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PNC's \$4.1 billion FirstBank deal adds steam to regional bank M&A

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The logo of PNC Bank, a subsidiary of PNC Financial Services Group, is seen above a branch in Washington, U.S. April 30, 2023. REUTERS/Ashraf Fahim/File Photo [Purchase Licensing Rights](#)

Summary Companies

- Deal to boost PNC's assets to near \$600 bln, triple branch network in Colorado
- Expands PNC's presence in fast-growing Colorado, Arizona markets
- Some analysts surprised by transaction size
- Transaction adds momentum to regional bank M&A

Sept 8 (Reuters) - U.S. bank PNC Financial ([PNC.N](#))  said on Monday it would buy privately-held FirstBank Holding in a \$4.1 billion cash-and-stock deal, adding momentum to a long-predicted wave of dealmaking among regional lenders.

The deal, which is expected to close in early 2026, will bring PNC closer to \$600 billion in assets, and narrow its gap with rivals such as U.S. Bancorp ([USB.N](#)) .

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It will also help PNC to expand in the fast-growing markets of Colorado and Arizona, bolstering its position in the western United States.

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Shares of Pittsburgh, Pennsylvania-based PNC fell nearly 1% in morning trading.

PNC CEO Bill Demchak said in June that he expected consolidation in retail banking to boost industry profits.

FirstBank's "deep retail deposit base, unrivaled branch network in Colorado, (and) growing presence in Arizona make it an ideal partner," Demchak said in a statement on Monday.

PNC's branch network in Colorado will more than triple to 120, becoming one of its biggest U.S. markets.

Discussions between the two banks started in the summer, and the transaction will help PNC strengthen its reach beyond its traditional stronghold on the east coast, Alex Overstrom, head of retail banking at PNC, told Reuters.

"We are a top five retail player in the United States," Overstrom said. "Our ambition is to be one of the top, if not the top retail bank in the country. This transaction allows us to do that by increasing our scale and density in certain areas, which is really important in retail banking," Overstrom added.

Talk of potential mergers and acquisitions among Wall Street banks and large regional lenders increased at the start of the second half of the year in a major shift under the Trump administration after regulators under the Biden administration opposed or blocked big deals.

"PNC is prudently taking advantage of the warmer regulatory waters to gain scale in attractive markets via manageably-sized deals," said Evercore ISI analyst John Pancari.

WHAT NOW FOR PNC?



Investors and analysts had been widely anticipating PNC to acquire a bank, although some expressed surprise at the size of the transaction.

"While we aren't surprised to see PNC re-enter the M&A arena given the current administration's de-regulatory agenda, our sense is that investors were more hopeful for a larger splash," said Raymond James analyst Michael Rose.

The deal could also rule out PNC as an acquirer for another large bank, Piper Sandler analysts said.

"PNC has been a name associated as a potential buyer for Comerica," the analysts said, but the FirstBank deal could take it out of the running.

Comerica ([CMA.N](#)) , a regional lender with \$78 billion in assets, is being pushed to sell itself by an activist investor. It did not immediately respond to a request seeking comment.




In July, regional lenders Pinnacle Financial Partners ([PNFP.O](#))  and Synovus Financial ([SNV.N](#))  agreed to combine in an \$8.6 billion deal, the biggest U.S. bank acquisition this year.

Under the PNC deal, FirstBank stockholders will get roughly 13.9 million PNC shares and \$1.2 billion in cash.

"At 5% of PNC's size, FirstBank won't materially move the needle, but added scale in Colorado and Arizona raises the company's underlying growth profile and likely removes an overhang on the stock," Stephens analyst Terry McEvoy said.

FirstBank, which began offering banking services in 1963, manages \$26.8 billion in assets and operates 95 branches.

FirstBank CEO Kevin Classen will become PNC's Colorado regional president and mountain territory executive, which includes Arizona and Utah. Overstrom said that PNC will retain FirstBank client-facing employees.

Wells Fargo ([WFC.N](#))  advised PNC on the deal, while Morgan Stanley ([MS.N](#))  and Goldman Sachs ([GS.N](#))  advised FirstBank.

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This communication contains statements regarding PNC; FirstBank; the proposed transaction between PNC and FirstBank; future financial and operating results; benefits and synergies of the transaction; future opportunities for PNC; the issuance of common stock of PNC contemplated by the Agreement and Plan of

Merger by and among PNC, FirstBank and Summit Merger Sub I, Inc. (the "Merger Agreement"); the expected filing by PNC with the Securities and Exchange Commission (the "SEC") of a registration statement on Form S-4 (the "Registration Statement") and a prospectus of PNC and a proxy statement of FirstBank to be included therein (the "Proxy Statement/Prospectus"); the expected timing of the closing of the proposed transaction; the ability of the parties to complete the proposed transaction considering the various closing conditions and any other statements about future expectations that constitute forward-looking statements within the meaning of the federal securities laws, including the meaning of the Private Securities Litigation Reform Act of 1995, as amended, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. From time to time, oral or written forward-looking statements may also be included in other information released to the public. Such forward-looking statements are typically, but not exclusively, identified by the use in the statements of words or phrases such as "aim," "anticipate," "believe," "estimate," "expect," "goal," "guidance," "intend," "is anticipated," "is expected," "is intended," "objective," "plan," "projected," "projection," "will affect," "will be," "will continue," "will decrease," "will grow," "will impact," "will increase," "will incur," "will reduce," "will remain," "will result," "would be," variations of such words or phrases (including where the word "could," "may," or "would" is used rather than the word "will" in a phrase) and similar words and phrases indicating that the statement addresses some future result, occurrence, plan or objective. Forward-looking statements include all statements other than statements of historical fact, including forecasts or trends, and are based on current expectations, assumptions, estimates, and projections about PNC and its subsidiaries or related to the proposed transaction and are subject to significant risks and uncertainties that could cause actual results to differ materially from the results expressed in such statements.

These forward-looking statements may include information about PNC's possible or assumed future economic performance or future results of operations, including future revenues, income, expenses, provision for loan losses, provision for taxes, effective tax rate, earnings per share and cash flows and PNC's future capital expenditures and dividends, future financial condition and changes therein, including changes in PNC's loan portfolio and allowance for loan losses, future capital structure or changes therein, as well as the plans and objectives of management for PNC's future operations, future or proposed acquisitions, the future or expected effect of acquisitions on PNC's operations, results of operations, financial condition, and future economic performance, statements about the anticipated benefits of each of the proposed transactions, and statements about the assumptions underlying any such statement.

These forward-looking statements are not guarantees of future performance and are based on expectations and assumptions PNC currently believes to be valid. Because forward-looking statements relate to future results and occurrences, many of which are outside of PNC's control, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Many possible events or factors could adversely affect the future financial results and performance of PNC, FirstBank or the combined company and could cause those results or performance to differ materially from those expressed in or implied by the forward-looking statements. Such risks and uncertainties include, among others: (1) the risk that the cost savings and synergies from the transaction may not be fully realized or may take longer than anticipated to be realized, (2) disruption to PNC's business and to FirstBank's business as a result of the announcement and pendency of the transaction, (3) the risk that the integration of FirstBank's business and operations into PNC, will be materially delayed or will be more costly or difficult than expected, or that PNC is otherwise unable to successfully integrate FirstBank's business into its own, including as a result of unexpected factors or events, (4) the failure to obtain the necessary approval by the shareholders of FirstBank, (5) the ability by each of PNC and FirstBank to obtain required governmental approvals of the transaction on the timeline expected, or at all, and the risk

that such approvals may result in the imposition of conditions that could adversely affect PNC after the closing of the transaction or adversely affect the expected benefits of the transaction, (6) reputational risk and the reaction of each company's customers, suppliers, employees or other business partners to the transaction, (7) the failure of the closing conditions in the Merger Agreement to be satisfied, or any unexpected delay in closing the transaction or the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, (8) the dilution caused by the issuance of additional shares of PNC's common stock in the transaction, (9) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, (10) the outcome of any legal or regulatory proceedings that may be currently pending or later instituted against PNC before or after the transaction, or against FirstBank, (11) diversion of management's attention from ongoing business operations and (12) general competitive, economic, political and market conditions and other factors that may affect future results of PNC and FirstBank. PNC disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. These and various other factors are discussed in PNC's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, in each case filed with the SEC, and other reports and statements PNC has filed with the SEC. Copies of the SEC filings for PNC may be downloaded from the Internet at no charge from <https://investor.pnc.com>.

Additional Information about the Transaction and Where to Find It

PNC intends to file with the SEC a Registration Statement on Form S-4 to register the shares of PNC common stock to be issued to the shareholders of FirstBank in connection with the proposed transaction. The Registration Statement will include a Proxy Statement/Prospectus which will be sent to the shareholders of FirstBank in connection with the proposed transaction.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE INTO THE PROXY/STATEMENT PROSPECTUS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY, WHEN THEY ARE AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PNC, FIRSTBANK AND THE PROPOSED TRANSACTION.

Investors and security holders may obtain free copies of these documents through the website maintained by the SEC at <http://www.sec.gov>. You will also be able to obtain these documents, when they are filed, free of charge, from PNC at <https://investor.pnc.com>. Copies of the Proxy Statement/Prospectus can also be obtained, when it becomes available, free of charge, by directing a request by telephone or mail to The PNC Financial Services Group, Inc., The Tower at PNC Plaza, 300 Fifth Avenue Pittsburgh, Pennsylvania 15222-2401 Attention: Shareholder Services, (800) 982-7652 or to FirstBank Holding Company, 12345 W Colfax Ave, Lakewood, Colorado 80215, Attention: Stock Administrator, (303) 235-1331.

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