

Partnering with Cadence to Create a Premier Regional Franchise

October 27, 2025

### Disclaimer

#### CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The information contained or incorporated by reference into this presentation may contain certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of Huntington Bancshares Incorporated ("Huntington") and Cadence Bank ("Cadence"), the expected timing of completion of the transaction, and other statements that are not historical facts. Such statements are subject to numerous assumptions, risks, estimates, uncertainties and other important factors that change over time and could cause actual results to differ materially from any results, performance, or events expressed or implied by such forward-looking statements, including as a result of the factors referenced below. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, continue, believe, intend, estimate, plan, trend, objective, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

Huntington and Cadence caution that the forward-looking statements in this communication are not guarantees of future performance and involve a number of known and unknown risks, uncertainties and assumptions that are difficult to assess and are subject to change based on factors which are, in many instances, beyond Huntington's and Cadence's control. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements or historical performance: changes in general economic, political, or industry conditions; deterioration in business and economic conditions, including persistent inflation, supply chain issues or labor shortages, instability in global economic conditions and geopolitical matters, as well as volatility in financial markets; changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs; the impact of pandemics and other catastrophic events or disasters on the global economy and financial market conditions and our business, results of operations, and financial condition; the impacts related to or resulting from bank failures and other volatility, including potential increased regulatory requirements and costs, such as Federal Deposit Insurance Corporation (the "FDIC") special assessments, long-term debt requirements and heightened capital requirements, and potential impacts to macroeconomic conditions, which could affect the ability of depository institutions, including us, to attract and retain depositors and to borrow or raise capital; unexpected outflows of uninsured deposits which may require us to sell investment securities at a loss; changing interest rates which could negatively impact the value of our portfolio of investment securities; the loss of value of our investment portfolio which could negatively impact market perceptions of us and could lead to deposit withdrawals; the effects of social media on market perceptions of us and banks generally; cybersecurity risks; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve"); volatility and disruptions in global capital, foreign exchange and credit markets; movements in interest rates; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services including those implementing our "Fair Play" banking philosophy; changes in policies and standards for regulatory review of bank mergers; the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations, including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III regulatory capital reforms, as well as those involving the Securities and Exchange Commission (the "SEC"), the Office of the Comptroller of the Currency, Federal Reserve, FDIC, the Consumer Financial Protection Bureau and state-level regulators; the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement between Huntington and Cadence; the outcome of any legal proceedings that may be instituted against Huntington or Cadence; delays in completing the proposed transaction involving Huntington and Cadence; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction); the failure to obtain Huntington shareholder approval or Cadence shareholder approval or to satisfy any of the other conditions to the transaction on a timely basis or at all; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Huntington and Cadence do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the ability of Huntington and Cadence to meet expectations regarding the timing, completion and accounting and tax treatment of the transaction; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business, customer or employee relationships, including those resulting from the announcement or completion of the transaction; the ability to complete the transaction and integration of Huntington and Cadence successfully; the dilution caused by Huntington's issuance of additional shares of its capital stock in connection with the transaction; and other factors that may affect the future results of Huntington and Cadence. Additional factors that could cause results to differ materially from those described above can be found in Huntington's Annual Report on Form 10-K for the year ended December 31, 2024 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended June 30, 2025, each of which is on file with the SEC and available on the "Investor Relations" section of Huntington's website, http://www.huntington.com, under the heading "Investor Relations" and in other documents Huntington files with the SEC, and in Cadence's Annual Report on Form 10-K for the year ended December 31, 2024 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended June 30, 2025, each of which is on file with the Federal Reserve and available on Cadence's investor relations website, ir.cadencebank.com, under the heading "Public Filings" and in other documents Cadence files with the Federal Reserve.



### Disclaimer Cont.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made and are based on information available at that time. Neither Huntington nor Cadence assume any obligation to update forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in circumstances or other factors affecting forward-looking statements that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. If Huntington or Cadence updates one or more forward-looking statements, no inference should be drawn that Huntington or Cadence will make additional updates with respect to those or other forward-looking statements. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.

#### IMPORTANT ADDITIONAL INFORMATION

In connection with the proposed transaction, Huntington will file with the SEC a Registration Statement on Form S-4 that will include a Joint Proxy Statement of Huntington and Cadence and a Prospectus of Huntington, as well as other relevant documents concerning the proposed transaction. The proposed transaction involving Huntington and Cadence will be submitted to Huntington's shareholders and Cadence's shareholders for their consideration. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS, SHAREHOLDERS OF HUNTINGTON AND SHAREHOLDERS OF CADENCE ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC AND THE FEDERAL RESERVE, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders will be able to obtain a free copy of the definitive joint proxy statement/prospectus, as well as other filings containing information about Huntington and Cadence, without charge, at the SEC's website (http://www.sec.gov) and Cadence's website (https://ir.cadencebank.com/fdic-federal-reserve-filings), respectively. Copies of the joint proxy statement/prospectus, when available, and the filings with the SEC and the Federal Reserve that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to Huntington Investor Relations, Huntington Bancshares Incorporated, Huntington Center, 41 South High Street, Columbus, Ohio 43287, (800) 576-5007. Copies of the joint proxy statement/prospectus, when available, and filings containing information about C

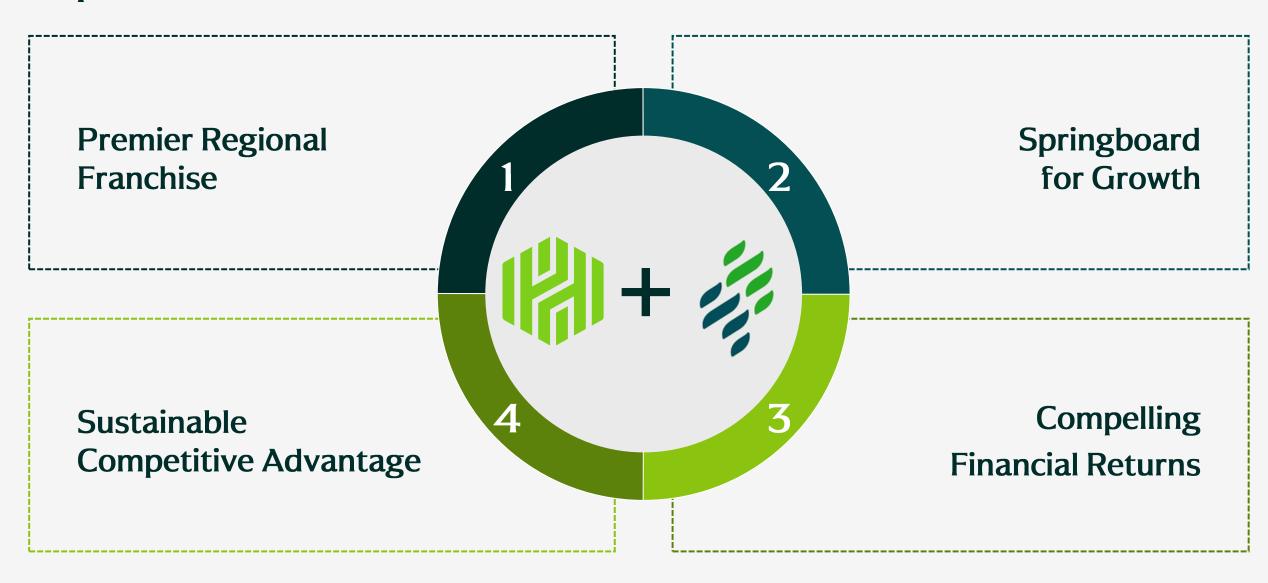
#### PARTICIPANTS IN THE SOLICITATION

Huntington, Cadence, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Huntington and shareholders of Cadence in connection with the proposed transaction. Information regarding the interests of the directors and executive officers of Huntington and Cadence and other persons who may be deemed to be participants in the solicitation of shareholders of Huntington and Cadence in connection with the transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the definitive joint proxy statement/prospectus related to the transaction, which will be filed by Huntington with the SEC. Information regarding Huntington's directors and executive officers is available in its definitive joint proxy statement relating to its 2025 Annual Meeting of Shareholders, which was filed with the SEC. Information with the SEC. Information regarding Cadence's directors and executive officers is available in its definitive proxy statement relating to its 2025 Annual Meeting of Shareholders, which was filed with the Federal Reserve on March 14, 2025, and other documents filed by Cadence with the Federal Reserve. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials filed with the SEC and the Federal Reserve by Huntington and Cadence, respectively. Free copies of these documents may be obtained as described above under "Important Additional Information."



### Top 10<sup>1</sup> Bank Positioned for Growth and Value Creation







# Creating a New Multi-Region Powerhouse



~1,450 branches spanning 21 states



~56% of national population within state footprint



+30% expected population growth vs. national average<sup>1</sup>



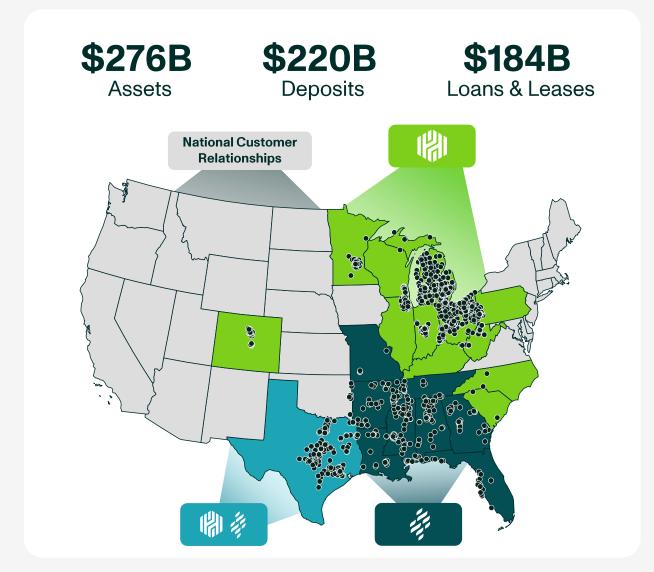
top major MSAs by projected population growth<sup>2</sup>



~\$5.2T deposits in market



**~20M** small and mid-size businesses<sup>3</sup>





# Cadence Is an Outstanding Partner

### **Highly Strategic**

**Attractive markets** 

**Durable low-cost deposit base** 

Long term customer relationships and proud 150 year history

Solid track record of performance over time

### **Culturally Aligned**

#### Strong corporate values







Teammates & Culture

**Customers & Communities** 

A Better World

#### Customer-first business model





#### Awards won by Cadence in 2025





Local relationship-oriented approach

### **Financially Compelling**

18-19%

+200bps on 2027E Pro Forma ROTCE

10%

**2027E EPS Accretion** 

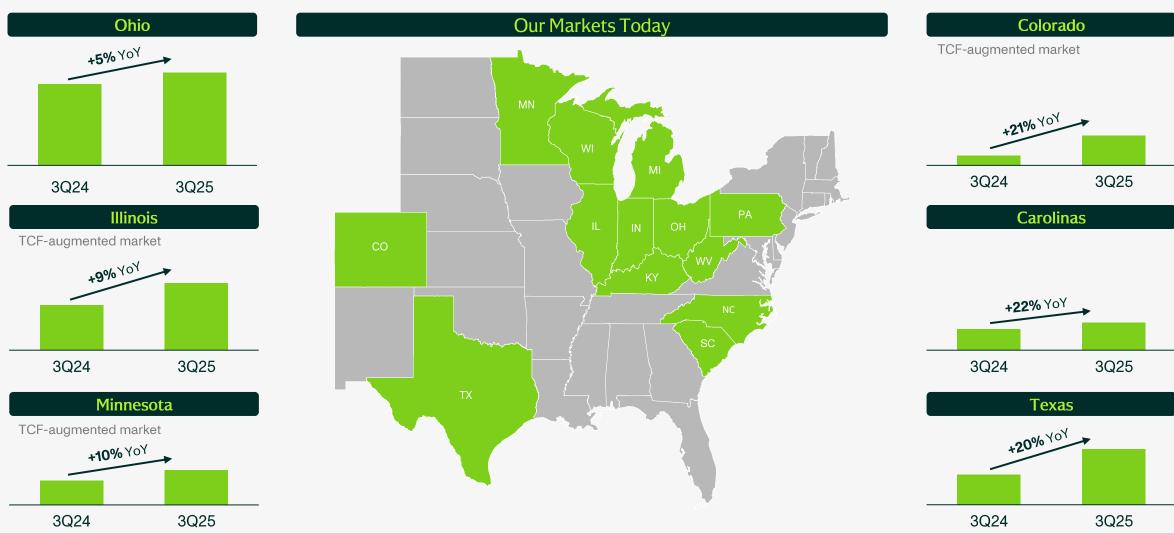
20%+

**IRR** 



## Differentiated Operating Model Drives Growth

Delivery of national capabilities locally has proven track record of success in legacy markets and those entered through partnership



# Delivery of Full Huntington Franchise into Cadence Markets

### **Huntington Franchise Capabilities**

**Branch & Digital Investment** 

**Value-Added Fee Services** 

**Commercial Banking Acceleration** 

**National Specialty Businesses** 

#### **Cadence Markets**

	Mississippi		
<b>\$11B</b> Deposits	<b>87</b> Branches	<b>\$3B</b> Loans	
	Alabama		
\$5B	51	\$3B	
Deposits	Branches	Loans	
Arkansas / Missouri			
\$3B	43	\$2B	
Deposits	Branches	Loans	
	Louisiana		
\$2B	24	<b>\$2B</b> Loans	

- Cadence is a deposit market share leader with low funding costs
- Huntington will acquire and deepen customer relationships with additional product and service offerings

	Texas	
\$15B Deposits	110 Branches	<b>\$16B</b> Loans
	Georgia	
\$4B	37	\$3B
Deposits	Branches	Loans
	Tennessee	
\$3B	31	\$2B
Deposits	Branches	Loans
Deposits	Dianches	LUAIIS
	Florida	
\$2B	18	\$3B
Deposits	Branches	Loans

- Cadence has an attractive position in higher growth markets with rapid business and household formation
- Huntington will invest in capabilities and people to accelerate growth

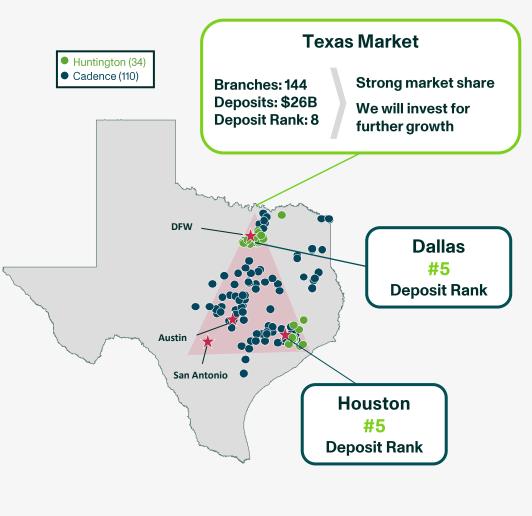


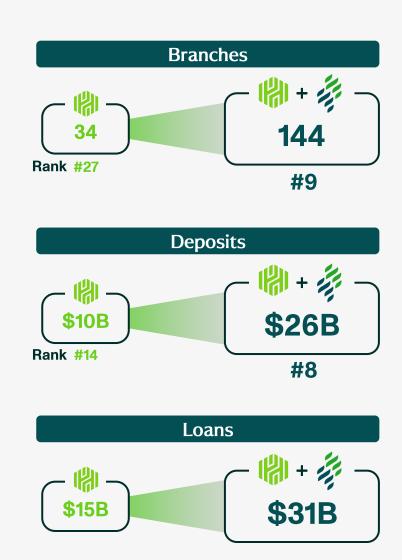
# Leading Texas Presence is a Springboard for Acceleration

2

Pro forma franchise is scaled market player with enhanced capabilities and substantial growth opportunity

Rank	Bank	Deposits (\$B)
1	JPMorgan Chase	\$296
2	Bank of America	182
3	Wells Fargo	82
4	Cullen/Frost	42
5	Prosperity (pro forma)	31
6	PNC	29
7	Texas Capital	27
	Pro Forma	26
8	Cadence	16
9	Zions	14
10	First Financial	12
11	IBC	11
12	NexBank	11
13	Hilltop	10
14	<b>Huntington + Veritex</b>	10
15	Truist	10
16	Fifth Third (pro forma)	9
17	BOK	9
18	Stellar	9
19	SouthState	9
20	Amarillo	9







Structure and Consideration

- Consideration Mix 100% common stock
- Fixed Exchange Ratio Cadence shareholders will receive 2.475 Huntington common shares for each Cadence common share
- Pro Forma Ownership 77% Huntington / 23% Cadence

Transaction Value and Multiples<sup>1</sup>

- Aggregate Consideration<sup>1</sup> \$7.4 billion
- Price / TBVPS 1.7x
- Price / 2026E Consensus EPS 11.7x
- Price / Synergy Adjusted Consensus 2026E EPS<sup>2</sup> 8.2x
- TVBPS Impact Est. 7% dilution to 1Q26E TBVPS to \$9.33, or 2% from 3Q25 level of \$9.54

Leadership and Community

- Leadership Dan Rollins and 2 other Cadence Board members will join the Huntington Board
- Regional Leaders 9 new regions with established local leaders
- Community No existing Cadence branch closures
- Operating Centers Tupelo, Birmingham, and Houston to be key colleague locations

**Expected Closing** 

- Approvals Subject to approvals from Huntington and Cadence shareholders and regulatory approval from the OCC and customary closing conditions
- Closing Estimated in mid-1Q26



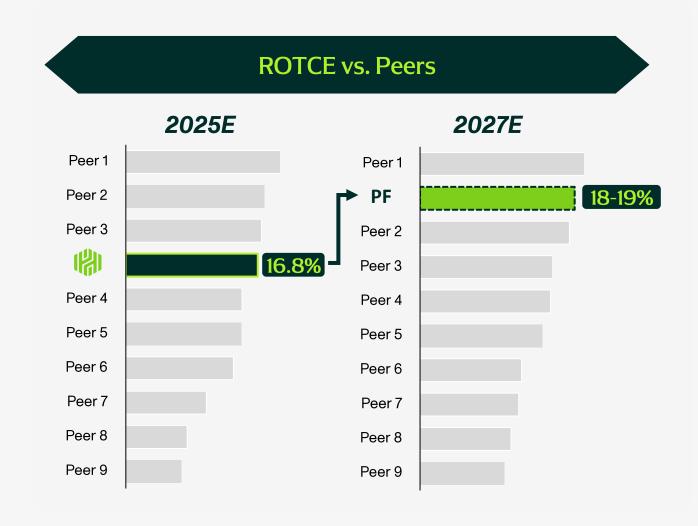


### **Top Tier Financial Performance**



Expense synergies drive earnings power and return on capital







### Flywheel for Value Creation



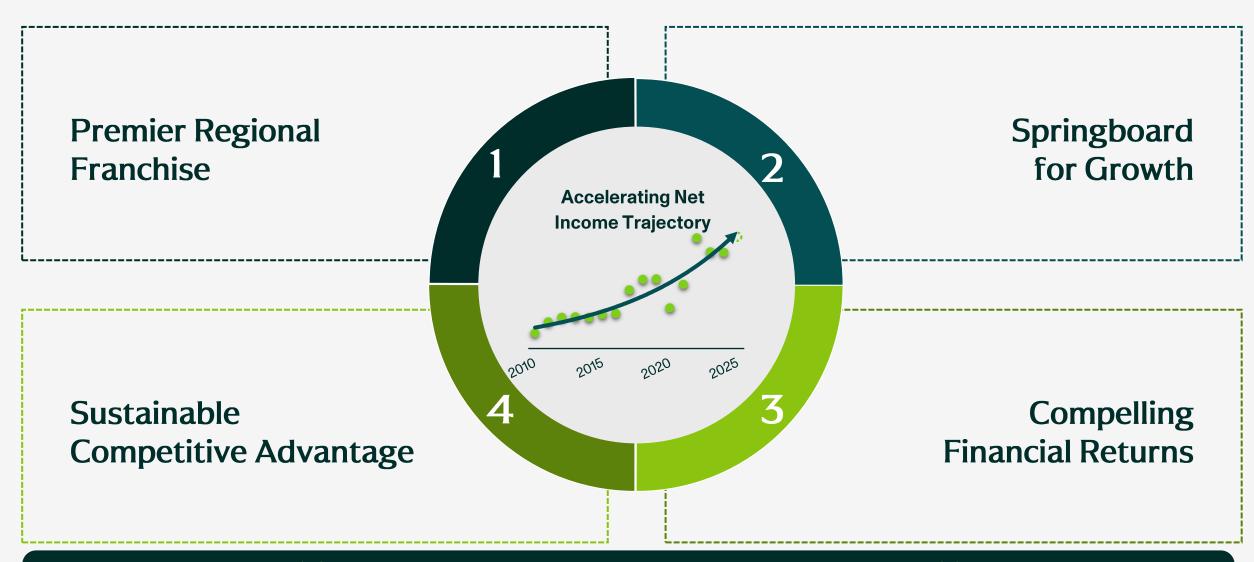
Partnership accelerates already powerful synergies that drive increased earnings power and returns



Aggregate Moderate-to-Low Risk Appetite



# Top 10<sup>1</sup> Bank Positioned for Growth and Value Creation



Driving Value for our Shareholders, Customers, and Communities



# APPENDIX



### **Cadence Overview**



\$53B **Total Assets** 



+1 million customers<sup>1</sup>



> 390 **Branches** 



11.5% **CET1 Ratio** 



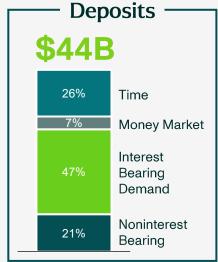
3.46% Net Interest Margin



0.26% NCOs / Avg. Loans

#### **Lending & Deposit Profile**





#### **Durable Deposit Base**

Market MSA	Deposits (\$B)	Branches	Rank <sup>2</sup>
Houston, TX	\$7.5	25	#7
Memphis, TN	2.3	24	#4
Tupelo, MS	2.1	9	#1
Jackson, MS	1.7	19	#4
Birmingham, AL	1.6	13	#7
Killeen, TX	1.4	9	#1
Macon, GA	1.2	8	#1
Gulfport, MS	1.1	8	#2

#### **Balanced Business Model**



**75%** Deposits with 5+ years relationship <\$25K

Avg. consumer account balance Commercial

~70% ~\$100K Of loan portfolio

Avg. deposit account balance is commercial

Wealth & Trust

~\$20B

AUM / AUA

~\$100M Annualized revenues

Mortgage

~\$8B Servicing

\$2.5B portfolio

YTD mortgage production



# **Detailed Transaction Assumptions**

Earnings Estimates	Projections based on Wall Street consensus estimates
Synergies	<ul> <li>Identified \$365M of pre-tax cost synergies</li> <li>Represents 30% of Cadence's total cash non-interest expense</li> <li>Realized 75% in 2026E and 100% thereafter</li> <li>Fair Play policy adjustment of (\$12M) pre-tax annually</li> <li>Revenue synergies identified but not modeled</li> </ul>
Merger Expenses	One-time pre-tax merger expenses of \$555M, realized 100% at closing
Loan Credit Mark	<ul> <li>Gross credit mark down of \$574M pre-tax or 1.5% of loans at close; equal to 1.13x Cadence's estimated reserves at close</li> <li>Assumes early adoption of FASB's amendments to ASU 2016-13, eliminating non-PCD credit mark and related "double count"</li> </ul>
Interest Rate & Fair Value Marks	<ul> <li>Loan rate mark down of \$1,056M pre-tax, accreted sum-of-years-digits over the expected life of loans</li> <li>Aggregate unrealized securities mark down at close of \$511M pre-tax; assumes Day 2 securities restructuring; remaining \$119M pre-tax mark accreted straight-line over 6.0 years</li> <li>Liability mark up of \$9M pre-tax; amortized sum-of-years-digits over 0.5 years</li> <li>Other assets mark up of \$20M pre-tax; \$46M pre-tax building portion depreciates straight-line over 30 years</li> <li>Preferred equity mark down of \$16M</li> </ul>
Core Deposit Intangible	<ul> <li>3.0% of Cadence's core deposits, or \$632M net of DTL</li> <li>Amortized sum-of-years-digits over 10 years</li> </ul>
Other Items	<ul> <li>21% marginal effective tax rate on Cadence's earnings and merger adjustments</li> <li>Huntington pro forma for close of Veritex merger on October 20, 2025</li> </ul>
Capitalization	\$50M of quarterly share repurchases suspended until close



### Pro Forma Earnings and Tangible Book Value Dilution Reconciliation

Preliminary EPS Accretion	
(\$mm, except per share values)	2027E
HBAN net income	\$2,807
CADE net income	722
Combined net income	\$3,529
Securities rate mark accretion Loan rate mark accretion Liabilities rate mark accretion	\$16 302  (109)
Core deposit intangibles amortization Other adjustments <sup>1</sup>	14
Total adjustments	\$222
Cost synergies <sup>2</sup>	\$288
Pro forma net income	\$4,039
Pro forma average diluted shares outstanding	2,024
HBAN standalone EPS Pro forma EPS	\$1.82 \$2.00
Accretion / (dilution) to HBAN - \$ Accretion / (dilution) to HBAN - %	<b>\$</b> 0.18 10%

Preliminary FDS Accretion

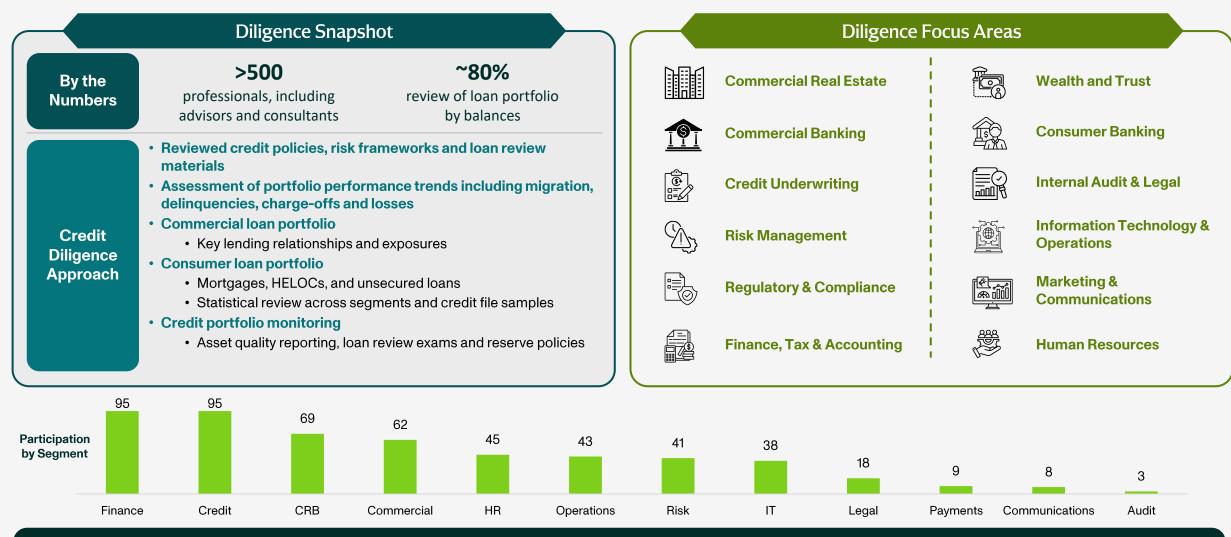
	\$ Millions	Basic Shares (millions)	\$ Per sha
HBAN standalone TBV at close	\$15,597	1,560	\$10.00
(+) Foregone repurchases to close	100	6	
(+) Equity consideration to CADE	7,410	461	
(–) CDI net of DTL	(632)		
(-) Goodwill created	(3,134)		
(-) Restructuring charges	(438)		
Pro Forma TBV at Close	\$18,903	2,027	\$9.33
Dilution to HBAN - \$			(\$0.67)
Dilution to HBAN - %			(7%)
Crossover Earn-back			3 year

Preliminary Intangibles	
	\$ Millions
Deal Value	\$7,410
CADE TBV at Close	\$4,507
(-) Net credit mark	(51)
(-) Rate marks & other	(811)
Adjusted TBV at Close	\$3,644
Excess over Adjusted TBV	\$3,766
(-) CDI created	(800)
(+) DTL on CDI	168
Goodwill Created	\$3,134
Total Intangibles Created	\$3,934



### Robust Due Diligence Process

Dedication of company-wide resources to assess benefits, risks, and opportunities



### Diversified Portfolio with Aggregate Moderate-to-Low Risk Profile



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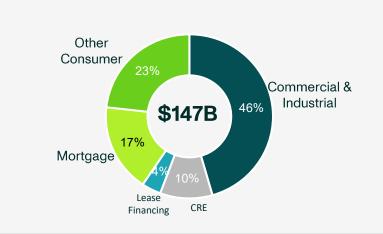
Loans

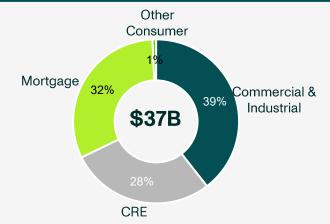
## **Pro Forma Balance Sheet Composition**

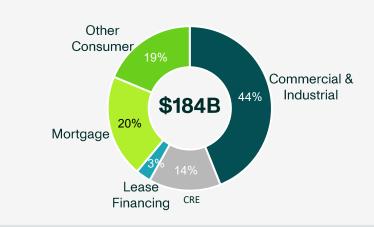


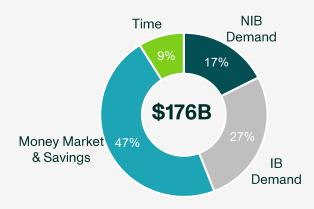


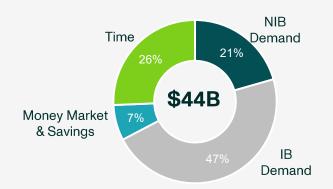


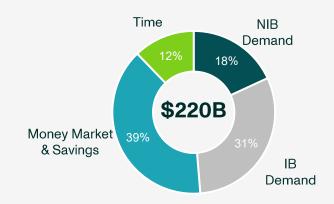






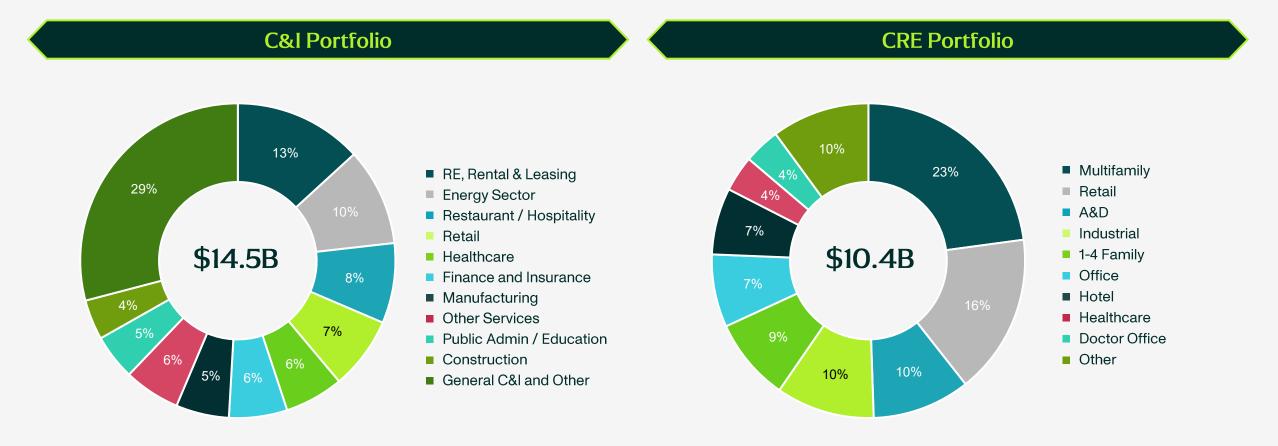








### Additional Detail on Cadence's Loan Portfolio





# THANK YOU

