SUNTRUST BANKS INC Form 10-K February 22, 2019 false--12-31FY20180000750556YesfalseLarge Accelerated FilerSUNTRUST BANKS noncontrolling interest of \$103 million and \$103 million at December?31, 2018 and December?31, 2017, respectively. Includes trading securities pledged as collateral where counterparties have the right to sell or repledge the collateral of \$1,442 million and \$1,086 million at December?31, 2018 and December?31, 2017, respectively. Beginning October 1, 2018, the Company reclassified software and related accumulated amortization previously presented in Other assets to Premises, property, and equipment, net. Reclassifications have been made to previously reported amounts for comparability. Includes restricted shares of 7 thousand and 9 thousand at December?31, 2018 and December?31, 2017, respectively. Beginning January 1, 2018, the Company reclassified equity securities previously presented in Securities available for sale to Other assets. Reclassifications have been made to previously reported amounts for comparability. Includes securities AFS pledged as collateral where counterparties have the right to sell or repledge the collateral of \$222 million and \$223 million at December?31, 2018 and December?31, 2017, respectively. Includes loans of consolidated VIEs of \$153 million and \$179 million at December?31, 2018 and December?31, 2017, respectively. Includes debt of consolidated VIEs of \$161 million and \$189 million at December?31, 2018 and December?31, 2017, respectively. 0000750556 2018-01-01 2018-12-31 $0000750556\ 2018-06-29\ 0000750556\ 2019-02-15\ 0000750556\ 2018-12-31\ 0000750556\ 2016-01-01\ 2016-12-31$ 0000750556 2017-01-01 2017-12-31 0000750556 2017-12-31 0000750556 us-gaap:AvailableforsaleSecuritiesMember 2018-12-31 0000750556 us-gaap:RestrictedStockMember 2018-12-31 0000750556 us-gaap; Available for sale Securities Member 2017-12-31 0000750556 us-gaap:VariableInterestEntityPrimaryBeneficiaryMember 2017-12-31 0000750556 sti:TradingAssetsMember 2018-12-31 0000750556 us-gaap:RestrictedStockMember 2017-12-31 0000750556 sti:TradingAssetsMember 2017-12-31 0000750556 us-gaap: VariableInterestEntityPrimaryBeneficiaryMember 2018-12-31 0000750556 us-gaap:TreasuryStockMember 2018-12-31 0000750556 us-gaap:TreasuryStockMember 2017-12-31 0000750556 us-gaap:FairValueMeasurementsRecurringMember 2017-12-31 0000750556 us-gaap;FairValueMeasurementsRecurringMember sti:BrokeredTimeDepositsMember 2018-12-31 0000750556 us-gaap:FairValueMeasurementsRecurringMember sti:BrokeredTimeDepositsMember 2017-12-31 0000750556 us-gaap:FairValueMeasurementsRecurringMember 2018-12-31 0000750556 us-gaap:ConsumerPortfolioSegmentMember 2017-12-31 0000750556 us-gaap:ConsumerPortfolioSegmentMember 2018-12-31 0000750556 sti:MortgageServicingRightsFairValueMember 2018-12-31 0000750556 us-gaap:RetainedEarningsMember 2018-01-01 2018-12-31 0000750556 us-gaap:TreasuryStockMember 2018-01-01 2018-12-31 0000750556 us-gaap:PreferredStockMember 2017-01-01 2017-12-31 0000750556 us-gaap: Accumulated Other Comprehensive Income Member 2018-12-31 0000750556 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-01-01 2018-12-31 0000750556 us-gaap:AdditionalPaidInCapitalMember 2018-01-01 2018-12-31 0000750556 us-gaap:AdditionalPaidInCapitalMember 2017-01-01 2017-12-31 0000750556 us-gaap:CommonStockMember 2017-12-31 0000750556 us-gaap:TreasuryStockMember 2016-12-31 0000750556 2015-12-31 0000750556 us-gaap:CommonStockMember 2015-12-31 0000750556 us-gaap:AdditionalPaidInCapitalMember 2016-01-01 2016-12-31 0000750556 us-gaap:CommonStockMember 2018-12-31 0000750556 us-gaap: Accumulated Other Comprehensive Income Member 2016-12-31 0000750556 us-gaap:RetainedEarningsMember 2015-12-31 0000750556 us-gaap:CommonStockMember 2018-01-01 2018-12-31 0000750556 us-gaap:AdditionalPaidInCapitalMember 2017-12-31 0000750556 us-gaap: Additional Paid In Capital Member 2016-12-31 0000750556

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2018

Commission file number 001-08918

SunTrust Banks, Inc.

(Exact name of registrant as specified in its charter)

Georgia 58-1575035

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

303 Peachtree Street, N.E., Atlanta, Georgia 30308

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (800) 786-8787

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

Name of Exchange on Which

Registered

Common Stock New York Stock Exchange

Depositary Shares, Each Representing 1/4000th Interest in a Share of Perpetual Preferred Stock, Series A

New York Stock Exchange

5.853% Fixed-to-Floating Rate Normal Preferred Purchase Securities of SunTrust Preferred Capital I (representing interests in shares of Perpetual Preferred Stock, Series B)

New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes b No "
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes "No b
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act
of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject
to such filing requirements for the past 90 days. Yes b No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 b No "

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. b

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the xchange Act.

Large accelerated filer b Accelerated filer " Accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company "

Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes "No b

The aggregate market value of the voting and non-voting common stock held by non-affiliates at June 29, 2018 was approximately \$30.2 billion based on the New York Stock Exchange closing price for such shares on that date. For purposes of this calculation, the registrant has assumed that all of its directors and executive officers are affiliates.

At February 15, 2019, 443,255,088 shares of the registrant's common stock,\$1.00 par value, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Pursuant to Instruction G of Form 10-K, information in the registrant's Definitive Proxy Statement for its2019 Annual Shareholder's Meeting, which it will file with the SEC no later than April 23, 2019 (the "Proxy Statement"), is incorporated by reference into Items 10-14 of Part III of this Form 10-K.

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GLOSSARY OF DEFINED TERMS

2017 Tax Act — Tax Cuts and Jobs Act of 2017.

ABS — Asset-backed securities.

ACH — Automated clearing house.

AFS — Available for sale.

AIP — Annual Incentive Plan.

ALCO — Asset/Liability Committee.

ALM — Asset/Liability management.

ALLL — Allowance for loan and lease losses.

AML — Anti-money laundering.

AOCI — Accumulated other comprehensive income.

APIC — Additional paid-in capital.

ASC — Accounting Standards Codification.

ASU — Accounting Standards Update.

ATE — Additional termination event.

ATM — Automated teller machine.

Bank — SunTrust Bank.

Basel III — the Third Basel Accord, a comprehensive set of reform measures developed by the BCBS.

BB&T — BB&T Corporation.

BCBS — Basel Committee on Banking Supervision.

BHC — Bank holding company.

BHC Act — Bank Holding Company Act of 1956.

Board — the Company's Board of Directors.

bps — Basis points.

BRC — Board Risk Committee.

CC — Capital Committee.

CCAR — Comprehensive Capital Analysis and Review.

CCB — Capital conservation buffer.

CD — Certificate of deposit.

CDR — Conditional default rate.

CDS — Credit default swaps.

CEO — Chief Executive Officer.

CET1 — Common Equity Tier 1 Capital.

CFO — Chief Financial Officer.

CFPB — Consumer Financial Protection Bureau.

CFTC — Commodity Futures Trading Commission.

CIB — Corporate and investment banking.

C&I — Commercial and industrial.

CIO — Chief Information Officer.

Class A shares — Visa Inc. Class A common stock.

Class B shares — Visa Inc. Class B common stock.

CME — Chicago Mercantile Exchange.

Company — SunTrust Banks, Inc.

CP — Commercial paper.

CPP — Capital Purchase Program established by the U.S. Treasury.

CPR — Conditional prepayment rate.

CRA — Community Reinvestment Act of 1977.

CRE — Commercial real estate.

CRO — Chief Risk Officer.

CSA — Credit support annex.

DDA — Demand deposit account.

DIF — Deposit Insurance Fund.

Dodd-Frank Act — Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

DOJ — Department of Justice.

DTA — Deferred tax asset.

DTL — Deferred tax liability.

DVA — Debit valuation adjustment.

EBPC — Enterprise Business Practices Committee.

EGRRCPA — Economic Growth, Regulatory Relief, and Consumer Protection Act.

EPS — Earnings per share.

ERC — Enterprise Risk Committee.

ERISA — Employee Retirement Income Security Act of 1974.

Exchange Act — Securities Exchange Act of 1934.

Fannie Mae — Federal National Mortgage Association.

FASB — Financial Accounting Standards Board.

Form 8-K and tax reform-related items — items announced in the Company's Form 8-K filed with SEC on December 4, 2017 and items related to the enactment of the 2017 Tax Act during the fourth quarter of 2017.

Freddie Mac — Federal Home Loan Mortgage Corporation.

FDIC — Federal Deposit Insurance Corporation.

Federal Reserve — Federal Reserve System.

Fed Funds — Federal funds.

FFIEC — Federal Financial Institutions Examination Council.

FHA — Federal Housing Administration.

FHLB — Federal Home Loan Bank.

FICA — Federal Insurance Contributions Act.

FICO — Fair Isaac Corporation.

FINRA — Financial Industry Regulatory Authority.

Fitch — Fitch Ratings Ltd.

FRB — Federal Reserve Board (Board of Governors of the Federal Reserve System).

FTE — Fully taxable-equivalent.

FVO — Fair value option.

Ginnie Mae — Government National Mortgage Association.

GLBA — Gramm-Leach-Bliley Act.

GSE — Government-sponsored enterprise.

HAMP — Home Affordable Modification Program.

HRA — Health Reimbursement Account.

HUD — U.S. Department of Housing and Urban Development.

IPO — Initial public offering.

IRLC — Interest rate lock commitment.

IRS — Internal Revenue Service.

ISDA — International Swaps and Derivatives Association.

LCH — LCH.Clearnet Limited.

LCR — Liquidity coverage ratio.

LGD — Loss given default.

LHFI — Loans held for investment.

LHFS — Loans held for sale.

LIBOR — London Interbank Offered Rate.

LOCOM — Lower of cost or market.

LTI — Long-term incentive.

LTV—Loan to value.

Mastercard — Mastercard International.

MBS — Mortgage-backed securities.

MD&A — Management's Discussion and Analysis of Financial Condition and Results of Operation.

MI — Mortgage insurance.

Moody's — Moody's Investors Service.

MRA — Master Repurchase Agreement.

MRM — Market Risk Management.

i

MRMG — Model Risk Management Group.

MSR — Mortgage servicing right.

MVE — Market value of equity.

NCF — National Commerce Financial Corporation.

NOL — Net operating loss.

NOW — Negotiable order of withdrawal account.

NPA — Nonperforming asset.

NPL — Nonperforming loan.

NPR — Notice of proposed rulemaking.

NSFR — Net stable funding ratio.

NYSE — New York Stock Exchange.

OCC — Office of the Comptroller of the Currency.

OCI — Other comprehensive income.

OFAC — Office of Foreign Assets Control.

OREO — Other real estate owned.

OTC — Over-the-counter.

OTTI — Other-than-temporary impairment.

PAC — Premium Assignment Corporation.

Parent Company — SunTrust Banks, Inc. (the parent Company of SunTrust Bank and other subsidiaries).

Patriot Act — The USA Patriot Act of 2001.

PD — Probability of default.

Pillar — substantially all of the assets of the operating subsidiaries of Pillar Financial, LLC.

PMC — Portfolio Management Committee.

PPNR — Pre-provision net revenue.

PWM — Private Wealth Management.

REIT — Real estate investment trust.

ROA — Return on average total assets.

ROE — Return on average common shareholders' equity.

ROTCE — Return on average tangible common shareholders' equity.

RSU — Restricted stock unit.

RWA — Risk-weighted assets.

S&P — Standard and Poor's.

SBA — Small Business Administration.

SBFC — SunTrust Benefits Finance Committee.

SEC — U.S. Securities and Exchange Commission.

SERP — Supplemental Executive Retirement Plan.

SIRC — Strategic Initiative Review Committee.

STAS — SunTrust Advisory Services, Inc.

STCC — SunTrust Community Capital, LLC.

STIS — SunTrust Investment Services, Inc.

STM — SunTrust Mortgage, Inc.

STRH — SunTrust Robinson Humphrey, Inc.

SunTrust — SunTrust Banks, Inc.

TDR — Troubled debt restructuring.

TMC — Technology Management Committee.

TRS — Total return swaps.

U.S. — United States.

U.S. GAAP — Generally Accepted Accounting Principles in the U.S.

U.S. Treasury — the U.S. Department of the Treasury.

UPB — Unpaid principal balance.

UTB — Unrecognized tax benefit.

VA —Veterans Administration.

VAR—Value at risk.

VEBA — Voluntary Employees' Beneficiary Association.

VI — Variable interest.

VIE — Variable interest entity.

Visa — the Visa, U.S.A. Inc. card association or its affiliates, collectively.

Visa Counterparty — a financial institution that purchased the Company's Visa Class B shares.

VOE — Voting interest entity.

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Important Cautionary Statement About Forward-Looking Statements

This Annual Report contains forward-looking statements. Statements regarding: (i) our proposed merger with BB&T (the "Merger"), including the expected timing of closing of the Merger; (ii) the potential effects of the proposed Merger with BB&T on our business and operations upon or prior to the consummation thereof; (iii) the effects on SunTrust if the Merger is not consummated; (iv) information regarding the combined business and operations of SunTrust and BB&T following the Merger, if consummated; (v) future levels of net interest margin, core personnel expenses, efficiency ratios, improvements in efficiency, the net charge-offs to total average LHFI ratio, the ALLL to period-end LHFI ratio, the provision for loan losses, capital ratios, and share repurchases; (vi) the amount and timing of our tangible efficiency target; (vii) the continued trend of client migration from lower cost deposits to CDs; (viii) future trends or increases in deposit costs; (ix) contemplation of a potential preferred stock issuance; (x) future success in our capital markets business; (xi) future Wholesale segment pipelines and positioning to meet client needs; (xii) future changes in the size and composition of the investment securities portfolio; (xiii) the estimated impacts of proposed regulatory capital rules and changes in banking laws, rules, and regulations; (xiv) the impact of a shift in interest rates on our MVE; (xv) future impacts of ASUs not yet adopted; and (xvi) our future credit ratings and outlook, are forward-looking statements. Also, any statement that does not describe historical or current facts is a forward-looking statement. These statements often include the words "believe," "expect," "anticipate," "estimate," "intend," "target," "forecast, "future," "strategy," "goal," "initiative," "plan," "propose," "opportunity," "potentially," "probably," "project," "outlook," or s expressions or future conditional verbs such as "may," "will," "should," "would," and "could." Such statements are based upor the current beliefs and expectations of management and on information currently available to management. They speak as of the date hereof, and we do not assume any obligation to update the statements made herein or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Forward-looking statements are subject to significant risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in Part I, Item 1A, "Risk Factors," in this Form 10-K. Such factors include: failure to complete the merger with BB&T (the "Merger") could negatively impact our stock price and our future business and financial results; we will be subject to uncertainties while the Merger is pending, which could adversely affect our business; the Merger Agreement may be terminated in accordance with its terms and the Merger may not be completed; because the market price of BB&T Common Stock may fluctuate, our shareholders cannot be certain of the precise value of the merger consideration they may receive in the Merger; our ability to complete the Merger is subject to the receipt of approval

from various federal and state regulatory agencies, which may impose conditions that could adversely affect us or cause the Merger to be abandoned; shareholder litigation could prevent or delay the closing of the proposed Merger or otherwise negatively impact our business and operations; current or future legislation or regulation could require us to change our business practices, reduce revenue, impose additional costs, or otherwise adversely affect business operations or competitiveness; we are subject to stringent capital adequacy and liquidity requirements and our failure to meet these would adversely affect our financial condition; the monetary and fiscal policies of the federal government and its agencies could have a material adverse effect on our earnings; our financial results have been, and may continue to be, materially affected by general economic conditions, and a deterioration of economic conditions or of the financial markets may materially adversely affect our lending activity or other businesses, as well as our financial condition and results; changes in market interest rates or capital markets could adversely affect our revenue and expenses, the value of assets and obligations, as well as the availability and cost of capital and liquidity; interest rates on our outstanding and future financial instruments might be subject to change based on regulatory developments, which could adversely affect our revenue, expenses, and the value of those financial instruments; our earnings may be affected by volatility in mortgage production and servicing revenues, and by changes in carrying values of our servicing assets and mortgages held for sale due to changes in interest rates; disruptions in our ability to

access global capital markets and other sources of wholesale funding may adversely affect our capital resources and liquidity; we are subject to credit risk; we may have more credit risk and higher credit losses to the extent that our loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral; we rely on the mortgage secondary market and GSEs for some of our liquidity; loss of customer deposits could increase our funding costs; any reduction in our credit rating could increase the cost of our funding from the capital markets; we are subject to litigation, and our expenses related to this litigation may adversely affect our results; we may incur fines, penalties and other negative consequences from regulatory violations, possibly even inadvertent or unintentional violations; we are subject to certain risks related to originating and selling mortgages, and may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, or borrower fraud, and this could harm our liquidity, results of operations, and financial condition; we face risks as a servicer of loans; consumers and small businesses may decide not to use banks to complete their financial transactions, which could affect our revenue; we have businesses other than banking which subject us to a variety of risks; negative public opinion could damage our reputation and adversely impact business and revenues; we may face more intense scrutiny of our sales, training, and incentive compensation practices; we rely on other companies to provide key components of our business infrastructure; competition in the financial services industry is intense and we could lose

business or suffer margin declines as a result; we continually encounter technological change and must effectively develop and implement new technology; maintaining or increasing market share depends on market acceptance and regulatory approval of new products and services; we have in the past and may in the future pursue acquisitions, which could affect costs and from which we may not be able to realize anticipated benefits; we depend on the expertise of key personnel, and if these individuals leave or change their roles without effective replacements, operations may suffer; we may not be able to hire or retain additional qualified personnel and recruiting and compensation costs may increase as a result of changes in the marketplace, both of which may increase costs and reduce profitability and may adversely impact our ability to implement our business strategies; our framework for managing risks may not be effective in mitigating risk and loss to us; our controls and procedures may not prevent or detect all errors or acts of fraud; we are at risk of increased losses from fraud; our operational or communications systems or infrastructure may fail or may be the subject of a breach or cyber-attack that, if successful, could

adversely affect our business or disrupt business continuity; a disruption, breach, or failure in the operational systems or infrastructure of our third party vendors or other service providers, including as a result of cyber-attacks, could adversely affect our business; natural disasters and other catastrophic events could have a material adverse impact on our operations or our financial condition and results; the soundness of other financial institutions could adversely affect us; we depend on the accuracy and completeness of information about clients and counterparties; our accounting policies and processes are critical to how we report our financial condition and results of operation, and they require management to make estimates about matters that are uncertain; depressed market values for our stock and adverse economic conditions sustained over a period of time may require us to write down all or some portion of our goodwill; our stock price can be volatile; we might not pay dividends on our stock; our ability to receive dividends from our subsidiaries or other investments could affect our liquidity and ability to pay dividends; and certain banking laws and certain provisions of our articles of incorporation may have an anti-takeover effect.

PART I

Item 1. BUSINESS

General

SunTrust Banks, Inc. ("we," "us," "our," "SunTrust," or "the Company") is a leading provider of financial services, with our headquarters located in Atlanta, Georgia. We are an organization driven by our Company purpose of *Lighting the Way to Financial Well-Being* — helping instill a sense of confidence in the financial circumstances of clients, communities, teammates, and owners is at the center of everything we do. Our principal subsidiary is SunTrust Bank ("the Bank"). The Company was incorporated in the State of Georgia in 1984 and offers a full line of financial services for consumers, businesses, corporations, institutions, and not-for-profit entities, both through branches (located primarily in Florida, Georgia, Virginia, North Carolina, Tennessee, Maryland, South Carolina, and the District of Columbia) and through other digital and national delivery channels. The Bank offers deposit, credit, mortgage banking, and trust and investment services to its clients through a selection of full-, self-, and assisted-service channels, including branch, call center, Teller ConnectTM machines, ATMs, online, mobile, and tablet. Other subsidiaries provide capital markets, securities brokerage, investment banking, and wealth management services. At December 31, 2018, the Company had total assets of \$216 billion and total deposits of \$163 billion.

We operate two business segments: Consumer and Wholesale, with functional activities included in Corporate Other. Additional information regarding our businesses and subsidiaries, including the merger of our STM and Bank legal entities in the third quarter of 2018, is included in the information set forth in Item 7, MD&A, as well as Note 22, "Business Segment Reporting," to the Consolidated Financial Statements in this Form 10-K.

Merger Agreement with BB&T

On February 7, 2019, SunTrust entered into an Agreement and Plan of Merger (the "Merger Agreement") with BB&T Corporation ("BB&T"), a North Carolina corporation. The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, SunTrust will merge with and into BB&T (the "Merger"), with BB&T as the surviving entity in the Merger. Immediately following the Merger, SunTrust's wholly owned subsidiary, SunTrust Bank, will merge with and into BB&T's wholly owned subsidiary, Branch Banking and Trust Company (the "Bank Merger"), with Branch Banking and Trust Company as the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the Board of Directors of each of BB&T and SunTrust.

Upon the terms and subject to the conditions set forth in the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each issued share of common stock, par value \$1.00 per share, of SunTrust ("SunTrust Common Stock") that is outstanding immediately prior to the Effective Time, other than certain shares held by SunTrust or BB&T, will be converted into the right to receive 1.295 shares of common stock (the "Exchange Ratio"), par value \$5.00 per share, of BB&T ("BB&T")

Common Stock"). Holders of SunTrust Common Stock will receive cash in lieu of fractional shares. At the Effective Time, (i) each outstanding share of perpetual preferred stock, Series A, Series B, Series F, Series G and Series H, of SunTrust (collectively, "SunTrust Preferred Stock") will be converted into the right to receive one share of an applicable newly issued series of BB&T preferred stock having the same terms as such share of SunTrust Preferred Stock, and (ii) each outstanding SunTrust equity award granted under SunTrust's equity compensation plans will be converted into a corresponding award with respect to BB&T Common Stock, with the number of shares underlying such award (and, in the case of stock options, the applicable exercise price) adjusted based on the Exchange Ratio. Each such BB&T equity award will continue to have the same terms and conditions as applied to the corresponding SunTrust equity award, except that, in the case of SunTrust performance stock unit awards, the number of shares underlying the converted BB&T equity award will be fixed based on actual performance for the portion of the applicable performance period through the Effective Time and target performance for the balance of the applicable performance period and such award will continue to vest after the Effective Time solely based on continued service. The Merger Agreement also provides, among other things, that as of the Effective Time, Kelly S. King, the current Chairman and Chief Executive Officer of BB&T, will continue to serve as Chairman and Chief Executive Officer of the surviving entity and of the surviving bank until September 12, 2021, at which time he will serve as Executive

Chairman of the surviving entity and the surviving bank until March 12, 2022. The Merger Agreement also provides that, as of the Effective Time, William H. Rogers, Jr., the current Chairman and Chief Executive Officer of SunTrust, will be appointed as a director and as President and Chief Operating Officer of the surviving entity and the surviving bank and will serve in such role until Mr. King is no longer serving as Chief Executive Officer of the surviving entity or the surviving bank, at which time Mr. Rogers will become Chief Executive Officer of the surviving entity and the surviving bank. Mr. Rogers will also become Chairman of the board of directors of the surviving entity and the surviving bank at such time as Mr. King is no longer serving as Executive Chairman. In addition, the board of directors of the surviving entity will be comprised of 22 directors, of which 11 will be former members of the Board of SunTrust and of which 11 will be former members of the board of directors of BB&T.

The Merger Agreement contains customary representations and warranties from both BB&T and SunTrust, and each party has agreed to customary covenants, including, among others, covenants relating to (1) the conduct of its business during the interim period between the execution of the Merger Agreement and the Effective Time, (2) its obligation to call a meeting of its shareholders to adopt the Merger Agreement, and, subject to certain exceptions, to recommend that its shareholders adopt the Merger Agreement, and (3) its non-solicitation obligations related to alternative acquisition proposals.

The completion of the Merger is subject to customary conditions, including (1) adoption of the Merger Agreement by SunTrust's shareholders and by BB&T's shareholders, (2) authorization for listing on the NYSE of the shares of BB&T Common Stock to be issued in the Merger, subject to official notice of issuance, (3) the receipt of required regulatory approvals, including the approval of the FRB, the FDIC, the North Carolina Commissioner of Banks and the Georgia Department of Banking and Finance, (4) effectiveness of the registration statement on Form S-4 for the BB&T Common Stock to be issued in the Merger, and (5) the absence of any order, injunction, decree or other legal restraint preventing the completion of the Merger or making the completion of the Merger illegal. Each party's obligation to complete the Merger is also subject to certain additional customary conditions, including (a) subject to certain exceptions, the accuracy of the representations and warranties of the other party, (b) performance in all material respects by the other party of its obligations under the Merger Agreement and (c) receipt by such party of an opinion from its counsel to the effect that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The Merger Agreement provides certain termination rights for both BB&T and SunTrust and further provides that a termination fee of \$1.121 billion will be payable by either BB&T or SunTrust, as applicable, upon termination of the Merger Agreement under certain circumstances.

Please refer to Item 1A, "Risk Factors—Merger-related Risks," for a discussion of certain risks related to our proposed Merger with BB&T.

Regulation and Supervision

We are limited under the BHC Act to banking, managing or controlling banks, and other activities that the FRB has determined to be closely related to banking. The Company, a BHC, elected to become a financial holding company pursuant to the GLBA, allowing it to engage in a broader range of activities that are (i) financial in nature or incidental to financial activities or (ii) complementary to a financial activity and do not pose a substantial risk to the safety and soundness of depository institutions or the financial system in general. These expanded services include securities underwriting and dealing, insurance underwriting, merchant banking, and insurance company portfolio investment, and are subject to the Volcker Rule and other restrictions discussed below.

As a financial holding company, the Company and its banking subsidiary are required to be "well capitalized" and "well managed" while maintaining at least a "satisfactory" CRA rating. In the event of noncompliance, the Federal Reserve may, among other things, limit the Company's ability to conduct these broader financial activities or, if the deficiencies persist, may require the Company to divest its banking subsidiary. Furthermore, if the Company does not have a satisfactory CRA rating, it may not commence any new financial activities, although the Company will still be allowed to engage in activities closely related to banking.

The Federal Reserve regulates BHCs under the BHC Act, with residual supervisory authority over "functionally regulated" subsidiaries such as the Company's broker-dealer and investment

adviser subsidiaries. Our non-banking subsidiaries are regulated by various other regulatory bodies with supervisory authority over the particular activities of those subsidiaries. For example, STRH and STIS are broker-dealers registered with the SEC and members of FINRA, and STAS is an investment advisor registered with the SEC. STIS is also an insurance agency registered with various state insurance departments.

The Bank is an FDIC-insured commercial bank chartered under the laws of the State of Georgia and is a member of the Federal Reserve System. In addition to regulation by the FRB, the Bank and the Company are regulated by the Georgia Department of Banking and Finance. The FDIC also has jurisdiction over certain activities of the Bank as an insured depository institution. As a Georgia-chartered commercial bank, the Bank's powers are limited to activities permitted by Georgia and federal banking laws. Generally, the Bank may engage in all usual banking activities, such as taking deposits, lending money, issuing letters of credit, currency trading, and offering safe deposit box services. As an umbrella supervisor under the GLBA's system of functional regulation, the FRB requires that financial holding companies operate in a safe and sound manner so that their financial condition does not threaten the viability of affiliated depository institutions.

The Dodd-Frank Act, among other things, implemented changes that affected the oversight and supervision of financial institutions, provided for a new resolution procedure for large financial companies, created the CFPB, introduced more stringent regulatory capital requirements and significant changes in the regulation of OTC

derivatives, reformed the regulation of credit rating agencies, increased controls and transparency in corporate governance and executive compensation practices, incorporated the Volcker Rule, required registration of advisers to certain private funds, and influenced significant changes in the securitization market. Dodd-Frank Act requirements typically apply to BHCs with greater than \$10 billion of consolidated assets, and the requirements increase at certain asset size thresholds (most notably, \$50 billion of consolidated assets and \$250 billion of consolidated assets). In May 2018, the Economic Growth, Regulatory Relief, and Consumer Protection Act was signed into law which amends provisions in the Dodd-Frank Act as discussed in the "Enhanced Prudential Standards" section below.

Enhanced Prudential Standards

BHCs with consolidated assets of \$50 billion or more have been subject to enhanced prudential standards and capital requirements. The Dodd-Frank Act directs the FRB to establish heightened prudential standards for (i) risk-based capital requirements and leverage limits, (ii) liquidity risk management requirements, (iii) overall risk management requirements, (iv) stress testing, (v) resolution planning, (vi) credit exposure and concentration limits, and (vii) early remediation actions that must be taken under certain conditions in the early stages of financial distress. In February 2014, the FRB adopted a final rule implementing enhanced liquidity and risk management requirements. This rule requires greater supervision and oversight of liquidity and general risk management by boards of

directors and includes capital planning and stress testing requirements. In addition, the rule requires publicly traded U.S. BHCs with total consolidated assets of \$10 billion or more to establish enterprise-wide risk committees. In May 2018, the Economic Growth, Regulatory Relief, and Consumer Protection Act ("EGRRCPA") amended provisions in the Dodd-Frank Act and other statutes administered by the FRB. Among these amendments are provisions to tailor applicability of certain of the enhanced prudential standards, and to increase the \$50 billion asset threshold in Section 165 of the Dodd-Frank Act to \$250 billion. The EGRRCPA increases the \$50 billion asset threshold in two stages. Immediately on the date of enactment, BHCs with total consolidated assets of less than \$100 billion were no longer subject to Section 165. Eighteen months after the date of enactment, the threshold is raised to \$250 billion. The EGRRCPA also provides that the FRB may apply any enhanced prudential standard to BHCs between \$100 billion and \$250 billion in total consolidated assets, subject to various qualifications and conditions. In October 2018, the OCC, FRB, and FDIC issued a joint NPR to address the tailoring provided for in the EGRRCPA for U.S. banking organizations with more than \$100 billion in total consolidated assets, based on four risk categories. The proposal reflects the primary changes effected by the EGRRCPA in the applicability of the Section 165 enhanced prudential standards to each category. As a Category IV banking organization, which includes banking organizations in the \$100 to \$250 billion in total assets range, the Company would be exempted from the Dodd-Frank Act company-run stress testing requirement, and would be subject to biennial supervisory stress-testing. Additionally, the Company would no longer be required to comply with the LCR though it would continue to be subject to modified liquidity risk management requirements, quarterly internal liquidity stress testing, and a liquidity buffer requirement. The applicability of these enhanced prudential standards and certain others effected by the EGRRCPA remains subject to regulatory uncertainty as the FRB has yet to propose rules and to issue guidance on various specific aspects of their applicability and associated reporting.

In February 2019, the FRB announced relief to certain less-complex BHCs as discussed in the "Capital Planning and Stress Testing" section below.

Enhanced Capital Standards

In July 2013, the U.S. banking regulators promulgated final rules substantially implementing the Basel III capital framework and various Dodd-Frank Act provisions (the "Capital Rules"). The Capital Rules increased regulatory capital requirements of U.S. banking organizations and revised the level at which the Bank becomes subject to corrective action as described in the "Prompt Corrective Action" section below. The "Collins" amendment to the Dodd-Frank Act required federal banking regulators to impose a generally applicable leverage capital ratio regardless of institution size and to phase out certain "hybrid" capital elements from Tier 1 capital treatment. The Company became subject to the Capital Rules on January 1, 2015. For additional information regarding the Capital Rules, including recent updates and/or changes to the rules and related requirements,

refer to the "Capital Resources" section of Item 7, MD&A, in this Form 10-K.

Distributions

There are various legal and regulatory limits on the extent to which the Bank may pay dividends or otherwise supply funds to its Parent Company. Federal and state bank regulatory agencies have the authority to prevent the Bank from paying dividends or engaging in any other activity that, in the opinion of the agency, would constitute an unsafe or unsound practice. Restrictions on capital distributions, share repurchases and redemptions, and discretionary bonus payments to executive officers are imposed on banks and their parent companies that are unable to sustain the capital conservation buffer above the minimum CET1, Tier 1, and Total capital ratios. The capital conservation buffer is an amount above the minimum levels designed to ensure that banks remain well-capitalized, even in adverse economic scenarios.

See additional discussion of Basel III in the "Capital Resources" section of Item 7, MD&A, in this Form 10-K.

Mandatory Liquidity Coverage Ratio and Net Stable Funding Ratio

In September 2014, the FRB, OCC, and the FDIC approved rulemaking that established, for the first time, a quantitative minimum LCR for large, internationally active banking organizations, and a less stringent LCR ("modified

LCR") for BHCs with less than \$250 billion in total assets, such as the Company. The LCR requires a banking entity to maintain sufficient liquidity to withstand an acute 30-day liquidity stress scenario. The LCR became effective for the Company on January 1, 2016, with a minimum requirement of 90% of high-quality, liquid assets to total net cash outflows. Full compliance of 100% was required beginning January 1, 2017. The Company has met LCR requirements within the regulatory timelines and at December 31, 2018, its LCR was above the 100% regulatory requirement.

On December 19, 2016, the FRB published the final rule, promulgated as Regulation WW, which requires us to publicly disclose qualitative and quantitative information, with certain qualifications and permitted limitations related to information that is proprietary or confidential to the Company, about (i) certain components of our LCR calculation in a standardized tabular format (LCR disclosure template) and (ii) factors that have significant effect on the LCR, to facilitate an understanding of our calculations and results. The rule aims to promote market discipline by providing the public with comparable liquidity information about covered companies. The disclosures must be made on a covered company's public internet site or in a public financial or regulatory report. The disclosures must remain available to the public for at least five years from the time of initial disclosure. Covered companies subject to modified LCR, including the Company, were required to comply with disclosure requirements under this final rule for quarterly periods ending after October 1, 2018. The LCR disclosure can be found on the Company's investor relations website at http://investors.suntrust.com.

On May 3, 2016, the FRB, OCC, and the FDIC proposed a rule to implement the NSFR. The proposal would require large U.S. banking organizations to maintain a stable funding profile

over a one-year horizon. The FRB proposed a modified NSFR requirement for bank holding companies with greater than \$50 billion but less than \$250 billion in total consolidated assets and less than \$10 billion in total on balance sheet foreign exposure. As proposed, the rule would require us to publicly disclose our NSFR and the components of the NSFR each calendar quarter. The agencies intend the NSFR to complement the LCR, liquidity risk management, and stress testing requirements under the FRB's Regulation YY (enhanced prudential standards for BHCs with total consolidated assets of \$50 billion or more). The proposed rule contains an implementation date of January 1, 2018; however, a final rule has not yet been issued.

As discussed in the "Enhanced Prudential Standards" section above, in October 2018, the OCC, FRB, and FDIC issued a joint NPR to tailor the application of the enhanced prudential standards. Under the proposal, four categories of standards would be applied to U.S. banking organizations based on size, complexity and other risk-based factors. If the NPR is finalized as proposed, the Company, classified as Category IV, would no longer be subject to the mandatory LCR and the proposed NSFR. Internal liquidity stress testing, liquidity buffer, and liquidity risk management requirements would still apply.

See additional discussion of the LCR and NSFR in the "Liquidity Risk Management" section of Item 7, MD&A, in this Form 10-K.

Capital Planning and Stress Testing

Pursuant to the Dodd-Frank Act, BHCs are required to conduct company-run stress tests and are subject to supervisory stress tests conducted by the FRB. BHCs with more than \$10 billion in total consolidated assets must conduct an annual company-run stress test, and those with total consolidated assets exceeding \$50 billion must conduct an additional mid-cycle stress test. For company-run stress tests, BHCs use the same planning horizon, capital action assumptions, and scenarios as those used in the supervisory stress tests. Stress testing is designed to assess whether the covered company's capital is sufficient to absorb losses during stressful conditions, while meeting obligations to creditors and counterparties, and, to the extent applicable, continuing to serve as credit intermediaries. The Company also is subject to supervisory stress testing requirements under the FRB's Capital Plan Rule, which the FRB implements as part of its CCAR process. CCAR is a broad supervisory program that includes stress testing and assesses a covered company's practices for determining capital needs, including its risk measurement and management practices, capital planning and decision-making, and associated internal controls and governance. The Company is required to publish a summary of the results of its annual stress test, and the FRB publishes the results of the stress testing under adverse and severely adverse scenarios.

The Capital Plan Rule finalized in late 2011 requires a U.S. BHC with consolidated assets of \$50 billion or more to develop and maintain a capital plan that is reviewed and approved by its board of directors or a committee thereof. Capital plans are intended to allow the FRB to assess the BHC's systems and processes of incorporating forward-looking projections of assets and liabilities, revenues and losses, and to monitor and maintain their internal capital adequacy. Under the Capital Plan Rule, each

capital plan must address, among other capital actions, projected capital ratios under stress scenarios, planned dividends and other capital distributions, and share repurchases over a minimum nine quarter planning horizon. Prior to implementing a capital plan, a non-objection notification must be received from the FRB. If the FRB objects to our capital plan, we may not make certain capital distributions until the FRB's non-objection to the distribution is received.

In January 2017, the FRB released a final rule that revised capital plan and stress test rules, whereby certain BHCs with less than \$250 billion in total consolidated assets, including the Company, are no longer subject to the qualitative component of the FRB's annual CCAR. The final rule also modified certain regulatory reports to collect additional information on nonbank assets and to reduce reporting burdens for large and noncomplex firms.

As discussed in the "Enhanced Prudential Standards" section above, in October 2018, the OCC, FRB, and FDIC issued a joint NPR to tailor the application of the enhanced prudential standards. Under the proposal, four categories of standards would be applied to U.S. banking organizations based on size, complexity and other risk-based factors. If the NPR is finalized as proposed, the Company, classified as Category IV, would no longer be required to conduct company-run stress tests nor to conduct mid-cycle stress tests. The Company would be subject to biennial supervisory

stress tests and would still be required to submit an annual capital plan.

In February 2019, the FRB announced that certain less-complex BHCs with less than \$250 billion in assets, including the Company, would not be subject to supervisory stress testing, company-run stress testing, or CCAR for 2019. For additional information regarding Capital Planning and Stress Testing, refer to the "Capital Resources" section of Item 7, MD&A, in this Form 10-K.

Regulatory Regime for Swaps

The Dodd-Frank Act established a new comprehensive regulatory regime for the OTC swaps market, aimed at increasing transparency and reducing systemic risk in the derivatives markets, including requirements for central clearing, exchange trading, capital, margin, reporting, and recordkeeping. The Dodd-Frank Act requires that certain swap dealers register with one or both of the SEC and CFTC, depending on the nature of the swaps business. The Bank provisionally registered with the CFTC as a swap dealer, subjecting the Bank to new requirements under this regulatory regime including trade reporting and record keeping requirements, margin requirements, business conduct requirements (including daily valuations, disclosure of material risks associated with swaps and disclosure of material incentives and conflicts of interest), and mandatory clearing and exchange trading requirements for certain standardized swaps designated by the CFTC. Subject to the SEC's finalization of certain rules applicable to security-based swaps, which the SEC has re-proposed and remain in flux, the Bank expects to register with the SEC as a security-based swap dealer. Such registration will subject the Bank's security-based swaps business to similar Dodd-Frank Act requirements, including trade reporting, business conduct standards, recordkeeping, margin, and potentially mandatory clearing and exchange requirements. In

2020, our derivatives business involving uncleared swaps is expected to become subject to initial margin requirements established by the FRB, which may exceed current market practice.

Resolution Planning

BHCs with total consolidated assets of \$50 billion or more must submit resolution plans to the FRB and FDIC addressing the company's strategy for rapid and orderly resolution in case of material financial distress or failure. The FRB and FDIC have widely promoted resolution plans as core elements of reforms intended to mitigate risks to the U.S. financial system and to end the "too big to fail" status of the largest financial institutions. Covered institutions are expected to file their resolution plans annually or at the direction of regulators, regardless of the financial condition or nature of operations of the institution. If a plan is not credible, the Company and the Bank may be restricted in expansionary activities, or be subjected to more stringent capital, leverage, or liquidity requirements. The Company and the Bank submitted resolution plans to the FRB and FDIC in December 2015. During 2016, the FRB and FDIC waived the covered financial institutions' requirement to file their resolution plans. The FRB and FDIC provided feedback regarding the Company's and the Bank's 2015 resolution plans during 2017. The Company submitted its updated resolution plan to the FRB in December 2017. The Bank updated its resolution plan to be responsive to feedback received and submitted it to the FDIC in June 2018.

The FDIC issued a final rule in November 2016 requiring insured depository institutions with more than two million deposit accounts to create and maintain comprehensive and detailed deposit account records to facilitate the determination of FDIC insured deposits in the event of a bank failure. Under the rule, the FDIC must be able to use the failing bank's systems, data, and staff to calculate the insured and uninsured amounts for each depositor and place holds on portions of uninsured deposits. The Bank will be required to be in compliance with this rule by May 2020.

Deposit Insurance

The Bank's depositors are insured by the FDIC up to the applicable limits, which is currently \$250,000 per account ownership type. The FDIC provides deposit insurance through the DIF, which the FDIC maintains by assessing depository institutions, including the Bank, an insurance premium. The Dodd-Frank Act changed the statutory regime governing the DIF. By September 30, 2020, the FDIC must increase the amount in the DIF to 1.35% of insured deposits, impose a premium on banks to reach this goal, and offset the effect of assessment increases for institutions with less than \$10 billion in total consolidated assets. In March 2016, the FDIC issued a final rule to address this surcharge on banks by collecting those premiums from banks with more than \$10 billion in consolidated assets. This surcharge began in the third quarter of 2016. In November 2018, the FDIC announced that the DIF reached the 1.35% target threshold and that the surcharge would be discontinued effective with the fourth quarter of 2018 assessment.

Source of Strength

FRB policy requires BHCs to act as a source of financial strength to each subsidiary bank and to commit resources to support each subsidiary. This policy was codified in the Dodd-Frank Act, though no regulations have been proposed to define the scope of this financial support.

Anti-Money Laundering ("AML"), PATRIOT ACT; OFAC Sanctions

Anti-money laundering measures and economic sanctions have long been a matter of regulatory focus in the U.S. The Currency and Foreign Transactions Reporting Act of 1970, commonly referred to as the "Bank Secrecy Act" or "BSA," requires U.S. financial institutions to assist U.S. government agencies to detect and prevent money laundering by imposing various reporting and recordkeeping requirements on financial institutions. Passage of the Patriot Act renewed and expanded this focus, extending greatly the breadth and depth of anti-money laundering measures required under the BSA. The Patriot Act requires all financial institutions to establish certain anti-money laundering compliance and due diligence programs, including enhanced due diligence policies, procedures, and controls for certain types of relationships deemed to pose heightened risks. In cooperation with federal banking regulatory agencies, the Financial Crimes Enforcement Network ("FinCEN") is responsible for implementing, administering, and enforcing BSA compliance.

Federal banking regulators and FinCEN continue to emphasize their expectation that financial institutions establish and implement robust BSA/AML compliance programs. Consistent with this supervisory emphasis, in August 2014, FinCEN issued an advisory stressing its expectations for financial institutions' BSA/AML compliance programs,

including specific governance, staffing and resource allocation, and testing and monitoring requirements. Furthermore, FinCEN proposed a rule that would require financial institutions to obtain beneficial ownership information from all legal entities with which they conduct business.

OFAC has primary responsibility for administering and enforcing economic and trade sanctions, which are broad-based measures, derived from U.S. foreign policy and national security objectives. These sanctions are imposed on designated foreign countries and persons, terrorists, international narcotics traffickers, and persons involved in activities relating to proliferation of weapons of mass destruction. While the sanctions laws are separate from the BSA and AML laws, these regimes overlap in purpose. All U.S. persons must comply with U.S. sanctions laws. The Company must ensure that its operations, including its provision of services to clients, are designed to ensure compliance with U.S. sanctions laws. Among other things, the Company must block accounts of, and transactions with, sanctioned persons and report blocked transactions after their occurrence.

Over the past several years, federal banking regulators, FinCEN, and OFAC have increased supervisory and enforcement attention on U.S. anti-money laundering and sanctions laws, as evidenced by a significant increase in enforcement activity, including several high profile enforcement actions. Several of these actions have addressed violations of

AML laws, U.S. sanctions laws, or both, resulting in the imposition of substantial civil monetary penalties. In both the BSA/AML and sanctions areas, enforcement actions have increasingly focused on publicly identifying individuals and holding those individuals, including compliance officers, accountable for deficiencies in BSA/AML compliance programs. State attorneys general and the DOJ have also pursued enforcement actions against banking entities alleged to have willfully violated AML and U.S. sanctions laws.

Consumer Financial Protection

The CFPB, established by the Dodd-Frank Act, has broad rulemaking, supervisory, and enforcement powers under various federal consumer financial protection laws. Furthermore, the CFPB is authorized to engage in consumer financial education, track consumer complaints, request data, and promote the availability of financial services to under-served consumers and communities. The CFPB has primary examination and enforcement authority over institutions with assets of \$10 billion or more. We are subject to a number of federal and state consumer protection laws, including the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act, the Service Members Civil Relief Act, the Military Lending Act, and these laws' respective state-law counterparts. The Company also is subject to federal and state laws regarding unfair and deceptive acts and practices. Violations of applicable consumer protection laws can result in significant liability from litigation brought by customers, including actual damages, restitution, and attorneys' fees. In addition, federal bank regulators, state attorneys general, and state and local consumer protection agencies may pursue remedies, such as imposition of regulatory sanctions and penalties, restrictions on expansionary activities, and requiring customer rescission rights.

Prompt Corrective Action

The federal banking agencies have broad powers with which to require companies to take prompt corrective action to resolve problems of insured depository institutions that do not meet minimum capital requirements. The law establishes five capital categories for this purpose: (i) well-capitalized, (ii) adequately capitalized, (iii) undercapitalized, (iv) significantly undercapitalized, and (v) critically undercapitalized. The Capital Rules amended the thresholds in the prompt corrective action framework to reflect the higher capital ratios required in the Capital Rules. Under the Capital Rules, to be considered well-capitalized, an institution generally must have risk-based Total capital and Tier 1 capital ratios of at least 10% and 6%, respectively, and must not be subject to any order or written directive to meet and maintain a specific capital level for any capital measure. While the prompt corrective action rules apply to banks and not BHCs, the FRB is authorized to take actions at the holding company level. The banking regulatory agencies are required to take mandatory supervisory actions and have the discretion to take other actions, as to insured depository institutions in the three undercapitalized categories, the severity

of which depends on the assigned capital category. For example, an insured depository institution is generally prohibited from paying dividends or making capital distributions if it would be undercapitalized as a result. An undercapitalized institution must submit a capital restoration plan, which must be guaranteed up to certain amounts by its parent holding company. Significantly undercapitalized institutions may be subject to various requirements and restrictions, such as mandates to sell voting stock, reduce total assets, and limit or prohibit the receipt of correspondent bank deposits. Critically undercapitalized institutions are subject to appointment of a receiver or conservator.

Volcker Rule

Through the "Volcker Rule" and its implementing regulations, banking entities such as the Company and its affiliates are prohibited from engaging in proprietary trading and investing in, sponsoring, or having certain other relationships with, a private equity, hedge fund, or certain other types of private funds. There are limited exceptions to the prohibition on proprietary trading, such as trading in certain U.S. government or agency securities, engaging in certain underwriting or market-making activities, and certain hedging activities. There are also limited exceptions to the prohibitions on certain activities with covered private funds, such as for certain activities in connection with a banking entity's bona fide trust, fiduciary, or investment advisory business, as well as in connection with public welfare activities including low income housing finance. All permitted activities are subject to applicable federal or state laws,

restrictions or limitations that may be imposed by the regulator, including capital and quantitative limitations as well as diversification requirements, and must not, among other things, pose a threat to the safety and soundness of the banking entity or the financial stability of the U.S. The Volcker Rule also imposes extensive internal controls and recordkeeping requirements on banking organizations to ensure their compliance with the Volcker Rule. While regulators are revisiting certain aspects of the requirements of the Volcker Rule, including potentially less burdensome requirements for regional banks such as the Bank, such proposals are at a preliminary stage, are subject to change and it remains uncertain if they will be implemented.

Branching

The Dodd-Frank Act relaxed interstate branching restrictions by modifying the federal statute governing de novo interstate branching by state member banks. Consequently, a state member bank may open its initial branch in a state outside of the bank's home state by way of an interstate bank branch, so long as a bank chartered under the laws of that state would be permitted to open a branch at that location.

Restrictions on Affiliate Transactions

There are limits and restrictions on transactions between the Bank and its subsidiaries, on the one hand, and the Company and other Company subsidiaries, on the other hand. Sections 23A and 23B of the Federal Reserve Act and FRB's Regulation W, among other things, govern terms and conditions and limit the amount of extensions of credit, and the amount of collateral required to secure extensions of credit, by the Bank and its

subsidiaries to the Company and other Company subsidiaries and limit purchases of assets by the Bank and its subsidiaries from the Company and other Company subsidiaries. The Dodd-Frank Act significantly enhanced and expanded the scope and coverage of the limitations imposed by Sections 23A and 23B, specifically, by including derivative transactions as credit extensions subject to Sections 23A and 23B. Furthermore, the Dodd-Frank Act requires that conforming collateral be maintained for the duration of covered transactions, rather than only at the time of the transaction. The FRB has increased its scrutiny of Regulation W transactions and has supported its supervision over Regulation W compliance with information received through the resolution planning process. The FRB has yet to amend Regulation W or provide guidance in light of the Dodd-Frank Act's changes to Sections 23A and 23B of the Federal Reserve Act.

Incentive Compensation

In 2010, the FRB and other regulators jointly published final guidance for structuring incentive compensation arrangements at financial organizations. The guidance does not set forth any formulas or pay caps but contains certain principles that companies are required to follow with respect to employees and groups of employees that may expose the company to material amounts of risk. The three primary principles are (i) balanced risk-taking incentives, (ii) compatibility with effective controls and risk management, and (iii) strong corporate governance. The FRB monitors compliance with this guidance as part of its safety and soundness oversight.

In 2016, the FRB, SEC, and other regulators jointly published proposed rules on incentive compensation under Section 956 of the Dodd-Frank Act. The proposed rules would impose several substantive requirements on the form of our incentive compensation, including (i) requiring that incentive compensation payable to a "senior executive officer" or "significant-risk taker" be subject to a 7-year clawback requirement; (ii) requiring a substantial portion of incentive compensation payable to a "senior executive officer" or "significant-risk taker" to be deferred and subject to the risks of downward adjustment and forfeiture; (iii) prohibiting the acceleration of incentive compensation that is required to be deferred, other than in the event of death or disability; (iv) limiting the amount of incentive compensation payable to "senior executive officers" and "significant risk-takers" for the attainment of performance measures in excess of target measures (to 125% and 150% of the target amount for "senior executive officers" and "significant risk-takers," respectively); and (v) requiring the implementation of an independent risk management framework. Most of the federal regulatory agencies charged with jointly implementing Section 956 of the Dodd-Frank Act have not included a reference to these proposed rules in their most recent regulatory agendas. As a result, it is not certain if or when the final rules will be issued.

Privacy and Cybersecurity

We are subject to many U.S. federal, state, and other laws and regulations governing requirements for maintaining policies and procedures to protect non-public confidential information of our customers. The GLBA requires us to periodically disclose our

privacy policies and practices relating to sharing such information and permits consumers to opt out of our ability to share information with unaffiliated third parties under certain circumstances. Other laws and regulations, at both the federal and state level, impact our ability to share certain information with affiliates and non-affiliates for marketing or non-marketing purposes, or both, or to contact customers with marketing offers. The GLBA also requires banking institutions to implement a comprehensive information security program that includes administrative, technical, and physical safeguards to ensure the security and confidentiality of customer records and information. These security and privacy policies and procedures, for the protection of personal and confidential information, are in effect across all businesses and geographic locations. Refer to the "Enterprise Risk Management" section in Item 7 of this Form 10-K for additional information regarding privacy and cybersecurity risk management and oversight.

Acquisitions

Our ability to grow through acquisitions is limited by various regulatory approval requirements. The FRB's prior approval is required if we wish to (i) acquire all, or substantially all, of the assets of any bank, (ii) acquire direct or indirect ownership or control of more than 5% of any class of voting securities of any bank or thrift, or (iii) merge or consolidate with any other BHC.

Pursuant to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as amended by the Dodd-Frank Act, bank holding companies from any state may acquire banks located in any other state, subject to certain conditions, including concentration limits. Additionally, the BHC Act enumerates the factors the FRB must consider when reviewing the merger of BHCs, the acquisition of banks, or the acquisition of voting securities of a bank or BHC. These factors include the competitive effects of the proposal in the relevant geographic markets, the financial and managerial resources and future prospects of the companies and banks involved in the transaction, the effect of the transaction on the financial stability of the U.S., the organizations' compliance with anti-money laundering laws and regulations, the convenience and needs of the communities to be served, and the records of performance, under the CRA, of the insured depository institutions involved in the transaction. In addition, in cases involving interstate bank acquisitions, the FRB must consider the concentration of deposits nationwide and in certain individual states. Under the Dodd-Frank Act, a BHC is generally prohibited from merging, consolidating with, or acquiring another company if the resulting company's liabilities upon consummation would exceed 10% of the aggregate liabilities of the U.S. financial sector, including the U.S. liabilities of foreign financial companies.

Competition

We face competition from domestic and foreign lending institutions and numerous other providers of financial services. The Company competes using a client-centered model that focuses on working together as OneTeam to deliver high quality advice and service, while offering a broad range of products and services. We believe this approach better positions us to increase loyalty and deepen existing relationships, while also attracting new customers. Furthermore, the Company maintains a strong

branch presence within the high-growth Southeast and Mid-Atlantic U.S., complemented by a national focus across most of its lines of business, thereby enhancing our competitive position. While we believe the Company is well positioned within the highly competitive financial services industry, the industry could become even more competitive as a result of legislative, regulatory, economic, and technological changes, as well as continued consolidation. The ability of non-banking entities to provide services previously limited to commercial banks has intensified competition. Because non-banking entities are not subject to many of the same regulatory supervision and restrictions as banks and bank holding companies, they can often operate with greater flexibility and with lower cost and capital structures. However, non-banking entities may not have the same access to deposit funds or government programs and, as a result, those non-banking entities may elect, as some have done, to become financial holding companies to gain such access. Securities firms and insurance companies that elect to become financial holding companies may acquire banks and other financial institutions, which could further alter the competitive environment in which we conduct business. In addition, the ability to access and use technology is an increasingly significant competitive factor in the financial services industry. Having the right technology is a critically important component to client satisfaction as it affects our ability to deliver the products and services that clients desire, in a manner that they find convenient and attractive. Banks generally are facing increased competition from products and services offered by non-bank financial technology companies, particularly related to payment services and lending.

Employees

At December 31, 2018, the Company had 22,899 full-time equivalent employees. None of the employees within the Company are subject to a collective bargaining agreement. Management considers its employee relations to be in good standing.

Additional Information

See also the following additional information, which is incorporated herein by reference: Business Segments (under the captions "Business Segments" and "Business Segment Results" in Item 7, MD&A, in this Form 10-K, and Note 22, "Business Segment Reporting," to the Consolidated Financial Statements

in Item 8, Financial Statements and Supplementary Data, of this Form 10-K); Net Interest Income (under the captions "Net Interest Income/Margin (FTE)" in the MD&A and "Selected Financial Data" in Item 6); Securities (under the caption "Investment Securities" in the MD&A and Note 6 to the Consolidated Financial Statements); Loans and Leases (under the captions "Loans," "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Allowance for Credit Losses," and "Nonperforming Assets" in the MD&A and "Loans" and "Nonperforming Assets" and "Nonperforming for Credit Losses" in Notes 7 and 8, respectively, to the Consolidated Financial Statements); Deposits (under the caption "Deposits" in the MD&A); Short-Term Borrowings (under the caption "Short-Term Borrowings" in the MD&A and Note 13, "Borrowings and Contractual Commitments," to the Consolidated Financial Statements); Trading Activities and Trading Assets and Liabilities (under the caption "Trading Assets and Liabilities and Derivative Instruments" in the MD&A and "Trading Assets and Liabilities and Derivative Instruments" and "Fair Value Election and Measurement" in Notes 5 and 20, respectively, to the Consolidated Financial Statements); Market Risk Management (under the caption "Market Risk Management" in the MD&A); Liquidity Risk Management (under the caption "Liquidity Risk Management" in the MD&A); Credit Risk Management (under the caption "Credit Risk Management" in the MD&A); and Operational Risk Management (under the caption "Operational Risk Management" in the MD&A). The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge on the Company's investor relations website at http://investors.suntrust.com, as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC. Furthermore, on the Company's investor relations website, the Company makes available, under the heading "Governance" its (i) codes of ethics for the Board, senior financial officers, and employees, (ii) its Corporate Governance Guidelines, and (iii) the charters of SunTrust Board committees. If the Company makes changes in, or provides waivers from, the provisions of any of its codes of ethics that the SEC requires it to disclose, the Company intends to disclose these events in the "Governance" section of its investor relations website. Reports filed or furnished to the SEC are also available through the SEC's website at http://www.sec.gov.

Item 1A. RISK FACTORS

The risks described in this Form 10-K are not the only risks we face. Additional risks that are not presently known or that we deem to be immaterial also may have a material adverse effect on our financial condition, results of operations, business, and prospects.

Merger-related Risks

Failure to complete the merger with BB&T (the "Merger") could negatively impact our stock price and our future business and financial results.

If the Merger is not completed for any reason, our ongoing business may be adversely affected and, without realizing any of the benefits of having completed the Merger, we would be subject to a number of risks, including the following:

we may experience negative reactions from the financial markets, including negative impacts on our stock price we may experience negative reactions from our customers, vendors and teammates

we will have incurred substantial expenses and will be required to pay certain costs relating to the Merger, including legal, accounting, investment banking and advisory fees, whether or not the Merger is completed we will have been bound by certain restrictions on the conduct of our business prior to completion of the Merger; such restrictions, the waiver of which is subject to the consent of BB&T (not to be unreasonably withheld, conditioned or delayed), may prevent us from making certain acquisitions or taking certain other specified actions during the pendency of the Merger

our management team will have devoted substantial time and resources to matters relating to the Merger (including integration planning), and would otherwise have devoted their time and resources to other opportunities that may have been beneficial to us as an independent financial institution

In addition to the above risks, if the Agreement and Plan of Merger (the "Merger Agreement") is terminated and our Board seeks another merger or business combination, the market price of our common stock could decline, which could make it more difficult to find a party willing to offer equivalent or more attractive consideration than the consideration BB&T has agreed to provide in the Merger. If the Merger Agreement is terminated under certain circumstances, we may be required to pay a termination fee of \$1.121 billion to BB&T, which may adversely affect the price of our common stock.

We will be subject to uncertainties while the Merger is pending, which could adversely affect our business.

Uncertainty about the effect of the Merger on teammates and customers may have an adverse effect on us. These uncertainties may impair our ability to attract, retain and motivate key personnel until the Merger is consummated and for a period of time thereafter, and could cause customers and others that deal with us to seek to change their existing business relationships with us. Teammate retention may be particularly

challenging during the pendency of the Merger, as teammates may experience uncertainty about their roles with the surviving corporation following the Merger. In addition, the Merger Agreement restricts us from making certain acquisitions and taking other specified actions without the consent of BB&T, and generally requires us to continue our operations in the ordinary course, until the Merger closes. These restrictions may prevent us from pursuing attractive business opportunities that may arise prior to the completion of the Merger or may otherwise adversely affect our ongoing business and operations.

The Merger Agreement may be terminated in accordance with its terms and the Merger may not be completed. The Merger Agreement is subject to a number of conditions which must be fulfilled in order to complete the Merger. Those conditions include: the approval of the Merger by our and BB&T's shareholders; the receipt of authorization for

listing on the NYSE of the shares of BB&T Common Stock to be issued in the Merger; the receipt of all required regulatory approvals; the effectiveness of the registration statement on Form S-4 for the shares of BB&T Common Stock to be issued in the Merger; the absence of any order, injunction or other legal restraint preventing the completion of the Merger or making the Merger illegal; subject to certain exceptions, the accuracy of representations and warranties under the Merger Agreement; our and BB&T's performance of our and their respective obligations under the Merger Agreement in all material respects; and each of our and BB&T's receipt of a tax opinion to the effect that the Merger will be treated as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. These conditions to the closing of the Merger may not be fulfilled in a timely manner or at all, and, accordingly, the Merger may be delayed or may not be completed.

We and BB&T may elect to terminate the Merger Agreement under certain circumstances. Among other situations, if the Merger is not completed by February 7, 2020, either we or BB&T may choose not to proceed with the Merger (unless the failure of the closing to occur by such date was due to the failure of the party seeking to terminate the Merger Agreement to perform or observe the obligations, covenants and agreements of such party set forth in the Merger Agreement). We and BB&T can also mutually decide to terminate the Merger Agreement at any time. If the Merger Agreement is terminated, under certain limited circumstances we may be required to pay a termination fee of \$1.121 billion to BB&T.

Because the market price of BB&T Common Stock may fluctuate, our shareholders cannot be certain of the precise value of the merger consideration they may receive in the Merger.

At the time the Merger is completed, each issued and outstanding share of our common stock (other than certain shares held by us or BB&T) will be converted into the right to receive 1.295 shares of BB&T Common Stock. There will be a time lapse between each of the date of the proxy statement/prospectus for the shareholders meeting to adopt the Merger Agreement, the date on which our shareholders

vote to approve the Merger Agreement, and the date on which our shareholders entitled to receive shares of BB&T Common Stock actually receive such shares. The market value of BB&T Common Stock may fluctuate during these periods as a result of a variety of factors, including general market and economic conditions, changes in BB&T's businesses, operations and prospects, and regulatory considerations. Many of these factors are outside of our and BB&T's control. In addition, if the Merger is completed, the combined company may be subject to risks from operations that SunTrust does not have today, such as BB&T's extensive insurance agency business. Consequently, at the time that our shareholders must decide whether to approve the Merger Agreement, they will not know the actual market value of the shares of BB&T Common Stock they will receive when the Merger is completed. The actual value of the shares of BB&T Common Stock received by our shareholders will depend on the market value of shares of BB&T Common Stock at the time the Merger is completed. This market value may be less or more than the value used to determine the exchange ratio stated in the Merger Agreement.

Our ability to complete the Merger is subject to the receipt of approval from various federal and state regulatory agencies, which may impose conditions that could adversely affect us or cause the Merger to be abandoned.

Before the Merger may be completed, we must obtain the approval of various federal and state regulatory agencies, including the FRB, the FDIC, the North Carolina Commissioner of Banks, and the Georgia Department of Banking and Finance. These regulators may impose conditions on the completion of the Merger, and any such conditions could have the effect of delaying completion of the Merger or causing a termination of the Merger Agreement. There can be no assurance as to whether regulatory approval will be received, the timing of that approval, or whether any conditions will be imposed.

Shareholder litigation could prevent or delay the closing of the proposed Merger or otherwise negatively impact our business and operations.

We may incur additional costs in connection with the defense or settlement of any shareholder lawsuits filed in connection with the proposed Merger. Such litigation could have an adverse effect on our financial condition and results of operations and could prevent or delay the consummation of the Merger.

Regulatory Risks

Current or future legislation or regulation could require us to change our business practices, reduce revenue, impose additional costs, or otherwise adversely affect business operations or competitiveness.

As a financial institution, we are subject to extensive state and federal regulation in the U.S. and in those jurisdictions outside of the U.S. where we conduct certain limited operations. This regulation, together with increased reporting and significant existing and proposed legislation and regulatory requirements, limit the manner in which we do business and

may restrict our ability to compete in our current businesses; to engage in new or expanded business; to offer certain products and services; reduce or limit our revenue; subject us to increased and additional fees, assessments, or taxes; and otherwise adversely affect our business and operations. Our failure to comply with the laws, regulations, and rules governing our business may result in fines, sanctions (including restrictions on business activities), and damage to reputation. Further, regulators and bank supervisors continue to exercise qualitative supervision and regulation of our industry and specific business operations and related matters, such as capital and liquidity requirements, AML and OFAC compliance programs, and incentive compensation. Any failure to satisfy regulators' substantive and qualitative expectations may adversely affect our business and operations. Violations of laws and regulations or deemed deficiencies in risk management or other qualitative practices also may be incorporated into the Company's bank supervisory ratings. A downgrade in these ratings, or other regulatory actions and settlements, can limit our ability to

pursue acquisitions or conduct other expansionary activities for a period of time and require new or additional regulatory approvals before engaging in certain other business activities.

Also, the amounts paid by financial institutions in settlement of proceedings or investigations and the severity of other terms of regulatory settlements can be extensive. In some cases, governmental authorities have required criminal pleas, admissions of wrongdoing, imposed limitations on asset growth, managerial changes, or other extraordinary terms as part of such settlements, which could have significant consequences for a financial institution, including loss of customers, restrictions on the ability to access the capital markets, and the inability to operate certain businesses or offer certain products for a period of time. These enforcement trends also increase the exposure of financial institutions to civil litigation and reputational damage, which could lead to the loss of customers.

As the primary focus of financial services regulation is the protection of depositors, FDIC funds, consumers, and the banking system as a whole, and not protection of shareholders, this regulation may be adverse to our owners' interests. Legislation or regulation also may impose unexpected or unintended consequences, the impact of which is difficult to predict. For example, certain aspects of recent U.S. federal income tax reform could have a negative impact on our business. The 2017 Tax Act limited or eliminated certain income tax deductions, such as the net business interest expense deduction, the home mortgage interest deduction, and the deduction of interest on home equity loans. The limitation or elimination of these deductions, especially those that limit or eliminate the deductibility of interest paid on loans, could adversely affect demand for certain types of our products, such as home equity loans or jumbo mortgages.

Other additional regulation that may be adopted could have a material adverse effect on our business operations, income, and competitive position, in addition to other negative consequences.

For more detailed information regarding the regulatory framework to which we are subject, and a discussion of key aspects of the Dodd-Frank Act, see the "Regulation and

Supervision" section within Item 1, "Business," of this Form 10-K.

We are subject to stringent capital adequacy and liquidity requirements and our failure to meet these would adversely affect our financial condition.

We, together with our banking subsidiary and broker-dealer subsidiaries, must satisfy various and substantial capital and liquidity requirements, subject to qualitative and quantitative review and assessment by our regulators. Regulatory capital and liquidity requirements constrain how we use our capital and manage our balance sheet, and can restrict our ability to pay dividends or to make stock repurchases.

Additionally, our regulatory requirements increase as our size increases. We become subject to enhanced capital and/or liquidity requirements after our consolidated assets exceed \$250 billion or our on-balance sheet foreign exposure exceeds \$10 billion, and our regulators may expect us to begin voluntarily complying with those requirements as we approach that size.

Market Risks

The monetary and fiscal policies of the federal government and its agencies could have a material adverse effect on our earnings.

The Federal Reserve regulates the supply of money and credit in the U.S. Its policies can significantly impact the cost of funds for lending and investing, as well as the return earned on those loans and investments, both of which can have an impact on our net interest income. They can also materially affect the value of financial assets we hold, such as debt securities, hedging instruments such as swaps, and mortgage servicing rights. The resulting impact on interest rates as a result of Federal Reserve policies can also adversely affect borrowers through higher debt servicing cost and potentially increase the risk that they may fail to repay their loan obligations. Federal Reserve policies could also create asset bubbles resulting from prolonged periods of accommodative policy, which could in turn cause volatile markets and rapidly declining collateral values. Changes in Federal Reserve policies are beyond our control and difficult to predict; consequently, the impact of these changes on our activities and results of operations is also difficult to predict.

Our financial results have been, and may continue to be, materially affected by general economic conditions, and a deterioration of economic conditions or of the financial markets may materially adversely affect our lending activity or other businesses, as well as our financial condition and results.

We generate revenue primarily from interest and fees charged on loans and other products and services that we provide. In particular, a substantial amount of our revenue and earnings come from the net interest income and fee income that we earn within our Consumer and Wholesale business segments. These business segments have been, and may continue to be, materially affected by the state of the U.S. economy. Although the U.S. economy has continued to gradually improve from the

severely depressed levels experienced during the last economic recession, economic growth has been slow and uneven and the future economic growth environment is not certain. Financial uncertainty stemming from volatility in oil and commodity prices, a strong U.S. dollar which adversely impacts exports and GDP, the rising level of U.S. debt and budgetary matters, a rapidly changing interest rate environment in the U.S., geopolitical tensions, trade disputes, uncertainty with regards to the U.S. political landscape and the impacts of any changes in law, regulation and policy, eroding business confidence and other effects of U.S. government shutdowns, tariffs, and potential contagion from deceleration of economic activity in other large countries have impacted and may continue to impact the continuing global economic recovery.

A prolonged period of slow growth in the U.S. economy as a whole or in any regional markets that we serve, any deterioration in economic conditions or the financial markets resulting from the above matters, or any other events or factors that may disrupt or dampen the economic recovery, could materially adversely affect our financial condition

and results. Also, any unanticipated deterioration in global economic conditions could adversely impact the domestic economy or financial markets, which could in turn negatively impact our borrowers or other counterparties that have direct or indirect exposure to these regions, and/or contribute to a flat or inverted yield curve. For example, the final terms of the United Kingdom's ongoing negotiations regarding its withdrawal from the European Union (commonly referred to as "Brexit") remain uncertain, and could adversely impact economic and/or market conditions for us and our third parties. Global disruptions can undermine investor confidence, cause a contraction of available credit, or create extreme market volatility, any of which could have significant adverse effects on our businesses, results of operations, financial condition and liquidity; even if our direct exposure to the affected region is limited.

Further, if unemployment levels increase or if home prices decrease, we would expect to incur higher charge-offs and provision expense from increases in our allowance for credit losses. These conditions may adversely affect not only consumer loan performance but also C&I and CRE loans, especially for those businesses that rely on the health of industries or properties that may suffer from deteriorating economic conditions. The ability of these borrowers to repay their loans may be reduced, causing us to incur higher credit losses.

Deterioration in business and economic conditions may also erode consumer and investor confidence levels and/or result in a lower demand for loans by creditworthy customers, potentially reducing our interest income. It also could adversely affect financial results for our fee-based businesses, including our wealth management, investment advisory, trading, and investment banking businesses. We earn fee income from managing assets for clients and providing brokerage and other investment advisory and wealth management services. Because investment management fees are often based on the value of assets under management, a decrease in the market prices of those assets could reduce our fee income. Changes in stock or fixed income market prices or client preferences could affect the trading activity of investors, reducing commissions and other fees we earn from our brokerage business. Poor economic

conditions and volatile or unstable financial markets would likely adversely affect our capital markets-related businesses.

Changes in market interest rates or capital markets could adversely affect our revenue and expenses, the value of assets and obligations, as well as the availability and cost of capital and liquidity.

Market risk refers to potential losses arising from changes in interest rates, foreign exchange rates, equity prices, commodity prices, and other relevant market rates or prices. Interest rate risk, defined as the exposure of net interest income and MVE to adverse movements in interest rates, is our primary market risk, and mainly arises from the nature of the interest-earning assets and interest-bearing liabilities on our balance sheet. We are also exposed to market risk associated with our assets and liabilities measured at fair value (i.e., trading securities, derivative instruments, securities AFS, certain other equity securities, trading loans, certain LHFS and LHFI, residential MSRs, brokered time deposits, and certain structured notes and fixed rate issuances included in long-term debt). The ALCO meets regularly and is responsible for review of interest rate risk positioning and the establishment of policies to monitor and limit exposure to market risk. The policies established by the ALCO are reviewed and approved by our Board. See additional discussion of changes in market interest rates in the "Market Risk Management" section of Item 7, MD&A, in this Form 10-K.

Given our business mix, and the fact that most of our assets and liabilities are financial in nature, our balance sheet can be sensitive to, and we must closely monitor, movements in market interest rates and spreads as well as the performance of the financial markets. In addition to the impact of the general economy, changes in interest rates or in valuations in the debt or equity markets could directly impact us in one or more of the following ways:

The yield on earning assets and rates paid on interest-bearing liabilities may change in disproportionate ways; or The value of certain on-balance sheet and off-balance sheet financial instruments that we hold could change adversely.

Our net interest income is the difference between the interest we earn on loans, debt securities, and other earning assets we hold and the interest expense we pay on deposits, debt, and other rate-bearing liabilities. Net interest margin is the difference between the yield on our earning assets and the rate paid for deposits and other sources of funding. Our net interest income is a function of both our net interest margin and the amount of earning assets we hold and changes in either net interest margin or the amount of our earning assets could affect our net interest income and our earnings.

Changes in the absolute level of interest rates can affect our net interest margin. Although the yield we earn on our assets and our funding costs tend to move in the same direction in response to changes in interest rates, one can rise or fall faster than the other, causing our net interest margin to expand or contract. When interest rates rise, our funding costs may rise faster than the yield we earn on our assets, causing our net interest margin to contract. Higher interest rates may also tend

to result in lower mortgage production income and elevated charge-offs in certain categories of the loan portfolio. The amount and type of earning assets and rate-bearing liabilities that we hold can affect our yield, rate paid, and net interest margin. We hold earning assets in the form of loans and investment securities, among other assets. As noted above, if economic conditions deteriorate, we may see lower demand for loans by creditworthy customers, reducing our interest income. In addition, we may invest in lower yielding investment securities for a variety of reasons. Changes in the slope of the yield curve could also reduce our net interest margin. Normally, the yield curve is upward sloping, meaning short-term rates are lower than long-term rates. The interest we earn on our assets and our costs to fund those assets may be affected by changes in market interest rates, changes in the slope of the yield curve, and our cost of funding. This could lower our net interest income and our net interest margin. We discuss these topics in greater detail in the "Enterprise Risk Management" and "Net Interest Income/Margin" sections of Item 7, MD&A, in this Form 10-K.

We assess our interest rate risk by estimating the effect on our earnings under various scenarios that differ based on assumptions about the direction, magnitude, and speed of interest rate changes and the slope of the yield curve. We hedge some of that interest rate risk with interest rate derivatives; however, these hedges may not be fully effective

and may cause volatility or losses in our net interest income.

Interest rates on our outstanding and future financial instruments might be subject to change based on regulatory developments, which could adversely affect our revenue, expenses, and the value of those financial instruments.

LIBOR and certain other "benchmarks" are the subject of recent national, international, and other regulatory guidance and proposals for reform. These reforms may cause such benchmarks to perform differently than in the past or have other consequences which cannot be predicted. On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, publicly announced that it intends to stop requiring banks to submit LIBOR rates after 2021. It is unclear whether, at that time, LIBOR will cease to exist or if new methods of calculating LIBOR will be established. Although the Federal Reserve and various financial industry groups are engaged in efforts to develop and implement a replacement benchmark rate for U.S. dollar-denominated LIBOR, it is uncertain when those efforts will be finalized or the extent to which any replacement will be accepted and utilized by market participants. If LIBOR ceases to exist or if the methods of calculating LIBOR change from current methods for any reason, interest rates on our floating rate obligations, loans, deposits, derivatives, and other financial instruments tied to LIBOR rates, as well as the revenue and expenses associated with those financial instruments, may be adversely affected. Further, these effects could be different for each of our various financial instruments that are tied to LIBOR rates, which could adversely impact our net interest income and net interest margin, force us to incur costs to re-balance our mix of interest earning assets and interest-bearing liabilities, or cause us to re-form certain of our derivative instruments or other financial instruments. Any

uncertainty regarding the continued use and reliability of LIBOR as a benchmark interest rate could adversely affect the value and associated revenue and expenses of our floating rate obligations, loans, deposits, derivatives, and other financial instruments tied to LIBOR rates.

Our earnings may be affected by volatility in mortgage production and servicing revenues, and by changes in carrying values of our servicing assets and mortgages held for sale due to changes in interest rates.

We earn revenue from originating mortgage loans and from fees for servicing loans. When rates rise, the demand for mortgage loans usually tends to fall, reducing the revenue we receive from loan originations.

Changes in interest rates can affect prepayment assumptions, and thus, the fair value of our residential MSRs. A servicing right is the right to service a loan (collect principal, interest, and escrow amounts) for a fee. When interest rates fall, borrowers are usually more likely to prepay their loans by refinancing them at a lower rate. As the level of prepayments increases, the fair value of our residential MSRs would decrease. We regularly evaluate the fair value of our residential MSRs and related hedges, and any net decrease in the fair value of our MSRs would in turn reduce earnings in the period in which the fair value reduction occurs.

Similarly, we measure at fair value mortgages held for sale for which there is an active secondary market and readily available market prices exist. Similar to other interest-bearing securities, the value of these mortgages held for sale may be adversely affected by changes in interest rates. For example, if market interest rates increase relative to the yield on these mortgages held for sale and other interests, their fair value may fall. For additional information, see the "Enterprise Risk Management—Other Market Risk" and "Critical Accounting Policies" sections of Item 7, MD&A, and Note 10, "Goodwill and Other Intangible Assets," to the Consolidated Financial Statements in this Form 10-K. We use financial instruments, including derivatives, to hedge the risk of changes in the fair value of mortgage loans held for sale and the fair value of residential MSRs. These hedges may not be fully effective and may cause volatility, or losses, in our net interest income and mortgage related income. We generally do not hedge all of our risk, and we may not be successful in hedging any of the risk. Hedging is a complex process, requiring sophisticated models and constant monitoring and re-balancing. We may use hedging instruments tied to U.S. Treasury rates, LIBOR, or Eurodollars that may not perfectly correlate with the value or income being hedged. We could incur significant losses from our hedging activities. There may be periods where we elect not to use derivatives and other instruments to hedge interest rate risk. For additional information, see Note 19, "Derivative Financial Instruments," to the Consolidated Financial Statements in this Form 10-K.

Disruptions in our ability to access global capital markets and other sources of wholesale funding may adversely affect our capital resources and liquidity.

In managing our consolidated balance sheet, we depend on access to global capital markets and other sources of wholesale

funding to provide us with sufficient capital resources and liquidity to meet our commitments and business needs, and to accommodate the transaction and cash management needs of our clients. Other sources of wholesale funding available to us include secured borrowings from the FHLB, inter-bank borrowings, repurchase agreements, and secured borrowings from the Federal Reserve discount window. Any occurrence that may limit our access to the capital markets or these other sources of funding, such as a decline in the confidence of debt investors, including investors in FHLB obligations, our depositors or counterparties participating in the capital markets, or a downgrade of any of our debt or credit ratings, including our credit risk rating with the FHLB, may adversely affect our funding costs and our ability to timely raise funding and, in turn, our liquidity.

Credit Risks

We are subject to credit risk.

When we lend money, commit to lend money or enter into a letter of credit or other contract with a counterparty, we incur credit risk, which is the risk of losses if our borrowers do not repay their loans or if our counterparties fail to perform according to the terms of their contracts. A number of our products expose us to credit risk, including loans, leveraged loans, leases and lending commitments, derivatives, trading assets, insurance arrangements with respect to such products, and assets held for sale. Changes in the credit quality of our portfolios can have a significant impact on our earnings. We estimate and establish reserves for credit risks and credit losses inherent in our credit exposure (including unfunded commercial credit commitments). This process, which is critical to our financial results and condition, requires difficult, subjective, and complex judgments, considering both borrower-specific and external conditions that might impair the ability of our borrowers to repay their loans. As is the case with any such assessments, there is always the chance that we will fail to identify the proper factors or that we will fail to accurately estimate the impacts of factors that we do identify.

We might underestimate the credit losses inherent in our loan portfolio and have credit losses in excess of the amount reserved. We might increase the allowance because of changing economic conditions, including falling real estate or commodity prices and higher unemployment, or other factors such as changes in borrower behavior. As an example, borrowers may discontinue making payments on their real estate-secured loans if the value of the real estate is less than what they owe, even if they are still financially able to make the payments.

Also, to the extent we increase our consumer credit portfolio, we may be subject to greater risk than we have experienced in the past because such loans typically are unsecured and may be subject to greater fraud risk to the extent such loans are originated online.

While we believe that our allowance for credit losses was appropriate at December 31, 2018, there is no assurance that it will be sufficient to cover all incurred credit losses. In the event of significant deterioration in economic conditions, we may be

required to increase reserves in future periods, which would reduce our earnings and potentially capital. For additional information, see the "Risk Management—Credit Risk Management" and "Critical Accounting Policies—Allowance for Credit Losses" sections of Item 7, MD&A, in this Form 10-K.

We may have more credit risk and higher credit losses to the extent that our loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral.

Our credit risk and credit losses can increase if our loans are concentrated in borrowers engaged in the same or similar activities or in borrowers who as a group may be uniquely or disproportionately affected by economic or market conditions. Deterioration in economic conditions, housing conditions, or real estate values in the markets in which we operate could result in materially higher credit losses. For additional information, see the "Loans," "Allowance for Credit Losses," "Risk Management—Credit Risk Management," and "Critical Accounting Policies—Allowance for Credit Losses" sections of Item 7, MD&A, and Notes 7 and 8, "Loans" and "Allowance for Credit Losses," to the Consolidated Financial Statements in this Form 10-K.

Liquidity Risks

We rely on the mortgage secondary market and GSEs for some of our liquidity.

We sell most of the mortgage loans that we originate to reduce our retained credit risk and to provide funding capacity for originating additional loans. We rely on GSEs to purchase loans that meet their conforming loan requirements. Investor demand for non-conforming loans has fallen sharply, resulting in decreased origination of non-conforming loans, which reduces our revenue. When we retain a loan, not only do we retain the credit risk of the loan, but we also do not receive any sale proceeds that could be used to generate new loans. A persistent lack of liquidity could limit our ability to fund and thus originate new mortgage loans, reducing the fees we earn from originating and servicing loans. In addition, we cannot provide assurance that GSEs will not materially limit their purchases of conforming loans due to capital constraints or other changes in their criteria for conforming loans (e.g., maximum loan amount or borrower eligibility). Proposals have been presented to reform the housing finance market in the U.S., including the role of the GSEs in the housing finance market. The extent and timing of any such regulatory reform of the housing finance market and the GSEs, as well as any effect on our business and financial results, are uncertain.

Loss of customer deposits could increase our funding costs.

We rely heavily on bank deposits as a low cost and stable source of funding for the loans we make. We compete with banks and other financial services companies for deposits. If our competitors raise the rates they pay on deposits, our funding costs may consequentially increase, either because we also raise

our rates to avoid losing deposits or because we lose deposits and must therefore rely on more expensive sources of funding. Also, our clients could pursue alternatives to bank deposits if these clients perceive alternative investments as providing superior expected returns. When clients move money out of bank deposits in favor of alternative investments, we can lose a relatively inexpensive and stable source of funds, increasing our funding costs. Clients typically move money from bank deposits to alternatives during a rising interest rate environment, an environment that the U.S. has been experiencing in recent years and one that could continue in the future. Higher funding costs reduce our net interest income.

Any reduction in our credit rating could increase the cost of our funding from the capital markets.

The rating agencies regularly evaluate us, and their ratings are based on a number of factors, including our financial strength as well as factors not entirely within our control, including conditions affecting the financial services industry generally. Our failure to maintain those ratings could adversely affect the cost and other terms upon which we are able to obtain funding and increase our cost of capital. Credit ratings are one of a number of factors that influence our

funding costs. A credit downgrade might also affect our ability to attract or retain deposits from commercial and corporate customers as well as our ability to conduct derivatives business with certain clients and counterparties which could trigger obligations by us to make cash or collateral payments to certain clients and counterparties. See the "Liquidity Risk Management" section of Item 7, MD&A, in this Form 10-K.

Legal Risks

We are subject to litigation, and our expenses related to this litigation may adversely affect our results.

From time to time we are subject to litigation in the course of our business. These claims and legal actions, including supervisory actions by our regulators, could involve large monetary claims and significant defense costs. The outcome of litigation and regulatory matters as well as the timing of ultimate resolution are inherently difficult to predict. We establish reserves for legal claims when payments associated with the claims become probable and the costs can be reasonably estimated. We may incur legal costs for a matter even if we have not established a reserve. In addition, the actual cost of resolving a legal claim may be substantially higher than any amounts reserved for that matter. The ultimate resolution of a pending legal proceeding, depending on the remedy sought and granted, could materially adversely affect our results of operations and financial condition.

Substantial legal liability or significant regulatory action against us could have material adverse financial effects or cause significant reputational harm to us, which in turn could seriously harm our business prospects. We may be exposed to substantial uninsured liabilities, which could adversely affect our results of operations and financial condition. For additional information,

see Note 21, "Contingencies," to the Consolidated Financial Statements in this Form 10-K.

We may incur fines, penalties and other negative consequences from regulatory violations, possibly even inadvertent or unintentional violations.

We maintain systems and procedures designed to ensure that we comply with applicable laws and regulations, but there can be no assurance that these will be effective. In addition to fines and penalties, we may suffer other negative consequences from regulatory violations including restrictions on certain activities, such as our mortgage business, which may affect our relationship with the GSEs and may also damage our reputation, and this in turn might materially affect our business and results of operations.

Further, some legal/regulatory frameworks provide for the imposition of fines or penalties for noncompliance even though the noncompliance was inadvertent or unintentional and even though there were in place at the time systems and procedures designed to ensure compliance. For example, we are subject to regulations issued by OFAC that prohibit financial institutions from participating in the transfer of property belonging to the governments of certain foreign countries and designated nationals of those countries. OFAC may impose penalties for inadvertent or unintentional violations even if reasonable processes are in place to prevent the violations. Additionally, federal regulators have pursued financial institutions with emerging theories of recovery under the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 ("FIRREA"). Courts may uphold significant additional penalties on financial institutions, even where the financial institution had already reimbursed the government or other counterparties for actual losses.

Other Business Risks

We are subject to certain risks related to originating and selling mortgages. We may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, or borrower fraud, and this could harm our liquidity, results of operations, and financial condition.

We originate and often sell mortgage loans. When we sell mortgage loans, whether as whole loans or pursuant to a securitization, we are required to make customary representations and warranties to the purchaser about the mortgage loans and the manner in which they were originated. An increase in the number of repurchase and indemnity demands from purchasers related to representations and warranties on loans sold could result in an increase in the amount of losses for loan repurchases.

Also, we bear a risk of loss of up to one-third of the incurred losses resulting from borrower defaults for multi-family commercial mortgage loans that we sell to Fannie Mae (and that Pillar Financial, LLC sold to Fannie Mae prior to SunTrust's acquisition of Pillar). See the discussion of "Commercial Mortgage Loan Loss Share Guarantee" in Note 18,

"Guarantees," to the Consolidated Financial Statements in this Form 10-K for additional information. In addition to repurchase claims from the GSEs, we have received indemnification claims from, and in some cases, have been sued by, non-GSE purchasers of our loans. These claims allege that we sold loans that failed to conform to statements regarding the quality of the mortgage loans sold, the manner in which the loans were originated and underwritten, and the compliance of the loans with state and federal law. See additional discussion in Note 18, "Guarantees," and Note 21, "Contingencies," to the Consolidated Financial Statements in this Form 10-K.

We face risks as a servicer of loans.

We act as servicer and/or master servicer for mortgage loans included in securitizations and for unsecuritized mortgage loans owned by investors. As a servicer or master servicer for those loans, we have certain contractual obligations to the securitization trusts, investors or other third parties. In our capacity as a servicer, these contractual obligations include foreclosing on defaulted mortgage loans or, to the extent consistent with the applicable securitization or other investor agreement, considering alternatives to foreclosure such as loan modifications or short sales. In our capacity as a master servicer, these contractual obligations include overseeing the servicing of mortgage

loans by the servicer. Generally, our servicing obligations are set by contract, for which we receive a contractual fee. However, GSEs can amend their servicing guidelines, which can increase the scope or costs of the services we are required to perform without any corresponding increase in our servicing fee. Further, the CFPB has implemented national servicing standards which have increased the scope and costs of services which we are required to perform. In addition, there has been a significant increase in state laws that impose additional servicing requirements that increase the scope and cost of our servicing obligations. As a servicer, we also advance expenses on behalf of investors which we may be unable to collect.

If we commit a material breach of our obligations as servicer or master servicer, we may be subject to contract termination if the breach is not cured within a specified period of time following notice, which can generally be given by the securitization trustee or a specified percentage of security holders, causing us to lose servicing income. In addition, we may be required to indemnify the securitization trustee against losses from any failure by us, as a servicer or master servicer, to perform our servicing obligations or any act or omission on our part that involves willful misfeasance, bad faith, or gross negligence. For certain investors and/or certain transactions, we may be contractually obligated to repurchase a mortgage loan or reimburse the investor for credit losses incurred on the loan as a remedy for servicing errors with respect to the loan. If we experience increased repurchase obligations because of claims being made that we did not satisfy our obligations as a servicer or master servicer, or we experience increased loss severity on such repurchases, we may have to materially increase our repurchase reserve.

We also have received indemnification requests related to our servicing of loans owned or insured by other parties,

primarily GSEs. Typically, such a claim seeks to impose a compensatory fee on us for departures from GSE service levels. In most cases, this is related to delays in the foreclosure process. Additionally, we have received indemnification requests where an investor or insurer has suffered a loss due to a breach of the servicing agreement. While the number of such claims has been small, these could increase in the future. See additional discussion in Note 18, "Guarantees," to the Consolidated Financial Statements in this Form 10-K.

Consumers and small businesses may decide not to use banks to complete their financial transactions, which could affect our revenue.

Technology, "FinTech" start-ups, increased use of peer-to-peer and other technology-based lenders, and other changes now allow parties to complete financial transactions and obtain certain loan products without banks. For example, consumers and small businesses can pay bills, transfer funds, and borrow money without banks. This could result in the loss of fee income, the loss of client deposits, and consumer and small business loan balances and the income generated from those deposits and loans.

We have businesses other than banking which subject us to a variety of risks.

We are a diversified financial services company, which we consider beneficial in that it may enhance our growth prospects and may reduce our overall volatility. However, this diversity subjects our earnings to a broader variety of risks and uncertainties than if we were a less diversified company. Other businesses in addition to banking that we operate include investment banking, securities underwriting and market making, loan syndications, investment management and advice, and retail and wholesale brokerage services offered through our subsidiaries. These businesses entail significant market, operational, credit, legal, and other risks that could materially adversely impact us and our results of operations.

Negative public opinion could damage our reputation and adversely impact business and revenues.

As a financial institution, our earnings and capital are subject to risks associated with negative public opinion. Negative public opinion regarding us could result from our actual or alleged conduct in any number of activities, including lending or sales practices, a breach of client or teammate information, the failure of any product or service sold by us to meet our clients' expectations or applicable regulatory requirements, corporate governance and acquisitions, or from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to attract and/or retain clients and personnel and can expose us to litigation and regulatory action. Actual or alleged conduct by one of our businesses can result in negative public opinion about our other businesses. Actual or alleged conduct by another financial institution can result in negative public opinion about the financial services industry in general and, as a result, adversely affect us.

We may face more intense scrutiny of our sales, training, and incentive compensation practices.

We face increased scrutiny of our consumer sales practices, training practices, incentive compensation design and governance, and quality assurance and customer complaint resolution practices. Although we have invested significant resources enhancing these processes in recent years, there can be no assurance that our processes or their results will meet regulatory standards or expectations. Findings from self-identified or regulatory reviews may require responsive actions, including increased investments in compliance systems and personnel, or the payment of fines, penalties, increased regulatory assessments, or client redress, and may increase legal or reputational risk exposures.

We rely on other companies to provide key components of our business infrastructure.

Third parties provide key components of our business infrastructure, such as banking services, data processing, business processes, and internet connections and network access. Any disruption in such services provided by these third parties or any failure of these third parties to handle current or higher volumes of use could adversely affect our ability to deliver products and services to clients, to support teammates and otherwise to conduct business.

Technological or financial difficulties of a third party service provider could adversely affect our business to the extent those difficulties result in the interruption or discontinuation of services provided by that party. Further, in some instances we may be responsible for failures of such third parties to comply with government regulations. We may not be insured against all types of losses as a result of third party failures, and our insurance coverage may be inadequate to cover all losses resulting from system failures or other disruptions. Failures in our business infrastructure could interrupt the operations or increase the costs of doing business.

Competition in the financial services industry is intense and we could lose business or suffer margin declines as a result.

We operate in a highly competitive industry that could become even more competitive as a result of reform of the financial services industry resulting from the Dodd-Frank Act and other legislative, regulatory, and technological changes, and from continued consolidation. We face aggressive competition from other domestic and foreign lending institutions and from numerous other providers of financial services. The ability of nonbanking financial institutions to provide services previously limited to commercial banks has intensified competition. Because non-banking financial institutions are not subject to the same regulatory restrictions as banks and bank holding companies, they can often operate with greater flexibility and lower cost structures. Securities firms and insurance companies that have elected to become financial holding companies can offer virtually any type of financial service, including banking, securities underwriting, insurance (both agency and underwriting), and merchant banking, and may acquire banks and other financial institutions. These new competitors have significantly changed the competitive environment in which we conduct business. Some of our competitors have greater

financial resources and/or face fewer regulatory constraints. In addition, the ability to access and use technology is an increasingly significant competitive factor in the financial services industry. Technology is a critically important component to client satisfaction as it affects the ability to deliver the products and services that clients desire and in a manner that they find convenient and attractive. Banks generally are facing the risk of increased competition from products and services offered by non-bank financial technology companies, particularly related to payment services and lending.

As a result of these various sources of competition, we could lose business to competitors or be forced to price products and services on less advantageous terms to retain or attract clients, either of which would adversely affect our profitability.

We continually encounter technological change and must effectively develop and implement new technology.

The financial services industry is undergoing rapid technological change with frequent introductions of new technology-driven products and services. We have invested in technology and connectivity to automate functions previously performed manually, to facilitate the ability of customers to engage in financial transactions, and otherwise to enhance the customer experience with respect to our products and services. On the retail side, this has included developments such as more sophisticated ATMs and expanded access to banking transactions through the internet, smart phones, tablets and other remote devices. This has allowed us to better serve our clients and to reduce costs. Our continued success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that satisfy customer demands, including demands for faster and more secure payment services, to create efficiencies in our operations, and to integrate those offerings with legacy platforms or to update those legacy platforms. A failure to maintain or enhance our competitive position with respect to technology, whether because we fail to anticipate customer expectations or because our technological developments fail to perform as desired or are not rolled out in a timely manner, may cause us to lose market share or incur additional expense.

Maintaining or increasing market share depends on market acceptance and regulatory approval of new products and services.

Our success depends, in part, on our ability to adapt products and services to evolving market and industry standards. The widespread adoption of new technologies has required, and likely will continue to require, us to make substantial investments to modify or adapt existing products and services or develop new products and services. In addition, there is increasing pressure to provide products and services at lower prices. This can reduce net interest income and noninterest income from fee-based products and services. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients, or be subject

to cost increases, any of which would adversely affect our profitability.

We have in the past and may in the future pursue acquisitions, which could affect costs and from which we may not be able to realize anticipated benefits.

We have historically pursued acquisitions, and may seek acquisitions in the future. We may not be able to successfully identify suitable candidates, negotiate appropriate acquisition terms, complete proposed acquisitions, successfully integrate acquired businesses into the existing operations, or expand into new markets. Once integrated, acquired operations may not perform as expected or achieve levels of revenues, profitability, or productivity comparable with those achieved by our pre-integration operations.

Acquisitions involve numerous risks, including difficulties in the integration of the operations, technologies, services, and products of the acquired companies, and the diversion of management's attention from other business concerns. We may not properly ascertain all such risks prior to an acquisition or prior to such a risk impacting us while integrating an acquired company. As a result, difficulties encountered with acquisitions could have a material adverse

effect on our business, financial condition, and results of operations.

Furthermore, we must generally receive federal regulatory approval before we can acquire a bank or BHC. In determining whether to approve a proposed bank acquisition, federal bank regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, future prospects, including current and projected capital levels, the competence, experience, and integrity of management, compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution's record of compliance under the CRA, and the effectiveness of the acquiring institution in combating money laundering activities. We cannot be certain when or if, or on what terms and conditions, any required regulatory approvals will be granted. Consequently, we might be required to sell portions of the acquired institution as a condition to receiving regulatory approval or we may not obtain regulatory approval for a proposed acquisition on acceptable terms or at all, in which case we would not be able to complete the acquisition despite the time and expenses invested in pursuing it.

We depend on the expertise of key personnel. If these individuals leave or change their roles without effective replacements, operations may suffer.

Our success depends, to a large degree, on the continued services of executive officers and other key personnel who have extensive experience in the industry. We generally do not carry key person life insurance on any of our executive officers or other key personnel. If we lose the services of any of these persons and fail to manage a smooth transition to new personnel, our business could be adversely impacted. These risks may be exacerbated by our proposed Merger with BB&T.

We may not be able to hire or retain additional qualified personnel and recruiting and compensation costs may increase as a result of changes in the marketplace, both of

which may increase costs and reduce profitability and may adversely impact our ability to implement our business strategies.

Our success depends upon the ability to attract and retain highly motivated, well-qualified personnel. We face significant competition in the recruitment of qualified employees. Our ability to execute our business strategy and provide high quality service may suffer if we are unable to recruit or retain a sufficient number of qualified employees or if the costs of employee compensation or benefits increase substantially. Further, in June 2010, the Federal Reserve and other federal banking regulators jointly issued comprehensive final guidance designed to ensure that incentive compensation policies do not undermine the safety and soundness of banking organizations by encouraging employees to take imprudent risks. This regulation significantly affects the amount, form, and context in which we pay incentive compensation. Additionally, the FRB, the FDIC, the SEC, and other federal regulatory agencies have jointly proposed rules which affect incentive compensation. These rules, if finalized, may adversely affect us by imposing costs and restrictions on the form of our incentive compensation which are not imposed on our non-bank competitors.

Other Risks

Our framework for managing risks may not be effective in mitigating risk and loss to us.

Our risk management framework seeks to mitigate risk and loss to us. We have established policies, processes, and procedures intended to identify, measure, monitor, report and analyze the types of risk to which we are subject, including liquidity, credit, market, operational, technology, reputational, legal, model, and compliance risk, among others. However, as with any risk management framework, there are inherent limitations to our risk management strategies as risks may exist, or develop in the future, that we have not appropriately anticipated or identified. The most recent financial crisis and resulting regulatory reform highlighted both the importance and some of the limitations of managing unanticipated risks. If our risk management framework proves ineffective, we could suffer unexpected losses and could be materially adversely affected.

Our controls and procedures may not prevent or detect all errors or acts of fraud.

Our controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is accurately accumulated and communicated to management, and recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met, due to certain inherent limitations. These limitations include the realities that judgments in decision making can be faulty, that alternative reasoned judgments can be drawn, and that breakdowns can

occur because of an error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, whether within or outside of our Company, by collusion of two or more such people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected, which could result in a material weakness in our internal controls over financial reporting and/or the restatement of previously filed financial statements.

We are at risk of increased losses from fraud.

Criminals committing fraud increasingly are using more sophisticated techniques, and in some cases, are a part of larger criminal rings, which allow them to be more effective.

Fraudulent activity has taken many forms and escalates as more tools for accessing financial services emerge, such as real-time payments. Fraud schemes, including occurrences of employee fraud, information theft, or other malfeasance, are broad and continuously evolving and include such things as debit card/credit card fraud, check fraud, mechanical

devices attached to ATM machines, social engineering and phishing attacks to obtain personal information, or impersonation of our clients through the use of falsified or stolen credentials. For instance, in our Quarterly Report on Form 10-Q for the period ended March 31, 2018, we announced an investigation of a potential theft by a former employee of information from some of our contact lists. We proactively notified approximately 1.5 million clients that certain information, such as name, address, phone number, and certain account balances may have been exposed. The contact lists did not include personally identifying information, such as social security number, account number, PIN, user ID, password, or driver's license information. We heightened our monitoring of accounts and increased other related security measures to help prevent similar occurrences. Additionally, individuals or business entities may properly identify themselves, yet seek to establish a bus