

SYNOVUS FINANCIAL CORP  
Form 10-Q  
November 06, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

Quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2018  
Commission file number 1-10312

SYNOVUS FINANCIAL CORP.  
(Exact name of registrant as specified in its charter)

Georgia 58-1134883  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1111 Bay Avenue 31901  
Suite 500, Columbus, Georgia  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (706) 649-2311  
Securities registered pursuant to Section 12(b) of the Act:

| Title of each class   | Name of each exchange on which registered |
|---|---|
| Common Stock, \$1.00 Par Value  | New York Stock Exchange                   |
| Series B Participating Cumulative Preferred Stock Purchase Rights         | New York Stock Exchange                   |
| Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 x 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 and post such files). YES x 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" and "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer x Accelerated filer "

Non-accelerated filer " Smaller reporting company "

Emerging growth company "

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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 7(a)2(B) of the Securities Act. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES " NO x

Indicate the number of shares outstanding of each of the issuer's class of common stock, as of the latest practicable date.

|                                |                  |
|--------------------------------|------------------|
| Class                          | November 5, 2018 |
| Common Stock, \$1.00 Par Value | 116,376,039      |

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INDEX OF DEFINED TERMS

ALCO – Synovus' Asset Liability Management Committee

AOCI - Accumulated other comprehensive income

ASC – Accounting Standards Codification

ASU – Accounting Standards Update

ATM – Automatic teller machine

Basel III – The third Basel Accord developed by the Basel Committee on Banking Supervision to strengthen existing regulatory capital requirements

BOLI – Bank-owned life insurance

BOV – Broker's opinion of value

bp(s) – Basis point(s)

C&I – Commercial and industrial loans

CET1 – Common Equity Tier 1 Capital defined by Basel III capital rules

CME – Chicago Mercantile Exchange

CMO – Collateralized Mortgage Obligation

Cabela's Transaction – The transaction completed on September 25, 2017 whereby Synovus Bank acquired certain assets and assumed certain liabilities of World's Foremost Bank ("WFB") and then immediately thereafter sold WFB's credit card assets and certain related liabilities to Capital One Bank (USA), National Association. As a part of this transaction, Synovus Bank retained WFB's \$1.10 billion brokered time deposit portfolio and received a \$75.0 million fee from Cabela's Incorporated and Capital One. Throughout this Report, we refer to this transaction as the "Cabela's Transaction" and the associated \$75.0 million fee received from Cabela's and Capital One as the "Cabela's Transaction Fee"

Code – Internal Revenue Code

Company – Synovus Financial Corp. and its wholly-owned subsidiaries, except where the context requires otherwise

Covered Litigation – Certain Visa litigation for which Visa is indemnified by Visa USA members

CRE – Commercial real estate

DIF – Deposit Insurance Fund

Dodd-Frank Act – The Dodd-Frank Wall Street Reform and Consumer Protection Act

EVE – Economic value of equity

Exchange Act – Securities Exchange Act of 1934, as amended

FASB – Financial Accounting Standards Board

FCB - FCB Financial Holdings, Inc.

FDIC – Federal Deposit Insurance Corporation

Federal Reserve Bank – The 12 banks that are the operating arms of the U.S. central bank. They implement the policies of the Federal Reserve Board and also conduct economic research

Federal Reserve Board – The 7-member Board of Governors that oversees the Federal Reserve System, establishes monetary policy (interest rates, credit, etc.), and monitors the economic health of the country. Its members are appointed by the President subject to Senate confirmation, and serve 14-year terms

Federal Reserve System – The 12 Federal Reserve Banks, with each one serving member banks in its own district. This system, supervised by the Federal Reserve Board, has broad regulatory powers over the money supply and the credit structure

Federal Tax Reform – Enactment of H.R. 1, formerly known as the Tax Cuts and Jobs Act, on December 22, 2017, legislation in which a number of changes were made under the Internal Revenue Code, including a reduction of the corporate income tax rate, significant limitations on the deductibility of interest, allowance of the expensing of capital expenditures, limitation on



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deductibility of FDIC insurance premiums, and limitation of the deductibility of certain performance-based compensation, among others

FFIEC – Federal Financial Institutions Examination Council

FHLB – Federal Home Loan Bank

FICO – Fair Isaac Corporation

FTE – Fully taxable-equivalent

GA DBF – Georgia Department of Banking and Finance

GAAP – Generally Accepted Accounting Principles in the United States of America

GGL – Government guaranteed loans

Global One – Entaire Global Companies, Inc., the parent company of Global One Financial, Inc., as acquired by Synovus on October 1, 2016. Throughout this Report, we refer to this acquisition as "Global One"

GSE – Government sponsored enterprise

HELOC – Home equity line of credit

LTV – Loan-to-collateral value ratio

Merger Agreement – Agreement and Plan of Merger by and among Synovus, FCB and Azalea Merger Sub Corp. dated as of July 23, 2018

Merger – The proposed merger of Azalea Merger Sub Corp. with and into FCB pursuant to the terms and conditions of the Merger Agreement, with FCB continuing as the surviving entity. Immediately thereafter, FCB will merge with and into Synovus, with Synovus continuing as the surviving entity

NAICS – North American Industry Classification System

nm – not meaningful

NPA – Non-performing assets

NPL – Non-performing loans

NSF – Non-sufficient funds

OCI – Other comprehensive income

ORE – Other real estate

OTC – Over-the-counter

OTTI – Other-than-temporary impairment

Parent Company – Synovus Financial Corp.

SBA – Small Business Administration

SEC – U.S. Securities and Exchange Commission

Securities Act – Securities Act of 1933, as amended

Series C Preferred Stock – Synovus' Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series C, \$25 liquidation preference

Series D Preferred Stock – Synovus' Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, \$25 liquidation preference

Synovus – Synovus Financial Corp.

Synovus Bank – A Georgia state-chartered bank and wholly-owned subsidiary of Synovus, through which Synovus conducts its banking operations

Synovus' 2017 Form 10-K – Synovus' Annual Report on Form 10-K for the year ended December 31, 2017

Synovus Mortgage – Synovus Mortgage Corp., a wholly-owned subsidiary of Synovus Bank

Synovus Securities – Synovus Securities, Inc., a wholly-owned subsidiary of Synovus

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Synovus Trust – Synovus Trust Company, N.A., a wholly-owned subsidiary of Synovus Bank

TDR – Troubled debt restructuring (as defined in ASC 310-40)

the Treasury – United States Department of the Treasury

VIE – Variable interest entity, as defined in ASC 810-10

Visa – The Visa U.S.A., Inc. card association or its affiliates, collectively

Visa Class A shares – Class A shares of common stock issued by Visa are publicly traded shares which are not subject to restrictions on sale

Visa Class B shares – Class B shares of common stock issued by Visa which are subject to restrictions with respect to sale until all of the Covered Litigation has been settled. Class B shares will be convertible into Visa Class A shares using a then-current conversion ratio upon the lifting of restrictions with respect to sale of Visa Class B shares

Visa Derivative – A derivative contract with the purchaser of Visa Class B shares which provides for settlements between the purchaser and Synovus based upon a change in the ratio for conversion of Visa Class B shares into Visa Class A shares

Warrant – A warrant issued to the Treasury by Synovus to purchase up to 2,215,820 shares of Synovus common stock at a per share exercise price of \$65.52 expiring on December 19, 2018, as was issued by Synovus to Treasury in 2008 in connection with the Capital Purchase Program, promulgated under the Emergency Stabilization Act of 2008

WFB – World's Foremost Bank, a wholly-owned subsidiary of Cabela's Incorporated



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PART I. FINANCIAL INFORMATION  
 ITEM 1. - FINANCIAL STATEMENTS  
 SYNOVUS FINANCIAL CORP.  
 CONSOLIDATED BALANCE SHEETS  
 (unaudited)

| (in thousands, except share and per share data)  | September 30,<br>2018 | December<br>31, 2017 |
|--|-----------------------|----------------------|
| <b>ASSETS</b>  |                       |                      |
| Cash and due from banks  | \$436,540             | \$397,848            |
| Interest-bearing funds with Federal Reserve Bank   | 515,493               | 460,928              |
| Interest earning deposits with banks   | 34,470                | 26,311               |
| Federal funds sold and securities purchased under resale agreements  | 25,430                | 47,846               |
| Total cash, cash equivalents, restricted cash, and restricted cash equivalents <sup>(1)</sup>  | 1,011,933             | 932,933              |
| Mortgage loans held for sale, at fair value  | 37,276                | 48,024               |
| Investment securities available for sale, at fair value  | 3,883,574             | 3,987,069            |
| Loans, net of deferred fees and costs  | 25,577,116            | 24,787,464           |
| Allowance for loan losses  | (251,450)             | (249,268)            |
| Loans, net   | 25,325,666            | 24,538,196           |
| Cash surrender value of bank-owned life insurance  | 551,061               | 540,958              |
| Premises and equipment, net  | 431,012               | 426,813              |
| Goodwill   | 57,315                | 57,315               |
| Other intangible assets  | 10,166                | 11,254               |
| Deferred tax asset, net  | 185,116               | 165,788              |
| Other assets   | 582,001               | 513,487              |
| <b>Total assets</b>  | <b>\$32,075,120</b>   | <b>\$31,221,837</b>  |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                       |                      |
| <b>Liabilities</b>   |                       |                      |
| <b>Deposits:</b>   |                       |                      |
| Non-interest-bearing deposits  | \$7,628,736           | \$7,686,339          |
| Interest-bearing deposits  | 18,804,922            | 18,461,561           |
| <b>Total deposits</b>  | <b>26,433,658</b>     | <b>26,147,900</b>    |
| Federal funds purchased and securities sold under repurchase agreements  | 191,145               | 161,190              |
| Other short-term borrowings  | 478,540               | 100,000              |
| Long-term debt   | 1,656,909             | 1,606,138            |
| Other liabilities  | 274,795               | 245,043              |
| <b>Total liabilities</b>   | <b>29,035,047</b>     | <b>28,260,271</b>    |
| <b>Shareholders' Equity</b>  |                       |                      |
| Series D Preferred Stock – no par value. Authorized 100,000,000 shares; 8,000,000 shares issued and outstanding at September 30, 2018  | 195,138               | —                    |
| Series C Preferred Stock - no par value. 5,200,000 shares outstanding at December 31, 2017   | —                     | 125,980              |
| Common stock - \$1.00 par value. Authorized 342,857,143 shares; 143,093,317 issued at September 30, 2018 and 142,677,449 issued at December 31, 2017; 116,714,463 outstanding at September 30, 2018 and 118,897,295 outstanding at December 31, 2017 | 143,093               | 142,678              |
| Additional paid-in capital   | 3,049,233             | 3,043,129            |
| Treasury stock, at cost – 26,378,854 shares at September 30, 2018 and 23,780,154 shares at December 31, 2017   | (974,478)             | (839,674)            |
| Accumulated other comprehensive loss   | (143,720)             | (54,754)             |

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|  |              |              |
|--|--------------|--------------|
| Retained earnings                          | 770,807      | 544,207      |
| Total shareholders' equity                 | 3,040,073    | 2,961,566    |
| Total liabilities and shareholders' equity | \$32,075,120 | \$31,221,837 |

See accompanying notes to unaudited interim consolidated financial statements.

(1) See "Note 1 - Basis of Presentation" of this Report for information on Synovus' change in presentation of cash and cash equivalents.

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CONSOLIDATED STATEMENTS OF INCOME  
(unaudited)

| (in thousands, except per share data)  | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2018 | September 30,<br>2017 | September 30,<br>2018 | September 30,<br>2017 |
| Interest income:   |                       |                       |                       |                       |
| Loans, including fees  | \$314,639             | \$273,847             | \$900,035             | \$785,166             |
| Investment securities available for sale   | 24,164                | 20,014                | 71,976                | 60,112                |
| Mortgage loans held for sale   | 578                   | 506                   | 1,514                 | 1,478                 |
| Federal Reserve Bank balances  | 2,376                 | 1,569                 | 6,944                 | 4,084                 |
| Other earning assets   | 2,185                 | 1,716                 | 6,442                 | 4,723                 |
| Total interest income  | 343,942               | 297,652               | 986,911               | 855,563               |
| Interest expense:  |                       |                       |                       |                       |
| Deposits   | 39,219                | 20,798                | 98,195                | 55,874                |
| Federal funds purchased, securities sold under repurchase agreements,<br>and other short-term borrowings | 940                   | 347                   | 2,744                 | 865                   |
| Long-term debt   | 12,164                | 13,935                | 35,492                | 45,227                |
| Total interest expense   | 52,323                | 35,080                | 136,431               | 101,966               |
| Net interest income  | 291,619               | 262,572               | 850,480               | 753,597               |
| Provision for loan losses  | 14,982                | 39,686                | 39,548                | 58,620                |
| Net interest income after provision for loan losses  | 276,637               | 222,886               | 810,932               | 694,977               |
| Non-interest income:   |                       |                       |                       |                       |
| Service charges on deposit accounts  | 20,582                | 20,678                | 60,521                | 61,048                |
| Fiduciary and asset management fees  | 13,462                | 12,615                | 40,881                | 37,290                |
| Card fees  | 10,608                | 9,729                 | 31,640                | 29,614                |
| Brokerage revenue  | 9,329                 | 7,511                 | 26,924                | 21,947                |
| Mortgage banking income  | 5,290                 | 5,603                 | 15,177                | 17,151                |
| Income from bank-owned life insurance  | 3,771                 | 3,232                 | 11,720                | 9,560                 |
| Cabela's Transaction Fee   | —                     | 75,000                | —                     | 75,000                |
| Investment securities losses, net  | —                     | (7,956)               | (1,296)               | (289)                 |
| Other fee income   | 4,510                 | 5,094                 | 14,387                | 16,127                |
| Other non-interest income  | 4,116                 | 3,929                 | 12,147                | 8,526                 |
| Total non-interest income  | 71,668                | 135,435               | 212,101               | 275,974               |
| Non-interest expense:  |                       |                       |                       |                       |
| Salaries and other personnel expense   | 114,341               | 109,675               | 339,924               | 322,079               |
| Net occupancy and equipment expense  | 32,088                | 30,573                | 96,222                | 89,837                |
| Third-party processing expense   | 14,810                | 13,659                | 43,822                | 39,882                |
| FDIC insurance and other regulatory fees   | 6,430                 | 7,078                 | 19,765                | 20,723                |
| Professional fees  | 6,298                 | 7,141                 | 18,087                | 20,048                |
| Advertising expense  | 3,735                 | 3,610                 | 14,046                | 14,868                |
| Foreclosed real estate expense, net  | 360                   | 7,265                 | 1,110                 | 10,847                |
| Earnout liability adjustments  | 11,652                | 2,059                 | 11,652                | 3,766                 |
| Merger-related expense   | 6,684                 | 23                    | 6,684                 | 110                   |
| Restructuring charges, net   | 21                    | 519                   | (191)                 | 7,043                 |
| Other operating expenses   | 23,878                | 24,044                | 68,410                | 65,577                |
| Total non-interest expense   | 220,297               | 205,646               | 619,531               | 594,780               |
| Income before income taxes   | 128,008               | 152,675               | 403,502               | 376,171               |
| Income tax expense   | 18,949                | 54,668                | 80,095                | 130,303               |

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|   |          |          |           |           |
|---|----------|----------|-----------|-----------|
| Net income  | 109,059  | 98,007   | 323,407   | 245,868   |
| Less: Preferred stock dividends and redemption charge | 9,729    | 2,559    | 14,848    | 7,678     |
| Net income available to common shareholders           | \$99,330 | \$95,448 | \$308,559 | \$238,190 |
| Net income per common share, basic                    | \$0.85   | \$0.79   | \$2.61    | \$1.96    |
| Net income per common share, diluted                  | 0.84     | 0.78     | 2.60      | 1.94      |
| Weighted average common shares outstanding, basic     | 117,241  | 120,900  | 118,096   | 121,796   |
| Weighted average common shares outstanding, diluted   | 118,095  | 121,814  | 118,847   | 122,628   |

See accompanying notes to unaudited interim consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(unaudited)

| (in thousands)   | Three Months Ended September 30, |                             |                      | 2017                 |                             |                      |
|--|----------------------------------|-----------------------------|----------------------|----------------------|-----------------------------|----------------------|
|  | 2018                             |                             |                      |                      |                             |                      |
|  | Before-tax<br>Amount             | Tax<br>(Expense)<br>Benefit | Net of Tax<br>Amount | Before-tax<br>Amount | Tax<br>(Expense)<br>Benefit | Net of Tax<br>Amount |
| Net income   | \$128,008                        | \$ (18,949 )                | \$109,059            | \$152,675            | \$ (54,668 )                | \$98,007             |
| Net unrealized (losses) gains on investment securities available for sale: |                                  |                             |                      |                      |                             |                      |
| Reclassification adjustment for net losses realized in net income          | —                                | —                           | —                    | 7,956                | (3,063 )                    | 4,893                |
| Net unrealized (losses) gains arising during the period                    | (24,210 )                        | 6,270                       | (17,940 )            | 5,465                | (2,106 )                    | 3,359                |
| Net unrealized (losses) gains  | (24,210 )                        | 6,270                       | (17,940 )            | 13,421               | (5,169 )                    | 8,252                |
| Post-retirement unfunded health benefit:                                   |                                  |                             |                      |                      |                             |                      |
| Reclassification adjustment for gains realized in net income               | (35 )                            | 9                           | (26 )                | (34 )                | 13                          | (21 )                |
| Actuarial (losses) gains arising during the period                         | (46 )                            | 12                          | (34 )                | 61                   | (23 )                       | 38                   |
| Net increase (decrease) in unrealized gains, net                           | (81 )                            | 21                          | (60 )                | 27                   | (10 )                       | 17                   |
| Other comprehensive (loss) income  | \$ (24,291 )                     | \$ 6,291                    | \$ (18,000 )         | \$ 13,448            | \$ (5,179 )                 | \$ 8,269             |
| Comprehensive income   |                                  |                             | \$91,059             |                      |                             | \$106,276            |

| (in thousands)   | Nine Months Ended September 30, |                             |                      | 2017                 |                             |                      |
|--|---------------------------------|-----------------------------|----------------------|----------------------|-----------------------------|----------------------|
|  | 2018                            |                             |                      |                      |                             |                      |
|  | Before-tax<br>Amount            | Tax<br>(Expense)<br>Benefit | Net of Tax<br>Amount | Before-tax<br>Amount | Tax<br>(Expense)<br>Benefit | Net of Tax<br>Amount |
| Net income   | \$403,502                       | \$ (80,095 )                | \$323,407            | \$376,171            | \$ (130,303 )               | \$245,868            |
| Net change related to cash flow hedges:                                    |                                 |                             |                      |                      |                             |                      |
| Reclassification adjustment for losses realized in net income              | —                               | —                           | —                    | 130                  | (50 )                       | 80                   |
| Net unrealized (losses) gains on investment securities available for sale: |                                 |                             |                      |                      |                             |                      |
| Reclassification adjustment for net losses realized in net income          | 1,296                           | (336 )                      | 960                  | 289                  | (111 )                      | 178                  |
| Net unrealized (losses) gains arising during the period                    | (111,131 )                      | 28,782                      | (82,349 )            | 25,715               | (9,903 )                    | 15,812               |
| Net unrealized (losses) gains  | (109,835 )                      | 28,446                      | (81,389 )            | 26,004               | (10,014 )                   | 15,990               |
| Post-retirement unfunded health benefit:                                   |                                 |                             |                      |                      |                             |                      |
| Reclassification adjustment for gains realized in net income               | (103 )                          | 31                          | (72 )                | (74 )                | 29                          | (45 )                |
| Actuarial (losses) gains arising during the period                         | (46 )                           | 12                          | (34 )                | 61                   | (23 )                       | 38                   |
| Net increase (decrease) in unrealized gains, net                           | (149 )                          | 43                          | (106 )               | (13 )                | 6                           | (7 )                 |
| Other comprehensive (loss) income  | \$ (109,984 )                   | \$ 28,489                   | \$ (81,495 )         | \$ 26,121            | \$ (10,058 )                | \$ 16,063            |

|                      |           |           |
|----------------------|-----------|-----------|
| Comprehensive income | \$241,912 | \$261,931 |
|----------------------|-----------|-----------|

See accompanying notes to unaudited interim consolidated financial statements.

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## SYNOVUS FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(unaudited)

| (in thousands, except per share data)                      | Series D Preferred Stock | Series C Preferred Stock | Common Stock | Additional Paid-in Capital | Treasury Stock | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Total       |
|--|--------------------------|--------------------------|--------------|----------------------------|----------------|---|-------------------|-------------|
| Balance at December 31, 2016                               | \$—                      | \$125,980                | \$142,026    | \$3,028,405                | \$(664,595)    | \$(55,659)                                    | \$351,767         | \$2,927,924 |
| Net income   | —                        | —                        | —            | —                          | —              | —   | 245,868           | 245,868     |
| Other comprehensive income, net of income taxes            | —                        | —                        | —            | —                          | —              | 16,063  | —                 | 16,063      |
| Cash dividends declared on common stock - \$0.45 per share | —                        | —                        | —            | —                          | —              | —   | (54,671)          | (54,671)    |
| Cash dividends paid on Series C Preferred Stock            | —                        | —                        | —            | —                          | —              | —   | (7,678)           | (7,678)     |
| Repurchases of common stock                                | —                        | —                        | —            | —                          | (135,914)      | —   | —                 | (135,914)   |
| Restricted share unit activity                             | —                        | —                        | 335          | (8,007)                    | —              | —   | (290)             | (7,962)     |
| Stock options exercised                                    | —                        | —                        | 164          | 2,708                      | —              | —   | —                 | 2,872       |
| Share-based compensation expense                           | —                        | —                        | —            | 10,576                     | —              | —   | —                 | 10,576      |
| Balance at September 30, 2017                              | \$—                      | \$125,980                | \$142,525    | \$3,033,682                | \$(800,509)    | \$(39,596)                                    | \$534,996         | \$2,997,078 |
| Balance at December 31, 2017                               | \$—                      | \$125,980                | \$142,678    | \$3,043,129                | \$(839,674)    | \$(54,754)                                    | \$544,207         | \$2,961,566 |
| Cumulative-effect adjustment from adoption of ASU 2014-09  | —                        | —                        | —            | —                          | —              | —   | (685)             | (685)       |
| Reclassification from adoption of ASU 2018-02              | —                        | —                        | —            | —                          | —              | (7,588)                                       | 7,588             | —           |
| Cumulative-effect adjustment from adoption of ASU 2016-01  | —                        | —                        | —            | —                          | —              | 117   | (117)             | —           |
| Net income   | —                        | —                        | —            | —                          | —              | —   | 323,407           | 323,407     |
|  | —                        | —                        | —            | —                          | —              | (81,495)                                      | —                 | (81,495)    |

|  |           |            |           |             |             |              |           |             |
|--|-----------|------------|-----------|-------------|-------------|--------------|-----------|-------------|
| Other comprehensive loss, net of income taxes                                |           |            |           |             |             |              |           |             |
| Cash dividends declared on common stock - \$0.75 per share                   | —         | —          | —         | —           | —           | —            | (88,396 ) | (88,396 )   |
| Cash dividends paid on Series C Preferred Stock                              | —         | —          | —         | —           | —           | —            | (7,678 )  | (7,678 )    |
| Redemption of Series C Preferred Stock                                       | —         | (125,980 ) | —         | —           | —           | —            | (4,020 )  | (130,000 )  |
| Issuance of Series D Preferred Stock, net of issuance costs                  | 195,138   | —          | —         | —           | —           | —            | —         | 195,138     |
| Cash dividends paid on Series D Preferred Stock                              | —         | —          | —         | —           | —           | —            | (3,150 )  | (3,150 )    |
| Repurchases of common stock  | —         | —          | —         | —           | (134,804 )  | —            | —         | (134,804 )  |
| Restricted share unit vesting and taxes paid related to net share settlement | —         | —          | 293       | (8,355 )    | —           | —            | (349 )    | (8,411 )    |
| Stock options exercised  | —         | —          | 122       | 1,955       | —           | —            | —         | 2,077       |
| Share-based compensation expense   | —         | —          | —         | 12,504      | —           | —            | —         | 12,504      |
| Balance at September 30, 2018  | \$195,138 | \$—        | \$143,093 | \$3,049,233 | \$(974,478) | \$(143,720 ) | \$770,807 | \$3,040,073 |

See accompanying notes to unaudited interim consolidated financial statements.



Table of ContentsSYNOVUS FINANCIAL CORP.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)

| (in thousands)   | Nine Months Ended<br>September 30, |              |
|--|------------------------------------|--------------|
|  | 2018                               | 2017         |
| Operating Activities   |                                    |              |
| Net income   | \$323,407                          | \$245,868    |
| Adjustments to reconcile net income to net cash provided by operating activities:                  |                                    |              |
| Provision for loan losses  | 39,548                             | 58,620       |
| Depreciation, amortization, and accretion, net   | 41,716                             | 44,786       |
| Deferred income tax expense  | 9,360                              | 114,205      |
| Originations of mortgage loans held for sale   | (429,531 )                         | (490,202 )   |
| Proceeds from sales of mortgage loans held for sale  | 449,651                            | 500,786      |
| Gain on sales of mortgage loans held for sale, net   | (9,886 )                           | (10,587 )    |
| Increase in other assets   | (82,608 )                          | (6,678 )     |
| Increase in other liabilities  | 17,690                             | 17,718       |
| Investment securities losses, net  | 1,296                              | 289          |
| Share-based compensation expense   | 12,504                             | 10,576       |
| Net cash provided by operating activities  | 373,147                            | 485,381      |
| Investing Activities   |                                    |              |
| Proceeds from maturities and principal collections of investment securities available for sale     | 457,151                            | 483,307      |
| Proceeds from sales of investment securities available for sale                                    | 35,066                             | 812,293      |
| Purchases of investment securities available for sale  | (510,797 )                         | (1,195,302 ) |
| Proceeds from sales of loans   | 15,454                             | 26,386       |
| Proceeds from sales of other real estate and other assets  | 8,676                              | 11,517       |
| Net increase in loans including purchases of loans   | (842,383 )                         | (755,231 )   |
| Purchases of bank-owned life insurance policies, net of settlements                                | 1,783                              | (150,000 )   |
| Net increase in premises and equipment   | (39,034 )                          | (34,717 )    |
| Net cash used in investing activities  | (874,084 )                         | (801,747 )   |
| Financing Activities   |                                    |              |
| Net (decrease) increase in demand and savings deposits   | (152,313 )                         | 335,438      |
| Net increase in certificates of deposit  | 437,655                            | 1,202,926    |
| Net increase (decrease) in federal funds purchased and securities sold under repurchase agreements | 29,955                             | (18,160 )    |
| Net change in other short-term borrowings  | 378,540                            | —            |
| Repayments and redemption of long-term debt  | (2,230,052 )                       | (1,653,613 ) |
| Proceeds from issuance of long-term debt   | 2,280,000                          | 1,375,000    |
| Dividends paid to common shareholders  | (77,020 )                          | (36,681 )    |
| Dividends paid to preferred shareholders   | (10,828 )                          | (7,678 )     |
| Proceeds from issuance of Series D Preferred Stock   | 195,138                            | —            |
| Redemption of Series C Preferred Stock   | (130,000 )                         | —            |
| Stock options exercised  | 2,077                              | 2,872        |
| Repurchase of common stock   | (134,804 )                         | (135,914 )   |
| Taxes paid related to net share settlement of equity awards  | (8,411 )                           | (7,962 )     |
| Net cash provided by financing activities  | 579,937                            | 1,056,228    |
| Increase in cash and cash equivalents including restricted cash                                    | 79,000                             | 739,862      |

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|  |              |              |
|--|--------------|--------------|
| Cash, cash equivalents, restricted cash, and restricted cash equivalents at beginning of period <sup>(1)</sup> | 932,933      | 999,045      |
| Cash, cash equivalents, restricted cash, and restricted cash equivalents at end of period <sup>(1)</sup>       | \$ 1,011,933 | \$ 1,738,907 |
| Supplemental Cash Flow Information   |              |              |
| Cash paid during the period for:   |              |              |
| Income tax payments, net   | \$40,340     | \$ 11,195    |
| Interest paid  | 122,182      | 101,632      |
| Non-cash Activities  |              |              |
| Premises and equipment transferred to/(from) other assets  | 785          | (3,387 )     |
| Loans foreclosed and transferred to other real estate  | 11,280       | 6,571        |
| Loans transferred to/(from) other loans held for sale at fair value  | 4,088        | 77,774       |
| Topic 606 cumulative-effect adjustment to opening balance of retained earnings                                 | (685 )       | —            |
| Equity investment securities available for sale transferred to other assets at fair value                      | 3,162        | —            |
| Securities purchased during the period but settled after period-end  | —            | 193,286      |
| Dividends declared on common stock during the period but paid after period-end                                 | 29,211       | 17,990       |

See accompanying notes to unaudited interim consolidated financial statements.

<sup>(1)</sup> See "Note 1 - Basis of Presentation" of this Report for information on Synovus' change in presentation of cash and cash equivalents.

## Notes to Unaudited Interim Consolidated Financial Statements

### Note 1 - Basis of Presentation

#### General

The accompanying unaudited interim consolidated financial statements of Synovus Financial Corp. include the accounts of the Parent Company and its consolidated subsidiaries. Synovus Financial Corp. is a financial services company based in Columbus, Georgia. Through its wholly-owned subsidiary, Synovus Bank, a Georgia state-chartered bank that is a member of the Federal Reserve System, the company provides commercial and retail banking in addition to a full suite of specialized products and services including private banking, treasury management, wealth management, premium finance and international banking. Synovus Bank is positioned in markets in the Southeast, with 249 branches and 334 ATMs in Georgia, Alabama, South Carolina, Florida, and Tennessee. The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to the SEC Form 10-Q and Article 10 of Regulation S-X; therefore, they do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, comprehensive income, and cash flows in conformity with GAAP. All adjustments consisting of normally recurring accruals that, in the opinion of management, are necessary for a fair presentation of the consolidated financial position and results of operations for the periods covered by this Report have been included. The accompanying unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes appearing in Synovus' 2017 Form 10-K.

#### Reclassifications

In connection with the adoption of ASU 2016-18, Statement of Cash Flows-Restricted Cash, Synovus changed its presentation of cash and cash equivalents, effective January 1, 2018, to include cash and due from banks as well as interest-bearing funds with Federal Reserve Bank, interest earning deposits with banks, and federal funds sold and securities purchased under resale agreements, which are inclusive of any restricted cash and restricted cash equivalents. Prior to 2018, cash and cash equivalents only included cash and due from banks. Prior periods have been revised to maintain comparability. Excluding the aforementioned presentation change and the recently adopted accounting standards listed below, there have been no significant changes to the accounting policies as disclosed in Synovus' 2017 Form 10-K.

Prior periods' consolidated financial statements are reclassified whenever necessary to conform to the current periods' presentation.

#### Use of Estimates in the Preparation of Financial Statements

In preparing the unaudited interim consolidated financial statements in accordance with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the respective consolidated balance sheets and the reported amounts of revenues and expenses for the periods presented. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the fair value of investment securities.

#### Recently Adopted Accounting Standards

ASU 2014-09, Revenue from Contracts with Customers (Topic 606) issued by the FASB in May 2014, and all subsequent ASUs that modified Topic 606. ASU 2014-09 implements a common revenue standard that establishes principles for reporting information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts to provide goods or services to customers. The core principle of the revenue model is that a company will recognize revenue when it transfers control of goods or services to customers at an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. The scope of the guidance explicitly excludes net interest income as well as many other revenues from financial assets. Management reviewed its revenue streams and contracts with customers and did not identify material changes to the timing or amount of revenue recognition. Synovus adopted these ASUs on the required effective date of January 1, 2018 utilizing the modified retrospective method of adoption. The adoption resulted in a cumulative effect adjustment of (\$685) thousand to the opening balance of retained earnings. Beginning January 1, 2018, in connection with the adoption of this standard, Synovus began including merchant discounts and other card-related fees in card fees. For periods prior to January 1, 2018, these amounts were previously presented in other non-interest income and have been reclassified

for comparability. See "Part I - Item 1. Financial Statements and Supplementary Data - Note 12 - Non-interest Income" for the required disclosures in accordance with this ASU.

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ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. In February 2018, the FASB issued final guidance on reclassification of tax effects stranded in other comprehensive income due to Federal Tax Reform. The guidance provides entities the option to reclassify the tax effects that are stranded in accumulated other comprehensive income, or AOCI, as a result of Federal Tax Reform to retained earnings. The guidance is effective for fiscal years beginning after December 15, 2018; early adoption is permitted. Synovus elected to early adopt ASU 2018-02 as of January 1, 2018 and elected to reclassify the income tax effects of Federal Tax Reform from AOCI to retained earnings. For Synovus, tax effects stranded in AOCI due to Federal Tax Reform totaled \$7.6 million at December 31, 2017 and primarily related to unrealized losses on the available-for-sale investment securities portfolio. The reclassification adjustment resulted in an increase to retained earnings as of January 1, 2018 of \$7.6 million and a corresponding decrease to AOCI for the same amount.

ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. In January 2016, the FASB issued ASU 2016-01, which included targeted amendments to accounting guidance for recognition, measurement, presentation, and disclosure of financial instruments. ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting or those that are consolidated) to be measured at fair value with changes in fair value recognized in net income. This ASU requires a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption to reclassify the cumulative change in fair value of equity securities previously recognized in AOCI. ASU 2016-01 became effective for Synovus on January 1, 2018. The adoption of the guidance resulted in a transfer of investments in mutual funds of \$3.2 million, at fair value, from investment securities available for sale to other assets and a \$117 thousand cumulative-effect adjustment that decreased retained earnings, with offsetting related adjustments to deferred taxes and AOCI. ASU 2016-01 also emphasizes the existing requirement to use an exit price concept to measure fair value for disclosure purposes in determining the fair value of loans. Determination of the fair value under the exit price method requires judgment because substantially all of the loans within the loan portfolio do not have observable market prices. The adoption of this guidance did not have a significant impact on Synovus' fair value disclosures.

ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. In August 2018, the FASB issued ASU 2018-13, which changes the fair value measurement disclosure requirements of ASC 820. The amendments in this ASU remove, modify, and add certain required disclosures on fair value measurements. The guidance is effective for fiscal years beginning after December 15, 2019; early adoption is permitted. Synovus elected to early adopt ASU 2018-13 for eliminated and modified disclosures upon issuance of this ASU. Synovus will delay adoption of the additional disclosures until their effective date. The adoption of this guidance did not have a significant impact on Synovus' fair value disclosures.

ASU 2018-15, Intangibles - Goodwill and Other - Internal Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract. In August 2018, the FASB issued ASU 2018-15, which amends ASC 350-40. The ASU aligns the requirements for capitalizing implementation costs for a hosting arrangement that is a service contract with those incurred for hosting arrangements that contain a software license as well as those incurred to develop or implement software for internal use. This guidance is effective for fiscal years beginning after December 15, 2019; early adoption is permitted. Synovus elected to early adopt ASU 2018-15, on a prospective basis, upon issuance of this ASU. As of September 30, 2018, no implementation costs have been capitalized under this ASU. Synovus expects to capitalize certain qualifying implementation, set-up, and other upfront costs related to hosting arrangements under a service contract during the fourth quarter of 2018.

#### Recently Issued Accounting Standards Not Yet Adopted

ASU 2016-13, Financial Instruments--Credit Losses (CECL). In June 2016, the FASB issued new guidance related to credit losses. The new guidance replaces the existing incurred loss impairment guidance with an expected credit loss methodology. The new guidance will require management's estimate of credit losses over the full remaining expected life of loans and other financial instruments. For Synovus, the standard will apply to loans, unfunded loan commitments, and debt securities available for sale. The standard is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years with early adoption permitted on January 1, 2019.

Synovus will adopt the guidance on January 1, 2020. Upon adoption, Synovus will record a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption.

Synovus has begun its implementation efforts which are led by a cross-functional steering committee. Management expects that the allowance for loan losses will be higher under the new standard; however, management is still in the process of determining the magnitude of the impact on its financial statements and regulatory capital ratios.

Additionally, the extent of the expected increase on the allowance for loan losses will depend upon the composition of the loan portfolio upon adoption of the standard, as well as economic conditions and forecasts at that time.

ASU 2016-02, Leases (ASC 842). In February 2016, the FASB issued ASU 2016-02, its new standard on lease accounting. ASU 2016-02 introduces a lessee model that brings most leases on the balance sheet. Under the new standard, all lessees will

recognize a right-of-use asset and a lease liability, including operating leases, with a lease term greater than 12 months. From a lessor perspective, the accounting model is largely unchanged from existing GAAP. Additional amendments include, but are not limited to, the elimination of leveraged leases; modification to the definition of a lease; amendments on sale and leaseback transactions; and disclosure of additional qualitative and quantitative information.

In July 2018, the FASB issued ASU 2018-11, Leases (ASC 842), Targeted Improvements. The ASU 2018-11 amendments include an optional transition method to apply ASU 2016-02 on a prospective basis as of the effective date, with a cumulative-effect adjustment to retained earnings in the period of adoption, instead of applying the guidance using the modified retrospective approach as originally required under ASU 2016-02. ASU 2018-11 also provides lessors with a practical expedient, by class of underlying asset, to not separate lease and non-lease components under certain circumstances, and clarifies which guidance (ASC 842 or ASC 606) to apply to the combined lease and non-lease components.

Synovus will elect the optional transition method provided through ASU 2018-11 and will adopt ASU 2016-02 prospectively on January 1, 2019. Synovus will elect the package of practical expedients to not reassess (a) whether existing contracts contain leases, (b) lease classification for existing leases, and (c) initial direct cost for any existing leases. Synovus currently expects to recognize lease liabilities and corresponding right-of-use assets (at their present value) related to substantially all of the \$230 million of future minimum lease commitments as disclosed in Note 7 of Synovus' 2017 Form 10-K. Additionally, Synovus expects to recognize a cumulative-effect adjustment upon adoption to increase the beginning balance of retained earnings as of January 1, 2019 for any remaining deferred gains on sale-leaseback transactions that occurred prior to the date of initial application. Synovus had approximately \$5.2 million of such deferred gains recorded as of September 30, 2018. Synovus does not expect this ASU to have a material impact on the timing of expense recognition in its consolidated statements of income.

Note 2 - Acquisitions

Cabela's Transaction

On September 25, 2017, Synovus' wholly owned subsidiary, Synovus Bank, completed the acquisition of certain assets and assumption of certain liabilities of WFB. Immediately following the closing of this transaction, Synovus Bank sold WFB's credit card assets and related liabilities to Capital One Bank (USA), National Association, a bank subsidiary of Capital One Financial Corporation.

Synovus retained WFB's \$1.10 billion brokered time deposits portfolio, which had a weighted average remaining maturity of approximately 2.53 years and a weighted average rate of 1.83% as of September 25, 2017. The transaction was accounted for as an assumption of a liability (accounted for under the asset acquisition model). In accordance with ASC 820, Fair Value Measurements and Disclosures, the brokered time deposit portfolio was recorded at \$1.10 billion, which was the amount of cash received for the deposits and represented the estimated fair value of the deposits at the transaction date. Additionally, Synovus received a \$75.0 million transaction fee from Cabela's Incorporated and Capital One, which was recognized into earnings on September 25, 2017 upon closing of the transaction, based on having achieved the recognition criteria outlined in SEC SAB Topic 13.A, Revenue Recognition.

Acquisition of Global One

On October 1, 2016, Synovus completed its acquisition of all of the outstanding stock of Global One. Prior to its acquisition, Global One was an Atlanta-based private specialty financial services company that provided financing primarily to commercial entities, with all loans fully collateralized by cash value life insurance policies and/or annuities issued by investment grade life insurance companies. Under the terms of the merger agreement, Synovus acquired Global One for an up-front payment of \$30 million, consisting of the issuance of 821 thousand shares of Synovus common stock valued at \$26.6 million and \$3.4 million in cash, with additional payments to Global One's former shareholders over a three to five year period based on earnings from the Global One business, as further discussed below.

The acquisition of Global One constituted a business combination. Accordingly, the assets acquired and liabilities assumed were recorded at their estimated fair values on October 1, 2016. The determination of fair value required management to make estimates about discount rates, future expected earnings and cash flows, market conditions, future loan growth, and other future events that are highly subjective in nature and subject to change. During the three months ended September 30, 2017, Synovus completed the determination of the final allocation of the purchase price with respect to the assets acquired and liabilities assumed.

Under the terms of the merger agreement, the purchase price includes additional annual payments ("Earnout Payments") to Global One's former shareholders over a three to five year period, with amounts based on a percentage of "Global One Earnings," as defined in the merger agreement. The Earnout Payments consist of shares of Synovus common stock as well as a smaller cash consideration component. The first annual Earnout Payment of stock and cash valued at \$6.4 million was made during November 2017. During the quarter ended September 30, 2018, Synovus recorded an \$11.7 million increase to the earnout liability driven by increased earnings projections of Global One. The total fair value of the earnout liability at September 30, 2018 was \$23.0 million based on the estimated fair value of the remaining Earnout Payments.



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## Note 3 - Investment Securities Available for Sale

The amortized cost, gross unrealized gains and losses, and estimated fair values of investment securities available for sale at September 30, 2018 and December 31, 2017 are summarized below.

| (in thousands)  | September 30, 2018 |                        |                         | Fair Value  |
|---|--------------------|------------------------|-------------------------|-------------|
|   | Amortized Cost     | Gross Unrealized Gains | Gross Unrealized Losses |             |
| U.S. Treasury securities  | \$123,265          | \$ —                   | \$(2,626)               | \$120,639   |
| U.S. Government agency securities   | 38,020             | 102                    | (258)                   | 37,864      |
| Mortgage-backed securities issued by U.S. Government agencies                                   | 104,933            | 75                     | (4,125)                 | 100,883     |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | 2,592,827          | 70                     | (103,532)               | 2,489,365   |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 1,168,378          | —                      | (50,675)                | 1,117,703   |
| Corporate debt and other debt securities  | 17,000             | 155                    | (35)                    | 17,120      |
| Total investment securities available for sale  | \$4,044,423        | \$ 402                 | \$(161,251)             | \$3,883,574 |

  

| (in thousands)  | December 31, 2017 |                        |                         | Fair Value  |
|---|-------------------|------------------------|-------------------------|-------------|
|   | Amortized Cost    | Gross Unrealized Gains | Gross Unrealized Losses |             |
| U.S. Treasury securities  | \$83,608          | \$ —                   | \$(934)                 | \$82,674    |
| U.S. Government agency securities   | 10,771            | 91                     | —                       | 10,862      |
| Mortgage-backed securities issued by U.S. Government agencies                                   | 121,283           | 519                    | (1,362)                 | 120,440     |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | 2,666,818         | 5,059                  | (31,354)                | 2,640,523   |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 1,135,259         | 144                    | (23,404)                | 1,111,999   |
| State and municipal securities  | 180               | —                      | —                       | 180         |
| Corporate debt and other securities   | 20,320            | 294                    | (223)                   | 20,391      |
| Total investment securities available for sale  | \$4,038,239       | \$ 6,107               | \$(57,277)              | \$3,987,069 |

At September 30, 2018 and December 31, 2017, investment securities with a carrying value of \$1.29 billion and \$2.00 billion, respectively, were pledged to secure certain deposits and securities sold under repurchase agreements as required by law and contractual agreements.

Synovus has reviewed investment securities that are in an unrealized loss position as of September 30, 2018 and December 31, 2017 for OTTI and does not consider any securities in an unrealized loss position to be other-than-temporarily impaired. If Synovus intended to sell a security in an unrealized loss position, the entire unrealized loss would be reflected in earnings. Synovus does not intend to sell investment securities in an unrealized loss position prior to the recovery of the unrealized loss, which may not be until maturity, and has the ability and intent to hold those securities for that period of time. Additionally, Synovus is not currently aware of any circumstances which will require it to sell any of the securities that are in an unrealized loss position prior to the respective securities' recovery of all such unrealized losses.

For investment securities that Synovus does not expect to sell, or it is not more likely than not it will be required to sell prior to recovery of its amortized cost basis, the credit component of an OTTI would be recognized in earnings and the non-credit component would be recognized in OCI. Currently, unrealized losses on debt securities are attributable to increases in interest rates on comparable securities from the date of purchase. Synovus regularly evaluates its investment securities portfolio to ensure that there are no conditions that would indicate that unrealized losses represent OTTI. These factors include the length of time the security has been in a loss position, the extent that

the fair value is below amortized cost, and the credit standing of the issuer. As of September 30, 2018, Synovus had 43 investment securities in a loss position for less than twelve months and 100 investment securities in a loss position for twelve months or longer.

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Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2018 and December 31, 2017 are presented below.

| (in thousands)  | September 30, 2018  |                         |                     |                         |             |                         |
|---|---------------------|-------------------------|---------------------|-------------------------|-------------|-------------------------|
|   | Less than 12 Months |                         | 12 Months or Longer |                         | Total       |                         |
|   | Fair Value          | Gross Unrealized Losses | Fair Value          | Gross Unrealized Losses | Fair Value  | Gross Unrealized Losses |
| U.S. Treasury securities  | \$38,352            | \$ 739                  | \$62,905            | \$ 1,887                | \$101,257   | \$ 2,626                |
| U.S. Government agency securities   | 29,727              | 258                     | —                   | —                       | 29,727      | 258                     |
| Mortgage-backed securities issued by U.S. Government agencies                                   | 15,655              | 364                     | 73,555              | 3,761                   | 89,210      | 4,125                   |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | 830,455             | 24,765                  | 1,618,843           | 78,767                  | 2,449,298   | 103,532                 |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 214,420             | 3,406                   | 903,283             | 47,269                  | 1,117,703   | 50,675                  |
| Corporate debt and other debt securities  | —                   | —                       | 1,965               | 35                      | 1,965       | 35                      |
| Total   | \$1,128,609         | \$ 29,532               | \$2,660,551         | \$ 131,719              | \$3,789,160 | \$ 161,251              |

  

| (in thousands)  | December 31, 2017   |                         |                     |                         |             |                         |
|---|---------------------|-------------------------|---------------------|-------------------------|-------------|-------------------------|
|   | Less than 12 Months |                         | 12 Months or Longer |                         | Total       |                         |
|   | Fair Value          | Gross Unrealized Losses | Fair Value          | Gross Unrealized Losses | Fair Value  | Gross Unrealized Losses |
| U.S. Treasury securities  | \$34,243            | \$ 443                  | \$29,562            | \$ 491                  | \$63,805    | \$ 934                  |
| Mortgage-backed securities issued by U.S. Government agencies                                   | 36,810              | 357                     | 55,740              | 1,005                   | 92,550      | 1,362                   |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | 1,271,012           | 10,263                  | 929,223             | 21,091                  | 2,200,235   | 31,354                  |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | 653,781             | 9,497                   | 426,237             | 13,907                  | 1,080,018   | 23,404                  |
| Corporate debt and other securities   | —                   | —                       | 5,097               | 223                     | 5,097       | 223                     |
| Total   | \$1,995,846         | \$ 20,560               | \$1,445,859         | \$ 36,717               | \$3,441,705 | \$ 57,277               |

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The amortized cost and fair value by contractual maturity of investment securities available for sale at September 30, 2018 are shown below. The expected life of mortgage-backed securities or CMOs may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. For purposes of the maturity table, mortgage-backed securities and CMOs, which are not due at a single maturity date, have been classified based on the final contractual maturity date.

| (in thousands)  | Distribution of Maturities at September 30, 2018 |                  |                  |                    |                    |
|---|--|------------------|------------------|--------------------|--------------------|
|   | Within One Year                                  | 1 to 5 Years     | 5 to 10 Years    | More Than 10 Years | Total              |
| <b>Amortized Cost</b>   |  |                  |                  |                    |                    |
| U.S. Treasury securities  | \$19,382   | \$103,883        | \$—              | \$—                | \$123,265          |
| U.S. Government agency securities   | 1,917  | 6,118            | 29,985           | —                  | 38,020             |
| Mortgage-backed securities issued by U.S. Government agencies                                   | —  | —                | 25,659           | 79,274             | 104,933            |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | —  | 43,496           | 556,115          | 1,993,216          | 2,592,827          |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | —  | —                | 28,367           | 1,140,011          | 1,168,378          |
| Corporate debt and other debt securities  | —  | —                | 15,000           | 2,000              | 17,000             |
| <b>Total amortized cost</b>   | <b>\$21,299</b>                                  | <b>\$153,497</b> | <b>\$655,126</b> | <b>\$3,214,501</b> | <b>\$4,044,423</b> |
| <b>Fair Value</b>   |  |                  |                  |                    |                    |
| U.S. Treasury securities  | \$19,382   | \$101,257        | \$—              | \$—                | \$120,639          |
| U.S. Government agency securities   | 1,937  | 6,200            | 29,727           | —                  | 37,864             |
| Mortgage-backed securities issued by U.S. Government agencies                                   | —  | —                | 25,154           | 75,729             | 100,883            |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | —  | 42,630           | 534,881          | 1,911,854          | 2,489,365          |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | —  | —                | 27,198           | 1,090,505          | 1,117,703          |
| Corporate debt and other debt securities  | —  | —                | 15,155           | 1,965              | 17,120             |
| <b>Total fair value</b>   | <b>\$21,319</b>                                  | <b>\$150,087</b> | <b>\$632,115</b> | <b>\$3,080,053</b> | <b>\$3,883,574</b> |

Proceeds from sales, gross gains, and gross losses on sales of securities available for sale for the three and nine months ended September 30, 2018 and 2017 are presented below. The specific identification method is used to reclassify gains and losses out of other comprehensive income at the time of sale. On January 1, 2018, Synovus transferred \$3.2 million, at fair value, from investment securities available for sale to other assets upon adoption of ASU 2016-01.

| (in thousands)  | Three Months Ended September 30, | Nine Months Ended September 30, |           |
|---|----------------------------------|---------------------------------|-----------|
|   | 2018                             | 2018                            | 2017      |
| Proceeds from sales of investment securities available for sale | \$—                              | \$473,912                       | \$812,293 |
| Gross realized gains on sales                                   | —                                | —                               | 7,942     |
| Gross realized losses on sales                                  | —(7,956)                         | (1,296)                         | (8,231)   |
| Investment securities losses, net                               | \$—(7,956)                       | \$(1,296)                       | \$(289)   |



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## Note 4 - Loans and Allowance for Loan Losses

The following is a summary of current, accruing past due, and non-accrual loans by portfolio class as of September 30, 2018 and December 31, 2017.

## Current, Accruing Past Due, and Non-accrual Loans

September 30, 2018

| (in thousands)                         | Current      | Accruing<br>30-89<br>Days<br>Past Due | Accruing<br>90 Days<br>or<br>Greater<br>Past Due | Total<br>Accruing<br>Past Due | Non-accrual | Total                       |
|--|--------------|---------------------------------------|--|-------------------------------|-------------|-----------------------------|
| Commercial, financial and agricultural | \$7,185,447  | \$25,850                              | \$1,159  | \$27,009                      | \$69,010    | \$7,281,466                 |
| Owner-occupied                         | 5,206,192    | 8,879                                 | 1,049  | 9,928                         | 5,708       | 5,221,828                   |
| Total commercial and industrial        | 12,391,639   | 34,729                                | 2,208  | 36,937                        | 74,718      | 12,503,294                  |
| Investment properties                  | 5,661,605    | 1,930                                 | —  | 1,930                         | 2,155       | 5,665,690                   |
| 1-4 family properties                  | 701,406      | 2,651                                 | —  | 2,651                         | 3,139       | 707,196                     |
| Land and development                   | 333,709      | 765                                   | 217  | 982                           | 4,829       | 339,520                     |
| Total commercial real estate           | 6,696,720    | 5,346                                 | 217  | 5,563                         | 10,123      | 6,712,406                   |
| Home equity lines                      | 1,442,451    | 7,819                                 | 651  | 8,470                         | 14,498      | 1,465,419                   |
| Consumer mortgages                     | 2,832,971    | 4,960                                 | —  | 4,960                         | 5,313       | 2,843,244                   |
| Credit cards                           | 241,334      | 2,170                                 | 1,645  | 3,815                         | —           | 245,149                     |
| Other consumer loans                   | 1,809,033    | 18,444                                | 135  | 18,579                        | 3,773       | 1,831,385                   |
| Total consumer                         | 6,325,789    | 33,393                                | 2,431  | 35,824                        | 23,584      | 6,385,197                   |
| Total loans                            | \$25,414,148 | \$73,468                              | \$4,856  | \$78,324                      | \$108,425   | \$25,600,897 <sup>(1)</sup> |

December 31, 2017

| (in thousands)                         | Current      | Accruing<br>30-89<br>Days<br>Past Due | Accruing<br>90 Days<br>or<br>Greater<br>Past Due | Total<br>Accruing<br>Past Due | Non-accrual | Total                       |
|--|--------------|---------------------------------------|--|-------------------------------|-------------|-----------------------------|
| Commercial, financial and agricultural | \$7,097,127  | \$11,214                              | \$1,016  | \$12,230                      | \$70,130    | \$7,179,487                 |
| Owner-occupied                         | 4,830,150    | 6,880                                 | 479  | 7,359                         | 6,654       | 4,844,163                   |
| Total commercial and industrial        | 11,927,277   | 18,094                                | 1,495  | 19,589                        | 76,784      | 12,023,650                  |
| Investment properties                  | 5,663,665    | 2,506                                 | 90   | 2,596                         | 3,804       | 5,670,065                   |
| 1-4 family properties                  | 775,023      | 3,545                                 | 202  | 3,747                         | 2,849       | 781,619                     |
| Land and development                   | 476,131      | 1,609                                 | 67   | 1,676                         | 5,797       | 483,604                     |
| Total commercial real estate           | 6,914,819    | 7,660                                 | 359  | 8,019                         | 12,450      | 6,935,288                   |
| Home equity lines                      | 1,490,808    | 5,629                                 | 335  | 5,964                         | 17,455      | 1,514,227                   |
| Consumer mortgages                     | 2,622,061    | 3,971                                 | 268  | 4,239                         | 7,203       | 2,633,503                   |
| Credit cards                           | 229,015      | 1,930                                 | 1,731  | 3,661                         | —           | 232,676                     |
| Other consumer loans                   | 1,461,223    | 10,333                                | 226  | 10,559                        | 1,669       | 1,473,451                   |
| Total consumer                         | 5,803,107    | 21,863                                | 2,560  | 24,423                        | 26,327      | 5,853,857                   |
| Total loans                            | \$24,645,203 | \$47,617                              | \$4,414  | \$52,031                      | \$115,561   | \$24,812,795 <sup>(2)</sup> |

<sup>(1)</sup> Total before net deferred fees and costs of \$23.8 million.

<sup>(2)</sup> Total before net deferred fees and costs of \$25.3 million.



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Loans with carrying values of \$8.11 billion and \$7.93 billion were pledged as collateral for borrowings and potential borrowings at September 30, 2018 and December 31, 2017, respectively, to the FHLB and Federal Reserve Bank.

The credit quality of the loan portfolio is reviewed and updated no less frequently than quarterly using the standard asset classification system utilized by the federal banking agencies. These classifications are divided into three groups – Not Criticized (Pass), Special Mention, and Classified or Adverse rating (Substandard, Doubtful, and Loss) and are defined as follows:

Pass - loans which are well protected by the current net worth and paying capacity of the obligor (or guarantors, if any) or by the fair value, less cost to acquire and sell in a timely manner, of any underlying collateral.

Special Mention - loans which have potential weaknesses that deserve management's close attention. These loans are not adversely classified and do not expose an institution to sufficient risk to warrant an adverse classification.

Substandard - loans which are inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. Loans with this classification are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful - loans which have all the weaknesses inherent in loans classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable on the basis of currently known facts, conditions, and values.

Loss - loans which are considered by management to be uncollectible and of such little value that their continuance on the institution's books as an asset, without establishment of a specific valuation allowance or charge-off, is not warranted. Synovus fully reserves for any loans rated as Loss.

In the following tables, consumer loans are generally assigned a risk grade similar to the classifications described above; however, upon reaching 90 days and 120 days past due, they are generally downgraded to Substandard and Loss, respectively, in accordance with the FFIEC Uniform Retail Credit Classification and Account Management Policy. Additionally, in accordance with the Interagency Supervisory Guidance on Allowance for Loan and Lease Losses Estimation Practices for Loans and Lines of Credit Secured by Junior Liens on 1-4 Family Residential Properties, the risk grade classifications of home equity lines and consumer mortgages secured by junior liens on 1-4 family residential properties also consider available information on the payment status of any associated senior liens with other financial institutions.



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## Loan Portfolio Credit Exposure by Risk Grade

| September 30, 2018                     |              |                    |                            |                         |         |                             |
|--|--------------|--------------------|----------------------------|-------------------------|---------|-----------------------------|
| (in thousands)                         | Pass         | Special<br>Mention | Substandard <sup>(1)</sup> | Doubtful <sup>(2)</sup> | Loss    | Total                       |
| Commercial, financial and agricultural | \$6,986,930  | \$135,359          | \$157,922                  | \$1,251                 | \$4     | <sup>(3)</sup> \$7,281,466  |
| Owner-occupied                         | 5,077,397    | 79,967             | 64,038                     | 426                     | —       | 5,221,828                   |
| Total commercial and industrial        | 12,064,327   | 215,326            | 221,960                    | 1,677                   | 4       | 12,503,294                  |
| Investment properties                  | 5,587,389    | 47,667             | 30,634                     | —                       | —       | 5,665,690                   |
| 1-4 family properties                  | 687,775      | 7,943              | 11,478                     | —                       | —       | 707,196                     |
| Land and development                   | 298,696      | 24,661             | 12,689                     | 3,129                   | 345     | <sup>(3)</sup> 339,520      |
| Total commercial real estate           | 6,573,860    | 80,271             | 54,801                     | 3,129                   | 345     | 6,712,406                   |
| Home equity lines                      | 1,446,606    | —                  | 17,513                     | 175                     | 1,125   | <sup>(3)</sup> 1,465,419    |
| Consumer mortgages                     | 2,836,972    | —                  | 6,171                      | 101                     | —       | 2,843,244                   |
| Credit cards                           | 243,503      | —                  | 570                        | —                       | 1,076   | <sup>(4)</sup> 245,149      |
| Other consumer loans                   | 1,827,487    | —                  | 3,640                      | 257                     | 1       | <sup>(3)</sup> 1,831,385    |
| Total consumer                         | 6,354,568    | —                  | 27,894                     | 533                     | 2,202   | 6,385,197                   |
| Total loans                            | \$24,992,755 | \$295,597          | \$304,655                  | \$5,339                 | \$2,551 | \$25,600,897 <sup>(5)</sup> |
| December 31, 2017                      |              |                    |                            |                         |         |                             |
| (in thousands)                         | Pass         | Special<br>Mention | Substandard <sup>(1)</sup> | Doubtful <sup>(2)</sup> | Loss    | Total                       |
| Commercial, financial and agricultural | \$6,929,506  | \$115,912          | \$132,818                  | \$1,251                 | \$—     | \$7,179,487                 |
| Owner-occupied                         | 4,713,877    | 50,140             | 80,073                     | 73                      | —       | 4,844,163                   |
| Total commercial and industrial        | 11,643,383   | 166,052            | 212,891                    | 1,324                   | —       | 12,023,650                  |
| Investment properties                  | 5,586,792    | 64,628             | 18,645                     | —                       | —       | 5,670,065                   |
| 1-4 family properties                  | 745,299      | 19,419             | 16,901                     | —                       | —       | 781,619                     |
| Land and development                   | 431,759      | 33,766             | 14,950                     | 3,129                   | —       | 483,604                     |
| Total commercial real estate           | 6,763,850    | 117,813            | 50,496                     | 3,129                   | —       | 6,935,288                   |
| Home equity lines                      | 1,491,105    | —                  | 21,079                     | 285                     | 1,758   | <sup>(3)</sup> 1,514,227    |
| Consumer mortgages                     | 2,622,499    | —                  | 10,607                     | 291                     | 106     | <sup>(3)</sup> 2,633,503    |
| Credit cards                           | 230,945      | —                  | 399                        | —                       | 1,332   | <sup>(4)</sup> 232,676      |
| Other consumer loans                   | 1,470,944    | —                  | 2,168                      | 329                     | 10      | <sup>(3)</sup> 1,473,451    |
| Total consumer                         | 5,815,493    | —                  | 34,253                     | 905                     | 3,206   | 5,853,857                   |
| Total loans                            | \$24,222,726 | \$283,865          | \$297,640                  | \$5,358                 | \$3,206 | \$24,812,795 <sup>(6)</sup> |

<sup>(1)</sup> Includes \$204.1 million and \$190.6 million of Substandard accruing loans at September 30, 2018 and December 31, 2017, respectively.

<sup>(2)</sup> The loans within this risk grade are on non-accrual status. Commercial loans generally have an allowance for loan losses in accordance with ASC 310, and retail loans generally have an allowance for loan losses equal to 50% of the loan amount.

<sup>(3)</sup> The loans within this risk grade are on non-accrual status and have an allowance for loan losses equal to the full loan amount.

<sup>(4)</sup> Represent amounts that were 120 days past due. These credits are downgraded to the Loss category with an allowance for loan losses equal to the full loan amount and are generally charged off upon reaching 181 days past due in accordance with the FFIEC Uniform Retail Credit Classification and Account Management Policy.

<sup>(5)</sup> Total before net deferred fees and costs of \$23.8 million.

<sup>(6)</sup> Total before net deferred fees and costs of \$25.3 million.



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The following table details the changes in the allowance for loan losses by loan segment for the three and nine months ended September 30, 2018 and 2017.

## Allowance for Loan Losses and Recorded Investment in Loans

| (in thousands)  | As Of and For The Three Months Ended September 30, 2018 |                        |              |               |
|---|---|------------------------|--------------|---------------|
|   | Commercial & Industrial                                 | Commercial Real Estate | Consumer     | Total         |
| Allowance for loan losses:                            |   |                        |              |               |
| Beginning balance                                     | \$ 130,335  | \$ 75,205              | \$ 46,185    | \$ 251,725    |
| Charge-offs   | (13,526 )   | (1,077 )               | (3,993 )     | (18,596 )     |
| Recoveries  | 1,091   | 591                    | 1,657        | 3,339         |
| Provision for loan losses                             | 11,417  | (1,447 )               | 5,012        | 14,982        |
| Ending balance <sup>(1)</sup>                         | \$ 129,317  | \$ 73,272              | \$ 48,861    | \$ 251,450    |
| Ending balance: individually evaluated for impairment | \$ 9,108  | \$ 3,317               | \$ 970       | \$ 13,395     |
| Ending balance: collectively evaluated for impairment | \$ 120,209  | \$ 69,955              | \$ 47,891    | \$ 238,055    |
| Loans:  |   |                        |              |               |
| Ending balance: total loans <sup>(1)(2)</sup>         | \$ 12,503,294   | \$ 6,712,406           | \$ 6,385,197 | \$ 25,600,897 |
| Ending balance: individually evaluated for impairment | \$ 102,671  | \$ 37,988              | \$ 28,963    | \$ 169,622    |
| Ending balance: collectively evaluated for impairment | \$ 12,400,623   | \$ 6,674,418           | \$ 6,356,234 | \$ 25,431,275 |

| (in thousands)  | As Of and For The Three Months Ended September 30, 2017 |                        |              |               |
|---|---|------------------------|--------------|---------------|
|   | Commercial & Industrial                                 | Commercial Real Estate | Consumer     | Total         |
| Allowance for loan losses:                            |   |                        |              |               |
| Beginning balance                                     | \$ 123,437  | \$ 77,527              | \$ 47,131    | \$ 248,095    |
| Charge-offs   | (21,855 )   | (8,129 )               | (14,367 )    | (44,351 )     |
| Recoveries  | 1,899   | 2,543                  | 1,811        | 6,253         |
| Provision for loan losses                             | 23,022  | 6,019                  | 10,645       | 39,686        |
| Ending balance <sup>(1)</sup>                         | \$ 126,503  | \$ 77,960              | \$ 45,220    | \$ 249,683    |
| Ending balance: individually evaluated for impairment | \$ 7,360  | \$ 4,108               | \$ 783       | \$ 12,251     |
| Ending balance: collectively evaluated for impairment | \$ 119,143  | \$ 73,852              | \$ 44,437    | \$ 237,432    |
| Loans:  |   |                        |              |               |
| Ending balance: total loans <sup>(1)(3)</sup>         | \$ 11,727,142   | \$ 7,226,924           | \$ 5,557,572 | \$ 24,511,638 |
| Ending balance: individually evaluated for impairment | \$ 109,434  | \$ 64,909              | \$ 30,132    | \$ 204,475    |
| Ending balance: collectively evaluated for impairment | \$ 11,617,708   | \$ 7,162,015           | \$ 5,527,440 | \$ 24,307,163 |

<sup>(1)</sup> As of and for the three months ended September 30, 2018 and 2017, there were no purchased credit-impaired loans and no allowance for loan losses for purchased credit-impaired loans.

<sup>(2)</sup> Total before net deferred fees and costs of \$23.8 million.

<sup>(3)</sup> Total before net deferred fees and costs of \$24.3 million.

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## Allowance for Loan Losses and Recorded Investment in Loans

| (in thousands)  | As Of and For The Nine Months Ended September 30, 2018 |                        |             |              |
|---|--|------------------------|-------------|--------------|
|   | Commercial & Industrial                                | Commercial Real Estate | Consumer    | Total        |
| Allowance for loan losses:                            |  |                        |             |              |
| Beginning balance                                     | \$126,803  | \$74,998               | \$47,467    | \$249,268    |
| Charge-offs   | (37,312)   | (3,523)                | (13,888)    | (54,723)     |
| Recoveries  | 5,086  | 7,555                  | 4,716       | 17,357       |
| Provision for loan losses                             | 34,740   | (5,758)                | 10,566      | 39,548       |
| Ending balance <sup>(1)</sup>                         | \$129,317  | \$73,272               | \$48,861    | \$251,450    |
| Ending balance: individually evaluated for impairment | \$9,108  | \$3,317                | \$970       | \$13,395     |
| Ending balance: collectively evaluated for impairment | \$120,209  | \$69,955               | \$47,891    | \$238,055    |
| Loans:  |  |                        |             |              |
| Ending balance: total loans <sup>(1)(2)</sup>         | \$12,503,294   | \$6,712,406            | \$6,385,197 | \$25,600,897 |
| Ending balance: individually evaluated for impairment | \$102,671  | \$37,988               | \$28,963    | \$169,622    |
| Ending balance: collectively evaluated for impairment | \$12,400,623   | \$6,674,418            | \$6,356,234 | \$25,431,275 |

| (in thousands)  | As Of and For The Nine Months Ended September 30, 2017 |                        |             |              |
|---|--|------------------------|-------------|--------------|
|   | Commercial & Industrial                                | Commercial Real Estate | Consumer    | Total        |
| Allowance for loan losses:                            |  |                        |             |              |
| Beginning balance                                     | \$125,778  | \$81,816               | \$44,164    | \$251,758    |
| Charge-offs   | (41,390)   | (11,336)               | (24,023)    | (76,749)     |
| Recoveries  | 5,181  | 6,191                  | 4,682       | 16,054       |
| Provision for loan losses                             | 36,934   | 1,289                  | 20,397      | 58,620       |
| Ending balance <sup>(1)</sup>                         | \$126,503  | \$77,960               | \$45,220    | \$249,683    |
| Ending balance: individually evaluated for impairment | \$7,360  | \$4,108                | \$783       | \$12,251     |
| Ending balance: collectively evaluated for impairment | \$119,143  | \$73,852               | \$44,437    | \$237,432    |
| Loans:  |  |                        |             |              |
| Ending balance: total loans <sup>(1)(3)</sup>         | \$11,727,142   | \$7,226,924            | \$5,557,572 | \$24,511,638 |
| Ending balance: individually evaluated for impairment | \$109,434  | \$64,909               | \$30,132    | \$204,475    |
| Ending balance: collectively evaluated for impairment | \$11,617,708   | \$7,162,015            | \$5,527,440 | \$24,307,163 |

<sup>(1)</sup> As of and for the nine months ended September 30, 2018 and 2017, there were no purchased credit-impaired loans and no allowance for loan losses for purchased credit-impaired loans.

<sup>(2)</sup> Total before net deferred fees and costs of \$23.8 million.

<sup>(3)</sup> Total before net deferred fees and costs of \$24.3 million.



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The tables below summarize impaired loans (including accruing TDRs) as of September 30, 2018 and December 31, 2017.

## Impaired Loans (including accruing TDRs)

| (in thousands)  | September 30, 2018     |                                |                      | Three Months Ended<br>September 30, 2018 |                                  | Nine Months Ended<br>September 30, 2018 |                                  |
|---|------------------------|--------------------------------|----------------------|--|----------------------------------|---|----------------------------------|
|   | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment        | Interest<br>Income<br>Recognized | Average<br>Recorded<br>Investment       | Interest<br>Income<br>Recognized |
| With no related allowance recorded                      |                        |                                |                      |  |                                  |   |                                  |
| Commercial, financial and agricultural                  | \$20,884               | \$26,878                       | \$ —                 | \$21,118                                 | \$ —                             | \$14,458                                | \$ —                             |
| Owner-occupied  | —                      | —                              | —                    | —  | —                                | —                                       | —                                |
| Total commercial and industrial                         | 20,884                 | 26,878                         | —                    | 21,118                                   | —                                | 14,458                                  | —                                |
| Investment properties                                   | —                      | —                              | —                    | —  | —                                | —                                       | —                                |
| 1-4 family properties                                   | —                      | —                              | —                    | —  | —                                | —                                       | —                                |
| Land and development                                    | 265                    | 1,110                          | —                    | 88                                       | —                                | 42                                      | —                                |
| Total commercial real estate                            | 265                    | 1,110                          | —                    | 88                                       | —                                | 42                                      | —                                |
| Home equity lines                                       | —                      | —                              | —                    | —  | —                                | 949                                     | —                                |
| Consumer mortgages                                      | 33                     | 60                             | —                    | 42                                       | —                                | 901                                     | —                                |
| Credit cards  | —                      | —                              | —                    | —  | —                                | —                                       | —                                |
| Other consumer loans                                    | —                      | —                              | —                    | —  | —                                | —                                       | —                                |
| Total consumer  | 33                     | 60                             | —                    | 42                                       | —                                | 1,850                                   | —                                |
| Total impaired loans with no related allowance recorded | \$21,182               | \$28,048                       | \$ —                 | \$21,248                                 | \$ —                             | \$16,350                                | \$ —                             |
| With allowance recorded                                 |                        |                                |                      |  |                                  |   |                                  |
| Commercial, financial and agricultural                  | \$35,181               | \$36,127                       | \$ 6,024             | \$40,136                                 | \$ 143                           | \$55,088                                | \$ 571                           |
| Owner-occupied  | 46,606                 | 47,292                         | 3,084                | 44,366                                   | 435                              | 40,171                                  | 1,165                            |
| Total commercial and industrial                         | 81,787                 | 83,419                         | 9,108                | 84,502                                   | 578                              | 95,259                                  | 1,736                            |
| Investment properties                                   | 13,846                 | 13,846                         | 1,566                | 14,103                                   | 179                              | 20,437                                  | 597                              |
| 1-4 family properties                                   | 8,307                  | 8,307                          | 191                  | 9,697                                    | 176                              | 10,876                                  | 619                              |
| Land and development                                    | 15,570                 | 17,311                         | 1,560                | 16,734                                   | 61                               | 17,765                                  | 211                              |
| Total commercial real estate                            | 37,723                 | 39,464                         | 3,317                | 40,534                                   | 416                              | 49,078                                  | 1,427                            |
| Home equity lines                                       | 3,209                  | 3,223                          | 236                  | 3,433                                    | 20                               | 3,693                                   | 96                               |
| Consumer mortgages                                      | 20,201                 | 20,201                         | 575                  | 19,924                                   | 225                              | 19,496                                  | 618                              |
| Credit cards  | —                      | —                              | —                    | —  | —                                | —                                       | —                                |
| Other consumer loans                                    | 5,520                  | 5,520                          | 159                  | 5,284                                    | 69                               | 5,220                                   | 212                              |
| Total consumer  | 28,930                 | 28,944                         | 970                  | 28,641                                   | 314                              | 28,409                                  | 926                              |
| Total impaired loans with allowance recorded            | \$148,440              | \$151,827                      | \$ 13,395            | \$153,677                                | \$ 1,308                         | \$172,746                               | \$ 4,089                         |
| Total impaired loans                                    |                        |                                |                      |  |                                  |   |                                  |
| Commercial, financial and agricultural                  | \$56,065               | \$63,005                       | \$ 6,024             | \$61,254                                 | \$ 143                           | \$69,546                                | \$ 571                           |
| Owner-occupied  | 46,606                 | 47,292                         | 3,084                | 44,366                                   | 435                              | 40,171                                  | 1,165                            |
| Total commercial and industrial                         | 102,671                | 110,297                        | 9,108                | 105,620                                  | 578                              | 109,717                                 | 1,736                            |
| Investment properties                                   | 13,846                 | 13,846                         | 1,566                | 14,103                                   | 179                              | 20,437                                  | 597                              |
| 1-4 family properties                                   | 8,307                  | 8,307                          | 191                  | 9,697                                    | 176                              | 10,876                                  | 619                              |
| Land and development                                    | 15,835                 | 18,421                         | 1,560                | 16,822                                   | 61                               | 17,807                                  | 211                              |
| Total commercial real estate                            | 37,988                 | 40,574                         | 3,317                | 40,622                                   | 416                              | 49,120                                  | 1,427                            |

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|                      |           |           |          |           |         |           |         |
|----------------------|-----------|-----------|----------|-----------|---------|-----------|---------|
| Home equity lines    | 3,209     | 3,223     | 236      | 3,433     | 20      | 4,642     | 96      |
| Consumer mortgages   | 20,234    | 20,261    | 575      | 19,966    | 225     | 20,397    | 618     |
| Credit cards         | —         | —         | —        | —         | —       | —         | —       |
| Other consumer loans | 5,520     | 5,520     | 159      | 5,284     | 69      | 5,220     | 212     |
| Total consumer       | 28,963    | 29,004    | 970      | 28,683    | 314     | 30,259    | 926     |
| Total impaired loans | \$169,622 | \$179,875 | \$13,395 | \$174,925 | \$1,308 | \$189,096 | \$4,089 |

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## Impaired Loans (including accruing TDRs)

| (in thousands)  | December 31, 2017   |                          |                   | Year Ended December 31, 2017 |                            |
|---|---------------------|--------------------------|-------------------|------------------------------|----------------------------|
|   | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment  | Interest Income Recognized |
| With no related allowance recorded                      |                     |                          |                   |                              |                            |
| Commercial, financial and agricultural                  | \$8,220             | \$9,576                  | \$ —              | \$21,686                     | \$ —                       |
| Owner-occupied  | —                   | —                        | —                 | 6,665                        | —                          |
| Total commercial and industrial                         | 8,220               | 9,576                    | —                 | 28,351                       | —                          |
| Investment properties                                   | —                   | —                        | —                 | 123                          | —                          |
| 1-4 family properties                                   | —                   | —                        | —                 | 323                          | —                          |
| Land and development                                    | 56                  | 1,740                    | —                 | 1,816                        | —                          |
| Total commercial real estate                            | 56                  | 1,740                    | —                 | 2,262                        | —                          |
| Home equity lines                                       | 2,746               | 2,943                    | —                 | 1,205                        | —                          |
| Consumer mortgages                                      | —                   | —                        | —                 | 496                          | —                          |
| Credit cards  | —                   | —                        | —                 | —                            | —                          |
| Other consumer loans                                    | —                   | —                        | —                 | —                            | —                          |
| Total consumer  | 2,746               | 2,943                    | —                 | 1,701                        | —                          |
| Total impaired loans with no related allowance recorded | \$11,022            | \$14,259                 | \$ —              | \$32,314                     | \$ —                       |
| With allowance recorded                                 |                     |                          |                   |                              |                            |
| Commercial, financial and agricultural                  | \$65,715            | \$65,851                 | \$ 7,406          | \$50,468                     | \$ 1,610                   |
| Owner-occupied  | 37,399              | 37,441                   | 2,109             | 40,498                       | 1,382                      |
| Total commercial and industrial                         | 103,114             | 103,292                  | 9,515             | 90,966                       | 2,992                      |
| Investment properties                                   | 23,364              | 23,364                   | 1,100             | 28,749                       | 1,144                      |
| 1-4 family properties                                   | 15,056              | 15,056                   | 504               | 16,257                       | 925                        |
| Land and development                                    | 18,420              | 18,476                   | 2,636             | 23,338                       | 404                        |
| Total commercial real estate                            | 56,840              | 56,896                   | 4,240             | 68,344                       | 2,473                      |
| Home equity lines                                       | 5,096               | 5,096                    | 114               | 7,476                        | 334                        |
| Consumer mortgages                                      | 18,668              | 18,668                   | 569               | 19,144                       | 896                        |
| Credit cards  | —                   | —                        | —                 | —                            | —                          |
| Other consumer loans                                    | 5,546               | 5,546                    | 470               | 4,765                        | 266                        |
| Total consumer  | 29,310              | 29,310                   | 1,153             | 31,385                       | 1,496                      |
| Total impaired loans with allowance recorded            | \$189,264           | \$189,498                | \$ 14,908         | \$190,695                    | \$ 6,961                   |
| Total impaired loans                                    |                     |                          |                   |                              |                            |
| Commercial, financial and agricultural                  | \$73,935            | \$75,427                 | \$ 7,406          | \$72,154                     | \$ 1,610                   |
| Owner-occupied  | 37,399              | 37,441                   | 2,109             | 47,163                       | 1,382                      |
| Total commercial and industrial                         | 111,334             | 112,868                  | 9,515             | 119,317                      | 2,992                      |
| Investment properties                                   | 23,364              | 23,364                   | 1,100             | 28,872                       | 1,144                      |
| 1-4 family properties                                   | 15,056              | 15,056                   | 504               | 16,580                       | 925                        |
| Land and development                                    | 18,476              | 20,216                   | 2,636             | 25,154                       | 404                        |
| Total commercial real estate                            | 56,896              | 58,636                   | 4,240             | 70,606                       | 2,473                      |
| Home equity lines                                       | 7,842               | 8,039                    | 114               | 8,681                        | 334                        |
| Consumer mortgages                                      | 18,668              | 18,668                   | 569               | 19,640                       | 896                        |
| Credit cards  | —                   | —                        | —                 | —                            | —                          |
| Other consumer loans                                    | 5,546               | 5,546                    | 470               | 4,765                        | 266                        |
| Total consumer  | 32,056              | 32,253                   | 1,153             | 33,086                       | 1,496                      |



|                      |           |           |           |           |          |
|----------------------|-----------|-----------|-----------|-----------|----------|
| Total impaired loans | \$200,286 | \$203,757 | \$ 14,908 | \$223,009 | \$ 6,961 |
|----------------------|-----------|-----------|-----------|-----------|----------|

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The average recorded investment in impaired loans was \$218.7 million and \$228.9 million respectively for the three and nine months ended September 30, 2017. Excluding accruing TDRs, there was no interest income recognized for the investment in impaired loans for the three and nine months ended September 30, 2017. Interest income recognized for accruing TDRs was \$1.7 million and \$5.2 million respectively for the three and nine months ended September 30, 2017. At September 30, 2018 and December 31, 2017, impaired loans of \$54.9 million and \$49.0 million, respectively, were on non-accrual status.

Concessions provided in a TDR are primarily in the form of providing a below market interest rate given the borrower's credit risk, a period of time generally less than one year with a reduction of required principal and/or interest payments (e.g., interest only for a period of time), or an extension of the maturity of the loan generally for less than one year. Insignificant periods of reduction of principal and/or interest payments, or one-time deferrals of 3 months or less, are generally not considered to be financial concessions.

As of September 30, 2018 and December 31, 2017, there were no commitments to lend a material amount of additional funds to any customer whose loan was classified as a troubled debt restructuring.

The following tables represent, by concession type, the post-modification balance for loans modified or renewed during the three and nine months ended September 30, 2018 and 2017 that were reported as accruing or non-accruing TDRs.

## TDRs by Concession Type

| (in thousands, except contract data)   | Three Months Ended September 30, 2018 |                       |                            |  |                         |
|--|---------------------------------------|-----------------------|----------------------------|--|-------------------------|
|  | Number of Contracts                   | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | Total                   |
| Commercial, financial and agricultural | 7                                     | \$                    | —\$—                       | \$ 565                                   | \$565                   |
| Owner-occupied                         | 3                                     | —                     | 727                        | 4,839                                    | 5,566                   |
| Total commercial and industrial        | 10                                    | —                     | 727                        | 5,404                                    | 6,131                   |
| Investment properties                  | 1                                     | —                     | 42                         | —  | 42                      |
| 1-4 family properties                  | 5                                     | —                     | 445                        | 766                                      | 1,211                   |
| Land and development                   | 1                                     | —                     | —                          | 71                                       | 71                      |
| Total commercial real estate           | 7                                     | —                     | 487                        | 837                                      | 1,324                   |
| Home equity lines                      | 1                                     | —                     | —                          | 191                                      | 191                     |
| Consumer mortgages                     | 2                                     | —                     | 670                        | —  | 670                     |
| Credit cards                           | —                                     | —                     | —                          | —  | —                       |
| Other consumer loans                   | 44                                    | —                     | 695                        | 2,784                                    | 3,479                   |
| Total consumer                         | 47                                    | —                     | 1,365                      | 2,975                                    | 4,340                   |
| Total TDRs                             | 64                                    | \$                    | —\$2,579                   | \$ 9,216                                 | \$11,795 <sup>(1)</sup> |

| (in thousands, except contract data)   | Nine Months Ended September 30, 2018 |                       |                            |  |         |
|--|--------------------------------------|-----------------------|----------------------------|--|---------|
|  | Number of Contracts                  | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | Total   |
| Commercial, financial and agricultural | 21                                   | \$                    | —\$—                       | \$ 2,130                                 | \$2,130 |
| Owner-occupied                         | 9                                    | —                     | 5,526                      | 5,523                                    | 11,049  |
| Total commercial and industrial        | 30                                   | —                     | 5,526                      | 7,653                                    | 13,179  |
| Investment properties                  | 4                                    | —                     | 6,053                      | 2,215                                    | 8,268   |
| 1-4 family properties                  | 12                                   | —                     | 1,408                      | 1,259                                    | 2,667   |
| Land and development                   | 4                                    | —                     | —                          | 1,856                                    | 1,856   |
| Total commercial real estate           | 20                                   | —                     | 7,461                      | 5,330                                    | 12,791  |
| Home equity lines                      | 4                                    | —                     | 172                        | 339                                      | 511     |

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|                      |     |    |           |           |                         |
|----------------------|-----|----|-----------|-----------|-------------------------|
| Consumer mortgages   | 16  | —  | 5,365     | 87        | 5,452                   |
| Credit cards         | —   | —  | —         | —         | —                       |
| Other consumer loans | 75  | —  | 1,621     | 3,606     | 5,227                   |
| Total consumer       | 95  | —  | 7,158     | 4,032     | 11,190                  |
| Total TDRs           | 145 | \$ | —\$20,145 | \$ 17,015 | \$37,160 <sup>(1)</sup> |

<sup>(1)</sup> Net charge-offs of \$88 thousand were recorded during both the three and nine months ended September 30, 2018 upon restructuring of these loans.

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## TDRs by Concession Type

| (in thousands, except contract data)                  | Three Months Ended September 30, 2017 |                       |                            |  |                          |
|---|---------------------------------------|-----------------------|----------------------------|--|--------------------------|
|   | Number of Contracts                   | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | Total                    |
| Commercial, financial and agricultural Owner-occupied | 22                                    | \$ —                  | —\$2,943                   | \$ 5,866                                 | \$8,809                  |
| Total commercial and industrial                       | 3                                     | —                     | 35                         | 1,683                                    | 1,718                    |
| Investment properties                                 | 25                                    | —                     | 2,978                      | 7,549                                    | 10,527                   |
| 1-4 family properties                                 | —                                     | —                     | —                          | —  | —                        |
| Land and development                                  | 5                                     | —                     | —                          | 964                                      | 964                      |
| Total commercial real estate                          | 3                                     | —                     | 157                        | 760                                      | 917                      |
| Home equity lines                                     | 8                                     | —                     | 157                        | 1,724                                    | 1,881                    |
| Consumer mortgages                                    | —                                     | —                     | —                          | —  | —                        |
| Credit cards  | 7                                     | —                     | 248                        | 1,181                                    | 1,429                    |
| Other consumer loans                                  | —                                     | —                     | —                          | —  | —                        |
| Total consumer  | 17                                    | —                     | 682                        | 388                                      | 1,070                    |
| Total TDRs  | 24                                    | —                     | 930                        | 1,569                                    | 2,499                    |
|   | 57                                    | \$ —                  | —\$4,065                   | \$ 10,842                                | \$ 14,907 <sup>(2)</sup> |

| (in thousands, except contract data)                  | Nine Months Ended September 30, 2017 |                       |                            |  |                          |
|---|--------------------------------------|-----------------------|----------------------------|--|--------------------------|
|   | Number of Contracts                  | Principal Forgiveness | Below Market Interest Rate | Term Extensions and/or Other Concessions | Total                    |
| Commercial, financial and agricultural Owner-occupied | 50                                   | \$ —                  | —\$8,703                   | \$ 12,145                                | \$20,848                 |
| Total commercial and industrial                       | 4                                    | —                     | 35                         | 1,705                                    | 1,740                    |
| Investment properties                                 | 54                                   | —                     | 8,738                      | 13,850                                   | 22,588                   |
| 1-4 family properties                                 | —                                    | —                     | —                          | —  | —                        |
| Land and development                                  | 21                                   | —                     | 2,090                      | 1,477                                    | 3,567                    |
| Total commercial real estate                          | 4                                    | —                     | 157                        | 895                                      | 1,052                    |
| Home equity lines                                     | 25                                   | —                     | 2,247                      | 2,372                                    | 4,619                    |
| Consumer mortgages                                    | —                                    | —                     | —                          | —  | —                        |
| Credit cards  | 8                                    | —                     | 248                        | 1,190                                    | 1,438                    |
| Other consumer loans                                  | —                                    | —                     | —                          | —  | —                        |
| Total consumer  | 25                                   | —                     | 682                        | 958                                      | 1,640                    |
| Total TDRs  | 33                                   | —                     | 930                        | 2,148                                    | 3,078                    |
|   | 112                                  | \$ —                  | —\$11,915                  | \$ 18,370                                | \$ 30,285 <sup>(2)</sup> |

<sup>(2)</sup> No net charge-offs were recorded during the three and nine months ended September 30, 2017 upon restructuring of these loans.

For the three months ended September 30, 2018 there were no defaults, and for the nine months ended September 30, 2018, there were eight defaults with a recorded investment of \$10.5 million on accruing TDRs restructured during the previous twelve months (defaults are defined as the earlier of the TDR being placed on non-accrual status or reaching 90 days past due with respect to principal and/or interest payments) compared to one default with a recorded investment of \$206 thousand and four defaults with a recorded investment of \$498 thousand for the three and nine months ended September 30, 2017, respectively.

If, at the time a loan was designated as a TDR, the loan was not already impaired, the measurement of impairment that resulted from the TDR designation closely approximates the reserve derived through specific loan measurement of impairment in accordance with ASC 310-10-35. Generally, the change in the allowance for loan losses resulting from such TDR designation is not significant. At September 30, 2018, the allowance for loan losses allocated to accruing TDRs totaling \$114.7 million was \$6.9 million compared to accruing TDRs of \$151.3 million with an allocated allowance for loan losses of \$8.7 million at December 31, 2017. Non-accrual, non-homogeneous loans (commercial-type impaired loans greater than \$1 million) that are designated as TDRs are individually measured for the amount of impairment, if any, both before and after the TDR designation.

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## Note 5 - Accumulated Other Comprehensive Income (Loss)

The following tables illustrate activity within the balances in accumulated other comprehensive income (loss) by component for the three and nine months ended September 30, 2018 and 2017.

## Changes in Accumulated Other Comprehensive Income (Loss) by Component (Net of Income Taxes)

| (in thousands)  | Net<br>unrealized<br>losses on<br>cash flow<br>hedges            | Net<br>unrealized<br>gains<br>(losses) on<br>investment<br>securities<br>available<br>for sale | Post-retirement<br>unfunded<br>health benefit | Total        |
|---|--|--|---|--------------|
| Balance as of July 1, 2018  | \$(12,137 )  | \$(114,565 )   | \$ 982  | \$(125,720 ) |
| Other comprehensive loss before reclassifications                       | —  | (17,940 )  | (34 )   | (17,974 )    |
| Amounts reclassified from accumulated other comprehensive income (loss) | —  | —  | (26 )   | (26 )        |
| Net current period other comprehensive loss                             | —  | (17,940 )  | (60 )   | (18,000 )    |
| Balance as of September 30, 2018  | \$(12,137 )  | \$(132,505 )   | \$ 922  | \$(143,720 ) |
| Balance as of July 1, 2017  | \$(12,137 )  | \$(36,586 )  | \$ 858  | \$(47,865 )  |
| Other comprehensive income before reclassifications                     | —  | 3,359  | 38  | 3,397        |
| Amounts reclassified from accumulated other comprehensive income (loss) | —  | 4,893  | (21 )   | 4,872        |
| Net current period other comprehensive income                           | —  | 8,252  | 17  | 8,269        |
| Balance as of September 30, 2017  | \$(12,137 )  | \$(28,334 )  | \$ 875  | \$(39,596 )  |
| (in thousands)  | Net<br>unrealized<br>gains<br>(losses) on<br>cash flow<br>hedges | Net<br>unrealized<br>gains<br>(losses) on<br>investment<br>securities<br>available<br>for sale | Post-retirement<br>unfunded<br>health benefit | Total        |
| Balance at December 31, 2017  | \$(12,137 )  | \$(43,470 )  | \$ 853  | \$(54,754 )  |
| Other comprehensive loss before reclassifications                       | —  | (82,349 )  | (34 )   | (82,383 )    |
| Amounts reclassified from accumulated other comprehensive income (loss) | —  | 960  | (72 )   | 888          |
| Net current period other comprehensive loss                             | —  | (81,389 )  | (106 )  | (81,495 )    |
| Reclassification from adoption of ASU 2018-02                           | —  | (7,763 )   | 175   | (7,588 )     |
| Cumulative-effect adjustment from adoption of ASU 2016-01               | —  | 117  | —   | 117          |
| Balance as of September 30, 2018  | \$(12,137 )  | \$(132,505 )   | \$ 922  | \$(143,720 ) |
| Balance at December 31, 2016  | \$(12,217 )  | \$(44,324 )  | \$ 882  | \$(55,659 )  |
| Other comprehensive income before reclassifications                     | —  | 15,812   | 38  | 15,850       |
| Amounts reclassified from accumulated other comprehensive income (loss) | 80   | 178  | (45 )   | 213          |
| Net current period other comprehensive income                           | 80   | 15,990   | (7 )  | 16,063       |
| Balance as of September 30, 2017  | \$(12,137 )  | \$(28,334 )  | \$ 875  | \$(39,596 )  |

In accordance with ASC 740-20-45-11(b), a deferred tax asset valuation allowance associated with unrealized gains and losses not recognized in income is charged directly to other comprehensive income (loss). During the years 2010 and 2011, Synovus recorded a deferred tax asset valuation allowance associated with net unrealized losses not recognized in income directly to other comprehensive income (loss) by applying the portfolio approach for allocation of the valuation allowance. Synovus has consistently applied the portfolio approach which treats derivative instruments and available for sale securities as a single portfolio. As of September 30, 2018, the ending balance in net unrealized gains (losses) on cash flow hedges and net unrealized gains (losses) on investment securities available for sale includes unrealized losses of \$12.1 million and \$13.3 million, respectively, related to the residual tax effects remaining in OCI due to the previously established deferred tax asset valuation allowance. Under the portfolio approach, these unrealized losses are realized at the time the entire portfolio is sold or disposed.

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## Note 6 - Fair Value Accounting

See "Part II - Item 8. Financial Statements and Supplementary Data - Note 15 - Fair Value Accounting" to the consolidated financial statements of Synovus' 2017 Form 10-K for a description of the fair value hierarchy and valuation methodologies for assets and liabilities measured at fair value on a recurring and non-recurring basis.

## Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present all financial instruments measured at fair value on a recurring basis as of September 30, 2018 and December 31, 2017.

| (in thousands)  | September 30, 2018   |   |   | Total Assets and Liabilities at Fair Value |
|---|--|---|---|--|
|   | Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |  |
| <b>Assets</b>   |  |   |   |  |
| <b>Trading securities:</b>  |  |   |   |  |
| U.S. Government agency securities   | \$—  | \$6,532                                       | \$ —                                      | \$6,532                                    |
| Mortgage-backed securities issued by U.S. Government agencies                                   | —  | 921   | —   | 921  |
| Collateralized mortgage obligations issued by U.S. Government sponsored enterprises             | —  | 183   | —   | 183  |
| State and municipal securities  | —  | 177   | —   | 177  |
| Other investments   | 998  | 38  | —   | 1,036                                      |
| Total trading securities  | \$998  | \$7,851                                       | \$ —                                      | \$8,849                                    |
| Mortgage loans held for sale  | —  | 37,276  | —   | 37,276                                     |
| <b>Investment securities available for sale:</b>  |  |   |   |  |
| U.S. Treasury securities  | \$120,639  | \$—   | \$ —                                      | \$120,639                                  |
| U.S. Government agency securities   | —  | 37,864  | —   | 37,864                                     |
| Mortgage-backed securities issued by U.S. Government agencies                                   | —  | 100,883                                       | —   | 100,883                                    |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | —  | 2,489,365                                     | —   | 2,489,365                                  |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | —  | 1,117,703                                     | —   | 1,117,703                                  |
| Corporate debt and other debt securities  | —  | 15,155  | 1,965                                     | 17,120                                     |
| Total investment securities available for sale  | \$120,639  | \$3,760,970                                   | \$ 1,965                                  | \$3,883,574                                |
| Private equity investments  | —  | —   | 13,112                                    | 13,112                                     |
| Mutual funds  | 3,118  | —   | —   | 3,118                                      |
| Mutual funds held in rabbi trusts   | 14,100   | —   | —   | 14,100                                     |
| GGL/SBA loans servicing asset   | —  | —   | 3,761                                     | 3,761                                      |
| <b>Derivative assets:</b>   |  |   |   |  |
| Interest rate contracts   | \$—  | \$8,892                                       | \$ —                                      | \$8,892                                    |
| Mortgage derivatives <sup>(1)</sup>   | —  | 1,122   | —   | 1,122                                      |
| Total derivative assets   | \$—  | \$10,014                                      | \$ —                                      | \$10,014                                   |
| <b>Liabilities</b>  |  |   |   |  |
| Trading account liabilities   | —  | 3,540   | —   | 3,540                                      |
| Earnout liability <sup>(2)</sup>  | —  | —   | 23,000                                    | 23,000                                     |



|                              |     |          |          |          |
|------------------------------|-----|----------|----------|----------|
| Derivative liabilities:      |     |          |          |          |
| Interest rate contracts      | \$— | \$20,822 | \$ —     | 20,822   |
| Visa derivative              | —   | —        | 1,990    | 1,990    |
| Total derivative liabilities | \$— | \$20,822 | \$ 1,990 | \$22,812 |

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| (in thousands)  | December 31, 2017  |   |   | Total Assets and Liabilities at Fair Value |
|---|--|---|---|--|
|   | Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |  |
| <b>Assets</b>   |  |   |   |  |
| <b>Trading securities:</b>  |  |   |   |  |
| Mortgage-backed securities issued by U.S. Government agencies                                   | \$—  | \$3,002                                       | \$ —                                      | \$3,002                                    |
| Collateralized mortgage obligations issued by U.S. Government sponsored enterprises             | —  | 296   | —   | 296  |
| Other investments   | 522  | —   | —   | 522  |
| <b>Total trading securities</b>   | <b>\$522</b>   | <b>\$3,298</b>                                | <b>\$ —</b>                               | <b>\$3,820</b>                             |
| Mortgage loans held for sale  | —  | 48,024  | —   | 48,024                                     |
| <b>Investment securities available for sale:</b>  |  |   |   |  |
| U.S. Treasury securities  | \$82,674   | \$—   | \$ —                                      | \$82,674                                   |
| U.S. Government agency securities   | —  | 10,862  | —   | 10,862                                     |
| Mortgage-backed securities issued by U.S. Government agencies                                   | —  | 120,440                                       | —   | 120,440                                    |
| Mortgage-backed securities issued by U.S. Government sponsored enterprises                      | —  | 2,640,523                                     | —   | 2,640,523                                  |
| Collateralized mortgage obligations issued by U.S. Government agencies or sponsored enterprises | —  | 1,111,999                                     | —   | 1,111,999                                  |
| State and municipal securities  | —  | 180   | —   | 180  |
| Corporate debt and other securities   | 3,162  | 15,294  | 1,935                                     | 20,391                                     |
| <b>Total investment securities available for sale</b>   | <b>\$85,836</b>  | <b>\$3,899,298</b>                            | <b>\$ 1,935</b>                           | <b>\$3,987,069</b>                         |
| Private equity investments  | —  | —   | 15,771                                    | 15,771                                     |
| Mutual funds held in rabbi trusts   | 14,140   | —   | —   | 14,140                                     |
| GGL/SBA loan servicing asset  | —  | —   | 4,101                                     | 4,101                                      |
| <b>Derivative assets:</b>   |  |   |   |  |
| Interest rate contracts   | \$—  | \$10,786                                      | \$ —                                      | \$10,786                                   |
| Mortgage derivatives <sup>(1)</sup>   | —  | 936   | —   | 936  |
| <b>Total derivative assets</b>  | <b>\$—</b>   | <b>\$11,722</b>                               | <b>\$ —</b>                               | <b>\$11,722</b>                            |
| <b>Liabilities</b>  |  |   |   |  |
| Trading account liabilities   | —  | 1,000   | —   | 1,000                                      |
| Earnout liability <sup>(2)</sup>  | —  | —   | 11,348                                    | 11,348                                     |
| <b>Derivative liabilities:</b>  |  |   |   |  |
| Interest rate contracts   | \$—  | \$12,638                                      | \$ —                                      | \$12,638                                   |
| Mortgage derivatives <sup>(1)</sup>   | —  | 129   | —   | 129  |
| Visa derivative   | —  | —   | 4,330                                     | 4,330                                      |
| <b>Total derivative liabilities</b>   | <b>\$—</b>   | <b>\$12,767</b>                               | <b>\$ 4,330</b>                           | <b>\$17,097</b>                            |

- (1) Mortgage derivatives consist of customer interest rate lock commitments that relate to the potential origination of mortgage loans, which would be classified as held for sale and forward loan sales commitments with third-party investors.
- (2) Earnout liability consists of contingent consideration obligation related to the Global One acquisition.

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## Fair Value Option

The following table summarizes the difference between the fair value and the unpaid principal balance of mortgage loans held for sale measured at fair value and the changes in fair value of these loans. Mortgage loans held for sale are initially measured at fair value with subsequent changes in fair value recognized in earnings. Changes in fair value are recorded as a component of mortgage banking income in the consolidated statements of income. An immaterial portion of these changes in fair value was attributable to changes in instrument-specific credit risk.

## Changes in Fair Value Included in Net Income

|                              | For the Nine               |               |               |               |
|------------------------------|----------------------------|---------------|---------------|---------------|
|                              | For the Three Months Ended |               | Months Ended  |               |
|                              | September 30,              | September 30, | September 30, | September 30, |
| (in thousands)               | 2018                       | 2017          | 2018          | 2017          |
| Mortgage loans held for sale | \$ (569)                   | \$ (104)      | \$ (414)      | \$ 850        |

## Mortgage Loans Held for Sale

|  | As of              |                   |
|--|--------------------|-------------------|
|  | September 30, 2018 | December 31, 2017 |
| (in thousands)                                     |                    |                   |
| Fair value   | \$37,276           | \$48,024          |
| Unpaid principal balance                           | 36,505             | 46,839            |
| Fair value less aggregate unpaid principal balance | \$771              | \$1,185           |

## Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

During the three and nine months ended September 30, 2018 and 2017, Synovus did not have any transfers in or out of Level 3 in the fair value hierarchy. For the three and nine months ended September 30, 2018, total net losses included in earnings attributable to the change in unrealized losses relating to assets/liabilities still held at September 30, 2018 was \$11.8 million and \$17.9 million, respectively. For the three and nine months ended September 30, 2017, total net losses included in earnings attributable to the change in unrealized losses relating to assets/liabilities still held at September 30, 2017 was \$2.1 million and \$7.7 million, respectively.

|  | Three Months Ended September 30, 2018    |                            |                                 |                   |                 |
|--|--|----------------------------|---------------------------------|-------------------|-----------------|
|  | Investment Securities Available for Sale | Private Equity Investments | GGL / SBA Loans Servicing Asset | Earnout Liability | Visa Derivative |
| (in thousands)   |  |                            |                                 |                   |                 |
| Beginning balance, July 1, 2018  | \$1,857                                  | \$12,678                   | \$4,186                         | \$(11,348)        | \$(5,943)       |
| Total (losses) gains realized/unrealized:  |  |                            |                                 |                   |                 |
| Included in earnings   | —  | 434                        | (561)                           | (11,652)          | —               |
| Unrealized gains (losses) included in OCI  | 108                                      | —                          | —                               | —                 | —               |
| Additions  | —  | —                          | 136                             | —                 | —               |
| Settlements  | —  | —                          | —                               | —                 | 3,953           |
| Ending balance, September 30, 2018   | \$1,965                                  | \$13,112                   | \$3,761                         | \$(23,000)        | \$(1,990)       |
| Total net losses for the period included in earnings attributable to the change in unrealized losses relating to assets/liabilities still held at September 30, 2018 | \$—                                      | \$434                      | \$(561)                         | \$(11,652)        | \$—             |

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Three Months Ended September 30, 2017

(in thousands)

|  | Investment<br>Securities<br>Available<br>for Sale | Private<br>Equity<br>Investments | GGL /<br>SBA<br>Loans<br>Servicing<br>Asset | Earnout<br>Liability | Visa<br>Derivative |
|--|---|----------------------------------|---|----------------------|--------------------|
| Beginning balance, July 1, 2017  | \$ 1,927  | \$ 15,698                        | \$ 4,297                                    | \$(13,941)           | \$(5,053 )         |
| Total (losses) gains realized/unrealized:  |   |                                  |   |                      |                    |
| Included in earnings   | —   | (27 )                            | (27 )                                       | (2,059 )             | —                  |
| Unrealized gains (losses) included in OCI  | (9 )  | —                                | —   | —                    | —                  |
| Settlements  | —   | —                                | —   | —                    | 360                |
| Ending balance, September 30, 2017   | \$ 1,918  | \$ 15,671                        | \$ 4,270                                    | \$(16,000)           | \$(4,693 )         |
| Total net losses for the period included in earnings attributable<br>to the change in unrealized losses relating to assets/liabilities<br>still held at September 30, 2017 | \$—   | \$(27 )                          | \$(27 )                                     | \$(2,059 )           | \$—                |

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| (in thousands)   | Nine Months Ended September 30, 2018     |                            |                                 |                   |                 |
|--|--|----------------------------|---------------------------------|-------------------|-----------------|
|  | Investment Securities Available for Sale | Private Equity Investments | GGL / SBA Loans Servicing Asset | Earnout Liability | Visa Derivative |
| Beginning balance, January 1, 2018   | \$1,935                                  | \$ 15,771                  | \$4,101                         | \$(11,348)        | \$(4,330 )      |
| Total (losses) gains realized/unrealized:  |  |                            |                                 |                   |                 |
| Included in earnings   | —  | (2,659 )                   | (1,295 )                        | (11,652 )         | (2,328 )        |
| Unrealized gains (losses) included in OCI  | 30                                       | —                          | —                               | —                 | —               |
| Additions  | —  | —                          | 955                             | —                 | —               |
| Settlements  | —  | —                          | —                               | —                 | 4,668           |
| Ending balance, September 30, 2018   | \$1,965                                  | \$ 13,112                  | \$ 3,761                        | \$(23,000)        | \$(1,990 )      |
| Total net losses for the period included in earnings attributable to the change in unrealized losses relating to assets/liabilities still held at September 30, 2018 | \$—                                      | \$(2,659 )                 | \$(1,295 )                      | \$(11,652)        | \$(2,328 )      |

| (in thousands)   | Nine Months Ended September 30, 2017     |                            |                                 |                   |                 |
|--|--|----------------------------|---------------------------------|-------------------|-----------------|
|  | Investment Securities Available for Sale | Private Equity Investments | GGL / SBA Loans Servicing Asset | Earnout Liability | Visa Derivative |
| Beginning balance, January 1, 2017   | \$1,796                                  | \$ 25,493                  | \$—                             | \$(14,000)        | \$(5,768 )      |
| Total (losses) gains realized/unrealized:  |  |                            |                                 |                   |                 |
| Included in earnings   | —  | (3,193 )                   | (721 )                          | (3,766 )          | —               |
| Unrealized gains (losses) included in OCI  | 122                                      | —                          | —                               | —                 | —               |
| Additions  | —  | —                          | 539                             | —                 | —               |
| Sales and settlements  | —  | (6,629 )                   | —                               | —                 | 1,075           |
| Transfer from amortization method to fair value  | —  | —                          | 4,452                           | —                 | —               |
| Measurement period adjustments related to Global One   | —  | —                          | —                               | 1,766             | —               |
| Ending balance, September 30, 2017   | \$1,918                                  | \$ 15,671                  | \$4,270                         | \$(16,000)        | \$(4,693 )      |
| Total net losses for the period included in earnings attributable to the change in unrealized losses relating to assets/liabilities still held at September 30, 2017 | \$—                                      | \$(3,193 )                 | \$(721 )                        | \$(3,766 )        | \$—             |

Quantitative Information about Level 3 Fair Value Measurements

| Assets and liabilities measured at fair value on a recurring basis                       | Valuation Technique           | Significant Unobservable Input          | September 30, 2018 |                           | December 31, 2017  |                           |
|--|-------------------------------|---|--------------------|---------------------------|--------------------|---------------------------|
|  |                               |   | Level 3 Fair Value | Range or Weighted Average | Level 3 Fair Value | Range or Weighted Average |
| Investment Securities Available for Sale - Other Investments: Trust preferred securities | Discounted cash flow analysis | Credit spread embedded in discount rate | \$1,965            | 389 bps                   | \$1,935            | 398 bps                   |

|                               |   |  |        |                 |        |                 |
|-------------------------------|---|--|--------|-----------------|--------|-----------------|
| Private equity investments    | Individual analysis of each investee company      | Multiple factors, including but not limited to, current operations, financial condition, cash flows, evaluation of business management and financial plans, and recently executed financing transactions related to the investee companies | 13,112 | N/A             | 15,771 | N/A             |
| GGL/SBA loans servicing asset | Discounted cash flow analysis                     | Discount rate Prepayment speeds  | 3,761  | 13.40%<br>8.64% | 4,101  | 13.16%<br>7.50% |
| Earnout liability             | Option pricing methods and Monte Carlo simulation | Earning projections of Global One  | 23,000 | N/A             | 11,348 | N/A             |
| Visa derivative liability     | Discounted cash flow analysis                     | Estimated timing of resolution of covered litigation, future cumulative deposits to the litigation escrow for settlement of the covered litigation, and estimated future monthly fees payable to the derivative counterparty               | 1,990  | 1-2 years       | 4,330  | 1-4 years       |

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## Assets Measured at Fair Value on a Non-recurring Basis

Certain assets are recorded at fair value on a non-recurring basis. Non-recurring fair value adjustments typically are a result of the application of lower of cost or fair value accounting or a write-down occurring during the period. For example, if the fair value of an asset in these categories falls below its cost basis, it is considered to be at fair value at the end of the period of the adjustment. The following table presents assets measured at fair value on a non-recurring basis as of the dates indicated for which there was a fair value adjustment during the nine months ended September 30, 2018 and year ended December 31, 2017.

| (in thousands)                | September 30, 2018 |     |           |          | December 31, 2017 |         |          |         |         |       |
|-------------------------------|--------------------|-----|-----------|----------|-------------------|---------|----------|---------|---------|-------|
|                               | Level 1            |     | Level 2   | Level 3  | Total             | Level 1 |          | Level 2 | Level 3 | Total |
|                               | 1                  | 2   | Level 3   | Total    | 1                 | 2       | 3        | Total   |         |       |
| Impaired loans <sup>(1)</sup> | \$—                | \$— | —\$17,270 | \$17,270 | \$—               | \$—     | —\$3,603 | \$3,603 |         |       |
| Other loans held for sale     | —                  | —   | —         | —        | —                 | —       | 10,197   | 10,197  |         |       |
| Other real estate             | —                  | —   | 507       | 507      | —                 | —       | 3,363    | 3,363   |         |       |
| Other assets held for sale    | —                  | —   | 302       | 302      | —                 | —       | 5,334    | 5,334   |         |       |

<sup>(1)</sup> Collateral-dependent impaired loans that were written down to fair value during the period.

Other real estate (ORE) properties are included in other assets on the consolidated balance sheets. The carrying value of ORE at September 30, 2018 and December 31, 2017 was \$8.5 million and \$3.8 million, respectively.

The following table presents fair value adjustments recognized in earnings for the three and nine months ended September 30, 2018 and 2017 for assets measured at fair value on a non-recurring basis still held at period-end.

| (in thousands)                | Three Months Ended |        | Nine Months Ended |         |
|-------------------------------|--------------------|--------|-------------------|---------|
|                               | September 30,      |        | September 30,     |         |
|                               | 2018               | 2017   | 2018              | 2017    |
| Impaired loans <sup>(1)</sup> | \$1,223            | \$83   | \$4,594           | \$1,075 |
| Other loans held for sale     | —                  | 25,051 | —                 | 25,051  |
| Other real estate             | 61                 | 5,165  | 61                | 5,165   |
| Other assets held for sale    | —                  | 1,683  | 499               | 1,683   |

<sup>(1)</sup> Collateral-dependent impaired loans that were written down to fair value during the period.

## Quantitative Information about Level 3 Fair Value Measurements

| Assets measured at fair value on a non-recurring basis | Valuation Technique  | Significant Unobservable Input | September 30, 2018                      | December 31, 2017                       |
|--|--|--------------------------------|---|---|
|  |  |                                | Range (Weighted Average) <sup>(1)</sup> | Range (Weighted Average) <sup>(1)</sup> |
| Collateral dependent impaired loans                    | Third-party appraised value of collateral less estimated selling costs | Discount to appraised value    | 0% - 68% (25%)                          | 0%-50% (15%)                            |
|  |  | Estimated selling costs        | 0% - 10% (7%)                           | 0%-10% (7%)                             |
| Other loans held for sale                              | Third-party appraised value of collateral less estimated selling costs | Discount to appraised value    | N/A                                     | 5% - 99% (54%)                          |
|  |  | Estimated selling costs        | N/A                                     | 0% - 10% (2%)                           |



|                            |   |                         |               |               |
|----------------------------|---|-------------------------|---------------|---------------|
|                            |   | Discount to appraised   |               |               |
| Other real estate          | Third-party appraised value of real estate less estimated selling costs | value                   | 0% - 7% (4%)  | 0%-85% (35%)  |
|                            |   | Estimated selling costs | 0% - 10% (7%) | 0%-10% (7%)   |
|                            |   | Discount to appraised   |               |               |
| Other assets held for sale | Third-party appraised value less estimated selling costs or BOV         | value                   | 0%-42% (42%)  | 21%-52% (25%) |
|                            |   | Estimated selling costs | 0%-10% (7%)   | 0%-10% (7%)   |

(1) The range represents management's estimate of the high and low of the value that would be assigned to a particular input. For assets measured at fair value on a non-recurring basis, the weighted average is the measure of central tendencies; it is not the value that management is using for the asset or liability.

#### Fair Value of Financial Instruments

The following tables present the carrying and fair values of financial instruments, as well as the level within the fair value hierarchy, at September 30, 2018 and December 31, 2017. The fair values represent management's estimates based on various methodologies and assumptions. For financial instruments that are not recorded at fair value on the balance sheet, such as loans held for investment, interest-bearing deposits, and long-term debt, the fair value amounts should not be taken as an estimate of the amount that would be realized if all such financial instruments were to be settled immediately.

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| (in thousands)   | September 30, 2018 |              |             |              |            |
|--|--------------------|--------------|-------------|--------------|------------|
|  | Carrying Value     | Fair Value   | Level 1     | Level 2      | Level 3    |
| Financial assets   |                    |              |             |              |            |
| Total cash, cash equivalents, restricted cash, and restricted cash equivalents | \$1,011,933        | \$1,011,933  | \$1,011,933 | \$—          | \$—        |
| Trading account assets   | 8,849              | 8,849        | 998         | 7,851        | —          |
| Mortgage loans held for sale   | 37,276             | 37,276       | —           | 37,276       | —          |
| Other loans held for sale  | 12                 | 12           | —           | —            | 12         |
| Investment securities available for sale                                       | 3,883,574          | 3,883,574    | 120,639     | 3,760,970    | 1,965      |
| Private equity investments   | 13,112             | 13,112       | —           | —            | 13,112     |
| Mutual funds   | 3,118              | 3,118        | 3,118       | —            | —          |
| Mutual funds held in rabbi trusts  | 14,100             | 14,100       | 14,100      | —            | —          |
| Loans, net   | 25,325,666         | 25,138,896   | —           | —            | 25,138,896 |
| GGL/SBA loans servicing asset  | 3,761              | 3,761        | —           | —            | 3,761      |
| Derivative assets  | 10,014             | 10,014       | —           | 10,014       | —          |
| Financial liabilities  |                    |              |             |              |            |
| Trading account liabilities  | 3,540              | 3,540        | —           | 3,540        | —          |
| Non-interest bearing deposits  | \$7,628,736        | \$7,628,736  | \$—         | \$7,628,736  | \$—        |
| Non-time interest-bearing deposits   | 13,847,104         | 13,847,104   | —           | 13,847,104   | —          |
| Time deposits  | 4,957,818          | 4,937,216    | —           | 4,937,216    | —          |
| Total deposits   | \$26,433,658       | \$26,413,056 | \$—         | \$26,413,056 | \$—        |
| Federal funds purchased and securities sold under repurchase agreements        | 191,145            | 191,145      | 191,145     | —            | —          |
| Other short-term borrowings  | 475,000            | 475,000      | —           | 475,000      | —          |
| Long-term debt   | 1,656,909          | 1,654,002    | —           | 1,654,002    | —          |
| Earnout liabilities  | 23,000             | 23,000       | —           | —            | 23,000     |
| Derivative liabilities   | \$22,812           | \$22,812     | \$—         | \$20,822     | \$ 1,990   |

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| (in thousands)   | December 31, 2017 |              |           |              |            |
|--|-------------------|--------------|-----------|--------------|------------|
|  | Carrying Value    | Fair Value   | Level 1   | Level 2      | Level 3    |
| <b>Financial assets</b>  |                   |              |           |              |            |
| Total cash, cash equivalents, restricted cash, and restricted cash equivalents | \$932,933         | \$932,933    | \$932,933 | \$—          | \$—        |
| Trading account assets   | 3,820             | 3,820        | 522       | 3,298        | —          |
| Mortgage loans held for sale   | 48,024            | 48,024       | —         | 48,024       | —          |
| Other loans for sale   | 11,356            | 11,356       | —         | —            | 11,356     |
| Investment securities available for sale                                       | 3,987,069         | 3,987,069    | 85,836    | 3,899,298    | 1,935      |
| Private equity investments   | 15,771            | 15,771       | —         | —            | 15,771     |
| Mutual funds held in rabbi trusts  | 14,140            | 14,140       | 14,140    | —            | —          |
| Loans, net   | 24,538,196        | 24,507,141   | —         | —            | 24,507,141 |
| GGL/SBA loans servicing asset  | 4,101             | 4,101        | —         | —            | 4,101      |
| Derivative assets  | 11,722            | 11,722       | —         | 11,722       | —          |
| <b>Financial liabilities</b>   |                   |              |           |              |            |
| Trading account liabilities  | 1,000             | 1,000        | —         | 1,000        | —          |
| Non-interest-bearing deposits  | \$7,686,339       | \$7,686,339  | \$—       | \$7,686,339  | \$—        |
| Non-time interest-bearing deposits   | 13,941,814        | 13,941,814   | —         | 13,941,814   | —          |
| Time deposits  | 4,519,747         | 4,523,661    | —         | 4,523,661    | —          |
| Total deposits   | \$26,147,900      | \$26,151,814 | \$—       | \$26,151,814 | \$—        |
| Federal funds purchased and securities sold under repurchase agreements        | 161,190           | 161,190      | 161,190   | —            | —          |
| Other short-term borrowings  | 100,000           | 100,000      | —         | 100,000      | —          |
| Long-term debt   | 1,606,138         | 1,621,814    | —         | 1,621,814    | —          |
| Earnout liabilities  | 11,348            | 11,348       | —         | —            | 11,348     |
| Derivative liabilities   | \$17,097          | \$17,097     | \$—       | \$12,767     | \$ 4,330   |

**Note 7 - Derivative Instruments**

As part of its overall interest rate risk management activities, Synovus utilizes derivative instruments to manage its exposure to various types of interest rate risk. These derivative instruments generally consist of interest rate swaps, interest rate lock commitments made to prospective mortgage loan customers, and commitments to sell fixed-rate mortgage loans. Interest rate lock commitments represent derivative instruments since it is intended that such loans will be sold. Synovus may also utilize interest rate swaps to manage interest rate risks primarily arising from its core banking activities. As of September 30, 2018 and December 31, 2017, Synovus had no outstanding interest rate swap contracts utilized to manage interest rate risk related to core banking activities. Synovus is party to master netting arrangements with its dealer counterparties; however, Synovus does not offset assets and liabilities under these arrangements for financial statement presentation purposes. See "Part II - Item 8. Financial Statements and Supplementary Data - Note 16 - Derivative Instruments" of Synovus' 2017 Form 10-K for additional information on Synovus' derivative instruments.

**Counterparty Credit Risk and Collateral**

Entering into derivative contracts potentially exposes Synovus to the risk of counterparties' failure to fulfill their legal obligations, including, but not limited to, potential amounts due or payable under each derivative contract. Notional principal amounts are often used to express the volume of these transactions, but the amounts potentially subject to credit risk are much smaller. Synovus assesses the credit risk of its dealer counterparties by regularly monitoring publicly available credit rating information, evaluating other market indicators, and periodically reviewing detailed financials. Dealer collateral requirements are determined via risk-based policies and procedures and in accordance with existing agreements. Synovus seeks to minimize dealer credit risk by dealing with highly rated counterparties and

by obtaining collateral for exposures above certain predetermined limits. Management closely monitors credit conditions within the customer swap portfolio, which management deems to be of higher risk than dealer counterparties. Collateral is secured at origination and credit related fair value adjustments are recorded against the asset value of the derivative as deemed necessary based upon an analysis, which includes consideration of the current asset value of the swap, customer credit rating, collateral value, and customer standing with regards to its swap contractual obligations and other related matters. Such asset values fluctuate based upon changes in interest rates regardless of changes in notional amounts and changes in customer specific risk.

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## Collateral Requirements

Pursuant to the Dodd-Frank Act, certain derivative transactions have collateral requirements, both at the inception of the trade and as the value of each derivative position changes. As of September 30, 2018, collateral totaling \$31.1 million was pledged to the derivative counterparties to comply with collateral requirements. For derivatives cleared through central clearing houses, the variation margin payments made are legally characterized as settlements of the derivatives. As a result, these variation margin payments are netted against the fair value of the respective derivative contracts in the balance sheet and related disclosures. At September 30, 2018 and December 31, 2017, Synovus had a variation margin of \$11.6 million and \$1.5 million, respectively, reducing the derivative asset.

The following table reflects the notional amount and fair value of derivative instruments included on the consolidated balance sheets.

| (in thousands)   | September 30, 2018 |                                  |                            | December 31, 2017 |                                  |                            |
|--|--------------------|----------------------------------|----------------------------|-------------------|----------------------------------|----------------------------|
|  | Notional Amount    | Fair Value Derivative Assets (1) | Derivative Liabilities (2) | Notional Amount   | Fair Value Derivative Assets (1) | Derivative Liabilities (2) |
| Derivatives not designated as hedging instruments:                           |                    |                                  |                            |                   |                                  |                            |
| Interest rate contracts <sup>(3)</sup>                                       | \$1,667,397        | \$8,892                          | \$ 20,822                  | \$1,466,059       | 10,786                           | \$ 12,638                  |
| Mortgage derivatives - interest rate lock commitments                        | 59,289             | 875                              | —                          | 49,304            | 936                              | —                          |
| Mortgage derivatives - forward commitments to sell fixed-rate mortgage loans | 85,500             | 247                              | —                          | 72,500            | —                                | 129                        |
| Visa derivative  | —                  | —                                | 1,990                      | —                 | —                                | 4,330                      |
| Total derivatives not designated as hedging instruments                      |                    | \$10,014                         | \$ 22,812                  |                   | \$11,722                         | \$ 17,097                  |

(1) Derivative assets are recorded in other assets on the consolidated balance sheets.

(2) Derivative liabilities are recorded in other liabilities on the consolidated balance sheets.

(3) Includes interest rate contracts for customer swaps and offsetting positions, net of variation margin payments.

The pre-tax effect of changes in fair value from derivative instruments not designated as hedging instruments on the consolidated statements of income for the three and nine months ended September 30, 2018 and 2017 is presented below.

| (in thousands)  | Location in Consolidated Statements of Income | Gain (Loss) Recognized in Consolidated Statements of Income |        |                                 |          |
|---|---|---|--------|---------------------------------|----------|
|   |   | Three Months Ended September 30,                            |        | Nine Months Ended September 30, |          |
|   |   | 2018  | 2017   | 2018                            | 2017     |
| Derivatives not designated as hedging instruments:    |   |   |        |                                 |          |
| Interest rate contracts <sup>(1)</sup>                | Other non-interest income                     | \$1   | \$(4 ) | \$(8 )                          | \$(5 )   |
| Mortgage derivatives - interest rate lock commitments | Mortgage banking income                       | (427)   | (180 ) | (61 )                           | (595 )   |
|   | Mortgage banking income                       | 495   | (271 ) | 376                             | (1,929 ) |

Mortgage derivatives - forward commitments to  
sell fixed-rate mortgage loans

|                 |                            |      |         |           |           |
|-----------------|----------------------------|------|---------|-----------|-----------|
| Visa derivative | Other non-interest expense | —    | —       | (2,328 )  | —         |
| Total           |                            | \$69 | \$(455) | \$(2,021) | \$(2,529) |

<sup>(1)</sup> Gain (loss) represents net fair value adjustments (including credit-related adjustments) for customer swaps and offsetting positions.

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## Note 8 - Shareholders' Equity

## Issuance of Series D Preferred Stock

On June 21, 2018, Synovus completed a \$200 million public offering of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, \$25.00 per share liquidation preference. The offering generated net proceeds of \$195.1 million. Dividends on the shares are non-cumulative and, if declared, will accrue and be payable, in arrears, quarterly at a rate per annum equal to 6.300% for each dividend period from the original issue date to, but excluding, June 21, 2023. From and including June 21, 2023, the dividend rate will change to a floating rate equal to the three-month LIBOR plus a spread of 3.352% per annum. The Series D Preferred Stock is perpetual and has no maturity date. The Series D Preferred Stock is redeemable at Synovus' option in whole or in part, from time to time, on any dividend payment date on or after June 21, 2023, or in whole, but not in part, at any time within 90 days following a regulatory capital treatment event at a redemption price equal to \$25.00 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. The Series D Preferred Stock has no preemptive or conversion rights. Except in limited circumstances, the Series D Preferred Stock does not have any voting rights.

## Redemption of Series C Preferred Stock

On August 1, 2018, Synovus redeemed all 5,200,000 outstanding shares of Series C Preferred Stock for a cash price of \$25.00 per share, without interest, for an aggregate redemption price of \$130.0 million and paid a dividend of \$2.6 million on the Series C Preferred Stock. The redemption of the Series C Preferred Stock was funded primarily with proceeds from Synovus' public offering of \$200 million of Series D Preferred Stock completed in June 2018. Concurrent with the redemption, Synovus recognized a one-time, non-cash redemption charge of \$4.0 million.

## Repurchases of Common Stock

On January 23, 2018, Synovus announced a share repurchase program of up to \$150 million to be completed during 2018. As of September 30, 2018, Synovus had repurchased under this program a total of \$134.8 million, or 2.6 million shares of its common stock, at an average price of \$51.85 per share. As of September 30, 2018, the remaining authorization under this program was \$15.2 million. During October 2018, the program was concluded with the remaining \$15.2 million, or 345 thousand shares, repurchased. In total, 2.9 million shares were repurchased during 2018 at an average price of \$50.96 per share.

## Note 9 - Net Income Per Common Share

The following table displays a reconciliation of the information used in calculating basic and diluted earnings per common share for the three and nine months ended September 30, 2018 and 2017.

| (in thousands, except per share data)   | Three Months<br>Ended September<br>30, |          | Nine Months Ended<br>September 30, |           |
|---|--|----------|------------------------------------|-----------|
|   | 2018                                   | 2017     | 2018                               | 2017      |
| Basic Net Income Per Common Share:  |  |          |                                    |           |
| Net income available to common shareholders   | \$99,330                               | \$95,448 | \$308,559                          | \$238,190 |
| Weighted average common shares outstanding  | 117,241                                | 120,900  | 118,096                            | 121,796   |
| Net income per common share, basic  | \$0.85                                 | \$0.79   | \$2.61                             | \$1.96    |
| Diluted Net Income Per Common Share:  |  |          |                                    |           |
| Net income available to common shareholders   | \$99,330                               | \$95,448 | \$308,559                          | \$238,190 |
| Weighted average common shares outstanding  | 117,241                                | 120,900  | 118,096                            | 121,796   |
| Potentially dilutive shares from outstanding equity-based awards and earnout payments | 854                                    | 914      | 751                                | 832       |
| Weighted average diluted common shares  | 118,095                                | 121,814  | 118,847                            | 122,628   |
| Net income per common share, diluted  | \$0.84                                 | \$0.78   | \$2.60                             | \$1.94    |

Basic net income per common share is computed by dividing net income available to common shareholders by the average common shares outstanding for the period. Diluted net income per common share reflects the dilution that could occur if securities or other contracts to issue common stock were exercised or converted. The dilutive effect of outstanding stock options and restricted share units is reflected in diluted net income per common share, unless the impact is anti-dilutive, by application of the treasury stock method.

As of September 30, 2018 and 2017, there were 2.2 million potentially dilutive shares related to the Warrant to purchase shares of common stock that were outstanding during 2018 and 2017 but were not included in the computation of diluted net income per common share because the effect would have been anti-dilutive.



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## Note 10 - Share-based Compensation

## General Description of Share-based Plans

Synovus has a long-term incentive plan under which the Compensation Committee of the Board of Directors has the authority to grant share-based awards to Synovus employees. The 2013 Omnibus Plan authorizes 8.6 million common share equivalents available for grant, where grants of options count as one share equivalent and grants of full value awards (e.g., restricted share units, market restricted share units, and performance share units) count as two share equivalents. Any restricted share units that are forfeited and options that expire unexercised will again become available for issuance under the Plan. At September 30, 2018, Synovus had a total of 4.9 million shares of its authorized but unissued common stock reserved for future grants under the 2013 Omnibus Plan. The Plan permits grants of share-based compensation including stock options, restricted share units, market restricted share units, and performance share units. The grants generally include vesting periods ranging from three to five years and contractual terms of ten years. Vesting for grants made in 2018 accelerates upon retirement for plan participants who have reached age 65 and who also have no less than 10 years of service at the date of their election to retire. Market restricted share units and performance share units are granted at a defined target level and are compared annually to required market and performance metrics to determine actual units vested and compensation expense. Synovus has historically issued new shares to satisfy share option exercises and share unit conversions. Dividend equivalents are paid on outstanding restricted share units, market restricted share units, and performance share units in the form of additional restricted share units that vest over the same vesting period or the vesting period left on the original restricted share unit grant.

## Share-based Compensation Expense

Total share-based compensation expense was \$4.2 million and \$12.5 million for the three and nine months ended September 30, 2018, respectively, and \$3.7 million and \$10.6 million for the three and nine months ended September 30, 2017, respectively.

## Stock Options

No stock option grants were made during the nine months ended September 30, 2018. At September 30, 2018, there were 643 thousand outstanding stock options to purchase shares of common stock with a weighted average exercise price of \$16.94 per share.

## Restricted Share Units, Performance Share Units, and Market Restricted Share Units

During the nine months ended September 30, 2018, Synovus awarded 236 thousand restricted share units that have a service-based vesting period of three years and awarded 87 thousand performance share units that vest upon service and performance conditions. Synovus also granted 58 thousand market restricted share units during the nine months ended September 30, 2018. The weighted average grant-date fair value of the awarded restricted share units, performance share units and market restricted share units was \$47.69 per share. Market restricted share units and performance share units are granted at target and are compared annually to required market and performance metrics. The performance share units vest upon meeting certain service and performance conditions. Return on average assets (ROAA) and return on average tangible common equity (ROATCE) performance is evaluated each year over a three-year performance period, with share distribution determined at the end of the three years. The number of performance share units that will ultimately vest ranges from 0% to 150% of target based on Synovus' three-year weighted average ROAA (as defined) and ROATCE (as defined). The market restricted share units have a three-year service-based vesting component as well as a total shareholder return multiplier. The number of market restricted share units that will ultimately vest ranges from 75% to 125% of target based on Synovus' total shareholder return. At September 30, 2018, including dividend equivalents granted, there were 909 thousand restricted share units, performance share units and market restricted share units outstanding with a weighted average grant-date fair value of \$40.86 per share.

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## Note 11 - Income Taxes

Synovus' provision for income taxes for the three and nine months ended September 30, 2018 and 2017 is based on the estimated annual effective tax rate, plus discrete items.

The following table presents the provision for income taxes and the effective tax rates for the periods indicated.

| (dollars in thousands)           | Three Months Ended |            | Nine Months Ended |            |   |
|----------------------------------|--------------------|------------|-------------------|------------|---|
|                                  | September 30,      |            | September 30,     |            |   |
|                                  | 2018               | 2017       | 2018              | 2017       |   |
| Income before income tax expense | \$ 128,008         | \$ 152,675 | \$ 403,502        | \$ 376,171 |   |
| Income tax expense               | 18,949             | 54,668     | 80,095            | 130,303    |   |
| Effective tax rate               | 14.8               | % 35.8     | % 19.8            | % 34.6     | % |

The difference between Synovus' effective tax rate for the three and nine months ended September 30, 2018 and the U.S. statutory tax rate of 21%, primarily relates to third quarter 2018 discrete tax benefits of \$12.7 million, which included a \$3.9 million tax benefit for the refinement of provisional amounts previously reported under SEC Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act (SAB 118), a \$5.5 million return to provision benefit associated with the preparation of the 2017 tax return and a \$3.3 million benefit associated with insignificant adjustments to tax returns from several prior years. In addition, the effective income tax rate for the nine months ended September 30, 2018 included a net discrete income tax benefit of \$2.8 million resulting from tax benefits associated with the exercise and vesting of employee equity awards. Other items impacting the difference between Synovus' effective tax rates for the three and nine months ended September 30, 2018 and 2017 and the U.S. statutory tax rates of 21% and 35%, respectively, primarily relate to, but are not limited to, the level of pre-tax income, bank-owned life insurance, state income taxes (net of federal income tax benefit), tax-exempt interest and nondeductible expenses. In addition, the effective tax rate is affected by items that may occur in any given period but are not consistent from period-to-period, such as tax benefits related to share-based compensation, jurisdiction statutory tax rate changes, valuation allowance changes and changes to unrecognized tax benefits. Accordingly, the comparability of the effective tax rate between periods may be impacted.

## Impact of Tax Reform

On December 22, 2017, Federal Tax Reform was enacted into law. The new legislation included a decrease in the U.S. statutory tax rate from 35% to 21% effective January 1, 2018. Under ASC 740, the effects of the changes in tax rates and laws are recognized in the period in which the new legislation is enacted. Therefore, Synovus was required to remeasure its deferred tax assets and liabilities and record the adjustment to income tax expense effective December 22, 2017. In December 2017, the SEC issued SAB 118, which allowed companies to record provisional amounts during a measurement period not to extend beyond one year of the enactment date. Since Federal Tax Reform was enacted late in 2017, Synovus expected that certain deferred tax assets and liabilities would continue to be evaluated in the context of Federal Tax Reform through the date of the filing of the 2017 federal income tax return, and that changes might result from evolving internal interpretations, elections, and assumptions, as well as new guidance that may be issued by the Internal Revenue Service. Accordingly, the federal income tax expense of \$47.2 million recorded in 2017 relating to the effects from Federal Tax Reform was considered provisional. During the third quarter of 2018, Synovus completed its 2017 federal income tax return and recorded a \$3.9 million tax benefit for the refinement of provisional amounts previously reported under SAB 118; thus, the accounting under SAB 118 for Federal Tax Reform is now complete.

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## Note 12 - Non-interest Income

The following table reflects revenue disaggregated by revenue type and line of business for the three and nine months ended September 30, 2018 and 2017.

## Non-interest Income by Line of Business

| (in thousands)                      | For the Three Months Ended September 30, 2018 |                   |                |                               |         | Total    |
|-------------------------------------|---|-------------------|----------------|-------------------------------|---------|----------|
|                                     | Community Banking                             | Corporate Banking | Retail Banking | Financial Management Services | Other   |          |
| Service charges on deposit accounts | \$5,660                                       | \$ 475            | \$ 13,792      | \$ —                          | \$655   | \$20,582 |
| Fiduciary and asset management fees | —   | —                 | —              | 13,462                        | —       | 13,462   |
| Card fees                           | 208   | —                 | 10,400         | —                             | —       | 10,608   |
| Brokerage revenue                   | —   | —                 | —              | 9,329                         | —       | 9,329    |
| Insurance revenue                   | —   | —                 | —              | 1,148                         | —       | 1,148    |
| Other fees                          | —   | —                 | 454            | —                             | 266     | 720      |
|                                     | \$5,868                                       | \$ 475            | \$24,646       | \$ 23,939                     | \$921   | \$55,849 |
| Other revenues <sup>(1)</sup>       | 1,142   | 1,836             | 1,645          | 5,994                         | 5,202   | 15,819   |
| Total non-interest income           | \$7,010                                       | \$ 2,311          | \$ 26,291      | \$ 29,933                     | \$6,123 | \$71,668 |

| (in thousands)                      | For the Three Months Ended September 30, 2017 |                   |                |                               |          | Total     |
|-------------------------------------|---|-------------------|----------------|-------------------------------|----------|-----------|
|                                     | Community Banking                             | Corporate Banking | Retail Banking | Financial Management Services | Other    |           |
| Service charges on deposit accounts | \$5,613                                       | \$ 432            | \$ 14,024      | \$ —                          | \$609    | \$20,678  |
| Fiduciary and asset management fees | —   | —                 | —              | 12,615                        | —        | 12,615    |
| Card fees                           | 210   | —                 | 9,519          | —                             | —        | 9,729     |
| Brokerage revenue                   | —   | —                 | —              | 7,511                         | —        | 7,511     |
| Insurance revenue                   | —   | —                 | —              | 1,059                         | —        | 1,059     |
| Other fees                          | —   | —                 | 463            | —                             | 265      | 728       |
|                                     | \$5,823                                       | \$ 432            | \$24,006       | \$ 21,185                     | \$874    | \$52,320  |
| Other revenues <sup>(1)</sup>       | 2,642   | 1,460             | 1,574          | 6,558                         | 70,881   | 83,115    |
| Total non-interest income           | \$8,465                                       | \$ 1,892          | \$ 25,580      | \$ 27,743                     | \$71,755 | \$135,435 |

<sup>(1)</sup> Other revenues primarily relate to revenues not derived from contracts with customers.

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## Non-interest Income by Line of Business

| (in thousands)                      | For the Nine Months Ended September 30, 2018 |                   |                |                               |          | Total     |
|-------------------------------------|--|-------------------|----------------|-------------------------------|----------|-----------|
|                                     | Community Banking                            | Corporate Banking | Retail Banking | Financial Management Services | Other    |           |
| Service charges on deposit accounts | \$17,064                                     | \$ 1,460          | \$40,310       | \$ —                          | \$1,687  | \$60,521  |
| Fiduciary and asset management fees | —  | —                 | —              | 40,881                        | —        | 40,881    |
| Card fees                           | 628  | —                 | 31,012         | —                             | —        | 31,640    |
| Brokerage revenue                   | —  | —                 | —              | 26,924                        | —        | 26,924    |
| Insurance revenue                   | —  | —                 | —              | 4,240                         | —        | 4,240     |
| Other fees                          | —  | —                 | 1,487          | —                             | 821      | 2,308     |
|                                     | \$17,692                                     | \$ 1,460          | \$72,809       | \$ 72,045                     | \$2,508  | \$166,514 |
| Other revenues <sup>(1)</sup>       | 6,983  | 5,417             | 4,887          | 17,402                        | 10,898   | 45,587    |
| Total non-interest income           | \$24,675                                     | \$ 6,877          | \$77,696       | \$ 89,447                     | \$13,406 | \$212,101 |

| (in thousands)                      | For the Nine Months Ended September 30, 2017 |                   |                |                               |          | Total     |
|-------------------------------------|--|-------------------|----------------|-------------------------------|----------|-----------|
|                                     | Community Banking                            | Corporate Banking | Retail Banking | Financial Management Services | Other    |           |
| Service charges on deposit accounts | \$17,028                                     | \$ 1,319          | \$40,994       | \$ —                          | \$1,707  | \$61,048  |
| Fiduciary and asset management fees | —  | —                 | —              | 37,290                        | —        | 37,290    |
| Card fees                           | 647  | —                 | 28,967         | —                             | —        | 29,614    |
| Brokerage revenue                   | —  | —                 | —              | 21,947                        | —        | 21,947    |
| Insurance revenue                   | —  | —                 | —              | 3,424                         | —        | 3,424     |
| Other fees                          | —  | —                 | 1,525          | —                             | 795      | 2,320     |
|                                     | \$17,675                                     | \$ 1,319          | \$71,486       | \$ 62,661                     | \$2,502  | \$155,643 |
| Other revenues <sup>(1)</sup>       | 7,283  | 5,836             | 4,756          | 19,971                        | 82,485   | 120,331   |
| Total non-interest income           | \$24,958                                     | \$ 7,155          | \$76,242       | \$ 82,632                     | \$84,987 | \$275,974 |

<sup>(1)</sup> Other revenues primarily relate to revenues not derived from contracts with customers.

Following is a discussion of key revenues within the scope of Topic 606:

**Service Charges on Deposit Accounts:** Revenue from service charges on deposit accounts is earned through cash management, wire transfer, and other deposit-related services, as well as overdraft, non-sufficient funds, account management and other deposit-related fees. Revenue is recognized for these services either over time, corresponding with deposit accounts' monthly cycle, or at a point in time for transaction-related services and fees. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

**Fiduciary and Asset Management Fees:** Fiduciary and asset management fees are primarily comprised of fees earned from the management and administration of trusts and other customer assets. Synovus' performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days after month-end through a direct charge to customers' accounts. Synovus does not earn performance-based incentives.

Card Fees: Card fees consist primarily of interchange fees from consumer credit and debit cards processed by card association networks, as well as merchant discounts, and other card-related services. Interchange rates are generally set by the credit card associations and based on purchase volumes and other factors. Interchange fees and merchant discounts are recognized concurrently with the delivery of service on a daily basis as transactions occur. Payment is typically received immediately or in the following month. Card fees are reported net of certain associated expense items including loyalty program expenses and network expenses.

Brokerage Revenue: Brokerage revenue consists primarily of commissions. Additionally, brokerage revenue includes advisory fees earned from the management of customer assets. Advisory fees for brokerage services are recognized and collected monthly and are based upon the month-end market value of the assets under management at a rate predetermined in the contract. Transactional

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revenues are based on the size and number of transactions executed at the client's direction and are generally recognized on the trade date with payment received on the settlement date.

**Insurance Revenue:** Insurance revenue primarily consists of commissions received on annuity and life product sales. The commissions are recognized as revenue when the customer executes an insurance policy with the insurance carrier. In some cases, Synovus receives payment of trailing commissions each year when the customer pays its annual premium. For the three and nine months ended September 30, 2018, Synovus recognized an immaterial amount of insurance trailing commissions.

**Other Fees:** Other fees primarily consist of revenues generated from safe deposit box rental fees and lockbox services. Fees are recognized over time, on a monthly basis, as Synovus' performance obligation for services is satisfied. Payment is received upfront for safe deposit box rentals and in the following month for lockbox services.

**Note 13 - Commitments and Contingencies**

In the normal course of business, Synovus enters into commitments to extend credit such as loan commitments and letters of credit to meet the financing needs of its customers. Synovus uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The contractual amount of these financial instruments represents Synovus' maximum credit risk should the counterparty draw upon the commitment, and should the counterparty subsequently fail to perform according to the terms of the contract. Since many of the commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent future cash requirements. Additionally, certain commitments (primarily consumer) may generally be canceled by providing notice to the borrower.

The allowance for credit losses associated with unfunded commitments and letters of credit is a component of the unfunded commitments reserve recorded within other liabilities on the consolidated balance sheets. Additionally, unearned fees relating to letters of credit are recorded within other liabilities on the consolidated balance sheets. These amounts are not material to Synovus' consolidated balance sheets.

Unfunded letters of credit and lending commitments at September 30, 2018 and December 31, 2017 are presented below.

| (in thousands)   | September 30,<br>2018 | December<br>31, 2017 |
|--|-----------------------|----------------------|
| Letters of credit*   | \$ 167,969            | \$ 153,372           |
| Commitments to fund commercial and industrial loans                                  | 5,688,192             | 5,090,827            |
| Commitments to fund commercial real estate, construction, and land development loans | 1,763,006             | 1,567,583            |
| Commitments under home equity lines of credit  | 1,211,861             | 1,137,714            |
| Unused credit card lines   | 766,521               | 779,254              |
| Other loan commitments   | 394,428               | 351,358              |
| Total unfunded lending commitments and letters of credit                             | \$ 9,991,977          | \$ 9,080,108         |

\* Represent the contractual amount net of risk participations of approximately \$70 million and \$77 million at September 30, 2018 and December 31, 2017, respectively.

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## Merchant Services

In accordance with credit and debit card association rules, Synovus sponsors merchant processing servicers that process credit and debit card transactions on behalf of various merchants. In connection with these services, a liability may arise in the event of a billing dispute between the merchant and a cardholder that is ultimately resolved in the cardholder's favor. If the merchant defaults on its obligation to reimburse the cardholder, the cardholder, through its issuing bank, generally has until six months after the date of the transaction to present a chargeback to the merchant processor, which is primarily liable for any losses on covered transactions. However, if the merchant processor fails to meet its obligation to reimburse the cardholder for disputed transactions, then Synovus, as the sponsor, could be held liable for the disputed amount. Synovus seeks to mitigate this risk through its contractual arrangements with the merchant processing servicers and the merchants and by withholding future settlements, by retaining cash reserve accounts or by obtaining other security. For the three and nine months ended September 30, 2018, the sponsored entities processed and settled \$17.69 billion and \$52.04 billion of transactions, respectively. For the three and nine months ended September 30, 2017, the sponsored entities processed and settled \$15.84 billion and \$46.26 billion of transactions, respectively. Synovus began covering and may continue to cover chargebacks related to a merchant processing servicer during the third quarter of 2018 where the merchant processing servicer's cash reserve account was unavailable to support the chargebacks. Synovus expects to recover these amounts from the servicer under the terms of the contract; however, any inability by Synovus to fully recover these amounts would result in losses to Synovus in future periods.

## Legal Proceedings

Synovus and its subsidiaries are subject to various legal proceedings and claims that arise in the ordinary course of its business. Additionally, in the ordinary course of business, Synovus and its subsidiaries are subject to regulatory examinations, information gathering requests, inquiries and investigations. Synovus, like many other financial institutions, has been the target of numerous legal actions and other proceedings asserting claims for damages and related relief for losses. These actions include claims and counterclaims asserted by individual borrowers related to their loans and allegations of violations of state and federal laws and regulations relating to banking practices, including putative class action matters. In addition to actual damages, if Synovus does not prevail in asserted legal actions, credit-related litigation could result in additional write-downs or charge-offs of loans, which could adversely affect Synovus' results of operations during the period in which the write-down or charge-off were to occur. Synovus carefully examines and considers each legal matter, and, in those situations where Synovus determines that a particular legal matter presents loss contingencies that are both probable and reasonably estimable, Synovus establishes an appropriate reserve. An event is considered to be probable if the future event is likely to occur. While the final outcome of any legal proceeding is inherently uncertain, based on the information currently available, advice of counsel and available insurance coverage, management believes that the amounts accrued with respect to legal matters as of September 30, 2018 are adequate. The actual costs of resolving legal claims may be higher or lower than the amounts accrued.

In addition, where Synovus determines that there is a reasonable possibility of a loss in respect of legal matters, Synovus considers whether it is able to estimate the total reasonably possible loss or range of loss. An event is "reasonably possible" if "the chance of the future event or events occurring is more than remote but less than likely." An event is "remote" if "the chance of the future event or events occurring is more than slight but less than reasonably possible." In many situations, Synovus may be unable to estimate reasonably possible losses due to the preliminary nature of the legal matters, as well as a variety of other factors and uncertainties. For those legal matters where Synovus is able to estimate a range of reasonably possible losses, management currently estimates the aggregate range from our outstanding litigation is from zero to \$5 million in excess of the amounts accrued, if any, related to those matters. This estimated aggregate range is based upon information currently available to Synovus, and the actual losses could prove to be lower or higher. As there are further developments in these legal matters, Synovus will reassess these matters, and the estimated range of reasonably possible losses may change as a result of this assessment. Based on Synovus' current knowledge and advice of counsel, management presently does not believe that the liabilities arising from these legal matters will have a material adverse effect on Synovus' consolidated financial

condition, results of operations or cash flows. However, it is possible that the ultimate resolution of these legal matters could have a material adverse effect on Synovus' results of operations for any particular period.

Synovus intends to vigorously pursue all available defenses to these legal matters, but will also consider other alternatives, including settlement, in situations where there is an opportunity to resolve such legal matters on terms that Synovus considers to be favorable, including in light of the continued expense and distraction of defending such legal matters. Synovus maintains insurance coverage, which may be available to cover legal fees, or potential losses that might be incurred in connection with such legal matters. The above-noted estimated range of reasonably possible losses does not take into consideration insurance coverage which may or may not be available for the respective legal matters.



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Note 14 - Pending Acquisition and Pending Branch Sales

Pending Acquisition of FCB Financial Holdings, Inc.

On July 23, 2018, Synovus entered into the Merger Agreement by and among Synovus, FCB and Azalea Merger Sub Corp. pursuant to which Synovus will acquire FCB in a reverse triangular merger. FCB is headquartered in Weston, Florida with reported assets of \$12.19 billion as of June 30, 2018. At the effective time of the Merger, each outstanding share of FCB Class A common stock, par value \$0.001 per share, will be converted into the right to receive, without interest, 1.055 shares of Synovus common stock, par value \$1.00 per share. The Merger Agreement has been unanimously approved by both companies' Board of Directors. The transaction is subject to customary closing conditions, including approval of Synovus and FCB shareholders and approval of state and federal regulators, and is expected to close by the first quarter of 2019.

FCB operates 50 full service banking centers through its wholly-owned banking subsidiary, Florida Community Bank. Following closing, Florida Community Bank will merge with and into Synovus Bank and operate under the Synovus brand.

Pending Branch Sales

On August 28, 2018, Synovus Bank entered into a purchase and assumption agreement with Jefferson Financial Federal Credit Union pursuant to which Jefferson Financial Federal Credit Union will acquire certain assets, including selected loans, and assume substantially all of the deposits associated with two branches in Mobile, Alabama, and one branch in Daphne, Alabama. The agreement provides for the transfer of approximately \$138 million in loans, approximately \$107 million in deposits, and other assets associated with the three branches in exchange for a deposit premium of \$14.5 million. The transaction is subject to regulatory approval and satisfaction of customary closing conditions and is expected to be completed in the first quarter of 2019.

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

In this Report, the words “Synovus,” “the Company,” “we,” “us,” and “our” refer to Synovus Financial Corp. together with Synovus Bank and Synovus’ other wholly-owned subsidiaries, except where the context requires otherwise.

FORWARD-LOOKING STATEMENTS

Certain statements made or incorporated by reference in this Report which are not statements of historical fact including those under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this Report, constitute forward-looking statements within the meaning of, and subject to the protections of, Section 27A of the Securities Act, and Section 21E of the Exchange Act. Forward-looking statements include statements with respect to Synovus' beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future performance and involve known and unknown risks, many of which are beyond Synovus' control and which may cause Synovus' actual results, performance or achievements or the commercial banking industry or economy generally, to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

All statements other than statements of historical fact are forward-looking statements. You can identify these forward-looking statements through Synovus' use of words such as “believes,” “anticipates,” “expects,” “may,” “will,” “assume,” “predicts,” “could,” “should,” “would,” “intends,” “targets,” “estimates,” “projects,” “plans,” “potential” and other similar words or expressions of the future or otherwise regarding the outlook for Synovus' future business and financial performance and/or the performance of the commercial banking industry and economy in general. Forward-looking statements are based on the current beliefs and expectations of Synovus' management and are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by such forward-looking statements. A number of factors could cause actual results to differ materially from those contemplated by the forward-looking statements in this document. Many of these factors are beyond Synovus' ability to control or predict. These factors include, but are not limited to:

- (1) the risk that competition in the financial services industry may adversely affect our future earnings and growth;
- (2) the risk that we may not realize the expected benefits from our efficiency and growth initiatives, which could negatively impact our future profitability;
- (3) the risk that our current and future information technology system enhancements and initiatives may not be successfully implemented, which could negatively impact our operations;
- (4) the risk that our enterprise risk management framework may not identify or address risks adequately, which may result in unexpected losses;
- (5) the risk that our allowance for loan losses may prove to be inadequate or may be negatively affected by credit risk exposures, and the risk that we may be unable to obtain full payment in respect of any trade or other receivables;
- (6) the risk that any future economic downturn could have a material adverse effect on our capital, financial condition, results of operations and future growth;
  - changes in the interest rate environment, including changes to the federal funds rate, and competition in our
- (7) primary market area may result in increased funding costs or reduced earning assets yields, thus reducing margins and net interest income;
- (8) our ability to attract and retain key employees;
  - the risk that we may be required to make substantial expenditures to keep pace with regulatory initiatives
- (9) and the rapid technological changes in the financial services market;
  - risks related to our reliance on third parties to provide key components of our business infrastructure, including
- (10) the costs of services and products provided to us by third parties, and risks related to disruptions in service or financial difficulties of a third-party vendor;
  - risks related to the ability of our operational framework to manage risks associated with our business such as
- (11) credit risk and operational risk, including third-party vendors and other service providers, which could among other things, result in a breach of operating or security systems as a result of cyber attacks or similar acts;



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- our ability to identify and address cyber-security risks such as data security breaches, malware, "denial of service" attacks, "ransomware", "hacking" and identity theft, a failure of which could disrupt our business and result in the disclosure of and/or misuse or misappropriation of confidential or proprietary information, disruption or damage of our systems, increased costs, significant losses, or adverse effects to our reputation;
- (12) the impact of recent and proposed changes in governmental policy, laws and regulations, including proposed and recently enacted changes in the regulation of banks and financial institutions, or the interpretation or application thereof and the uncertainty of future implementation and enforcement of these regulations;
- (13) the risk that Federal Tax Reform could have an adverse impact on our business or our customers, including with respect to demand and pricing for our loan products;
- (14) the risk that we could realize losses if we sell non-performing assets and the proceeds we receive are lower than the carrying value of such assets;
- (15) the risk that we may be exposed to potential losses in the event of fraud and/or theft, or in the event that a third-party vendor or obligor fails to pay amounts due to us under that relationship or under any arrangement that we enter into with them;
- (16) the risk that we may not be able to identify suitable acquisition targets or strategic partners as part of our growth strategy and even if we are able to identify suitable acquisition counterparties, we may not be able to complete such transactions on favorable terms, if at all, or successfully integrate acquired bank or nonbank operations into our existing operations or realize anticipated benefits from such transactions;
- (17) the impact on our financial results, reputation, and business if we are unable to comply with all applicable federal and state regulations or other supervisory actions or directives and any necessary capital initiatives;
- (18) the risks that if economic conditions worsen or regulatory capital rules are modified, we may be required to undertake initiatives to improve our capital position;
- (19) changes in the cost and availability of funding due to changes in the deposit market and credit market; restrictions or limitations on access to funds from historical and alternative sources of liquidity could adversely affect our overall liquidity, which could restrict our ability to make payments on our obligations and our ability to support asset growth and sustain our operations and the operations of Synovus Bank;
- (20) our ability to receive dividends from our subsidiaries could affect our liquidity, including our ability to pay dividends or take other capital actions;
- (21) risks related to regulatory approval to take certain actions, including any dividends on our common stock or Series D Preferred Stock, any repurchases of common stock or any issuance or redemption of any other regulatory capital instruments, as well as any applications in respect of expansionary initiatives;
- (22) risks related to recent and proposed changes in the mortgage banking industry, including the risk that we may be required to repurchase mortgage loans sold to third parties and the impact of the "ability to pay" and "qualified mortgage" rules on our loan origination process and foreclosure proceedings;
- (23) the costs and effects of litigation, investigations, inquiries or similar matters, or adverse facts and developments related thereto;
- (24) risks related to the fluctuation in our stock price;
- (25) the effects of any damages to our reputation resulting from developments related to any of the items identified above;
- (26) the risk that the required shareholder approvals of the Merger with FCB may not be obtained;
- (27) the risk that Synovus or FCB may be unable to obtain all of the regulatory approvals required to complete the Merger;
- (28) the risk that the other conditions to closing the Merger with FCB may not be satisfied;
- (29)
- (30)

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- (31) the risk that the length of time necessary to consummate the Merger with FCB may be longer than anticipated for various reasons;
- (32) the risk that the businesses of Synovus and FCB will not be integrated successfully or that the integration may take longer than expected;
- (33) the risk that the cost savings, synergies, growth, and other benefits from the Merger with FCB may not be fully realized or may take longer to realize than expected;
- (34) the risk that management's time and attention will be diverted to issues associated with the Merger with FCB rather than our ongoing businesses;
- (35) the risk that costs associated with the integration of the businesses of Synovus and FCB will be higher than anticipated;
- (36) the risk of litigation in connection with the Merger and that could cause the transaction to be more costly than expected or delay its completion;
- (37) the risk that events could lead to the termination of the Merger Agreement (or otherwise result in payment of termination fee);
- (38) the risk of business disruption following the Merger; and  
other factors and other information contained in this Report and in other reports and filings that we make with
- (39) the SEC under the Exchange Act, including, without limitation, those found in "Part I - Item 1A. Risk Factors" of this Report.

For a discussion of these and other risks that may cause actual results to differ from expectations, refer to "Part I-Item 1A. Risk Factors" and other information contained in Synovus' 2017 Form 10-K and our other periodic filings, including quarterly reports on Form 10-Q and current reports on Form 8-K, that we file from time to time with the SEC. All written or oral forward-looking statements that are made by or are attributable to Synovus are expressly qualified by this cautionary notice. You should not place undue reliance on any forward-looking statements since those statements speak only as of the date on which the statements are made. Synovus undertakes no obligation to update any forward-looking information and statements, whether written or oral, to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of new information or unanticipated events, except as may otherwise be required by law.

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**INTRODUCTION AND CORPORATE PROFILE**

Synovus Financial Corp. is a financial services company and a registered bank holding company headquartered in Columbus, Georgia. Through its wholly-owned subsidiary, Synovus Bank, a Georgia state-chartered bank that is a member of the Federal Reserve System, the company provides commercial and retail banking in addition to a full suite of specialized products and services including private banking, treasury management, wealth management, premium finance and international banking. Synovus also provides mortgage services, financial planning, and investment advisory services through its wholly-owned subsidiaries, Synovus Mortgage, Synovus Trust, and Synovus Securities, as well as its GLOBALT and Creative Financial Group divisions.

Synovus Bank is positioned in some of the highest growth markets in the Southeast, with 249 branches in Georgia, Alabama, South Carolina, Florida, and Tennessee.

The following financial review summarizes the significant trends, changes in our business, transactions, and other matters affecting Synovus' results of operations for the three and nine months ended September 30, 2018 and financial condition as of September 30, 2018 and December 31, 2017. This discussion supplements, and should be read in conjunction with, the unaudited interim consolidated financial statements and notes thereto contained elsewhere in this Report and the consolidated financial statements of Synovus, the notes thereto, and management's discussion and analysis contained in Synovus' 2017 Form 10-K.

Management's Discussion and Analysis of Financial Condition and Results of Operations consists of:

Discussion of Results of Operations - Reviews Synovus' financial performance, as well as selected balance sheet items, items from the statements of income, significant transactions, and certain key ratios that illustrate Synovus' performance.

Credit Quality, Capital Resources and Liquidity - Discusses credit quality, market risk, capital resources, and liquidity, as well as performance trends. It also includes a discussion of liquidity policies, how Synovus obtains funding, and related performance.

Additional Disclosures - Discusses additional important matters including critical accounting policies and non-GAAP financial measures used within this Report.

A reading of each section is important to understand fully our financial performance.

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## DISCUSSION OF RESULTS OF OPERATIONS

## Consolidated Financial Highlights

| (dollars in thousands, except per share data)                | Three Months Ended September 30, |           |          | Nine Months Ended September 30, |           |          |
|--|----------------------------------|-----------|----------|---------------------------------|-----------|----------|
|  | 2018                             | 2017      | Change   | 2018                            | 2017      | Change   |
| Net interest income  | \$291,619                        | \$262,572 | 11.1 %   | \$850,480                       | \$753,597 | 12.9 %   |
| Provision for loan losses                                    | 14,982                           | 39,686    | (62.2)   | 39,548                          | 58,620    | (32.5)   |
| Non-interest income  | 71,668                           | 135,435   | (47.1)   | 212,101                         | 275,974   | (23.1)   |
| Adjusted non-interest income <sup>(1)</sup>                  | 71,234                           | 68,418    | 4.1      | 216,056                         | 204,456   | 5.7      |
| Total revenues   | 363,287                          | 398,007   | (8.7 )   | 1,062,581                       | 1,029,571 | 3.2      |
| Adjusted total revenues <sup>(1)</sup>                       | 362,989                          | 331,273   | 9.6      | 1,066,908                       | 958,943   | 11.3     |
| Non-interest expense   | 220,297                          | 205,646   | 7.1      | 619,531                         | 594,780   | 4.2      |
| Adjusted non-interest expense <sup>(1)</sup>                 | 201,648                          | 194,102   | 3.9      | 602,209                         | 576,150   | 4.5      |
| Income before income taxes                                   | 128,008                          | 152,675   | (16.2)   | 403,502                         | 376,171   | 7.3      |
| Net income   | 109,059                          | 98,007    | 11.3     | 323,407                         | 245,868   | 31.5     |
| Net income available to common shareholders                  | 99,330                           | 95,448    | 4.1      | 308,559                         | 238,190   | 29.5     |
| Net income per common share, basic                           | 0.85                             | 0.79      | 7.3      | 2.61                            | 1.96      | 33.6     |
| Net income per common share, diluted                         | 0.84                             | 0.78      | 7.3      | 2.60                            | 1.94      | 33.7     |
| Adjusted net income per common share, diluted <sup>(1)</sup> | 0.95                             | 0.65      | 46.4     | 2.73                            | 1.82      | 49.9     |
| Net interest margin <sup>(2)</sup>                           | 3.89                             | % 3.63    | % 26 bps | 3.84                            | % 3.52    | % 32 bps |
| Net charge-off ratio <sup>(2)</sup>                          | 0.24                             | 0.62      | (38 )    | 0.20                            | 0.33      | (13 )    |
| Return on average assets <sup>(2)</sup>                      | 1.36                             | 1.27      | 9        | 1.37                            | 1.07      | 30       |
| Adjusted return on average assets <sup>(1)(2)</sup>          | 1.47                             | 1.05      | 42       | 1.42                            | 1.01      | 41       |
| Efficiency ratio   | 60.62                            | 50.62     | nm       | 58.21                           | 57.70     | 51       |
| Adjusted efficiency ratio <sup>(1)</sup>                     | 55.55                            | 58.59     | (304 )   | 56.44                           | 60.08     | (364 )   |

<sup>(1)</sup> See “Non-GAAP Financial Measures” in this Report for the applicable reconciliation to the most comparable GAAP measure.

<sup>(2)</sup> Annualized

| (dollars in thousands, except per share data) | September 30, 2018 | June 30, 2018 | Sequential Quarter Change | September 30, 2017 | Year-Over-Year Change |
|---|--------------------|---------------|---------------------------|--------------------|-----------------------|
| Loans, net of deferred fees and costs         | \$25,577,116       | \$25,134,056  | \$443,060                 | \$24,487,360       | \$1,089,756           |
| Total average loans                           | 25,322,582         | 24,946,307    | 376,275                   | 24,499,923         | 822,659               |
| Total deposits                                | 26,433,658         | 26,442,688    | (9,030 )                  | 26,186,228         | 247,430               |
| Total average deposits                        | 26,387,312         | 26,268,074    | 119,238                   | 25,286,919         | 1,100,393             |
| Average core deposits <sup>(1)</sup>          | 24,614,335         | 24,345,157    | 269,178                   | 23,756,030         | 858,305               |
| Non-performing assets ratio                   | 0.46               | % 0.50        | % (4 ) bps                | 0.57               | % (11 ) bps           |
| Non-performing loans ratio                    | 0.42               | 0.47          | (5 )                      | 0.40               | 2                     |
| Past due loans over 90 days                   | 0.02               | 0.01          | 1                         | 0.02               | —                     |
| Common equity Tier 1 capital (transitional)   | \$2,846,416        | \$2,838,616   | \$7,800                   | \$2,749,304        | \$97,112              |
| Tier 1 capital                                | 3,038,768          | 3,156,805     | (118,037 )                | 2,849,580          | 189,188               |
| Total risk-based capital                      | 3,550,686          | 3,668,904     | (118,218 )                | 3,362,125          | 188,561               |
|   | 9.90               | % 10.12       | % (22 )                   | 10.06              | % (16 )               |

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|  |       |       |      |     |       |     |
|--|-------|-------|------|-----|-------|-----|
| Common equity Tier 1 capital ratio<br>(transitional)                   |       |       |      | )   |       | )   |
|  |       |       |      | bps |       | bps |
| Tier 1 capital ratio   | 10.57 | 11.25 | (68  | )   | 10.43 | 14  |
| Total risk-based capital ratio   | 12.36 | 13.08 | (72  | )   | 12.30 | 6   |
| Total shareholders' equity to total<br>assets ratio                    | 9.48  | 9.98  | (50  | )   | 9.47  | 1   |
| Tangible common equity ratio <sup>(1)</sup>                            | 8.68  | 8.77  | (9   | )   | 8.88  | (20 |
| Return on average common equity <sup>(2)</sup>                         | 13.95 | 15.39 | (144 | )   | 13.24 | 71  |
| Adjusted return on average common<br>equity <sup>(1)(2)</sup>          | 15.69 | 15.59 | 10   |     | 10.92 | 477 |
| Adjusted return on average tangible<br>common equity <sup>(1)(2)</sup> | 16.08 | 15.97 | 11   |     | 11.19 | 489 |

<sup>(1)</sup> See "Non-GAAP Financial Measures" in this Report for the applicable reconciliation to the most comparable GAAP measure.

<sup>(2)</sup> Quarter annualized



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## Executive Summary

Net income available to common shareholders for the third quarter of 2018 was \$99.3 million, or \$0.84 per diluted common share, an increase of 4.1% and 7.3%, respectively, compared to the third quarter of 2017. Adjusted net income per common share, diluted<sup>(1)</sup> was \$0.95 for the third quarter of 2018, up 46.4% compared to \$0.65 for the third quarter of 2017. Third quarter 2018 adjustments to net income available to common shareholders included merger-related expense of \$6.7 million associated with Synovus' pending acquisition of FCB, an \$11.7 million increase in the earnout liability related to the Global One acquisition, a \$4.0 million one-time, non-cash charge associated with the Series C Preferred Stock redemption, partially offset by \$9.9 million in discrete (non-core) tax benefits. The third quarter of 2018 results were positively impacted by strong loan growth, continued expansion of the net interest margin, fee income growth, and a lower effective tax rate. Third quarter of 2017 results included the \$75.0 million Cabela's Transaction Fee, partially offset by certain balance sheet restructuring actions totaling \$44.5 million. Net income available to common shareholders for the first nine months of 2018 was \$308.6 million, or \$2.60 per diluted common share, an increase of 29.5% and 33.7%, respectively, compared to the first nine months of 2017. Return on average assets for the third quarter of 2018 was 1.36%, up 9 basis points from the third quarter of 2017 and was 1.37% for the nine months ended September 30, 2018, up 30 basis points from the same period of 2017. On a sequential quarter basis, net interest income increased \$7.0 million, driven by a \$380.6 million increase in average loans, net, as well as net margin expansion of 3 basis points to 3.89%. Compared to the same quarter in 2017, net interest income increased \$29.0 million, driven by a \$821.3 million increase in average loans, net, as well as net margin expansion of 26 basis points. The net interest margin increase compared to the prior quarter and the third quarter of 2017 was primarily driven by federal funds rate increases. The yield on earning assets was 4.58%, an increase of 11 basis points from the second quarter of 2018, and an increase of 47 basis points from the third quarter of 2017. This increase was driven by an increase in loan yields. The effective cost of funds was 0.69% for the third quarter of 2018, up 8 basis points from the second quarter of 2018, and up 21 basis points from the third quarter of 2017. Net interest income for the first nine months of 2018 was \$850.5 million, an increase of \$96.9 million, or 12.9%, compared to \$753.6 million for the same period in 2017. Net interest margin increased 32 basis points to 3.84% over the comparable nine-month periods, primarily driven by federal funds rate increases and our asset-sensitive balance sheet. Since September 30, 2017, there have been four 25 basis points federal funds rate increases. The yield on earning assets was 4.45%, an increase of 46 basis points compared to the nine months ended September 30, 2017, while the effective cost of funds increased 14 basis points to 0.61%. The yield on loans increased 49 basis points to 4.86%, and the yield on investment securities increased 25 basis points to 2.35% over the nine months ended September 30, 2017.

Non-interest income for the third quarter of 2018 was \$71.7 million, down \$63.8 million, or 47.1%, compared to the third quarter of 2017. On a year-to-date basis, non-interest income was \$212.1 million compared to \$276.0 million for the first nine months of 2017. Adjusted non-interest income<sup>(1)</sup>, which excludes investment securities losses, net, increase (decrease) in fair value of private equity investments, and the Cabela's Transaction Fee, was up \$2.8 million, or 4.1%, for the third quarter of 2018 compared to the third quarter of 2017 and up \$11.6 million, or 5.7%, for the first nine months of 2018 compared to 2017.

Non-interest expense for the third quarter of 2018 increased \$14.7 million, or 7.1%, compared to the third quarter of 2017, and non-interest expense for the first nine months of 2018 increased \$24.8 million, or 4.2% compared to the first nine months of 2017. The efficiency ratio for the first nine months of 2018 was 58.21%, compared to 57.70% for the first nine months of 2017. The adjusted efficiency ratio<sup>(1)</sup> for the first nine months of 2018 was 56.44%, down 364 basis points from the same period a year ago.

Synovus continued to benefit from a relatively stable credit environment with the non-performing assets ratio improving further to 0.46%, a four basis point improvement from the previous quarter, and an 11 basis point improvement from a year ago. Net charge-offs for the third quarter of 2018 were 24 basis points, annualized, down from 29 basis points in the prior quarter. Year-to-date, net charge-offs are 20 basis points, well within Synovus' guidance of 15-25 basis points.

At September 30, 2018, total loans were \$25.58 billion, an increase of \$789.7 million, or 4.3% annualized, and \$1.09 billion or 4.5%, compared to December 31, 2017 and September 30, 2017, respectively. Year-over-year loan growth

was driven by a \$776.2 million or 6.6% increase in C&I loans and a \$827.6 million or 14.9% increase in consumer loans, with our lending partnerships growing \$569.6 million and mortgage loans growing \$285.6 million. This growth was partially offset by a \$514.5 million or 7.1% decline in CRE loans.

During the third quarter of 2018, total average deposits increased \$119.2 million, or 1.8% annualized, compared to the second quarter of 2018, and increased \$1.10 billion, or 4.4%, compared to the third quarter of 2017. Average core deposits<sup>(1)</sup>, during the third quarter of 2018, increased \$269.2 million, or 4.4% annualized, compared to the prior quarter, and increased \$858.3 million, or 3.6%, compared to the third quarter of 2017.

On June 21, 2018, Synovus completed a public offering of \$200 million of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D. The offering generated net proceeds of \$195.1 million, which were largely used to fund the redemption of all of the outstanding shares of Series C Preferred Stock on August 1, 2018 for an aggregate redemption price of \$130.0 million.

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Concurrent with the redemption of the Series C Preferred Stock, Synovus recognized a one-time, non-cash redemption charge of \$4.0 million.

On January 23, 2018, Synovus announced a share repurchase program of up to \$150 million to be completed during 2018. As of September 30, 2018, Synovus had repurchased under this program a total of \$134.8 million, or 2.6 million shares of its common stock, at an average price of \$51.85 per share. As of September 30, 2018, the remaining authorization under this program was \$15.2 million. During October 2018, the program was concluded with the remaining \$15.2 million, or 345 thousand shares, repurchased. In total, 2.9 million shares were repurchased during 2018 at an average price of \$50.96 per share. Additionally, during the first quarter of 2018, Synovus increased the quarterly common stock dividend by 67% to \$0.25 per share effective with the quarterly dividend declared during the first quarter of 2018.

More detail on Synovus' financial results for the three and nine months ended September 30, 2018 can be found in subsequent sections of "Item 2. – Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report.

2018 Expectations

For the full year 2018 as compared to the full year 2017, management expectations are noted below:

Period-end loan growth of 4% to 5%

Average total deposits growth of 4% to 6%

Net interest income growth of 11% to 13%

Adjusted non-interest income<sup>(1)</sup> growth of 4% to 6%

Total non-interest expense growth of 0% to 3%

Effective income tax rate of 21% to 22%

Net charge-off ratio of 15 to 25 bps

Common share repurchases of up to \$150 million (completed as of October 2018)

<sup>(1)</sup> See "Non-GAAP Financial Measures" in this Report for applicable reconciliation to the most comparable GAAP measure.

Changes in Financial Condition

During the nine months ended September 30, 2018, total assets increased \$853.3 million from \$31.22 billion at December 31, 2017 to \$32.08 billion. The principal component of this increase was an increase in loans, net of deferred fees and costs, of \$789.7 million. Short-term borrowings and deposits provided the primary funding source for the growth in assets. The net loan to deposit ratio was 96.8% at September 30, 2018 compared to 94.8% at December 31, 2017.

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## Loans

The following table compares the composition of the loan portfolio at September 30, 2018, December 31, 2017, and September 30, 2017.

| (dollars in thousands)                      | September 30, 2018 | December 31, 2017 | September 30, 2018 vs. December 31, 2017 |   | September 30, 2018 vs. September 30, 2017 |          |
|---|--------------------|-------------------|--|---|---|----------|
|   |                    |                   | % Change <sup>(1)</sup>                  |   | % Change                                  |          |
| Commercial, financial and agricultural      | \$7,281,466        | \$7,179,487       | 1.9                                      | % | \$6,961,709                               | 4.6 %    |
| Owner-occupied                              | 5,221,828          | 4,844,163         | 10.4                                     |   | 4,765,433                                 | 9.6      |
| Total commercial and industrial             | 12,503,294         | 12,023,650        | 5.3                                      |   | 11,727,142                                | 6.6      |
| Investment properties                       | 5,665,690          | 5,670,065         | (0.1)                                    | ) | 5,925,096                                 | (4.4) %  |
| 1-4 family properties                       | 707,196            | 781,619           | (12.7)                                   | ) | 794,616                                   | (11.0) ) |
| Land and development                        | 339,520            | 483,604           | (39.8)                                   | ) | 507,212                                   | (33.1) ) |
| Total commercial real estate                | 6,712,406          | 6,935,288         | (4.3)                                    | ) | 7,226,924                                 | (7.1) )  |
| Home equity lines                           | 1,465,419          | 1,514,227         | (4.3)                                    | ) | 1,528,889                                 | (4.2) )  |
| Consumer mortgages                          | 2,843,244          | 2,633,503         | 10.6                                     |   | 2,557,680                                 | 11.2     |
| Credit cards                                | 245,149            | 232,676           | 7.2                                      |   | 225,725                                   | 8.6      |
| Other consumer loans                        | 1,831,385          | 1,473,451         | 32.5                                     |   | 1,245,278                                 | 47.1     |
| Total consumer                              | 6,385,197          | 5,853,857         | 12.1                                     |   | 5,557,572                                 | 14.9     |
| Total loans                                 | 25,600,897         | 24,812,795        | 4.2                                      |   | 24,511,638                                | 4.4      |
| Deferred fees and costs, net                | (23,781)           | (25,331)          | (8.2)                                    | ) | (24,278)                                  | (2.0) )  |
| Total loans, net of deferred fees and costs | \$25,577,116       | \$24,787,464      | 4.3                                      | % | \$24,487,360                              | 4.5 %    |

<sup>(1)</sup> Percentage changes are annualized

At September 30, 2018, total loans were \$25.58 billion, an increase of \$789.7 million, or 4.3% annualized, and \$1.09 billion or 4.5%, compared to December 31, 2017 and September 30, 2017, respectively. Year-over-year loan growth was driven by a \$776.2 million or 6.6% increase in C&I loans and a \$827.6 million or 14.9% increase in consumer loans, with our lending partnerships growing \$569.6 million and mortgage loans growing \$285.6 million. This growth was partially offset by a \$514.5 million or 7.1% decrease in CRE loans.

## Commercial Loans

Total commercial loans (which are comprised of C&I and CRE loans) at September 30, 2018 were \$19.22 billion or 75.1% of the total loan portfolio, compared to \$18.96 billion, or 76.5%, at December 31, 2017 and \$18.95 billion, or 77.4%, at September 30, 2017.

At September 30, 2018 and December 31, 2017, Synovus had 29 and 25, respectively, commercial loan relationships with total commitments of \$50 million or more (including amounts funded). The average funded balance of these relationships was approximately \$34 million and \$35 million at September 30, 2018 and December 31, 2017, respectively.

## Commercial and Industrial Loans

The C&I loan portfolio represents the largest category of Synovus' total loan portfolio. The following table shows the composition of the C&I portfolio aggregated by NAICS code. The portfolio is relationship focused and, as a result, Synovus' lenders have in-depth knowledge of the borrowers, most of which have guaranty arrangements. C&I loans are originated through Synovus' local markets and the Corporate Banking Group to commercial customers primarily to finance capital expenditures, including real property, plant and equipment, or as a source of working capital. In accordance with Synovus' lending policy, each loan undergoes a detailed underwriting process which incorporates uniform underwriting standards and oversight in proportion to the size and complexity of the lending relationship. As of September 30, 2018, approximately 93% of Synovus' C&I loans are secured by real estate, business equipment,

inventory, and other types of collateral. C&I loans of \$12.50 billion, representing 48.9% of the total loan portfolio, grew \$479.6 million, or 5.3% annualized, from December 31, 2017 and \$776.2 million, or 6.6%, from September 30, 2017. The growth in C&I loans was broad-based, driven by senior housing, premium finance, and small business.

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| Commercial and Industrial Loans by Industry<br>(dollars in thousands) | September 30, 2018 |                  | December 31, 2017 |                  |
|---|--------------------|------------------|-------------------|------------------|
|   | Amount             | % <sup>(1)</sup> | Amount            | % <sup>(1)</sup> |
| Health care and social assistance                                     | \$3,022,719        | 24.2 %           | \$2,764,907       | 23.0 %           |
| Manufacturing   | 983,941            | 7.9              | 930,751           | 7.7              |
| Real estate and rental and leasing                                    | 854,598            | 6.8              | 851,303           | 7.1              |
| Retail trade  | 852,775            | 6.8              | 857,348           | 7.1              |
| Finance and insurance   | 778,414            | 6.2              | 780,279           | 6.5              |
| Other services  | 769,741            | 6.2              | 761,916           | 6.3              |
| Professional, scientific, and technical services                      | 764,037            | 6.1              | 771,809           | 6.4              |
| Wholesale trade   | 689,388            | 5.5              | 675,741           | 5.6              |
| Accommodation and food services                                       | 618,603            | 4.9              | 562,877           | 4.7              |
| Real estate other   | 582,872            | 4.7              | 586,707           | 4.9              |
| Construction  | 535,408            | 4.3              | 500,091           | 4.2              |
| Transportation and warehousing  | 472,537            | 3.8              | 427,608           | 3.6              |
| Other industries  | 469,805            | 3.8              | 438,312           | 3.6              |
| Agriculture, forestry, fishing, and hunting                           | 326,819            | 2.6              | 349,181           | 2.9              |
| Administration, support, waste management, and remediation            | 278,362            | 2.2              | 273,189           | 2.3              |
| Educational services  | 265,934            | 2.1              | 259,367           | 2.2              |
| Information   | 237,341            | 1.9              | 232,264           | 1.9              |
| Total commercial and industrial loans                                 | \$12,503,294       | 100.0%           | \$12,023,650      | 100.0%           |

<sup>(1)</sup> Loan balance in each category expressed as a percentage of total C&I loans.

At September 30, 2018, \$7.28 billion of C&I loans, or 28.5% of the total loan portfolio, represented loans originated for the purpose of financing commercial, financial, and agricultural business activities. The primary source of repayment on these loans is revenue generated from products or services offered by the business or organization. The secondary source of repayment is the collateral, which consists primarily of equipment, inventory, accounts receivable, time deposits, cash surrender value of life insurance, and other business assets.

At September 30, 2018, \$5.22 billion of C&I loans, or 20.4% of the total loan portfolio, represented loans originated for the purpose of financing owner-occupied properties. The financing of owner-occupied facilities is considered a C&I loan even though there is improved real estate as collateral. This treatment is a result of the credit decision process, which focuses on cash flow from operations of the business to repay the debt. The secondary source of repayment on these loans is the underlying real estate. These loans are predominately secured by owner-occupied and other real estate, and to a lesser extent, other types of collateral.

#### Commercial Real Estate Loans

Total CRE loans consist of investment properties loans, 1-4 family properties loans, as well as land and development loans. These loans are subject to the same uniform lending policies referenced above. CRE loans of \$6.71 billion, representing 26.2% of the total loan portfolio, decreased \$222.9 million, or 4.3% annualized, from December 31, 2017 and decreased \$514.5 million, or 7.1%, from September 30, 2017. The \$222.9 million decline was driven by a \$144.1 million decrease in the non-strategic Land and Development portfolio and a \$74.4 million decrease in 1-4 family properties. The decline in CRE has largely been the result of the continued higher velocity of pay-off activity across the portfolio which began to moderate in the third quarter, resulting in sequential quarter growth of \$68.2 million or 4.1% annualized.

#### Investment Properties Loans

Investment properties loans consist of construction and mortgage loans for income-producing properties. Total investment properties loans as of September 30, 2018 were \$5.67 billion, or 84.4% of the total CRE portfolio and 22.1% of the total loan portfolio, compared to \$5.67 billion, or 81.8% of the total CRE portfolio and 22.9% of the total loan portfolio at December 31, 2017. Synovus' investment properties portfolio is well diversified by property type, geography (primarily within Synovus' primary market areas of Georgia, Alabama, South Carolina, Florida, and Tennessee), and tenants. The investment properties loans are primarily secured by the property being financed by the

loans; however, these loans may also be secured by real estate or other assets beyond the property being financed.

#### 1-4 Family Properties Loans

1-4 family properties loans include construction loans to homebuilders and commercial mortgage loans to real estate investors and are almost always secured by the underlying property being financed by such loans. These properties are primarily located in the markets served by Synovus. Construction loans are generally interest-only loans and typically have maturities of three years

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or less, and commercial mortgage loans generally have maturities of three to five years, with amortization periods of up to fifteen to twenty years. At September 30, 2018, 1-4 family properties loans totaled \$707.2 million, or 10.5% of the total CRE portfolio and 2.8% of the total loan portfolio, compared to \$781.6 million, or 11.3% of the total CRE portfolio and 3.2% of the total loan portfolio at December 31, 2017.

**Land and Development Loans**

Land and development loans include commercial and residential development as well as land acquisition loans and are secured by land held for future development, typically in excess of one year. These loans have short-term maturities and are typically unamortized. Properties securing these loans are substantially within the Synovus footprint, and loan terms generally include personal guarantees from the principals. Loans in this portfolio are underwritten based on the LTV of the collateral and the capacity of the guarantor(s). Total land and development loans were \$339.5 million at September 30, 2018, or 1.3% of the total loan portfolio, a decline of \$144.1 million, or 39.8% annualized, from December 31, 2017. Synovus continues to strategically reduce its exposure to these types of loans.

**Consumer Loans**

The consumer loan portfolio consists of a wide variety of loan products offered through Synovus' banking network as well as third-party lending partnerships, including first and second residential mortgages, home equity lines, credit card loans, home improvement loans, student loans, and other consumer loans. The majority of Synovus' consumer loans are consumer mortgages and home equity lines secured by first and second liens on residential real estate primarily located in the markets served by Synovus.

Consumer loans at September 30, 2018 totaled \$6.39 billion, representing 24.9% of the total loan portfolio compared to \$5.85 billion, or 23.6% of the total loan portfolio at December 31, 2017, and \$5.56 billion, or 22.7% of the total loan portfolio at September 30, 2017. Consumer loans increased \$531.3 million, or 12.1% annualized, from December 31, 2017 and \$827.6 million, or 14.9%, from September 30, 2017. Consumer mortgages grew \$209.7 million or 10.6% annualized, from December 31, 2017, and \$285.6 million, or 11.2%, from September 30, 2017 given solid production in the private wealth management and physician categories as well as the continued addition of mortgage loan originators. HELOCs decreased \$48.8 million or 4.3%, annualized, from December 31, 2017. Credit card loans totaled \$245.1 million at September 30, 2018, including \$70.5 million of commercial credit card loans.

Other consumer loans increased \$357.9 million, or 32.5% annualized, from December 31, 2017, and \$586.1 million, or 47.1%, from September 30, 2017 primarily due to two consumer-based lending partnerships. As of September 30, 2018, these partnerships had combined balances of \$1.48 billion, or 5.8% of the total loan portfolio.

Consumer loans, including those through our lending partnerships, are subject to uniform lending policies and consist primarily of loans with strong borrower credit scores. Synovus makes consumer lending decisions based upon a number of key credit risk determinants including FICO scores as well as loan-to-value and debt-to-income ratios. Risk levels 1-6 (descending) are assigned to consumer loans based upon a risk score matrix. At least annually, the consumer loan portfolio data is sent to a consumer credit reporting agency for a refresh of customers' credit scores so that management can evaluate ongoing consistency or negative migration in the quality of the portfolio, which impacts the allowance for loan losses. The most recent credit score refresh was completed as of June 30, 2018. Revolving lines of credit were reviewed for any material change in financial circumstances, and when appropriate, the line of credit may be suspended for further advances. FICO scores within the residential real estate portfolio have generally remained stable over the last several years.

As of the most recent FICO score refresh on June 30, 2018, weighted-average FICO scores within the residential real estate portfolio were 774 for both HELOCs and consumer mortgages. HELOC utilization rates (total amount outstanding as a percentage of total available lines) were 53.1% and 55.6% at September 30, 2018 and December 31, 2017, respectively. Additionally, we maintained loan-to-value ratios based upon prudent guidelines to ensure consistency with Synovus' overall risk philosophy. At September 30, 2018, 35% of home equity line balances were secured by a first lien, and 65% were secured by a second lien. Apart from credit card loans and unsecured loans, Synovus does not originate loans with LTV ratios greater than 100% at origination except for infrequent situations provided that certain underwriting requirements are met. Additionally, at origination, loan maturities are determined based on the borrower's ability to repay (cash flow or earning power that represents the primary source of repayment) and the collateralization of the loan, including the economic life of the asset being pledged. Collateral securing these



loans provides a secondary source of repayment in that the collateral may be liquidated. Synovus determines the need for collateral on a case-by-case basis. Factors considered include the purpose of the loan, current and prospective credit-worthiness of the customer, terms of the loan, and economic conditions.

Higher-risk consumer loans as defined by the FDIC are consumer loans (excluding consumer loans defined as nontraditional mortgage loans) where, as of the origination date or, if the loan has been refinanced, as of the refinance date, the probability of default within two years is greater than 20%, as determined using a defined historical stress period. These loans are not a part of Synovus' consumer lending strategy, and Synovus does not currently develop or offer specific sub-prime, alt-A, no documentation or stated income residential real estate loan products. Synovus estimates that, as of September 30, 2018, it had \$79.4 million of

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higher-risk consumer loans (1.2% of the consumer portfolio and 0.3% of the total loan portfolio) compared to \$87.0 million as of September 30, 2017. Included in these amounts as of September 30, 2018 and 2017 are approximately \$9 million and \$11 million, respectively, of accruing TDRs.

## Deposits

Deposits provide the most significant funding source for interest earning assets. The following table shows the relative composition of average deposits for the time periods indicated.

## Composition of Average Deposits

| (dollars in thousands)                             | September<br>30, 2018 | % <sup>(1)</sup> | June 30,<br>2018 | % <sup>(1)</sup> | December<br>31, 2017 | % <sup>(1)</sup> | September<br>30, 2017 | % <sup>(1)</sup> |
|--|-----------------------|------------------|------------------|------------------|----------------------|------------------|-----------------------|------------------|
| Non-interest bearing demand deposits               | \$7,672,006           | 29.1 %           | \$7,539,451      | 28.7 %           | \$7,621,147          | 29.0 %           | \$7,305,508           | 28.9 %           |
| Interest-bearing demand deposits                   | 4,701,204             | 17.8             | 5,001,825        | 19.0             | 4,976,239            | 18.9             | 4,868,372             | 19.2             |
| Money market accounts, excluding brokered deposits | 7,936,621             | 30.1             | 7,791,107        | 29.7             | 7,514,992            | 28.6             | 7,528,036             | 29.8             |
| Savings deposits                                   | 824,935               | 3.1              | 829,800          | 3.2              | 804,853              | 3.0              | 803,185               | 3.2              |
| Time deposits, excluding brokered deposits         | 3,479,569             | 13.2             | 3,182,974        | 12.1             | 3,170,445            | 12.1             | 3,250,929             | 12.8             |
| Brokered deposits                                  | 1,772,977             | 6.7              | 1,922,917        | 7.3              | 2,198,333            | 8.4              | 1,530,889             | 6.1              |
| Total average deposits                             | \$26,387,312          | 100.0 %          | \$26,268,074     | 100.0 %          | \$26,286,009         | 100.0 %          | \$25,286,919          | 100.0 %          |
| Average core deposits <sup>(2)</sup>               | \$24,614,335          | 93.3 %           | \$24,345,157     | 92.7 %           | \$24,087,676         | 91.6 %           | \$23,756,030          | 93.9 %           |
| Time deposits greater than \$100,000               | \$3,688,282           | 14.0 %           | \$3,681,025      | 14.0 %           | \$3,655,952          | 13.9 %           | \$3,050,770           | 12.1 %           |
| Brokered time deposits                             | \$1,414,700           | 5.4 %            | \$1,659,941      | 6.3 %            | \$1,651,920          | 6.3 %            | \$983,423             | 3.9 %            |

<sup>(1)</sup> Deposits balance in each category expressed as percentage of total deposits.

<sup>(2)</sup> See “Non-GAAP Financial Measures” in this Report for the applicable reconciliation to the most comparable GAAP measure.

During the third quarter of 2018, total average deposits increased \$119.2 million, or 1.8% annualized, compared to the second quarter of 2018, and increased \$1.10 billion, or 4.4%, compared to the third quarter of 2017. Average core deposits, during the third quarter of 2018, increased \$269.2 million, or 4.4% annualized, compared to the prior quarter, and increased \$858.3 million, or 3.6%, compared to the third quarter of 2017. Average brokered deposits decreased \$149.9 million compared to the prior quarter as Synovus reduced its overall level of brokered deposits due to the growth in core deposits during the third quarter. During the first quarter of 2018, Synovus obtained FDIC approval to report deposits related to our sweep money market product, offered by Synovus Securities, as a component of core deposits. This product was reported as a brokered deposit through February of 2018. The third quarter 2018 average balance in these accounts was \$316.7 million, compared to an average balance of \$310.0 million in the second quarter of 2018. See “Non-GAAP Financial Measures” in this Report for the applicable reconciliation to the most comparable GAAP measure.

Average non-interest bearing demand deposits as a percentage of total average deposits increased during the third quarter of 2018 and were 29.1%, 28.7%, and 28.9% for the three months ended September 30, 2018, June 30, 2018, and September 30, 2017, respectively.

## Non-interest Income

Non-interest income for the third quarter of 2018 was \$71.7 million, down \$63.8 million, or 47.1%, compared to the third quarter of 2017. On a year-to-date basis, non-interest income was \$212.1 million compared to \$276.0 million for

the first nine months of 2017. The third quarter of 2017 included the \$75.0 million Cabela's Transaction Fee, partially offset by \$8.0 million in investment securities losses. Adjusted non-interest income, which excludes investment securities losses, net, increase (decrease) in fair value of private equity investments, and the Cabela's Transaction Fee, was up \$2.8 million, or 4.1%, for the third quarter of 2018 compared to the third quarter of 2017 and up \$11.6 million, or 5.7%, for the first nine months of 2018 compared to 2017. Synovus experienced growth in multiple categories during the first nine months of 2018 compared to the same time period in 2017 including an increase of \$9.4 million or 15.0%, in combined fiduciary and asset management fees, brokerage, and insurance revenues. See "Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Financial Measures" of this Report for applicable reconciliation to GAAP measure.

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The following table shows the principal components of non-interest income.

| Non-interest income<br>(in thousands) | Three Months Ended<br>September 30, |           |             | Nine Months Ended September<br>30, |           |             |
|---------------------------------------|-------------------------------------|-----------|-------------|------------------------------------|-----------|-------------|
|                                       | 2018                                | 2017      | %<br>Change | 2018                               | 2017      | %<br>Change |
| Service charges on deposit accounts   | \$20,582                            | \$20,678  | (0.5 )%     | \$60,521                           | \$61,048  | (0.9 )%     |
| Fiduciary and asset management fees   | 13,462                              | 12,615    | 6.7         | 40,881                             | 37,290    | 9.6         |
| Card fees                             | 10,608                              | 9,729     | 9.0         | 31,640                             | 29,614    | 6.8         |
| Brokerage revenue                     | 9,329                               | 7,511     | 24.2        | 26,924                             | 21,947    | 22.7        |
| Mortgage banking income               | 5,290                               | 5,603     | (5.6 )      | 15,177                             | 17,151    | (11.5)      |
| Income from bank-owned life insurance | 3,771                               | 3,232     | 16.7        | 11,720                             | 9,560     | 22.6        |
| Cabela's Transaction Fee              | —                                   | 75,000    | nm          | —                                  | 75,000    | nm          |
| Investment securities losses, net     | —                                   | (7,956 )  | nm          | (1,296 )                           | (289 )    | nm          |
| Other fee income                      | 4,510                               | 5,094     | (11.5)      | 14,387                             | 16,127    | (10.8)      |
| Other non-interest income             | 4,116                               | 3,929     | 4.8         | 12,147                             | 8,526     | 42.5        |
| Total non-interest income             | \$71,668                            | \$135,435 | (47.1)%     | \$212,101                          | \$275,974 | (23.1)%     |

Three and Nine Month Periods Ending September 30, 2018 compared to September 30, 2017:

Service charges on deposit accounts for the three and nine months ended September 30, 2018 were down \$96 thousand and \$527 thousand, respectively. Service charges on deposit accounts consist of NSF fees, account analysis fees, and all other service charges. NSF fees were down slightly, and offset by slight increases in account analysis fees for the three and nine months ended September 30, 2018. All other service charges on deposit accounts, which consist primarily of monthly fees on retail demand deposit and saving accounts, for the three and nine months ended September 30, 2018 were essentially flat compared to the same periods in 2017.

Fiduciary and asset management fees are derived from providing estate administration, personal trust, corporate trust, corporate bond, investment management, and financial planning services. Fiduciary and asset management fees increased \$847 thousand, or 6.7%, and \$3.6 million, or 9.6%, for the three and nine months ended September 30, 2018, respectively. The increase was driven by growth in assets under management. Total assets under management (including brokerage assets under management) increased by 15.5% year-over-year to approximately \$15.0 billion, due to overall market conditions, increased productivity, as well as the addition of new talent.

Card fees for the three and nine months ended September 30, 2018, increased \$879 thousand or 9.0% and \$2.0 million or 6.8%, respectively. Card fees consist primarily of credit card interchange fees, debit card interchange fees, and merchant discounts. Card fees are reported net of certain associated expense items including customer loyalty program expenses and network expenses. The increase in 2018 from 2017 was driven by growth in transaction volume for both credit and debit card transactions as well as growth in revenue from sponsored merchant processing service providers. Brokerage revenue was \$9.3 million and \$26.9 million for the three and nine months ended September 30, 2018, respectively, up \$1.8 million, or 24.2%, and up \$5.0 million, or 22.7%, for the three and nine months ended September 30, 2018, respectively. Brokerage revenue consists primarily of brokerage commissions, as well as advisory fees earned from the management of customer assets. The increase in 2018 from 2017 was largely driven by growth in brokerage assets under management due primarily to new talent additions.

Mortgage banking income decreased \$313 thousand, or 5.6%, and \$2.0 million, or 11.5%, for the three and nine months ended September 30, 2018, respectively, reflecting softer production volume in a rising interest rate environment.

Income from bank-owned life insurance increased \$539 thousand, or 16.7%, and \$2.2 million, or 22.6%, for the three and nine months ended September 30, 2018, respectively, due to additional investments in bank-owned life insurance policies during 2017, increases in the cash surrender value of these policies, and death benefits.

On September 25, 2017, Synovus Bank completed the Cabela's Transaction and received the Cabela's Transaction Fee.

Investment securities losses, net, for the nine months ended September 30, 2018 included a loss of \$1.3 million from a strategic sale to improve portfolio performance. Investment securities losses, net, were \$8.0 million and \$289 thousand, for the three and nine months ended September 30, 2017, respectively. During the third quarter of 2017, as part of its balance sheet restructuring actions, Synovus repositioned the available for sale securities portfolio and recorded a net loss of \$8.0 million. The first quarter of 2017 included a \$3.4 million gain on the sale of an equity position and a \$4.3 million gain from the repositioning of the investment securities portfolio.

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Other fee income includes fees for letters of credit and unused lines of credit, safe deposit box fees, access fees for automated teller machine use, customer swap dealer fees, and other service charges. Other fee income decreased \$584 thousand, or 11.5%, and \$1.7 million, or 10.8%, for the three and nine months ended September 30, 2018, respectively, due primarily to higher customer swap dealer fees and a large syndication arranger fee in 2017.

The main components of other non-interest income are income from insurance commissions, gains from sales of GGL/SBA loans, changes in fair value of private equity investments, and other miscellaneous items. Other non-interest income was up \$187 thousand, or 4.8%, and \$3.6 million, or 42.5%, for the three and nine months ended September 30, 2018, respectively, due primarily to higher insurance commissions and miscellaneous items.

**Non-interest Expense**

Non-interest expense for the third quarter of 2018 increased \$14.7 million, or 7.1%, compared to the third quarter of 2017, and non-interest expense for the first nine months of 2018 increased \$24.8 million, or 4.2% compared to the first nine months of 2017. The third quarter of 2018 included an \$11.7 million expense to record an increase in the fair value of the earnout liability associated with the Global One acquisition and \$6.7 million in FCB merger-related charges. The efficiency ratio for the first nine months of 2018 was 58.21%, compared to 57.70% for the first nine months of 2017. The adjusted efficiency ratio for the first nine months of 2018 was 56.44%, down 364 basis points from the same period a year ago. Synovus remains disciplined in managing its expense base, while continuing to make appropriate investments that drive sustainable growth, enhanced customer experience, and back-office efficiency. See "Part II - Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Financial Measures" of this Report for applicable reconciliation to GAAP measures.

The following table summarizes the components of non-interest expense.

**Non-interest Expense**

| (in thousands)                           | Three Months Ended<br>September 30, |           |             | Nine Months Ended<br>September 30, |           |             |
|--|-------------------------------------|-----------|-------------|------------------------------------|-----------|-------------|
|  | 2018                                | 2017      | %<br>Change | 2018                               | 2017      | %<br>Change |
| Salaries and other personnel expense     | \$114,341                           | \$109,675 | 4.3 %       | \$339,924                          | \$322,079 | 5.5 %       |
| Net occupancy and equipment expense      | 32,088                              | 30,573    | 5.0         | 96,222                             | 89,837    | 7.1         |
| Third-party processing expense           | 14,810                              | 13,659    | 8.4         | 43,822                             | 39,882    | 9.9         |
| FDIC insurance and other regulatory fees | 6,430                               | 7,078     | (9.2 )      | 19,765                             | 20,723    | (4.6 )      |
| Professional fees                        | 6,298                               | 7,141     | (11.8)      | 18,087                             | 20,048    | (9.8 )      |
| Advertising expense                      | 3,735                               | 3,610     | 3.5         | 14,046                             | 14,868    | (5.5 )      |
| Foreclosed real estate expense, net      | 360                                 | 7,265     | (95.0)      | 1,110                              | 10,847    | (89.8)      |
| Earnout liability adjustments            | 11,652                              | 2,059     | nm          | 11,652                             | 3,766     | nm          |
| Merger-related expense                   | 6,684                               | 23        | nm          | 6,684                              | 110       | nm          |
| Restructuring charges, net               | 21                                  | 519       | nm          | (191 )                             | 7,043     | nm          |
| Other operating expenses                 | 23,878                              | 24,044    | (0.7 )      | 68,410                             | 65,577    | 4.3         |
| Total non-interest expense               | \$220,297                           | \$205,646 | 7.1 %       | \$619,531                          | \$594,780 | 4.2 %       |

Three and Nine Month Periods Ending September 30, 2018 compared to September 30, 2017:

Salaries and other personnel expenses increased \$4.7 million, or 4.3%, and \$17.8 million, or 5.5%, for the three and nine months ended September 30, 2018, respectively, primarily due to talent additions, higher incentive compensation expense, and annual merit increases, offset somewhat by decreases in employee health insurance expense and temporary help expense.

Net occupancy and equipment expense increased \$1.5 million, or 5.0%, and \$6.4 million, or 7.1%, during the three and nine months ended September 30, 2018, respectively, driven primarily by costs associated with additional investments in technology as well as higher rent expense.

Third-party processing expense includes all third-party core operating system and processing charges as well as third-party servicing charges. Third-party processing expense increased \$1.2 million, or 8.4%, and \$3.9 million, or

9.9%, during the three and nine months ended September 30, 2018, respectively, primarily due to an increase of \$983 thousand and \$3.5 million for the three and nine months ended September 30, 2018, respectively, from servicing expense associated with loan growth from Synovus' two consumer-based lending partnerships.

FDIC insurance and other regulatory fees declined \$648 thousand, or 9.2%, and \$957 thousand, or 4.6%, for the three and nine months ended September 30, 2018, respectively, driven by lower assessment rates, somewhat offset by growth in average balances.

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Professional fees declined \$843 thousand, or 11.8%, and \$2.0 million, or 9.8%, for the three and nine months ended September 30, 2018, respectively, due primarily to lower consulting fees.

Advertising expense increased slightly for the three months ended September 30, 2018 and was lower by \$821 thousand, or 5.5%, for the nine months ended September 30, 2018. Advertising spend during 2018 has continued with Synovus' brand awareness activities related to our transition to a single-brand during 2018.

Foreclosed real estate expense during the third quarter of 2017 included balance sheet restructuring actions with \$7.1 million recorded for discounts to fair value for ORE accelerated dispositions.

Earnout liability fair value adjustments associated with the Global One acquisition increased due to higher earnings estimates over the contractual earnout period.

Merger-related expense of \$6.7 million recorded during the three months ended September 30, 2018 was associated with the pending acquisition of FCB. See "Note 14 - Pending Acquisition and Pending Branch Sales" in this Report for more information on the pending acquisition of FCB.

Restructuring charges of \$7.0 million were recorded during the nine months ended September 30, 2017 consisting primarily of severance charges for termination benefits incurred in conjunction with a voluntary early retirement program offered during the first quarter of 2017.

Other operating expenses were down slightly for the three months ended September 30, 2018 and up \$2.8 million, or 4.3%, for the nine months ended September 30, 2018 driven by a valuation adjustment to the Visa derivative of \$2.3 million in second quarter 2018 and additional fixed asset impairment charges of \$1.0 million, somewhat offset by additional contingency recoveries of \$1.2 million.

**Income Tax Expense**

Income tax expense was \$18.9 million and \$80.1 million for the three and nine months ended September 30, 2018, respectively, representing an effective tax rate of 14.8% and 19.8% for the respective periods. Income tax expense was \$54.7 million and \$130.3 million for the three and nine months ended September 30, 2017, respectively, representing an effective tax rate of 35.8% and 34.6% for the respective periods. The lower effective tax rates for the three and nine months ended September 30, 2018 were primarily due to a reduction in the federal statutory rate from 35% to 21% resulting from Tax Reform, certain provision to return adjustments and the finalization of the provisional amounts recorded for the year ended December 31, 2017 related to Tax Reform.

During the third quarter of 2018, Synovus recognized a discrete tax benefit of \$12.7 million, which included a \$3.9 million tax benefit for the refinement of provisional amounts previously reported under SAB 118, a \$5.5 million return to provision benefit associated with the preparation of the 2017 tax return and a \$3.3 million benefit associated with insignificant adjustments to tax returns from several prior years. In addition, the effective income tax rate for the nine months ended September 30, 2018 included a net discrete income tax benefit of \$2.8 million resulting from tax benefits associated with the exercise and vesting of employee equity awards.

The effective tax rate is affected by many factors including, but not limited to, the level of pre-tax income, bank-owned life insurance, tax-exempt interest and nondeductible expenses. In addition, the effective tax rate is affected by items that may occur in any given period but are not consistent from period-to-period, such as tax benefits related to share-based compensation, jurisdiction statutory tax rate changes, valuation allowance changes and changes to unrecognized tax benefits. Accordingly, the comparability of the effective tax rate between periods may be impacted.



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## CREDIT QUALITY, CAPITAL RESOURCES AND LIQUIDITY

## Credit Quality

Synovus continuously monitors the quality of its loan portfolio by industry, property type, geography, as well as credit quality metrics and maintains an allowance for loan losses that management believes is sufficient to absorb probable losses inherent in its loan portfolio. Credit quality metrics have remained favorable during the first nine months of 2018.

Two major hurricanes over the last six weeks have caused devastation to areas within the Synovus footprint, with Hurricane Florence impacting much of the Carolinas and Hurricane Michael impacting the eastern Florida panhandle and much of Southwest Georgia. Following each storm, Synovus deployed its bankers to check on customers in the affected areas, to assess any impact, and to develop a plan. With Hurricane Florence, there was no material impact to Synovus' loan portfolio, and very few customers have requested payment relief at this time. With Hurricane Michael, we are still in the process of compiling and analyzing information. We do know that Synovus' total exposure in the FEMA-designated areas of impact in Florida and Georgia is approximately \$500 million, which is only about 2% of total loans. Thus far, we believe that the losses experienced by our customers are fully-covered by insurance, leading us to believe that Synovus will not experience a material impact to its loan portfolio from Hurricane Michael.

The table below includes selected credit quality metrics.

## Credit Quality Metrics

| (dollars in thousands)  | September 30,<br>2018 | December 31,<br>2017 | September 30,<br>2017 |   |  |
|---|-----------------------|----------------------|-----------------------|---|--|
| Non-performing loans  | \$108,425             | \$115,561            | \$97,838              |   |  |
| Impaired loans held for sale <sup>(1)</sup>                                     | 12                    | 11,278               | 30,197                |   |  |
| Other real estate   | 8,542                 | 3,758                | 10,551                |   |  |
| Non-performing assets   | \$116,979             | \$130,597            | \$138,586             |   |  |
| Non-performing loans as a % of total loans                                      | 0.42                  | % 0.47               | % 0.40                | % |  |
| Non-performing assets as a % of total loans, other loans held for sale, and ORE | 0.46                  | 0.53                 | 0.57                  |   |  |
| Loans 90 days past due and still accruing                                       | \$4,856               | \$4,414              | \$5,685               |   |  |
| As a % of total loans   | 0.02                  | % 0.02               | % 0.02                | % |  |
| Total past due loans and still accruing   | \$78,324              | \$52,031             | \$84,853              |   |  |
| As a % of total loans   | 0.31                  | % 0.21               | % 0.35                | % |  |
| Net charge-offs, quarter  | \$15,257              | \$8,979              | \$38,098              |   |  |
| Net charge-offs/average loans, quarter  | 0.24                  | % 0.15               | % 0.62                | % |  |
| Net charge-offs, year-to-date   | \$37,366              | 69,675               | 60,695                |   |  |
| Net charge-offs/average loans, year-to-date                                     | 0.20                  | % 0.29               | % 0.33                | % |  |
| Provision for loan losses, quarter  | \$14,982              | \$8,564              | \$39,686              |   |  |
| Provision for loan losses, year-to-date   | 39,548                | 67,185               | 58,620                |   |  |
| Allowance for loan losses   | 251,450               | 249,268              | 249,683               |   |  |
| Allowance for loan losses as a % of total loans                                 | 0.98                  | % 1.01               | % 1.02                | % |  |

<sup>(1)</sup> Represent only impaired loans that have been specifically identified to be sold. Impaired loans held for sale are carried at the lower of cost or fair value, less costs to sell, based primarily on estimated sales proceeds net of selling costs.

## Non-performing Assets

Total NPAs were \$117.0 million at September 30, 2018, a \$13.6 million, or 10.4%, decrease from \$130.6 million at December 31, 2017 and a \$21.6 million, or 15.6%, decrease from \$138.6 million at September 30, 2017. The year-over-year decrease in non-performing assets was driven by the continued resolution of problem assets. Total non-performing assets as a percentage of total loans, other loans held for sale, and other real estate were 0.46% at September 30, 2018 compared to 0.53% at December 31, 2017 and 0.57% at September 30, 2017.

## Troubled Debt Restructurings

Accruing TDRs were \$114.7 million at September 30, 2018, compared to \$151.3 million at December 31, 2017 and \$166.9 million at September 30, 2017. Accruing TDRs decreased \$36.5 million, or 24.1%, from December 31, 2017 and \$52.1 million, or, 31.3% from a year ago primarily due to a continued decline in TDR inflows, more loans qualifying for removal of TDR designation upon subsequent renewal, refinance, or modification, and pay-offs.

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At September 30, 2018, the allowance for loan losses allocated to these accruing TDRs was \$6.9 million compared to \$8.7 million at December 31, 2017 and \$8.5 million at September 30, 2017. Accruing TDRs are considered performing because they are performing in accordance with the restructured terms. At both September 30, 2018 and December 31, 2017, 99% of accruing TDRs were current. In addition, subsequent defaults on accruing TDRs (defaults defined as the earlier of the TDR being placed on non-accrual status or reaching 90 days past due with respect to principal and/or interest payments within twelve months of the TDR designation) have remained at low levels. There were eight defaults for the nine months ended September 30, 2018 and four defaults for the nine months ended September 30, 2017.

| Accruing TDRs by Risk Grade<br>(dollars in thousands) | September 30,<br>2018 |        | December 31,<br>2017 |        | September 30,<br>2017 |        |
|---|-----------------------|--------|----------------------|--------|-----------------------|--------|
|   | Amount                | %      | Amount               | %      | Amount                | %      |
| Pass  | \$44,226              | 38.5 % | \$57,136             | 37.8 % | \$65,018              | 39.0 % |
| Special Mention                                       | 20,091                | 17.5   | 15,879               | 10.5   | 17,759                | 10.6   |
| Substandard accruing                                  | 50,423                | 44.0   | 78,256               | 51.7   | 84,141                | 50.4   |
| Total accruing TDRs                                   | \$114,740             | 100.0% | \$151,271            | 100.0% | \$166,918             | 100.0% |

Non-accruing TDRs were \$28.9 million at September 30, 2018 compared to \$11.8 million at December 31, 2017. Non-accruing TDRs generally may be returned to accrual status if there has been a period of performance, consisting usually of at least a six month sustained period of repayment performance in accordance with the terms of the agreement.

**Net Charge-offs**

Net charge-offs for the nine months ended September 30, 2018 were \$37.4 million, or 0.20% as a percentage of average loans annualized, compared to \$60.7 million, or 0.33%, as a percentage of average loans annualized for the nine months ended September 30, 2017. The decrease from 2017 is primarily due to \$34.2 million in net charge-offs recorded for loans transferred to held for sale in conjunction with balance sheet restructuring actions in the third quarter of 2017.

**Provision for Loan Losses and Allowance for Loan Losses**

For the nine months ended September 30, 2018, the provision for loan losses was \$39.5 million, a decrease of \$19.1 million, or 32.5%, compared to the nine months ended September 30, 2017. The decrease in provision expense for the comparable nine-month periods is primarily due to \$27.7 million in provision expense incurred in connection with the aforementioned transfers to held for sale completed during the third quarter of 2017.

The allowance for loan losses at September 30, 2018 was \$251.5 million, or 0.98% of total loans, compared to \$249.3 million, or 1.01% of total loans, at December 31, 2017 and \$249.7 million, or 1.02% of total loans, at September 30, 2017. The allowance to non-performing loans ratio at September 30, 2018 remained strong at 231.91% compared to 215.70% at December 31, 2017 and 255.20% at September 30, 2017.

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## Capital Resources

Synovus and Synovus Bank are required to comply with capital adequacy standards established by their primary federal regulator, the Federal Reserve. Synovus and Synovus Bank measure capital adequacy using the standardized approach to the Basel III Final Rule. Synovus has always placed great emphasis on maintaining a solid capital base and continues to satisfy applicable regulatory capital requirements.

At September 30, 2018, Synovus and Synovus Bank's capital levels remained strong and exceeded well-capitalized requirements currently in effect. The following table presents certain ratios used to measure Synovus and Synovus Bank's capitalization.

## Capital Ratios

| (dollars in thousands)   | September 30, December<br>2018                      31, 2017 |                               |
|--|--|-------------------------------|
| Common equity Tier 1 capital (transitional)                    |  |                               |
| Synovus Financial Corp.  | \$2,846,416  | \$2,763,168                   |
| Synovus Bank   | 3,345,622  | 3,155,163                     |
| Tier 1 capital   |  |                               |
| Synovus Financial Corp.  | 3,038,768  | 2,872,001                     |
| Synovus Bank   | 3,345,622  | 3,155,163                     |
| Total risk-based capital                                       |  |                               |
| Synovus Financial Corp.  | 3,550,686  | 3,383,081                     |
| Synovus Bank   | 3,597,540  | 3,406,243                     |
| Common equity Tier 1 capital ratio (transitional)              |  |                               |
| Synovus Financial Corp.  | 9.90   | % 9.99                      % |
| Synovus Bank   | 11.64  | 11.43                         |
| Tier 1 capital ratio   |  |                               |
| Synovus Financial Corp.  | 10.57  | 10.38                         |
| Synovus Bank   | 11.64  | 11.43                         |
| Total risk-based capital to risk-weighted assets ratio         |  |                               |
| Synovus Financial Corp.  | 12.36  | 12.23                         |
| Synovus Bank   | 12.52  | 12.33                         |
| Leverage ratio   |  |                               |
| Synovus Financial Corp.  | 9.58   | 9.19                          |
| Synovus Bank   | 10.56  | 10.12                         |
| Tangible common equity to tangible assets ratio <sup>(1)</sup> |  |                               |
| Synovus Financial Corp.  | 8.68   | 8.88                          |

<sup>(1)</sup> See " Non-GAAP Financial Measures" in this Report for the applicable reconciliation to the most comparable GAAP measure.

The Basel III capital rules became effective January 1, 2015 for Synovus and Synovus Bank, subject to a transition period for several aspects, including the capital conservation buffer and certain regulatory capital adjustments and deductions, as described below. Under the Basel III capital rules, the minimum capital requirements for Synovus and Synovus Bank include a common equity Tier 1 (CET1) ratio of 4.5%; Tier 1 capital ratio of 6%; total capital ratio of 8%; and leverage ratio of 4%. When fully phased-in on January 1, 2019, the Basel III capital rules include a capital conservation buffer of 2.5% that is added on top of each of the minimum risk-based capital ratios (the capital conservation buffer in effect in 2018 is 1.9%). As a financial holding company, Synovus and its subsidiary bank, Synovus Bank, are required to maintain capital levels required for a well-capitalized institution as defined by federal banking regulations. Under the Basel III capital rules, Synovus and Synovus Bank are well-capitalized if each has a CET1 ratio of 6.5% or greater, a Tier 1 risk-based capital ratio of 8% or greater, a total risk-based capital ratio of 10% or greater, a leverage ratio of 5% or greater, and are not subject to any written agreement, order, capital directive, or prompt corrective action directive from a federal and/or state banking regulatory agency to meet and maintain a

specific capital level for any capital measure.

At September 30, 2018, Synovus' CET1 ratio was 9.90% under the Basel III transitional provisions, and the estimated fully phased-in CET1 ratio was 9.86%, both of which are well in excess of regulatory requirements including the capital conservation buffer. On November 21, 2017, federal banking regulators adopted a final rule to extend the regulatory capital transition for certain items applicable during 2017 to future periods for banking organizations (such as Synovus) that are not subject to the advanced approaches capital rule. This reduced the capital impact to Synovus in 2018 from the fully phased-in implementation of Basel III that was originally required. See "Non-GAAP Financial Measures" in this Report for the applicable reconciliation to the most comparable GAAP measure. Management currently believes, based on internal capital analyses and earnings projections, that

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Synovus' capital position is adequate to meet current and future regulatory minimum capital requirements inclusive of the capital conservation buffer.

In April 2018, the federal banking regulators proposed transitional arrangements to permit banking organizations to phase-in the day-one impact of the adoption of ASU 2016-13, referred to as the current expected credit loss model, on regulatory capital over a period of three years. For additional information on ASU 2016-13, see "Note 1 - Basis of Presentation" in this Report.

On June 21, 2018, Synovus completed a public offering of \$200 million of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D. The offering generated net proceeds of \$195.1 million, which were largely used to fund the redemption of all of the outstanding shares of Series C Preferred Stock on August 1, 2018 for an aggregate redemption price of \$130 million.

On January 23, 2018, Synovus announced a share repurchase program of up to \$150 million to be completed during 2018. As of September 30, 2018, Synovus had repurchased under this program a total of \$134.8 million, or 2.6 million shares of its common stock, at an average price of \$51.85 per share. As of September 30, 2018, the remaining authorization under this program was \$15.2 million. During October 2018, the program was concluded with the remaining \$15.2 million, or 345 thousand shares, repurchased. In total, 2.9 million shares were repurchased during 2018 at an average price of \$50.96, per share.

### Dividends

Synovus has historically paid a quarterly cash dividend to the holders of its common stock. Management and the Board of Directors closely monitor current and projected capital levels, liquidity (including dividends from subsidiaries), financial markets and other economic trends, as well as regulatory requirements regarding the payment of dividends. During the first quarter of 2018, Synovus increased the quarterly common stock dividend by 67% to \$0.25 per share effective with the quarterly dividend declared during the first quarter of 2018.

Synovus' ability to pay dividends on its capital stock, consisting of the common stock and the preferred stock, is primarily dependent upon dividends and distributions that it receives from its bank and non-banking subsidiaries, which are restricted by various regulations administered by federal and state bank regulatory authorities. During the nine months ended September 30, 2018, Synovus Bank paid upstream cash dividends to Synovus totaling \$180.0 million. Additionally, during the nine months ended September 30, 2018, non-banking subsidiaries returned \$8.0 million in capital to Synovus. For the year ended December 31, 2017, Synovus Bank and non-bank subsidiaries made upstream cash distributions to the Parent Company totaling \$451.0 million including cash dividends of \$283.2 million.

Synovus declared dividends of \$0.75 and \$0.45 per common share for the nine months ended September 30, 2018 and nine months ended September 30, 2017, respectively. In addition to dividends paid on its common stock, Synovus paid dividends of \$7.7 million on its Series C Preferred Stock and \$3.1 million on its Series D Preferred Stock, totaling \$10.8 million, during the nine months ended September 30, 2018. Synovus paid dividends of \$7.7 million on its Series C Preferred Stock during the nine months ended September 30, 2017.

### Liquidity

Liquidity represents the extent to which Synovus has readily available sources of funding needed to meet the needs of depositors, borrowers and creditors, to support asset growth, and to otherwise sustain operations of Synovus and its subsidiaries, at a reasonable cost, on a timely basis, and without adverse consequences. ALCO monitors Synovus' economic, competitive, and regulatory environment and is responsible for measuring, monitoring, and reporting on liquidity and funding risk, interest rate risk, and market risk and has the authority to establish policies relative to these risks. ALCO, operating under liquidity and funding policies approved by the Board of Directors, actively analyzes contractual and anticipated cash flows in order to properly manage Synovus' liquidity position.

Contractual and anticipated cash flows are analyzed under normal and stressed conditions to determine forward looking liquidity needs and sources. Synovus analyzes liquidity needs under various scenarios of market conditions and operating performance. This analysis includes stress testing and measures expected sources and uses of funds under each scenario. Emphasis is placed on maintaining numerous sources of current and potential liquidity to allow Synovus to meet its obligations to depositors, borrowers, and creditors on a timely basis.

Liquidity is generated primarily through maturities and repayments of loans by customers, maturities and sales of investment securities, deposit growth, and access to sources of funds other than deposits. Management continuously

monitors and maintains appropriate levels of liquidity so as to provide adequate funding sources to manage customer deposit withdrawals, loan requests, and funding maturities. Liquidity is also enhanced by the acquisition of new deposits. Each of the local markets monitors deposit flows and evaluates local market conditions in an effort to retain and grow deposits.

Synovus Bank also generates liquidity through the issuance of brokered certificates of deposit and money market accounts. Synovus Bank accesses these funds from a broad geographic base to diversify its sources of funding and liquidity. On September 25, 2017, Synovus Bank completed the Cabela's Transaction and thereby retained WFB's \$1.10 billion brokered time deposit

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portfolio with a weighted average remaining maturity of approximately 2.53 years and a weighted average rate of 1.83 percent (the balance of these deposits at September 30, 2018 was \$742.2 million). Synovus Bank has the capacity to access funding through its membership in the FHLB system. At September 30, 2018, based on currently pledged collateral, Synovus Bank had access to incremental funding of \$831.5 million, subject to FHLB credit policies, through utilization of FHLB advances.

In addition to bank level liquidity management, Synovus must manage liquidity at the parent company level for various operating needs including the servicing of debt, the payment of dividends on our common stock and preferred stock, share repurchases, payment of general corporate expenses and potential capital infusions into subsidiaries. The primary source of liquidity for Synovus consists of dividends from Synovus Bank, which is governed by certain rules and regulations of the GA DBF and the Federal Reserve Bank. Synovus' ability to receive dividends from Synovus Bank in future periods will depend on a number of factors, including, without limitation, Synovus Bank's future profits, asset quality, liquidity, and overall condition. In addition, GA DBF rules and related statutes contain limitations on payments of dividends by Synovus without the approval of the GA DBF.

On June 21, 2018, Synovus completed a public offering of \$200 million of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D. The offering generated net proceeds of \$195.1 million, which were largely used to fund the redemption of all of the outstanding shares of Series C Preferred Stock on August 1, 2018 for an aggregate redemption price of \$130 million. Concurrent with the redemption of the Series C Preferred Stock, Synovus recognized a one-time, non-cash redemption charge of \$4.0 million.

On November 1, 2017, Synovus issued \$300.0 million aggregate principal amount of 3.125% senior notes maturing in 2022 in a public offering with aggregate proceeds of \$296.9 million, net of discount and debt issuance costs. On November 9, 2017, Synovus redeemed all of the \$300.0 million aggregate principal amount of its 7.875% senior notes due 2019 at a "make whole" premium. Additionally, during 2017, Synovus paid off the remaining balance of \$278.6 million of its subordinated notes at their maturity date of June 15, 2017.

Synovus presently believes that the sources of liquidity discussed above, including existing liquid funds on hand, are sufficient to meet its anticipated funding needs. However, if economic conditions were to significantly deteriorate, regulatory capital requirements for Synovus or Synovus Bank were to increase as the result of regulatory directives or otherwise, or Synovus believes it is prudent to enhance current liquidity levels, then Synovus may seek additional liquidity from external sources. See "Part I – Item 1A. Risk Factors - Changes in the cost and availability of funding due to changes in the deposit market and credit market may adversely affect our capital resources, liquidity and financial results." of Synovus' 2017 Form 10-K. Furthermore, Synovus may, from time to time, take advantage of attractive market opportunities to refinance its existing debt, redeem its preferred stock, or strengthen its liquidity or capital position.

#### Earning Assets and Sources of Funds

Average total assets for the nine months ended September 30, 2018 increased \$908.5 million or 3.0%, to \$31.49 billion as compared to \$30.58 billion for the first nine months of 2017. Average earning assets increased \$1.01 billion, or 3.5%, in the first nine months of 2018 compared to the same period in 2017 and represented 94.3% of average total assets at September 30, 2018, as compared to 93.8% at September 30, 2017. The increase in average earning assets resulted from a \$746.8 million increase in average loans, net, and a \$254.5 million increase in average taxable investment securities. Average interest-bearing liabilities increased \$618.8 million, or 3.1%, to \$20.76 billion for the first nine months of 2018 compared to the same period in 2017. The increase in average interest-bearing liabilities was driven by a \$668.5 million increase in average time deposits, an \$85.3 million increase in average other short-term borrowings, an \$80.2 million increase in average interest-bearing demand deposits, and a \$75.4 million increase in average money market deposit accounts. These increases were partially offset by a \$303.5 million decrease in average long-term debt. Average non-interest bearing demand deposits increased \$275.4 million, or 3.8%, to \$7.54 billion for the first nine months of 2018 compared to the same period in 2017.

Net interest income for the nine months ended September 30, 2018 was \$850.5 million, an increase of \$96.9 million, or 12.9%, compared to \$753.6 million for the nine months ended September 30, 2017.

Net interest margin increased 32 basis points to 3.84% over the comparable nine-month periods, primarily driven by federal funds rate increases and our asset-sensitive balance sheet. Since September 30, 2017, there have been four 25



basis points federal funds rate increases. The yield on earning assets was 4.45%, an increase of 46 basis points compared to the nine months ended September 30, 2017, while the effective cost of funds increased 14 basis points to 0.61%. The yield on loans increased 49 basis points to 4.86%, and the yield on investment securities increased 25 basis points to 2.35% over the nine months ended September 30, 2017.

On a sequential quarter basis, net interest income increased \$7.0 million, driven by a \$380.6 million increase in average loans, net, as well as net margin expansion of 3 basis points to 3.89%. The net interest margin increase was primarily driven by the June federal funds rate increase. The yield on earning assets was 4.58%, an increase of 11 basis points from the second quarter of 2018.

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This increase was driven by an 11 basis point increase in loan yields. The effective cost of funds was 0.69% for the third quarter of 2018, up 8 basis points from the second quarter of 2018.

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Quarterly yields earned on average interest-earning assets and rates paid on average interest-bearing liabilities for the five most recent quarters are presented below.

| Average Balances and Yields/Rates<br>(dollars in thousands) (yields and rates<br>annualized) | 2018          |                   |                  | 2017              |                  |
|--|---------------|-------------------|------------------|-------------------|------------------|
|  | Third Quarter | Second<br>Quarter | First<br>Quarter | Fourth<br>Quarter | Third<br>Quarter |
| <b>Interest Earning Assets:</b>  |               |                   |                  |                   |                  |
| Taxable investment securities <sup>(1)</sup>   | \$4,061,239   | 4,077,564         | 4,097,162        | 3,937,278         | 3,786,436        |
| Yield  | 2.38          | % 2.34            | 2.34             | 2.29              | 2.11             |
| Tax-exempt investment securities <sup>(1)(3)</sup>   | \$89          | 115               | 140              | 180               | 259              |
| Yield (taxable equivalent) <sup>(3)</sup>  | 5.91          | % 6.87            | 6.57             | 7.97              | 7.86             |
| Trading account assets <sup>(4)</sup>  | \$16,646      | 23,772            | 8,167            | 7,360             | 7,823            |
| Yield  | 2.52          | % 2.79            | 2.66             | 2.78              | 2.09             |
| Commercial loans <sup>(2)(3)</sup>   | \$19,025,830  | 18,857,271        | 18,963,515       | 18,935,774        | 19,059,936       |
| Yield  | 4.98          | % 4.85            | 4.64             | 4.49              | 4.41             |
| Consumer loans <sup>(2)</sup>  | \$6,298,643   | 6,092,899         | 5,899,015        | 5,704,629         | 5,440,765        |
| Yield  | 4.80          | % 4.76            | 4.71             | 4.54              | 4.55             |
| Allowance for loan losses  | \$(251,684)   | \$(257,966)       | \$(251,635)      | \$(252,319)       | \$(249,248)      |
| Loans, net <sup>(2)</sup>  | \$25,072,789  | 24,692,204        | 24,610,895       | 24,388,084        | 24,251,453       |
| Yield  | 4.99          | % 4.88            | 4.70             | 4.55              | 4.49             |
| Mortgage loans held for sale   | \$49,030      | 50,366            | 38,360           | 45,353            | 52,177           |
| Yield  | 4.71          | % 4.42            | 3.95             | 3.96              | 3.88             |
| Other earning assets <sup>(5)</sup>  | \$544,704     | 724,537           | 516,575          | 922,296           | 543,556          |
| Yield  | 1.90          | % 1.77            | 1.48             | 1.31              | 1.23             |
| Federal Home Loan Bank and Federal Reserve<br>Bank Stock <sup>(4)</sup>                      | \$163,568     | 165,845           | 177,381          | 159,455           | 175,263          |
| Yield  | 4.41          | % 4.63            | 3.39             | 4.03              | 3.50             |
| Total interest earning assets  | \$29,908,065  | 29,734,403        | 29,448,680       | 29,460,006        | 28,816,967       |
| Yield  | 4.58          | % 4.47            | 4.31             | 4.15              | 4.11             |
| <b>Interest-Bearing Liabilities:</b>   |               |                   |                  |                   |                  |
| Interest-bearing demand deposits   | \$4,701,204   | 5,001,826         | 5,032,000        | 4,976,239         | 4,868,372        |
| Rate   | 0.38          | % 0.35            | 0.31             | 0.28              | 0.27             |
| Money Market accounts, excluding brokered<br>deposits  | \$7,936,621   | 7,791,107         | 7,561,554        | 7,514,992         | 7,528,036        |
| Rate   | 0.72          | % 0.55            | 0.43             | 0.36              | 0.34             |
| Savings deposits   | \$824,935     | 829,800           | 811,587          | 804,853           | 803,184          |
| Rate   | 0.03          | % 0.03            | 0.03             | 0.03              | 0.03             |
| Time deposits under \$100,000  | \$1,205,987   | 1,161,890         | 1,143,780        | 1,166,413         | 1,183,582        |
| Rate   | 0.99          | % 0.82            | 0.71             | 0.70              | 0.68             |
| Time deposits over \$100,000   | \$2,273,582   | 2,021,084         | 1,895,545        | 2,004,031         | 2,067,347        |
| Rate   | 1.46          | % 1.22            | 1.02             | 0.99              | 0.97             |
| Non-maturing brokered deposits   | \$358,277     | 262,976           | 424,118          | 546,413           | 547,466          |
| Rate   | 2.10          | % 1.94            | 1.14             | 0.81              | 0.73             |
| Brokered time deposits   | \$1,414,700   | 1,659,941         | 1,527,793        | 1,651,920         | 983,423          |
| Rate   | 1.94          | % 1.85            | 1.75             | 1.63              | 1.16             |
| Total interest-bearing deposits  | \$18,715,306  | 18,728,624        | 18,396,377       | 18,664,861        | 17,981,410       |
| Rate   | 0.83          | % 0.70            | 0.58             | 0.54              | 0.46             |
| Federal funds purchased and securities sold under<br>repurchase agreements                   | \$230,504     | 207,655           | 202,226          | 184,369           | 191,585          |

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|  |              |            |            |            |            |
|--|--------------|------------|------------|------------|------------|
| Rate   | 0.25         | % 0.35     | 0.21       | 0.15       | 0.08       |
| Other short-term borrowings                  | \$146,794    | 3,024      | 394,056    | 3,261      | 102,717    |
| Rate   | 2.12         | % 2.84     | 1.52       | 1.42       | 1.16       |
| Long-term debt                               | \$1,656,743  | 1,852,094  | 1,733,938  | 1,710,721  | 1,882,458  |
| Rate   | 2.87         | % 2.66     | 2.51       | 2.67       | 2.90       |
| Total interest-bearing liabilities           | \$20,749,347 | 20,791,397 | 20,726,597 | 20,563,212 | 20,158,170 |
| Rate   | 0.99         | % 0.87     | 0.76       | 0.72       | 0.69       |
| Non-interest bearing demand deposits         | \$7,672,006  | 7,539,451  | 7,391,695  | 7,621,147  | 7,305,508  |
| Effective cost of funds                      | 0.69         | % 0.61     | 0.53       | 0.50       | 0.48       |
| Net interest margin                          | 3.89         | % 3.86     | 3.78       | 3.65       | 3.63       |
| Taxable equivalent adjustment <sup>(3)</sup> | \$136        | 120        | 116        | 234        | 283        |

(1) Excludes net unrealized gains (losses).

(2) Average loans are shown net of deferred fees and costs. Non-performing loans are included.

(3) Reflects taxable-equivalent adjustments, using the statutory federal income tax rate of 21% beginning in 2018, and 35% for prior years, in adjusting interest on tax-exempt loans and investment securities to a taxable-equivalent basis.

(4) Included as a component of other assets on the consolidated balance sheets.

(5) Includes interest-bearing funds with Federal Reserve Bank, interest earning deposits with banks, and federal funds sold and securities purchased under resale agreements.

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## Net Interest Income and Rate/Volume Analysis

The following tables set forth the major components of net interest income and the related annualized yields and rates for the nine months ended September 30, 2018 and 2017, as well as the variances between the periods caused by changes in interest rates versus changes in volume.

## Net Interest Income and Rate/Volume Analysis

| (dollars in thousands)                                       | Nine Months Ended September 30, |                     |                |                | Annualized Yield/Rate |             | 2018 Compared to 2017 |                |                     |
|--|---------------------------------|---------------------|----------------|----------------|-----------------------|-------------|-----------------------|----------------|---------------------|
|  | Average Balances                |                     | Interest       |                |                       |             | Change due to         |                | Increase (Decrease) |
|  | 2018                            | 2017                | 2018           | 2017           | 2018                  | 2017        | Volume                | Rate           |                     |
| <b>Assets</b>  |                                 |                     |                |                |                       |             |                       |                |                     |
| <b>Interest earning assets:</b>                              |                                 |                     |                |                |                       |             |                       |                |                     |
| Taxable investment securities                                | \$4,078,523                     | \$3,824,025         | \$71,974       | \$60,079       | 2.35%                 | 2.09%       | \$3,978               | \$7,917        | \$11,895            |
| Tax-exempt investment securities <sup>(2)</sup>              | 114                             | 1,101               | 6              | 51             | 6.51                  | 6.13        | (46)                  | 1              | (45)                |
| <b>Total investment securities</b>                           | <b>4,078,637</b>                | <b>3,825,126</b>    | <b>71,980</b>  | <b>60,130</b>  | <b>2.35</b>           | <b>2.10</b> | <b>3,932</b>          | <b>7,918</b>   | <b>11,850</b>       |
| Trading account assets                                       | 16,226                          | 5,983               | 325            | 90             | 2.67                  | 1.99        | 153                   | 82             | 235                 |
| Taxable loans, net <sup>(1)</sup>                            | 24,993,328                      | 24,227,567          | 898,671        | 783,546        | 4.81                  | 4.32        | 24,743                | 90,382         | 115,125             |
| Tax-exempt loans, net <sup>(1)(2)</sup>                      | 54,088                          | 70,721              | 1,767          | 2,492          | 4.37                  | 4.71        | (586)                 | (139)          | (725)               |
| Allowance for loan losses                                    | (253,762)                       | (251,448)           |                |                |                       |             |                       |                |                     |
| <b>Loans, net</b>  | <b>24,793,654</b>               | <b>24,046,840</b>   | <b>900,438</b> | <b>786,038</b> | <b>4.86</b>           | <b>4.37</b> | <b>24,157</b>         | <b>90,243</b>  | <b>114,400</b>      |
| Mortgage loans held for sale                                 | 45,958                          | 50,339              | 1,514          | 1,478          | 4.39                  | 3.91        | (128)                 | 164            | 36                  |
| Other earning assets <sup>(3)</sup>                          | 595,376                         | 586,055             | 7,799          | 4,396          | 1.73                  | 0.99        | 68                    | 3,335          | 3,403               |
| <b>Federal Home Loan Bank and Federal Reserve Bank stock</b> | <b>168,881</b>                  | <b>174,493</b>      | <b>5,227</b>   | <b>4,321</b>   | <b>4.13</b>           | <b>3.30</b> | <b>(138)</b>          | <b>1,044</b>   | <b>906</b>          |
| <b>Total interest earning assets</b>                         | <b>29,698,732</b>               | <b>28,688,836</b>   | <b>987,283</b> | <b>856,453</b> | <b>4.45</b>           | <b>3.99</b> | <b>28,044</b>         | <b>102,786</b> | <b>130,830</b>      |
| Cash and due from banks                                      | 390,288                         | 391,829             |                |                |                       |             |                       |                |                     |
| Premises and equipment, net                                  | 428,456                         | 416,835             |                |                |                       |             |                       |                |                     |
| Other real estate  | 5,005                           | 20,246              |                |                |                       |             |                       |                |                     |
| Other assets <sup>(4)</sup>                                  | 970,634                         | 1,066,863           |                |                |                       |             |                       |                |                     |
| <b>Total assets</b>  | <b>\$31,493,115</b>             | <b>\$30,584,609</b> |                |                |                       |             |                       |                |                     |

## Liabilities and Shareholders'

## Equity

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|   |              |              |           |           |       |       |          |          |          |   |
|---|--------------|--------------|-----------|-----------|-------|-------|----------|----------|----------|---|
| Interest-bearing liabilities:   |              |              |           |           |       |       |          |          |          |   |
| Interest-bearing demand deposits  | \$4,910,465  | \$4,830,226  | \$12,650  | \$8,366   | 0.34% | 0.23% | \$138    | \$4,146  | \$4,284  |   |
| Money market accounts   | 8,112,684    | 8,037,235    | 37,587    | 20,268    | 0.62  | 0.34  | 192      | 17,127   | 17,319   |   |
| Savings deposits  | 822,156      | 838,898      | 177       | 394       | 0.03  | 0.06  | (7)      | (210)    | (217)    | ) |
| Time deposits   | 4,769,299    | 4,100,836    | 47,781    | 26,846    | 1.34  | 0.88  | 4,399    | 16,536   | 20,935   |   |
| Federal funds purchased and securities sold under repurchase agreements | 213,565      | 184,000      | 434       | 125       | 0.27  | 0.09  | 20       | 289      | 309      |   |
| Other short-term borrowings   | 180,385      | 95,055       | 2,310     | 740       | 1.69  | 1.03  | 657      | 913      | 1,570    |   |
| Long-term debt  | 1,747,309    | 2,050,783    | 35,492    | 45,227    | 2.68  | 2.94  | (6,673)  | (3,062)  | (9,735)  | ) |
| Total interest-bearing liabilities                                      | 20,755,863   | 20,137,033   | 136,431   | 101,966   | 0.87  | 0.68  | (1,274)  | 35,739   | 34,465   |   |
| Non-interest bearing deposits   | 7,535,411    | 7,259,981    |           |           |       |       |          |          |          |   |
| Other liabilities   | 215,327      | 219,388      |           |           |       |       |          |          |          |   |
| Shareholders' equity  | 2,986,514    | 2,968,207    |           |           |       |       |          |          |          |   |
| Total liabilities and equity  | \$31,493,115 | \$30,584,609 |           |           |       |       |          |          |          |   |
| Interest rate spread:   |              |              |           |           | 3.58% | 3.31% |          |          |          |   |
| Net interest income - FTE/margin <sup>(5)</sup>                         |              |              | \$850,852 | \$754,487 | 3.84% | 3.52% | \$29,318 | \$67,047 | \$96,365 |   |
| Taxable equivalent adjustment   |              |              | 372       | 890       |       |       |          |          |          |   |
| Net interest income, actual   |              |              | \$850,480 | \$753,597 |       |       |          |          |          |   |

(1) Average loans are shown net of unearned income. Non-performing loans are included. Interest income includes fees as follows: 2018 - \$23.5 million, 2017 - \$23.4 million.

(2) Reflects taxable-equivalent adjustments, using the statutory federal income tax rate (21% in 2018 and 35% in 2017, in adjusting interest on tax-exempt loans and investment securities to a taxable-equivalent basis.

(3) Includes interest-bearing funds with Federal Reserve Bank, interest earning deposits with banks, and federal funds sold and securities purchased under resale agreements.

(4) Includes average net unrealized gains (losses) on investment securities available for sale of \$(123.8) million and \$(34.7) million for the nine months ended September 30, 2018 and 2017, respectively.

(5) The net interest margin is calculated by dividing annualized net interest income - FTE by average total interest earnings assets.

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## Market Risk Analysis

Interest rate risk is the primary market risk to which Synovus is potentially exposed. Synovus measures its sensitivity to changes in market interest rates through the use of a simulation model. Synovus uses this simulation model to determine a baseline net interest income forecast and the sensitivity of this forecast to changes in interest rates. These simulations include all of Synovus' earning assets and liabilities. Forecasted balance sheet changes, primarily reflecting loan and deposit growth forecasts, are included in the periods modeled. Anticipated deposit mix changes in each interest rate scenario are also included in the periods modeled. Assumptions utilized in the model are updated on an ongoing basis and are reviewed and approved by ALCO and the Risk Committee of the Board of Directors. Synovus has modeled its baseline net interest income forecast assuming a flat interest rate environment with the federal funds rate at the Federal Reserve's current targeted range of 2.00% to 2.25% and the current prime rate of 5.25%. Synovus has modeled the impact of a gradual increase in short-term rates of 100 and 200 basis points and a gradual decline of 100 basis points to determine the sensitivity of net interest income for the next twelve months. Synovus continues to maintain a modestly asset-sensitive position which would be expected to benefit net interest income in a rising interest rate environment and reduce net interest income in a declining interest rate environment. The following table represents the estimated sensitivity of net interest income to these changes in short-term interest rates at September 30, 2018, with comparable information for December 31, 2017.

| Change in Short-term Interest Rates (in basis points) | Estimated % Change in Net Interest Income as Compared to Unchanged Rates (for the next twelve months) |                   |
|---|---|-------------------|
|   | September 30, 2018  | December 31, 2017 |
| +200  | 3.5%  | 3.6%              |
| +100  | 1.9%  | 1.9%              |
| Flat  | —%  | —%                |
| -100  | (2.2)%  | (4.7)%            |

Several factors could serve to diminish or eliminate this asset sensitivity in a rising rate environment. These factors include a higher than projected level of deposit customer migration to higher cost deposits, such as certificates of deposit, which would increase total interest expense and serve to reduce the realized level of asset sensitivity. Another factor which could impact the realized interest rate sensitivity is the repricing behavior of interest-bearing non-maturity deposits. Assumptions for repricing are expressed as a beta relative to the change in the prime rate. For instance, a 50% beta would correspond to a deposit rate that would increase 0.5% for every 1% increase in the prime rate. Projected betas for interest-bearing non-maturity deposit repricing are a key component of determining the Company's interest rate risk positioning. Projected betas are based on historical analysis, current product features, and deposit mix. These projected betas reflect an assumption that realized betas will increase as short-term rates increase. Should realized betas be higher than projections, the expected benefit from higher interest rates would be diminished. The following table presents an example of the potential impact of an increase in repricing betas on Synovus' realized interest rate sensitivity position.

| Change in Short-term Interest Rates (in basis points) | As of September 30, 2018 |  |
|---|--------------------------|--|
|   | Base Scenario            | 15% Increase in Average Repricing Beta |
| +200  | 3.5%                     | 1.9%                                   |
| +100  | 1.9%                     | 1.1%                                   |

The net interest income simulation model is the primary tool utilized to evaluate potential interest rate risks over a shorter term time horizon. Synovus also evaluates potential longer term interest rate risk through modeling and evaluation of EVE. Simulation modeling is utilized to measure the economic value of equity and its sensitivity to immediate changes in interest rates. This EVE modeling allows Synovus to capture longer-term repricing risk and options risk embedded in the balance sheet. These simulations value only the current balance sheet and do not incorporate growth assumptions used in the net interest income simulation. The economic value of equity is the net fair value of assets, liabilities, and off-balance sheet financial instruments derived from the present value of future

cash flows discounted at current market interest rates. From this baseline valuation, Synovus evaluates changes in the value of each of these items in various interest rate scenarios to determine the net impact on the economic value of equity. Key assumptions utilized in the model, namely loan prepayments, investment security prepayments, deposit repricing betas, and non-maturity deposit duration have a significant impact on the results of the EVE simulations. As illustrated in the table below, the EVE model indicates that, compared with a valuation assuming stable rates, EVE is projected to increase by 1.4% and by 1.0%, assuming an immediate and sustained increase in interest rates of 100 and 200 basis points, respectively. Assuming an immediate 100 basis point decline in rates, EVE is projected to decrease by 13.3%. These metrics reflect a relatively stable long term interest rate risk position as compared to December 31, 2017.



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| Immediate Change in Interest Rates (in basis points) | Estimated Change in EVE |                   |
|--|-------------------------|-------------------|
|  | September 30, 2018      | December 31, 2017 |
| +200   | 1.0%                    | (0.2)%            |
| +100   | 1.4%                    | 1.6%              |
| -100   | (13.3)%                 | (16.9)%           |

**Critical Accounting Policies**

The accounting and financial reporting policies of Synovus are in accordance with GAAP and conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. Synovus has identified certain of its accounting policies as "critical accounting policies," consisting of those related to the allowance for loan losses and determination of the fair value of financial instruments. In determining which accounting policies are critical in nature, Synovus has identified the policies that require significant judgment or involve complex estimates. It is management's practice to discuss critical accounting policies with the Board of Directors' Audit Committee, including the development, selection, implementation and disclosure of the critical accounting policies. The application of these policies has a significant impact on Synovus' unaudited interim consolidated financial statements. Synovus' financial results could differ significantly if different judgments or estimates are used in the application of these policies. All accounting policies described in "Part II - Item 8. Financial Statements and Supplementary Data - Note 1 - Summary of Significant Accounting Policies" in Synovus' 2017 Form 10-K should be reviewed for a greater understanding of how we record and report our financial performance. In connection with the adoption of ASU 2016-18, Statement of Cash Flows-Restricted Cash, Synovus changed its presentation of cash and cash equivalents, effective January 1, 2018, to include cash and due from banks as well as interest-bearing funds with the Federal Reserve Bank, interest earning deposits with banks, and federal funds sold and securities purchased under resale agreements, which are inclusive of any restricted cash and restricted cash equivalents. Prior to 2018, cash and cash equivalents only included cash and due from banks. Prior periods have been revised to maintain comparability. Excluding the aforementioned presentation change and the recently adopted accounting standards disclosed in "Note 1 - Basis of Presentation" in this Report, there have been no significant changes to the accounting policies, estimates and assumptions, or the judgments affecting the application of these estimates and assumptions from those disclosed in Synovus' 2017 Form 10-K.

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## Non-GAAP Financial Measures

The measures entitled adjusted non-interest income; adjusted non-interest expense; adjusted total revenues; adjusted efficiency ratio; adjusted net income per common share, diluted; adjusted return on average assets; adjusted return on average common equity; adjusted return on average tangible common equity; average core deposits; tangible common equity ratio; and common equity Tier 1 (CET1) ratio (fully phased-in) are not measures recognized under GAAP and therefore are considered non-GAAP financial measures. The most comparable GAAP measures to these measures are total non-interest income; total non-interest expense; total revenues; efficiency ratio; net income per common share, diluted; return on average assets; return on average common equity; total average deposits; the ratio of total shareholders' equity to total assets; and the CET1 ratio, respectively.

Management believes that these non-GAAP financial measures provide meaningful additional information about Synovus to assist management and investors in evaluating Synovus' operating results, financial strength, the performance of its business, and the strength of its capital position. However, these non-GAAP financial measures have inherent limitations as analytical tools and should not be considered in isolation or as a substitute for analyses of operating results or capital position as reported under GAAP. The non-GAAP financial measures should be considered as additional views of the way our financial measures are affected by significant items and other factors, and since they are not required to be uniformly applied, they may not be comparable to other similarly titled measures at other companies. Adjusted total revenues and adjusted non-interest income are measures used by management to evaluate non-interest income exclusive of net investment securities gains (losses), changes in fair value of private equity investments, net, and the Cabela's Transaction Fee. Adjusted non-interest expense and the adjusted efficiency ratio are measures utilized by management to measure the success of expense management initiatives focused on reducing recurring controllable operating costs. Adjusted net income per common share, diluted, adjusted return on average assets, and adjusted return on average common equity are measurements used by management to evaluate operating results exclusive of items that management believes are not indicative of ongoing operations and impact period-to-period comparisons. The adjusted return on average tangible common equity is a measure used by management to compare Synovus' performance with other financial institutions because it calculates the return available to common shareholders without the impact of intangible assets and their related amortization, thereby allowing management to evaluate the performance of the business consistently. Average core deposits is a measure used by management to evaluate organic growth of deposits and the quality of deposits as a funding source. The tangible common equity ratio and common equity Tier 1 (CET1) ratio (fully phased-in) are used by management and bank regulators to assess the strength of our capital position. The computations of these measures are set forth in the tables below.

| Reconciliation of Non-GAAP Financial Measures   | Three Months Ended |                    | Nine Months Ended  |                    |
|---|--------------------|--------------------|--------------------|--------------------|
| (in thousands, except per share data)   | September 30, 2018 | September 30, 2017 | September 30, 2018 | September 30, 2017 |
| Adjusted non-interest income  |                    |                    |                    |                    |
| Total non-interest income   | \$71,668           | \$ 135,435         | \$212,101          | \$275,974          |
| Subtract: Cabela's Transaction Fee  | —                  | (75,000 )          | —                  | (75,000 )          |
| Add: Investment securities losses, net  | —                  | 7,956              | 1,296              | 289                |
| Subtract/add: (Increase) decrease in fair value of private equity investments, net                                  | (434 )             | 27                 | 2,659              | 3,193              |
| Adjusted non-interest income  | \$71,234           | \$ 68,418          | \$216,056          | \$204,456          |
| Adjusted non-interest expense   |                    |                    |                    |                    |
| Total non-interest expense  | \$220,297          | \$ 205,646         | \$619,531          | \$594,780          |
| Subtract: Discounts to fair value for ORE accelerated dispositions  | —                  | (7,082 )           | —                  | (7,082 )           |
| Subtract: Asset impairment charges related to accelerated disposition of corporate real estate and other properties | —                  | (1,168 )           | —                  | (1,168 )           |
| Subtract: Earnout liability adjustments   | (11,652 )          | (2,059 )           | (11,652 )          | (2,059 )           |

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|   |           |            |           |           |   |
|---|-----------|------------|-----------|-----------|---|
| Subtract: Merger-related expense                        | (6,684    | ) (23      | ) (6,684  | ) (110    | ) |
| Subtract/add: Litigation settlement/contingency expense | —         | (401       | ) 4,026   | (401      | ) |
| Subtract/add: Restructuring charges, net                | (21       | ) (519     | ) 191     | (7,043    | ) |
| Subtract: Amortization of intangibles                   | (292      | ) (292     | ) (875    | ) (767    | ) |
| Subtract: Valuation adjustment to Visa derivative       | —         | —          | (2,328    | ) —       |   |
| Adjusted non-interest expense                           | \$201,648 | \$ 194,102 | \$602,209 | \$576,150 |   |

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| Reconciliation of Non-GAAP Financial Measures, continued<br>(in thousands, except per share data)                    | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2018 | September 30,<br>2017 | September 30,<br>2018 | September 30,<br>2017 |
| Adjusted total revenues and adjusted efficiency ratio  |                       |                       |                       |                       |
| Adjusted non-interest expense  | \$201,648             | \$ 194,102            | \$602,209             | \$576,150             |
| Net interest income  | 291,619               | 262,572               | 850,480               | 753,597               |
| Add: Tax equivalent adjustment   | 136                   | 283                   | 372                   | 890                   |
| Add: Total non-interest income   | 71,668                | 135,435               | 212,101               | 275,974               |
| Add: Investment securities losses, net   | —                     | 7,956                 | 1,296                 | 289                   |
| Total FTE revenues   | \$363,423             | \$ 406,246            | \$1,064,249           | \$1,030,750           |
| Subtract: Cabela's Transaction Fee   | —                     | (75,000 )             | —                     | (75,000 )             |
| Subtract/add: (Increase) decrease in fair value of private equity investments, net                                   | (434 )                | 27                    | 2,659                 | 3,193                 |
| Adjusted total revenues  | \$362,989             | \$ 331,273            | \$1,066,908           | \$958,943             |
| Efficiency ratio   | 60.62 %               | 50.62 %               | 58.21 %               | 57.70 %               |
| Adjusted efficiency ratio  | 55.55                 | 58.59                 | 56.44                 | 60.08                 |
| Adjusted net income per common share, diluted  |                       |                       |                       |                       |
| Net income available to common shareholders  | \$99,330              | \$ 95,448             | \$308,559             | \$238,190             |
| Subtract: Cabela's Transaction Fee   | —                     | (75,000 )             | —                     | (75,000 )             |
| Add: Provision expense on loans transferred to held-for-sale   | —                     | 27,710                | —                     | 27,710                |
| Add: Discounts to fair value for ORE accelerated dispositions  | —                     | 7,082                 | —                     | 7,082                 |
| Add: Asset impairment charges related to accelerated disposition of corporate real estate and other properties       | —                     | 1,168                 | —                     | 1,168                 |
| Subtract: Income tax benefit, net related to SAB 118, State Tax Reform, and adjusted portion of other discrete items | (9,865 )              | —                     | (9,148 )              | —                     |
| Add: Preferred stock redemption charge   | 4,020                 | —                     | 4,020                 | —                     |
| Add: Earnout liability adjustments   | 11,652                | 2,059                 | 11,652                | 2,059                 |
| Add: Merger-related expense  | 6,684                 | 23                    | 6,684                 | 110                   |
| Add/subtract: Litigation settlement/contingency expense  | —                     | 401                   | (4,026 )              | 401                   |
| Add/subtract: Restructuring charges, net   | 21                    | 519                   | (191 )                | 7,043                 |
| Add: Amortization of intangibles   | 292                   | 292                   | 875                   | 767                   |
| Add: Valuation adjustment to Visa derivative   | —                     | —                     | 2,328                 | —                     |
| Add: Investment securities losses, net   | —                     | 7,956                 | 1,296                 | 289                   |
| Subtract/add: (Increase) decrease in fair value of private equity investments, net                                   | (434 )                | 27                    | 2,659                 | 3,193                 |
| Add/subtract: Tax effect of adjustments  | 27                    | 11,034                | (691 )                | 10,078                |
| Adjusted net income available to common shareholders   | \$111,727             | \$ 78,719             | \$324,017             | \$223,090             |
| Weighted average common shares outstanding, diluted  | 118,095               | 121,814               | 118,847               | 122,628               |
| Adjusted net income per common share, diluted  | \$0.95                | \$0.65                | \$2.73                | \$1.82                |

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## Reconciliation of Non-GAAP Financial Measures, continued

| (in thousands, except per share data)  | Three Months Ended    |                       | Nine Months Ended     |                       |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
|  | September 30,<br>2018 | September 30,<br>2017 | September 30,<br>2018 | September 30,<br>2017 |
| Adjusted return on average assets (annualized)   |                       |                       |                       |                       |
| Net income   | \$109,059             | \$98,007              | \$323,407             | \$245,868             |
| Subtract: Cabela's Transaction Fee   | —                     | (75,000 )             | —                     | (75,000 )             |
| Add: Provision expense on loans transferred to held-for-sale   | —                     | 27,710                | —                     | 27,710                |
| Add: Discounts to fair value for ORE accelerated dispositions  | —                     | 7,082                 | —                     | 7,082                 |
| Add: Asset impairment charges related to accelerated disposition of corporate real estate and other properties       | —                     | 1,168                 | —                     | 1,168                 |
| Subtract: Income tax benefit, net related to SAB 118, State Tax Reform, and adjusted portion of other discrete items | (9,865 )              | —                     | (9,148 )              | —                     |
| Add: Earnout liability adjustments   | 11,652                | 2,059                 | 11,652                | 2,059                 |
| Add: Merger-related expense  | 6,684                 | 23                    | 6,684                 | 110                   |
| Add/subtract: Litigation settlement/contingency expense  | —                     | 401                   | (4,026 )              | 401                   |
| Add/subtract: Restructuring charges, net   | 21                    | 519                   | (191 )                | 7,043                 |
| Add: Amortization of intangibles   | 292                   | 292                   | 875                   | 767                   |
| Add: Valuation adjustment to Visa derivative   | —                     | —                     | 2,328                 | —                     |
| Add: Investment securities losses, net   | —                     | 7,956                 | 1,296                 | 289                   |
| Subtract/add: (Increase) decrease in fair value of private equity investments, net                                   | (434 )                | 27                    | 2,659                 | 3,193                 |
| Add/subtract: Tax effect of adjustments  | 27                    | 11,034                | (691 )                | 10,078                |
| Adjusted net income  | \$117,436             | \$81,278              | \$334,845             | \$230,768             |
| Net income annualized  | \$432,680             | \$388,832             | \$432,394             | \$328,725             |
| Adjusted net income annualized   | \$465,915             | \$322,462             | \$447,687             | \$308,536             |
| Total average assets   | \$31,725,604          | \$30,678,388          | \$31,493,115          | \$30,584,607          |
| Return on average assets   | 1.36                  | % 1.27                | % 1.37                | % 1.07                |
| Adjusted return on average assets (annualized)   | 1.47                  | 1.05                  | 1.42                  | 1.01                  |

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| Reconciliation of Non-GAAP Financial Measures, continued<br>(dollars in thousands)                                   | Three Months Ended    |               |                       |
|--|-----------------------|---------------|-----------------------|
|  | September 30,<br>2018 | June 30, 2018 | September 30,<br>2017 |
| Average return on average common equity and adjusted return on average tangible common equity (annualized)           |                       |               |                       |
| Net income available to common shareholders  | \$99,330              | \$108,622     | \$95,448              |
| Subtract: Cabela's Transaction Fee   | —                     | —             | (75,000 )             |
| Add: Provision expense on loans transferred to held-for-sale   | —                     | —             | 27,710                |
| Add: Discounts to fair value for ORE accelerated dispositions  | —                     | —             | 7,082                 |
| Add: Asset impairment charges related to accelerated disposition of corporate real estate and other properties       | —                     | —             | 1,168                 |
| Subtract: Income tax benefit, net related to SAB 118, State Tax Reform, and adjusted portion of other discrete items | (9,865 )              | (608 )        | —                     |
| Add: Preferred stock redemption charge   | 4,020                 | —             | —                     |
| Add: Earnout liability adjustments   | 11,652                | —             | 2,059                 |
| Add: Merger-related expense  | 6,684                 | —             | 23                    |
| Add/subtract: Litigation settlement/contingency expense  | —                     | (1,400 )      | 401                   |
| Add/subtract: Restructuring charges, net   | 21                    | 103           | 519                   |
| Add: Amortization of intangibles   | 292                   | 292           | 292                   |
| Add: Valuation adjustment to Visa derivative   | —                     | 2,328         | —                     |
| Add: Investment securities losses, net   | —                     | 1,296         | 7,956                 |
| Subtract/add: (Increase) decrease in fair value of private equity investments, net                                   | (434 )                | 37            | 27                    |
| Add/subtract: Tax effect of adjustments  | 27                    | (624 )        | 11,034                |
| Adjusted net income available to common shareholders   | \$111,727             | \$110,046     | \$78,719              |
| Net income annualized  | \$443,265             | \$441,393     | \$312,309             |
| <br>   |                       |               |                       |
| Total average shareholders' equity less preferred stock  | \$2,824,707           | \$2,831,368   | \$2,859,491           |
| Subtract: Goodwill   | (57,315 )             | (57,315 )     | (57,167 )             |
| Subtract: Other intangible assets, net   | (10,265 )             | (10,555 )     | (11,648 )             |
| Total average tangible shareholders' equity less preferred stock   | \$2,757,127           | \$2,763,498   | \$2,790,676           |
| Return on average common equity (annualized)   | 13.95 %               | 15.39 %       | 13.24 %               |
| Adjusted return on average common equity (annualized)  | 15.69                 | 15.59         | 10.92                 |
| Adjusted return on average tangible common equity (annualized)   | 16.08                 | 15.97         | 11.19                 |

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## Reconciliation of Non-GAAP Financial Measures, continued

| (dollars in thousands)                                     | September 30,<br>2018 | June 30, 2018 | December 31,<br>2017 | September 30,<br>2017 |
|--|-----------------------|---------------|----------------------|-----------------------|
| Average core deposits                                      |                       |               |                      |                       |
| Average total deposits                                     | \$26,387,312          | \$26,268,074  | \$26,286,009         | \$25,286,919          |
| Subtract: Average brokered deposits                        | (1,772,977 )          | (1,922,917 )  | (2,198,333 )         | (1,530,889 )          |
| Average core deposits                                      | \$24,614,335          | \$24,345,157  | \$24,087,676         | \$23,756,030          |
| <b>Tangible common equity ratio</b>                        |                       |               |                      |                       |
| Total assets   | \$32,075,120          | \$31,740,305  | \$31,221,837         | \$31,642,123          |
| Subtract: Goodwill   | (57,315 )             | (57,315 )     | (57,315 )            | (57,315 )             |
| Subtract: Other intangible assets, net                     | (10,166 )             | (10,458 )     | (11,254 )            | (11,548 )             |
| Tangible assets  | \$32,007,639          | \$31,672,532  | \$31,153,268         | \$31,573,260          |
| Total shareholders' equity                                 | \$3,040,073           | \$3,167,694   | \$2,961,566          | \$2,997,078           |
| Subtract: Goodwill   | (57,315 )             | (57,315 )     | (57,315 )            | (57,315 )             |
| Subtract: Other intangible assets, net                     | (10,166 )             | (10,458 )     | (11,254 )            | (11,548 )             |
| Subtract: Preferred Stock, no par value                    | (195,138 )            | (321,118 )    | (125,980 )           | (125,980 )            |
| Tangible common equity                                     | \$2,777,454           | \$2,778,803   | \$2,767,017          | \$2,802,235           |
| Total shareholders' equity to total assets ratio           | 9.48                  | % 9.98        | % 9.49               | % 9.47                |
| Tangible common equity ratio                               | 8.68                  | 8.77          | 8.88                 | 8.88                  |
| <b>Common equity Tier 1 (CET1) ratio (fully phased-in)</b> |                       |               |                      |                       |
| Common equity Tier 1 (CET1)                                | \$2,846,416           |               |                      |                       |
| Subtract: Adjustment related to capital components         | (2,784 )              |               |                      |                       |
| CET1 (fully phased-in)                                     | \$2,843,632           |               |                      |                       |
| Total risk-weighted assets                                 | \$28,738,381          |               |                      |                       |
| Total risk-weighted assets (fully phased-in)               | \$28,844,942          |               |                      |                       |
| Common equity Tier 1 (CET1) ratio                          | 9.90                  | %             |                      |                       |
| Common equity Tier 1 (CET1) ratio (fully phased-in)        | 9.86                  |               |                      |                       |

| (dollars in thousands)   | Current expectation - increase (decrease) vs. 2017 |                             |             |
|--|--|-----------------------------|-------------|
|  | 2017   | \$                          | %           |
| 2018 Expectation for adjusted non-interest income growth       |  |                             |             |
| Total non-interest income, as reported                         | \$345,327  | \$285 million-\$290 million | (16%)-(18%) |
| Subtract: Cabela's Transaction Fee                             | (75,000 )  |                             |             |
| Add: Investment securities losses, net                         | 289  |                             |             |
| Add: Decrease in fair value of private equity investments, net | 3,093  |                             |             |
| Adjusted non-interest income                                   | \$273,709  | \$285 million-\$290 million | 4%-6%       |

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**ITEM 3. – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information presented in the Market Risk Analysis section of the Management's Discussion and Analysis of Financial Condition and Results of Operations is incorporated herein by reference.

**ITEM 4. – CONTROLS AND PROCEDURES**

In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by Synovus' management, with the participation of Synovus' Chief Executive Officer and Chief Financial Officer, of the effectiveness of Synovus' disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. Based on that evaluation, Synovus' Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2018, Synovus' disclosure controls and procedures were effective.

There have been no material changes in Synovus' internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, Synovus' internal control over financial reporting.



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## PART II. – OTHER INFORMATION

## ITEM 1. – LEGAL PROCEEDINGS

Synovus and its subsidiaries are subject to various legal proceedings, claims and disputes that arise in the ordinary course of its business. Additionally, in the ordinary course of its business, Synovus and its subsidiaries are subject to regulatory examinations, information gathering requests, inquiries and investigations. Synovus, like many other financial institutions, has been the target of legal actions and other proceedings asserting claims for damages and related relief for losses. These actions include mortgage loan and other loan put-back claims, claims and counterclaims asserted by individual borrowers related to their loans and allegations of violations of state and federal laws and regulations relating to banking practices, including putative class action matters. In addition to actual damages, if Synovus does not prevail in such asserted legal actions, credit-related litigation could result in additional write-downs or charge-offs of assets, which could adversely affect Synovus' results of operations during the period in which the write-down or charge-off were to occur.

Based on Synovus' current knowledge and advice of counsel, management presently does not believe that the liabilities arising from these legal matters will have a material adverse effect on Synovus' consolidated financial condition, results of operations or cash flows. However, it is possible that the ultimate resolution of these legal matters could have a material adverse effect on Synovus' results of operations and financial condition for any particular period. For additional information, see "Note 13 - Commitments and Contingencies" of this Report, which Note is incorporated herein by this reference.

## ITEM 1A. – RISK FACTORS

In addition to the other information set forth in this Report, you should carefully consider the factors discussed in "Part I - Item IA - Risk Factors" of Synovus' 2017 Form 10-K which could materially affect its business, financial position, results of operations, cash flows, or future results. Please be aware that these risks may change over time and other risks may prove to be important in the future. New risks may emerge at any time, and we cannot predict such risks or estimate the extent to which they may affect our business, financial condition or results of operations, or the trading price of our securities.

As a result of Synovus entering into the Merger Agreement with FCB, certain risk factors as disclosed in "Part II - Item 1A - Risk Factors" of Synovus' Form 10-Q for the quarterly period ended June 30, 2018 have been identified in addition to those previously reported in Synovus' 2017 Form 10-K. These risks and the other risks associated with the proposed Merger are more fully discussed in the joint proxy statement/prospectus included in the registration statement on Form S-4 that Synovus filed with the SEC in connection with the Merger. We urge you to read the registration statement on Form S-4 as it contains important information about the Merger, including relevant risk factors.

## ITEM 2. – UNREGISTERED SALES OF SECURITIES AND USE OF PROCEEDS

(a) None.

(b) None.

(c) Issuer Purchases of Equity Securities:

Synovus' Board of Directors authorized a \$150 million share repurchase program that will expire at the end of 2018. This program was announced on January 23, 2018. The table below sets forth information regarding repurchases of our common stock during the third quarter of 2018.

## Share Repurchases

| (in thousands, except per share data) | Total<br>Number of<br>Shares<br>Repurchased | Average<br>Price<br>Paid per<br>Share <sup>(1)</sup> | Total<br>Number<br>of Shares<br>Repurchased<br>as<br>Part of<br>Publicly<br>Announced | Maximum<br>Approximate<br>Dollar Value<br>of Shares<br>that May Yet<br>Be<br>Purchased<br>Under the |
|---------------------------------------|---|--|---|---|
|---------------------------------------|---|--|---|---|

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|                |       |          | Plans or<br>Programs | Plans or<br>Programs |
|----------------|-------|----------|----------------------|----------------------|
| July 2018      | 450   | \$ 52.88 | 450                  | \$ 49,405            |
| August 2018    | 372   | 50.13    | 372                  | 30,743               |
| September 2018 | 320   | 48.48    | 320                  | 15,248               |
| Total          | 1,142 | \$ 50.75 | 1,142                |                      |

<sup>(1)</sup> The average price paid per share is calculated on a trade date basis for all open market transactions and excludes commissions and other transaction expenses.

The foregoing repurchases during the third quarter of 2018 were purchased through open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

ITEM 3. – DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. – MINE SAFETY DISCLOSURES

None.

ITEM 5. – OTHER INFORMATION

None.

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ITEM 6. – EXHIBITS

Exhibit  
Number Description

- 2.1 Agreement and Plan of Merger by and among Synovus Financial Corp., FCB Financial Holdings, Inc. and Azalea Merger Sub Corp., dated as of July 23, 2018, incorporated by reference to Exhibit 2.1 to Synovus' Current Report on Form 8-K dated July 23, 2018, as filed with the SEC on July 25, 2018.
- 3.1 Amended and Restated Articles of Incorporation of Synovus, as amended, incorporated by reference to Exhibit 3.1 of Synovus' Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, as filed with the SEC on August 9, 2010.
- 3.2 Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus with respect to the Series C Preferred Stock, incorporated by reference to Exhibit 3.1 to Synovus' Current Report on Form 8-K dated July 25, 2013, as filed with the SEC on July 25, 2013.
- 3.3 Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus, incorporated by reference to Exhibit 3.1 to Synovus' Current Report on Form 8-K dated April 29, 2014, as filed with the SEC on April 29, 2014.
- 3.4 Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus, incorporated by reference to Exhibit 3.1 to Synovus' Current Report on Form 8-K dated May 19, 2014, as filed with the SEC on May 19, 2014.
- 3.5 Articles of Amendment to the Amended and Restated Articles of Incorporation of Synovus, incorporated by reference to Exhibit 3.1 of Synovus' Current Report on Form 8-K dated June 20, 2018, as filed with the SEC on June 21, 2018.
- 3.6 Bylaws, as amended, of Synovus, incorporated by reference to Exhibit 3.1 of Synovus' Current Report on Form 8-K dated November 8, 2010, as filed with the SEC on November 9, 2010.
- 12.1 Ratio of Earnings to Fixed Charges
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 Interactive Data File

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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.

SYNOVUS FINANCIAL CORP.

November 6, 2018 By: /s/ Kevin S. Blair

Date                      Kevin S. Blair  
                                 Executive Vice President and Chief Financial Officer  
                                 (Duly Authorized Officer and Principal Financial Officer)

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