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*The following is an article published by The Wall Street Journal, in connection with an interview featuring PNC's Chairman and Chief Executive Officer William S. Demchak.*

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EXCLUSIVE BANKING

## PNC to Acquire Colorado-Based Regional Bank in \$4.1 Billion Deal

Agreement helps Pittsburgh-based PNC gain ground in West and cement its status as a national competitor

By Gina Heeb [Follow](#)

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PNC has moved to build out its more-than-2,000-branch network in recent years. PHOTO: JAMIE KELTER DAVIS/BLOOMBERG NEWS

#### ☰ Quick Summary ^

- PNC Financial Services Group agrees to buy FirstBank Holding for \$4.1 billion to expand its presence in the West.
- The acquisition of FirstBank will increase PNC's total assets to nearly \$600 billion, bringing it closer to rivals like U.S. Bancorp.
- PNC has moved to build out its more than 2,000 branch network in recent years, and executives are open to future deals.

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[PNC Financial Services Group](#) [PNC -0.95%](#) ▼ has agreed to buy a Colorado-based bank in a \$4.1 billion deal intended to advance its national ambitions by extending its presence in the West.

Already one of the largest banks in the U.S., Pittsburgh-based PNC wants to better position itself as a coast-to-coast lender with enough scale to compete against larger rivals. The deal to buy privately held FirstBank Holding accelerates that ambition, PNC Chief Executive Bill Demchak said in an interview.

The cash-and-stock deal would bring PNC closer in size to rivals such as [U.S. Bancorp](#) and [Capital One Financial](#), with its total assets set to rise to just under \$600 billion. PNC said it would retain FirstBank's nearly 100 branches in Colorado and Arizona, with some \$27 billion in assets.

Demchak called FirstBank a "perfect fit" for PNC, with loyal, low-cost retail deposits in key markets where it also plans to grow its commercial and corporate businesses. (PNC and FirstBank even share orange logos, he noted, in slightly different shades.)



### PNC Financial's stock



Source: FactSet

Bank executives and dealmakers are anticipating a wave of consolidation in the industry under the Trump administration, which is expected to take a friendlier approach to proposed tie-ups. Activity has started to pick up somewhat, though economic uncertainty, higher interest rates and [a regulatory hangover](#) from the previous administration have kept some executives on the sidelines.

PNC executives left the door open to future deals. The eighth-largest bank in the U.S. by assets, it is positioned as a natural consolidator. Demchak has stoked excitement on Wall Street after pointed comments about the need for banks to scale up to stay competitive.





Demchak said PNC has strong organic growth and will “see what shows up next.”

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PNC has moved to build out its more-than-2,000-branch network in recent years. It has a heavier presence in the Mid-Atlantic, Midwest and Southeast and wants to grow its reach to more Americans in the West. It waded into that market several years ago with [its](#)

[\\$11.6 billion purchase](#) of the U.S. arm of [BBVA](#).

The FirstBank acquisition would make PNC the top bank by retail-deposit and branch share in Denver, which it expects to become one of the largest markets for its commercial and business bank.

The acquisition is expected to close early next year. PNC said it will then convert FirstBank customers to its platform.

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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.*

### ***No Offer or Solicitation***

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