# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

## FORM 8-K

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

Date of Report

Delaware

(State of Incorporation)

130 Merchant Street

(Address of principal executive offices)

July 22, 2019

Hawaii

(State)

99-0148992

(IRS Employer Identification No.)

96813

(Zip Code)

(Date of earliest event reported)

## **BANK OF HAWAII CORP**

(Exact name of registrant as specified in its charter)

1-6887

(Commission File Number)

(888) 643-3888 (Registrant's telephone number, including area code)

Honolulu

(City)

	(Former name or form	<b>N/A</b> ner address, if changed since last r	eport)	
Securities registered pursuant to Section 12(b)	) of the Act:			
Title of each class Common Stock \$.01 Pa	r Value	Trading Symbol BOH	Name of each exchange on which registered New York Stock Exchange	l
theck the appropriate box below if the Form 8 rovisions (see General Instruction A.2. below	•	simultaneously satisfy the filing	g obligation of the registrant under any of	the following
☐ Written communications pursuant to	Rule 425 under the Sec	urities Act (17 CFR 230.425)		
$\square$ Soliciting material pursuant to Rule	14a-12 under the Exchar	nge Act (17 CFR 240.14a-12)		
☐ Pre-commencement communication	s pursuant to Rule 14d-2	(b) under the Exchange Act (1	7 CFR 240.14d-2(b))	
☐ Pre-commencement communication	s pursuant to Rule 13e-4	(c) under the Exchange Act (1	7 CFR 240.13e-4 (c))	
ndicate by check mark whether the registrant r Rule 12b-2 of the Securities Exchange Act			of the Securities Act of 1933 (§230.405	of this chapter)
Emerging growth company $\ \square$				
an emerging growth company, indicate by clevised financial accounting standards provide	_		ended transition period for complying wi	th any new or

#### Item 2.02. Results of Operations and Financial Condition.

On July 22, 2019, Bank of Hawaii Corporation announced its results of operations for the quarter ended June 30, 2019. The public announcement was made by means of a press release, the text of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

## Exhibit No.

99.1 July 22, 2019 Press Release: Bank of Hawaii Corporation Second Quarter 2019 Financial Results. Any internet addresses provided in this release are for informational purposes only and are not intended to be hyperlinks. Furnished herewith.

#### Signatures

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

Date: July 22, 2019 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary





Media Inquiries

Stafford Kiguchi Telephone: 808-694-8580 Mobile: 808-265-6367 E-mail: Stafford.Kiguchi@boh.com

#### Investor/Analyst Inquiries

Cindy Wyrick Telephone: 808-694-8430 E-mail: Cindy, Wyrick @ boh.com

## **Bank of Hawaii Corporation Second Quarter 2019 Financial Results**

- Diluted Earnings Per Share \$1.40
- Net Income \$56.9 Million
- Board of Directors Approves Dividend of \$0.65 Per Share

#### FOR IMMEDIATE RELEASE

**HONOLULU, HI** (July 22, 2019) -- Bank of Hawaii Corporation (NYSE: BOH) today reported diluted earnings per share of \$1.40 for the second quarter of 2019, down from diluted earnings per share of \$1.43 in the previous quarter, and up from diluted earnings per share of \$1.30 in the same quarter last year. Net income for the second quarter of 2019 was \$56.9 million compared with net income of \$58.8 million in the first quarter of 2019 and net income of \$54.7 million in the second quarter of 2018.

Loan and lease balances increased to \$10.8 billion at June 30, 2019, up 2.0 percent from March 31, 2019, and up 7.0 percent compared with June 30, 2018. Total deposits were \$15.5 billion at the end of the second quarter of 2019, up 1.5 percent from March 31, 2019 and up 3.7 percent compared with June 30, 2018.

"Bank of Hawaii Corporation continued to perform well during the second quarter of 2019," said Peter Ho, Chairman, President and CEO. "Loans and deposits continued to grow, asset quality remains strong, and we maintained our disciplined approach to risk, capital, and expense management."

The return on average assets for the second quarter of 2019 was 1.31 percent, down from 1.38 percent in the previous quarter and up from 1.30 percent in the same quarter last year. The return on average equity for the second quarter of 2019 was 17.97 percent, down from 18.81 percent for the first quarter of 2019 and up from 17.68 percent for the second quarter of 2018. The efficiency ratio for the second quarter of 2019 improved to 54.69 percent compared with 55.22 percent in the previous quarter and 56.12 percent in the same quarter last year.

For the six-month period ended June 30, 2019, net income was \$115.7 million, an increase of \$6.9 million from net income of \$108.8 million during the same period last year. Diluted earnings per share were \$2.82 for the first half of 2019, an increase of \$0.25 from diluted earnings per share of \$2.57 for the first half of 2018.

The return on average assets for the six-month period ended June 30, 2019 was 1.34 percent compared with the return on average assets of 1.29 percent for the same six months in 2018. The year-to-date return on average equity was 18.39 percent for the first half of 2019 compared with the return on average equity of 17.71 percent for the six-month period ended June 30, 2018. The efficiency ratio for the first half of 2019 improved to 54.95 percent compared with 57.01 percent in the same period last year.

#### **Financial Highlights**

Net interest income, on a taxable equivalent basis, for the second quarter of 2019 was \$124.7 million, a decrease of \$1.1 million compared with \$125.8 million in the first quarter of 2019 and an increase of \$2.9 million compared with \$121.8 million in the second quarter of 2018. Net interest income, on a taxable equivalent basis, for the first half of 2019 was \$250.5 million, an increase of \$8.4 million compared with net interest income of \$242.1 million for the first half of 2018. Analyses of the changes in net interest income are included in Tables 8a, 8b and 8c.

The net interest margin was 3.04 percent for the second quarter of 2019, down 8 basis points from 3.12 percent in the previous quarter and equal to the net interest margin of 3.04 percent in the second quarter of 2018. The net interest margin for the first six months of 2019 was 3.08 percent compared with the net interest margin of 3.02 percent for the same six-month period last year.

Results for the second quarter of 2019 included a provision for credit losses of \$4.0 million compared with \$3.0 million in the previous quarter and \$3.5 million in the same quarter last year. The provision for credit losses during the first half of 2019 was \$7.0 million compared with a provision for credit losses of \$7.6 million during the same period in 2018.

Noninterest income was \$45.5 million in the second quarter of 2019, an increase of \$1.8 million compared with \$43.7 million in the first quarter of 2019 and an increase of \$4.2 million compared with \$41.3 million in the second quarter of 2018. There were no significant items in noninterest income during the second quarter of 2019. Noninterest income in the first quarter of 2019 included a \$1.4 million commission related to insurance products offered through a third-party administrator. Noninterest income during the second quarter of 2018 included a negative adjustment of \$1.0 million related to a change in the Visa Class B conversion ratio. Noninterest income for the first half of 2019 was \$89.1 million, an increase of \$3.8 million compared with noninterest income of \$85.3 million for the first half of 2018.

Noninterest expense was \$92.7 million in the second quarter of 2019, a decrease of \$0.4 million compared with \$93.1 million in the first quarter of 2019 and an increase of \$1.9 million compared with \$90.8 million in the second quarter last year. There were no significant items in noninterest expense during the second quarter of 2019 or the second quarter of 2018. Noninterest expense in the first quarter of 2019 included seasonal payroll expenses of approximately \$2.7 million. Noninterest expense for the first half of 2019 was \$185.8 million, an increase of \$0.6 million compared with noninterest expense of \$185.2 million for the first half of 2018. An analysis of noninterest expenses related to salaries and benefits is included in Table 9.

The effective tax rate for the second quarter of 2019 was 21.84 percent compared with 18.85 percent in the previous quarter and 18.94 percent in the same quarter last year. The higher effective tax rate in the second quarter of 2019 was primarily due to repositioning of the investment securities portfolio which reduced municipal securities and the related tax benefit. The effective tax rate for the first half of 2019 was 20.35 percent compared with an effective tax rate of 17.60 percent during the same period last year.

The Company's business segments are defined as Retail Banking, Commercial Banking, Investment Services and Private Banking, and Treasury & Defense Results for the business segments are determined based on the Company's internal financial management reporting process and organizational structure. Selected financial information is included in Tables 13a and 13b.

#### **Asset Quality**

The Company's asset quality continued to remain strong during the second quarter of 2019. Total non-performing assets were \$21.8 million at June 30, 2019 compared with \$17.9 million at March 31, 2019 and \$15.2 million at June 30, 2018. The increase in non-performing assets during the second quarter of 2019 is due to the addition of commercial mortgage loan exposure to one customer in Guam. As a percentage of total loans and leases, including foreclosed real estate, non-performing assets were 0.20 percent at the end of the second quarter of 2019 compared with 0.17 percent at the end of the first quarter of 2019 and 0.15 percent at the end of the second quarter last year.

Accruing loans and leases past due 90 days or more were \$6.4 million at June 30, 2019 compared with \$6.1 million at March 31, 2019 and \$13.3 million at June 30, 2018. Restructured loans not included in non-accrual loans or accruing loans past due 90 days or more were \$48.6 million at June 30, 2019, essentially flat with March 31, 2019 and down from \$50.2 million at June 30, 2018. More information on non-performing assets and accruing loans and leases past due 90 days or more is presented in Table 11.

Net loan and lease charge-offs during the second quarter of 2019 were \$2.4 million or 0.09 percent annualized of total average loans and leases outstanding. Loan and lease charge-offs of \$5.1 million during the quarter were partially offset by recoveries of \$2.8 million. Net charge-offs during the first quarter of 2019 were \$3.7 million or 0.14 percent annualized of total average loans and leases outstanding and comprised of \$6.8 million in charge-offs and recoveries of \$3.2 million. Net charge-offs during the second quarter of 2018 were \$3.3 million or 0.13 percent annualized of total average loans and leases outstanding and comprised of \$5.7 million in charge-offs and recoveries of \$2.4 million. Net charge-offs during the first half of 2019 were \$6.0 million or 0.12 percent annualized of total average loans and leases outstanding compared with net charge-offs of \$6.8 million or 0.14 percent annualized of total average loans and leases outstanding for the first half of 2018.

The allowance for loan and lease losses was \$107.7 million at June 30, 2019 compared with \$106.0 million at March 31, 2019 and \$108.2 million at June 30, 2018. The ratio of the allowance for loan and lease losses to total loans and leases was 1.00 percent at June 30, 2019, a decrease of 1 basis point from the previous quarter and 8 basis points from the second quarter last year. The reserve for unfunded commitments of \$6.8 million at June 30, 2019 was unchanged from March 31, 2019 and June 30, 2018. Details of loan and lease charge-offs, recoveries and the components of the total reserve for credit losses are summarized in Table 12.

#### **Other Financial Highlights**

Total assets were \$17.7 billion at June 30, 2019, up from \$17.4 billion at March 31, 2019 and \$17.1 billion at June 30, 2018. Average total assets were \$17.5 billion during the second quarter of 2019 compared with \$17.2 billion during the previous quarter and \$16.9 billion during the second quarter last year.

The investment securities portfolio was \$5.6 billion at June 30, 2019, up from \$5.5 billion at March 31, 2019 and down from \$5.7 billion at June 30, 2018. The portfolio remains largely comprised of securities issued by U.S. government agencies and includes \$3.0 billion in securities held to maturity and \$2.6 billion in securities available for sale. The securities portfolio at March 31, 2019 included \$3.7 billion in securities held to maturity and \$1.9 billion in securities available for sale compared with \$3.6 billion in securities held to maturity and \$2.1 billion in securities available for sale at June 30, 2018.

Total loans and leases were \$10.8 billion at June 30, 2019, up from \$10.5 billion at March 31, 2019, and \$10.1 billion at June 30, 2018. Average total loans and leases increased to \$10.6 billion during the second quarter of 2019 compared with \$10.5 billion during the previous quarter and \$10.0 billion during the same quarter last year. The commercial loan portfolio was \$4.1 billion at June 30, 2019, up \$102.1 million or 2.6 percent from commercial loans of \$4.0 billion at March 31, 2019, and up \$286.0 million or 7.5 percent from commercial loans of \$3.8 billion at June 30, 2018. The consumer loan portfolio increased to \$6.7 billion at June 30, 2019, up \$108.5 million or 1.7 percent from consumer loans of \$6.5 billion at March 31, 2019 and up \$419.8 million or 6.7 percent from consumer loans of \$6.2 billion at June 30, 2018. Loan and lease portfolio balances are summarized in Table 10.

Total deposits were \$15.5 billion at June 30, 2019, up from \$15.3 billion at March 31, 2019 and \$14.9 billion at June 30, 2018. Average total deposits were \$15.2 billion during the second quarter of 2019, up from \$15.0 billion during the previous quarter and \$14.7 billion during the same quarter last year. Consumer deposits of \$7.9 billion at June 30, 2019 were down \$64.5 million or 0.8 percent from consumer deposits at March 31, 2019 and up \$207.8 million or 2.7 percent from consumer deposits of \$7.7 billion at June 30, 2018. Commercial deposits increased to \$6.2 billion at June 30, 2019, up \$16.9 million or 0.3 percent from commercial deposits of \$6.2 billion at March 31, 2019 and up \$257.6 million or 4.3 percent from commercial deposits of \$5.9 billion at June 30, 2018. Other deposits, including public funds, were \$1.4 billion at June 30, 2019, up \$269.1 million from other deposits of \$1.2 billion at March 31, 2019 and up \$80.0 million from other deposits of \$1.3 billion at June 30, 2018. The increase in other deposits from the previous quarter was largely due to seasonal public demand deposits. Deposit balances are summarized in Tables 7a, 7b, and 10.

During the second quarter of 2019, the Company repurchased 433.4 thousand shares of common stock at a total cost of \$34.9 million under its share repurchase program at an average cost was \$80.49 per share. From the beginning of the share repurchase program initiated during July of 2001 through June 30, 2019, the Company has repurchased 56.2 million shares and returned over \$2.2 billion to shareholders at an average cost of \$39.81 per share. Remaining buyback authority under the share repurchase program was \$86.9 million at June 30, 2019. From July 1 through July 19, 2019, the Company repurchased an additional 84.0 thousand shares of common stock at an average cost of \$81.75 per share.

Total shareholders' equity increased to \$1.29 billion at June 30, 2019 compared with \$1.27 billion at March 31, 2019 and \$1.25 billion at June 30, 2018. The Tier 1 Capital Ratio at June 30, 2019 was 12.46 percent compared with 12.75 percent at March 31, 2019 and 13.27 percent at June 30, 2018. The Tier 1 leverage ratio at June 30, 2019 was 7.36 percent compared with 7.46 percent at March 31, 2019 and 7.53 percent at June 30, 2018.

The Company's Board of Directors declared a quarterly cash dividend of \$0.65 per share on the Company's outstanding shares. The dividend will be payable on September 16, 2019 to shareholders of record at the close of business on August 30, 2019.

#### Hawaii Economy

General economic conditions in Hawaii continued to remain positive during the second quarter of 2019. The statewide seasonally-adjusted unemployment rate in Hawaii of 2.8 percent in June 2019 continues to remain among the lowest in the United States compared with 3.7 percent nationally. For the first five months of 2019, total visitor arrivals increased 3.8 percent and air seat capacity increased 1.6 percent compared to the same period in 2018. For the first five months of 2019, visitor spending decreased 3.1 percent even with the continued growth in arrivals. The real estate market remained active during the first half of 2019 despite slower sales. For the first six months of 2019, the volume of single-family home sales on Oahu decreased 3.7 percent and median sales prices were down 0.5 percent compared with the same period in 2018. The volume of condominium sales during the first half of 2019 on Oahu declined 8.8 percent with median sales prices 1.4 percent lower than 2018. As of June 30, 2019, months of inventory of single-family homes and condominiums on Oahu remained low at 3.6 months and 3.9 months, respectively. More information on current Hawaii economic trends is presented in Table 15.

#### **Conference Call Information**

The Company will review its second quarter 2019 financial results today at 2:00 p.m. Eastern Time (8:00 a.m. Hawaii Time). The call will be accessible via teleconference and via the investor relations link of Bank of Hawaii Corporation's website, www.boh.com. The toll-free number is 1 (844) 543-5235 in the United States and Canada and 1 (703) 318-2209 for other international callers. Use the pass code "Bank of Hawaii" to access the call. A replay will be available for one week beginning approximately 11:00 a.m. Hawaii Time on Monday, July 22, 2019. The replay number is 1 (855) 859-2056 in the United States and Canada and 1 (404) 537-3406 from other international locations. Enter the conference ID 5038719 when prompted. In addition, a replay will be available on the Company's website, www.boh.com.

#### **Forward-Looking Statements**

This news release, and other statements made by the Company in connection with it may contain "forward-looking statements", such as forecasts of our financial results and condition, expectations for our operations and business prospects, and our assumptions used in those forecasts and expectations. Do not unduly rely on forward-looking statements. Actual results might differ significantly from our forecasts and expectations because of a variety of factors. More information about these factors is contained in Bank of Hawaii Corporation's Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the U.S. Securities and Exchange Commission. We have not committed to update forward-looking statements to reflect later events or circumstances.

Bank of Hawaii Corporation is a regional financial services company serving businesses, consumers, and governments in Hawaii, American Samoa, and the West Pacific. The Company's principal subsidiary, Bank of Hawaii, was founded in 1897. For more information about Bank of Hawaii Corporation, see the Company's web site, www.boh.com.

**Financial Highlights** Table 1

			Three		Six Months Ended					
		June 30,		March 31,		June 30,		Jun	2010	
(dollars in thousands, except per share amounts)		2019		2019		2018		2019		2018
For the Period:										
Operating Results	\$	124,097	¢	124,837	\$	120 406	\$	248,934	\$	239,452
Net Interest Income Provision for Credit Losses	Э	4,000	\$	3,000	Э	120,496 3,500	Э	7,000	Э	7,625
Total Noninterest Income		45,450		43,679		41,298		89,129		85,333
Total Noninterest Expense		92,725		93,057		90,791		185,782		185,175
Net Income		56,919		58,799		54,718		115,718		108,758
Basic Earnings Per Share		1.40		1.44		1.31		2.84		2.59
Diluted Earnings Per Share		1.40		1.43		1.30		2.82		2.57
Dividends Declared Per Share		0.65		0.62		0.60		1.27		1.12
Performance Ratios										
Return on Average Assets		1.31 %	Vo.	1.38 %	6	1.30 %		1.34 %	ń	1.29 %
Return on Average Shareholders' Equity		17.97		18.81	•	17.68	,	18.39	,	17.71
Efficiency Ratio <sup>1</sup>		54.69		55.22		56.12		54.95		57.01
Net Interest Margin <sup>2</sup>		3.04		3.12		3.04		3.08		3.02
Dividend Payout Ratio <sup>3</sup>		46.43		43.06		45.80		44.72		43.24
Average Shareholders' Equity to Average Assets		7.27		7.35		7.34		7.31		7.31
Average Balances										
Average Loans and Leases	\$	10,631,558	\$	10,467,321	\$	9,962,860	\$	10,549,893	\$	9,883,746
Average Assets		17,480,651		17,236,059		16,921,820		17,359,031		16,939,527
Average Deposits		15,162,782		14,971,404		14,709,299		15,067,622		14,714,752
Average Shareholders' Equity		1,270,162		1,267,438		1,241,672		1,268,808		1,238,628
Per Share of Common Stock										
Book Value	\$	31.61	\$	30.91	\$	29.65	\$	31.61	\$	29.65
Tangible Book Value		30.83		30.14		28.90		30.83		28.90
Market Value										
Closing		82.91		78.87		83.42		82.91		83.42
High		84.53		83.94		88.92		84.53		89.09
Low		75.24		66.54		80.20		66.54		78.40
				June 30,		March 31,		December 31,		June 30,
				2019		2019		2018		2018
As of Period End:										_
Balance Sheet Totals										
Loans and Leases			\$	10,759,129	\$	10,548,609	\$	10,448,774	\$	10,053,323
Total Assets				17,688,845		17,446,413		17,143,974		17,124,162
Total Deposits				15,488,821		15,267,310		15,027,242		14,943,358
Other Debt				110,605		110,624		135,643		235,681
Total Shareholders' Equity				1,285,948		1,269,690		1,268,200		1,247,717
Asset Quality										
Non-Performing Assets			\$	21,782	\$	17,925	\$	12,930	\$	15,157
Allowance for Loan and Lease Losses				107,672		106,023		106,693		108,188
Allowance to Loans and Leases Outstanding				1.00 %	6	1.01 %	<b>)</b>	1.02 %	ó	1.08 %
Capital Ratios										
Common Equity Tier 1 Capital Ratio				12.46 %	6	12.75 %	, )	13.07 %	ó	13.27 %
Tier 1 Capital Ratio				12.46		12.75		13.07		13.27
Total Capital Ratio				13.57		13.87		14.21		14.47
Tier 1 Leverage Ratio				7.36		7.46		7.60		7.53
Total Shareholders' Equity to Total Assets				7.27		7.28		7.40		7.29
Tangible Common Equity to Tangible Assets 4				7.10		7.11		7.23		7.12
Tangible Common Equity to Risk-Weighted Assets 4				12.17		12.28		12.52		12.68
Non-Financial Data										
Full-Time Equivalent Employees				2,152		2,112		2,122		2,173
Branches				68		69		69		69
ATMs				383		385		382		385

<sup>&</sup>lt;sup>1</sup> Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and total noninterest income).

<sup>&</sup>lt;sup>2</sup> Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

<sup>&</sup>lt;sup>3</sup> Dividend payout ratio is defined as dividends declared per share divided by basic earnings per share.

<sup>4</sup> Tangible common equity to tangible assets and tangible common equity to risk-weighted assets are Non-GAAP financial measures. See Table 2 "Reconciliation of Non-GAAP Financial Measures."

## **Reconciliation of Non-GAAP Financial Measures**

Reconcination of Non-GAAA Financial Measures				Table 2
	June 30,	March 31,	December 31,	June 30,
(dollars in thousands)	2019	2019	2018	2018
Total Shareholders' Equity	\$ 1,285,948	\$ 1,269,690	\$ 1,268,200	\$ 1,247,717
Less: Goodwill	31,517	31,517	31,517	31,517
Tangible Common Equity	\$ 1,254,431	\$ 1,238,173	\$ 1,236,683	\$ 1,216,200
Total Assets	\$ 17,688,845	\$ 17,446,413	\$ 17,143,974	\$ 17,124,162
Less: Goodwill	31,517	31,517	31,517	31,517
Tangible Assets	\$ 17,657,328	\$ 17,414,896	\$ 17,112,457	\$ 17,092,645
Risk-Weighted Assets, determined in accordance				
with prescribed regulatory requirements	\$ 10,309,085	\$ 10,079,858	\$ 9,878,904	\$ 9,593,242
Total Shareholders' Equity to Total Assets	7.27 %	7.28 %	7.40 %	7.29 %
Tangible Common Equity to Tangible Assets (Non-GAAP)	7.10 %	7.11 %	7.23 %	7.12 %
Tier 1 Capital Ratio	12.46 %	12.75 %	13.07 %	13.27 %
Tangible Common Equity to Risk-Weighted Assets (Non-GAAP)	12.17 %	12.28 %	12.52 %	12.68 %

Table 2

#### **Consolidated Statements of Income**

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	Thr	Six Months E	nded		
	 June 30,	March 31,	June 30,	 June 30,	_
(dollars in thousands, except per share amounts)	2019	2019	2018	2019	2018
Interest Income					
Interest and Fees on Loans and Leases	\$ 110,401 \$	108,511 \$	101,311	\$ 218,912 \$	198,945
Income on Investment Securities					
Available-for-Sale	15,072	13,432	12,380	28,504	24,521
Held-to-Maturity	22,149	21,921	20,711	44,070	42,007
Deposits	9	15	(4)	24	14
Funds Sold	730	1,444	846	2,174	1,603
Other	210	319	341	529	641
Total Interest Income	148,571	145,642	135,585	294,213	267,731
Interest Expense					
Deposits	18,628	15,284	9,459	33,912	17,040
Securities Sold Under Agreements to Repurchase	4,623	4,571	4,617	9,194	9,181
Funds Purchased	512	157	83	669	136
Short-Term Borrowings	1	36	13	37	29
Other Debt	710	757	917	1,467	1,893
Total Interest Expense	24,474	20,805	15,089	45,279	28,279
Net Interest Income	124,097	124,837	120,496	248,934	239,452
Provision for Credit Losses	4,000	3,000	3,500	7,000	7,625
Net Interest Income After Provision for Credit Losses	120,097	121,837	116,996	241,934	231,827
Noninterest Income	•	•	•	·	•
Trust and Asset Management	11,385	10,761	11,356	22,146	22,537
Mortgage Banking	3,336	2,287	2,179	5,623	4,324
Service Charges on Deposit Accounts	7,283	7,364	6,865	14,647	13,994
Fees, Exchange, and Other Service Charges	14,252	14,208	14,400	28,460	28,733
Investment Securities Gains (Losses), Net	(776)	(835)	(1,702)	(1,611)	(2,368)
Annuity and Insurance	1,806	2,578	1,847	4,384	3,053
Bank-Owned Life Insurance	1,779	1,710	1,796	3,489	3,638
Other	6,385	5,606	4,557	11,991	11,422
Total Noninterest Income	45,450	43,679	41,298	89,129	85,333
Noninterest Expense					
Salaries and Benefits	53,511	56,586	52,148	110,097	106,570
Net Occupancy	8,579	7,594	8,588	16,173	17,122
Net Equipment	6,895	6,833	5,845	13,728	11,372
Data Processing	4,727	4,526	4,563	9,253	8,454
Professional Fees	2,177	2,453	2,546	4,630	5,319
FDIC Insurance	1,290	1,269	2,182	2,559	4,339
Other	15,546	13,796	14,919	29,342	31,999
Total Noninterest Expense	92,725	93,057	90,791	185,782	185,175
Income Before Provision for Income Taxes	72,822	72,459	67,503	145,281	131,985
Provision for Income Taxes	15,903	13,660	12,785	29,563	23,227
Net Income	\$ 56,919 \$	58,799 \$	54,718	\$ 115,718 \$	108,758
Basic Earnings Per Share	\$ 1.40 \$	1.44 \$	1.31	\$ 2.84 \$	2.59
Diluted Earnings Per Share	\$ 1.40 \$	1.43 \$	1.30	\$ 2.82 \$	2.57
Dividends Declared Per Share	\$ 0.65 \$	0.62 \$	0.60	\$ 1.27 \$	1.12
Basic Weighted Average Shares	40,541,594	40,938,318	41,884,221	40,738,772	41,960,743
Diluted Weighted Average Shares	40,769,767	41,213,453	42,152,200	40,988,001	42,252,900

## **Consolidated Statements of Comprehensive Income**

Ta	ы	e	4
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	Thi	ree Months Ended			Six Months Ended		
	June 30,	March 31,	June 30,		June 30,		
(dollars in thousands)	2019	2019	2018		2019	2018	
Net Income	\$ 56,919 \$	58,799 \$	54,718	\$	115,718 \$	108,758	
Other Comprehensive Income (Loss), Net of Tax:							
Net Unrealized Gains (Losses) on Investment Securities	16,209	6,919	(2,974)		23,128	(12,095)	
Defined Benefit Plans	245	246	216		491	432	
Other Comprehensive Income (Loss)	16,454	7,165	(2,758)		23,619	(11,663)	
Comprehensive Income	\$ 73,373 \$	65,964 \$	51,960	\$	139,337 \$	97,095	

Retained Earnings

Total Shareholders' Equity

Total Liabilities and Shareholders' Equity

Treasury Stock, at Cost (Shares: June 30, 2019 - 17,487,648; March 31, 2019 - 17,087,847;

December 31, 2018 - 16,563,791; and June 30, 2018 - 15,986,219)

Consolidated Statements of Condition					Table
		June 30,	March 31,	December 31,	June 3
(dollars in thousands)		2019	2019	2018	201
Assets					
Interest-Bearing Deposits in Other Banks	\$	3,859 \$	3,550 \$	3,028 \$	3,52
Funds Sold		204,340	243,867	198,860	361,93
Investment Securities					
Available-for-Sale		2,649,949	1,859,256	2,007,942	2,092,87
Held-to-Maturity (Fair Value of \$2,973,229; \$3,637,496; \$3,413,994; and \$3,500,497)		2,959,611	3,668,811	3,482,092	3,595,89
Loans Held for Sale		22,706	17,909	10,987	16,02
Loans and Leases		10,759,129	10,548,609	10,448,774	10,053,32
Allowance for Loan and Lease Losses		(107,672)	(106,023)	(106,693)	(108,18
Net Loans and Leases		10,651,457	10,442,586	10,342,081	9,945,13
Total Earning Assets		16,491,922	16,235,979	16,044,990	16,015,37
Cash and Due from Banks		282,164	293,871	324,081	312,30
Premises and Equipment, Net		169,671	159,344	151,837	142,79
Operating Lease Right-of-Use Assets		103,336	104,166	_	-
Accrued Interest Receivable		49,726	52,820	51,230	50,59
Foreclosed Real Estate		2,737	3,225	1,356	2,92
Mortgage Servicing Rights		24,233	24,149	24,310	24,58
Goodwill		31,517	31,517	31,517	31,51
Bank-Owned Life Insurance		285,295	285,155	283,771	281,01
Other Assets		248,244	256,187	230,882	263,05
Total Assets	\$	17,688,845 \$	17,446,413 \$	17,143,974 \$	17,124,16
<b>Liabilities</b> Deposits					
Noninterest-Bearing Demand	\$	4,528,251 \$	4,595,915 \$	4,739,596 \$	4,729,20
Interest-Bearing Demand	•	3,033,066	2,961,444	3,002,925	3,111,06
Savings		6,004,528	5,946,881	5,539,199	5,389,76
Time		1,922,976	1,763,070	1,745,522	1,713,32
Total Deposits		15,488,821	15,267,310	15,027,242	14,943,35
Short-Term Borrowings		_		199	33
Securities Sold Under Agreements to Repurchase		504,299	504,299	504,296	504,19
Other Debt		110,605	110,624	135,643	235,68
Operating Lease Liabilities		110,483	111,230	_	
Retirement Benefits Payable		40,047	40,343	40,494	36,73
Accrued Interest Payable		9,454	8,474	8,253	7,39
Taxes Payable and Deferred Taxes		21,337	29,935	19,736	15,13
Other Liabilities		117,851	104,508	139,911	133,62
Total Liabilities		16,402,897	16,176,723	15,875,774	15,876,44
Shareholders' Equity		10,102,007	10,17 0,720	15,075,771	10,070,11
Common Stock (\$.01 par value; authorized 500,000,000 shares;					
issued / outstanding: June 30, 2019 - 58,175,367 / 40,687,719;					
March 31, 2019 - 58,166,535 / 41,078,688; December 31, 2018 - 58,063,689 / 41,499,898;					
and June 30, 2018 - 58,070,285 / 42,084,066)		579	578	577	57
Capital Surplus		577,346	574,594	571,704	566,43
Cupiui Curpiuc					
Accumulated Other Comprehensive Loss		(27,424)	(43,878)	(51,043)	(53,85

1,704,993

(969,546)

1,285,948

17,688,845 \$

\$

1,674,264

(935,868)

1,269,690

17,446,413 \$

1,641,314

(894,352)

1,268,200

17,143,974 \$

1,581,168

(846,609)

1,247,717

17,124,162

## Consolidated Statements of Shareholders' Equity

Conconducted Statements of Shareholders Eq	[tilley						14010
				Accum.			
				Other			
				Compre-			
				hensive		_	
	Common Shares	Common	Capital	Income	Retained	Treasury	
(dollars in thousands)	Outstanding	Stock	Surplus	(Loss)	Earnings	Stock	Total
Balance as of December 31, 2018	41,499,898 \$	577 \$	571,704 \$	(51,043)\$	1,641,314 \$	(894,352)\$	1,268,200
Net Income	_	_	_	_	115,718	_	115,718
Other Comprehensive Income	_	_	_	23,619	_	_	23,619
Share-Based Compensation	_	_	4,438	_	_	_	4,438
Common Stock Issued under Purchase and Equity							
Compensation Plans	174,709	2	1,204	_	162	2,981	4,349
Common Stock Repurchased	(986,888)	_	_	_	_	(78,175)	(78,175)
Cash Dividends Declared (\$1.27 per share)	_	_	_	_	(52,201)	_	(52,201)
Balance as of June 30, 2019	40,687,719 \$	579 \$	577,346 \$	(27,424)\$	1,704,993 \$	(969,546)\$	1,285,948
Balance as of December 31, 2017	42,401,443 \$	576 \$	561,161 \$	(34,715) \$	1,512,218 \$	(807,372)\$	1,231,868
Net Income	_	_	_	_	108,758	_	108,758
Other Comprehensive Loss	_	_	_	(11,663)	_	_	(11,663)
Reclassification of the Income Tax Effects of the							
Tax Cuts and Jobs Act from AOCI	_	_	_	(7,477)	7,477	_	_
Share-Based Compensation	<u> </u>	_	4,055	_	_	_	4,055
Common Stock Issued under Purchase and Equity							
Compensation Plans	179,644	1	1,220	_	166	2,992	4,379
Common Stock Repurchased	(497,021)	_	_	_	_	(42,229)	(42,229)
Cash Dividends Declared (\$1.12 per share)	_	_	_	_	(47,451)	_	(47,451)
Balance as of June 30, 2018	42,084,066 \$	577 \$	566,436 \$	(53,855) \$	1,581,168 \$	(846,609)\$	1,247,717

		Three M	onths Ended			Three M	onths Ended		Three M	onths Ended	
	June 30, 2019			Marcl	ı 31, 2019		June				
		Average	Income/	Yield/		Average	Income/	Yield/	 Average	Income/	Yield/
(dollars in millions)		Balance	Expense	Rate		Balance	Expense	Rate	Balance	Expense	Rate
Earning Assets										-	
Interest-Bearing Deposits in Other Banks	\$	2.9 \$	_	1.25 %	\$	3.0 \$	_	2.05 %	\$ 2.9 \$	_	(0.52) %
Funds Sold		123.6	0.8	2.34		241.6	1.5	2.39	 185.2	0.8	1.81
Investment Securities											
Available-for-Sale											
Taxable		2,004.3	14.3	2.87		1,595.8	11.5	2.90	1,564.5	9.2	2.35
Non-Taxable		86.8	0.9	4.15		279.1	2.4	3.45	583.6	4.0	2.78
Held-to-Maturity		00.0	0.5	4.13		2/3.1	2.9	3.43	303.0	4.0	2.70
Taxable		3,358.0	21.0	2.50		3,373.5	20.5	2.43	3,471.7	19.2	2.22
Non-Taxable		193.0	1.5	3.08		234.1	1.8	3.15	237.1	1.9	3.17
Total Investment Securities		5,642.1	37.7	2.68		5,482.5	36.2	2.65	5,856.9	34.3	2.35
Loans Held for Sale		18.7	0.2	4.05		12.4	0.1	4.35	14.8	0.2	4.44
		10./	0.2	4.03		14.4	0.1	4.33	14.0	0.2	4.44
Loans and Leases <sup>1</sup>		1 205 5	140	4.01		1 257 0	15.0	4.57	1 207 6	12.0	2.02
Commercial and Industrial		1,385.7	14.9	4.31 4.35		1,357.8	15.3 24.9	4.57	1,307.6	12.8 21.9	3.92 4.13
Commercial Mortgage		2,386.3	25.9			2,310.4		4.36	2,123.5		
Construction		125.3	1.7	5.51		150.4	1.9	5.08	183.4	2.2	4.82
Commercial Lease Financing		159.9	1.0	2.49		160.9	0.9	2.28	179.4	1.0	2.24
Residential Mortgage		3,730.4	36.0	3.87		3,680.2	35.5	3.86	3,526.9	33.6	3.81
Home Equity		1,694.9	16.2	3.83		1,690.0	16.1	3.87	1,612.7	15.1	3.76
Automobile		688.5	6.2	3.62		668.2	6.0	3.66	573.6	5.7	3.97
Other <sup>2</sup>		460.6	8.4	7.33		449.4	7.9	7.13	455.8	8.9	7.86
Total Loans and Leases		10,631.6	110.3	4.16		10,467.3	108.5	4.18	9,962.9	101.2	4.07
Other		35.0	0.2	2.40		35.5	0.3	3.60	39.8	0.4	3.43
Total Earning Assets 3		16,453.9	149.2	3.63		16,242.3	146.6	3.64	16,062.5	136.9	3.41
Cash and Due from Banks		241.6				240.8			251.0		
Other Assets		785.2				753.0			608.3		
Total Assets	\$	17,480.7			\$	17,236.1			\$ 16,921.8		
Interest-Bearing Liabilities											
Interest-Bearing Deposits											
Demand	\$	2,902.5	1.4	0.19	\$	2,939.9	1.5	0.20	\$ 2,969.8	1.2	0.16
Savings		6,002.0	8.9	0.60		5,760.8	6.7	0.47	5,392.2	3.1	0.23
Time		1,866.6	8.3	1.79		1,703.4	7.1	1.69	1,705.7	5.2	1.21
Total Interest-Bearing Deposits		10,771.1	18.6	0.69		10,404.1	15.3	0.60	10,067.7	9.5	0.38
Short-Term Borrowings		82.3	0.5	2.46		31.1	0.2	2.49	21.0	0.1	1.80
Securities Sold Under Agreements to Repurchase		504.3	4.7	3.63		504.3	4.6	3.63	505.1	4.6	3.62
Other Debt		110.6	0.7	2.57		120.0	0.7	2.55	235.7	0.9	1.56
Total Interest-Bearing Liabilities		11,468.3	24.5	0.85		11,059.5	20.8	0.76	10,829.5	15.1	0.56
Net Interest Income		\$	124.7			\$	125.8		\$	121.8	
Interest Rate Spread		=		2.78 %		_		2.88 %	=		2.85 %
Net Interest Margin				3.04 %				3.12 %			3.04 %
Noninterest-Bearing Demand Deposits		4,391.7				4,567.3			4,641.6		
Other Liabilities		350.5				341.9			209.0		
Shareholders' Equity		1,270.2				1,267.4			1,241.7		
Total Liabilities and Shareholders' Equity	\$	17,480.7			\$	17,236.1			\$ 16,921.8		

<sup>&</sup>lt;sup>1</sup> Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

<sup>&</sup>lt;sup>2</sup> Comprised of other consumer revolving credit, installment, and consumer lease financing.

<sup>3</sup> Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 21%, of \$601,000, \$981,000, and \$1,298,000 for the three months ended June 30, 2019, March 31, 2019, and June 30, 2018, respectively.

	Six Montl	ns Ended			Six Mont	ns Ended	
	June 30	), 2019			June 30	), 2018	
	 Average	Income/	Yield/	-	Average	Income/	Yield/
(dollars in millions)	Balance	Expense	Rate		Balance	Expense	Rate
Earning Assets							
Interest-Bearing Deposits in Other Banks	\$ 2.9 \$	_	1.65 %	\$	2.9 \$	_	0.94 %
Funds Sold	182.3	2.2	2.37		194.9	1.6	1.64
Investment Securities							
Available-for-Sale							
Taxable	1,801.2	25.9	2.88		1,579.7	18.0	2.29
Non-Taxable	182.5	3.3	3.63		594.1	8.2	2.76
Held-to-Maturity							
Taxable	3,365.7	41.5	2.46		3,551.0	39.0	2.20
Non-Taxable	213.4	3.3	3.12		237.6	3.8	3.17
Total Investment Securities	5,562.8	74.0	2.66		5,962.4	69.0	2.32
Loans Held for Sale	15.6	0.3	4.16		14.5	0.3	4.11
Loans and Leases 1							
Commercial and Industrial	1,371.8	30.2	4.43		1,294.3	24.6	3.83
Commercial Mortgage	2,348.6	50.7	4.36		2,110.0	42.4	4.06
Construction	137.8	3.6	5.27		186.4	4.3	4.63
Commercial Lease Financing	160.4	1.9	2.38		179.5	2.0	2.22
Residential Mortgage	3,705.4	71.5	3.86		3,502.6	66.9	3.82
Home Equity	1,692.5	32.3	3.85		1,604.1	29.7	3.73
Automobile	678.4	12.3	3.64		557.7	11.3	4.08
Other <sup>2</sup>	455.0	16.3	7.23		449.1	17.6	7.88
Total Loans and Leases	10,549.9	218.8	4.17		9,883.7	198.8	4.04
Other	35.2	0.5	3.00		40.3	0.7	3.19
Total Earning Assets <sup>3</sup>	16,348.7	295.8	3.63		16,098.7	270.4	3.37
Cash and Due from Banks	241.2				239.9		
Other Assets	769.1				600.9		
Total Assets	\$ 17,359.0			\$	16,939.5		
Interest-Bearing Liabilities	 						
Interest-Bearing Deposits							
Demand	\$ 2,921.1	2.8	0.20	\$	2,974.0	1.9	0.13
Savings	5,882.1	15.7	0.54		5,379.3	5.3	0.20
Time	1,785.4	15.4	1.74		1,709.6	9.8	1.16
Total Interest-Bearing Deposits	10,588.6	33.9	0.65		10,062.9	17.0	0.34
Short-Term Borrowings	56.8	0.7	2.47		20.0	0.2	1.64
Securities Sold Under Agreements to Repurchase	504.3	9.2	3.63		505.2	9.2	3.61
Other Debt	115.3	1.5	2.56		246.3	1.9	1.55
Total Interest-Bearing Liabilities	11,265.0	45.3	0.81		10,834.4	28.3	0.52
Net Interest Income	\$	250.5			\$	242.1	
Interest Rate Spread	===		2.82 %	)			2.85 9
Net Interest Margin			3.08 %	)			3.02 9
Noninterest-Bearing Demand Deposits	4,479.0				4,651.9		
Other Liabilities	346.2				214.6		
Shareholders' Equity	1,268.8				1,238.6		
	\$ 17,359.0			\$	16,939.5		

<sup>1</sup> Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

 $<sup>^{2}\,\</sup>mbox{Comprised}$  of other consumer revolving credit, installment, and consumer lease financing.

<sup>&</sup>lt;sup>3</sup> Interest income includes taxable-equivalent basis adjustments, based upon a federal statutory tax rate of 21%, of \$1,582,000 and \$2,642,000 for the six months ended June 30, 2019 and June 30, 2018, respectively.

	THE Dasis			Table 0a
		Three Months E	nded June 30, 2019	
		Compared to	March 31, 2019	
(dollars in millions)		Volume <sup>1</sup>	Rate 1	Total
Change in Interest Income:				
Funds Sold	\$	(0.7) \$	— \$	(0.7)
Investment Securities				
Available-for-Sale				
Taxable		2.9	(0.1)	2.8
Non-Taxable		(1.9)	0.4	(1.5)
Held-to-Maturity				
Taxable		(0.1)	0.6	0.5
Non-Taxable		(0.3)	_	(0.3)
Total Investment Securities		0.6	0.9	1.5
Loans Held for Sale		0.1	_	0.1
Loans and Leases				
Commercial and Industrial		0.4	(0.8)	(0.4)
Commercial Mortgage		1.1	(0.1)	1.0
Construction		(0.3)	0.1	(0.2)
Commercial Lease Financing		_	0.1	0.1
Residential Mortgage		0.5	_	0.5
Home Equity		0.1	_	0.1
Automobile		0.2	_	0.2
Other <sup>2</sup>		0.2	0.3	0.5
Total Loans and Leases		2.2	(0.4)	1.8
Other		_	(0.1)	(0.1)
Total Change in Interest Income		2.2	0.4	2.6
Change in Interest Expense:				
Interest-Bearing Deposits				
Demand		_	(0.1)	(0.1)
Savings		0.3	1.9	2.2
Time		0.7	0.5	1.2
Total Interest-Bearing Deposits		1.0	2.3	3.3
Short-Term Borrowings		0.3	_	0.3
Securities Sold Under Agreements to Repurchase		—	0.1	0.1
Total Change in Interest Expense		1.3	2.4	3.7
Total Change in Affect Expense		1,0	۵,٦	3.7
Change in Net Interest Income	\$	0.9 \$	(2.0)\$	(1.1)

<sup>&</sup>lt;sup>1</sup> The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns. <sup>2</sup> Comprised of other consumer revolving credit, installment, and consumer lease financing.

	Three Months	Ended June 30, 2019	
	Compared	to June 30, 2018	
(dollars in millions)	 Volume <sup>1</sup>	Rate <sup>1</sup>	Total
Change in Interest Income:			
Funds Sold	\$ (0.2)\$	0.2 \$	_
Investment Securities			
Available-for-Sale			
Taxable	2.8	2.3	5.1
Non-Taxable	(4.5)	1.4	(3.1)
Held-to-Maturity			
Taxable	(0.6)	2.4	1.8
Non-Taxable	(0.3)	(0.1)	(0.4)
Total Investment Securities	(2.6)	6.0	3.4
Loans and Leases			
Commercial and Industrial	0.8	1.3	2.1
Commercial Mortgage	2.8	1.2	4.0
Construction	(0.8)	0.3	(0.5)
Commercial Lease Financing	(0.1)	0.1	
Residential Mortgage	1.9	0.5	2.4
Home Equity	0.8	0.3	1.1
Automobile	1.1	(0.6)	0.5
Other <sup>2</sup>	0.1	(0.6)	(0.5)
Total Loans and Leases	6.6	2.5	9.1
Other	(0.1)	(0.1)	(0.2)
Total Change in Interest Income	3.7	8.6	12.3
Change in Interest Expense:			
Interest-Bearing Deposits			
Demand	_	0.2	0.2
Savings	0.4	5.4	5.8
Time	0.4	2.7	3.1
Total Interest-Bearing Deposits	0.8	8.3	9.1
Short-Term Borrowings	0.4	_	0.4
Securities Sold Under Agreements to Repurchase	— U.4	0.1	0.1
Other Debt	(0.6)	0.4	(0.2)
Total Change in Interest Expense	0.6	8.8	9.4
·		(0.0)	
Change in Net Interest Income	\$ 3.1 \$	(0.2)\$	2.9

<sup>&</sup>lt;sup>1</sup>The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns. <sup>2</sup>Comprised of other consumer revolving credit, installment, and consumer lease financing.

	Six Months Ended June 30, 2019							
		Compared	to June 30, 2018					
(dollars in millions)		Volume <sup>1</sup>	Rate <sup>1</sup>	Total				
Change in Interest Income:								
Funds Sold	\$	(0.1) \$	0.7 \$	0.6				
Investment Securities								
Available-for-Sale								
Taxable		2.8	5.1	7.9				
Non-Taxable		(6.9)	2.0	(4.9)				
Held-to-Maturity								
Taxable		(2.1)	4.6	2.5				
Non-Taxable		(0.4)	(0.1)	(0.5)				
Total Investment Securities		(6.6)	11.6	5.0				
Loans and Leases								
Commercial and Industrial		1.5	4.1	5.6				
Commercial Mortgage		5.0	3.3	8.3				
Construction		(1.2)	0.5	(0.7)				
Commercial Lease Financing		(0.2)	0.1	(0.1)				
Residential Mortgage		3.9	0.7	4.6				
Home Equity		1.7	0.9	2.6				
Automobile		2.3	(1.3)	1.0				
Other <sup>2</sup>		0.2	(1.5)	(1.3)				
Total Loans and Leases		13.2	6.8	20.0				
Other		(0.1)	(0.1)	(0.2)				
Total Change in Interest Income		6.4	19.0	25.4				
Change in Interest Expense:								
Interest-Bearing Deposits								
Demand		<u> </u>	0.9	0.9				
Savings		0.5	9.9	10.4				
Time		0.5	5.1	5.6				
Total Interest-Bearing Deposits		1.0	15.9	16.9				
Short-Term Borrowings		0.4	0.1	0.5				
Other Debt		(1.3)	0.9	(0.4)				
Total Change in Interest Expense		0.1	16.9	17.0				
Total Change in Interest Expense		0.1	10.5	17.0				
Change in Net Interest Income	\$	6.3 \$	2.1 \$	8.4				

<sup>&</sup>lt;sup>1</sup> The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns.

 $<sup>^{2}\,\</sup>mbox{Comprised}$  of other consumer revolving credit, installment, and consumer lease financing.

Salaries and Benefits

Table 9

		Thr	ee Months Ended	Six Months Ended		
	June 30,		March 31,	June 30,	 June 30,	
(dollars in thousands)		2019	2019	2018	2019	2018
Salaries	\$	32,834 \$	32,480 \$	33,269	\$ 65,314 \$	65,973
Incentive Compensation		5,464	5,904	4,416	11,368	9,594
Share-Based Compensation		1,994	3,079	2,423	5,073	4,504
Commission Expense		1,704	930	1,272	2,634	2,226
Retirement and Other Benefits		4,580	5,107	4,178	9,687	9,019
Payroll Taxes		2,643	4,247	2,568	6,890	6,740
Medical, Dental, and Life Insurance		3,926	4,465	3,820	8,391	7,281
Separation Expense		366	374	202	740	1,233
Total Salaries and Benefits	\$	53,511 \$	56,586 \$	52,148	\$ 110,097 \$	106,570

## **Loan and Lease Portfolio Balances**

Loan and Lease Portfolio Balances						Table 10
		June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)		2019	2019	2018	2018	2018
Commercial						
Commercial and Industrial	\$	1,408,729 \$	1,331,345 \$	1,331,149 \$	1,314,609 \$	1,282,967
Commercial Mortgage		2,411,289	2,381,213	2,302,356	2,237,020	2,169,357
Construction		119,228	132,775	170,061	176,447	185,350
Lease Financing		163,070	154,919	176,226	172,232	178,598
Total Commercial		4,102,316	4,000,252	3,979,792	3,900,308	3,816,272
Consumer						
Residential Mortgage		3,785,006	3,702,553	3,673,796	3,596,627	3,548,444
Home Equity		1,694,577	1,698,666	1,681,442	1,625,208	1,622,314
Automobile		703,523	676,730	658,133	625,086	592,705
Other <sup>1</sup>		473,707	470,408	455,611	483,833	473,588
Total Consumer	•	6,656,813	6,548,357	6,468,982	6,330,754	6,237,051
Total Loans and Leases	\$	10,759,129 \$	10,548,609 \$	10,448,774 \$	10,231,062 \$	10,053,323

De	

Deposits					
	June 30,	March 31,	December 31,	September 30,	June 30,
(dollars in thousands)	2019	2019	2018	2018	2018
Consumer	\$ 7,880,284 \$	7,944,793 \$	7,726,731 \$	7,627,527 \$	7,672,435
Commercial	6,178,984	6,162,042	6,098,186	5,967,343	5,921,414
Public and Other	1,429,553	1,160,475	1,202,325	1,248,465	1,349,509
<b>Total Deposits</b>	\$ 15,488,821 \$	15,267,310 \$	15,027,242 \$	14,843,335 \$	14,943,358

 $<sup>^{\</sup>rm 1}\textsc{Comprised}$  of other revolving credit, installment, and lease financing.

Non-Performing Assets and Accruing Loans and Leases Past Due 90 Days or More

Table 11

Non-Performing Assets and Accruing Loans and Leases P	ast Due 30 1	days of Miore				Table 11
(dollars in thousands)		June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Non-Performing Assets						
Non-Accrual Loans and Leases						
Commercial						
Commercial and Industrial	\$	552 \$	393 \$	542 \$	1,205 \$	917
Commercial Mortgage		11,310	5,911	2,040	652	659
Total Commercial		11,862	6,304	2,582	1,857	1,576
Consumer						
Residential Mortgage		4,697	5,599	5,321	6,359	6,722
Home Equity		2,486	2,797	3,671	3,673	3,933
Total Consumer		7,183	8,396	8,992	10,032	10,655
Total Non-Accrual Loans and Leases		19,045	14,700	11,574	11,889	12,231
Foreclosed Real Estate		2,737	3,225	1,356	1,909	2,926
Total Non-Performing Assets	\$	21,782 \$	17,925 \$	12,930 \$	13,798 \$	15,157
Accruing Loans and Leases Past Due 90 Days or More						
Commercial						
Commercial and Industrial	\$	— \$	66 \$	10 \$	— \$	2
Commercial Mortgage		_	_	_	_	5,680
Total Commercial		_	66	10	_	5,682
Consumer						
Residential Mortgage	\$	1,859 \$	903 \$	2,446 \$	2,426 \$	2,281
Home Equity		2,981	3,381	2,684	3,112	3,016
Automobile		607	734	513	829	674
Other <sup>1</sup>		963	1,033	914	1,727	1,660
Total Consumer		6,410	6,051	6,557	8,094	7,631
Total Accruing Loans and Leases Past Due 90 Days or More	\$	6,410 \$	6,117 \$	6,567 \$	8,094 \$	13,313
Restructured Loans on Accrual Status						
and Not Past Due 90 Days or More	\$	48,563 \$	48,571 \$	48,731 \$	49,462 \$	50,212
Total Loans and Leases	\$	10,759,129 \$	10,548,609 \$	10,448,774 \$	10,231,062 \$	10,053,323
Total Loans and Leases	Ψ	10,733,123 \$	10,540,005 \$	10,440,774 ψ	10,231,002 ψ	10,033,323
Ratio of Non-Accrual Loans and Leases to Total Loans and Leases		0.18 %	0.14 %	0.11 %	0.12 %	0.12 %
Ratio of Non-Performing Assets to Total Loans and Leases						
and Foreclosed Real Estate		0.20 %	0.17 %	0.12 %	0.13 %	0.15 %
and I ofectosed Real Estate		0.20 70	0.17 70	0.12 /0	0.15 /0	0.15 70
Ratio of Commercial Non-Performing Assets to Total Commercial Loans						
and Leases and Commercial Foreclosed Real Estate		0.29 %	0.16 %	0.06 %	0.05 %	0.04 %
Ratio of Consumer Non-Performing Assets to Total Consumer Loans						
and Leases and Consumer Foreclosed Real Estate		0.15 %	0.18 %	0.16 %	0.19 %	0.22 %
and Leases and Consumer 1 orecrosed real Estate		0.13 70	0.10 70	0.10 70	0.15 /0	0.22 /0
Ratio of Non-Performing Assets and Accruing Loans and Leases						
Past Due 90 Days or More to Total Loans and Leases						
and Foreclosed Real Estate		0.26 %	0.23 %	0.19 %	0.21 %	0.28 %
		0120 70	0.20	51-5 / 5	0.22.70	
Quarter to Quarter Changes in Non-Performing Assets						
Balance at Beginning of Quarter	\$	17,925 \$	12,930 \$	13,798 \$	15,157 \$	15,736
Additions		6,186	8,217	4,509	2,030	1,949
Reductions						
Payments		(441)	(989)	(3,759)	(415)	(1,847)
Return to Accrual Status		(1,344)	(316)	(605)	(1,420)	(126)
Sales of Foreclosed Real Estate		(374)	_	(653)	(1,301)	(421)
Charge-offs/Write-downs		(170)	(1,917)	(360)	(253)	(134)
Total Reductions		(2,329)	(3,222)	(5,377)	(3,389)	(2,528)
Balance at End of Quarter	\$	21,782 \$	17,925 \$	12,930 \$	13,798 \$	15,157

 $<sup>^{\</sup>rm 1}$  Comprised of other revolving credit, installment, and lease financing.

**Reserve for Credit Losses** 

Table 12

		Thi	ree Months Ended			Six Months Ended			
		June 30,	March 31,	June 30,		June 30,			
(dollars in thousands)		2019	2019	2018		2019	2018		
Balance at Beginning of Period	\$	112,845 \$	113,515 \$	114,760	\$	113,515 \$	114,168		
Loans and Leases Charged-Off									
Commercial									
Commercial and Industrial		(206)	(370)	(485)		(576)	(691)		
Commercial Mortgage		_	(1,616)	_		(1,616)	_		
Consumer									
Residential Mortgage		(51)	(4)	(3)		(55)	(100)		
Home Equity		(145)	(295)	(44)		(440)	(135)		
Automobile		(1,691)	(1,753)	(1,515)		(3,444)	(3,769)		
Other <sup>1</sup>		(3,036)	(2,790)	(3,614)		(5,826)	(6,954)		
Total Loans and Leases Charged-Off		(5,129)	(6,828)	(5,661)		(11,957)	(11,649)		
Recoveries on Loans and Leases Previously Charged-Off									
Commercial									
Commercial and Industrial		401	501	366		902	694		
Consumer									
Residential Mortgage		95	484	214		579	434		
Home Equity		746	588	451		1,334	1,076		
Automobile		908	881	738		1,789	1,337		
Other <sup>1</sup>		628	704	642		1,332	1,325		
Total Recoveries on Loans and Leases Previously Charged-Off		2,778	3,158	2,411		5,936	4,866		
Net Loans and Leases Charged-Off		(2,351)	(3,670)	(3,250)		(6,021)	(6,783)		
Provision for Credit Losses		4,000	3,000	3,500		7,000	7,625		
Balance at End of Period <sup>2</sup>	\$	114,494 \$	112,845 \$	115,010	\$	114,494 \$	115,010		
Community									
Components Allowance for Loan and Lease Losses	\$	107,672 \$	106,023 \$	108,188	\$	107,672 \$	108,188		
Reserve for Unfunded Commitments	Ф	6,822	6,822	6,822	Э	6,822	6,822		
Total Reserve for Credit Losses	\$	114,494 \$	112,845 \$	115,010	\$	114,494 \$	115,010		
Total Reserve for Credit Losses	Þ	114,494 \$	112,045 \$	115,010	J J	114,494 \$	115,010		
Average Loans and Leases Outstanding	\$	10,631,558 \$	10,467,321 \$	9,962,860	\$	10,549,893 \$	9,883,746		
Datic of Not I care and I case Chaused Off									
Ratio of Net Loans and Leases Charged-Off to  Average Loans and Leases Outstanding (annualized)		0.09 %	0.14 %	0.13 %		0.12 %	0.14 %		
Ratio of Allowance for Loan and Lease Losses to Loans and Leases Outstanding		1.00 %	0.14 % 1.01 %	1.08 %		1.00 %	1.08 %		
Ratio of Anowalice for Loan and Lease Losses to Loans and Leases Outstanding		1.00 %	1.01 %	1.08 %		1.00 %	1.08 %		

 $<sup>^{\</sup>rm 1}$  Comprised of other revolving credit, installment, and lease financing.

<sup>&</sup>lt;sup>2</sup> Included in this analysis is activity related to the Company's reserve for unfunded commitments, which is separately recorded in other liabilities in the Consolidated Statements of Condition.

Dusiness Segments Selected Financial informatio	)11i					Table 15a
				Investment		
				Services and		
		Retail	Commercial	Private	Treasury	Consolidated
(dollars in thousands)		Banking	Banking	Banking	and Other	Total
Three Months Ended June 30, 2019				-		
Net Interest Income	\$	67,217 \$	45,703 \$	9,846 \$	1,331 \$	124,097
Provision for Credit Losses		2,527	(175)	(1)	1,649	4,000
Net Interest Income After Provision for Credit Losses		64,690	45,878	9,847	(318)	120,097
Noninterest Income		21,108	6,938	14,859	2,545	45,450
Noninterest Expense		(52,086)	(21,260)	(16,457)	(2,922)	(92,725)
Income Before Provision for Income Taxes		33,712	31,556	8,249	(695)	72,822
Provision for Income Taxes		(8,231)	(7,945)	(2,174)	2,447	(15,903)
Net Income	\$	25,481 \$	23,611 \$	6,075 \$	1,752 \$	56,919
Total Assets as of June 30, 2019	\$	6,586,854 \$	4,089,452 \$	337,484 \$	6,675,055 \$	17,688,845
Three Months Ended June 30, 2018	<b>A</b>	65 600 A	44.040. #	10.500 #	255 4	100 100
Net Interest Income	\$	65,683 \$	44,010 \$	10,526 \$	277 \$	120,496
Provision for Credit Losses		3,445	(194)		249	3,500
Net Interest Income After Provision for Credit Losses		62,238	44,204	10,526	28	116,996
Noninterest Income		19,598	5,512	14,745	1,443	41,298
Noninterest Expense		(51,939)	(19,858)	(16,400)	(2,594)	(90,791)
Income Before Provision for Income Taxes		29,897	29,858	8,871	(1,123)	67,503
Provision for Income Taxes		(7,473)	(6,740)	(2,338)	3,766	(12,785)
Net Income	\$	22,424 \$	23,118 \$	6,533 \$	2,643 \$	54,718
Total Assets as of June 30, 2018	\$	6,142,457 \$	3,799,535 \$	342,464 \$	6,839,706 \$	17,124,162

•					Table 150
			Investment		
			Services and		
	Retail	Commercial	Private	Treasury	Consolidated
	Banking	Banking	Banking	and Other	Total
\$	133,371 \$	92,993 \$	20,044 \$	2,526 \$	248,934
	4,768	1,271	(18)	979	7,000
	128,603	91,722	20,062	1,547	241,934
	42,341	13,999	28,104	4,685	89,129
	(104,610)	(42,215)	(33,360)	(5,597)	(185,782)
	66,334	63,506	14,806	635	145,281
	(16,336)	(13,947)	(3,903)	4,623	(29,563)
\$	49,998 \$	49,559 \$	10,903 \$	5,258 \$	115,718
\$	6,586,854 \$	4,089,452 \$	337,484 \$	6,675,055 \$	17,688,845
\$	130,080 \$	86,908 \$	20,413 \$	2,051 \$	239,452
	7,188	(345)	(60)	842	7,625
	122,892	87,253	20,473	1,209	231,827
	38,851	11,154	28,415	6,913	85,333
	(106,538)	(40,190)	(32,607)	(5,840)	(185,175)
	55,205	58,217	16,281	2,282	131,985
	(13,764)	(13,564)	(4,292)	8,393	(23,227)
\$	41,441 \$	44,653 \$	11,989 \$	10,675 \$	108,758
\$	6,142,457 \$	3,799,535 \$	342,464 \$	6,839,706 \$	17,124,162
	\$ \$ \$ \$	Retail Banking  \$ 133,371 \$ 4,768 128,603 42,341 (104,610) 66,334 (16,336) \$ 49,998 \$ \$ 6,586,854 \$  \$ 130,080 \$ 7,188 122,892 38,851 (106,538) 55,205 (13,764) \$ 41,441 \$	Retail Banking       Commercial Banking         \$ 133,371 \$ 92,993 \$ 4,768 1,271         128,603 91,722         42,341 13,999 (104,610) (42,215)         66,334 63,506 (16,336) (13,947)         \$ 49,998 \$ 49,559 \$         \$ 6,586,854 \$ 4,089,452 \$         \$ 122,892 87,253 38,851 11,154 (106,538) (40,190)         55,205 58,217 (13,764) (13,564)         \$ 41,441 \$ 44,653 \$	Retail   Commercial   Private   Banking   Banking   Banking   Banking   Banking   Banking   Sanking   Sa	Retail   Commercial   Private   Treasury

		Three Months Ended								
		June 30,		March 31,		December 31,		September 30,		June 30,
(dollars in thousands, except per share amounts)		2019		2019		2018		2018		2018
Quarterly Operating Results										
Interest Income										
Interest and Fees on Loans and Leases	\$	110,401	\$	108,511	\$	107,404	\$	104,248	\$	101,311
Income on Investment Securities										
Available-for-Sale		15,072		13,432		13,043		12,588		12,380
Held-to-Maturity		22,149		21,921		21,482		20,821		20,711
Deposits		9		15		10		10		(4)
Funds Sold		730		1,444		727		1,393		846
Other		210		319		352		364		341
Total Interest Income		148,571		145,642		143,018		139,424		135,585
Interest Expense										
Deposits		18,628		15,284		13,172		10,931		9,459
Securities Sold Under Agreements to Repurchase		4,623		4,571		4,671		4,667		4,617
Funds Purchased		512		157		440		33		83
Short-Term Borrowings		1		36		88		28		13
Other Debt		710		757		674		838		917
Total Interest Expense		24,474		20,805		19,045		16,497		15,089
Net Interest Income		124,097		124,837		123,973		122,927		120,496
Provision for Credit Losses		4,000		3,000		2,000		3,800		3,500
Net Interest Income After Provision for Credit Losses		120,097		121,837		121,973		119,127		116,996
Noninterest Income										
Trust and Asset Management		11,385		10,761		10,558		10,782		11,356
Mortgage Banking		3,336		2,287		2,148		1,965		2,179
Service Charges on Deposit Accounts		7,283		7,364		7,562		7,255		6,865
Fees, Exchange, and Other Service Charges		14,252		14,208		14,576		14,173		14,400
Investment Securities Gains (Losses), Net		(776)		(835)		(841)		(729)		(1,702)
Annuity and Insurance		1,806		2,578		1,409		1,360		1,847
Bank-Owned Life Insurance		1,779		1,710		1,941		1,620		1,796
Other		6,385		5,606		4,755		5,056		4,557
Total Noninterest Income		45,450		43,679		42,108		41,482		41,298
Noninterest Expense										
Salaries and Benefits		53,511		56,586		54,856		51,782		52,148
Net Occupancy		8,579		7,594		8,918		8,702		8,588
Net Equipment		6,895		6,833		6,364		6,116		5,845
Data Processing		4,727		4,526		5,151		4,241		4,563
Professional Fees		2,177		2,453		2,467		2,206		2,546
FDIC Insurance		1,290		1,269		1,336		2,057		2,182
Other		15,546		13,796		16,819		15,434		14,919
Total Noninterest Expense		92,725		93,057		95,911		90,538		90,791
Income Before Provision for Income Taxes		72,822		72,459		68,170		70,071		67,503
Provision for Income Taxes		15,903		13,660		14,259		13,138		12,785
Net Income	\$	56,919	\$	58,799	\$	53,911	\$	56,933	\$	54,718
Basic Earnings Per Share	\$	1.40	\$	1.44	\$	1.30	\$	1.37	\$	1.31
Diluted Earnings Per Share	\$	1.40	\$	1.43	\$	1.30	\$	1.36	\$	1.30
Balance Sheet Totals										
Loans and Leases	\$	10,759,129	\$	10,548,609	\$	10,448,774	\$	10,231,062	\$	10,053,323
Total Assets	-	17,688,845		17,446,413		17,143,974		16,991,734		17,124,162
Total Deposits		15,488,821		15,267,310		15,027,242		14,843,335		14,943,358
Total Shareholders' Equity		1,285,948		1,269,690		1,268,200		1,253,327		1,247,717
Performance Ratios		,,.		,,		,,		,,		,,,
Return on Average Assets		1.31 %	6	1.38 %		1.26 %	ń	1.33 %		1.30 9
Return on Average Shareholders' Equity		17.97		18.81	,	17.05		18.06		17.68
Efficiency Ratio 1		54.69		55.22		57.75		55.07		56.12
Net Interest Margin <sup>2</sup>		3.04		3.12		3.10		3.07		3.04
rect interest ividigiii		5.04		3.12		5.10		3.07		3.04

<sup>&</sup>lt;sup>1</sup> Efficiency ratio is defined as noninterest expense divided by total revenue (net interest income and noninterest income).

<sup>2</sup> Net interest margin is defined as net interest income, on a taxable-equivalent basis, as a percentage of average earning assets.

Hawaii Economic Trends Table 15

	Five	Months Ended		Year Endo	ed		
(\$ in millions; jobs in thousands)	N	May 31, 2019	 December 3	1, 2018	December 31, 2017		
Hawaii Economic Trends							
State General Fund Revenues 1	\$	3,196.6 6.4 %	\$ 6,933.1	6.9 % \$	6,485.0	4.3 %	
General Excise and Use Tax Revenue 1	\$	1,551.9 8.3 %	\$ 3,426.5	2.3 % \$	3,349.8	4.5 %	
Jobs <sup>2</sup>		648.9	660.0		664.5		
				June 30,	Decemb	per 31,	
(spot rates)			_	2019	2018	2017	
Unemployment <sup>3</sup>							
Statewide, seasonally adjusted				2.8 %	2.5 %	2.1 %	
Oahu				3.1	2.2	1.7	
Island of Hawaii				4.1	2.9	2.0	
Maui				3.1	2.3	1.8	
Kauai				3.1	2.3	1.7	
			Y 20		D 1 04		
			 June 30,		December 31,		
(percentage change, except months of inventory)			2019	2018	2017	2016	
Housing Trends (Single Family Oahu) <sup>4</sup>							
Median Home Price			(0.5) %	4.6 %	2.7 %	5.0 %	
Home Sales Volume (units)			(3.7) %	(7.7) %	6.3 %	6.5 %	
Months of Inventory			3.6	2.8	2.1	2.5	
			Monthly Visitor A	rrivals,	Percentage	e Change	
(in thousands)			Not Seasonally Ad	justed	from Previ	ious Year	
Tourism <sup>5</sup>							
May 31, 2019				841.4		4.6	
April 30, 2019				856.3		6.6	
March 31, 2019				939.1		3.9	
February 28, 2019				782.6		0.5	
January 31, 2019				820.6		3.0	
December 31, 2018				910.1		3.4	
November 30, 2018				782.0		4.3	
October 31, 2018				770.4		4.4	
September 30, 2018				724.9		3.5	
August 31, 2018				845.1		3.2	
July 31, 2018				939.4		5.3	
June 30, 2018				897.1		7.3	
May 31, 2018				804.1		7.0	
April 30, 2018				803.0		6.6	
March 31, 2018				903.6		12.5	
February 28, 2018				778.6		10.3	
January 31, 2018				796.5		5.4	
December 31, 2017				879.7		6.2	
November 30, 2017				749.5		7.5	
October 31, 2017				737.6		2.9	
September 30, 2017				700.5		4.9	
August 31, 2017				818.6		4.8	
July 31, 2017				891.9		6.8	
June 30, 2017				835.9		4.5	
May 31, 2017				751.2		4.5	

753.0

802.8

706.1

756.0

7.5

2.1

2.5

4.9

April 30, 2017

March 31, 2017

February 28, 2017

January 31, 2017

 $<sup>^{\</sup>rm 1}$  Source: Hawaii Department of Business, Economic Development & Tourism

<sup>&</sup>lt;sup>2</sup> Source: U. S. Bureau of Labor Statistics

 $<sup>^3</sup>$  Source: Hawaii Department of Labor and Industrial Relations, County jobs data not seasonally adjusted.

<sup>&</sup>lt;sup>4</sup> Source: Honolulu Board of REALTORS

<sup>&</sup>lt;sup>5</sup> Source: Hawaii Tourism Authority