on a quarterly basis. The Company models the ALLL using two primary segments, Commercial and Consumer. Each loan segment is further disaggregated into classes based on similar risk characteristics. The Company has identified the following classes within each loan segment:

- *Commercial*: Construction and Land Development, Commercial Real Estate – Owner Occupied, Commercial Real Estate – Non-Owner Occupied, Multifamily Real Estate, Commercial & Industrial, Residential 1-4 Family – Commercial, and Other Commercial
- *Consumer*: Residential 1-4 Family – Consumer, Residential 1-4 Family – Revolving, Auto, and Consumer

The following tables show the ALLL activity by loan segment for the three and six months ended June 30, 2022 and 2021 (dollars in thousands):

	Three Months Ended June 30, 2022			Six Months Ended June 30, 2022		
	Commercial	**Consumer**	**Total**	**Commercial**	**Consumer**	**Total**
Balance at beginning of period	**$ 79,771**	**$ 22,820**	**$ 102,591**	**$ 77,902**	**$ 21,885**	**$ 99,787**
Loans charged-off	**(1,007)**	**(950)**	**(1,957)**	**(1,766)**	**(1,700)**	**(3,466)**
Recoveries credited to allowance	**392**	**626**	**1,018**	**1,118**	**1,413**	**2,531**
Provision charged to operations	**(1,743)**	**4,275**	**2,532**	**159**	**5,173**	**5,332**
Balance at end of period	**$ 77,413**	**$ 26,771**	**$ 104,184**	**$ 77,413**	**$ 26,771**	**$ 104,184**

	Three Months Ended June 30, 2021			Six Months Ended June 30, 2021		
	Commercial	**Consumer**	**Total**	**Commercial**	**Consumer**	**Total**
Balance at beginning of period	$ 106,432	$ 36,479	$ 142,911	$ 117,403	$ 43,137	$ 160,540
Loans charged-off	(891)	(1,054)	(1,945)	(2,865)	(2,721)	(5,586)
Recoveries credited to allowance	1,042	834	1,876	2,648	1,697	4,345
Provision charged to operations	(16,746)	(7,835)	(24,581)	(27,349)	(13,689)	(41,038)
Balance at end of period	$ 89,837	$ 28,424	$ 118,261	$ 89,837	$ 28,424	$ 118,261

Credit Quality Indicators

Credit quality indicators are utilized to help estimate the collectability of each loan class within the Commercial and Consumer loan segments. For classes of loans within the Commercial segment, the primary credit quality indicator used for evaluating credit quality and estimating the ALLL is risk rating categories of Pass, Watch, Special Mention, Substandard, and Doubtful. For classes of loans within the Consumer segment, the primary credit quality indicator used for evaluating credit quality and estimating the ALLL is delinquency bands of Current, 30-59, 60-89, 90+, and Nonaccrual. While other credit quality indicators are evaluated and analyzed as part of the Company's credit risk management activities, these indicators are primarily used in estimating the ALLL. The Company evaluates the credit risk of its loan portfolio on at least a quarterly basis.

Commercial Loans

The Company uses a risk rating system as the primary credit quality indicator for classes of loans within the Commercial segment. The risk rating system on a scale of 0 through 9 is used to determine risk level as used in the calculation of the ACL. The risk levels, as described below, do not necessarily follow the regulatory definitions of risk levels with the same name. A general description of the characteristics of the risk levels follows:

Pass is determined by the following criteria:

- Risk rated 0 loans have little or no risk and are with General Obligation Municipal Borrowers;
- Risk rated 1 loans have little or no risk and are generally secured by cash or cash equivalents;
- Risk rated 2 loans have minimal risk to well qualified borrowers and no significant questions as to safety;
- Risk rated 3 loans are satisfactory loans with strong borrowers and secondary sources of repayment;
- Risk rated 4 loans are satisfactory loans with borrowers not as strong as risk rated 3 loans and may exhibit a greater degree of financial risk based on the type of business supporting the loan.

Watch is determined by the following criteria:

- Risk rated 5 loans are watch loans that warrant more than the normal level of supervision and have the possibility of an event occurring that may weaken the borrower's ability to repay;

Special Mention is determined by the following criteria:

- Risk rated 6 loans have increasing potential weaknesses beyond those at which the loan originally was granted and if not addressed could lead to inadequately protecting the Company's credit position.

Substandard is determined by the following criteria:

- Risk rated 7 loans are substandard loans and are inadequately protected by the current sound worth or paying capacity of the obligor or the collateral pledged; these have well defined weaknesses that jeopardize the liquidation of the debt with the distinct possibility the Company will sustain some loss if the deficiencies are not corrected.

Doubtful is determined by the following criteria:

- Risk rated 8 loans are doubtful of collection and the possibility of loss is high but pending specific borrower plans for recovery, its classification as a loss is deferred until its more exact status is determined;
- Risk rated 9 loans are loss loans which are considered uncollectable and of such little value that their continuance as bankable assets is not warranted.

Table of Contents

The table below details the amortized cost of the classes of loans within the Commercial segment by risk level and year of origination as of June 30, 2022 (dollars in thousands):

	June 30, 2022							
	Term Loans Amortized Cost Basis by Origination Year							
	2022	2021	2020	2019	2018	Prior	Revolving Loans	Total
Construction and Land Development								
Pass	$ 156,570	$ 471,758	$ 195,617	$ 36,189	$ 33,898	$ 44,691	$ 21,766	$ 960,489
Watch	—	674	—	11,532	395	2,263	—	14,864
Special Mention	525	2,423	280	—	—	714	—	3,942
Substandard	1,252	2,841	41	215	1,367	3,368	—	9,084
Total Construction and Land Development	$ 158,347	$ 477,696	$ 195,938	$ 47,936	$ 35,660	$ 51,036	$ 21,766	$ 988,379
Commercial Real Estate - Owner Occupied								
Pass	$ 129,426	$ 208,347	$ 272,284	$ 296,721	$ 239,188	$ 691,413	$ 23,338	$ 1,860,717
Watch	1,078	180	2,213	9,010	12,733	43,770	850	69,834
Special Mention	645	—	275	5,862	923	8,717	46	16,468
Substandard	—	200	—	2,096	1,629	14,159	599	18,683
Total Commercial Real Estate - Owner Occupied	$ 131,149	$ 208,727	$ 274,772	$ 313,689	$ 254,473	$ 758,059	$ 24,833	$ 1,965,702
Commercial Real Estate - Non-Owner Occupied								
Pass	$ 238,369	$ 662,586	$ 396,206	$ 491,364	$ 384,359	$ 1,437,218	$ 46,811	$ 3,656,913
Watch	—	2,151	826	31,352	22,785	36,046	11	93,171
Special Mention	545	—	10,541	13,172	20,652	9,326	—	54,236
Substandard	—	—	—	22,979	19,084	14,284	152	56,499
Total Commercial Real Estate - Non-Owner Occupied	$ 238,914	$ 664,737	$ 407,573	$ 558,867	$ 446,880	$ 1,496,874	$ 46,974	$ 3,860,819
Commercial & Industrial								
Pass	$ 326,629	$ 600,456	$ 341,948	$ 202,253	$ 98,356	$ 156,743	$ 767,050	$ 2,493,435
Watch	1,279	1,101	16,474	1,679	13,438	3,222	25,714	62,907
Special Mention	—	190	1,250	6,748	392	802	4,216	13,598
Substandard	—	565	217	4,210	14,958	1,827	4,174	25,951
Total Commercial & Industrial	$ 327,908	$ 602,312	$ 359,889	$ 214,890	$ 127,144	$ 162,594	$ 801,154	$ 2,595,891
Multifamily Real Estate								
Pass	$ 49,869	$ 79,460	$ 208,827	$ 75,029	$ 77,680	$ 265,181	$ 2,297	$ 758,343
Watch	—	—	—	355	450	429	—	1,234
Special Mention	—	—	2,223	613	—	89	—	2,925
Total Multifamily Real Estate	$ 49,869	$ 79,460	$ 211,050	$ 75,997	$ 78,130	$ 265,699	$ 2,297	$ 762,502
Residential 1-4 Family - Commercial								
Pass	$ 27,352	$ 103,370	$ 82,187	$ 56,185	$ 39,218	$ 216,212	$ 1,105	$ 525,629
Watch	—	—	625	870	3,002	5,947	115	10,559
Special Mention	—	—	1,495	—	4,807	3,629	—	9,931
Substandard	—	91	—	2,764	482	4,016	299	7,652
Total Residential 1-4 Family - Commercial	$ 27,352	$ 103,461	$ 84,307	$ 59,819	$ 47,509	$ 229,804	$ 1,519	$ 553,771
Other Commercial								
Pass	$ 152,527	$ 218,874	$ 162,699	$ 119,323	$ 3,745	$ 75,548	$ 35,913	$ 768,629
Watch	—	—	—	—	558	5,235	—	5,793
Substandard	—	—	—	—	—	234	95	329
Total Other Commercial	$ 152,527	$ 218,874	$ 162,699	$ 119,323	$ 4,303	$ 81,017	$ 36,008	$ 774,751
Total Commercial								
Pass	$ 1,080,742	$ 2,344,851	$ 1,659,768	$ 1,277,064	$ 876,444	$ 2,887,006	$ 898,280	$ 11,024,155
Watch	2,357	4,106	20,138	54,798	53,361	96,912	26,690	258,362
Special Mention	1,715	2,613	16,064	26,395	26,774	23,277	4,262	101,100
Substandard	1,252	3,697	258	32,264	37,520	37,888	5,319	118,198
Total Commercial	$ 1,086,066	$ 2,355,267	$ 1,696,228	$ 1,390,521	$ 994,099	$ 3,045,083	$ 934,551	$ 11,501,815

The table below details the amortized cost of the classes of loans within the Commercial segment by risk level and year of origination as of December 31, 2021 (dollars in thousands):

	December 31, 2021							
	Term Loans Amortized Cost Basis by Origination Year							
	2021	2020	2019	2018	2017	Prior	Revolving Loans	Total
Construction and Land Development								
Pass	$ 430,764	$ 218,672	$ 39,937	$ 40,128	$ 11,299	$ 50,908	$ 22,996	$ 814,704
Watch	395	185	12,923	129	349	4,026	—	18,007
Special Mention	—	—	—	—	—	735	—	735
Substandard	3,541	1	221	19,264	198	5,565	—	28,790
Total Construction and Land Development	$ 434,700	$ 218,858	$ 53,081	$ 59,521	$ 11,846	$ 61,234	$ 22,996	$ 862,236
Commercial Real Estate - Owner Occupied								
Pass	$ 222,079	$ 279,165	$ 321,503	$ 263,422	$ 179,994	$ 555,540	$ 19,705	$ 1,841,408
Watch	185	18	7,959	10,875	14,648	57,466	702	91,853
Special Mention	—	932	11,826	610	1,052	19,480	507	34,407
Substandard	200	153	7,455	2,538	1,935	14,834	626	27,741
Total Commercial Real Estate - Owner Occupied	$ 222,464	$ 280,268	$ 348,743	$ 277,445	$ 197,629	$ 647,320	$ 21,540	$ 1,995,409
Commercial Real Estate - Non-Owner Occupied								
Pass	$ 642,386	$ 421,063	$ 520,035	$ 377,176	$ 374,949	$ 1,102,193	$ 36,568	$ 3,474,370
Watch	2,152	841	35,721	39,356	18,242	101,797	14	198,123
Special Mention	—	10,609	25,691	20,119	12,741	4,775	—	73,935
Substandard	—	—	23,376	11,369	—	7,952	252	42,949
Total Commercial Real Estate - Non-Owner Occupied	$ 644,538	$ 432,513	$ 604,823	$ 448,020	$ 405,932	$ 1,216,717	$ 36,834	$ 3,789,377
Commercial & Industrial								
Pass	$ 770,662	$ 450,478	$ 287,926	$ 110,710	$ 38,395	$ 170,857	$ 619,583	$ 2,448,611
Watch	1,233	9,641	2,766	31,635	1,370	4,405	17,220	68,270
Special Mention	206	935	8,477	1,023	564	561	3,249	15,015
Substandard	379	575	3,636	1,965	463	1,639	1,690	10,347
Total Commercial & Industrial	$ 772,480	$ 461,629	$ 302,805	$ 145,333	$ 40,792	$ 177,462	$ 641,742	$ 2,542,243
Multifamily Real Estate								
Pass	$ 63,431	$ 187,616	$ 108,402	$ 114,077	$ 66,562	$ 228,013	$ 1,548	$ 769,649
Watch	—	—	359	459	—	522	—	1,340
Special Mention	44	2,248	624	4,517	—	91	—	7,524
Substandard	—	—	—	—	—	113	—	113
Total Multifamily Real Estate	$ 63,475	$ 189,864	$ 109,385	$ 119,053	$ 66,562	$ 228,739	$ 1,548	$ 778,626
Residential 1-4 Family - Commercial								
Pass	$ 108,259	$ 94,184	$ 65,682	$ 46,267	$ 55,995	$ 196,052	$ 550	$ 566,989
Watch	—	2,041	4,887	7,483	2,415	7,573	311	24,710
Special Mention	—	96	—	436	391	4,126	—	5,049
Substandard	93	—	3,494	536	1,291	4,876	299	10,589
Total Residential 1-4 Family - Commercial	$ 108,352	$ 96,321	$ 74,063	$ 54,722	$ 60,092	$ 212,627	$ 1,160	$ 607,337
Other Commercial								
Pass	$ 226,595	$ 167,497	$ 98,848	$ 5,620	$ 25,723	$ 44,114	$ 30,445	$ 598,842
Watch	—	—	—	581	1,246	4,341	—	6,168
Special Mention	—	—	—	—	2	—	—	2
Substandard	—	—	—	—	—	239	—	239
Total Other Commercial	$ 226,595	$ 167,497	$ 98,848	$ 6,201	$ 26,971	$ 48,694	$ 30,445	$ 605,251
Total Commercial								
Pass	$ 2,464,176	$ 1,818,675	$ 1,442,333	$ 957,400	$ 752,917	$ 2,347,677	$ 731,395	$ 10,514,573
Watch	3,965	12,726	64,615	90,518	38,270	180,130	18,247	408,471
Special Mention	250	14,820	46,618	26,705	14,750	29,768	3,756	136,667
Substandard	4,213	729	38,182	35,672	3,887	35,218	2,867	120,768
Total Commercial	$ 2,472,604	$ 1,846,950	$ 1,591,748	$ 1,110,295	$ 809,824	$ 2,592,793	$ 756,265	$ 11,180,479

Consumer Loans

For Consumer loans, the Company evaluates credit quality based on the delinquency status of the loan. The following table details the amortized cost of the classes of loans within the Consumer segment based on their delinquency status and year of origination as of June 30, 2022 (dollars in thousands):

	June 30, 2022							
	Term Loans Amortized Cost Basis by Origination Year							
	2022	**2021**	**2020**	**2019**	**2018**	**Prior**	**Revolving Loans**	**Total**
Residential 1-4 Family - Consumer								
Current	**$ 124,295**	**$ 246,560**	**$ 165,049**	**$ 39,693**	**$ 24,195**	**$ 249,933**	**$ 13**	**$ 849,738**
30-59 Days Past Due	**—**	**—**	**—**	**65**	**152**	**377**	**—**	**594**
60-89 Days Past Due	**—**	**—**	**—**	**40**	**225**	**1,381**	**—**	**1,646**
90+ Days Past Due	**—**	**—**	**—**	**45**	**—**	**1,067**	**—**	**1,112**
Nonaccrual	**—**	**436**	**—**	**270**	**854**	**10,524**	**—**	**12,084**
Total Residential 1-4 Family - Consumer	**$ 124,295**	**$ 246,996**	**$ 165,049**	**$ 40,113**	**$ 25,426**	**$ 263,282**	**$ 13**	**$ 865,174**
Residential 1-4 Family - Revolving								
Current	**$ 52,236**	**$ 15,442**	**$ 6,011**	**$ 1,762**	**$ 851**	**$ 480**	**$ 500,126**	**$ 576,908**
30-59 Days Past Due	**—**	**—**	**—**	**—**	**—**	**—**	**1,368**	**1,368**
60-89 Days Past Due	**—**	**—**	**—**	**—**	**—**	**—**	**731**	**731**
90+ Days Past Due	**—**	**—**	**—**	**—**	**—**	**—**	**997**	**997**
Nonaccrual	**—**	**—**	**60**	**—**	**16**	**—**	**2,993**	**3,069**
Total Residential 1-4 Family - Revolving	**$ 52,236**	**$ 15,442**	**$ 6,071**	**$ 1,762**	**$ 867**	**$ 480**	**$ 506,215**	**$ 583,073**
Auto								
Current	**$ 146,027**	**$ 183,137**	**$ 100,055**	**$ 57,027**	**$ 22,705**	**$ 13,883**	**$ —**	**$ 522,834**
30-59 Days Past Due	**189**	**631**	**267**	**339**	**176**	**239**	**—**	**1,841**
60-89 Days Past Due	**24**	**54**	**55**	**53**	**—**	**27**	**—**	**213**
90+ Days Past Due	**26**	**10**	**54**	**41**	**—**	**3**	**—**	**134**
Nonaccrual	**—**	**32**	**92**	**93**	**21**	**41**	**—**	**279**
Total Auto	**$ 146,266**	**$ 183,864**	**$ 100,523**	**$ 57,553**	**$ 22,902**	**$ 14,193**	**$ —**	**$ 525,301**
Consumer								
Current	**$ 31,089**	**$ 19,340**	**$ 13,178**	**$ 30,036**	**$ 22,274**	**$ 23,930**	**$ 39,547**	**$ 179,394**
30-59 Days Past Due	**6**	**3**	**48**	**107**	**115**	**56**	**26**	**361**
60-89 Days Past Due	**52**	**—**	**13**	**70**	**70**	**5**	**—**	**210**
90+ Days Past Due	**—**	**45**	**1**	**1**	**31**	**—**	**1**	**79**
Nonaccrual	**—**	**—**	**—**	**—**	**—**	**1**	**—**	**1**
Total Consumer	**$ 31,147**	**$ 19,388**	**$ 13,240**	**$ 30,214**	**$ 22,490**	**$ 23,992**	**$ 39,574**	**$ 180,045**
Total Consumer								
Current	**$ 353,647**	**$ 464,479**	**$ 284,293**	**$ 128,518**	**$ 70,025**	**$ 288,226**	**$ 539,686**	**$ 2,128,874**
30-59 Days Past Due	**195**	**634**	**315**	**511**	**443**	**672**	**1,394**	**4,164**
60-89 Days Past Due	**76**	**54**	**68**	**163**	**295**	**1,413**	**731**	**2,800**
90+ Days Past Due	**26**	**55**	**55**	**87**	**31**	**1,070**	**998**	**2,322**
Nonaccrual	**—**	**468**	**152**	**363**	**891**	**10,566**	**2,993**	**15,433**
Total Consumer	**$ 353,944**	**$ 465,690**	**$ 284,883**	**$ 129,642**	**$ 71,685**	**$ 301,947**	**$ 545,802**	**$ 2,153,593**

The Company did not have any material revolving loans convert to term during the six months ended June 30, 2022.

The following table details the amortized cost of the classes of loans within the Consumer segment based on their delinquency status and year of origination as of December 31, 2021 (dollars in thousands):

	December 31, 2021							
	Term Loans Amortized Cost Basis by Origination Year							
	2021	2020	2019	2018	2017	Prior	Revolving Loans	Total
Residential 1-4 Family - Consumer								
Current	$ 248,904	$ 174,459	$ 47,905	$ 33,809	$ 44,179	$ 246,554	$ 11	$ 795,821
30-59 Days Past Due	—	157	143	807	460	1,801	—	3,368
60-89 Days Past Due	—	—	—	624	107	2,194	—	2,925
90+ Days Past Due	—	—	46	20	304	2,643	—	3,013
Nonaccrual	444	—	117	884	1,330	8,622	—	11,397
Total Residential 1-4 Family - Consumer	$ 249,348	$ 174,616	$ 48,211	$ 36,144	$ 46,380	$ 261,814	$ 11	$ 816,524
Residential 1-4 Family - Revolving								
Current	$ 16,546	$ 9,511	$ 2,230	$ 1,056	$ —	$ 484	$ 524,825	$ 554,652
30-59 Days Past Due	—	—	—	—	—	—	1,493	1,493
60-89 Days Past Due	—	—	—	—	—	—	363	363
90+ Days Past Due	—	—	—	—	—	—	882	882
Nonaccrual	—	63	—	18	—	—	3,325	3,406
Total Residential 1-4 Family - Revolving	$ 16,546	$ 9,574	$ 2,230	$ 1,074	$ —	$ 484	$ 530,888	$ 560,796
Auto								
Current	$ 207,229	$ 123,848	$ 72,427	$ 31,745	$ 16,020	$ 7,204	$ —	$ 458,473
30-59 Days Past Due	299	382	518	259	245	163	—	1,866
60-89 Days Past Due	45	29	95	33	36	11	—	249
90+ Days Past Due	55	101	42	20	23	—	—	241
Nonaccrual	—	81	55	27	27	33	—	223
Total Auto	$ 207,628	$ 124,441	$ 73,137	$ 32,084	$ 16,351	$ 7,411	$ —	$ 461,052
Consumer								
Current	$ 25,084	$ 16,059	$ 38,594	$ 30,890	$ 12,853	$ 16,929	$ 35,534	$ 175,943
30-59 Days Past Due	31	94	201	186	63	26	88	689
60-89 Days Past Due	11	13	62	60	34	—	6	186
90+ Days Past Due	1	4	33	72	8	—	2	120
Nonaccrual	—	—	—	—	—	54	—	54
Total Consumer	$ 25,127	$ 16,170	$ 38,890	$ 31,208	$ 12,958	$ 17,009	$ 35,630	$ 176,992
Total Consumer								
Current	$ 497,763	$ 323,877	$ 161,156	$ 97,500	$ 73,052	$ 271,171	$ 560,370	$ 1,984,889
30-59 Days Past Due	330	633	862	1,252	768	1,990	1,581	7,416
60-89 Days Past Due	56	42	157	717	177	2,205	369	3,723
90+ Days Past Due	56	105	121	112	335	2,643	884	4,256
Nonaccrual	444	144	172	929	1,357	8,709	3,325	15,080
Total Consumer	$ 498,649	$ 324,801	$ 162,468	$ 100,510	$ 75,689	$ 286,718	$ 566,529	$ 2,015,364

The Company did not have any material revolving loans convert to term during the year ended December 31, 2021.

4. GOODWILL AND INTANGIBLE ASSETS

The Company's intangible assets consist of core deposits, goodwill, and other intangibles arising from acquisitions. The Company has determined that core deposit intangibles have finite lives and amortizes them over their estimated useful lives. Core deposit intangibles are being amortized over the period of expected benefit, which ranges from 4 to 10 years, using an accelerated method. Other amortizable intangible assets are being amortized over the period of expected benefit, which ranges from 4 to 10 years, using various methods.

In the normal course of business, the Company routinely monitors the impact of the changes in the financial markets and includes these assessments in the Company's impairment process. The Company determined that there was no impairment to its goodwill or intangible assets as of the balance sheet date.

Effective June 30, 2022, the Company, the Bank, and CSP completed the sale of DHFB, which was formerly a subsidiary of the Bank, resulting in a reduction in both the Company's goodwill of $10.3 million and intangible assets of $5.7 million.

Amortization expense of intangibles for the three and six months ended June 30, 2022 and 2021 totaled $2.9 million and $6.0 million, and $3.6 million and $7.3 million, respectively.

As of June 30, 2022, the estimated remaining amortization expense of intangibles is as follows for the years ending (dollars in thousands):

For the remaining six months of 2022	**$**	**4,860**
2023		**8,518**
2024		**6,753**
2025		**5,154**
2026		**3,559**
Thereafter		**2,777**
Total estimated amortization expense	**$**	**31,621**

5. LEASES

The Company enters into both lessor and lessee arrangements and determines if an arrangement is a lease at inception. As both a lessee and lessor, the Company elected the practical expedient permitted under the transition guidance within the standard to account for lease and non-lease components as a single lease component for all asset classes.

Lessor Arrangements

The Company's lessor arrangements consist of sales-type and direct financing leases for equipment. Lease payment terms are fixed and are typically payable in monthly installments with terms ranging from 14 months to 125 months. The lease arrangements may contain renewal options and purchase options that allow the lessee to purchase the leased equipment at the end of the lease term. The leases generally do not contain non-lease components.

At lease inception the Company estimates the expected residual value of the leased property at the end of the lease term by considering both internal and third-party appraisals. In certain cases, the Company obtains lessee-provided residual value guarantees and third-party RVI to reduce its residual asset risk. At June 30, 2022 and December 31, 2021, the carrying value of residual assets covered by residual value guarantees and RVI was $31.8 million and $23.0 million, respectively.

The net investment in sales-type and direct financing leases consists of the carrying amount of the lease receivables plus unguaranteed residual assets, net of unearned income and any deferred selling profit on direct financing leases. The lease receivables include the lessor's right to receive lease payments and the guaranteed residual asset value the lessor expects to derive from the underlying assets at the end of the lease term. The Company's net investment in sales-type and direct financing leases are included in "Loans held for investment, net of deferred fees and costs" on the Company's Consolidated Balance Sheets. Lease income is recorded in "Interest and fees on loans" on the Company's Consolidated Statements of Income.

Total net investment in sales-type and direct financing leases consists of the following (dollars in thousands):

	June 30, 2022	December 31, 2021
Sales-type and direct financing leases:		
Lease receivables, net of unearned income and deferred selling profit	**$ 244,356**	$ 199,423
Unguaranteed residual values, net of unearned income and deferred selling profit	**11,414**	8,911
Total net investment in sales-type and direct financing leases	**$ 255,770**	$ 208,334

Lessee Arrangements

The Company's lessee arrangements consist of operating and finance leases; however, the majority of the leases have been classified as non-cancellable operating leases and are primarily for real estate leases with remaining lease terms of up to 24 years. The Company's real estate lease agreements do not contain residual value guarantees and most agreements do not contain restrictive covenants. The Company does not have any material arrangements where the Company is in a sublease contract.

Lessee arrangements with an initial term of 12 months or less are not recorded on the Consolidated Balance Sheets. The ROU assets and lease liabilities associated with operating and finance leases greater than 12 months are recorded in the Company's Consolidated Balance Sheets; ROU assets within "Other assets" and lease liabilities within "Other liabilities." ROU assets represent the Company's right to use an underlying asset over the course of the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The initial measurement of lease liabilities and ROU assets are the same for operating and finance leases. Lease liabilities are recognized at the commencement date based on the present value of the remaining lease payments, discounted using the incremental borrowing rate. As most of the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. ROU assets are recognized at commencement date based on the initial measurement of the lease liability, any lease payments made excluding lease incentives, and any initial direct costs incurred. Most of the Company's operating leases include one or more options to renew and if the Company is reasonably certain to exercise those options, it would be included in the measurement of the operating ROU assets and lease liabilities.

Lease expense for operating lease payments is recognized on a straight-line basis over the lease term and recorded in "Occupancy expenses" on the Company's Consolidated Statements of Income. Finance lease expenses consist of straight-line amortization expense of the ROU Assets recognized over the lease term and interest expense on the lease liability. Total finance lease expenses for the amortization of the ROU assets are recorded in "Occupancy expenses" on the Company's Consolidated Statements of Income and interest expense on the finance lease liability is recorded in "Interest on long-term borrowings" on the Company's Consolidated Statements of Income.

The tables below provide information about the Company's lessee lease portfolio and other supplemental lease information (dollars in thousands):

	June 30, 2022		December 31, 2021	
	Operating	**Finance**	Operating	Finance
ROU assets	**$ 32,947**	**$ 6,047**	$ 40,653	$ 6,506
Lease liabilities	**45,769**	**8,888**	50,742	9,477
Lease Term and Discount Rate of Operating leases:				
Weighted-average remaining lease term (years)	**6.56**	**6.58**	6.75	7.08
Weighted-average discount rate [(1)]	**2.60 %**	**1.17 %**	2.57 %	1.17 %

[(1)] *An incremental borrowing rate is used based on information available at commencement date of lease or at remeasurement date*

	Six months ended June 30,	
	2022	2021
Cash paid for amounts included in measurement of lease liabilities:		
Operating Cash Flows from Finance Leases	**$ 53**	$ 60
Operating Cash Flows from Operating Leases	**5,756**	5,988
Financing Cash Flows from Finance Leases	**589**	566
ROU assets obtained in exchange for lease obligations:		
Operating leases	**$ 424**	$ 2,164

	Three months ended June 30,		Six months ended June 30,	
	2022	**2021**	**2022**	2021
Net Operating Lease Cost	**$ 2,230**	$ 2,532	**$ 4,542**	$ 5,081
Finance Lease Cost:				
Amortization of right-of-use assets	**230**	230	**459**	459
Interest on lease liabilities	**26**	30	**53**	60
Total Lease Cost	**$ 2,486**	$ 2,792	**$ 5,054**	$ 5,600

The maturities of lessor and lessee arrangements outstanding at June 30, 2022 are presented in the table below (dollars in thousands):

	June 30, 2022		
	Lessor	**Lessee**	
	Sales-type and Direct Financing	**Operating**	**Finance**
For the remaining six months of 2022	**$ 32,605**	**$ 5,560**	**$ 650**
2023	**60,499**	**10,313**	**1,325**
2024	**57,677**	**9,206**	**1,358**
2025	**43,809**	**7,055**	**1,392**
2026	**29,998**	**4,640**	**1,427**
Thereafter	**42,578**	**13,449**	**3,088**
Total undiscounted cash flows	**267,166**	**50,223**	**9,240**
Less: Adjustments [(1)]	**22,810**	**4,454**	**352**
Total [(2)]	**$ 244,356**	**$ 45,769**	**$ 8,888**

[(1)] *Lessor – unearned income and unearned guaranteed residual value; Lessee – imputed interest*

[(2)] *Represents lease receivables for lessor arrangements and lease liabilities for lessee arrangements*

6. BORROWINGS

Short-term Borrowings

The Company classifies all borrowings that will mature within a year from the date on which the Company enters into them as short-term borrowings. Total short-term borrowings consist primarily of securities sold under agreements to repurchase, which are secured transactions with customers and generally mature the day following the date sold, advances from the FHLB, federal funds purchased (which are secured overnight borrowings from other financial institutions), and other lines of credit.

Total short-term borrowings consist of the following as of June 30, 2022 and December 31, 2021 (dollars in thousands):

	June 30, 2022	December 31, 2021
Securities sold under agreements to repurchase	**$ 118,658**	$ 117,870
FHLB Advances	**290,000**	—
Total short-term borrowings	**$ 408,658**	$ 117,870
Average outstanding balance during the period	**$ 241,289**	$ 113,030
Average interest rate during the period	**0.48 %**	0.10 %
Average interest rate at end of period	**0.90 %**	0.07 %

The Bank maintains federal funds lines with several correspondent banks, the available balance was $1.0 billion and $997.0 million at June 30, 2022 and December 31, 2021 respectively. The Company maintains an alternate line of credit at a correspondent bank; the available balance was $25.0 million at both June 30, 2022 and December 31, 2021. The Company has certain restrictive covenants related to certain asset quality, capital, and profitability metrics associated with these lines and is in compliance with these covenants as of June 30, 2022 and December 31, 2021. Additionally, the Company had a collateral dependent line of credit with the FHLB of up to $5.9 billion and $6.0 billion at June 30, 2022 and December 31, 2021 respectively.

Long-term Borrowings

During the fourth quarter of 2021, the company issued the 2031 Notes. The 2031 Notes were sold at par resulting in net proceeds, after underwriting discounts and offering expenses, of approximately $246.9 million. The Company used a portion of the net proceeds from the 2031 Notes issuance to repay its outstanding $150 million of 5.00% fixed-to-floating rate subordinated notes that were due in 2026.

In connection with several previous bank acquisitions, the Company issued $58.5 million and acquired $87.0 million of trust preferred capital notes. Most recently, in connection with the acquisition of Access on February 1, 2019, the Company acquired additional trust preferred capital notes totaling $5.0 million. The remaining fair value discount on all acquired trust preferred capital notes was $12.9 million and $13.3 million at June 30, 2022 and December 31, 2021, respectively.

Total long-term borrowings consist of the following as of June 30, 2022 (dollars in thousands):

	Principal	Spread to 3-Month LIBOR	Rate (1)	Maturity	Investment (2)
Trust Preferred Capital Securities					
Trust Preferred Capital Note - Statutory Trust I	$ 22,500	2.75 %	5.04 %	6/17/2034	$ 696
Trust Preferred Capital Note - Statutory Trust II	36,000	1.40 %	3.69 %	6/15/2036	1,114
VFG Limited Liability Trust I Indenture	20,000	2.73 %	5.02 %	3/18/2034	619
FNB Statutory Trust II Indenture	12,000	3.10 %	5.39 %	6/26/2033	372
Gateway Capital Statutory Trust I	8,000	3.10 %	5.39 %	9/17/2033	248
Gateway Capital Statutory Trust II	7,000	2.65 %	4.94 %	6/17/2034	217
Gateway Capital Statutory Trust III	15,000	1.50 %	3.79 %	5/30/2036	464
Gateway Capital Statutory Trust IV	25,000	1.55 %	3.84 %	7/30/2037	774
MFC Capital Trust II	5,000	2.85 %	5.14 %	1/23/2034	155
Total Trust Preferred Capital Securities	$ 150,500				$ 4,659
Subordinated Debt(3)(4)					
2031 Subordinated Debt	250,000	- %	2.875 %	12/15/2031	
Total Subordinated Debt(5)	$ 250,000				
Fair Value Discount(6)	(15,869)				
Investment in Trust Preferred Capital Securities	4,659				
Total Long-term Borrowings	$ 389,290				

(1) *Rate as of June 30, 2022. Calculated using non-rounded numbers.*

(2) *The total of the trust preferred capital securities and investments in the respective trusts represents the principal asset of the Company's junior subordinated debt securities with like maturities and like interest rates to the capital securities. The Company's investment in the trusts is reported in "Other assets" on the Company's Consolidated Balance Sheets.*

(3) *The remaining issuance discount as of June 30, 2022 is $3.0 million.*

(4) *Subordinated notes qualify as Tier 2 capital for the Company for regulatory purposes.*

(5) *Fixed-to-floating rate notes. On December 15, 2026, the interest rate changes to a floating rate of the then current Three-Month Term SOFR plus a spread of 186 bps through its maturity date. The notes may be redeemed before maturity on or after December 15, 2026.*

(6) *Remaining discounts of $12.9 million and $3.0 million on Trust Preferred Capital Securities and Subordinated Debt, respectively.*

Total long-term borrowings consist of the following as of December 31, 2021 (dollars in thousands):

	Principal	Spread to 3-Month LIBOR	Rate [(1)]	Maturity	Investment [(2)]
Trust Preferred Capital Securities					
Trust Preferred Capital Note - Statutory Trust I	$ 22,500	2.75 %	2.96 %	6/17/2034	$ 696
Trust Preferred Capital Note - Statutory Trust II	36,000	1.40 %	1.61 %	6/15/2036	1,114
VFG Limited Liability Trust I Indenture	20,000	2.73 %	2.94 %	3/18/2034	619
FNB Statutory Trust II Indenture	12,000	3.10 %	3.31 %	6/26/2033	372
Gateway Capital Statutory Trust I	8,000	3.10 %	3.31 %	9/17/2033	248
Gateway Capital Statutory Trust II	7,000	2.65 %	2.86 %	6/17/2034	217
Gateway Capital Statutory Trust III	15,000	1.50 %	1.71 %	5/30/2036	464
Gateway Capital Statutory Trust IV	25,000	1.55 %	1.76 %	7/30/2037	774
MFC Capital Trust II	5,000	2.85 %	3.06 %	1/23/2034	155
Total Trust Preferred Capital Securities	$ 150,500				$ 4,659
Subordinated Debt[(3)(4)]					
2031 Subordinated Debt	250,000	- %	2.875 %	12/15/2031	
Total Subordinated Debt[(5)]	$ 250,000				
Fair Value Discount[(6)]	(16,435)				
Investment in Trust Preferred Capital Securities	4,659				
Total Long-term Borrowings	$ 388,724				

(1) *Rate as of December 31, 2021. Calculated using non-rounded numbers.*

(2) *The total of the trust preferred capital securities and investments in the respective trusts represents the principal asset of the Company's junior subordinated debt securities with like maturities and like interest rates to the capital securities. The Company's investment in the trusts is reported in "Other assets" on the Company's Consolidated Balance Sheets.*

(3) *The remaining issuance discount as of December 31, 2021 is $3.1 million.*

(4) *Subordinated notes qualify as Tier 2 capital for the Company for regulatory purposes.*

(5) *Fixed-to-floating rate notes. On December 15, 2026, the interest changes to a floating rate of the then current Three-Month Term SOFR plus a spread of 186 bps through its maturity date. The notes may be redeemed before maturity on or after December 15, 2026.*

(6) *Remaining discounts of $13.3 million and $3.1 million on Trust Preferred Capital Securities and Subordinated Debt, respectively.*

As of June 30, 2022, the contractual maturities of long-term debt are as follows for the years ending (dollars in thousands):

	Trust Preferred Capital Notes	Subordinated Debt	Fair Value Discount [(1)]	Total Long-term Borrowings
For the remaining six months of 2022	**$ —**	**$ —**	**$ (573)**	**$ (573)**
2023	**—**	**—**	**(1,162)**	**(1,162)**
2024	**—**	**—**	**(1,187)**	**(1,187)**
2025	**—**	**—**	**(1,211)**	**(1,211)**
2026	**—**	**—**	**(1,236)**	**(1,236)**
Thereafter	**155,159**	**250,000**	**(10,500)**	**394,659**
Total long-term borrowings	**$ 155,159**	**$ 250,000**	**$ (15,869)**	**$ 389,290**

(1) *Includes discount on issued subordinated notes.*

7. COMMITMENTS AND CONTINGENCIES

Litigation Matters
In the ordinary course of its operations, the Company and its subsidiaries are involved in various legal and regulatory proceedings. The amount, if any, of the ultimate liability with respect to such matters cannot be determined. Despite the uncertainties of such litigation and investigations, and based on the information presently available, and after consultation with legal counsel, management believes that the ultimate outcome in such proceedings in the aggregate will not have a material adverse effect on the business, financial condition, or results of operations of the Company, subject to the potential outcomes of disclosed matters. There have been no material changes with respect to the Company's previously disclosed proceedings.

Financial Instruments with Off-Balance Sheet Risk
The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and letters of credit. These instruments involve elements of credit and interest rate risk in excess of the amount recognized on the Company's Consolidated Balance Sheets. The contractual amounts of these instruments reflect the extent of the Company's involvement in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and letters of credit written is represented by the contractual amount of these instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company considers credit losses related to off-balance sheet commitments by undergoing a similar process in evaluating losses for loans that are carried on the balance sheet. The Company considers historical loss and funding information, current and future economic conditions, risk ratings, and past due status among other factors in the consideration of expected credit losses in the Company's off-balance sheet commitments to extend credit. The Company also records an indemnification reserve based on historical statistics and loss rates related to mortgage loans previously sold. As of June 30, 2022 and December 31, 2021, the Company's RUC and indemnification reserve was $9.4 million and $8.4 million, respectively.

Commitments to extend credit are agreements to lend to customers as long as there are no violations of any conditions established in the contracts. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Because many of the commitments may expire without being completely drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Letters of credit are conditional commitments issued by the Company to guarantee the performance of customers to third parties. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

The following table presents the balances of commitments and contingencies as of the following dates (dollars in thousands):

	June 30, 2022	December 31, 2021
Commitments with off-balance sheet risk:		
Commitments to extend credit [(1)]	**$ 5,253,798**	$ 5,825,557
Letters of credit	**154,241**	152,506
Total commitments with off-balance sheet risk	**$ 5,408,039**	$ 5,978,063

(1) *Includes unfunded overdraft protection.*

As of June 30, 2022, the Company had approximately $204.2 million in deposits in other financial institutions of which $180.8 million served as collateral for cash flow and loan swap derivatives. As of December 31, 2021, the Company had approximately $187.4 million in deposits in other financial institutions of which $82.3 million served as collateral for the Company's derivative interest rate contracts. The Company had approximately $20.0 million and $102.0 million in deposits in other financial institutions that were uninsured at June 30, 2022 and December 31, 2021, respectively. At least annually, the Company's management evaluates the loss risk of its uninsured deposits in financial counterparties.

For asset/liability management purposes, the Company uses interest rate contracts to hedge various exposures or to modify the interest rate characteristics of various balance sheet accounts. For the OTC derivatives cleared with the central clearinghouses, the variation margin is treated as a settlement of the related derivatives fair values. Refer to Note 8 “Derivatives” in Part I, Item I of this Quarterly Report for additional information.

The Company pledges collateral to secure various financing and other activities that occur during the normal course of business as part of the liquidity management strategy. The following tables present the types of collateral pledged at June 30, 2022 and December 31, 2021 (dollars in thousands):

	Pledged Assets as of June 30, 2022				
	Cash	**AFS Securities [1]**	**HTM Securities [1]**	**Loans [2]**	**Total**
Public deposits	**$ —**	**$ 579,459**	**$ 498,568**	**$ —**	**$ 1,078,027**
Repurchase agreements	**—**	**124,242**	**—**	**—**	**124,242**
FHLB advances	**—**	**38,944**	**—**	**2,592,215**	**2,631,159**
Derivatives	**180,786**	**59,353**	**—**	**—**	**240,139**
Fed Funds	**—**	**—**	**—**	**435,262**	**435,262**
Other purposes	**—**	**27,610**	**869**	**—**	**28,479**
Total pledged assets	**$ 180,786**	**$ 829,608**	**$ 499,437**	**$ 3,027,477**	**$ 4,537,308**

	Pledged Assets as of December 31, 2021				
	Cash	**AFS Securities [1]**	**HTM Securities [1]**	**Loans [2]**	**Total**
Public deposits	$ —	$ 703,489	$ 472,243	$ —	$ 1,175,732
Repurchase agreements	—	130,217	—	—	130,217
FHLB advances	—	43,722	—	4,263,259	4,306,981
Derivatives	82,299	65,053	—	—	147,352
Fed Funds	—	—	—	392,067	392,067
Other purposes	—	22,003	985	—	22,988
Total pledged assets	$ 82,299	$ 964,484	$ 473,228	$ 4,655,326	$ 6,175,337

(1) *Balance represents market value.*
(2) *Balance represents book value.*

8. DERIVATIVES

The Company is exposed to economic risks arising from its business operations and uses derivatives primarily to manage risk associated with changing interest rates, and to assist customers with their risk management objectives. The Company designates certain derivatives as hedging instruments in a qualifying hedge accounting relationship (cash flow or fair value hedge). The remaining are classified as free-standing derivatives that do not qualify for hedge accounting and consist of interest rate contracts, which include loan swaps and interest rate cap agreements, as well as interest rate lock commitments.

Derivatives Counterparty Credit Risk
Derivative instruments contain an element of credit risk that arises from the potential failure of a counterparty to perform according to the terms of the contract. The Company's exposure to derivative counterparty credit risk, at any point in time, is equal to the amount reported as a derivative asset on the Company's Consolidated Balance Sheets, assuming no recoveries of underlying collateral. The Company clears certain OTC derivatives with central clearinghouses through FCMs due to applicable regulatory requirements, which reduces the Company's counterparty risk.

The Company also enters into legally enforceable master netting agreements and collateral agreements, where possible, with certain derivative counterparties to mitigate the risk of default on a bilateral basis. These bilateral agreements typically provide the right to offset exposures and require one counterparty to post collateral on derivative instruments in a net liability position to the other counterparty. For the OTC derivatives cleared with central clearinghouses, the variation margin is treated as settlement of the related derivatives fair values.

Cash Flow Hedges
The Company designates derivatives as cash flow hedges when they are used to manage exposure to variability in cash flows related to forecasted transactions on variable rate financial instruments. The Company uses interest rate swap agreements as part of its hedging strategy by exchanging a notional amount, equal to the principal amount of the borrowings or commercial loans, for fixed-rate interest based on benchmarked interest rates. The original terms and conditions of the interest rate swaps vary and range in length. Amounts receivable or payable are recognized as accrued under the terms of the agreements.

All swaps were entered into with counterparties that met the Company's credit standards, and the agreements contain collateral provisions protecting the at-risk party. The Company concluded that the credit risk inherent in the contract is not significant.

For derivatives designated and qualifying as cash flow hedges, ineffectiveness is not measured or separately disclosed. Rather, as long as the hedging relationship continues to qualify for hedge accounting, the entire change in the fair value of the hedging instrument is recorded in OCI and recognized in earnings as the hedged transaction affects earnings. Derivative amounts affecting earnings are recognized consistent with the classification of the hedged item.

At June 30, 2022 and December 31, 2021, the Company had interest rate swaps designated and qualifying as cash flow hedges of the Company's forecasted variable interest receipts on variable rate loans due to changes in the interest rate with a notional amount of $500 million. For each agreement, the Company receives interest at a fixed rate and pays at a variable rate.

Fair Value Hedges
Derivatives are designated as fair value hedges when they are used to manage exposure to changes in the fair value of certain financial assets and liabilities, referred to as the hedged items, which fluctuate in value as a result of movements in interest rates.

Loans: During the normal course of business, the Company enters into swap agreements to convert certain long-term fixed-rate loans to floating rates to hedge the Company's exposure to interest rate risk. The Company pays a fixed interest rate to the counterparty and receives a floating rate from the same counterparty calculated on the aggregate notional amount. At June 30, 2022 and December 31, 2021, the aggregate notional amount of the related hedged items for certain long-term fixed rate loans totaled $86.2 million and $88.6 million, respectively, and the fair value of the swaps associated with the derivative related to hedged items was an unrealized gain of $7.8 million and an unrealized loss of $620,000, respectively.

AFS Securities: The Company has entered into a swap agreement to hedge the interest rate risk on a portion of its fixed rate AFS securities. At June 30, 2022 and December 31, 2021, the aggregate notional amount of the related hedged items of the AFS securities totaled $50.0 million and the fair value of the swaps associated with the derivative related to hedged items was an unrealized loss of $23,000 and $4.1 million, respectively.

The Company applies hedge accounting in accordance with ASC 815, *Derivatives and Hedging*, and the fair value hedge and the underlying hedged item, attributable to the risk being hedged, are recorded at fair value with unrealized gains and losses being recorded on the Company's Consolidated Statements of Income. The Company assesses the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows on the derivative hedging instrument with the changes in fair value or cash flows on the designated hedged item or transactions for the risk being hedged. If a hedging relationship ceases to qualify for hedge accounting, the relationship is discontinued and future changes in the fair value of the derivative instrument are recognized in current period earnings. For a discontinued or terminated fair value hedging relationship, all remaining basis adjustments to the carrying amount of the hedged item are amortized to interest income or expense over the remaining life of the hedged item consistent with the amortization of other discounts or premiums. Previous balances deferred in AOCI from discontinued or terminated cash flow hedges are reclassified to interest income or expense as the hedged transactions affect earnings or over the originally specified term of the hedging relationship. The Company's hedges continue to be highly effective and had no material impact on the Consolidated Statements of Income.

Interest Rate Contracts

During the normal course of business, the Company enters into interest rate contracts with borrowers to help meet their financing needs. Upon entering into interest rate contracts, the Company enters into offsetting positions with a third party in order to minimize interest rate risk. These interest rate contracts qualify as financial derivatives with fair values as reported in "Other assets" and "Other liabilities" on the Company's Consolidated Balance Sheets.

The following table summarizes key elements of the Company's derivative instruments as of June 30, 2022 and December 31, 2021, segregated by derivatives that are considered accounting hedges and those that are not (dollars in thousands):

	June 30, 2022			December 31, 2021		
		Derivative (2)			Derivative (2)	
	Notional or Contractual Amount (1)	Assets	Liabilities	Notional or Contractual Amount (1)	Assets	Liabilities
Derivatives designated as accounting hedges:						
Interest rate contracts: (3)						
Cash flow hedges	**$ 500,000**	**$ —**	**$ —**	$ 500,000	$ —	$ —
Fair value hedges	**136,220**	**1,171**	**37**	138,606	—	5,387
Derivatives not designated as accounting hedges:						
Interest rate contracts (3)	**5,222,073**	**34,354**	**146,260**	5,017,574	73,696	49,051

(1) *Notional amounts are not recorded on the Company's Consolidated Balance Sheets and are generally used only as a basis on which interest and other payments are determined.*
(2) *Balances represent fair value of derivative financial instruments.*
(3) *The Company's cleared derivatives are classified as a single-unit of accounting, resulting in the fair value of the designated swap being reduced by the variation margin, which is treated as settlement of the related derivatives fair value for accounting purposes.*

The following table summarizes the carrying value of the Company's hedged assets in fair value hedges and the associated cumulative basis adjustments included in those carrying values as of June 30, 2022 and December 31, 2021 (dollars in thousands):

	June 30, 2022		December 31, 2021	
	Carrying Amount of Hedged Assets/(Liabilities) Amount [(1)]	Cumulative Amount of Basis Adjustments Included in the Carrying Amount of the Hedged Assets/(Liabilities)	Carrying Amount of Hedged Assets/(Liabilities) Amount [(1)]	Cumulative Amount of Basis Adjustments Included in the Carrying Amount of the Hedged Assets/(Liabilities)
Line items on the Consolidated Balance Sheets in which the hedged item is included:				
Securities available-for-sale [(1)] [(2)]	**$ 96,577**	**$ 9**	$ 112,562	$ 4,051
Loans	**86,220**	**(7,787)**	88,606	546

(1) *These amounts include the amortized cost basis of the investment securities designated in hedging relationships for which the hedged item is the last layer expected to be remaining at the end of the hedging relationship. At June 30, 2022 and December 31, 2021, the amortized cost basis of this portfolio was $97 million and $113 million, respectively, and the cumulative basis adjustment associated with this hedge was $9,000 and $4.1 million, respectively. The amount of the designated hedged item at June 30, 2022 and December 31, 2021 totaled $50 million.*

(2) *Carrying value represents amortized cost.*

9. STOCKHOLDERS' EQUITY

Repurchase Programs

On December 10, 2021, the Company's Board of Directors authorized a new share Repurchase Program to purchase up to $100.0 million of the Company's common stock through December 9, 2022 in open market transactions or privately negotiated transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 and / or Rule 10b-18 under the Exchange Act. As part of the Repurchase Program, approximately 1.3 million shares (or $48.2 million) were repurchased during the six months ended June 30, 2022, and of these shares approximately 649,000 shares (or $23.2 million) were repurchased during the second quarter of 2022. Approximately $51.8 million of share repurchases remain available under the Repurchase Program at June 30, 2022.

Accumulated Other Comprehensive Income (Loss)

The change in AOCI for the three and six months ended June 30, 2022 is summarized as follows, net of tax (dollars in thousands):

	Unrealized Gains (Losses) on AFS Securities	Unrealized Gains (Losses) for AFS Securities Transferred to HTM	Change in Fair Value of Cash Flow Hedge	Unrealized Gains (Losses) on BOLI	Total
Balance - March 31, 2022	$ (164,204)	$ 30	$ (24,880)	$ (2,429)	$ (191,483)
Other comprehensive (loss) income:					
Other comprehensive loss before reclassification	(113,374)	—	(11,572)	—	(124,946)
Amounts reclassified from AOCI into earnings	1	(5)	—	150	146
Net current period other comprehensive (loss) income	(113,373)	(5)	(11,572)	150	(124,800)
Balance - June 30, 2022	$ (277,577)	$ 25	$ (36,452)	$ (2,279)	$ (316,283)

	Unrealized Gains (Losses) on AFS Securities	Unrealized Gains (Losses) for AFS Securities Transferred to HTM	Change in Fair Value of Cash Flow Hedge	Unrealized Gains (Losses) on BOLI	Total
Balance - December 31, 2021	$ 22,763	$ 35	$ (1,567)	$ (2,596)	$ 18,635
Other comprehensive (loss) income:					
Other comprehensive loss before reclassification	(300,341)	—	(34,885)	—	(335,226)
Amounts reclassified from AOCI into earnings	1	(10)	—	317	308
Net current period other comprehensive (loss) income	(300,340)	(10)	(34,885)	317	(334,918)
Balance - June 30, 2022	$ (277,577)	$ 25	$ (36,452)	$ (2,279)	$ (316,283)

The change in AOCI for the three and six months ended June 30, 2021 is summarized as follows, net of tax (dollars in thousands):

	Unrealized Gains (Losses) on AFS Securities	Unrealized Gain (Losses) for AFS Securities Transferred to HTM	Change in Fair Value of Cash Flow Hedge	Unrealized Gains (Losses) on BOLI	Total
Balance - March 31, 2021	$ 40,974	$ 50	$ (1,475)	$ (3,048)	$ 36,501
Other comprehensive (loss) income:					
Other comprehensive income before reclassification	13,818	—	2,607	—	16,425
Amounts reclassified from AOCI into earnings	—	(5)	—	151	146
Net current period other comprehensive (loss) income	13,818	(5)	2,607	151	16,571
Balance - June 30, 2021	$ 54,792	$ 45	$ 1,132	$ (2,897)	$ 53,072

	Unrealized Gains (Losses) on AFS Securities	Unrealized Gain (Losses) for AFS Securities Transferred to HTM	Change in Fair Value of Cash Flow Hedge	Unrealized Gains (Losses) on BOLI	Total
Balance - December 31, 2020	$ 74,161	$ 55	$ —	$ (3,201)	$ 71,015
Other comprehensive (loss) income:					
Other comprehensive (loss) income before reclassification	(19,307)	—	1,179	—	(18,128)
Amounts reclassified from AOCI into earnings	(62)	(10)	(47)	304	185
Net current period other comprehensive (loss) income	(19,369)	(10)	1,132	304	(17,943)
Balance - June 30, 2021	$ 54,792	$ 45	$ 1,132	$ (2,897)	$ 53,072

10. FAIR VALUE MEASUREMENTS

The Company follows ASC 820 to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. ASC 820 clarifies that fair value of certain assets and liabilities is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants.

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The three levels of the fair value hierarchy under ASC 820 based on these two types of inputs are as follows:

Level 1 Valuation is based on quoted prices in active markets for identical assets and liabilities.

Level 2 Valuation is based on observable inputs including quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets and liabilities in less active markets, and model-based valuation techniques for which significant assumptions can be derived primarily from or corroborated by observable data in the markets.

Level 3 Valuation is based on model-based techniques that use one or more significant inputs or assumptions that are unobservable in the market. These unobservable inputs reflect the Company's assumptions about what market participants would use and information that is reasonably available under the circumstances without undue cost and effort.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following describes the valuation techniques used by the Company to measure certain financial assets and liabilities recorded at fair value on a recurring basis in the financial statements.

Derivative Instruments

As discussed in Note 8 "Derivatives", the Company records derivative instruments at fair value on a recurring basis. The Company utilizes derivative instruments as part of the management of interest rate risk to modify the re-pricing characteristics of certain portions of the Company's interest-bearing assets and liabilities. The Company has contracted with a third-party vendor to provide valuations for derivatives using standard valuation techniques and therefore classifies such valuations as Level 2. Third party valuations are validated by the Company using BVAL derivative pricing functions. No material differences were identified during the validation as of June 30, 2022 and December 31, 2021. The Company has considered counterparty credit risk in the valuation of its derivative assets and has considered its own credit risk in the valuation of its derivative liabilities. Mortgage banking derivatives as of June 30, 2022 and December 31, 2021 did not have a material impact on the Company's Consolidated Financial Statements.

AFS Securities

AFS securities are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data (Level 2). If the inputs used to provide the evaluation for certain securities are unobservable and/or there is little, if any, market activity, then the security would fall to the lowest level of the hierarchy (Level 3).

The Company's investment portfolio is primarily valued using fair value measurements that are considered to be Level 2. The Company has contracted with a third-party portfolio accounting service vendor for valuation of its securities portfolio. The vendor's primary source for security valuation is ICE, which evaluates securities based on market data. ICE utilizes evaluated pricing models that vary by asset class and include available trade, bid, and other market information. Generally, the methodology includes broker quotes, proprietary models, vast descriptive terms and conditions databases, as well as extensive quality control programs.

The vendor utilizes proprietary valuation matrices for valuing all municipals securities. The initial curves for determining the price, movement, and yield relationships within the municipal matrices are derived from industry benchmark curves or sourced from a municipal trading desk. The securities are further broken down according to issuer, credit support, state of issuance, and rating to incorporate additional spreads to the industry benchmark curves.

The Company primarily uses BVAL an independent information source that draws on quantitative models and market data contributed from over 4,000 market participants, to validate third party valuations. Any material differences between valuation sources are researched by further analyzing the various inputs that are utilized by each pricing source. No material differences were identified during the validation as of June 30, 2022 and December 31, 2021.

The carrying value of restricted FRB and FHLB stock approximates fair value based on the redemption provisions of each entity and is therefore excluded from the table below.

Loans Held for Sale
Residential loans originated for sale in the open market are carried at fair value. Fair value is based on the price secondary markets are currently offering for similar loans using observable market data which is not materially different than cost due to the short duration between origination and sale (Level 2). Gains and losses on the sale of loans are recorded in current period earnings as a component of "Mortgage banking income" on the Company's Consolidated Statements of Income.

The following table presents the balances of financial assets and liabilities measured at fair value on a recurring basis at June 30, 2022 and December 31, 2021 (dollars in thousands):

	Fair Value Measurements at June 30, 2022 using			
	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Balance
ASSETS				
AFS securities:				
U.S. government and agency securities	$ 58,817	$ 6,923	$ —	$ 65,740
Obligations of states and political subdivisions	—	822,427	—	822,427
Corporate and other bonds[(1)]	—	177,892	—	177,892
MBS	—	1,883,713	—	1,883,713
Other securities	—	1,649	—	1,649
LHFS	—	15,866	—	15,866
Derivatives:				
Interest rate contracts	—	34,354	—	34,354
Fair value hedges	—	1,171	—	1,171
LIABILITIES				
Derivatives:				
Interest rate contracts	$ —	$ 146,260	$ —	$ 146,260
Fair value hedges	—	37	—	37

[(1)] *Other bonds include asset-backed securities.*

	Fair Value Measurements at December 31, 2021 using			
	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Balance
ASSETS				
AFS securities:				
U.S. government and agency securities	$ 64,474	$ 9,375	$ —	$ 73,849
Obligations of states and political subdivisions	—	1,008,396	—	1,008,396
Corporate and other bonds(1)	—	153,376	—	153,376
MBS	—	2,244,389	—	2,244,389
Other securities	—	1,640	—	1,640
LHFS	—	20,861	—	20,861
Derivatives:				
Interest rate contracts	—	73,696	—	73,696
LIABILITIES				
Derivatives:				
Interest rate contracts	$ —	$ 49,051	$ —	$ 49,051
Fair value hedges	—	5,387	—	5,387

(1) *Other bonds include asset-backed securities.*

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis
Certain assets are measured at fair value on a nonrecurring basis in accordance with U.S. GAAP. Adjustments to the fair value of these assets usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets after they are evaluated for impairment. The primary assets accounted for at fair value on a nonrecurring basis are related to foreclosed properties, former bank premises, and collateral-dependent loans that are individually assessed. When the asset is secured by real estate, the Company measures the fair value utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser using observable market data. Management may discount the value from the appraisal in determining the fair value if, based on its understanding of the market conditions, the collateral had been impaired below the appraised value (Level 3). The assets for which a nonrecurring fair value measurement was recorded were $9.4 million and $11.3 million during the periods ended June 30, 2022 and December 31, 2021 respectively. The nonrecurring valuation adjustments for these assets did not have a material impact on the Company's consolidated financial statements.

Fair Value of Financial Instruments
ASC 825, *Financial Instruments,* requires disclosure about fair value of financial instruments for interim periods and excludes certain financial instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

Cash and Cash Equivalents
For those short-term instruments, the carrying amount is a reasonable estimate of fair value.

HTM Securities
The Company's investment portfolio is primarily valued using fair value measurements that are considered to be Level 2. The Company has contracted with a third-party portfolio accounting service vendor for valuation of its securities portfolio. The vendor's primary source for security valuation is ICE, which evaluates securities based on market data. ICE utilizes evaluated pricing models that vary by asset class and include available trade, bid, and other market information. Generally, the methodology includes broker quotes, proprietary models, vast descriptive terms and conditions databases, as well as extensive quality control programs.

The vendor utilizes proprietary valuation matrices for valuing all municipals securities. The initial curves for determining the price, movement, and yield relationships within the municipal matrices are derived from industry benchmark curves or sourced from a municipal trading desk. The securities are further broken down according to issuer, credit support, state of issuance, and rating to incorporate additional spreads to the industry benchmark curves.

The Company primarily uses BVAL, an independent information source that draws on quantitative models and market data contributed from over 4,000 market participants, to validate third party valuations. Any material differences between valuation sources are researched by further analyzing the various inputs that are utilized by each pricing source. No material differences were identified during the validation as of June 30, 2022 and December 31, 2021. The Company's Level 3 securities are a result of the Access acquisition and are comprised of asset-backed securities and municipal bonds. Valuations of the asset-backed securities are provided by a third party vendor specializing in the SBA markets, and are based on underlying loan pool information, market data, and recent trading activity for similar securities. Valuations of the municipal bonds are provided by a third party vendor that specializes in hard-to-value securities, and are based on a discounted cash flow model and considerations for the complexity of the instrument, likelihood it will be called and credit ratings. The Company reviews the valuation of both security types for reasonableness in the context of market conditions and to similar bonds in the Company's portfolio. Any material differences between valuation sources are researched by further analyzing the various inputs that are utilized by each pricing source. No material differences were identified during the validation as of June 30, 2022 and December 31, 2021.

Loans and Leases
The fair value of loans and leases were estimated using an exit price, representing the amount that would be expected to be received if the Company sold the loans and leases. The fair value of performing loans and leases were estimated through use of discounted cash flows. Credit loss assumptions were based on market PD/LGD for loan and lease cohorts. The discount rate was based primarily on recent market origination rates. Fair value of loans and leases individually assessed and their respective levels within the fair value hierarchy are described in the previous section related to fair value measurements of assets that are measured on a nonrecurring basis.

Bank Owned Life Insurance
The carrying value of BOLI approximates fair value. The Company records these policies at their cash surrender value, which is estimated using information provided by insurance carriers.

Deposits
The fair value of demand deposits, savings accounts, and certain money market deposits is the amount payable on demand at the reporting date. The fair value of certificates of deposits were valued using a discounted cash flow calculation that includes a market rate analysis of the current rates offered by market participants for certificates of deposits that mature in the same period.

Accrued Interest
The carrying amounts of accrued interest approximate fair value.

The carrying values and estimated fair values of the Company's financial instruments at June 30, 2022 and December 31, 2021 are as follows (dollars in thousands):

		Fair Value Measurements at June 30, 2022 using			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Total Fair Value
	Carrying Value	Level 1	Level 2	Level 3	Balance
ASSETS					
Cash and cash equivalents	$ 241,376	$ 241,376	$ —	$ —	$ 241,376
AFS securities	2,951,421	58,817	2,892,604	—	2,951,421
HTM securities	780,749	—	738,397	4,822	743,219
Restricted stock	87,908	—	87,908	—	87,908
LHFS	15,866	—	15,866	—	15,866
Net loans	13,551,224	—	—	13,058,756	13,058,756
Derivatives:					
Interest rate contracts	34,354	—	34,354	—	34,354
Fair value hedges	1,171	—	1,171	—	1,171
Accrued interest receivable	67,231	—	67,231	—	67,231
BOLI	436,703	—	436,703	—	436,703
LIABILITIES					
Deposits	$ 16,128,635	$ —	$ 16,142,580	$ —	$ 16,142,580
Borrowings	797,948	—	466,601	—	466,601
Accrued interest payable	1,349	—	1,349	—	1,349
Derivatives:					
Interest rate contracts	146,260	—	146,260	—	146,260
Fair value hedges	37	—	37	—	37

		Fair Value Measurements at December 31, 2021 using			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Total Fair Value
	Carrying Value	Level 1	Level 2	Level 3	Balance
ASSETS					
Cash and cash equivalents	$ 802,501	$ 802,501	$ —	$ —	$ 802,501
AFS securities	3,481,650	64,474	3,417,176	—	3,481,650
HTM securities	628,000	—	686,733	7,041	693,774
Restricted stock	76,825	—	76,825	—	76,825
LHFS	20,861	—	20,861	—	20,861
Net loans	13,096,056	—	—	12,861,274	12,861,274
Derivatives:					
Interest rate contracts	73,696	—	73,696	—	73,696
Accrued interest receivable	65,015	—	65,015	—	65,015
BOLI	431,517	—	431,517	—	431,517
LIABILITIES					
Deposits	$ 16,611,068	$ —	$ 16,630,087	$ —	$ 16,630,087
Borrowings	506,594	—	488,796	—	488,796
Accrued interest payable	933	—	933	—	933
Derivatives:					
Interest rate contracts	49,051	—	49,051	—	49,051
Fair value hedges	5,387	—	5,387	—	5,387

The Company assumes interest rate risk (the risk that general interest rate levels will change) as a result of its normal operations. As a result, the fair values of the Company's financial instruments will change when market interest rates change and that change may be either favorable or unfavorable to the Company. Management attempts to match maturities of assets and liabilities to the extent believed necessary to minimize interest rate risk. Borrowers with fixed rate obligations, however, are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are receiving fixed rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors rates and maturities of assets and liabilities and attempts to minimize interest rate risk by adjusting terms of new loans and deposits and by investing in securities with terms that mitigate the Company's overall interest rate risk.

11. REVENUE

The majority of the Company's noninterest income comes from short term contracts associated with fees for services provided on deposit accounts, credit cards, and wealth management accounts and is being accounted for in accordance with Topic 606. Typically, the duration of a contract does not extend beyond the services performed; therefore, the Company concluded that discussion regarding contract balances is immaterial.

The Company's performance obligations on revenue from interchange fees and deposit accounts are generally satisfied immediately, when the transaction occurs, or by month-end. Performance obligations on revenue from fiduciary and asset management fees are generally satisfied monthly or quarterly. For a majority of fee income on deposit accounts, the Company is a principal, controlling the promised good or service before transferring it to the customer. For the majority of income related to wealth management income, the Company is an agent, responsible for arranging for the provision of goods and services by another party.

Mortgage banking income is earned when the originated loans are sold to an investor on the secondary market. The loans are classified as LHFS prior to being sold. Additionally, the changes in fair value of the LHFS, loan commitments, and related derivatives are included in mortgage banking income.

Noninterest income disaggregated by major source for the three and six months ended June 30, 2022 and 2021, consisted of the following (dollars in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2022	**June 30, 2021**	**June 30, 2022**	**June 30, 2021**
Noninterest income:				
Deposit Service Charges [1]:				
Overdraft fees	**$ 5,305**	$ 4,136	**$ 10,299**	$ 7,217
Maintenance fees & other	**2,735**	2,471	**5,338**	4,899
Other service charges, commissions, and fees [1]	**1,709**	1,735	**3,364**	3,436
Interchange fees[1]	**2,268**	2,203	**4,078**	4,050
Fiduciary and asset management fees [1]:				
Trust asset management fees	**3,299**	2,985	**6,690**	5,893
Registered advisor management fees	**2,438**	2,463	**5,088**	4,790
Brokerage management fees	**1,202**	1,371	**2,416**	2,611
Mortgage banking income	**2,200**	4,619	**5,317**	12,874
Bank owned life insurance income	**2,716**	3,209	**5,413**	5,475
Loan-related interest rate swap fees	**2,600**	1,321	**6,460**	3,075
Other operating income [2]	**11,814**	1,953	**13,976**	5,131
Total noninterest income	**$ 38,286**	$ 28,466	**$ 68,439**	$ 59,451

[1] *Income within scope of Topic 606.*
[2] *Includes a $9.1 million gain related to the sale of DHFB, for the three and six months ended June 30, 2022.*

12. EARNINGS PER SHARE

Basic EPS is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed using the weighted average number of common shares outstanding during the period, including the effect of dilutive potential common shares outstanding attributable to stock awards.

The following table presents basic and diluted EPS calculations for the three and six months ended June 30, 2022 and 2021 (dollars in thousands except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Net Income:				
Net Income	**$ 62,226**	$ 85,384	**$ 105,916**	$ 141,573
Less: Preferred Stock Dividends	**2,967**	2,967	**5,934**	5,934
Net income available to common shareholders	**$ 59,259**	$ 82,417	**$ 99,982**	$ 135,639
Weighted average shares outstanding, basic	**74,848**	78,820	**75,194**	78,842
Dilutive effect of stock awards	**2**	24	**7**	22
Weighted average shares outstanding, diluted	**74,850**	78,844	**75,201**	78,864
Earnings per common share, basic	**$ 0.79**	$ 1.05	**$ 1.33**	$ 1.72
Earnings per common share, diluted	**$ 0.79**	$ 1.05	**$ 1.33**	$ 1.72

13. SUBSEQUENT EVENTS

The Company’s management has evaluated subsequent events through August 4, 2022, the date the financial statements were issued.

On July 28, 2022, the Company’s Board of Directors declared a quarterly dividend on the outstanding shares of its Series A preferred stock. The Series A preferred stock is represented by depositary shares, each representing a 1/400th ownership interest in a share of Series A preferred stock. The dividend of $171.88 per share (equivalent to $0.43 per outstanding depositary share) is payable on September 1, 2022 to preferred shareholders of record as of August 17, 2022.

The Company’s Board of Directors also declared a quarterly dividend of $0.30 per share of common stock. The common stock dividend is payable on August 26, 2022 to common shareholders of record as of August 12, 2022.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Atlantic Union Bankshares Corporation

Results of Review of Interim Financial Statements

We have reviewed the accompanying consolidated balance sheet of Atlantic Union Bankshares Corporation (the Company) as of June 30, 2022, the related consolidated statements of income, comprehensive income, and stockholders' equity for the three and six-month periods ended June 30, 2022 and 2021, the consolidated statements of changes in cash flows for the six-month periods ended June 30, 2022 and 2021, and the related notes (collectively referred to as the "consolidated interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2021, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes (not presented herein); and in our report dated February 25, 2022, we expressed an unqualified audit opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2021, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the SEC and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ Ernst & Young LLP

Richmond, Virginia
August 4, 2022

ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis is presented to aid the reader in understanding and evaluating the financial condition and results of operations of the Company. This discussion and analysis should be read with the Company's consolidated financial statements, the notes to the financial statements, and the other financial data included in this report, as well as the Company's 2021 Form 10-K, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section therein. Highlighted in the discussion are material changes from prior reporting periods and identifiable trends materially affecting the Company. Results of operations for the interim periods are not necessarily indicative of results that may be expected for the full year or for any other period. Amounts are rounded for presentation purposes; however, some of the percentages presented are computed based on unrounded amounts.

In management's discussion and analysis, the Company provides certain financial information determined by methods other than in accordance with U.S. GAAP. These non-GAAP financial measures are a supplement to GAAP, which is used to prepare the Company's financial statements, and should not be considered in isolation or as a substitute for comparable measures calculated in accordance with GAAP. In addition, the Company's non-GAAP financial measures may not be comparable to non-GAAP financial measures of 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. Non-GAAP financial measures may be identified with the symbol (+) and may be labeled as adjusted. Refer to the "Non-GAAP Financial Measures" section within this Item 2 for more information about these non-GAAP financial measures, including a reconciliation of these measures to the most directly comparable GAAP financial measures in accordance with GAAP.

FORWARD-LOOKING STATEMENTS

Certain statements in this report may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that include, without limitation, statements regarding future interest rate environments and potential impacts on the Company's net interest margin, future economic conditions, and loan and securities portfolios, and the impacts of the COVID-19 pandemic, and statements that include other projections, predictions, expectations, or beliefs about future events or results or otherwise are not statements of historical fact. Such forward-looking statements are based on certain assumptions as of the time they are made, and are inherently subject to known and unknown risks, uncertainties, and other factors, some of which cannot be predicted or quantified, 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 characterized by the use of qualified words (and their derivatives) 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 the Company and its management about future events. Although the Company 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, 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 effects of or changes in:

- market interest rates and the impacts on macroeconomic conditions, customer and client behavior, the Company's funding costs and the Company's loan and securities portfolios;
- inflation and its impacts on economic growth and customer and client behavior;
- 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 and slowdowns in economic growth;
- monetary and fiscal policies of the U.S. government, including policies of the U.S. Department of the Treasury and the Federal Reserve;
- the quality or composition of the loan or investment portfolios and changes therein;
- demand for loan products and financial services in the Company's market area;
- the Company's ability to manage its growth or implement its growth strategy;

- the effectiveness of expense reduction plans;
- the introduction of new lines of business or new products and services;
- the Company's ability to recruit and retain key employees;
- real estate values in the Bank's lending area;
- an insufficient ACL;
- changes in accounting principles, including, without limitation, relating to the CECL methodology;
- the Company's liquidity and capital positions;
- 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;
- the Company's ability to compete in the market for financial services and increased competition from fintech companies;
- technological risks and developments, and cyber threats, attacks, or events;
- the potential adverse effects of unusual and infrequently occurring events, such as weather-related disasters, terrorist acts, geopolitical conflicts (such as the ongoing conflict between Russia and Ukraine) or public health events (such as COVID-19), and of governmental and societal responses thereto; these potential adverse effects may include, without limitation, adverse effects on the ability of the Company's borrowers to satisfy their obligations to the Company, on the value of collateral securing loans, on the demand for the Company's loans or its other products and services, on supply chains and methods used to distribute products and services, on incidents of cyberattack and fraud, on the Company's liquidity or capital positions, on risks posed by reliance on third-party service providers, on other aspects of the Company's business operations and on financial markets and economic growth;
- the effect of steps the Company takes in response to the COVID-19 pandemic, the severity and duration of the pandemic, the uncertainty regarding new variants of COVID-19 that have emerged, the speed and efficacy of vaccine and treatment developments, the impact of loosening or tightening of government restrictions, the pace of recovery when the pandemic subsides and the heightened impact it has on many of the risks described herein;
- the discontinuation of LIBOR and its impact on the financial markets, and the Company's ability to manage operational, legal and compliance risks related to the discontinuation of LIBOR and implementation of one or more alternate reference rates,
- 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 MBS;
- legislative or regulatory changes and requirements;
- potential claims, damages, and fines related to litigation or government actions;
- the effects of changes in federal, state or local tax laws and regulations;
- 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 Operations" sections of the 2021 Form 10-K and related disclosures in other filings, which have been filed with the SEC and are available on the SEC's website at www.sec.gov. All risk factors and uncertainties described herein should be considered in evaluating forward-looking statements, all of the forward-looking statements made in this report are expressly qualified by the cautionary statements contained or referred to in this Quarterly Report. 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. Readers are cautioned not to rely too heavily on the forward-looking statements contained in this Quarterly Report, and undue reliance should not be placed on such forward-looking statements. Forward-looking statements speak only as of the date they are made, and the Company does not intend or assume any obligation to update, revise or clarify any forward-looking statements that may be made from time to time by or on behalf of the Company, whether as a result of new information, future events or otherwise.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The accounting and reporting policies of the Company are in accordance with U.S. GAAP and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions, and judgments made to arrive at the carrying value of assets and liabilities and amounts reported for revenues, expenses, and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's consolidated financial position and/or results of operations. The Company evaluates its critical accounting estimates and assumptions on an ongoing basis and updates them as needed. Management has discussed the Company's critical accounting policies and estimates with the Audit Committee of the Board of Directors of the Company.

The critical accounting and reporting policies include the Company's accounting for the ALLL, acquired loans, and goodwill. The Company's accounting policies are fundamental to understanding the Company's consolidated financial position and consolidated results of operations. Accordingly, the Company's significant accounting policies are discussed in detail in Note 1 "Summary of Significant Accounting Policies" in the "Notes to the Consolidated Financial Statements" contained in Item 8 "Financial Statements and Supplementary Data" of the Company's 2021 Form 10-K.

The Company provides additional information on its critical accounting policies and estimates under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies" in its 2021 Form 10-K and in Note 1 "Summary of Significant Accounting Policies" in Part I, Item 1 of this Quarterly Report.

RECENT ACCOUNTING PRONOUNCEMENTS (ISSUED BUT NOT FULLY ADOPTED)

In March 2022, the FASB issued ASU No. 2022-02 *"Financial Instruments- Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures."* This guidance eliminates the accounting guidance for TDRs by creditors, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. In addition, for public business entities, the amendments require disclosure of current period gross write-offs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20. The amendments are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption of the amendments is permitted if ASU 2016-13 has been adopted, including adoption in an interim period. The Company is evaluating the impact ASU No. 2022-02 will have on its consolidated financial statements.

In March 2022, the FASB issued ASU No. 2022-01 *"Derivatives and Hedging (Topic 815): Fair Value Hedging- Portfolio Layer Method"* to allow nonprepayable financial assets to be included in a closed portfolio hedge using the portfolio layer method and to allow multiple hedged layers to be designated for a single closed portfolio of financial assets or one or more beneficial interests secured by a portfolio of financial instruments. The amendments are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption of the amendments is permitted if the amendments in ASU 2017-12 have been adopted for the corresponding period. The Company is evaluating the impact ASU No. 2022-01 will have on its consolidated financial statements.

In March 2020, the FASB issued ASU No. 2020-04 *"Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting."* This guidance provides temporary, optional guidance to ease the potential burden in accounting for reference rate reform associated with the LIBOR transition. LIBOR and other interbank offered rates are widely used benchmark or reference rates that have been used in the valuation of loans, derivatives, and other financial contracts. Global capital markets are going to be required to move away from LIBOR and other interbank offered rates and toward rates that are more observable or transaction based and less susceptible to manipulation. Topic 848 provides optional expedients and exceptions, subject to meeting certain criteria, for applying current GAAP to contract modifications and hedging relationships, for contracts that reference LIBOR or another reference rate expected to be discontinued. Topic 848 is intended to help stakeholders during the global market-wide reference rate transition period. The amendments are effective as of March 12, 2020 through December 31, 2022 and can be adopted at an instrument level. As of March 31, 2021, the Company utilized the expedient to assert probability of hedged interest as detailed in Note 1 "Summary of Significant Accounting Policies" in the "Notes to the Consolidated Financial Statements" contained in Item 8 "Financial Statements and Supplementary Data" of the Company's 2021 Form 10-K. The Company may incorporate other components of Topic 848 at a later date as it continues to evaluate the remaining components of Topic 848 and its impact to the Company.

ABOUT ATLANTIC UNION BANKSHARES CORPORATION

Headquartered in Richmond, Virginia, Atlantic Union Bankshares Corporation (Nasdaq: AUB) is the holding company for Atlantic Union Bank. Atlantic Union Bank has 114 branches and approximately 130 ATMs located throughout Virginia, and in portions of Maryland and North Carolina. Certain non-bank financial services affiliates of Atlantic

Union Bank include: Atlantic Union Equipment Finance, Inc., which provides equipment financing; Atlantic Union Financial Consultants, LLC, which provides brokerage services; and Union Insurance Group, LLC, which offers various lines of insurance products.

Effective June 30, 2022, the Company completed the sale of DHFB, which was formerly a subsidiary of the Bank.

Shares of the Company's common stock are traded on the Nasdaq Global Select Market under the symbol "AUB". Additional information is available on the Company's website at *https://investors.atlanticunionbank.com*. The information contained on the Company's website is not a part of or incorporated into this Quarterly Report.

RESULTS OF OPERATIONS

SIGNIFICANT ACTIVITIES

Share Repurchase Program

On December 10, 2021, the Company's Board of Directors authorized a share repurchase program to purchase up to $100.0 million of the Company's common stock through December 9, 2022 in open market transactions or privately negotiated transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 and / or Rule 10b-18 under the Exchange Act. As part of the Repurchase Program, approximately 1.3 million shares (or $48.2 million) were repurchased during the six months ended June 30, 2022, and of these shares approximately 649,000 shares (or $23.2 million) were repurchased during the second quarter of 2022. At June 30, 2022, approximately $51.8 million of share repurchases remain available under the Repurchase Program.

Strategic Initiatives

During the fourth quarter of 2021, the Company took certain actions to reduce expenses in light of the period's prevailing and expected operating environment, including the closure of the Company's operations center and consolidation of 16 branches, all of which were completed in March 2022. These actions resulted in restructuring expenses in the first quarter of 2022 of approximately $5.5 million, primarily related to lease and other asset write downs, as well as severance costs. There were no significant branch closing and facility consolidation costs for the quarter ended June 30, 2022.

COVID-19 UPDATE

The Company's financial performance generally, and in particular the ability of its borrowers to repay their loans, the value of collateral securing those loans, as well as demand for loans and other products and services the Company offers, is highly dependent on the business environment in its primary markets where it operates and in the United States as a whole. COVID-19 has had, and may have in the future, a wide range of economic impacts nationally and in the Company's primary markets. The Company will carefully monitor any future economic impacts attributable to the COVID-19 pandemic and potential impact on the Company's borrowers and their ability to repay loans.

Since the start of the pandemic, the Company has taken and is continuing to take precautions to protect the safety and well-being of the Bank's employees and customers during COVID-19. The Bank continues to follow guidance issued by the Centers for Disease Control and Prevention, state health authorities, and state and local executive orders where our branches and corporate offices are located. The Bank remains focused on the safety and well-being of its employees and customers during COVID-19 and is committed to safely and responsibly operating its branch network and maintaining appropriate staffing in each branch.

COVID-19 has adversely affected the Company's business, financial condition, and results of operations since the first quarter of 2020. The duration, nature and severity of future impacts of COVID-19 on the Company's operational and financial performance will depend on future developments with respect to COVID-19, many of which remain highly uncertain and cannot be predicted.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

Second Quarter Net Income and Performance Metrics

- Net income available to common shareholders was $59.3 million and basic and diluted EPS was $0.79 for the second quarter of 2022, compared to $82.4 million and $1.05 for the second quarter of 2021.
- Adjusted operating earnings available to common shareholders(+) totaled $51.3 million and diluted adjusted operating EPS(+) was $0.69 for the second quarter of 2022, compared to adjusted operating earnings available to common shareholders(+) of $82.4 million and diluted adjusted operating EPS(+) of $1.05 for the second quarter of 2021.

Six Month Net Income and Performance Metrics

- Net income available to common shareholders was $100.0 million and basic and diluted EPS was $1.33 for the first six months of 2022, compared to $135.6 million and $1.72 for the first six months of 2021.
- Adjusted operating earnings available to common shareholders(+) totaled $96.4 million and diluted adjusted operating EPS(+) was $1.28 for the first six months of 2022, compared to adjusted operating earnings available to common shareholders(+) of $147.9 million and diluted adjusted operating EPS(+) of $1.88 for the first six months of 2021.

Sale of Dixon, Hubard, Feinour & Brown, Inc.

- Effective June 30, 2022, the Company transferred its ownership interest in DHFB, which was formerly a subsidiary of the Bank to CSP in exchange for a minority ownership interest in CSP, resulting in a $9.1 million pre-tax gain.

Balance Sheet

- At June 30, 2022, total assets were $19.7 billion, a decrease of $403.0 million or approximately 4.1% (annualized) from December 31, 2021. The decrease in total assets was primarily due to a decline in the investment securities portfolio of $366.4 million primarily due to the impact of market interest rate increases on the market value of the AFS securities portfolio, partially offset by the net impact of the decrease in cash and cash equivalents of $561.1 million, which was deployed primarily to fund loans which increased by $460.0 million from December 31, 2021, but also reflects the impact of net deposit outflows. The Company may experience additional declines in the market value of the AFS securities portfolio if market interest rates continue to increase through the remainder of 2022.
- LHFI (net of deferred fees and costs) were $13.7 billion, including $21.7 million in PPP loans at June 30, 2022, an increase of $460.0 million or 7.0% (annualized) from December 31, 2021. Excluding the impact of the PPP(+), LHFI (net of deferred fees and costs) increased $588.2 million or 9.1% (annualized) during this period.
- Total deposits were $16.1 billion at June 30, 2022, a decrease of $482.4 million or 5.9% (annualized) from December 31, 2021.

Net Interest Income

	For the Three Months Ended June 30, 2022	For the Three Months Ended June 30, 2021	Change	
	(Dollars in thousands)			
Average interest-earning assets	**$ 17,646,470**	$ 17,868,938	$ (222,468)	
Interest and dividend income	**$ 148,755**	$ 150,852	$ (2,097)	
Interest and dividend income (FTE) (+)	**$ 152,332**	$ 153,996	$ (1,664)	
Yield on interest-earning assets	**3.38 %**	3.39 %	(1)	bps
Yield on interest-earning assets (FTE) (+)	**3.46 %**	3.46 %	—	bps
Average interest-bearing liabilities	**$ 11,590,351**	$ 11,846,623	$ (256,272)	
Interest expense	**$ 9,988**	$ 10,304	$ (316)	
Cost of interest-bearing liabilities	**0.35 %**	0.35 %	—	bps
Cost of funds	**0.22 %**	0.23 %	(1)	bps
Net interest income	**$ 138,767**	$ 140,548	$ (1,781)	
Net interest income (FTE) (+)	**$ 142,344**	$ 143,692	$ (1,348)	
Net interest margin	**3.15 %**	3.15 %	—	bps
Net interest margin (FTE) (+)	**3.24 %**	3.23 %	1	bps

For the second quarter of 2022, net interest income was $138.8 million, a decrease of $1.8 million from the second quarter of 2021. For the second quarter of 2022, net interest income (FTE)(+) was $142.3 million, a decrease of $1.3 million from the second quarter of 2021. In the second quarter of 2022, net interest margin was consistent with the second quarter of 2021, and net interest margin (FTE)(+) increased 1 basis point to 3.24% from 3.23% compared to the second quarter of 2021. The declines in net interest income and net interest income (FTE)(+) were primarily the result of lower PPP interest income and fees, partially offset by higher interest income as a result of adjusted loan growth(+), and higher investment interest income due to growth in the average balance of the investment portfolio.

	For the Six Months Ended June 30, 2022	For the Six Months Ended June 30, 2021	Change	
	(Dollars in thousands)			
Average interest-earning assets	**$ 17,765,085**	$ 17,781,005	$ (15,920)	
Interest and dividend income	**$ 287,212**	$ 298,525	$ (11,313)	
Interest and dividend income (FTE) (+)	**$ 294,124**	$ 304,722	$ (10,598)	
Yield on interest-earning assets	**3.26 %**	3.39 %	(13)	bps
Yield on interest-earning assets (FTE) (+)	**3.34 %**	3.46 %	(12)	bps
Average interest-bearing liabilities	**$ 11,693,601**	$ 11,955,610	$ (262,009)	
Interest expense	**$ 17,514**	$ 23,079	$ (5,565)	
Cost of interest-bearing liabilities	**0.30 %**	0.39 %	(9)	bps
Cost of funds	**0.20 %**	0.27 %	(7)	bps
Net interest income	**$ 269,698**	$ 275,446	$ (5,748)	
Net interest income (FTE) (+)	**$ 276,610**	$ 281,643	$ (5,033)	
Net interest margin	**3.06 %**	3.12 %	(6)	bps
Net interest margin (FTE) (+)	**3.14 %**	3.19 %	(5)	bps

For the first six months of 2022, net interest income was $269.7 million, a decrease of $5.7 million from the same period of 2021. For the first six months of 2022, net interest income (FTE)(+) was $276.6 million, a decrease of $5.0 million from the same period of 2021. In the first six months of 2022, net interest margin decreased 6 bps to 3.06% from 3.12% in the first six months of 2021, and net interest margin (FTE)(+) decreased 5 bps to 3.14% from 3.19% in the first six months of 2021. The declines in net interest margin and net interest margin (FTE)(+) were primarily the result of lower PPP interest income and fees, partially offset by higher interest income as a result of adjusted loan growth[(+)], and higher investment interest income due to growth in the average balance of the investment portfolio, and lower cost of funds.

On March 16, 2022, the FOMC began to increase its Federal Funds target rates to a range of 0.25% to 0.50%, which was the first increase since December 2018. The FOMC further increased the target rates in May, June, and July 2022 to its current range of 2.25% to 2.5%. The FOMC also foreshadowed potential further increases to the target rates throughout the year and also confirmed the continued reduction to the Federal Reserve's holdings of U.S. Treasury securities and agency debt and agency mortgage-backed securities. The Company anticipates that these FOMC actions will result in an expansion on its net interest margin due to the Company's asset-sensitive position at June 30, 2022. Refer to "Quantitative and Qualitative Disclosures about Market Risk" in Part II, Item 3 of this Quarterly Report for additional information about the Company's interest rate sensitivity.

The following tables show interest income on earning assets and related average yields as well as interest expense on interest-bearing liabilities and related average rates paid for the periods indicated:

AVERAGE BALANCES, INCOME AND EXPENSES, YIELDS AND RATES (TAXABLE EQUIVALENT BASIS)

	For the Three Months Ended June 30,					
	2022			2021		
	Average Balance	Interest Income / Expense (1)	Yield / Rate (1)(2)	Average Balance	Interest Income / Expense (1)	Yield / Rate (1)(2)
	(Dollars in thousands)					
Assets:						
Securities:						
Taxable	**$ 2,322,024**	**$ 14,695**	**2.54 %**	$ 2,028,637	$ 10,519	2.08 %
Tax-exempt	**1,608,888**	**13,465**	**3.36 %**	1,391,692	12,249	3.53 %
Total securities	**3,930,912**	**28,160**	**2.87 %**	3,420,329	22,768	2.67 %
Loans, net (3)	**13,525,529**	**123,764**	**3.67 %**	13,971,939	130,840	3.76 %
Other earning assets	**190,029**	**408**	**0.86 %**	476,670	388	0.33 %
Total earning assets	**17,646,470**	**$ 152,332**	**3.46 %**	17,868,938	$ 153,996	3.46 %
Allowance for credit losses	**(103,211)**			(137,997)		
Total non-earning assets	**2,176,143**			2,192,037		
Total assets	**$ 19,719,402**			$ 19,922,978		
Liabilities and Stockholders' Equity:						
Interest-bearing deposits:						
Transaction and money market accounts	**$ 7,987,888**	**$ 3,082**	**0.15 %**	$ 8,159,890	$ 1,809	0.09 %
Regular savings	**1,169,199**	**55**	**0.02 %**	1,016,661	55	0.02 %
Time deposits	**1,667,378**	**2,960**	**0.71 %**	2,270,217	5,374	0.95 %
Total interest-bearing deposits	**10,824,465**	**6,097**	**0.23 %**	11,446,768	7,238	0.25 %
Other borrowings	**765,886**	**3,891**	**2.04 %**	399,855	3,066	3.08 %
Total interest-bearing liabilities	**11,590,351**	**$ 9,988**	**0.35 %**	11,846,623	$ 10,304	0.35 %
Noninterest-bearing liabilities:						
Demand deposits	**5,366,591**			5,053,773		
Other liabilities	**317,415**			274,718		
Total liabilities	**17,274,357**			17,175,114		
Stockholders' equity	**2,445,045**			2,747,864		
Total liabilities and stockholders' equity	**$ 19,719,402**			$ 19,922,978		
Net interest income		**$ 142,344**			$ 143,692	
Interest rate spread			**3.11 %**			3.11 %
Cost of funds			**0.22 %**			0.23 %
Net interest margin			**3.24 %**			3.23 %

(1) *Income and yields are reported on a taxable equivalent basis using the statutory federal corporate tax rate of 21%.*
(2) *Rates and yields are annualized and calculated from actual, not rounded amounts in thousands, which appear above.*
(3) *Nonaccrual loans are included in average loans outstanding.*

	For the Six Months Ended June 30,					
	2022			2021		
	Average Balance	Interest Income / Expense (1)	Yield / Rate (1)(2)	Average Balance	Interest Income / Expense (1)	Yield / Rate (1)(2)
			(Dollars in thousands)			
Assets:						
Securities:						
Taxable	**$ 2,468,775**	**$ 28,361**	**2.32 %**	$ 1,967,948	$ 20,872	2.14 %
Tax-exempt	**1,595,232**	**26,704**	**3.38 %**	1,347,487	23,941	3.58 %
Total securities	**4,064,007**	**55,065**	**2.73 %**	3,315,435	44,813	2.73 %
Loans, net (3)	**13,413,780**	**238,365**	**3.58 %**	14,017,777	258,962	3.73 %
Other earning assets	**287,298**	**694**	**0.49 %**	447,793	947	0.43 %
Total earning assets	**17,765,085**	**$ 294,124**	**3.34 %**	17,781,005	$ 304,722	3.46 %
Allowance for credit losses	**(101,784)**			(147,844)		
Total non-earning assets	**2,156,029**			2,172,408		
Total assets	**$ 19,819,330**			$ 19,805,569		
Liabilities and Stockholders' Equity:						
Interest-bearing deposits:						
Transaction and money market accounts	**$ 8,181,253**	**$ 4,406**	**0.11 %**	$ 8,110,384	$ 3,961	0.10 %
Regular savings	**1,156,099**	**111**	**0.02 %**	978,726	114	0.02 %
Time deposits	**1,716,743**	**6,063**	**0.71 %**	2,379,716	12,291	1.04 %
Total interest-bearing deposits	**11,054,095**	**10,580**	**0.19 %**	11,468,826	16,366	0.29 %
Other borrowings	**639,506**	**6,934**	**2.19 %**	486,784	6,713	2.78 %
Total interest-bearing liabilities	**11,693,601**	**$ 17,514**	**0.30 %**	11,955,610	$ 23,079	0.39 %
Noninterest-bearing liabilities:						
Demand deposits	**5,297,727**			4,819,946		
Other liabilities	**275,584**			296,033		
Total liabilities	**17,266,912**			17,071,589		
Stockholders' equity	**2,552,418**			2,733,980		
Total liabilities and stockholders' equity	**$ 19,819,330**			$ 19,805,569		
Net interest income		**$ 276,610**			$ 281,643	
Interest rate spread			**3.04 %**			3.07 %
Cost of funds			**0.20 %**			0.27 %
Net interest margin			**3.14 %**			3.19 %

(1) *Income and yields are reported on a taxable equivalent basis using the statutory federal corporate tax rate of 21%.*
(2) *Rates and yields are annualized and calculated from actual, not rounded amounts in thousands, which appear above.*
(3) *Nonaccrual loans are included in average loans outstanding.*

The Volume Rate Analysis table below presents changes in interest income (FTE)(+) and interest expense and distinguishes between the changes related to increases or decreases in average outstanding balances of interest-earning assets and interest-bearing liabilities (volume), and the changes related to increases or decreases in average interest rates on such assets and liabilities (rate). Changes attributable to both volume and rate have been allocated proportionally. Results, on a taxable equivalent basis, are as follows (dollars in thousands):

	Three Months Ended June 30, 2022 vs. June 30, 2021 Increase (Decrease) Due to Change in:			Six Months Ended June 30, 2022 vs. June 30, 2021 Increase (Decrease) Due to Change in:		
	Volume	Rate	Total	Volume	Rate	Total
Earning Assets:						
Securities:						
Taxable	**$ 1,654**	**$ 2,522**	**$ 4,176**	**$ 5,645**	**$ 1,844**	**$ 7,489**
Tax-exempt	**1,840**	**(624)**	**1,216**	**4,208**	**(1,445)**	**2,763**
Total securities	**3,494**	**1,898**	**5,392**	**9,853**	**399**	**10,252**
Loans, net	**(4,125)**	**(2,951)**	**(7,076)**	**(10,933)**	**(9,664)**	**(20,597)**
Other earning assets	**(337)**	**357**	**20**	**(373)**	**120**	**(253)**
Total earning assets	**$ (968)**	**$ (696)**	**$ (1,664)**	**$ (1,453)**	**$ (9,145)**	**$ (10,598)**
Interest-Bearing Liabilities:						
Interest-bearing deposits:						
Transaction and money market accounts	**$ (39)**	**$ 1,312**	**$ 1,273**	**$ 35**	**$ 410**	**$ 445**
Regular savings	**8**	**(8)**	**—**	**19**	**(22)**	**(3)**
Time Deposits	**(1,243)**	**(1,171)**	**(2,414)**	**(2,917)**	**(3,311)**	**(6,228)**
Total interest-bearing deposits	**(1,274)**	**133**	**(1,141)**	**(2,863)**	**(2,923)**	**(5,786)**
Other borrowings	**2,114**	**(1,289)**	**825**	**1,839**	**(1,618)**	**221**
Total interest-bearing liabilities	**840**	**(1,156)**	**(316)**	**(1,024)**	**(4,541)**	**(5,565)**
Change in net interest income (FTE) (+)	**$ (1,808)**	**$ 460**	**$ (1,348)**	**$ (429)**	**$ (4,604)**	**$ (5,033)**

The Company’s net interest margin (FTE)(+) includes the impact of acquisition accounting fair value adjustments. The impact of net accretion related to acquisition accounting fair value adjustments for the first and second quarters of 2021, and the first and second quarters of 2022 are reflected in the following table (dollars in thousands):

	Loan Accretion	Deposit Accretion (Amortization)	Borrowings Amortization	Total
For the quarter ended March 31, 2021	$ 4,287	$ 20	$ (198)	$ 4,109
For the quarter ended June 30, 2021	4,132	12	(202)	3,942
For the quarter ended March 31, 2022	2,253	(10)	(203)	2,040
For the quarter ended June 30, 2022	**2,879**	**(11)**	**(207)**	**2,661**

Noninterest Income

	For the Three Months Ended June 30, 2022	2021	Change $	%
		(Dollars in thousands)		
Noninterest income:				
Service charges on deposit accounts	**$ 8,040**	$ 6,607	$ 1,433	21.7 %
Other service charges, commissions, and fees	**1,709**	1,735	(26)	(1.5)%
Interchange fees	**2,268**	2,203	65	3.0 %
Fiduciary and asset management fees	**6,939**	6,819	120	1.8 %
Mortgage banking income	**2,200**	4,619	(2,419)	(52.4)%
Bank owned life insurance income	**2,716**	3,209	(493)	(15.4)%
Loan-related interest rate swap fees	**2,600**	1,321	1,279	96.8 %
Other operating income	**11,814**	1,953	9,861	504.9 %
Total noninterest income	**$ 38,286**	$ 28,466	$ 9,820	34.5 %

Noninterest income increased $9.8 million or 34.5% to $38.3 million for the quarter ended June 30, 2022, compared to $28.5 million for the quarter ended June 30, 2021, primarily driven by the pre-tax gain of $9.1 million related to the sale of DHFB. Excluding the gain on sale of DHFB and loss on securities, adjusted operating noninterest income(+) for the quarter ended June 30, 2022 increased $740,000 or 2.6% from the prior year quarter. The increase was primarily driven by a $1.4 million increase in service charges on deposit accounts and a $1.3 million increase in loan-related interest swap fee income due to higher transaction volumes and an increase in average swap fees. These noninterest income increases were partially offset by a $2.4 million decrease in mortgage banking income due to a decline in mortgage loan origination volumes resulting from the higher interest rate environment and declining gain on sale margins.

	For the Six Months Ended June 30, 2022	2021	Change $	%
		(Dollars in thousands)		
Noninterest income:				
Service charges on deposit accounts	**$ 15,637**	$ 12,116	$ 3,521	29.1 %
Other service charges, commissions, and fees	**3,364**	3,436	(72)	(2.1)%
Interchange fees	**4,078**	4,050	28	0.7 %
Fiduciary and asset management fees	**14,194**	13,294	900	6.8 %
Mortgage banking income	**5,317**	12,874	(7,557)	(58.7)%
Bank owned life insurance income	**5,413**	5,475	(62)	(1.1)%
Loan-related interest rate swap fees	**6,460**	3,075	3,385	110.1 %
Other operating income	**13,976**	5,131	8,845	172.4 %
Total noninterest income	**$ 68,439**	$ 59,451	$ 8,988	15.1 %

Noninterest income increased $9.0 million or 15.1% to $68.4 million for the six months ended June 30, 2022, compared to $59.5 million for the six months ended June 30, 2021, primarily driven by the pre-tax gain of $9.1 million related to the sale of DHFB in the second quarter of 2022. Excluding the losses and gains from securities and the gain resulting from the sale of DHFB, adjusted operating noninterest income(+) for the six months ended June 30, 2022 did not significantly change from the six months ended June 30, 2021. The $7.6 million decrease in mortgage banking is due to a decline in mortgage loan origination volumes resulting from the higher interest rate environment and declining gain on sale margins, and was offset by a $3.5 million increase in service charges on deposit accounts, a $3.4 million increase in loan-related interest swap fee income due to higher transaction volumes and an increase in average swap fees, and a $900,000 increase in fiduciary and asset management fees due to growth in assets under management.

Noninterest Expense

	For the Three Months Ended June 30, 2022	2021	Change $	%
		(Dollars in thousands)		
Noninterest expense:				
Salaries and benefits	**$ 55,305**	$ 50,766	$ 4,539	8.9 %
Occupancy expenses	**6,395**	7,140	(745)	(10.4)%
Furniture and equipment expenses	**3,590**	3,911	(321)	(8.2)%
Technology and data processing	**7,862**	7,219	643	8.9 %
Professional services	**4,680**	4,408	272	6.2 %
Marketing and advertising expense	**2,502**	2,738	(236)	(8.6)%
FDIC assessment premiums and other insurance	**2,765**	2,319	446	19.2 %
Franchise and other taxes	**4,500**	4,435	65	1.5 %
Loan-related expenses	**1,867**	1,909	(42)	(2.2)%
Amortization of intangible assets	**2,915**	3,568	(653)	(18.3)%
Other expenses	**6,387**	3,558	2,829	79.5 %
Total noninterest expense	**$ 98,768**	$ 91,971	$ 6,797	7.4 %

Noninterest expense increased $6.8 million or 7.4% to $98.8 million for the quarter ended June 30, 2022, compared to $92.0 million for the quarter ended June 30, 2021. Excluding amortization of intangible assets and branch closing and facility consolidation costs, adjusted operating noninterest expense(+) for the quarter ended June 30, 2022 increased by $7.4 million or 8.4% from the prior year quarter. The increase from the prior year quarter was mainly due to an increase of $4.5 million in salaries and benefits primarily driven by an increase in salaries, wages, and variable incentive compensation, an increase of $1.2 million in non-credit related losses on customer transactions, $626,000 in OREO and credit-related expenses, $506,000 in teammate training and travel costs, $361,000 in deferred compensation expenses, $643,000 in technology and data processing expenses primarily driven by an increase in software licensing and maintenance expenses, and $446,000 in FDIC assessment premiums. These increases were partially offset by decreases of $745,000 in occupancy expenses and $321,000 in furniture and equipment expenses, partially reflecting the impact of the Company's consolidation of 16 branches that was completed in March 2022.

	For the Six Months Ended June 30,		Change	
	2022	2021	$	%
	(Dollars in thousands)			
Noninterest expense:				
Salaries and benefits	**$ 113,603**	$ 103,426	$ 10,177	9.8 %
Occupancy expenses	**13,278**	14,454	(1,176)	(8.1)%
Furniture and equipment expenses	**7,187**	7,880	(693)	(8.8)%
Technology and data processing	**15,658**	14,123	1,535	10.9 %
Professional services	**8,770**	9,369	(599)	(6.4)%
Marketing and advertising expense	**4,665**	4,782	(117)	(2.4)%
FDIC assessment premiums and other insurance	**5,250**	4,626	624	13.5 %
Franchise and other taxes	**8,999**	8,871	128	1.4 %
Loan-related expenses	**3,643**	3,786	(143)	(3.8)%
Amortization of intangible assets	**5,954**	7,298	(1,344)	(18.4)%
Loss on debt extinguishment	—	14,695	(14,695)	(100.0)%
Other expenses	**17,082**	10,598	6,484	61.2 %
Total noninterest expense	**$ 204,089**	$ 203,908	$ 181	0.1 %

Noninterest expense for the six months ended June 30, 2022 did not significantly change from the six months ended June 30, 2021. Excluding amortization of intangible assets, losses related to balance sheet repositioning, and branch closing and facility consolidation costs adjusted operating noninterest expense(+) for the six months ended June 30, 2022 increased by $11.6 million or 6.4% compared to the six months ended June 30, 2021. The increase from the prior year quarter was mainly due to an increase of $10.2 million in salaries and benefits primarily driven by an increase in salaries, wages, and variable incentive compensation, an increase of $879,000 in OREO and credit-related expenses, an increase of $758,000 in teammate training and travel costs, an increase of $1.5 million in technology and data processing expense driven by an increase in software licensing and maintenance expenses, and an increase of $624,000 in FDIC assessment premiums. Partially offsetting these expense increases were declines of $1.2 million in occupancy expenses and $693,000 in furniture and equipment expenses, reflecting the impact of the Company’s consolidation of 16 branches that was completed in March 2022, and a decline of $599,000 in professional services expenses.

Income Taxes

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

The effective tax rate for the three months ended June 30, 2022 and 2021 was 16.7% and 18.3%, respectively. The effective tax rate for the six months ended June 30, 2022 and 2021 was 17.1% and 17.7%, respectively. The decrease in the effective tax rates reflects the impacts of the current quarter’s discrete items related to the sale of DHFB and a higher proportion of tax-exempt income to pre-tax income in the 2022 period.

DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

Overview

Assets

At June 30, 2022, total assets were $19.7 billion, a decrease of $403.0 million or approximately 4.1% (annualized) from $20.1 billion at December 31, 2021. The decrease in total assets was driven by the investment securities portfolio decrease of $366.4 million mainly due to the decline in the AFS portfolio's fair value, reflecting the impact of market interest rate increases, partially offset by a decrease in cash and cash equivalents of $561.1 million, which was deployed primarily to fund loans which increased by $460.0 million from December 31, 2021, but also reflects the impact of net deposit outflows.

LHFI (net of deferred fees and costs) were $13.7 billion, including $21.7 million in PPP loans, at June 30, 2022, an increase of $460.0 million or 7.0% (annualized) from December 31, 2021. Excluding the effects of the PPP[(+)], LHFI (net of deferred fees and costs) at June 30, 2022 increased $588.2 million or 9.1% (annualized) from December 31, 2021. At June 30, 2022, quarterly average loans decreased $446.4 million or 3.2% from the same period in the prior year. Excluding the effects of the PPP[(+)], the adjusted quarterly average loan balance at June 30, 2022 increased $697.8 million or 5.5% from June 30, 2021. Refer to "Loan Portfolio" within Item 2 and Note 3 "Loans and Allowance for Loan and Lease Losses" in Part I, Item 1 of this Quarterly Report for additional information on the Company's loan activity.

Liabilities and Stockholders' Equity

At June 30, 2022, total liabilities were $17.3 billion, a decrease of $84.4 million from $17.4 billion at December 31, 2021.

Total deposits at June 30, 2022 were $16.1 billion, a decrease of $482.4 million or approximately 5.9% (annualized) from December 31, 2021. For the quarter ended June 30, 2022, quarterly average deposits decreased $309.5 million or 1.9% compared to the quarter ended June 30, 2021. The declines in deposits relate to declines in money market account balances and maturing time deposits, as well as a public funds client that used available deposit funds to repay higher cost, longer-term debt obligations during the second quarter. Refer to "Deposits" within this Item 2 for further discussion on this topic.

Total short-term and long-term borrowings at June 30, 2022 were $798.0 million, an increase of $291.4 million or 57.5% when compared to $506.6 million at December 31, 2021. Refer to Note 6 "Borrowings" in Part I, Item I of this Quarterly Report for further discussion on this topic.

At June 30, 2022, stockholders' equity was $2.4 billion, a decrease of $318.6 million from December 31, 2021. Refer to "Capital Resources" within this Item 2, as well as Note 9 "Stockholders' Equity" in Part I, Item 1 of this Quarterly Report for additional information on the Company's capital resources.

For information related to the Company's stock repurchase activity and the Repurchase Program, please refer to Note 9 "Stockholders' Equity" in Part I, Item 1 and Part II, Item 2 of this Quarterly Report.

During the second quarter of 2022, the Company declared and paid a quarterly dividend on the outstanding shares of Series A preferred stock of $171.88 per share (equivalent to $0.43 per outstanding depositary share), consistent with the first quarter of 2022 and the second quarter of 2021. During the second quarter of 2022, the Company also declared and paid a cash dividend of $0.28 per common share, consistent with the first quarter of 2022 and the second quarter of 2021.

Securities

At June 30, 2022, the Company had total investments in the amount of $3.8 billion, or 19.4% of total assets, as compared to $4.2 billion, or 20.9% of total assets, at December 31, 2021. This decline in the Company's investment portfolio was primarily due to a decline in the market value of the AFS securities portfolio. The Company seeks to diversify its portfolio to minimize risk. It focuses on purchasing MBS for cash flow and reinvestment opportunities and securities issued by states and political subdivisions due to the tax benefits and the higher yield offered from these securities. The majority of the Company's MBS are agency-backed securities, which have a government guarantee. For information regarding the hedge transaction related to AFS securities, see Note 8 "Derivatives" in Part I, Item 1 of this Quarterly Report.

The table below sets forth a summary of the AFS securities, HTM securities, and restricted stock as of the dates indicated (dollars in thousands):

	June 30, 2022	December 31, 2021
Available for Sale:		
U.S. government and agency securities	**$ 65,740**	$ 73,849
Obligations of states and political subdivisions	**822,427**	1,008,396
Corporate and other bonds	**177,892**	153,376
MBS		
Commercial	**399,835**	471,157
Residential	**1,483,878**	1,773,232
Total MBS	**1,883,713**	2,244,389
Other securities	**1,649**	1,640
Total AFS securities, at fair value	**2,951,421**	3,481,650
Held to Maturity:		
U.S. government and agency securities	**2,178**	2,604
Obligations of states and political subdivisions	**693,070**	620,873
MBS		
Commercial	**29,404**	4,523
Residential	**56,097**	—
Total MBS	**85,501**	4,523
Total held to maturity securities, at carrying value	**780,749**	628,000
Restricted Stock:		
FRB stock	**67,032**	67,032
FHLB stock	**20,876**	9,793
Total restricted stock, at cost	**87,908**	76,825
Total investments	**$ 3,820,078**	$ 4,186,475

The following table summarizes the weighted average yields[1] for AFS securities by contractual maturity date of the underlying securities as of June 30, 2022:

	1 Year or Less	1 - 5 Years	5 – 10 Years	Over 10 Years	Total
U.S. government and agency securities	**— %**	**2.64 %**	**1.43 %**	**— %**	**1.46 %**
Obligations of states and political subdivisions	**4.21 %**	**2.77 %**	**2.66 %**	**2.77 %**	**2.77 %**
Corporate bonds and other securities	**3.70 %**	**5.39 %**	**3.87 %**	**2.52 %**	**3.85 %**
MBS:					
Commercial	**3.99 %**	**3.31 %**	**2.46 %**	**2.18 %**	**2.57 %**
Residential	**2.42 %**	**2.23 %**	**2.51 %**	**2.09 %**	**2.10 %**
Total MBS	**3.39 %**	**3.22 %**	**2.50 %**	**2.10 %**	**2.20 %**
Total AFS securities	**3.54 %**	**3.31 %**	**2.90 %**	**2.32 %**	**2.44 %**

(1) *Yields on tax-exempt securities have been computed on a tax-equivalent basis.*

The following table summarizes the weighted average yields[1] for HTM securities by contractual maturity date of the underlying securities as of June 30, 2022:

	1 Year or Less	1 - 5 Years	5 – 10 Years	Over 10 Years	Total
U.S. government and agency securities	**4.08 %**	**3.98 %**	**— %**	**— %**	**4.05 %**
Obligations of states and political subdivisions	**2.31 %**	**3.87 %**	**3.85 %**	**3.64 %**	**3.64 %**
MBS:					
Commercial	**— %**	**— %**	**— %**	**2.29 %**	**2.29 %**
Residential	**— %**	**4.21 %**	**— %**	**2.78 %**	**3.03 %**
Total MBS	**— %**	**4.21 %**	**— %**	**2.59 %**	**2.77 %**
Total HTM securities	**2.83 %**	**4.04 %**	**3.85 %**	**3.53 %**	**3.55 %**

(1) *Yields on tax-exempt securities have been computed on a tax-equivalent basis.*

Weighted average yield is calculated as the tax-equivalent yield on a pro rata basis for each security based on its relative amortized cost.

As of June 30, 2022, the Company maintained a diversified municipal bond portfolio with approximately 65% of its holdings in general obligation issues and the majority of the remainder primarily backed by revenue bonds. Issuances within the State of Texas represented 18% of the total municipal portfolio; no other state had a concentration above 10%. Substantially all municipal holdings are considered investment grade. When purchasing municipal securities, the Company focuses on strong underlying ratings for general obligation issuers or bonds backed by essential service revenues.

Liquidity

Liquidity represents an institution's ability to meet present and future financial obligations through either the sale or maturity of existing assets or the acquisition of additional funds through liability management. Liquid assets include cash, interest-bearing deposits with banks, money market investments, federal funds sold, LHFS, and securities and loans maturing or re-pricing within one year. Additional sources of liquidity available to the Company include its capacity to borrow additional funds when necessary through federal funds lines with several correspondent banks, a line of credit with the FHLB, the Federal Reserve Discount Window, the purchase of brokered certificates of deposit, corporate line of credit with a large correspondent bank, and debt and capital issuance. Management considers the Company's overall liquidity to be sufficient to satisfy its depositors' requirements and to meet its customers' credit needs.

The Company has seen increased customer deposit balances as a result of the impacts of COVID-19, including as a result of government stimulus programs. The Company considered a portion of the elevated levels in customer deposits to be temporary and is starting to see declines from prior elevated periods; however, the Company will use other means of borrowings to fund any liquidity needs based on declines in deposit balances.

As of June 30, 2022, liquid assets totaled $5.5 billion or 28.0% of total assets, and liquid earning assets totaled $5.4 billion or 30.5% of total earning assets. Asset liquidity is also provided by managing loan and securities maturities and cash flows. As of June 30, 2022, loan payments of approximately $4.9 billion or 36.1% of total loans are expected within one year based on contractual terms, adjusted for expected prepayments, and approximately $320.3 million or 8.4% of total securities are scheduled to be paid down within one year based on contractual terms, adjusted for expected prepayments.

For additional information and the available balances on various lines of credit, please refer to Note 6 "Borrowings" in Part I, Item 1 of this Quarterly Report. In addition to lines of credit, the Bank may also borrow additional funds by purchasing certificates of deposit through a nationally recognized network of financial institutions. For additional information and outstanding balances on purchased certificates of deposits, please refer to "Deposits" within this Item 2.

<u>*Cash Requirements*</u>

The Company's cash requirements, outside of lending transactions, consist primarily of borrowings, debt and capital instruments which are used as part of the Company's overall liquidity and capital management strategy. Cash required to repay these obligations will be sourced from future debt and capital issuances and from other general liquidity sources as described above under "Liquidity" within this Item 2.

The following table presents the Company's contractual obligations related to its major cash requirements and the scheduled payments due at the various intervals over the next year and beyond as of June 30, 2022 (dollars in thousands):

	Total	Less than 1 year	More than 1 year
Long-term debt [1]	$ 250,000	$ —	$ 250,000
Trust preferred capital notes [1]	155,159	—	155,159
Leases [2]	267,166	32,605	234,561
Repurchase agreements	118,658	118,658	—
Total contractual obligations	$ 790,983	$ 151,263	$ 639,720

(1) *Excludes related unamortized premium/discount and interest payments.*
(2) *Represents lease payments due on non-cancellable operating leases at June 30, 2022. Excluded from these tables are variable lease payments or renewals.*

For more information pertaining to the previous table, reference Note 5 "Leases" and Note 6 "Borrowings" in Part I, Item 1 of this Quarterly Report.

Loan Portfolio

LHFI, net of deferred fees and costs, were $13.7 billion at June 30, 2022, and $13.2 billion at December 31, 2021. Commercial & industrial loans and commercial real estate-non-owner occupied loans represented the Company's largest categories at June 30, 2022. Commercial and industrial loans included approximately $21.7 million and $145.3 million in loans from the PPP loan program as of June 30, 2022 and December 31, 2021, respectively.

The following table presents the remaining maturities, based on contractual maturity, by loan type and by rate type (variable or fixed), as of June 30, 2022 (dollars in thousands):

			Variable Rate				Fixed Rate			
	Total Maturities	Less than 1 year	Total	1-5 years	5-15 years	More than 15 years	Total	1-5 years	5-15 years	More than 15 years
Construction and Land Development	$ 988,379	$ 318,369	$ 523,512	$ 468,177	$ 54,113	$ 1,222	$ 146,498	$ 73,700	$ 33,611	$ 39,187
Commercial Real Estate - Owner Occupied	1,965,702	166,915	617,084	122,906	478,475	15,703	1,181,703	491,045	660,363	30,295
Commercial Real Estate - Non-Owner Occupied	3,860,819	418,158	2,055,666	919,977	1,125,137	10,552	1,386,995	985,214	345,039	56,742
Multifamily Real Estate	762,502	78,845	449,209	86,166	363,043	—	234,448	172,714	61,734	—
Commercial & Industrial	2,595,891	437,472	1,324,374	1,141,296	176,072	7,006	834,045	512,442	313,484	8,119
Residential 1-4 Family - Commercial	553,771	73,273	112,680	30,333	74,298	8,049	367,818	267,766	88,560	11,492
Residential 1-4 Family - Consumer	865,174	5,325	164,121	1,907	27,651	134,563	695,728	7,999	73,885	613,844
Residential 1-4 Family - Revolving	583,073	28,084	481,906	31,661	135,479	314,766	73,083	3,171	23,526	46,386
Auto	525,301	3,064	—	—	—	—	522,237	200,474	321,763	—
Consumer	180,045	14,367	26,462	23,266	2,293	903	139,216	65,669	49,203	24,344
Other Commercial	774,751	70,411	108,948	18,164	57,867	32,917	595,392	190,889	268,600	135,903
Total LHFI	$ 13,655,408	$ 1,614,283	$ 5,863,962	$ 2,843,853	$ 2,494,428	$ 525,681	$ 6,177,163	$ 2,971,083	$ 2,239,768	$ 966,312

The Company remains committed to originating soundly underwritten loans to qualifying borrowers within its markets. As reflected in the loan table, at June 30, 2022, the largest components of the Company's loan portfolio consisted of commercial real estate and commercial & industrial loans. The risks attributable to these concentrations are mitigated by the Company's credit underwriting and monitoring processes, including oversight by a centralized credit administration function and credit policy and risk management committee, as well as seasoned bankers focusing their lending to borrowers with proven track records in markets with which the Company is familiar.

The Company had no short-term loan modifications related to COVID-19 as of June 30, 2022 and had insignificant short-term loan modifications related to COVID-19 as of December 31, 2021.

Asset Quality

Overview

At June 30, 2022, the Company experienced decreases in NPAs and decreases in accruing past due loan levels as a percentage of total LHFI compared to December 31, 2021. Net charge-offs for the six months ended June 30, 2022 decreased $306,000 compared to the six months ended June 30, 2021. The ACL at June 30, 2022 increased from December 31, 2021 primarily due to increased uncertainty in the macroeconomic outlook and the impact of loan growth in the first six months of 2022.

The Company believes its continued proactive efforts to effectively manage its loan portfolio, combined with the unprecedented government stimulus and programs and regulatory support in 2021 as a result of COVID-19, have contributed to the sustained historically low levels of NPAs. The Company's efforts included identifying potential problem credits through early identification and diligent monitoring of specific problem credits where the uncertainty has been realized, or conversely, has been reduced or eliminated. The Company continues to refrain from originating or purchasing loans from foreign entities. The Company selectively originates loans to higher risk borrowers. The Company's loan portfolio generally does not include exposure to option adjustable rate mortgage products, high loan-to-value ratio mortgages, interest only mortgage loans, subprime mortgage loans or mortgage loans with initial teaser rates, which are all considered higher risk instruments.

Nonperforming Assets

At June 30, 2022, NPAs totaled $31.1 million, a decrease of $1.7 million or 5.1% from December 31, 2021. NPAs as a percentage of total outstanding loans at June 30, 2022 were 0.23%, a decrease of 2 bps from December 31, 2021.

The following table shows a summary of asset quality balances and related ratios as of and for the quarters ended (dollars in thousands):

	June 30, 2022	December 31, 2021
Nonaccrual loans	**$ 29,070**	$ 31,100
Foreclosed properties	**2,065**	1,696
Total NPAs	**31,135**	32,796
Loans past due 90 days and accruing interest	**4,592**	9,132
Total NPAs and loans past due 90 days and accruing interest	**$ 35,727**	$ 41,928
Performing TDRs	**$ 10,662**	$ 10,313
Balances		
Allowance for loan and lease losses	**$ 104,184**	$ 99,787
Allowance for credit losses	**113,184**	107,787
Average loans, net of deferred fees and costs	**13,525,529**	13,082,412
Loans, net of deferred fees and costs	**13,655,408**	13,195,843
Ratios		
Nonaccrual loans to total loans	**0.21 %**	0.24 %
NPAs to total loans	**0.23 %**	0.25 %
NPAs & loans 90 days past due and accruing interest to total loans	**0.26 %**	0.32 %
NPAs to total loans & foreclosed property	**0.23 %**	0.25 %
NPAs & loans 90 days past due and accruing interest to total loans & foreclosed property	**0.26 %**	0.32 %
ALLL to nonaccrual loans	**358.39 %**	320.86 %
ALLL to nonaccrual loans & loans 90 days past due and accruing interest	**309.50 %**	248.03 %
ACL to nonaccrual loans	**389.35 %**	346.58 %

NPAs at June 30, 2022 included $29.0 million in nonaccrual loans, a net decrease of $2.0 million or 6.5% from December 31, 2021. The following table shows the activity in nonaccrual loans for the quarters ended (dollars in thousands):

	June 30, 2022	December 31, 2021
Beginning Balance	**$ 29,032**	$ 35,472
Net customer payments	**(2,472)**	(5,068)
Additions	**3,203**	1,294
Charge-offs	**(311)**	(598)
Transfers to foreclosed property	**(382)**	—
Ending Balance	**$ 29,070**	$ 31,100

The following table presents the composition of nonaccrual loans and the coverage ratio, which is the ALLL expressed as a percentage of nonaccrual loans, as of (dollars in thousands):

	June 30, 2022	December 31, 2021
Construction and Land Development	**$ 581**	$ 2,697
Commercial Real Estate - Owner Occupied	**4,996**	5,637
Commercial Real Estate - Non-owner Occupied	**3,301**	3,641
Multifamily Real Estate	**—**	113
Commercial & Industrial	**2,728**	1,647
Residential 1-4 Family - Commercial	**2,031**	2,285
Residential 1-4 Family - Consumer	**12,084**	11,397
Residential 1-4 Family - Revolving	**3,069**	3,406
Auto	**279**	223
Consumer	**1**	54
Total	**$ 29,070**	$ 31,100
***Coverage Ratio*[1]**	**358.39 %**	320.86 %

(1) *Represents the ALLL divided by nonaccrual loans.*

Past Due Loans

At June 30, 2022, past due loans still accruing interest totaled $20.4 million or 0.15% of total LHFI, compared to $29.9 million or 0.23% of total LHFI at December 31, 2021. Of the total past due loans still accruing interest, $4.6 million or 0.03% of total LHFI were past due 90 days or more at June 30, 2022, compared to $9.1 million or 0.07% of total LHFI at December 31, 2021.

Troubled Debt Restructurings

A modification of a loan's terms constitutes a TDR if the creditor grants a concession that it would not otherwise consider to the borrower for economic or legal reasons related to the borrower's financial difficulties. Management strives to identify borrowers in financial difficulty early and work with them to modify their loan to more affordable terms before their loan reaches nonaccrual status. These modified terms may include rate reductions, extension of terms that are considered to be below market, conversion to interest only, principal forgiveness and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral.

The total recorded investment in TDRs at both June 30, 2022 and December 31, 2021 totaled $18.0 million. Of the $18.0 million of TDRs at June 30, 2022, $10.7 million or 59.4% were considered performing, while the remaining $7.3 million were considered nonperforming. Of the $18.0 million of TDRs at December 31, 2021, $10.3 million or 57.4% were considered performing while the remaining $7.6 million were considered nonperforming. Loans are removed from TDR status in accordance with the established policy described in Note 1 "Summary of Significant Accounting Policies" in Item 8 "Financial Statements and Supplementary Data" in the Company's 2021 Form 10-K.

Net Charge-offs

For the quarter ended June 30, 2022, net charge-offs were $939,000 or 0.03% of total average loans on an annualized basis, compared to net charge-offs of less than 0.01% for the same quarter last year. For the six months ended June 30, 2022, net charge-offs were $935,000 or 0.01% of total average loans on an annualized basis, compared to $1.2 million or 0.02% for the same period last year. The net charge-offs of loans continue to be insignificant, driven by benign credit impacts since COVID-19 began.

Provision for Credit Losses

The Company recorded a provision for credit losses of $3.6 million for the quarter ended June 30, 2022, an increase of $31.0 million compared to the negative provision for credit losses of $27.4 million recorded during the same quarter of 2021. The provision for credit losses for the second quarter of 2022 reflected a provision of $2.6 million for loan and securities losses and a $1.0 million provision for unfunded commitments. The Company recorded a provision for credit losses of $6.4 million for the six months ended June 30, 2022, an increase of $47.4 million compared to the negative provision for credit losses of $41.0 million recorded during the same period last year. The provision for credit losses for the six months ended June 30, 2022 reflected a provision of $5.4 million for loan and securities losses and a $1.0 million provision for unfunded commitments. The Company released provisions for loan losses during the three and six month periods ended June 30, 2021 in light of improved economic and market conditions, compared to those that were incorporated into the Company's ACL and provision for credit losses during 2020.

Allowance for Credit Losses

At June 30, 2022, the ACL was $113.2 million and included an ALLL of $104.2 million and an RUC of $9.0 million. The ACL increased $5.4 million from December 31, 2021, primarily due to increased uncertainty in the macroeconomic outlook and the impact of loan growth in the first six months of 2022.

The ACL as a percentage of the total loan portfolio increased slightly to 0.83% at June 30, 2021, compared to 0.82% at December 31, 2021.

The following table summarizes activity in the ALLL during the quarters ended (dollars in thousands):

	June 30, 2022	December 31, 2021
Total ALLL	**$ 104,184**	$ 99,787
Total RUC	**9,000**	8,000
Total ACL	**$ 113,184**	$ 107,787
ALLL to total loans	**0.76 %**	0.76 %
ACL to total loans	**0.83 %**	0.82 %

The following table summarizes the net-charge off activity by segment for the periods indicated (dollars in thousands):

	Three months ended, June 30, 2022			Six months ended, June 30, 2022		
	Commercial	**Consumer**	**Total**	**Commercial**	**Consumer**	**Total**
Loans charged-off	**$ (1,007)**	**$ (950)**	**$ (1,957)**	**$ (1,766)**	**$ (1,700)**	**$ (3,466)**
Recoveries	**392**	**626**	**1,018**	**1,118**	**1,413**	**2,531**
Net charge-offs	**$ (615)**	**$ (324)**	**$ (939)**	**$ (648)**	**$ (287)**	**$ (935)**
Net charge-offs to average loans[(1)]	**0.02 %**	**0.06 %**	**0.03 %**	**0.01 %**	**0.03 %**	**0.01 %**

	Three months ended, June 30, 2021			Six months ended, June 30, 2021		
	Commercial	Consumer	Total	Commercial	Consumer	Total
Loans charged-off	$ (891)	$ (1,054)	$ (1,945)	$ (2,865)	$ (2,721)	$ (5,586)
Recoveries	1,042	834	1,876	2,648	1,697	4,345
Net charge-offs	$ 151	$ (220)	$ (69)	$ (217)	$ (1,024)	$ (1,241)
Net charge-offs to average loans[(1)]	NM	0.04 %	0.00 %	0.00 %	0.10 %	0.02 %

[(1)] *Annualized*

The following table shows the ACL by loan segment and the percentage of the loan portfolio that the related ACL covers as of the quarters ended (dollars in thousands):

	June 30, 2022			December 31, 2021		
	Commercial	**Consumer**	**Total**	**Commercial**	**Consumer**	**Total**
ACL	**$ 85,692**	**$ 27,492**	**$ 113,184**	$ 85,323	$ 22,464	$ 107,787
Loan %[(1)]	**84.2 %**	**15.8 %**	**100.0 %**	84.7 %	15.3 %	100.0 %
ACL to total loans	**0.75 %**	**1.28 %**	**0.83 %**	0.76 %	1.11 %	0.82 %

[(1)] *The percentage represents the loan balance divided by total loans*

The increase in the ACL for both loan segments is due to increased uncertainty in the macroeconomic outlook and the impact of loan growth in the first six months of 2022.

Deposits

As of June 30, 2022, total deposits were $16.1 billion, a decrease of $482.4 million or 5.9% annualized from December 31, 2021. Total interest-bearing deposits consist of NOW, money market, savings, and time deposit account balances. Total time deposit balances of $1.7 billion accounted for 15.8% of total interest-bearing deposits at June 30, 2022, compared to $1.9 billion and 16.3% at December 31, 2021.

The following table presents the deposit balances by major category as of the quarters ended (dollars in thousands):

	June 30, 2022		December 31, 2021	
Deposits:	Amount	% of total deposits	Amount	% of total deposits
Non-interest bearing	**$ 5,361,538**	**33.3 %**	$ 5,207,324	31.3 %
NOW accounts	**3,943,303**	**24.4 %**	4,176,032	25.1 %
Money market accounts	**3,956,050**	**24.6 %**	4,249,858	25.6 %
Savings accounts	**1,165,577**	**7.2 %**	1,121,297	6.8 %
Time deposits of $250,000 and over	**360,158**	**2.2 %**	452,193	2.7 %
Other time deposits	**1,342,009**	**8.3 %**	1,404,364	8.5 %
Total Deposits (1)	**$ 16,128,635**	**100.0 %**	$ 16,611,068	100.0 %

(1) *Includes uninsured deposits of $5.6 billion and $5.9 billion as of June 30, 2022 and December 31, 2021, respectively. Amounts are based on estimated amounts of uninsured deposits as of the reported period.*

The Company may also borrow additional funds by purchasing certificates of deposit through a nationally recognized network of financial institutions. The Company utilizes this funding source when rates are more favorable than other funding sources; however, it had reduced the usage of purchased certificates of deposit, as compared to historical levels, due to increased customer deposit balances since the beginning of COVID-19. As of June 30, 2022, customer deposits have begun to decline, resulting in the Company purchasing $58.7 million of certificates of deposit. At December 31, 2021 the Company had no purchased certificates of deposit.

Maturities of uninsured time deposits in excess of FDIC limits as of June 30, 2022 and December 31, 2021 were as follows (dollars in thousands):

	June 30, 2022	December 31, 2021
Within 3 Months	**$ 18,957**	$ 42,696
3 - 6 Months	**50,701**	30,313
6 - 12 Months	**47,560**	101,942
Over 12 Months	**90,690**	104,242
Total	**$ 207,908**	$ 279,193

Capital Resources

Capital resources represent funds, earned or obtained, over which financial institutions can exercise greater or longer control in comparison with deposits and borrowed funds. The adequacy of the Company's capital is reviewed by management on an ongoing basis with reference to size, composition, and quality of the Company's resources and consistency with regulatory requirements and industry standards. Management seeks to maintain a capital structure that will assure an adequate level of capital to support anticipated asset growth and to absorb potential losses, yet allow management to effectively leverage its capital to maximize return to shareholders.

On December 10, 2021, the Company's Board of Directors authorized the Repurchase Program to purchase up to $100.0 million of the Company's common stock through December 9, 2022 in open market transactions or privately negotiated transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 and /or Rule 10b-18 under the Exchange Act. As part of the Repurchase Program, approximately 1.3 million shares (or $48.2 million) were repurchased during the six months ended June 30, 2022, and of these shares, approximately 649,000 shares (or $23.2 million) were repurchased during the second quarter of 2022. Approximately $51.8 million of share repurchases remain available under the Repurchase Program at June 30, 2022.

For information about the Company's stock repurchase activity and the Repurchase Program, please refer to Note 9 "Stockholders' Equity" in Part I, Item 1 and Part II, Item 2 of this Quarterly Report.

The Federal Reserve requires the Company and the Bank to comply with the following minimum capital ratios: (i) a common equity Tier 1 capital ratio of 7.0% of risk-weighted assets; (ii) a Tier 1 capital ratio of 8.5% of risk-weighted assets; (iii) a total capital ratio of 10.5% of risk-weighted assets; and (iv) a leverage ratio of 4.0% of total assets. These ratios, with the exception of the leverage ratio, include a 2.5% capital conservation buffer, which is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of common equity Tier 1 to risk-weighted assets above the minimum but below the conservation buffer will face constraints on dividends, equity repurchases, and compensation based on the amount of the shortfall.

On March 27, 2020, the banking agencies issued an interim final rule that allows the Company to phase in the impact of adopting the CECL methodology up to two years, with a three-year transition period to phase out the cumulative benefit to regulatory capital provided during the two-year delay. The Company is allowed to include the impact of the CECL transition, which is defined as the CECL Day 1 impact to capital plus 25% of the Company's provision for credit losses during 2020, in regulatory capital through 2021. The Company elected to phase-in the regulatory capital impact as permitted under the aforementioned interim final rule. Beginning in 2022, the transition amount began to impact regulatory capital by phasing it in over a three-year period ending in 2024.

The table summarizes the Company's regulatory capital and related ratios for the periods presented [2] (dollars in thousands):

	June 30, 2022	December 31, 2021	June 30, 2021
Common equity Tier 1 capital	**$ 1,592,401**	$ 1,569,752	$ 1,574,570
Tier 1 capital	**1,758,758**	1,736,108	1,740,926
Tier 2 capital	**456,853**	437,435	354,132
Total risk-based capital	**2,215,611**	2,173,543	2,095,059
Risk-weighted assets	**15,995,009**	15,336,432	14,913,244
Capital ratios:			
Common equity Tier 1 capital ratio	**9.96%**	10.24%	10.56%
Tier 1 capital ratio	**11.00%**	11.32%	11.67%
Total capital ratio	**13.85%**	14.17%	14.05%
Leverage ratio (Tier 1 capital to average assets)	**9.26%**	9.01%	9.20%
Capital conservation buffer ratio [1]	**5.00%**	5.32%	5.67%
Common equity to total assets	**11.32%**	12.68%	12.91%
Tangible common equity to tangible assets [+]	**6.78%**	8.20%	8.40%

[1] *Calculated by subtracting the regulatory minimum capital ratio requirements from the Company's actual ratio results for Common equity, Tier 1, and Total risk based capital. The lowest of the three measures represents the Company's capital conservation buffer ratio.*
[2] *All ratios and amounts at June 30, 2022 are estimates and subject to change pending the Company's filing of its FR Y9-C. All other periods are presented as filed.*
[+] *Refer to "Non-GAAP Financial Measures" section within this Item 2 for more information about this non-GAAP financial measure, including a reconciliation of this measure to the most directly comparable financial measure calculated in accordance with GAAP.*

NON-GAAP FINANCIAL MEASURES

In this Quarterly Report, the Company has provided supplemental performance measures on a tax-equivalent, tangible, operating, adjusted or pre-tax pre-provision basis. These non-GAAP financial measures are a supplement to GAAP, which is used to prepare the Company's financial statements and should not be considered in isolation or as a substitute for comparable measures calculated in accordance with GAAP. In addition, the Company's non-GAAP financial measures may not be comparable to non-GAAP financial measures of 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.

Net interest income (FTE), which is used in computing net interest margin (FTE), provides valuable additional insight into the net interest margin by adjusting for differences in the tax treatment of interest income sources. The entire FTE adjustment is attributable to interest income on earning assets, which is used in computing the yield on earning assets. Interest expense and the related cost of interest-bearing liabilities and cost of funds ratios are not affected by the FTE components.

The following table reconciles non-GAAP financial measures from the most directly comparable GAAP financial measures for each of the periods presented (dollars in thousands):

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Interest Income (FTE)				
Interest and dividend income (GAAP)	**$ 148,755**	$ 150,852	**$ 287,212**	$ 298,525
FTE adjustment	**3,577**	3,144	**6,912**	6,197
Interest and dividend income (FTE) (non-GAAP)	**$ 152,332**	$ 153,996	**$ 294,124**	$ 304,722
Average earning assets	**$ 17,646,470**	$ 17,868,938	**$ 17,765,085**	$ 17,781,005
Yield on interest-earning assets (GAAP)	**3.38 %**	3.39 %	**3.26 %**	3.39 %
Yield on interest-earning assets (FTE) (non-GAAP)	**3.46 %**	3.46 %	**3.34 %**	3.46 %
Net Interest Income (FTE)				
Net interest income (GAAP)	**$ 138,767**	$ 140,548	**$ 269,698**	$ 275,446
FTE adjustment	**3,577**	3,144	**6,912**	6,197
Net interest income (FTE) (non-GAAP)	**$ 142,344**	$ 143,692	**$ 276,610**	$ 281,643
Noninterest income (GAAP)	**38,286**	28,466	**68,439**	59,451
Total revenue (FTE) (non-GAAP)	**$ 180,630**	$ 172,158	**$ 345,049**	$ 341,094
Average earning assets	**$ 17,646,470**	$ 17,868,938	**$ 17,765,085**	$ 17,781,005
Net interest margin (GAAP)	**3.15 %**	3.15 %	**3.06 %**	3.12 %
Net interest margin (FTE) (non-GAAP)	**3.24 %**	3.23 %	**3.14 %**	3.19 %

The Company believes tangible common equity is an important indication of its ability to grow organically and through business combinations as well as its ability to pay dividends and to engage in various capital management strategies. Tangible common equity is used in the calculation of certain profitability, capital, and per share ratios. The Company believes tangible common equity and related ratios are meaningful measures of capital adequacy because they provide a meaningful basis for period-to-period and company-to-company comparisons, which the Company believes will assist investors in assessing the capital of the Company and its ability to absorb potential losses.

The following table reconciles non-GAAP financial measures from the most directly comparable GAAP financial measures for each of the periods presented (dollars in thousands):

	Three Months Ended June 30, 2022	Three Months Ended December 31, 2021	Three Months Ended June 30, 2021
Tangible Assets			
Ending Assets (GAAP)	**$ 19,661,799**	$ 20,064,796	$ 19,989,356
Less: Ending goodwill	**925,211**	935,560	935,560
Less: Ending amortizable intangibles	**31,621**	43,312	49,917
Ending tangible assets (non-GAAP)	**$ 18,704,967**	$ 19,085,924	$ 19,003,879
Tangible Common Equity			
Ending Equity (GAAP)	**$ 2,391,476**	$ 2,710,071	$ 2,747,597
Less: Ending goodwill	**925,211**	935,560	935,560
Less: Ending amortizable intangibles	**31,621**	43,312	49,917
Less: Perpetual preferred stock	**166,357**	166,357	166,357
Ending tangible common equity (non-GAAP)	**$ 1,268,287**	$ 1,564,842	$ 1,595,763
Average equity (GAAP)	**$ 2,445,045**	$ 2,715,610	$ 2,747,864
Less: Average goodwill	**935,446**	935,560	935,560
Less: Average amortizable intangibles	**38,707**	44,866	51,637
Less: Average perpetual preferred stock	**166,356**	166,356	166,356
Average tangible common equity (non-GAAP)	**$ 1,304,536**	$ 1,568,828	$ 1,594,311
Common equity to total assets (GAAP)	**11.32 %**	12.68 %	12.91 %
Tangible common equity to tangible assets (non-GAAP)	**6.78 %**	8.20 %	8.40 %
Book value per share (GAAP)	**$ 29.95**	$ 33.80	$ 33.30

Adjusted operating measures exclude the losses related to balance sheet repositioning (principally composed of losses on debt extinguishment), gains or losses on sale of securities, gain on the sale of DHFB, as well as branch closing and facility consolidation costs (principally composed of real estate, leases and other assets write downs, as well as severance associated with branch closing and corporate expense reduction initiatives). The Company believes these non-GAAP adjusted measures provide investors with important information about the continuing economic results of the organization's operations. Prior periods in this Quarterly Report have been adjusted for previously announced branch closing and corporate expense reduction initiatives.

The following table reconciles non-GAAP financial measures from the most directly comparable GAAP financial measures for each of the periods presented (dollars in thousands, except per share amounts):

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Adjusted Operating Earnings & EPS				
Net income (GAAP)	**$ 62,226**	$ 85,384	**$ 105,916**	$ 141,573
Plus: Net loss related to balance sheet repositioning, net of tax	**—**	—	**—**	11,609
Less: (Loss) gain on sale of securities, net of tax	**(2)**	—	**(2)**	62
Less: Gain on sale of DHFB, net of tax	**7,984**	—	**7,984**	—
Plus: Branch closing and facility consolidation costs, net of tax	**—**	(17)	**4,351**	713
Adjusted operating earnings (non-GAAP)	**$ 54,244**	$ 85,367	**$ 102,285**	$ 153,833
Less: Dividends on preferred stock	**2,967**	2,967	**5,934**	5,934
Adjusted operating earnings available to common shareholders (non-GAAP)	**$ 51,277**	$ 82,400	**$ 96,351**	$ 147,899
Weighted average common shares outstanding, diluted	**74,849,871**	78,843,724	**75,201,326**	78,863,859
Earnings per common share, diluted (GAAP)	**$ 0.79**	$ 1.05	**$ 1.33**	$ 1.72
Adjusted operating earnings per common share, diluted (non-GAAP)	**$ 0.69**	$ 1.05	**$ 1.28**	$ 1.88

Adjusted operating measures exclude the amortization of intangibles, losses related to balance sheet repositioning (principally composed of losses on debt extinguishment), gains or losses on sale of securities, as well as branch closing and facility consolidation costs (principally composed of real estate, leases and other assets write downs, as well as severance associated with branch closing and corporate expense reduction initiatives). The Company believes this adjusted measure provides investors with important information about the continuing economic results of the organization's operations. Net interest income (FTE) , which is used in computing net interest margin (FTE)provides valuable additional insight into the net interest margin by adjusting for differences in tax treatment of interest income sources. The entire FTE adjustment is attributable to interest income on earning assets, which is used in computing yield on earning assets. Interest expense is not affected by the FTE components.

The following table reconciles non-GAAP financial measures from the most directly comparable GAAP financial measures for each of the periods presented (dollars in thousands):

	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Adjusted Operating Noninterest Expense & Noninterest Income				
Noninterest expense (GAAP)	**$ 98,768**	$ 91,971	**$ 204,089**	$ 203,908
Less: Amortization of intangible assets	**2,915**	3,568	**5,954**	7,298
Less: Losses related to balance sheet repositioning	**—**	—	**—**	14,695
Less: Branch closing and facility consolidation costs	**—**	(22)	**5,508**	902
Adjusted operating noninterest expense (non-GAAP)	**$ 95,853**	$ 88,425	**$ 192,627**	$ 181,013
Noninterest income (GAAP)	**$ 38,286**	$ 28,466	**$ 68,439**	$ 59,451
Less: (Loss) gain on sale of securities	**(2)**	—	**(2)**	78
Less: Gain on sale of DHFB	**9,082**	—	**9,082**	—
Adjusted operating noninterest income (non-GAAP)	**$ 29,206**	$ 28,466	**$ 59,359**	$ 59,373

PPP adjustment impact excludes the unforgiven portion of PPP loans. The Company believes LHFI (net of deferred fees and costs), excluding PPP is useful to investors as it provides more clarity on the Company's organic growth.

The following table reconciles non-GAAP financial measures from the most directly comparable GAAP financial measures for each of the periods presented (dollars in thousands):

	Three Months Ended			Six Months Ended	
	June 30, 2022	December 31, 2021	June 30, 2021	June 30, 2022	June 30, 2021
Adjusted Loans					
Loans held for investment (net of deferred fees and costs)(GAAP)	**$ 13,655,408**	$ 13,195,843	$ 13,697,929	**$ 13,655,408**	$ 13,697,929
Less: PPP adjustments (net of deferred fees and costs)	**21,749**	150,363	859,386	**21,749**	859,386
Total adjusted loans (non-GAAP)	**$ 13,633,659**	$ 13,045,480	$ 12,838,543	**$ 13,633,659**	$ 12,838,543
Average loans held for investment (net of deferred fees and costs) (GAAP)	**$ 13,525,529**	$ 13,082,412	$ 13,971,939	**$ 13,413,780**	$ 14,017,777
Less: Average PPP adjustments (net of deferred fees and costs)	**43,391**	288,204	1,187,641	**73,052**	1,248,147
Total adjusted average loans (non-GAAP)	**$ 13,482,138**	$ 12,794,208	$ 12,784,298	**$ 13,340,728**	$ 12,769,630

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates, and equity prices. The Company's market risk is composed primarily of interest rate risk. The ALCO of the Company is responsible for reviewing the interest rate sensitivity position of the Company and establishing policies to monitor and limit exposure to this risk. The Company's Board of Directors reviews and approves the guidelines established by ALCO.

Interest rate risk is monitored through the use of three complementary modeling tools: static gap analysis, earnings simulation modeling, and economic value simulation (net present value estimation). Each of these models measures changes in a variety of interest rate scenarios. While each of the interest rate risk models has limitations, taken together they represent a reasonably comprehensive view of the magnitude of interest rate risk in the Company, the distribution of risk along the yield curve, the level of risk through time, and the amount of exposure to changes in certain interest rate relationships. Static gap, which measures aggregate re-pricing values, is less utilized because it does not effectively measure the options risk impact on the Company and is not addressed here. Earnings simulation and economic value models, which more effectively measure the cash flow and optionality impacts, are utilized by management on a regular basis and are explained below.

The Company determines the overall magnitude of interest sensitivity risk and then formulates policies and practices governing asset generation and pricing, funding sources and pricing, and off-balance sheet commitments. These decisions are based on management's expectations regarding future interest rate movements, the states of the national, regional and local economies, and other financial and business risk factors. The Company uses simulation modeling to measure and monitor the effect of various interest rate scenarios and business strategies on net interest income. This modeling reflects interest rate changes and the related impact on net interest income and net income over specified time horizons.

Earnings Simulation Analysis

Management uses simulation analysis to measure the sensitivity of net interest income to changes in interest rates. The model calculates an earnings estimate based on current and projected balances and rates. This method is subject to the accuracy of the assumptions that underlie the process, but it provides a better analysis of the sensitivity of earnings to changes in interest rates than other analyses, such as the static gap analysis discussed above.

Assumptions used in the model are derived from historical trends and management's outlook and include loan and deposit growth rates and projected yields and rates. These assumptions may not materialize and unanticipated events and circumstances may occur. The model also does not take into account any future actions of management to mitigate the impact of interest rate changes. Such assumptions are monitored by management and periodically adjusted as appropriate. All maturities, calls, and prepayments in the securities portfolio are assumed to be reinvested in like instruments. MBS prepayment assumptions are based on industry estimates of prepayment speeds for portfolios with similar coupon ranges and seasoning.

Different interest rate scenarios and yield curves are used to measure the sensitivity of earnings to changing interest rates. Interest rates on different asset and liability accounts move differently when the prime rate changes and are reflected in the different rate scenarios.

The Company uses its simulation model to estimate earnings in rate environments where rates are instantaneously shocked up or down around a "most likely" rate scenario, based on implied forward rates and futures curves. The analysis assesses the impact on net interest income over a 12-month time horizon after an immediate increase or "shock" in rates, of 100 bps up to 300 bps. The model, under all scenarios, does not drop the index below zero.

The following table represents the interest rate sensitivity on net interest income for the Company across the rate paths modeled for balances as of June 30, 2022, December 31, 2021, and June 30, 2021:

	Change In Net Interest Income		
	June 30, 2022	**December 31, 2021**	**June 30, 2021**
	%	**%**	**%**
Change in Yield Curve:			
+300 basis points	**19.04**	30.15	20.74
+200 basis points	**12.81**	20.39	13.82
+100 basis points	**6.54**	10.33	6.81
Most likely rate scenario	**—**	—	—
-100 basis points	**(7.33)**	(9.20)	(4.58)
-200 basis points	**(16.45)**	(13.62)	(5.48)

Asset sensitivity indicates that in a rising interest rate environment, the Company's net interest income would increase and in a decreasing interest rate environment, the Company's net interest income would decrease. Liability sensitivity indicates that in a rising interest rate environment, the Company's net interest income would decrease and in a decreasing interest rate environment, the Company's net interest income would increase.

From a net interest income perspective, the Company was generally less asset sensitive as of June 30, 2022, compared to its position as of June 30, 2021. This shift is in part due to the changing market characteristics of certain loan and deposit products and in part due to various other balance sheet strategies. The Company would expect net interest income to increase with an immediate increase or shock in market rates. In the decreasing interest rate environments, the Company would expect a decline in net interest income as interest-earning assets re-price at lower rates and interest-bearing deposits remain at or near their floors.

Economic Value Simulation

Economic value simulation is used to calculate the estimated fair value of assets and liabilities over different interest rate environments. Economic values are calculated based on discounted cash flow analysis. The net economic value of equity is the economic value of all assets minus the economic value of all liabilities. The change in net economic value over different rate environments is an indication of the longer-term earnings capability of the balance sheet. The same assumptions are used in the economic value simulation as in the earnings simulation. The economic value simulation uses instantaneous rate shocks to the balance sheet.

The following chart reflects the estimated change in net economic value over different rate environments using economic value simulation for the balances at the quarterly periods ended June 30, 2022, December 31, 2021, and June 30, 2021:

	Change In Economic Value of Equity		
	June 30, 2022	December 31, 2021	June 30, 2021
	%	%	%
Change in Yield Curve:			
+300 basis points	**(8.07)**	(6.85)	3.06
+200 basis points	**(5.43)**	(3.55)	2.77
+100 basis points	**(2.07)**	(1.22)	2.03
Most likely rate scenario	**—**	—	—
-100 basis points	**0.97**	(4.82)	(3.84)
-200 basis points	**(2.45)**	(12.89)	(4.12)

As of June 30, 2022, the Company's economic value of equity is generally less asset sensitive in a rising interest rate environment compared to its position as of June 30, 2021 primarily due to the composition of the Consolidated Balance Sheets and due in part to the pricing characteristics and assumptions of certain deposits.

ITEM 4 – CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2022. The term "disclosure controls and procedures," as defined in Rule 13a-15(e) under the Exchange Act, means controls and other procedures that are designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and to ensure that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2022, the Company's disclosure controls and procedures were effective at the reasonable assurance level.

In designing and evaluating the Company's disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control Over Financial Reporting

Management has taken measures to maintain the internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2022. There have been no changes during the quarter ended June 30, 2022 that have materially affected, or are reasonably likely to materially affect, the internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

In the ordinary course of its operations, the Company and its subsidiaries are parties to various legal proceedings. Based on the information presently available, and after consultation with legal counsel, management believes that the ultimate outcome in such proceedings, in the aggregate, will not have a material adverse effect on the business or the financial condition or results of operations of the Company, subject to the potential outcomes of previously disclosed proceedings. There have been no material changes with respect to the Company's previously disclosed proceedings.

ITEM 1A – RISK FACTORS

During the quarter ended June 30, 2022, there have been no material changes from the risk factors previously disclosed under Part I, Item 1A. "Risk Factors" in the Company's 2021 Annual Report.

An investment in the Company's securities involves risks. In addition to the other information set forth in this Quarterly Report, including the information addressed under "Forward-Looking Statements," investors in the Company's securities should carefully consider the factors discussed in the Company's 2021 Annual Report. These factors could materially and adversely affect the Company's business, financial condition, liquidity, results of operations, and capital position and could cause the Company's actual results to differ materially from its historical results or the results contemplated by the forward-looking statements contained in this report, in which case the trading price of the Company's securities could decline.

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

(a) Sales of Unregistered Securities – None

(b) Use of Proceeds – Not Applicable.

(c) Issuer Purchases of Securities

Stock Repurchase Program; Other Repurchases

On December 10, 2021, the Company's Board of Directors authorized a new share repurchase program (the "Repurchase Program") to purchase up to $100.0 million of the Company's common stock through December 9, 2022 in open market transactions or privately negotiated transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 and /or Rule 10b-18 under the Exchange Act. The Repurchase Program permits management to repurchase shares of the Company's common stock from time to time at management's discretion. The actual means and timing of any shares purchased under the Repurchase Program will depend on a variety of factors, including the market price of the Company's common stock, general market and economic conditions, and applicable legal and regulatory requirements. The Repurchase Program does not obligate the Company to purchase any particular number of shares.

The following information describes the Company's common stock repurchases for the three months ended June 30, 2022:

Period	Total number of shares purchased[(1)]	Average price paid per share ($)[(2)]	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs ($)[(2)]
April 1 - April 30, 2022	**450,774**	**36.26**	**449,275**	**58,689,927**
May 1 - May 31, 2022	**201,046**	**34.62**	**199,933**	**51,767,233**
June 1 - June 30, 2022	**6,732**	**33.92**	**—**	**51,767,233**
Total	**658,552**	**35.74**	**649,208**	

(1) *For the three months ended June 30, 2022, 9,344 shares were withheld upon vesting of restricted shares granted to employees of the Company in order to satisfy tax withholding obligations.*
(2) *These amounts include fees and commissions associated with the shares repurchased.*

ITEM 6 – EXHIBITS

The following exhibits are filed as part of this Quarterly Report and this list includes the Exhibit Index:

Exhibit No.	Description
2.2	Agreement and Plan of Reorganization, dated as of October 4, 2018, as amended on December 7, 2018, by and between Union Bankshares Corporation and Access National Corporation (incorporated by reference to Annex A to Form S-4/A Registration Statement filed on December 10, 2018; SEC file no. 333-228455).
3.1	Amended and Restated Articles of Incorporation of Atlantic Union Bankshares Corporation, effective May 7, 2020 (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on May 7, 2020).
3.1.1	Articles of Amendment designating the 6.875% Perpetual Non-Cumulative Preferred Stock, Series A, effective June 9, 2020 (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on June 9, 2020).
3.2	Amended and Restated Bylaws of Atlantic Union Bankshares Corporation, effective as of December 5, 2019 (incorporated by reference to Exhibit 3.3 to Annual Report on Form 10-K filed on February 25, 2020).
15.1	Letter regarding unaudited interim financial information.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer and Principal Financial and Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive data files formatted in Inline eXtensible Business Reporting Language for the quarter ended June 30, 2022 pursuant to Rule 405 of Regulation S-T (1): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income (unaudited), (iii) the Consolidated Statements of Comprehensive Income (unaudited), (iv) the Consolidated Statements of Changes in Stockholders' Equity (unaudited), (v) the Consolidated Statements of Cash Flows (unaudited) and (vi) the Notes to Consolidated Financial Statements (unaudited).
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, formatted in Inline eXtensible Business Reporting Language (included with Exhibit 101).

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.

	Atlantic Union Bankshares Corporation
	(Registrant)
Date: August 4, 2022	By: /s/ John C. Asbury John C. Asbury, President and Chief Executive Officer (principal executive officer)
Date: August 4, 2022	By: /s/ Robert M. Gorman Robert M. Gorman, Executive Vice President and Chief Financial Officer (principal financial and accounting officer)

Exhibit 15.1

The Shareholders and Board of Directors of Atlantic Union Bankshares Corporation:

We are aware of the incorporation by reference in the Registration Statements (Form S-3 No. 333-248544, Form S-3 No. 333-102012, Form S-3 No. 333-81199, Form S-8 No. 333-255994, Form S-8 No. 333-203580, Form S-8 No. 333-193364, Form S-8 No. 333-175808, Form S-8 No. 333-113842, Form S-8 No. 333-113839 and Form S-8 No. 333-228455) of Atlantic Union Bankshares Corporation of our report dated August 4, 2022 relating to the unaudited consolidated interim financial statements of Atlantic Union Bankshares Corporation that are included in its Form 10-Q for the quarter ended June 30, 2022.

/s/ Ernst & Young LLP

Richmond, Virginia
August 4, 2022

Exhibit 31.1

CERTIFICATIONS

I, John C. Asbury, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Atlantic Union Bankshares Corporation;

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

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

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

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

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

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

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

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

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

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

Date: August 4, 2022

/s/ John C. Asbury

John C. Asbury,
President and Chief Executive Officer

A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act of 2002 has been provided to Atlantic Union Bankshares Corporation and will be retained by Atlantic Union Bankshares Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 31.2

CERTIFICATIONS

I, Robert M. Gorman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Atlantic Union Bankshares Corporation;

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

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

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

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

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

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

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

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

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

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

Date: August 4, 2022

/s/ Robert M. Gorman

Robert M. Gorman,
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act of 2002 has been provided to Atlantic Union Bankshares Corporation and will be retained by Atlantic Union Bankshares Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.1

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

In connection with the Quarterly Report of Atlantic Union Bankshares Corporation (the "Company") on Form 10-Q for the quarter ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Executive Officer and Chief Financial Officer of the Company hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 that based on their knowledge and belief: 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

/s/ John C. Asbury

John C. Asbury, President and Chief Executive Officer

August 4, 2022

/s/ Robert M. Gorman

Robert M. Gorman, Executive Vice President and Chief Financial Officer

August 4, 2022

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