

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

FORM 10-Q

☒ Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
For the quarterly period ended: March 31, 2024
Commission File Number: 1-10853

TRUIST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of incorporation or organization)

56-0939887
(I.R.S. Employer Identification No.)

214 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28202
(Zip Code)

Registrant's telephone number, including area code:

(336) 733-2000

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$5 par value	TFC	New York Stock Exchange
Depository Shares each representing 1/4,000th interest in a share of Series I Perpetual Preferred Stock	TFC.PI	New York Stock Exchange
5.853% Fixed-to-Floating Rate Normal Preferred Purchase Securities each representing 1/100th interest in a share of Series J Perpetual Preferred Stock	TFC.PJ	New York Stock Exchange
Depository Shares each representing 1/1,000th interest in a share of Series O Non-Cumulative Perpetual Preferred Stock	TFC.PO	New York Stock Exchange
Depository Shares each representing 1/1,000th interest in a share of Series R Non-Cumulative Perpetual Preferred Stock	TFC.PR	New York Stock Exchange

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 ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 Exchange Act). Yes ☐ No ☒

At March 31, 2024, 1,338,096,145 shares of the registrant's common stock, \$5 par value, were outstanding.

TABLE OF CONTENTS

TRUIST FINANCIAL CORPORATION

FORM 10-Q
March 31, 2024

Page No.

PART I - Financial Information		
	Glossary of Defined Terms	1
	Forward-Looking Statements	3
Item 1.	Financial Statements	
	Consolidated Balance Sheets (Unaudited)	4
	Consolidated Statements of Income (Unaudited)	5
	Consolidated Statements of Comprehensive Income (Unaudited)	6
	Consolidated Statements of Changes in Shareholders' Equity (Unaudited)	7
	Consolidated Statements of Cash Flows (Unaudited)	8
	Notes to Consolidated Financial Statements (Unaudited)	
	Note 1. Basis of Presentation	9
	Note 2. Discontinued Operations	11
	Note 3. Securities Financing Activities	12
	Note 4. Investment Securities	13
	Note 5. Loans and ACL	15
	Note 6. Goodwill and Other Intangible Assets	24
	Note 7. Loan Servicing	25
	Note 8. Other Assets and Liabilities	26
	Note 9. Borrowings	27
	Note 10. Shareholders' Equity	28
	Note 11. AOCI	28
	Note 12. Income Taxes	29
	Note 13. Benefit Plans	29
	Note 14. Commitments and Contingencies	29
	Note 15. Fair Value Disclosures	33
	Note 16. Derivative Financial Instruments	37
	Note 17. Computation of EPS	42
	Note 18. Operating Segments	42
	Note 19. Subsequent Events	45
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	
	Regulatory and Supervisory Considerations	46
	Executive Overview	46
	Analysis of Results of Operations	48
	Analysis of Financial Condition	52
	Risk Management	62
	Liquidity	66
	Capital	68
	Critical Accounting Policies	69
Item 3.	Quantitative and Qualitative Disclosures About Market Risk (see Market Risk in MD&A)	62
Item 4.	Controls and Procedures	70
PART II - Other Information		
Item 1.	Legal Proceedings	72
Item 1A.	Risk Factors	72
Item 2.	Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities	72
Item 3.	Defaults Upon Senior Securities - (none)	
Item 4.	Mine Safety Disclosures - (not applicable)	
Item 5.	Other Information	72
Item 6.	Exhibits	73

Glossary of Defined Terms

The following terms may be used throughout this report, including the consolidated financial statements and related notes.

Term	Definition
ACL	Allowance for credit losses
AD and CL	Acquisition and development and commercial land
AFS	Available-for-sale
Agency MBS	Mortgage-backed securities issued by a U.S. government agency or GSE
ALCO	Asset and Liability Committee
ALLL	Allowance for loan and lease losses
AOCI	Accumulated other comprehensive income (loss)
BCBS	Basel Committee on Banking Supervision
BHC	Bank holding company
BHCA	Bank Holding Company Act of 1956, as amended
Board	Truist's Board of Directors
BRC	Board Risk Committee
C&CB	Corporate and Commercial Banking, an operating segment prior to the Company's realignment as of January 1, 2024
CB&W	Consumer Banking and Wealth, an operating segment prior to the Company's realignment as of January 1, 2024
CCAR	Comprehensive Capital Analysis and Review
CD	Certificate of deposit
CDI	Core deposit intangible
CECL	Current expected credit loss model
CEO	Chief Executive Officer
CET1	Common equity tier 1
CFO	Chief Financial Officer
CFTC	Commodity Futures Trading Commission
CIO	Chief Information Officer
Company	Truist Financial Corporation and its subsidiaries (interchangeable with "Truist" below)
CP	Construction and permanent
CRE	Commercial real estate
CSBB	Consumer and Small Business Banking, an operating segment after the Company's realignment as of January 1, 2024
DIF	Deposit Insurance Fund administered by the FDIC
EPS	Earnings per common share
Exchange Act	Securities Exchange Act of 1934, as amended
EVE	Economic value of equity
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FHLMC	Federal Home Loan Mortgage Corporation
FNMA	Federal National Mortgage Association
FRB	Board of Governors of the Federal Reserve System
FTE	Full-time equivalent employee
GAAP	Accounting principles generally accepted in the United States of America
GCO	Governance and Controls Organization
GDP	Gross Domestic Product
GSE	U.S. government-sponsored enterprise
HFI	Held for investment
HQLA	High-quality liquid assets
HTM	Held-to-maturity
IH	Insurance Holdings, a discontinued operating segment following the announcement of the sale of TIH
IPV	Independent price verification
IRR	Interest rate risk
LCR	Liquidity Coverage Ratio
LHFS	Loans held for sale
LOCOM	Lower of cost or market
Market Risk Rule	Market risk capital requirements issued jointly by the OCC, U.S. Treasury, FRB, and FDIC
MBS	Mortgage-backed securities
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MRO	Model Risk Oversight
MSR	Mortgage servicing right
NA	Not applicable
NII	Net interest income
NIM	Net interest margin, computed on a TE basis
NM	Not meaningful
NPA	Nonperforming asset
NPL	Nonperforming loan
NSFR	Net stable funding ratio
NYSE	New York Stock Exchange
OAS	Option adjusted spread
OCC	Office of the Comptroller of the Currency
OCI	Other comprehensive income (loss)

Term	Definition
OPEB	Other post-employment benefit
OREO	Other real estate owned
OT&C	Other, Treasury and Corporate
Parent Company	Truist Financial Corporation, the parent company of Truist Bank and other subsidiaries
PCD	Purchased credit deteriorated loans
ROU assets	Right-of-use assets
RSU	Restricted stock unit
RUFC	Reserve for unfunded lending commitments
S&P	Standard & Poor's
SBIC	Small Business Investment Company
SCB	Stress Capital Buffer
SEC	Securities and Exchange Commission
TBVPS	Tangible book value per common share
TE	Taxable-equivalent
TIH	Truist Insurance Holdings, LLC, an entity classified as held for sale
TRS	Total Return Swap
Truist	Truist Financial Corporation and its subsidiaries (interchangeable with the "Company" above)
Truist Bank	Truist Bank, a North Carolina-chartered member bank
U.S.	United States of America
U.S. DOJ	United States Department of Justice
U.S. Treasury	United States Department of the Treasury
UPB	Unpaid principal balance
VaR	Value-at-risk
VIE	Variable interest entity
WB	Wholesale Banking, an operating segment after the Company's realignment as of January 1, 2024

2 Truist Financial Corporation

Forward-Looking Statements

From time to time we have made, and in the future will make, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as “believe,” “expect,” “anticipate,” “intend,” “pursue,” “seek,” “continue,” “estimate,” “project,” “outlook,” “forecast,” “potential,” “target,” “objective,” “trend,” “plan,” “goal,” “initiative,” “priorities,” or other words of comparable meaning or future-tense or conditional verbs such as “may,” “will,” “should,” “would,” or “could.” Forward-looking statements convey our expectations, intentions, or forecasts about future events, circumstances, or results.

This report, including any information incorporated by reference in this report, contains forward-looking statements. We also may make forward-looking statements in other documents that are filed or furnished with the SEC. In addition, we may make forward-looking statements orally or in writing to investors, analysts, members of the media, and others. All forward-looking statements, by their nature, are subject to assumptions, risks, and uncertainties, which may change over time and many of which are beyond our control. You should not rely on any forward-looking statement as a prediction or guarantee about the future. Actual future objectives, strategies, plans, prospects, performance, conditions, and results may differ materially from those set forth in any forward-looking statement. While no list of assumptions, risks, and uncertainties could be complete, some of the factors that may cause actual results or other future events or circumstances to differ from those in forward-looking statements include:

- evolving political, business, economic, and market conditions at local, regional, national, and international levels;
- monetary, fiscal, and trade laws or policies, including as a result of actions by governmental agencies, central banks, or supranational authorities;
- the legal, regulatory, and supervisory environment, including changes in financial-services legislation, regulation, policies, or government officials or other personnel;
- our ability to address heightened scrutiny and expectations from supervisory or other governmental authorities and to timely and credibly remediate related concerns or deficiencies;
- judicial, regulatory, and administrative inquiries, examinations, investigations, proceedings, disputes, or rulings that create uncertainty for or are adverse to us or the financial-services industry;
- the outcomes of judicial, regulatory, and administrative inquiries, examinations, investigations, proceedings, or disputes to which we are or may be subject and our ability to absorb and address any damages or other remedies that are sought or awarded and any collateral consequences;
- evolving accounting standards and policies;
- the adequacy of our corporate governance, risk-management framework, compliance programs, and internal controls over financial reporting, including our ability to control lapses or deficiencies in financial reporting, to make appropriate estimates, or to effectively mitigate or manage operational risk;
- any instability or breakdown in the financial system, including as a result of the actual or perceived soundness of another financial institution or another participant in the financial system;
- disruptions and shifts in investor sentiment or behavior in the securities, capital, or other financial markets, including financial or systemic shocks and volatility or changes in market liquidity, interest or currency rates, or valuations;
- our ability to cost-effectively fund our businesses and operations, including by accessing long- and short-term funding and liquidity and by retaining and growing client deposits;
- changes in any of our credit ratings;
- our ability to manage any unexpected outflows of uninsured deposits and avoid selling investment securities or other assets at an unfavorable time or at a loss;
- negative market perceptions of our investment portfolio or its value;
- adverse publicity or other reputational harm to us, our service providers, or our senior officers;
- business and consumer sentiment, preferences, or behavior, including spending, borrowing, or saving by businesses or households;
- our ability to execute on strategic and operational plans, including simplifying our businesses, achieving cost-savings targets and lowering expense growth, accelerating franchise momentum, and improving our capital position;
- changes in our corporate and business strategies, the composition of our assets, or the way in which we fund those assets;
- our ability to successfully make and integrate acquisitions and to effect divestitures, including the ability to successfully deploy the proceeds from the sale of TIH and perform our obligations under the transition services arrangements supporting TIH in a cost-effective and efficient manner;
- our ability to develop, maintain, and market our products or services or to absorb unanticipated costs or liabilities associated with those products or services;
- our ability to innovate, to anticipate the needs of current or future clients, to successfully compete, to increase or hold market share in changing competitive environments, or to deal with pricing or other competitive pressures;
- our ability to maintain secure and functional financial, accounting, technology, data processing, or other operating systems or infrastructure, including those that safeguard personal and other sensitive information;
- our ability to appropriately underwrite loans that we originate or purchase and to otherwise manage credit risk, including in connection with commercial and consumer mortgage loans;
- our ability to satisfactorily and profitably perform loan servicing and similar obligations;
- the credit, liquidity, or other financial condition of our clients, counterparties, service providers, or competitors;
- our ability to effectively deal with economic, business, or market slowdowns or disruptions;
- the efficacy of our methods or models in assessing business strategies or opportunities or in valuing, measuring, estimating, monitoring, or managing positions or risk;
- our ability to keep pace with changes in technology that affect us or our clients, counterparties, service providers, or competitors or to maintain rights or interests in associated intellectual property;
- our ability to attract, hire, and retain key teammates and to engage in adequate succession planning;
- the performance and availability of third-party service providers on whom we rely in delivering products and services to our clients and otherwise in conducting our business and operations;
- our ability to detect, prevent, mitigate, and otherwise manage the risk of fraud or misconduct by internal or external parties; our ability to manage and mitigate physical-security and cybersecurity risks, including denial-of-service attacks, hacking, phishing, social-engineering attacks, malware intrusion, data-corruption attempts, system breaches, identity theft, ransomware attacks, environmental conditions, and intentional acts of destruction;
- natural or other disasters, calamities, and conflicts, including terrorist events, cyber-warfare, and pandemics;
- widespread outages of operational, communication, and other systems;
- our ability to maintain appropriate ESG practices, oversight, and disclosures;
- policies and other actions of governments to manage and mitigate climate and related environmental risks, and the effects of climate change or the transition to a lower-carbon economy on our business, operations, and reputation; and
- other assumptions, risks, or uncertainties described in the Risk Factors (Item 1A), Management’s Discussion and Analysis of Financial Condition and Results of Operations (Item 7), or the Notes to the Consolidated Financial Statements (Item 8) in our Annual Report on Form 10-K or described in any of the Company’s subsequent quarterly or current reports.

Any forward-looking statement made by us or on our behalf speaks only as of the date that it was made. We do not undertake to update any forward-looking statement to reflect the impact of events, circumstances, or results that arise after the date that the statement was made, except as required by applicable securities laws. You, however, should consult further disclosures (including disclosures of a forward-looking nature) that we may make in any subsequent Annual Report on Form 10-K, Quarterly Report on Form 10-Q, or Current Report on Form 8-K.

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS TRUIST FINANCIAL CORPORATION AND SUBSIDIARIES

Unaudited (Dollars in millions, except per share data, shares in thousands)		Mar 31, 2024	Dec 31, 2023
Assets			
Cash and due from banks	\$	5,040	\$ 5,000
Interest-bearing deposits with banks		29,510	25,230
Securities borrowed or purchased under agreements to resell		2,091	2,378
Trading assets at fair value		5,268	4,332
AFS securities at fair value		66,050	67,366
HTM securities (fair value of \$43,041 and \$44,630, respectively)		53,369	54,107
LHFS (including \$1,201 and \$852 at fair value, respectively)		1,253	1,280
Loans and leases (including \$14 and \$15 at fair value, respectively)		307,224	312,061
ALLL		(4,803)	(4,798)
Loans and leases, net of ALLL		302,421	307,263
Premises and equipment		3,274	3,298
Goodwill		17,157	17,156
CDI and other intangible assets		1,816	1,909
Loan servicing rights at fair value		3,417	3,378
Other assets (including \$1,359 and \$1,311 at fair value, respectively)		36,521	34,997
Assets of discontinued operations		7,772	7,655
Total assets	\$	534,959	\$ 535,349
Liabilities			
Noninterest-bearing deposits	\$	110,901	\$ 111,624
Interest-bearing deposits (including \$23 and \$0 at fair value, respectively)		283,364	284,241
Short-term borrowings (including \$2,034 and \$1,625 at fair value, respectively)		26,329	24,828
Long-term debt		39,071	38,918
Other liabilities (including \$2,990 and \$2,597 at fair value, respectively)		13,119	12,946
Liabilities of discontinued operations		3,122	3,539
Total liabilities		475,906	476,096
Shareholders' Equity			
Preferred stock		6,673	6,673
Common stock, \$5 par value		6,690	6,669
Additional paid-in capital		36,197	36,177
Retained earnings		22,483	22,088
AOCI, net of deferred income taxes		(13,222)	(12,506)
Noncontrolling interests		232	152
Total shareholders' equity		59,053	59,253
Total liabilities and shareholders' equity	\$	534,959	\$ 535,349
Common shares outstanding		1,338,096	1,333,743
Common shares authorized		2,000,000	2,000,000
Preferred shares outstanding		223	223
Preferred shares authorized		5,000	5,000

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

TRUIST FINANCIAL CORPORATION AND SUBSIDIARIES

Unaudited (Dollars in millions, except per share data, shares in thousands)	Three Months Ended March 31,	
	2024	2023
Interest Income		
Interest and fees on loans and leases	\$ 4,865	\$ 4,656
Interest on securities	805	752
Interest on other earning assets	514	376
Total interest income	6,184	5,784
Interest Expense		
Interest on deposits	1,964	1,125
Interest on long-term debt	482	514
Interest on other borrowings	366	278
Total interest expense	2,812	1,917
Net Interest Income	3,372	3,867
Provision for credit losses	500	502
Net Interest Income After Provision for Credit Losses	2,872	3,365
Noninterest Income		
Wealth management income	356	339
Investment banking and trading income	323	261
Card and payment related fees	224	230
Service charges on deposits	225	250
Mortgage banking income	97	142
Lending related fees	96	106
Operating lease income	59	67
Other income	66	26
Total noninterest income	1,446	1,421
Noninterest Expense		
Personnel expense	1,630	1,668
Professional fees and outside processing	278	287
Software expense	224	200
Net occupancy expense	160	169
Amortization of intangibles	88	100
Equipment expense	88	102
Marketing and customer development	56	68
Operating lease depreciation	40	46
Regulatory costs	152	75
Restructuring charges	51	56
Other expense	186	244
Total noninterest expense	2,953	3,015
Earnings		
Income before income taxes	1,365	1,771
Provision for income taxes	232	361
Net income from continuing operations	1,133	1,410
Net income from discontinued operations	67	105
Net income	1,200	1,515
Noncontrolling interests from discontinued operations	3	2
Preferred stock dividends and other	106	103
Net income available to common shareholders	\$ 1,091	\$ 1,410
Basic earnings from continuing operations	\$ 0.77	\$ 0.98
Basic EPS	0.82	1.06
Diluted earnings from continuing operations	0.76	0.98
Diluted EPS	0.81	1.05
Basic weighted average shares outstanding	1,335,091	1,328,602
Diluted weighted average shares outstanding	1,346,904	1,339,480

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
TRUIST FINANCIAL CORPORATION AND SUBSIDIARIES

Unaudited (Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Net income	\$ 1,200	\$ 1,515
OCI, net of tax:		
Net change in net pension and postretirement costs	1	(14)
Net change in cash flow hedges	(190)	125
Net change in AFS securities	(576)	853
Net change in HTM securities	51	55
Other, net	(2)	1
Total OCI, net of tax	(716)	1,020
Total OCI	\$ 484	\$ 2,535
Income Tax Effect of Items Included in OCI:		
Net change in net pension and postretirement costs	\$ —	\$ (3)
Net change in cash flow hedges	(58)	38
Net change in AFS securities	(177)	262
Net change in HTM securities	15	15
Total income taxes related to OCI	\$ (220)	\$ 312

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
TRUIST FINANCIAL CORPORATION AND SUBSIDIARIES

Unaudited (Dollars in millions, shares in thousands)	Shares of Common Stock	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	AOCI	Noncontrolling Interests	Total Shareholders' Equity
Balance, January 1, 2023	1,326,829	\$ 6,673	\$ 6,634	\$ 34,544	\$ 26,264	\$ (13,601)	\$ 23	\$ 60,537
Net income	—	—	—	—	1,513	—	2	1,515
OCI	—	—	—	—	—	1,020	—	1,020
Issued in connection with equity awards, net	5,089	—	26	(45)	(1)	—	—	(20)
Cash dividends declared on common stock	—	—	—	—	(691)	—	—	(691)
Cash dividends declared on preferred stock	—	—	—	—	(103)	—	—	(103)
Equity-based compensation expense	—	—	—	83	—	—	—	83
Other, net	—	—	—	—	56	—	(3)	53
Balance, March 31, 2023	1,331,918	\$ 6,673	\$ 6,660	\$ 34,582	\$ 27,038	\$ (12,581)	\$ 22	\$ 62,394
Balance, January 1, 2024	1,333,743	\$ 6,673	\$ 6,669	\$ 36,177	\$ 22,088	\$ (12,506)	\$ 152	\$ 59,253
Net income	—	—	—	—	1,197	—	3	1,200
OCI	—	—	—	—	—	(716)	—	(716)
Issued in connection with equity awards, net	4,353	—	21	(43)	(2)	—	—	(24)
Cash dividends declared on common stock	—	—	—	—	(694)	—	—	(694)
Cash dividends declared on preferred stock	—	—	—	—	(106)	—	—	(106)
Equity-based compensation expense	—	—	—	63	—	—	—	63
Other, net	—	—	—	—	—	—	77	77
Balance, March 31, 2024	1,338,096	\$ 6,673	\$ 6,690	\$ 36,197	\$ 22,483	\$ (13,222)	\$ 232	\$ 59,053

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS⁽¹⁾
TRUIST FINANCIAL CORPORATION AND SUBSIDIARIES

Unaudited
(Dollars in millions)

Three Months Ended March 31,

2024

2023

Cash Flows From Operating Activities:

Net income	\$	1,200	\$	1,515
Adjustments to reconcile net income to net cash from operating activities:				
Provision for credit losses		500		502
Depreciation		164		180
Amortization of intangibles		109		136
Net change in operating assets and liabilities:				
LHFS		(349)		(846)
Pension asset		(57)		(1,346)
Derivative assets and liabilities		255		(12)
Trading assets		(936)		304
Other assets and other liabilities		(1,985)		(463)
Other, net		109		148
Net cash from operating activities		(990)		118

Cash Flows From Investing Activities:

Proceeds from sales of AFS securities		6		4
Proceeds from maturities, calls and paydowns of AFS securities		3,923		1,279
Purchases of AFS securities		(3,807)		(140)
Proceeds from maturities, calls and paydowns of HTM securities		808		858
Originations and purchases of loans and leases, net of sales and principal collected		4,692		(1,835)
Net cash received (paid) for FHLB stock		(1)		(1,147)
Net cash received (paid) for securities borrowed or purchased under agreements to resell		287		(456)
Other, net		(5)		(613)
Net cash from investing activities		5,903		(2,050)

Cash Flows From Financing Activities:

Net change in deposits		(1,599)		(8,498)
Net change in short-term borrowings		1,493		224
Proceeds from issuance of long-term debt		8,130		35,029
Repayment of long-term debt		(7,750)		(8,444)
Cash dividends paid on common stock		(694)		(691)
Cash dividends paid on preferred stock		(106)		(103)
Net cash received (paid) for hedge unwinds		—		(378)
Other, net		(46)		(32)
Net cash from financing activities		(572)		17,107

Net Change in Cash and Cash Equivalents

4,341 15,175

Cash and Cash Equivalents of Continuing and Discontinued Operations, January 1

30,644 21,421

Cash and Cash Equivalents of Continuing and Discontinued Operations, March 31

\$ 34,985 \$ 36,596

Supplemental Disclosure of Cash Flow Information:

Net cash paid (received) during the period for:

Interest expense	\$	2,826	\$	1,667
Income taxes		30		23

(1) Cash flows of discontinued operations are reflected within operating, investing, and financing activities in the Consolidated Statements of Cash Flows. The cash balance of these operations is reported as assets of discontinued operations on the Consolidated Balance Sheets. Refer to "Note 2. Discontinued Operations" for additional information related to discontinued operations.

The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1. Basis of Presentation

General

See the Glossary of Defined Terms at the beginning of this Report for terms used herein. These consolidated financial statements and notes are presented in accordance with the instructions for Form 10-Q, and, therefore, do not include all information and notes necessary for a complete presentation of financial position, results of operations, and cash flow activity required in accordance with GAAP. In the opinion of management, all normal recurring adjustments necessary for a fair statement of the consolidated financial position and consolidated results of operations have been made. The year-end consolidated balance sheet data was derived from audited annual financial statements but does not contain all of the footnote disclosures from the annual financial statements. The information contained in the financial statements and notes included in the Annual Report on Form 10-K for the year ended December 31, 2023 should be referred to in connection with these unaudited interim consolidated financial statements. The Company updated its accounting policies in connection with recently adopted accounting standards, as applicable, which are described in this footnote. There were no other significant changes to the Company's accounting policies from those disclosed in the Annual Report on Form 10-K for the year ended December 31, 2023 that could have a material effect on the Company's financial statements.

Discontinued Operations

The Company classifies assets and liabilities as held for sale when management, having the authority to approve the action, commits to a plan to sell the disposal group, the sale is probable to occur within one year, and the disposal group is available for immediate sale in its present condition. The Company also considers whether an active program to locate a buyer has been initiated, whether the disposal group is marketed actively for sale at a price that is reasonable in relation to its current fair value, and whether actions required to complete the plan indicate it is unlikely significant changes to the plan will be made or the plan will be withdrawn. An asset or business that meets the criteria for held for sale classification is reported as discontinued operations when the disposal represents a strategic shift that has had or will have a major effect on the Company's operating results.

Assets and liabilities of discontinued operations are presented separately in the Consolidated Balance Sheets for current and prior periods commencing in the period in which the asset or business meets all of the held for sale criteria described above. Net income from discontinued operations, net of tax, are separately reported in the Consolidated Statements of Income for current and prior periods commencing in the period in which the asset or business meets all of the held for sale criteria described above, including any gain or loss recognized on the sale or adjustment of the carrying amount to fair value less cost to sell.

Certain activity of TIH impacting the Company's footnote disclosures have been removed or revised. The footnote disclosures included herein are presented on a continuing operations basis, unless otherwise noted.

Refer to "Note 2. Discontinued Operations" for additional information.

Segment Realignment

Effective January 1, 2024, several business activities were realigned reflecting updates to the Company's operating structure. First, the CB&W segment was renamed CSBB and the C&CB segment was renamed WB. Second, the Wealth business was realigned into the WB segment from the CSBB segment, representing a separate reporting unit in that segment. Third, the small business banking client segmentation was realigned into the CSBB segment from the WB segment. Further, TIH was the principal legal entity of the IH segment. As the operations of TIH are now included in discontinued operations, the Company no longer presents the IH segment as one of its reportable segments. The segment disclosures have been revised to reflect the new structure. Refer to "Note 18. Operating Segments" for additional information.

Reclassifications

In addition to the reclassifications discussed above in the Consolidated Balance Sheets, Consolidated Statements of Income, and certain footnotes for discontinued operations and the segment realignment, as applicable, certain other amounts reported in prior periods' consolidated financial statements have been reclassified to conform to the current presentation.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change include the determination of the ACL; determination of fair value for securities, MSRs, LHFS, trading loans, and derivative assets and liabilities; goodwill and other intangible assets; income taxes; and pension and postretirement benefit obligations.

Changes in Accounting Principles and Effects of New Accounting Pronouncements

Standard / Adoption Date	Description	Effects on the Financial Statements
Standards Not Yet Adopted		
Improvements to Income Tax Disclosures January 1, 2025	Improves the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures.	Truist is evaluating the impact of this standard on its disclosures. This standard relates to footnote disclosures only.
Improvements to Reportable Segment Disclosures December 31, 2024	Improves reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses.	Truist is evaluating the impact of this standard on its disclosures. This standard relates to footnote disclosures only.

NOTE 2. Discontinued Operations

On February 20, 2024, the Company entered into an agreement to sell the remaining stake of the common equity in TIH to an investor group led by Stone Point Capital LLC and Clayton, Dubilier & Rice for a purchase price that implied an enterprise value for TIH of \$15.5 billion. The divestiture of TIH represents a strategic shift that has a major effect on our operations and financial results. The Company reclassified all of the assets and liabilities of TIH to discontinued operations in connection with the announcement of the disposition of the business. As such, financial information attributed to TIH has been recast to reflect discontinued operations for the periods presented herein. The following footnotes reflect impacts of discontinued operations: "Note 1. Basis of Presentation," "Note 2. Discontinued Operations," "Note 6. Goodwill and Other Intangible Assets," "Note 8. Other Assets and Liabilities," "Note 12. Income Taxes," "Note 13. Benefit Plans," "Note 17. Computation of EPS," and "Note 18. Operating Segments."

The following is a summary of the assets and liabilities of discontinued operations:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Assets of discontinued operations:		
Cash and due from banks	\$ 83	\$ 72
Interest-bearing deposits with banks	352	342
Premises and equipment	66	72
Goodwill	3,745	3,745
CDI and other intangible assets	1,229	1,251
Other assets	2,297	2,173
Total assets of discontinued operations	\$ 7,772	\$ 7,655
Liabilities of discontinued operations:		
Other liabilities	\$ 3,122	\$ 3,539
Total liabilities of discontinued operations	\$ 3,122	\$ 3,539

The following presents operating results of TIH classified as discontinued operations:

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Interest Income		
Interest on other earning assets	\$ 24	\$ 1
Total interest income	24	1
Noninterest income		
Insurance income	\$ 892	\$ 815
Other income	5	3
Total noninterest income	897	818
Expenses		
Personnel expense	634	513
Professional fees and outside processing	48	27
Software expense	17	14
Net occupancy expense	15	14
Amortization of intangibles	21	36
Equipment expense	9	8
Marketing and customer development	10	10
Restructuring charges	19	7
Other expense	58	52
Total noninterest expense	831	681
Earnings		
Income before income taxes from discontinued operations	90	138
Provision for income taxes	23	33
Net income from discontinued operations	67	105
Noncontrolling interests	3	2
Net income from discontinued operations attributable to controlling interest	\$ 64	\$ 103

The components of net cash provided by operating, investing, and financing activities of discontinued operations included in the Consolidated Statements of Cash Flows are as follows:

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Net cash from operating activities	\$ (346)	\$ (134)
Net cash from investing activities	(4)	(7)
Net cash from financing activities	373	(45)

On May 6, 2024, the Company completed the sale, which resulted in after-tax cash proceeds to Truist of approximately \$10.1 billion. The transaction improves Truist's relative capital position and allows Truist to maintain strategic flexibility. Upon closing, the transaction resulted in a full deconsolidation of the TIH subsidiary from Truist and resulted in an approximate after-tax gain of approximately \$4.7 billion. Refer to "Note 19. Subsequent Events" for additional information.

In connection with the sale of TIH, the Company has entered into various agreements with entities controlled by the buyers and TIH, including a transition services agreement and several commercial agreements, ranging from one to seven years. The transition services agreement includes the following support services: information technology, finance and accounting, human resources, marketing and communications, procurement, and real estate. The Company will be compensated for such services on a monthly basis. The commercial agreements represent arrangements for both the Company and TIH to continue engaging in certain business activities after the completion of the sale. Such activities include referral services and certain brokerage and administration services. In addition, TIH will retain its depository relationship with Truist Bank after completion of the sale. TIH holds the majority of its cash in depository accounts with Truist Bank. TIH held \$1.2 billion and \$1.6 billion of deposits at Truist Bank as of March 31, 2024 and December 31, 2023, respectively. Such deposits are not presented in assets of discontinued operations as they are eliminated upon consolidation.

NOTE 3. Securities Financing Activities

Securities purchased under agreements to resell are primarily collateralized by U.S. government or agency securities and are carried at the amounts at which the securities will be subsequently sold, plus accrued interest. Securities borrowed are primarily collateralized by corporate securities. The Company borrows securities and purchases securities under agreements to resell as part of its securities financing activities. On the acquisition date of these securities, the Company and the related counterparty agree on the amount of collateral required to secure the principal amount loaned under these arrangements. The Company monitors collateral values daily and calls for additional collateral to be provided as warranted under the respective agreements. The following table presents securities borrowed or purchased under agreements to resell:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Securities purchased under agreements to resell	\$ 883	\$ 1,168
Securities borrowed	1,208	1,210
Total securities borrowed or purchased under agreements to resell	\$ 2,091	\$ 2,378
Fair value of collateral permitted to be resold or repledged	\$ 1,971	\$ 2,175
Fair value of securities resold or repledged	—	12

For securities sold under agreements to repurchase, the Company would be obligated to provide additional collateral in the event of a significant decline in fair value of the collateral pledged. This risk is managed by monitoring the liquidity and credit quality of the collateral, as well as the maturity profile of the transactions. Refer to "Note 14. Commitments and Contingencies" for additional information related to pledged securities. The following table presents the Company's related activity, by collateral type and remaining contractual maturity:

	March 31, 2024				December 31, 2023			
(Dollars in millions)	Overnight and Continuous	Up to 30 days	30-90 days	Total	Overnight and Continuous	Up to 30 days	Total	
U.S. Treasury	\$ 10	\$ —	\$ —	\$ 10	\$ 12	\$ —	\$ 12	
State and Municipal	428	—	—	428	415	—	415	
Agency MBS – residential	—	500	—	500	—	1,500	1,500	
Corporate and other debt securities	521	80	50	651	420	80	500	
Total securities sold under agreements to repurchase	\$ 959	\$ 580	\$ 50	\$ 1,589	\$ 847	\$ 1,580	\$ 2,427	

There were no securities financing transactions subject to legally enforceable master netting arrangements that were eligible for balance sheet netting for the periods presented.

NOTE 4. Investment Securities

The following tables summarize the Company's AFS and HTM securities:

March 31, 2024 (Dollars in millions)	Amortized Cost	Gross Unrealized		Net unrealized gains (losses)	Fair Value
		Gains	Losses		
AFS securities:					
U.S. Treasury	\$ 9,480	\$ —	\$ (460)	\$ (460)	\$ 9,020
GSE	385	2	(37)	(35)	350
Agency MBS – residential	61,945	9	(10,804)	(10,795)	51,150
Agency MBS – commercial	2,822	—	(614)	(614)	2,208
States and political subdivisions	420	15	(16)	(1)	419
Non-agency MBS	3,648	—	(764)	(764)	2,884
Other	19	—	—	—	19
Total AFS securities, excluding portfolio level basis adjustments	78,719	26	(12,695)	(12,669)	66,050
Portfolio level basis adjustments ⁽¹⁾	(433)			433	—
Total AFS securities	\$ 78,286	\$ 26	\$ (12,695)	\$ (12,236)	\$ 66,050
HTM securities:					
Agency MBS – residential	\$ 53,369	\$ —	\$ (10,328)	\$ (10,328)	\$ 43,041

December 31, 2023 (Dollars in millions)	Amortized Cost	Gross Unrealized		Net unrealized gains (losses)	Fair Value
		Gains	Losses		
AFS securities:					
U.S. Treasury	\$ 10,511	\$ 2	\$ (472)	\$ (470)	\$ 10,041
GSE	393	3	(34)	(31)	362
Agency MBS – residential	60,989	—	(9,700)	(9,700)	51,289
Agency MBS – commercial	2,817	—	(569)	(569)	2,248
States and political subdivisions	421	17	(13)	4	425
Non-agency MBS	3,698	—	(717)	(717)	2,981
Other	20	—	—	—	20
Total AFS securities	\$ 78,849	\$ 22	\$ (11,505)	\$ (11,483)	\$ 67,366
HTM securities:					
Agency MBS – residential	\$ 54,107	\$ —	\$ (9,477)	\$ (9,477)	\$ 44,630

(1) Represents fair value hedge basis adjustments related to active portfolio layer method hedges, which are not allocated to individual securities. For additional information, refer to "Note 16. Derivative Financial Instruments."

The amortized cost and estimated fair value of certain MBS securities issued by FNMA and FHLMC that exceeded 10% of shareholders' equity are shown in the table below:

(Dollars in millions)	March 31, 2024	
	Amortized Cost	Fair Value
FNMA	\$ 39,345	\$ 32,003
FHLMC	39,821	32,183

The amortized cost and estimated fair value of the securities portfolio by contractual maturity are shown in the following table. The expected life of MBS may be shorter than the contractual maturities because borrowers have the right to prepay their obligations with or without penalties.

March 31, 2024 (Dollars in millions)	Amortized Cost					Fair Value				
	Due in one year or less	Due after one year through five years	Due after five years through ten years	Due after ten years	Total	Due in one year or less	Due after one year through five years	Due after five years through ten years	Due after ten years	Total
AFS securities:										
U.S. Treasury	\$ 2,871	\$ 6,566	\$ 14	\$ 29	\$ 9,480	\$ 2,850	\$ 6,133	\$ 13	\$ 24	\$ 9,020
GSE	—	7	12	366	385	—	7	11	332	350
Agency MBS – residential	—	120	447	61,378	61,945	—	113	420	50,617	51,150
Agency MBS – commercial	—	—	71	2,751	2,822	—	—	66	2,142	2,208
States and political subdivisions	49	48	168	155	420	48	47	174	150	419
Non-agency MBS	—	—	214	3,434	3,648	—	—	164	2,720	2,884
Other	—	7	12	—	19	—	7	12	—	19
Total AFS securities	\$ 2,920	\$ 6,748	\$ 938	\$ 68,113	\$ 78,719	\$ 2,898	\$ 6,307	\$ 860	\$ 55,985	\$ 66,050
HTM securities:										
Agency MBS – residential	\$ —	\$ —	\$ —	\$ 53,369	\$ 53,369	\$ —	\$ —	\$ —	\$ 43,041	\$ 43,041

The following tables present the fair values and gross unrealized losses of investments based on the length of time that individual securities have been in a continuous unrealized loss position:

March 31, 2024 (Dollars in millions)	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
AFS securities:						
U.S. Treasury	\$ 743	\$ (2)	\$ 7,805	\$ (458)	\$ 8,548	\$ (460)
GSE	32	(1)	246	(36)	278	(37)
Agency MBS – residential	485	(3)	48,895	(10,801)	49,380	(10,804)
Agency MBS – commercial	12	—	2,196	(614)	2,208	(614)
States and political subdivisions	35	—	239	(16)	274	(16)
Non-agency MBS	—	—	2,884	(764)	2,884	(764)
Other	—	—	7	—	7	—
Total	\$ 1,307	\$ (6)	\$ 62,272	\$ (12,689)	\$ 63,579	\$ (12,695)
HTM securities:						
Agency MBS – residential	\$ —	\$ —	\$ 43,041	\$ (10,328)	\$ 43,041	\$ (10,328)

December 31, 2023 (Dollars in millions)	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
AFS securities:						
U.S. Treasury	\$ 356	\$ (2)	\$ 8,806	\$ (470)	\$ 9,162	\$ (472)
GSE	16	—	255	(34)	271	(34)
Agency MBS – residential	258	(4)	51,006	(9,696)	51,264	(9,700)
Agency MBS – commercial	61	(2)	2,185	(567)	2,246	(569)
States and political subdivisions	35	—	243	(13)	278	(13)
Non-agency MBS	—	—	2,981	(717)	2,981	(717)
Other	—	—	20	—	20	—
Total	\$ 726	\$ (8)	\$ 65,496	\$ (11,497)	\$ 66,222	\$ (11,505)
HTM securities:						
Agency MBS – residential	\$ —	\$ —	\$ 44,630	\$ (9,477)	\$ 44,630	\$ (9,477)

At March 31, 2024 and December 31, 2023, no ACL was established for AFS or HTM securities. Substantially all of the unrealized losses on the securities portfolio, including non-agency MBS, were the result of changes in market interest rates compared to the date the securities were acquired rather than the credit quality of the issuers or underlying loans. HTM debt securities consist of residential agency MBS. Accordingly, the Company does not expect to incur any credit losses on investment securities.

NOTE 5. Loans and ACL

The following tables present loans and leases HFI by aging category. Government guaranteed loans are not placed on nonperforming status regardless of delinquency because collection of principal and interest is reasonably assured.

March 31, 2024 (Dollars in millions)	Accruing			Nonperforming	Total
	Current	30-89 Days Past Due	90 Days Or More Past Due ⁽¹⁾		
Commercial:					
Commercial and industrial	\$ 156,987	\$ 158	\$ 12	\$ 512	\$ 157,669
CRE	21,860	21	—	261	22,142
Commercial construction	7,449	—	—	23	7,472
Consumer:					
Residential mortgage	53,656	638	441	151	54,886
Home equity	9,626	59	10	130	9,825
Indirect auto	21,348	540	1	256	22,145
Other consumer	27,791	226	18	61	28,096
Credit card	4,859	74	56	—	4,989
Total	\$ 303,576	\$ 1,716	\$ 538	\$ 1,394	\$ 307,224

(1) Includes government guaranteed loans of \$408 million in the residential mortgage portfolio.

December 31, 2023 (Dollars in millions)	Accruing			Nonperforming	Total
	Current	30-89 Days Past Due	90 Days Or More Past Due ⁽¹⁾		
Commercial:					
Commercial and industrial	\$ 160,081	\$ 230	\$ 7	\$ 470	\$ 160,788
CRE	22,281	5	—	284	22,570
Commercial construction	6,658	—	1	24	6,683
Consumer:					
Residential mortgage	54,261	639	439	153	55,492
Home equity	9,850	70	11	122	10,053
Indirect auto	21,788	669	2	268	22,727
Other consumer	28,296	271	21	59	28,647
Credit card	4,961	87	53	—	5,101
Total	\$ 308,176	\$ 1,971	\$ 534	\$ 1,380	\$ 312,061

(1) Includes government guaranteed loans of \$418 million in the residential mortgage portfolio.

The following tables present the amortized cost basis of loans by origination year and credit quality indicator:

March 31, 2024 (Dollars in millions)	Amortized Cost Basis by Origination Year						Revolving Credit	Loans Converted to Term	Other ⁽¹⁾	Total
	2024	2023	2022	2021	2020	Prior				
Commercial:										
Commercial and industrial:										
Pass	\$ 6,056	\$ 22,561	\$ 27,451	\$ 14,650	\$ 7,903	\$ 16,367	\$ 54,742	\$ —	\$ (287)	\$ 149,443
Special mention	99	776	643	434	161	219	826	—	—	3,158
Substandard	69	960	792	443	234	663	1,395	—	—	4,556
Nonperforming	—	114	76	98	29	69	126	—	—	512
Total	6,224	24,411	28,962	15,625	8,327	17,318	57,089	—	(287)	157,669
Gross charge-offs	3	5	33	23	—	10	23	—	—	97
CRE:										
Pass	445	3,377	4,593	2,577	1,890	5,227	1,171	—	(66)	19,214
Special mention	12	178	431	115	4	266	—	—	—	1,006
Substandard	99	348	370	233	202	349	60	—	—	1,661
Nonperforming	—	2	20	22	13	204	—	—	—	261
Total	556	3,905	5,414	2,947	2,109	6,046	1,231	—	(66)	22,142
Gross charge-offs	—	8	10	—	—	85	—	—	—	103
Commercial construction:										
Pass	88	1,259	2,473	1,305	201	169	843	—	—	6,338
Special mention	1	15	428	187	44	—	100	—	—	775
Substandard	5	25	75	46	98	—	87	—	—	336
Nonperforming	—	—	23	—	—	—	—	—	—	23
Total	94	1,299	2,999	1,538	343	169	1,030	—	—	7,472
Gross charge-offs	—	—	—	—	—	—	—	—	—	—
Consumer:										
Residential mortgage:										
Current	304	2,847	13,316	16,264	5,648	15,277	—	—	—	53,656
30 - 89 days past due	6	23	62	57	38	452	—	—	—	638
90 days or more past due	—	16	34	29	30	332	—	—	—	441
Nonperforming	—	—	9	15	6	121	—	—	—	151
Total	310	2,886	13,421	16,365	5,722	16,182	—	—	—	54,886
Gross charge-offs	—	—	—	—	—	1	—	—	—	1
Home equity:										
Current	—	—	—	—	—	—	6,070	3,556	—	9,626
30 - 89 days past due	—	—	—	—	—	—	41	18	—	59
90 days or more past due	—	—	—	—	—	—	6	4	—	10
Nonperforming	—	—	—	—	—	—	47	83	—	130
Total	—	—	—	—	—	—	6,164	3,661	—	9,825
Gross charge-offs	—	—	—	—	—	—	3	—	—	3
Indirect auto:										
Current	1,839	4,236	7,316	4,197	2,155	1,606	—	—	(1)	21,348
30 - 89 days past due	4	84	169	117	67	99	—	—	—	540
90 days or more past due	—	—	1	—	—	—	—	—	—	1
Nonperforming	—	32	79	59	35	51	—	—	—	256
Total	1,843	4,352	7,565	4,373	2,257	1,756	—	—	(1)	22,145
Gross charge-offs	—	24	62	27	14	27	—	—	—	154
Other consumer:										
Current	2,248	8,866	6,960	3,312	1,693	2,017	2,677	15	3	27,791
30 - 89 days past due	10	73	69	30	15	22	6	1	—	226
90 days or more past due	—	11	5	—	—	—	2	—	—	18
Nonperforming	—	10	16	14	7	13	—	1	—	61
Total	2,258	8,960	7,050	3,356	1,715	2,052	2,685	17	3	28,096
Gross charge-offs	7	54	50	24	12	10	8	—	—	165
Credit card:										
Current	—	—	—	—	—	—	4,836	23	—	4,859
30 - 89 days past due	—	—	—	—	—	—	70	4	—	74
90 days or more past due	—	—	—	—	—	—	54	2	—	56
Total	—	—	—	—	—	—	4,960	29	—	4,989
Gross charge-offs	—	—	—	—	—	—	75	2	—	77
Total	\$ 11,285	\$ 45,813	\$ 65,411	\$ 44,204	\$ 20,473	\$ 43,523	\$ 73,159	\$ 3,707	\$ (351)	\$ 307,224
Gross charge-offs	\$ 10	\$ 91	\$ 155	\$ 74	\$ 26	\$ 133	\$ 109	\$ 2	\$ —	\$ 600

December 31, 2023
(Dollars in millions)

December 31, 2023 (Dollars in millions)	Amortized Cost Basis by Origination Year						Revolving Credit	Loans		Total	
	2023	2022	2021	2020	2019	Prior		Converted to Term	Other ⁽¹⁾		
Commercial:											
Commercial and industrial:											
Pass	\$ 26,836	\$ 29,877	\$ 15,683	\$ 8,436	\$ 5,918	\$ 11,539	\$ 55,026	\$ —	\$ (211)	\$ 153,104	
Special mention	688	623	557	152	37	197	1,003	—	—	3,257	
Substandard	754	628	428	290	289	367	1,201	—	—	3,957	
Nonperforming	36	116	99	12	42	31	134	—	—	470	
Total	28,314	31,244	16,767	8,890	6,286	12,134	57,364	—	(211)	160,788	
Gross charge-offs	20	72	126	21	5	35	111	—	—	390	
CRE:											
Pass	3,760	4,931	2,651	1,903	2,813	2,666	1,221	—	(70)	19,875	
Special mention	185	315	140	79	203	37	—	—	—	959	
Substandard	259	350	190	65	243	289	56	—	—	1,452	
Nonperforming	2	52	28	15	174	13	—	—	—	284	
Total	4,206	5,648	3,009	2,062	3,433	3,005	1,277	—	(70)	22,570	
Gross charge-offs	—	58	10	20	29	47	2	—	—	166	
Commercial construction:											
Pass	1,029	2,196	1,370	287	89	125	840	—	—	5,936	
Special mention	3	218	208	—	—	—	1	—	—	430	
Substandard	24	48	27	174	—	—	20	—	—	293	
Nonperforming	—	23	—	—	1	—	—	—	—	24	
Total	1,056	2,485	1,605	461	90	125	861	—	—	6,683	
Gross charge-offs	—	5	—	—	—	—	—	—	—	5	
Consumer:											
Residential mortgage:											
Current	2,846	13,481	16,509	5,738	2,822	12,865	—	—	—	54,261	
30 - 89 days past due	10	52	43	38	40	456	—	—	—	639	
90 or more days past due	7	22	25	31	28	326	—	—	—	439	
Nonperforming	—	7	13	7	13	113	—	—	—	153	
Total	2,863	13,562	16,590	5,814	2,903	13,760	—	—	—	55,492	
Gross charge-offs	—	—	2	1	1	6	—	—	—	10	
Home equity:											
Current	—	—	—	—	—	—	6,175	3,675	—	9,850	
30 - 89 days past due	—	—	—	—	—	—	47	23	—	70	
90 days or more past due	—	—	—	—	—	—	7	4	—	11	
Nonperforming	—	—	—	—	—	—	42	80	—	122	
Total	—	—	—	—	—	—	6,271	3,782	—	10,053	
Gross charge-offs	—	—	—	—	—	—	10	—	—	10	
Indirect auto:											
Current	4,611	8,049	4,689	2,479	1,330	639	—	—	(9)	21,788	
30 - 89 days past due	83	213	150	86	71	66	—	—	—	669	
90 days or more past due	—	1	1	—	—	—	—	—	—	2	
Nonperforming	20	85	63	39	33	28	—	—	—	268	
Total	4,714	8,348	4,903	2,604	1,434	733	—	—	(9)	22,727	
Gross charge-offs	25	202	118	58	59	69	—	—	—	531	
Other consumer:											
Current	9,903	7,676	3,715	1,914	1,049	1,207	2,816	13	3	28,296	
30 - 89 days past due	86	85	41	23	16	12	7	1	—	271	
90 days or more past due	9	8	1	1	—	—	2	—	—	21	
Nonperforming	6	14	14	8	6	10	—	1	—	59	
Total	10,004	7,783	3,771	1,946	1,071	1,229	2,825	15	3	28,647	
Gross charge-offs	97	166	93	50	34	14	23	—	—	477	
Student: ⁽²⁾											
Gross charge-offs	—	—	—	—	—	108	—	—	—	108	
Credit card:											
Current	—	—	—	—	—	—	4,942	19	—	4,961	
30 - 89 days past due	—	—	—	—	—	—	84	3	—	87	
90 days or more past due	—	—	—	—	—	—	51	2	—	53	
Total	—	—	—	—	—	—	5,077	24	—	5,101	
Gross charge-offs	—	—	—	—	—	—	220	3	—	223	
Total	\$ 51,157	\$ 69,070	\$ 46,645	\$ 21,777	\$ 15,217	\$ 30,986	\$ 73,675	\$ 3,821	\$ (287)	\$ 312,061	
Gross charge-offs	\$ 142	\$ 503	\$ 349	\$ 150	\$ 128	\$ 279	\$ 366	\$ 3	\$ —	\$ 1,920	

(1) Includes certain deferred fees and costs and other adjustments.

(2) Truist sold its student loan portfolio at the end of the second quarter of 2023. Charge-offs include \$98 million related to the sale.

ACL

The following tables present activity in the ACL:

(Dollars in millions)	Balance at Jan 1, 2023	Charge-Offs	Recoveries	Provision (Benefit)	Other ⁽¹⁾	Balance at Mar 31, 2023
Commercial:						
Commercial and industrial	\$ 1,409	\$ (75)	\$ 13	\$ 151	\$ (1)	\$ 1,497
CRE	224	(6)	1	32	—	251
Commercial construction	46	—	1	40	—	87
Consumer:						
Residential mortgage	399	(1)	2	13	(81)	332
Home equity	90	(2)	6	(7)	—	87
Indirect auto	981	(127)	26	100	13	993
Other consumer	770	(105)	17	98	(1)	779
Student ⁽²⁾	98	(5)	—	5	—	98
Credit card	360	(51)	9	40	(3)	355
ALLL	4,377	(372)	75	472	(73)	4,479
RUFC	272	—	—	10	—	282
ACL	\$ 4,649	\$ (372)	\$ 75	\$ 482	\$ (73)	\$ 4,761

(Dollars in millions)	Balance at Jan 1, 2024	Charge-Offs	Recoveries	Provision (Benefit)	Other ⁽¹⁾	Balance at Mar 31, 2024
Commercial:						
Commercial and industrial	\$ 1,404	\$ (97)	\$ 32	\$ 22	\$ (1)	\$ 1,360
CRE	616	(103)	7	143	—	663
Commercial construction	174	—	—	24	—	198
Consumer:						
Residential mortgage	298	(1)	1	(76)	—	222
Home equity	89	(3)	5	(1)	—	90
Indirect auto	942	(154)	28	107	—	923
Other consumer	890	(165)	28	206	—	959
Credit card	385	(77)	9	71	—	388
ALLL	4,798	(600)	110	496	(1)	4,803
RUFC	295	—	—	4	(2)	297
ACL	\$ 5,093	\$ (600)	\$ 110	\$ 500	\$ (3)	\$ 5,100

(1) Includes the amounts for the ALLL for PCD acquisitions, the impact of adopting the Troubled Debt Restructurings and Vintage Disclosures accounting standard, and other activity.

(2) Truist sold its student loan portfolio at the end of the second quarter of 2023.

The commercial ALLL increased \$27 million and the consumer ALLL decreased \$25 million for the three months ended March 31, 2024. The increase in the commercial ALLL primarily reflects an increase in reserves related to the CRE and commercial construction portfolios. The decrease in the consumer ALLL primarily reflects a reduction in loan volume and consideration of continued performance and improved outlook in consumer real estate, partially offset by an increase in certain consumer non-real estate portfolios.

The quantitative models have been designed to estimate losses using macro-economic forecasts over a reasonable and supportable forecast period of two years, followed by a reversion to long-term historical loss conditions over a one-year period. Forecasts of macroeconomic variables used in loss forecasting include, but are not limited to, unemployment trends, U.S. real GDP, corporate credit spreads, property values, home price indices, and used car prices.

The overall economic forecast incorporates a third-party baseline forecast that is adjusted to reflect Truist's interest rate outlook. Management also considers optimistic and pessimistic third-party macro-economic forecasts in order to capture uncertainty in the economic environment. These forecasts, along with the primary economic forecast, are weighted 40% baseline, 30% optimistic, and 30% pessimistic in the March 31, 2024 ACL, unchanged since December 31, 2023. While the scenario weightings were unchanged, the economic outlook relative to the prior period varied by economic variables, including improvement in certain variables (e.g., House Price Index) and projected softness in others over the reasonable and supportable forecast period. The overall economic forecast shaping the ACL estimate at March 31, 2024 included GDP growth in the low-single digits and an unemployment rate near the mid-single digits.

Quantitative models have certain limitations with respect to estimating expected losses, particularly in times of rapidly changing macro-economic conditions and forecasts. As a result, management believes that the qualitative component of the ACL, which incorporates management's expert judgment related to expected future credit losses, will continue to be an important component of the ACL for the foreseeable future. The March 31, 2024 ACL estimate includes adjustments to consider the impact of current and expected events or risks not captured by the loss forecasting models, the outcomes of which are uncertain and may not be completely considered by quantitative models. Refer to "Note 1. Basis of Presentation" in Truist's Annual Report on Form 10-K for the year ended December 31, 2023 for additional information.

NPAs

The following table provides a summary of nonperforming loans and leases, excluding LHFS:

(Dollars in millions)	March 31, 2024		December 31, 2023	
	Recorded Investment		Recorded Investment	
	Without an ALLL	With an ALLL	Without an ALLL	With an ALLL
Commercial:				
Commercial and industrial	\$ 100	\$ 412	\$ 123	\$ 347
CRE	20	241	154	130
Commercial construction	23	—	—	24
Consumer:				
Residential mortgage	1	150	1	152
Home equity	2	128	1	121
Indirect auto	24	232	20	248
Other consumer	—	61	—	59
Total	\$ 170	\$ 1,224	\$ 299	\$ 1,081

The following table presents a summary of nonperforming assets and residential mortgage loans in the process of foreclosure:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Nonperforming loans and leases HFI	\$ 1,394	\$ 1,380
Nonperforming LHFS	22	51
Foreclosed real estate	4	3
Other foreclosed property	56	54
Total nonperforming assets	\$ 1,476	\$ 1,488
Residential mortgage loans in the process of foreclosure	\$ 201	\$ 214

Loan Modifications

The following tables summarize the amortized cost basis and the weighted average financial effect of loans to borrowers experiencing financial difficulty that were modified during the period, disaggregated by class of financing receivable and type of modification granted.

Three Months Ended March 31, 2024 (Dollars in millions)	Renewals	Term Extensions	Capitalizations	Payment Delays	Combination - Interest Rate Adjustment and Term Extension	Combination - Capitalization and Term Extension	Combination - Capitalization, Interest Rate and Term Extension	Other	Total Modified Loans	Percentage of Total Class of Financing Receivable
Commercial:										
Commercial and industrial	\$ 142	\$ —	\$ —	\$ 1	\$ —	\$ —	\$ —	\$ 15	\$ 158	0.10 %
CRE	167	—	—	10	—	—	—	13	190	0.86
Commercial construction	45	—	—	—	—	—	—	—	45	0.60
Consumer:										
Residential mortgage	—	19	13	16	—	55	9	1	113	0.21
Home equity	—	—	—	—	2	—	—	—	2	0.02
Indirect auto	—	6	—	549	4	—	—	3	562	2.54
Other consumer	—	9	—	—	1	—	—	—	10	0.04
Credit card	—	—	—	—	—	—	—	10	10	0.20
Total	\$ 354	\$ 34	\$ 13	\$ 576	\$ 7	\$ 55	\$ 9	\$ 42	\$ 1,090	0.35 %

Three Months Ended March 31, 2023 (Dollars in millions)	Renewals	Term Extensions	Capitalizations	Payment Delays	Combination - Interest Rate Adjustment and Term Extension	Combination - Capitalization and Term Extension	Combination - Capitalization, Interest Rate and Term Extension	Other	Total Modified Loans	Percentage of Total Class of Financing Receivable
Commercial:										
Commercial and industrial	\$ 390	\$ 51	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 441	0.26 %
CRE	103	—	—	71	—	—	—	—	174	0.77
Commercial construction	1	—	—	—	—	—	—	—	1	0.02
Consumer:										
Residential mortgage	—	29	32	25	1	92	20	4	203	0.36
Home equity	—	—	—	—	2	—	—	1	3	0.03
Indirect auto	—	5	—	5	5	—	—	6	21	0.08
Other consumer	—	5	—	—	1	—	—	1	7	0.03
Credit card	—	—	—	—	—	—	—	5	5	0.10
Total	\$ 494	\$ 90	\$ 32	\$ 101	\$ 9	\$ 92	\$ 20	\$ 17	\$ 855	0.26 %

Three Months Ended March 31, 2024

Loan Type	Financial Effect
Renewals	
Commercial and industrial	Extended the term by 11 months and increased the interest rate by 0.5%
CRE	Extended the term by 6 months and increased the interest rate by 0.5%
Commercial construction	Extended the term by 11 months and increased the interest rate by 0.1%
Term Extensions	
Residential mortgage	Extended the term by 105 months.
Indirect auto	Extended the term by 26 months.
Other consumer	Extended the term by 26 months.
Capitalizations	
Residential mortgage	Capitalized a portion of forbore loan and other advanced payments into the outstanding loan balance.
Payment Delays	
Commercial and industrial	Provided 90 days of payment deferral.
CRE	Provided 90 days of payment deferral.
Residential mortgage	Provided 193 days of payment deferral.
Indirect auto	Provided 186 days of payment deferral.
Combination - Interest Rate Adjustment and Term Extension	
Home equity	Extended the term by 275 months and decreased the interest rate by 3%.
Indirect auto	Extended the term by 33 months and decreased the interest rate by 3%.
Other consumer	Extended the term by 61 months and increased the interest rate by 0.025%.
Combination - Capitalization and Term Extension	
Residential mortgage	Capitalized a portion of forbore loan and other advanced payments into the outstanding loan balance and extended the term by 85 months.
Combination - Capitalization, Interest Rate and Term Extension	
Residential mortgage	Capitalized a portion of forbore loan and other advanced payments into the outstanding loan balance, extended the term by 134 months, and decreased the interest rate by 0.5%.

Three Months Ended March 31, 2023

Loan Type	Financial Effect
Renewals	
Commercial and industrial	Extended the term by 4 months and increased the interest rate by 0.4%.
CRE	Extended the term by 9 months and increased the interest rate by 0.1%.
Commercial construction	Extended the term by 5 months.
Term Extensions	
Commercial and industrial	Extended the term by 3 months.
Residential mortgage	Extended the term by 158 months.
Indirect auto	Extended the term by 25 months.
Other Consumer	Extended the term by 25 months.
Capitalizations	
Residential mortgage	Capitalized a portion of forbore loan and other advanced payments into the outstanding loan balance.
Payment Delays	
CRE	Provided 233 days of payment deferral.
Residential mortgage	Provided 195 days of payment deferral.
Indirect auto	Provided 129 days of payment deferral.
Combination - Interest Rate Adjustment and Term Extension	
Residential mortgage	Extended the term by 97 months and decreased the interest rate by 0.8%.
Home equity	Extended the term by 318 months and decreased the interest rate by 2.3%.
Indirect auto	Extended the term by 11 months and decreased the interest rate by 7%.
Other consumer	Extended the term by 101 months and decreased the interest rate by 3%.
Combination - Capitalization and Term Extension	
Residential mortgage	Capitalized a portion of forbore loan and other advanced payments into the outstanding loan balance and extended the term by 111 months.
Combination - Capitalization, Interest Rate and Term Extension	
Residential mortgage	Capitalized a portion of forbore loan and other advanced payments into the outstanding loan balance, extended the term by 82 months, and decreased the interest rate by 0.3%.

The tables above exclude trial modifications totaling \$40 million and \$64 million for the three months ended March 31, 2024 and 2023, respectively. Such modifications will be included in the modification activity disclosure if the borrower successfully completes the trial period and the loan modification is finalized.

As of March 31, 2024 and December 31, 2023, Truist had \$489 million and \$702 million, respectively, in unfunded lending commitments to lend additional funds to borrowers experiencing financial difficulty for which Truist has modified the terms of the receivables in the ways described above during the twelve months preceding March 31, 2024 and December 31, 2023, respectively.

Upon Truist's determination that a modified loan (or portion of a loan) has subsequently been deemed uncollectible, the loan (or a portion of the loan) is written off. Therefore, the amortized cost basis of the loan is reduced by the uncollectible amount and the allowance for credit losses is adjusted by the same amount.

Truist closely monitors the performance of the loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. The following table summarizes the period-end delinquency status and amortized cost of loans that were modified in the last 12 months. The period-end delinquency status of loans that were modified are disclosed at amortized cost and reflect the impact of any paydowns, payoffs, and/or charge-offs that occurred subsequent to modification.

March 31, 2024 (Dollars in millions)	Payment Status (Amortized Cost Basis)			
	Current	30-89 Days Past Due	90 Days or More Past Due	Total
Commercial:				
Commercial and industrial	\$ 844	\$ 8	\$ 61	\$ 913
CRE	352	19	—	371
Commercial construction	70	—	—	70
Consumer:				
Residential mortgage	379	96	87	562
Home equity	10	1	—	11
Indirect auto	888	154	23	1,065
Other consumer	28	1	—	29
Credit card	15	4	2	21
Total	\$ 2,586	\$ 283	\$ 173	\$ 3,042
Total nonaccrual loans included above	\$ 339	\$ 46	\$ 107	\$ 492

December 31, 2023 (Dollars in millions)	Payment Status (Amortized Cost Basis)			
	Current	30-89 Days Past Due	90 Days or More Past Due	Total
Commercial:				
Commercial and industrial	\$ 887	\$ 48	\$ 92	\$ 1,027
CRE	233	11	1	245
Commercial construction	22	—	—	22
Consumer:				
Residential mortgage	427	116	90	633
Home equity	11	—	—	11
Indirect auto	730	148	20	898
Other consumer	24	1	—	25
Credit card	11	3	2	16
Total	\$ 2,345	\$ 327	\$ 205	\$ 2,877
Total nonaccrual loans included above	\$ 155	\$ 85	\$ 137	\$ 377

The following table provides the amortized cost basis of financing receivables that were modified and were in payment default in the last twelve months:

March 31, 2024 (Dollars in millions)	Renewals	Term Extensions	Capitalizations	Payment Delays	Combination - Capitalization and Term Extension	Combination - Capitalization, Interest Rate and Term Extension	Other	Total
Commercial:								
Commercial and industrial	\$ 45	\$ —	\$ —	\$ 1	\$ —	\$ —	\$ 15	\$ 61
Consumer:								
Residential mortgage	—	16	3	34	30	3	1	87
Indirect auto	—	1	—	20	—	—	2	23
Credit card	—	—	—	—	—	—	2	2
Total	\$ 45	\$ 17	\$ 3	\$ 55	\$ 30	\$ 3	\$ 20	\$ 173

December 31, 2023 (Dollars in millions)	Renewals	Term Extensions	Capitalizations	Payment Delays	Combination - Capitalization and Term Extension	Combination - Capitalization, Interest Rate and Term Extension	Other	Total
Commercial:								
Commercial and industrial	\$ 72	\$ —	\$ —	\$ 20	\$ —	\$ —	\$ —	\$ 92
CRE	1	—	—	—	—	—	—	1
Consumer:								
Residential mortgage	—	13	6	34	31	5	1	90
Indirect auto	—	1	—	17	—	—	2	20
Credit card	—	—	—	—	—	—	2	2
Total	\$ 73	\$ 14	\$ 6	\$ 71	\$ 31	\$ 5	\$ 5	\$ 205

Unearned Income, Discounts, and Net Deferred Loan Fees and Costs

The following table presents additional information about loans and leases:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Unearned income, discounts, and net deferred loan fees and costs	\$ 571	\$ 553

NOTE 6. Goodwill and Other Intangible Assets

Effective January 1, 2024, several business activities were realigned reflecting updates to the Company's operating structure. First, the CB&W segment was renamed CSBB and the C&CB segment was renamed WB. Second, the Wealth business was realigned into the WB segment from the CSBB segment, representing a separate reporting unit in that segment. Third, the small business banking client segmentation was realigned into the CSBB segment from the WB segment. Further, TIH was the principal legal entity of the IH segment. As the operations of TIH are now included in discontinued operations, the Company no longer presents the IH segment as one of its reportable segments. Following the realignment of these business activities, the Company's three reporting units with goodwill balances are CSBB, WB, and Wealth.

In conjunction with these realignments, goodwill of \$1.7 billion was realigned to WB from CSBB based on the relative fair value of CSBB and Wealth, and goodwill of \$220 million was realigned to CSBB from WB based on the relative fair value of WB and the realigned small business banking client segmentation. In addition, the Company completed an assessment of any potential goodwill impairment for all impacted reporting units immediately prior and subsequent to the realignments and determined that no impairment existed. The quantitative valuation of WB performed in conjunction with these goodwill realignments indicated that as of January 1, 2024, the fair value of the WB reporting unit exceeded its carrying value by less than 10%, indicating that the goodwill of the WB reporting unit may be at risk of impairment.

The Company monitored events and circumstances during the period from January 1, 2024 to March 31, 2024, including macroeconomic and market factors, industry and banking sector events, Truist specific performance indicators, a comparison of management's forecast and assumptions to those used in its January 1, 2024 quantitative valuations associated with the realignments of goodwill, and the sensitivity of the January 1, 2024 quantitative results to changes in assumptions as of March 31, 2024. Based on these considerations, Truist concluded that it was not more-likely-than-not that the fair value of one or more of its reporting units is below its respective carrying amount as of March 31, 2024.

The changes in the carrying amount of goodwill attributable to operating segments are reflected in the table below. Activity during 2024 primarily relates to the segment realignment described above. Refer to "Note 2. Discontinued Operations" for additional information related to discontinued operations and "Note 18. Operating Segments" for additional information on segments.

(Dollars in millions)	CSBB		WB		Total
Goodwill, December 31, 2023	\$	13,503	\$	3,653	\$ 17,156
Segment realignment		(1,498)		1,498	—
Adjustments and other		—		1	1
Goodwill, March 31, 2024	\$	12,005	\$	5,152	\$ 17,157

The following table, which excludes fully amortized intangibles, presents information for identifiable intangible assets:

(Dollars in millions)	March 31, 2024			December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
CDI	\$ 2,473	\$ (1,703)	\$ 770	\$ 2,473	\$ (1,650)	\$ 823
Other, primarily client relationship intangibles	1,593	(547)	1,046	1,598	(512)	1,086
Total	\$ 4,066	\$ (2,250)	\$ 1,816	\$ 4,071	\$ (2,162)	\$ 1,909

NOTE 7. Loan Servicing

The Company acquires servicing rights, and retains servicing rights related to certain of its sales or securitizations of residential mortgages, commercial mortgages, and other consumer loans. Servicing rights are capitalized by the Company as Loan servicing rights on the Consolidated Balance Sheets. Income earned by the Company on its loan servicing rights is derived primarily from contractually specified servicing fees, late fees, net of curtailment costs, and other ancillary fees.

Residential Mortgage Activities

The following tables summarize residential mortgage servicing activities:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
UPB of residential mortgage loan servicing portfolio	\$ 265,890	\$ 269,068
UPB of residential mortgage loans serviced for others, primarily agency conforming fixed rate	210,635	213,399
Mortgage loans sold with recourse	167	173
Maximum recourse exposure from mortgage loans sold with recourse liability	105	109
Indemnification, recourse and repurchase reserves	49	52
As of / For the Three Months Ended March 31, (Dollars in millions)	2024	2023
UPB of residential mortgage loans sold from LHFS	\$ 1,763	\$ 2,507
Pre-tax gains recognized on mortgage loans sold and held for sale	15	16
Servicing fees recognized from mortgage loans serviced for others	147	163
Approximate weighted average servicing fee on the outstanding balance of residential mortgage loans serviced for others	0.28 %	0.27 %
Weighted average interest rate on mortgage loans serviced for others	3.59	3.52

The following table presents a roll forward of the carrying value of residential MSRMs recorded at fair value:

(Dollars in millions)	2024	2023
Residential MSRMs, carrying value, January 1	\$ 3,088	\$ 3,428
Additions	30	44
Sales	(1)	(428)
Change in fair value due to changes in valuation inputs or assumptions ⁽¹⁾	77	(1)
Realization of expected net servicing cash flows, passage of time, and other	(60)	(57)
Residential MSRMs, carrying value, March 31	\$ 3,134	\$ 2,986

(1) The three months ended March 31, 2023 includes realized gains on the portfolio sale of excess servicing.

The sensitivity of the fair value of the Company's residential MSRMs to changes in key assumptions is presented in the following table:

(Dollars in millions)	March 31, 2024			December 31, 2023		
	Range		Weighted Average	Range		Weighted Average
	Min	Max		Min	Max	
Prepayment speed	6.5 %	17.3 %	7.3 %	6.7 %	18.2 %	7.5 %
Effect on fair value of a 10% increase			\$ (82)			\$ (82)
Effect on fair value of a 20% increase			(158)			(160)
OAS	2.4 %	11.9 %	4.5 %	2.2 %	12.0 %	4.6 %
Effect on fair value of a 10% increase			\$ (60)			\$ (60)
Effect on fair value of a 20% increase			(117)			(118)
Composition of loans serviced for others:						
Fixed-rate residential mortgage loans			99.6 %			99.6 %
Adjustable-rate residential mortgage loans			0.4			0.4
Total			100.0 %			100.0 %
Weighted average life			7.6 years			7.5 years

The sensitivity calculations above are hypothetical and should not be considered predictive of future performance. As indicated, changes in fair value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in the above table, the effect of an adverse variation in one assumption on the fair value of the MSRMs is calculated without changing any other assumption; while in reality, changes in one factor may result in changes in another, which may magnify or counteract the effect of the change. See "Note 15. Fair Value Disclosures" for additional information on the valuation techniques used.

Commercial Mortgage Activities

The following table summarizes commercial mortgage servicing activities:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
UPB of CRE mortgages serviced for others	\$ 29,075	\$ 31,681
CRE mortgages serviced for others covered by recourse provisions	9,656	9,661
Maximum recourse exposure from CRE mortgages sold with recourse liability	2,813	2,813
Recorded reserves related to recourse exposure	14	16
CRE mortgages originated during the year-to-date period	276	2,989
Commercial MSRs at fair value	268	272

NOTE 8. Other Assets and Liabilities

Lessee Operating and Finance Leases

The Company leases certain assets, consisting primarily of real estate, and assesses at contract inception whether a contract is, or contains, a lease. The following tables present additional information on leases, excluding leases related to the lease financing businesses:

(Dollars in millions)	March 31, 2024		December 31, 2023	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
ROU assets	\$ 1,033	\$ 9	\$ 1,057	\$ 10
Total lease liabilities	1,355	11	1,387	12
Weighted average remaining term	6.1 years	6.6 years	6.2 years	6.6 years
Weighted average discount rate	3.2 %	5.2 %	3.1 %	5.1 %

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Operating lease costs	\$ 77	\$ 73

Lessor Operating Leases

The Company's two primary lessor businesses are equipment financing and structured real estate with income recorded in Operating lease income on the Consolidated Statements of Income. The following table presents a summary of assets under operating leases held for investment. This table excludes subleases on assets included in premises and equipment.

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Assets held under operating leases ⁽¹⁾⁽²⁾	\$ 2,138	\$ 2,160
Accumulated depreciation	(564)	(583)
Net	\$ 1,574	\$ 1,577

(1) Includes certain land parcels subject to operating leases that have indefinite lives.

(2) Excludes operating leases held-for-sale that totaled \$40 million and \$32 million at March 31, 2024 and December 31, 2023, respectively.

Bank-Owned Life Insurance

Bank-owned life insurance consists of life insurance policies held on certain teammates for which the Company is the beneficiary. The carrying value of bank-owned life insurance was \$7.7 billion at March 31, 2024 and December 31, 2023.

NOTE 9. Borrowings

The following table presents a summary of short-term borrowings:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
FHLB advances	\$ 22,500	\$ 20,500
Securities sold under agreements to repurchase	1,589	2,427
Securities sold short	2,034	1,625
Other short-term borrowings	206	276
Total short-term borrowings	\$ 26,329	\$ 24,828

The following table presents a summary of long-term debt:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
	Carrying Amount	Carrying Amount
Truist Financial Corporation:		
Fixed rate senior notes ⁽¹⁾	\$ 23,103	\$ 19,808
Floating rate senior notes	999	999
Fixed rate subordinated notes ⁽¹⁾⁽²⁾	1,818	1,831
Capital notes ⁽²⁾	630	629
Truist Bank:		
Fixed rate senior notes	4,184	4,170
Floating rate senior notes	—	1,250
Fixed rate subordinated notes ⁽²⁾	4,748	4,770
Floating rate FHLB advances	2,200	4,200
Other long-term debt ⁽³⁾	1,389	1,261
Total long-term debt	\$ 39,071	\$ 38,918

(1) Certain senior and subordinated notes convert from fixed to floating one year prior to maturity, and are callable within the final year of maturity at par.

(2) Subordinated and capital notes with a remaining maturity of one year or greater qualify under the risk-based capital guidelines as Tier 2 supplementary capital, subject to certain limitations.

(3) Includes debt associated with finance leases, tax credit investments, and other.

NOTE 10. Shareholders' Equity

Common Stock

The following table presents total dividends declared per share of common stock:

	Three Months Ended March 31,	
	2024	2023
Cash dividends declared per share	\$ 0.52	\$ 0.52

NOTE 11. AOCI

AOCI includes the after-tax change in unrecognized net costs related to defined benefit pension and OPEB plans as well as unrealized gains and losses on cash flow hedges, AFS securities, and HTM securities transferred from AFS securities.

(Dollars in millions)	Pension and OPEB Costs	Cash Flow Hedges	AFS Securities	HTM Securities	Other, net	Total
AOCI balance, January 1, 2023	\$ (1,535)	\$ (78)	\$ (9,395)	\$ (2,588)	\$ (5)	\$ (13,601)
OCI before reclassifications, net of tax	(26)	125	903	—	1	1,003
Amounts reclassified from AOCI:						
Before tax	16	—	(65)	70	—	21
Tax effect	4	—	(15)	15	—	4
Amounts reclassified, net of tax	12	—	(50)	55	—	17
Total OCI, net of tax	(14)	125	853	55	1	1,020
AOCI balance, March 31, 2023	\$ (1,549)	\$ 47	\$ (8,542)	\$ (2,533)	\$ (4)	\$ (12,581)
AOCI balance, January 1, 2024	\$ (1,079)	\$ (300)	\$ (8,778)	\$ (2,347)	\$ (2)	\$ (12,506)
OCI before reclassifications, net of tax	1	(232)	(455)	—	(2)	(688)
Amounts reclassified from AOCI:						
Before tax	—	55	(158)	66	—	(37)
Tax effect	—	13	(37)	15	—	(9)
Amounts reclassified, net of tax	—	42	(121)	51	—	(28)
Total OCI, net of tax	1	(190)	(576)	51	(2)	(716)
AOCI balance, March 31, 2024	\$ (1,078)	\$ (490)	\$ (9,354)	\$ (2,296)	\$ (4)	\$ (13,222)

NOTE 12. Income Taxes

For the three months ended March 31, 2024 and 2023, the provision for income taxes from continuing operations was \$232 million and \$361 million, respectively, representing effective tax rates of 17.0% and 20.4%, respectively. The lower effective tax rate for the three months ended March 31, 2024 was primarily due to a decrease in the full year forecasted pre-tax earnings. The Company calculated the provision for income taxes by applying the estimated annual effective tax rate to year-to-date pre-tax income and adjusting for discrete items that occurred during the period.

NOTE 13. Benefit Plans

The components of net periodic (benefit) cost for defined benefit pension plans are summarized in the following table:

(Dollars in millions)	Income Statement Location	Three Months Ended March 31,	
		2024	2023
Service cost ⁽¹⁾	Personnel expense / Net income from discontinued operations	\$ 96	\$ 93
Interest cost	Other expense	108	111
Estimated return on plan assets	Other expense	(244)	(228)
Amortization and other	Other expense	1	20
Net periodic (benefit) cost		\$ (39)	\$ (4)

(1) Includes \$7 million for the three months ended March 31, 2024 and 2023 of service cost reported in net income from discontinued operations for the qualified defined benefit pension plan for employees of TIH. Following the sale of TIH, Truist will (i) no longer recognize the service costs for TIH employees, (ii) retain the related postretirement benefit obligation for TIH employees, and (iii) remeasure the postretirement benefit obligation of the plan.

Truist makes contributions to the qualified pension plans up to the maximum amount deductible for federal income tax purposes. Truist did not make a discretionary contribution to the pension plan during the three months ended March 31, 2024.

NOTE 14. Commitments and Contingencies

Truist utilizes a variety of financial instruments to mitigate exposure to risks and meet the financing needs and provide investment opportunities for clients. These financial instruments include commitments to extend credit, letters of credit and financial guarantees, derivatives, and other investments. Truist also has commitments to fund certain affordable housing investments and contingent liabilities related to certain sold loans.

Tax Credit and Certain Equity Investments

The following table summarizes certain tax credit and certain equity investments:

(Dollars in millions)	Balance Sheet Location	Mar 31, 2024	Dec 31, 2023
Investments in affordable housing projects and other qualified tax credits:			
Carrying amount	Other assets	\$ 6,907	\$ 6,754
Amount of future funding commitments included in carrying amount	Other liabilities	2,515	2,473
Lending exposure	Loans and leases for funded amounts	2,044	1,981
Renewable energy investments:			
Carrying amount	Other assets	291	285
Amount of future funding commitments not included in carrying amount	NA	744	747
SBIC and certain other equity method investments:			
Carrying amount	Other assets	774	758
Amount of future funding commitments not included in carrying amount	NA	560	589

The following table presents a summary of tax credits and amortization expense associated with the Company's tax credit investment activity. Activity related to the Company's renewable energy investments, other than qualified tax credits, was immaterial.

(Dollars in millions)	Income Statement Location	Three Months Ended March 31,	
		2024	2023
Tax credits:			
Investments in affordable housing projects, other qualified tax credits, and other community development investments	Provision for income taxes	\$ 185	\$ 157
Amortization and other changes in carrying amount:			
Investments in affordable housing projects and other qualified tax credits	Provision for income taxes	\$ 171	\$ 148
Other community development investments	Other noninterest income	2	2

Letters of Credit and Financial Guarantees

In the normal course of business, Truist utilizes certain financial instruments to meet the financing needs of clients and to mitigate exposure to risks. Such financial instruments include commitments to extend credit and certain contractual agreements, including standby letters of credit and financial guarantee arrangements.

The following is a summary of selected notional amounts of off-balance sheet financial instruments:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Commitments to extend, originate, or purchase credit and other commitments	\$ 207,966	\$ 207,285
Residential mortgage loans sold with recourse	167	173
CRE mortgages serviced for others covered by recourse provisions	9,656	9,661
Other loans serviced for others covered by recourse and other provisions	1,247	1,032
Letters of credit	6,513	6,239

Total Return Swaps

The Company facilitates matched book TRS transactions on behalf of clients, whereby a VIE purchases reference assets identified by a client and the Company enters into a TRS with the VIE, with a mirror-image TRS facing the client. The Company provides senior financing to the VIE in the form of demand notes to fund the purchase of the reference assets. Reference assets are typically fixed income instruments primarily composed of syndicated bank loans. The TRS contracts pass through interest and other cash flows on the reference assets to the third-party clients, along with exposing those clients to decreases in value on the assets and providing them with the rights to appreciation on the assets. The terms of the TRS contracts require the third parties to post initial margin collateral, as well as ongoing margin as the fair values of the underlying reference assets change. The following table provides a summary of the TRS transactions with VIE purchases. VIE assets include trading loans and bonds:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Total return swaps:		
VIE assets	\$ 1,698	\$ 1,641
Trading loans and bonds	1,645	1,572
VIE liabilities	105	50

The Company concluded that the associated VIEs should be consolidated because the Company has (i) the power to direct the activities that most significantly impact the economic performance of the VIE and (ii) the obligation to absorb losses and the right to receive benefits, which could potentially be significant. The activities of the VIEs are restricted to buying and selling the reference assets, and the risks/benefits of any such assets owned by the VIEs are passed to the third-party clients via the TRS contracts. For additional information on TRS contracts and the related VIEs, see "Note 16. Derivative Financial Instruments."

Pledged Assets

Certain assets were pledged to secure municipal deposits, securities sold under agreements to repurchase, certain derivative agreements, and borrowings or borrowing capacity, as well as to fund certain obligations related to nonqualified defined benefit and defined contribution retirement plans and for other purposes as required or permitted by law. Assets pledged to the FHLB and FRB are subject to applicable asset discounts when determining borrowing capacity. The Company has capacity for secured financing from both the FRB and FHLB and letters of credit from the FHLB. The Company's letters of credit from the FHLB can be used to secure various client deposits, including public fund relationships. Excluding assets related to nonqualified benefit plans, the majority of the agreements governing the pledged assets do not permit the other party to sell or repledge the collateral. The following table provides the total carrying amount of pledged assets by asset type:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Pledged securities	\$ 40,105	\$ 41,270
Pledged loans:		
FRB	71,692	73,898
FHLB	66,946	67,748
Unused borrowing capacity:		
FRB	53,548	55,252
FHLB	25,031	24,712

Legal Proceedings and Other Matters

Truist and its subsidiaries are routinely named as defendants in or parties to numerous actual or threatened legal proceedings and other matters and are or may be subject to potential liability in connection with them. The legal proceedings and other matters may be formal or informal and include litigation and arbitration with one or more identified claimants, certified or purported class actions with yet-to-be-identified claimants, and regulatory or other governmental information-gathering requests, examinations, investigations, and enforcement proceedings. Claims may be based in law or equity—such as those arising under contracts or in tort and those involving banking, consumer-protection, securities, antitrust, tax, employment, and other laws—and some present novel legal theories, allegations of substantial or indeterminate damages, demands for injunctive or similar relief, and requests for fines, penalties, restitution, or alterations in Truist's business practices. Our legal proceedings and other matters exist in varying stages of adjudication, arbitration, negotiation, or investigation and span our business lines and operations.

The course and outcome of legal proceedings and other matters are inherently unpredictable. This is especially so when a matter is still in its early stages, the damages sought are indeterminate or unsupported, significant facts are unclear or disputed, novel questions of law or other meaningful legal uncertainties exist, a request to certify a proceeding as a class action is outstanding or granted, multiple parties are named, or regulatory or other governmental entities are involved. As a result, we often are unable to determine how or when actual or threatened legal proceedings and other matters will be resolved and what losses may be incrementally and ultimately incurred. It is possible that the ultimate resolution of these matters, including those described below, if unfavorable, may be material to the consolidated financial position, consolidated results of operations, or consolidated cash flows of Truist, or cause significant reputational consequences.

Truist establishes accruals for legal proceedings and other matters when potential losses become probable and the amount of loss can be reasonably estimated. Accruals are evaluated each quarter and may be adjusted, upward or downward, based on our best judgment after consultation with counsel and others. No assurance exists that our accruals will not need to be adjusted in the future. Actual losses may be higher or lower than any amounts accrued, possibly to a significant degree.

The Company estimates reasonably possible losses, in excess of amounts accrued, of up to approximately \$375 million as of March 31, 2024. This estimate does not represent Truist's maximum loss exposure, and actual losses may vary significantly. Also, the outcome of a particular matter may be one that the Company did not take into account in its estimate because the Company judged the likelihood of that outcome to be remote. In addition, the matters underlying this estimate may change from time to time. Estimated losses, like accruals, are based upon currently available information and involve considerable uncertainties and judgment.

For certain matters, Truist may be unable to estimate the loss or range of loss, even if it believes that a loss is probable or reasonably possible, until developments in the matter provide additional information sufficient to support such an estimate. These matters are not accrued for and are not reflected in the estimate of reasonably possible losses.

The following is a description of certain legal proceedings and other matters in which Truist is involved:

Bickerstaff v. SunTrust Bank

This class action case was filed in Fulton County State Court on July 12, 2010, and an amended complaint was filed on August 9, 2010. Plaintiff alleges that all overdraft fees charged to his account which related to debit card and ATM transactions are actually interest charges and therefore subject to the usury laws of Georgia. The amended complaint asserts claims for violations of civil and criminal usury laws, conversion, and money had and received, and seeks damages on a class-wide basis, including refunds of challenged overdraft fees and pre-judgment interest. On October 6, 2017, the trial court granted plaintiff's motion for class certification and defined the class as "Every Georgia citizen who had or has one or more accounts with SunTrust Bank and who, from July 12, 2006, to October 6, 2017 (i) had at least one overdraft of \$500.00 or less resulting from an ATM or debit card transaction (the "Transaction"); (ii) paid any Overdraft Fees as a result of the Transaction; and (iii) did not receive a refund of those Fees," and the granting of a certified class was affirmed on appeal. The class seeks a return of up to \$452 million in paid overdraft fees from the 2006 to 2017 period above, plus prejudgment interest which, based on the amount of claimed fees, was estimated to be approximately \$407 million as of March 31, 2024. A court-ordered mediation was held on February 28, 2024, but no resolution was reached. On March 4, 2024, the trial court issued an order granting in part and denying in part Truist's motions to amend the class definition to narrow the scope of the class, to compel arbitration against certain class members, and for summary judgment. Truist and the class filed separate notices of appeal from the trial court's order, and Truist has filed a notice of cross-appeal. The trial court suspended the previously scheduled trial date of April 29, 2024, related pre-trial deadlines pending appeal.

Recordkeeping Matters

The SEC and CFTC have requested information from various subsidiaries of the Company that conduct broker-dealer, investment adviser, and swap dealer activities regarding compliance with applicable recordkeeping requirements for business-related electronic communications. The Company has cooperated with these requests and is in advanced discussions regarding resolutions of these matters with the agencies though there can be no assurance as to the outcome of these discussions.

Investigation Regarding Trusts

In 2016 and 2018, the Civil Division of the U.S. DOJ issued subpoenas to a corporate predecessor of Truist Bank under the Financial Institutions Reform, Recovery, and Enforcement Act. These subpoenas requested documents and other information related to specified trusts for which Truist Bank serves as trustee. Truist Bank is continuing to cooperate in the investigation.

FDIC Special Assessment

In November 2023, the FDIC issued a final rule to implement a special assessment to recoup losses to the DIF associated with bank failures in the first half of 2023. The assessment is based on an insured depository institution's estimated uninsured deposits reported as of December 31, 2022. The special assessment for Truist is \$582 million, with \$507 million recognized in the fourth quarter of 2023 and an additional \$75 million recognized in the first quarter of 2024 due to an increase in the estimated relevant losses to the DIF reported by the FDIC in February 2024. The special assessment will be paid in eight quarterly installments beginning in the second quarter of 2024. The ultimate amount of expenses associated with the special assessment will also be impacted by the finalization of the losses incurred by the FDIC in the resolutions of Silicon Valley Bank and Signature Bank, which could result in additional expense.

NOTE 15. Fair Value Disclosures

Recurring Fair Value Measurements

Accounting standards define fair value as the price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants, with a three-level measurement hierarchy:

- Level 1: Quoted prices for identical instruments in active markets
- Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets
- Level 3: Valuations derived from valuation techniques in which one or more significant inputs are unobservable

The following tables present fair value information for assets and liabilities measured at fair value on a recurring basis:

March 31, 2024 (Dollars in millions)	Total	Level 1	Level 2	Level 3	Netting Adjustments ⁽¹⁾
Assets:					
Trading assets:					
U.S. Treasury	\$ 143	\$ —	\$ 143	\$ —	\$ —
GSE	42	—	42	—	—
States and political subdivisions	761	—	761	—	—
Corporate and other debt securities	1,940	—	1,940	—	—
Loans	1,692	—	1,692	—	—
Other	690	619	71	—	—
Total trading assets	5,268	619	4,649	—	—
AFS securities:					
U.S. Treasury	9,020	—	9,020	—	—
GSE	350	—	350	—	—
Agency MBS – residential	51,150	—	51,150	—	—
Agency MBS – commercial	2,208	—	2,208	—	—
States and political subdivisions	419	—	419	—	—
Non-agency MBS	2,884	—	2,884	—	—
Other	19	—	19	—	—
Total AFS securities	66,050	—	66,050	—	—
LHFS at fair value	1,201	—	1,201	—	—
Loans and leases	14	—	—	14	—
Loan servicing rights at fair value	3,417	—	—	3,417	—
Other assets:					
Derivative assets	1,088	1,535	1,858	4	(2,309)
Equity securities	271	264	7	—	—
Total assets	\$ 77,309	\$ 2,418	\$ 73,765	\$ 3,435	\$ (2,309)
Liabilities:					
Interest-bearing deposits:					
Brokered time deposits	\$ 23	\$ —	\$ 23	\$ —	\$ —
Short-term borrowings:					
Securities sold short	2,034	110	1,924	—	—
Other liabilities:					
Derivative liabilities	2,990	826	4,729	25	(2,590)
Total liabilities	\$ 5,047	\$ 936	\$ 6,676	\$ 25	\$ (2,590)

December 31, 2023
(Dollars in millions)

	Total	Level 1	Level 2	Level 3	Netting Adjustments ⁽¹⁾
Assets:					
Trading assets:					
U.S. Treasury	\$ 144	\$ —	\$ 144	\$ —	\$ —
GSE	50	—	50	—	—
States and political subdivisions	760	—	760	—	—
Corporate and other debt securities	1,293	—	1,293	—	—
Loans	1,575	—	1,575	—	—
Other	510	461	49	—	—
Total trading assets	4,332	461	3,871	—	—
AFS securities:					
U.S. Treasury	10,041	—	10,041	—	—
GSE	362	—	362	—	—
Agency MBS – residential	51,289	—	51,289	—	—
Agency MBS – commercial	2,248	—	2,248	—	—
States and political subdivisions	425	—	425	—	—
Non-agency MBS	2,981	—	2,981	—	—
Other	20	—	20	—	—
Total AFS securities	67,366	—	67,366	—	—
LHFS at fair value	852	—	852	—	—
Loans and leases	15	—	—	15	—
Loan servicing rights at fair value	3,378	—	—	3,378	—
Other assets:					
Derivative assets	951	956	1,867	5	(1,877)
Equity securities	360	245	115	—	—
Total assets	\$ 77,254	\$ 1,662	\$ 74,071	\$ 3,398	\$ (1,877)
Liabilities:					
Short-term borrowings:					
Securities sold short	\$ 1,625	\$ 185	\$ 1,440	\$ —	\$ —
Other liabilities:					
Derivative liabilities	2,597	487	4,171	24	(2,085)
Total liabilities	\$ 4,222	\$ 672	\$ 5,611	\$ 24	\$ (2,085)

(1) Refer to "Note 16. Derivative Financial Instruments" for additional discussion on netting adjustments.

At March 31, 2024 and December 31, 2023, investments totaling \$464 million and \$459 million, respectively, have been excluded from the table above as they are valued based on net asset value as a practical expedient. These investments primarily consist of certain SBIC funds.

The following discussion focuses on the valuation techniques and significant inputs for brokered time deposit liabilities that are measured at fair value on a recurring basis. For additional information on the valuation techniques and significant inputs for Level 2 and Level 3 assets and liabilities that are measured at fair value on a recurring basis, see "Note 18. Fair Value Disclosures" of the Annual Report on Form 10-K for the year ended December 31, 2023.

Brokered time deposits: The Company has elected to measure certain CDs that contain embedded derivatives at fair value. This fair value election better aligns the economics of the CDs with the Company's risk management strategies. The Company elects, on an instrument by instrument basis, whether a new issuance will be measured at fair value. The Company has classified CDs measured at fair value as level 2 instruments due to the Company's ability to observe all significant inputs to model-derived valuations in active markets. The Company employs a discounted cash flow approach based on observable market interest rates for the term of the CD and an estimate of the Bank's credit risk. For any embedded derivative features, the Company uses the same valuation methodologies as if the derivative were a standalone derivative, as discussed in the "Derivative assets and liabilities" section in "Note 18. Fair Value Disclosures" of the Annual Report on Form 10-K for the year ended December 31, 2023.

Activity for Level 3 assets and liabilities is summarized below:

Three Months Ended March 31, 2024 and 2023
(Dollars in millions)

	Loans and Leases	Loan Servicing Rights	Net Derivatives
Balance at January 1, 2023	\$ 18	\$ 3,758	\$ (36)
Total realized and unrealized gains (losses):			
Included in earnings	—	(5)	(2)
Issuances	—	48	(2)
Sales	—	(428)	—
Settlements	(1)	(70)	22
Balance at March 31, 2023	\$ 17	\$ 3,303	\$ (18)
Balance at January 1, 2024	\$ 15	\$ 3,378	\$ (19)
Total realized and unrealized gains (losses):			
Included in earnings	—	82	(3)
Issuances	—	32	(1)
Sales	—	(1)	—
Settlements	(1)	(74)	2
Balance at March 31, 2024	\$ 14	\$ 3,417	\$ (21)
Change in unrealized gains (losses) included in earnings for the period, attributable to assets and liabilities still held at March 31, 2024	\$ —	\$ 82	\$ (9)
Primary income statement location of realized gains (losses) included in earnings	Other income	Mortgage banking income	Mortgage banking income

Fair Value Option

The following table details the fair value and UPB of certain loans and time deposits that were elected to be measured at fair value:

(Dollars in millions)	March 31, 2024			December 31, 2023		
	Fair Value	UPB	Difference	Fair Value	UPB	Difference
Trading loans	\$ 1,692	\$ 1,775	\$ (83)	\$ 1,575	\$ 1,664	\$ (89)
Loans and leases	14	15	(1)	15	16	(1)
LHFS at fair value	1,201	1,185	16	852	828	24
Brokered time deposits	23	23	—	—	—	—

Nonrecurring Fair Value Measurements

The following table provides information about certain assets measured at fair value on a nonrecurring basis still held as of period end. The carrying values represent end of period values, which approximate the fair value measurements that occurred on the various measurement dates throughout the period. These assets are considered to be Level 3 assets.

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Carrying value:		
LHFS	\$ 8	\$ 19
Loans and leases	659	840
Other	244	454

The following table provides information about valuation adjustments for certain assets measured at fair value on a nonrecurring basis. The valuation adjustments represent the amounts recorded during the period regardless of whether the asset is still held at period end.

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Valuation adjustments:		
LHFS	\$ (9)	\$ —
Loans and leases	(272)	(166)
Other	(83)	(44)

LHFS with valuation adjustments in the table above consisted primarily of residential mortgages and commercial loans that were valued using market prices and measured at LOCOM. The table above excludes \$44 million and \$409 million of LHFS carried at cost at March 31, 2024 and December 31, 2023, respectively, that did not require a valuation adjustment during the period. The remainder of LHFS is carried at fair value.

Loans and leases consist of larger commercial loans and leases that are collateral-dependent and other secured loans and leases that have been charged-off to the fair value of the collateral. Valuation adjustments for loans and leases are primarily recorded in the Provision for credit losses in the Consolidated Statement of Income. Refer to “Note 1. Basis of Presentation” in Truist’s Annual Report on Form 10-K for the year ended December 31, 2023 for additional discussion of individually evaluated loans and leases.

Other includes foreclosed real estate, other foreclosed property, partnership investments, premises and equipment, OREO, and held for sale operating leases, and consists primarily of residential homes, commercial properties, vacant lots, and automobiles. Partnership investments are measured based on discounted expected future cash flows. The remaining assets are measured at LOCOM, less costs to sell.

Financial Instruments Not Recorded at Fair Value

For financial instruments not recorded at fair value, estimates of fair value are based on relevant market data and information about the instruments. Values obtained relate to trading without regard to any premium or discount that may result from concentrations of ownership, possible tax ramifications, estimated transaction costs that may result from bulk sales, or the relationship between various instruments.

An active market does not exist for certain financial instruments. Fair value estimates for these instruments are based on current economic conditions and interest rate risk characteristics, loss experience, and other factors. Many of these estimates involve uncertainties and matters of significant judgment and cannot be determined with precision. Therefore, the fair value estimates in many instances cannot be substantiated by comparison to independent markets. In addition, changes in assumptions could significantly affect these fair value estimates. Financial assets and liabilities not recorded at fair value are summarized below:

(Dollars in millions)	Fair Value Hierarchy	March 31, 2024		December 31, 2023	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:					
HTM securities	Level 2	\$ 53,369	\$ 43,041	\$ 54,107	\$ 44,630
Loans and leases HFI, net of ALLL	Level 3	302,407	294,759	307,248	300,830
Financial liabilities:					
Time deposits	Level 2	41,836	41,641	43,561	43,368
Long-term debt	Level 2	39,071	38,759	38,918	38,353

The carrying value of the RUFC, which approximates the fair value of unfunded commitments, was \$297 million and \$295 million at March 31, 2024 and December 31, 2023, respectively.

NOTE 16. Derivative Financial Instruments

Impact of Derivatives on the Consolidated Balance Sheets

The following table presents the gross notional amounts and estimated fair value of derivative instruments employed by the Company:

(Dollars in millions)	March 31, 2024			December 31, 2023		
	Notional Amount	Fair Value		Notional Amount	Fair Value	
		Assets	Liabilities		Assets	Liabilities
Cash flow hedges:						
Interest rate contracts:						
Swaps hedging commercial loans	\$ 22,538	\$ 1	\$ —	\$ 17,673	\$ —	\$ —
Fair value hedges:						
Interest rate contracts:						
Swaps hedging long-term debt	17,768	—	—	14,268	—	—
Swaps hedging AFS securities	25,043	—	—	24,178	—	—
Total	42,811	—	—	38,446	—	—
Not designated as hedges:						
Client-related and other risk management:						
Interest rate contracts:						
Swaps	154,598	580	(2,219)	154,692	637	(1,926)
Options	31,272	81	(101)	34,593	114	(106)
Forward commitments	443	1	(5)	178	—	(11)
Other	3,969	—	—	3,033	—	—
Equity contracts	42,080	1,828	(2,395)	39,561	1,164	(1,733)
Credit contracts:						
Trading assets	560	—	—	100	—	—
Loans and leases	325	—	—	225	—	—
Risk participation agreements	7,627	—	(2)	7,499	—	(3)
Total return swaps	1,592	38	(11)	1,598	41	(7)
Foreign exchange contracts	25,169	211	(197)	24,480	256	(256)
Commodity	8,858	548	(537)	8,367	513	(503)
Total	276,493	3,287	(5,467)	274,326	2,725	(4,545)
Mortgage banking:						
Interest rate contracts:						
Swaps	137	—	—	105	—	—
Options	400	1	—	400	3	—
Interest rate lock commitments	1,316	4	(10)	746	5	(10)
When issued securities, forward rate agreements and forward commitments	2,049	10	(6)	1,438	12	(17)
Other	228	1	—	94	—	—
Total	4,130	16	(16)	2,783	20	(27)
MSRs:						
Interest rate contracts:						
Swaps	18,492	1	—	15,252	—	—
Options	15,002	86	(97)	14,854	75	(109)
When issued securities, forward rate agreements and forward commitments	1,497	6	—	933	8	—
Other	2,125	—	—	1,692	—	(1)
Total	37,116	93	(97)	32,731	83	(110)
Total derivatives not designated as hedges	317,739	3,396	(5,580)	309,840	2,828	(4,682)
Total derivatives	\$ 383,088	3,397	(5,580)	\$ 365,959	2,828	(4,682)
Gross amounts in the Consolidated Balance Sheets:						
Amounts subject to master netting arrangements and exchange traded derivatives		(1,704)	1,704		(1,268)	1,268
Cash collateral (received) posted for amounts subject to master netting arrangements		(605)	886		(609)	817
Net amount		\$ 1,088	\$ (2,990)		\$ 951	\$ (2,597)

The following table presents the offsetting of derivative instruments including financial instrument collateral related to legally enforceable master netting agreements and amounts held or pledged as collateral. U.S. GAAP does not permit netting of non-cash collateral balances in the Consolidated Balance Sheets:

March 31, 2024 (Dollars in millions)	Gross Amount	Amount Offset	Net Amount in Consolidated Balance Sheets	Held/Pledged Financial Instruments	Net Amount
Derivative assets:					
Derivatives subject to master netting arrangement or similar arrangement	\$ 1,784	\$ (1,483)	\$ 301	\$ —	\$ 301
Derivatives not subject to master netting arrangement or similar arrangement	78	—	78	—	78
Exchange traded derivatives	1,535	(826)	709	—	709
Total derivative assets	\$ 3,397	\$ (2,309)	\$ 1,088	\$ —	\$ 1,088
Derivative liabilities:					
Derivatives subject to master netting arrangement or similar arrangement	\$ (3,954)	\$ 1,764	\$ (2,190)	\$ 157	\$ (2,033)
Derivatives not subject to master netting arrangement or similar arrangement	(800)	—	(800)	—	(800)
Exchange traded derivatives	(826)	826	—	—	—
Total derivative liabilities	\$ (5,580)	\$ 2,590	\$ (2,990)	\$ 157	\$ (2,833)
December 31, 2023 (Dollars in millions)					
	Gross Amount	Amount Offset	Net Amount in Consolidated Balance Sheets	Held/Pledged Financial Instruments	Net Amount
Derivative assets:					
Derivatives subject to master netting arrangement or similar arrangement	\$ 1,775	\$ (1,392)	\$ 383	\$ —	\$ 383
Derivatives not subject to master netting arrangement or similar arrangement	97	—	97	—	97
Exchange traded derivatives	956	(485)	471	—	471
Total derivative assets	\$ 2,828	\$ (1,877)	\$ 951	\$ —	\$ 951
Derivative liabilities:					
Derivatives subject to master netting arrangement or similar arrangement	\$ (3,627)	\$ 1,600	\$ (2,027)	\$ 151	\$ (1,876)
Derivatives not subject to master netting arrangement or similar arrangement	(568)	—	(568)	—	(568)
Exchange traded derivatives	(487)	485	(2)	—	(2)
Total derivative liabilities	\$ (4,682)	\$ 2,085	\$ (2,597)	\$ 151	\$ (2,446)

The following table presents the carrying value of hedged items in fair value hedging relationships:

(Dollars in millions)	March 31, 2024			December 31, 2023		
	Hedged Asset / Liability Basis	Hedge Basis Adjustment		Hedged Asset / Liability Basis	Hedge Basis Adjustment	
		Items Currently Designated	Discontinued Hedges		Items Currently Designated	Discontinued Hedges
AFS securities ⁽¹⁾	\$ 49,955	\$ (433)	\$ (5)	\$ 51,782	\$ 6	\$ (5)
Loans and leases	320	—	7	322	—	7
Long-term debt	30,847	(469)	(453)	27,572	(237)	(475)

(1) The amortized cost of AFS securities was \$58.7 billion at March 31, 2024 and \$62.2 billion at December 31, 2023. Further, as of March 31, 2024, closed portfolios of securities hedged under the portfolio layer method have an amortized cost of \$57.6 billion, of which \$25.0 billion was designated as hedged. The remaining amount of amortized cost is from securities with terminated hedges where the basis adjustment is being amortized into earnings using the effective interest method over the contractual life of the security.

Impact of Derivatives on the Consolidated Statements of Income and Comprehensive Income

Derivatives Designated as Hedging Instruments under GAAP

No portion of the change in fair value of derivatives designated as hedges has been excluded from effectiveness testing.

The following table summarizes amounts related to cash flow hedges, which consist of interest rate contracts:

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Pre-tax gain (loss) recognized in OCI:		
Commercial loans	\$ (303)	\$ 163
Pre-tax gain (loss) reclassified from AOCI into interest expense or interest income:		
Commercial Loans	(55)	—

The following table summarizes the impact on net interest income related to fair value hedges:

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Investment securities:		
Amounts related to interest settlements	\$ 163	\$ 76
Recognized on derivatives	442	(95)
Recognized on hedged items	(436)	106
Net income (expense) recognized ⁽¹⁾	169	87
Loans and leases:		
Recognized on hedged items	(1)	(1)
Long-term debt:		
Amounts related to interest settlements	(39)	(46)
Recognized on derivatives	(232)	156
Recognized on hedged items	211	(142)
Net income (expense) recognized	(60)	(32)
Net income (expense) recognized, total	\$ 108	\$ 54

(1) Includes \$9 million of income recognized for the three months ended March 31, 2024, respectively, and \$10 million for the three months ended March 31, 2023, respectively, from securities with terminated hedges that were reclassified to HTM. The income recognized was offset by the amortization of the fair value mark.

The following table presents information about the Company's cash flow and fair value hedges:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Cash flow hedges:		
Net unrecognized after-tax gain (loss) on active hedges recorded in AOCI	\$ (310)	\$ (106)
Net unrecognized after-tax gain (loss) on terminated hedges recorded in AOCI (to be recognized in earnings through 2029)	(180)	(194)
Estimated portion of net after-tax gain (loss) on active and terminated hedges to be reclassified from AOCI into earnings during the next 12 months	(244)	(203)
Maximum time period over which Truist is hedging a portion of the variability in future cash flows for forecasted transactions excluding those transactions relating to the payment of variable interest on existing instruments	5 years	5 years
Fair value hedges:		
Unrecognized pre-tax net gain (loss) on terminated hedges ⁽¹⁾	\$ (51)	\$ (64)
Portion of pre-tax net gain (loss) on terminated hedges to be recognized as a change in interest during the next 12 months	(70)	(60)

(1) Includes deferred gains that are recorded in AOCI as a result of the reclassification to HTM of previously hedged securities of \$404 million at March 31, 2024 and \$413 million at December 31, 2023.

Derivatives Not Designated as Hedging Instruments under GAAP

The Company also enters into derivatives that are not designated as accounting hedges under GAAP to economically hedge certain risks as well as in a trading capacity with its clients.

The following table presents pre-tax gain (loss) recognized in income for derivative instruments not designated as hedges:

(Dollars in millions)	Income Statement Location	Three Months Ended March 31,	
		2024	2023
Client-related and other risk management:			
Interest rate contracts	Investment banking and trading income and other income	\$ 39	\$ 34
Foreign exchange contracts	Investment banking and trading income and other income	65	(3)
Equity contracts	Investment banking and trading income and other income	(17)	2
Credit contracts	Investment banking and trading income and other income	(24)	(33)
Commodity contracts	Investment banking and trading income	2	10
Mortgage banking:			
Interest rate contracts – residential	Mortgage banking income	(1)	(1)
Interest rate contracts – commercial	Mortgage banking income	—	1
MSRs:			
Interest rate contracts – residential	Mortgage banking income	(91)	1
Interest rate contracts – commercial	Mortgage banking income	(6)	3
Total		\$ (33)	\$ 14

Credit Derivative Instruments

As part of the Company's corporate and investment banking business, the Company enters into contracts that are, in form or substance, written guarantees; specifically, risk participations, TRS, and credit default swaps. The Company accounts for these contracts as derivatives.

Truist has entered into risk participation agreements to share the credit exposure with other financial institutions on client-related interest rate derivative contracts. Under these agreements, the Company has guaranteed payment to a dealer counterparty in the event the counterparty experiences a loss on the derivative due to a failure to pay by the counterparty's client. The Company manages its payment risk on its risk participations by monitoring the creditworthiness of the underlying client through the normal credit review process that the Company would have performed had it entered into a derivative directly with the obligors. At March 31, 2024, the remaining terms on these risk participations ranged from less than one year to 13 years. The potential future exposure represents the Company's maximum estimated exposure to written risk participations, as measured by projecting a maximum value of the guaranteed derivative instruments based on scenario simulations and assuming 100% default by all obligors on the maximum value.

The Company has also entered into TRS contracts on loans and bonds. To mitigate its credit risk, the Company typically receives initial margin from the counterparty upon entering into the TRS and variation margin if the fair value of the underlying reference assets deteriorates. For additional information on the Company's TRS contracts, see "Note 14. Commitments and Contingencies."

The Company enters into credit default swaps to hedge credit risk associated with certain loans and leases. The Company accounts for these contracts as derivatives, and accordingly, recognizes these contracts at fair value.

The following table presents additional information related to interest rate derivative risk participation agreements and total return swaps:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Risk participation agreements:		
Maximum potential amount of exposure	\$ 471	\$ 520
Total return swaps:		
Cash and other collateral received	419	437

The following table summarizes collateral positions with counterparties:

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Dealer and other counterparties:		
Cash and other collateral received from counterparties	\$ 664	\$ 609
Derivatives in a net gain position secured by collateral received	685	735
Unsecured positions in a net gain with counterparties after collateral postings	80	126
Cash collateral posted to counterparties	1,045	960
Derivatives in a net loss position secured by collateral	1,155	1,052
Central counterparties clearing:		
Cash collateral, including initial margin, posted to central clearing parties	8	14
Derivatives in a net loss position	—	8
Derivatives in a net gain position	7	2
Securities pledged to central counterparties clearing	1,058	1,249

NOTE 17. Computation of EPS

Basic and diluted EPS calculations are presented in the following table:

(Dollars in millions, except per share data, shares in thousands)	Three Months Ended March 31,	
	2024	2023
Net income available to common shareholders from continuing operations	\$ 1,027	\$ 1,307
Net income available to common shareholders from discontinued operations	64	103
Net income available to common shareholders	\$ 1,091	\$ 1,410
Weighted average number of common shares	1,335,091	1,328,602
Effect of dilutive outstanding equity-based awards	11,813	10,878
Weighted average number of diluted common shares	1,346,904	1,339,480
Basic earnings from continuing operations	\$ 0.77	\$ 0.98
Basic earnings from discontinued operations	0.05	0.08
Basic EPS	\$ 0.82	\$ 1.06
Diluted earnings from continuing operations	\$ 0.76	\$ 0.98
Diluted earnings from discontinued operations	0.05	0.07
Diluted EPS	\$ 0.81	\$ 1.05
Anti-dilutive awards	—	621

NOTE 18. Operating Segments

Effective January 1, 2024, several business activities were realigned reflecting updates to the Company's operating structure. First, the CB&W segment was renamed CSBB and the C&CB segment was renamed WB. Second, the Wealth business was realigned into the WB segment from the CSBB segment, representing a separate reporting unit in that segment. Third, the small business banking client segmentation was realigned into the CSBB segment from the WB segment.

Following the segment realignment, Truist operates and measures business activity across two segments: CSBB and WB, with functional activities included in OT&C. The Company's business segment structure is based on the manner in which financial information is evaluated by management as well as the products and services provided or the type of client served.

On February 20, 2024, the Company entered into an agreement to sell the remaining stake of the common equity in TIH to an investor group, representing substantially all of the Company's IH segment, which represented a material strategic shift for the Company, and as a result, the Company recast results for all periods presented under the discontinued operations basis of presentation. On May 6, 2024, the Company completed the sale of its remaining equity interests in TIH. TIH was the principal legal entity of the IH segment. As the operations of TIH are now included in discontinued operations, the Company no longer presents the IH segment as one of its reportable segments. Refer to "Note 2. Discontinued Operations" for additional information related to discontinued operations.

Consumer and Small Business Banking

CSBB serves consumer and small businesses clients, providing deposits and payment services, credit cards, loans, mortgages, brokerage, and investment advisory services and insurance solutions through an extensive network of branches, ATMs, digital channels, contact centers, and other channels. Lending solutions include personal and unsecured loans originated through the branch network and digital channels; indirect lending services providing a comprehensive set of technology-enabled consumer lending solutions including point-of-sale offerings for autos, recreational vehicles, outdoor power sports, equipment, and home improvement; and real estate lending providing residential mortgages through its retail, direct, and correspondent channels, with the loans either sold in the secondary market, typically with servicing rights retained or held in the Company's loan portfolio, and home equity loans delivered through the branch network. CSBB also serves as an entry point for clients to access services from other businesses.

Wholesale Banking

WB delivers a comprehensive suite of solutions to our commercial, corporate, institutional, real estate, and wealth clients bringing together a combination of both local and specialized industry expertise. This segment is focused on providing core banking, specialized lending, investment banking, capital markets, strategic advisory, market-making, asset management, trust, brokerage, and investment related services, as well as cash management and payment processing. Truist's investment banking and corporate banking teams serve clients across the nation, while offering a unique, high-touch advisory approach through our industry experts. Truist's wealth professionals provide investment advisory services, institutional investment management, full-service and online/discount brokerage products, family office services, as well as other wealth management disciplines.

Other, Treasury & Corporate

OT&C includes management of the Company's investment securities portfolio, long-term debt, derivative instruments used for balance sheet hedging, short-term liquidity and funding activities, balance sheet risk management and most real estate assets, as well as the Company's functional activities such as finance, enterprise risk, legal, and enterprise technology and management, among others. Additionally, OT&C houses intercompany eliminations, including intersegment net referral fees and residual interest rate risk after segment allocations have taken place.

Truist promotes revenue growth through the Company's Integrated Relationship Management approach, which is designed to deepen client relationships and bring the full breadth and depth of Truist's products and services to meet clients' financial needs. The objective is to provide Truist's entire suite of products to its clients with the end goal of providing clients the best financial experience in the marketplace. Revenues of certain products and services are reflected in the results of the segment providing those products and services and are also allocated to CSBB and WB. These allocated revenues between segments are reflected as net referral fees in noninterest income and eliminated in OT&C.

The segment results are presented based on internal management methodologies that were designed to support these strategic objectives. Unlike financial accounting, there is no comprehensive authoritative body of guidance for management accounting equivalent to GAAP. The performance of the segments is not comparable with Truist's consolidated results or with similar information presented by any other financial institution. Additionally, because of the interrelationships between the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities.

Because business segment results are presented based on management accounting practices, the transition to the consolidated results prepared under U.S. GAAP creates certain differences, which are reflected as residuals in OT&C. Business segment reporting conventions include, but are not limited to, the items as detailed below.

Segment net interest income reflects matched maturity funds transfer pricing, which ascribes credits or charges based on the economic value or cost created by assets and liabilities of each segment. Residual differences between these credits and charges are captured in OT&C.

Noninterest income includes inter-segment referral fees, as well as federal and state tax credits that are grossed up on a pre-tax equivalent basis, related primarily to certain community development investments. Recoveries for these allocations are reported in OT&C.

Corporate expense allocations, including overhead or functional expenses that are not directly charged to the segments, are allocated to segments based on various drivers (number of FTEs, number of accounts, loan balances, net revenue, etc.). Recoveries for these allocations are reported in OT&C.

Provision for credit losses represents net charge-offs by segment combined with an allocation to the segments for the provision attributable to each segment's quarterly change in the ALLL. Provision for income taxes is calculated using a blended income tax rate for each segment and includes reversals of the noninterest income tax adjustments described above. The difference between the calculated provision for income taxes at the segment level and the consolidated provision for income taxes is reported in OT&C.

The application and development of management reporting methodologies is an active process and undergoes periodic enhancements. The implementation of these enhancements to the internal management reporting methodology may materially affect the results disclosed for each segment, with no impact on consolidated results. When significant changes to management reporting methodologies take place, the impact of these changes is quantified and prior period information is revised as practicable.

The following table presents results by segment:

Three Months Ended March 31, (Dollars in millions)	CSBB		WB		OT&C ⁽¹⁾		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
Net interest income (expense)	\$ 1,262	\$ 1,689	\$ 2,240	\$ 2,221	\$ (130)	\$ (43)	\$ 3,372	\$ 3,867
Net intersegment interest income (expense)	1,341	1,001	(561)	(389)	(780)	(612)	—	—
Segment net interest income	2,603	2,690	1,679	1,832	(910)	(655)	3,372	3,867
Allocated provision for credit losses	303	270	198	235	(1)	(3)	500	502
Segment net interest income after provision	2,300	2,420	1,481	1,597	(909)	(652)	2,872	3,365
Noninterest income	494	544	985	960	(33)	(83)	1,446	1,421
Amortization of intangibles	46	53	42	47	—	—	88	100
Other noninterest expense	1,588	1,570	1,343	1,263	(66)	82	2,865	2,915
Income (loss) before income taxes from continuing operations	1,160	1,341	1,081	1,247	(876)	(817)	1,365	1,771
Provision (benefit) for income taxes	280	318	205	260	(253)	(217)	232	361
Segment net income (loss) from continuing operations	\$ 880	\$ 1,023	\$ 876	\$ 987	\$ (623)	\$ (600)	\$ 1,133	\$ 1,410
Identifiable assets (period end) of continuing operations	\$ 143,132	\$ 161,530	\$ 209,604	\$ 218,215	\$ 174,451	\$ 187,233	\$ 527,187	\$ 566,978

(1) Includes financial data from business units below the quantitative and qualitative thresholds requiring disclosure.

NOTE 19. Subsequent Events

On May 6, 2024, the Company completed the sale of its remaining equity interests in TIH. The sale resulted in cash proceeds to Truist of approximately \$10.1 billion after-tax, reflecting certain closing adjustments for cash, debt and debt-like items, including the settlement of certain previously granted TIH equity awards, working capital, transaction expenses and an investor return amount associated with the originally sold 20% stake. The transaction improves Truist's relative capital position and allows Truist to maintain strategic flexibility. Upon closing, the transaction resulted in a full deconsolidation of the TIH subsidiary from Truist and resulted in an approximate after-tax gain of approximately \$4.7 billion. Additionally, following the sale, Truist will retain the related postretirement benefit obligation for TIH employees, and will remeasure the postretirement benefit obligation of the plan in the second quarter of 2024. Refer to "Note 2. Discontinued Operations" for additional information related to discontinued operations.

Following the completion of the sale of TIH, Truist executed a strategic balance sheet repositioning of a portion of its AFS investment securities portfolio by selling \$27.7 billion of lower-yielding investment securities, resulting in an after-tax loss of \$5.1 billion in the second quarter of 2024. The investment securities that were sold had a book value of \$34.4 billion and a weighted average book yield of 2.80% for the remainder of 2024 including the impact of hedges and based on the Federal Funds futures curve. Including the tax benefit, the repositioning generated \$29.3 billion available for reinvestment.

Truist invested approximately \$18.7 billion of the \$39.4 billion available in shorter duration investment securities yielding 5.27%. The remaining \$20.7 billion will be held in cash. The blended reinvestment rate on the new investment securities purchased and cash is 5.22% for the remainder of 2024 including the impact of hedges and based on the Federal Funds futures curve.

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

MD&A is intended to assist readers in their analysis of the accompanying Consolidated Financial Statements and supplemental financial information. It should be read in conjunction with the Consolidated Financial Statements, the accompanying Notes to the Consolidated Financial Statements in this Form 10-K, other information contained in this document, as well as with Truist's Annual Report on Form 10-K for the year ended December 31, 2023.

A description of certain factors that may affect our future results and risk factors is set forth in Part I, Item 1A-Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023.

Regulatory and Supervisory Considerations

We are subject to significant regulatory frameworks that affect the products and services that we may offer and the manner in which we may offer them, the risks that we may take, the ways in which we may operate, and the corporate and financial actions that we may take. We are also subject to direct supervision and periodic examinations by various governmental agencies and self-regulatory organizations that are charged with overseeing the kinds of business activities in which we engage. The regulatory and supervisory framework applicable to banking organizations is intended primarily for the protection of depositors and other customers, the DIF, the broader economy, and the stability of the U.S. financial system, rather than for the protection of shareholders and non-deposit creditors. In addition to banking laws and regulations, Truist is subject to various other laws and regulations, all of which directly or indirectly affect the operations and management of Truist and its ability to make distributions to shareholders. The descriptions below summarize certain updates to significant federal and state laws to which Truist is subject since the filing of the Annual Report on Form 10-K for the year ended December 31, 2023. These descriptions do not summarize all possible or proposed changes in laws or regulations and are not intended to be a substitute for the related statutes or regulatory provisions. Refer to "Regulatory and Supervisory Considerations" in Truist's Annual Report on Form 10-K for the year ended December 31, 2023 for additional disclosures.

In November 2023, the FDIC issued a final rule to implement a special assessment to recoup losses to the DIF associated with bank failures in the first half of 2023. Under the rule, the assessment base for the special assessment is equal to an insured depository institution's estimated uninsured deposits reported as of December 31, 2022, adjusted to exclude the first \$5 billion of uninsured deposits. The special assessment for Truist is \$582 million, with \$507 million recognized in the fourth quarter of 2023 and an additional \$75 million recognized in the first quarter of 2024 due to an increase in the estimated relevant losses to the DIF reported by the FDIC in February 2024. The ultimate amount of expenses associated with the special assessment will also be impacted by the finalization of the losses incurred by the FDIC in the resolutions of Silicon Valley Bank and Signature Bank, which could result in additional expense.

In March 2024, the FDIC released proposed revisions to its statement of policy on bank merger transactions. The proposal reflects regulatory, legislative, and industry changes since the statement of policy was last published for comment and amended, makes the statement more principles-based, communicates the FDIC Board's expectations regarding the evaluation of merger applications filed under the Bank Merger Act, and describes the types of merger applications for which the FDIC is the responsible agency. We continue to evaluate the proposal and the potential impacts, if adopted as proposed, on the Company and Truist Bank.

The FRB's capital plan rule provides that a BHC must update and resubmit its capital plan if the BHC determines there has been or will be a material change in its risk profile, financial condition, or corporate structure since it last submitted the capital plan. Truist determined that the sale of our remaining equity interests in TIH constitutes such a material change and, therefore, addressed the material change in our capital plan submitted in April 2024. The capital plan rule further provides that, upon the occurrence of an event requiring resubmission, a BHC may not make any capital distribution unless it has received prior approval of the FRB. Accordingly, Truist's capital distributions are now subject to the prior approval of the FRB, pending the FRB's consideration of our capital plan and stress capital buffer requirement. Truist's Board of Directors declared common and preferred stock dividends payable in June 2024, which have been approved by the FRB.

Executive Overview

We are pleased with the progress and momentum of our business in the first quarter of 2024. Our expense discipline was evident and reflects important decisions we made last year. Investments we have made in our investment banking business resulted in strong performance in improving markets. Loan demand was muted and deposit costs continue to be under pressure.

Asset quality metrics are normalizing but remain manageable as our nonperforming loans remained relatively stable on a linked-quarter basis and loan losses were within our expectations.

Effective January 1, 2024, several business activities were realigned reflecting updates to the Company's operating structure. First, the CB&W segment was renamed CSBB and the C&CB segment was renamed WB. Second, the Wealth business was realigned into the WB segment from the CSBB segment, representing a separate reporting unit in that segment. Third, the small business banking client segmentation was realigned into the CSBB segment from the WB segment.

Following the departure of our CIO in April 2024, we have appointed an interim CIO while our search for a permanent CIO continues. Our Interim CIO has 20 years of banking experience across risk management, commercial, consumer, operations, technology, and vertically integrated businesses. He oversees the provision of comprehensive technology, data, security, and information related platforms.

On May 6, 2024, we completed the sale of TIH previously announced on February 20, which strengthened our relative capital position, facilitated a balance sheet repositioning, and will allow Truist to provide even greater support to our core banking clients and evaluate a return of capital to shareholders via share buybacks later in 2024 depending upon market conditions and other factors. Financial information attributed to TIH has been reflected in discontinued operations for the periods presented within and, unless otherwise stated, the following discussion excludes amounts reported as discontinued operations. Refer to "Note 2. Discontinued Operations" for additional information.

Our strengthening capital position allows us to better weather any economic environment, and importantly, will enable us to be in a more offensive position with our core banking franchise. We are optimistic about our future as we operate Truist from this increased position of financial strength in some of the best markets in the country.

Financial Results

Net income available to common shareholders for the first quarter of 2024 of \$1.1 billion was down 23% compared with the first quarter of 2023. On a diluted per common share basis, earnings for the first quarter of 2024 were \$0.81, a decrease of \$0.24, or 23%, compared to the first quarter of 2023. Truist's results of operations for the first quarter of 2024 produced an annualized return on average assets of 0.91% and an annualized return on average common shareholders' equity of 8.4% compared to prior year returns of 1.10% and 10.3%, respectively.

Net income from continuing operations was \$1.1 billion for the first quarter of 2024, compared to \$1.4 billion for the first quarter of 2023.

- Results from continuing operations for the first quarter of 2024 included restructuring charges of \$51 million (\$39 million after-tax, or \$0.03 per share) and the FDIC special assessment of \$75 million (\$57 million after-tax, or \$0.04 per share).
- Results from continuing operations for the first quarter of 2023 included restructuring charges of \$56 million (\$43 million after-tax, or \$0.03 per share).

Net income from discontinued operations was \$67 million for the first quarter of 2024, compared to \$105 million for the first quarter of 2023.

- Results from discontinued operations for the first quarter of 2024 included the accelerated recognition of TIH equity compensation expense for certain event-driven awards of \$89 million (\$68 million after tax, or \$0.05 per share), and restructuring charges of \$19 million (\$14 million after-tax, or \$0.01 per share).

Taxable-equivalent net interest income for the first quarter of 2024 was down \$493 million, or 13%, compared to the first quarter of 2023 primarily due to higher funding costs and lower earning assets. Net interest margin was 2.89%, down 28 basis points.

- The yield on the average total loan portfolio was 6.38%, up 57 basis points, primarily reflecting higher market interest rates. The yield on the average securities portfolio was 2.46%, up 32 basis points.
- The average cost of total deposits was 2.03%, up 91 basis points. The average cost of short-term borrowings was 5.62%, up 93 basis points. The average cost of long-term debt was 4.74%, up 69 basis points. The increase in rates on deposits and other funding sources was largely attributable to the higher rate environment.

Noninterest income was up \$25 million, or 1.8%, compared to the first quarter of 2023 due to higher investment banking and trading income and higher other income, partially offset by lower mortgage banking income and service charges on deposits.

Noninterest expense was down \$62 million, or 2.1%, compared to the first quarter of 2023 due to lower other expense and personnel expense, partially offset by the FDIC special assessment (regulatory costs) of \$75 million. Adjusted noninterest expenses, which exclude the FDIC special assessment, restructuring charges, and the amortization of intangibles, decreased \$120 million, or 4.2%, compared to the earlier quarter.

The effective tax rate for the first quarter of 2024 decreased compared to the first quarter of 2023 primarily due to a decrease in the full year forecasted pre-tax earnings.

An increase in the loan loss reserve reflects normalization of asset quality.

- Nonperforming loans and leases held for investment were 0.45% of loans and leases held for investment at March 31, 2024, up one basis point compared to December 31, 2023.
- The allowance for credit losses was \$5.1 billion and includes \$4.8 billion for the allowance for loan and lease losses and \$297 million for the reserve for unfunded commitments. The ALLL ratio was 1.56%, up two basis points compared with December 31, 2023.
- The provision for credit losses was \$500 million compared to \$502 million for the first quarter of 2023.
- The net charge-off ratio was 64 basis points, up 27 basis points compared to the first quarter of 2023 due to higher net charge-offs in the CRE, other consumer, credit card, and indirect auto portfolios.

Capital remained strong during the first quarter of 2024.

- Truist's CET1 ratio was 10.1% as of March 31, 2024, flat compared to December 31, 2023 as organic capital generation and RWA optimization were partially offset by the CECL phase-in.
- Truist declared common dividends of \$0.52 per share during the first quarter of 2024. The dividend payout ratio for the first quarter of 2024 was 64%. Truist did not repurchase any shares in the first quarter of 2024.
- Truist's average consolidated LCR was 115% for the three months ended March 31, 2024, compared to the regulatory minimum of 100%.

On May 6, 2024, the Company completed the sale of its remaining equity interests in TIH. The sale resulted in after-tax cash proceeds to Truist of approximately \$10.1 billion, reflecting certain closing adjustments for cash, debt and debt-like items, including the settlement of certain previously granted TIH equity awards, working capital, transaction expenses and an investor return amount associated with the originally sold 20% stake. The transaction improves Truist's relative capital position and allows Truist to maintain strategic flexibility. Upon closing, the transaction resulted in a full deconsolidation of the TIH subsidiary from Truist and resulted in an approximate after-tax gain of approximately \$4.7 billion. Additionally, following the sale, Truist will retain the related postretirement benefit obligation for TIH employees, and will remeasure the postretirement benefit obligation of the plan in the second quarter of 2024. Refer to "Note 2. Discontinued Operations" for additional information related to discontinued operations.

Following the completion of the sale of TIH, Truist executed a strategic balance sheet repositioning of a portion of its AFS investment securities portfolio by selling \$27.7 billion of lower-yielding investment securities, resulting in an after-tax loss of \$5.1 billion in the second quarter of 2024. The investment securities that were sold had a book value of \$34.4 billion and a weighted average book yield of 2.80% for the remainder of 2024 including the impact of hedges and based on the Federal Funds futures curve. Including the tax benefit, the repositioning generated \$29.3 billion available for reinvestment.

Truist invested approximately \$18.7 billion of the \$39.4 billion available in shorter duration investment securities yielding 5.27%. The remaining \$20.7 billion will be held in cash. The blended reinvestment rate on the new investment securities purchased and cash is 5.22% for the remainder of 2024 including the impact of hedges and based on the Federal Funds futures curve.

Analysis of Results of Operations

Net Interest Income and NIM

Taxable-equivalent net interest income for the first quarter of 2024 was down \$493 million, or 13%, compared to the first quarter of 2023 primarily due to higher funding costs and lower earning assets. Net interest margin was 2.89%, down 28 basis points.

- Average earning assets decreased \$22.6 billion, or 4.5%, primarily due to declines in average total loans of \$18.1 billion, or 5.5%, and a decrease in average securities of \$9.3 billion, or 6.6%, partially offset by growth in other earning assets of \$5.4 billion, or 21%, primarily due to an increase in balances held at the Federal Reserve to support liquidity.
- The yield on the average total loan portfolio was 6.38%, up 57 basis points, primarily reflecting higher market interest rates. The yield on the average securities portfolio was 2.46%, up 32 basis points.
- Average deposits decreased \$19.4 billion, or 4.7%, average short-term borrowings increased \$2.2 billion, or 9.0%, and average long-term debt decreased \$10.3 billion, or 20%.
- The average cost of total deposits was 2.03%, up 91 basis points. The average cost of short-term borrowings was 5.62%, up 93 basis points. The average cost of long-term debt was 4.74%, up 69 basis points. The increase in rates on deposits and other funding sources was largely attributable to the higher rate environment.

The major components of net interest income and the related annualized yields as well as the variances between the periods caused by changes in interest rates versus changes in volumes are summarized below.

Table 1: Taxable-Equivalent Net Interest Income and Rate / Volume Analysis

Three Months Ended March 31, (Dollars in millions)	Average Balances ⁽¹⁾		Annualized Yield/Rate ⁽²⁾		Income/Expense		Incr. (Decr.)	Change due to		
	2024	2023	2024	2023	2024	2023		Rate	Volume	
Assets										
AFS and HTM securities at amortized cost:										
U.S. Treasury	\$ 9,853	\$ 11,117	1.49 %	1.07 %	\$ 37	\$ 30	\$ 7	\$ 11	\$ (4)	
GSE	389	335	3.40	2.86	3	2	1	1	—	
Agency MBS	116,946	124,746	2.51	2.23	735	694	41	85	(44)	
States and political subdivisions	421	425	4.15	4.07	4	4	—	—	—	
Non-agency MBS	3,645	3,907	2.98	2.34	27	23	4	6	(2)	
Other	19	21	5.35	5.30	—	—	—	—	—	
Total securities	131,273	140,551	2.46	2.14	806	753	53	103	(50)	
Interest earning trading assets	4,845	5,462	6.50	6.09	79	83	(4)	5	(9)	
Other earning assets ⁽³⁾	30,567	25,166	5.74	4.73	436	294	142	71	71	
Loans and leases, net of unearned income:										
Commercial and industrial	158,385	165,095	6.53	5.98	2,572	2,436	136	233	(97)	
CRE	22,400	22,689	6.95	6.32	389	355	34	39	(5)	
Commercial Construction	7,134	5,863	7.83	7.14	137	101	36	11	25	
Residential mortgage	55,070	56,422	3.84	3.73	528	526	2	15	(13)	
Home equity	9,930	10,735	7.92	6.80	196	180	16	29	(13)	
Indirect auto	22,374	27,743	6.69	5.82	372	398	(26)	56	(82)	
Other consumer	28,285	27,559	7.98	6.76	561	459	102	89	13	
Student	—	5,129	—	7.04	—	89	(89)	—	(89)	
Credit card	4,923	4,785	11.96	11.43	146	136	10	6	4	
Total loans and leases HFI	308,501	326,020	6.38	5.81	4,901	4,680	221	478	(257)	
LHFS	925	1,527	6.38	6.71	15	25	(10)	(1)	(9)	
Total loans and leases	309,426	327,547	6.38	5.81	4,916	4,705	211	477	(266)	
Total earning assets	476,111	498,726	5.26	4.73	6,237	5,835	402	656	(254)	
Nonearning assets	47,307	53,598								
Assets of discontinued operations	7,584	7,303								
Total assets	\$ 531,002	\$ 559,627								
Liabilities and Shareholders' Equity										
Interest-bearing deposits:										
Interest-checking	\$ 103,537	\$ 108,886	2.65	1.60	684	430	254	276	(22)	
Money market and savings	134,696	139,802	2.49	1.38	832	476	356	374	(18)	
Time deposits	41,937	28,671	4.30	3.10	448	219	229	104	125	
Total interest-bearing deposits	280,170	277,359	2.82	1.64	1,964	1,125	839	754	85	
Short-term borrowings	26,230	24,056	5.62	4.69	366	278	88	60	28	
Long-term debt	40,721	51,057	4.74	4.05	482	514	(32)	80	(112)	
Total interest-bearing liabilities	347,121	352,472	3.26	2.20	2,812	1,917	895	894	1	
Noninterest-bearing deposits	108,888	131,099								
Other liabilities	12,885	11,225								
Liabilities of discontinued operations	3,097	2,754								
Shareholders' equity	59,011	62,077								
Total liabilities and shareholders' equity	\$ 531,002	\$ 559,627								
Average interest-rate spread			2.00 %	2.53 %						
NIM/net interest income - taxable equivalent			2.89 %	3.17 %	\$ 3,425	\$ 3,918	\$ (493)	\$ (238)	\$ (255)	
Taxable-equivalent adjustment					\$ 53	\$ 51				
Memo: Total deposits	\$ 389,058	\$ 408,458	2.03 %	1.12 %	\$ 1,964	\$ 1,125	\$ 839			

(1) Represents daily average balances. Excludes basis adjustments for fair value hedges.

(2) Yields are stated on a TE basis utilizing federal tax rate. The change in interest not solely due to changes in rate or volume has been allocated based on the pro-rata absolute dollar amount of each. Interest income includes certain fees, deferred costs, and dividends.

(3) Includes cash equivalents, interest-bearing deposits with banks, FHLB stock, and other earning assets.

Provision for Credit Losses

The provision for credit losses was \$500 million compared to \$502 million for the first quarter of 2023.

- The current quarter provision expense was relatively flat compared to the first quarter of 2023.
- The net charge-off ratio was up compared to the first quarter of 2023 driven by higher net charge-offs in the CRE, other consumer, credit card, and indirect auto portfolios.

Refer to “Note 5. Loans and ACL” for additional discussion of the ACL.

Noninterest Income

Noninterest income is a significant contributor to Truist’s financial results. Management focuses on diversifying its sources of revenue to reduce Truist’s reliance on traditional spread-based interest income, as certain fee-based activities are a relatively stable revenue source during periods of changing interest rates. The following table provides a breakdown of Truist’s noninterest income:

Table 2: Noninterest Income

(Dollars in millions)	Three Months Ended March 31,		% Change
	2024	2023	2024 vs. 2023
Wealth management income	\$ 356	\$ 339	5.0 %
Investment banking and trading income	323	261	23.8
Card and payment related fees	224	230	(2.6)
Service charges on deposits	225	250	(10.0)
Mortgage banking income	97	142	(31.7)
Lending related fees	96	106	(9.4)
Operating lease income	59	67	(11.9)
Other income	66	26	153.8
Total noninterest income	\$ 1,446	\$ 1,421	1.8

Noninterest income was up \$25 million, or 1.8%, compared to the first quarter of 2023 due to higher investment banking and trading income and higher other income, partially offset by lower mortgage banking income and service charges on deposits.

- Investment banking and trading income increased due to higher merger and acquisition fees and higher equity and bond origination fees.
- Other income increased due to higher income from investments held for certain post-retirement benefits (which is primarily offset by higher personnel expense), partially offset by lower income from certain equity investments.
- Mortgage banking income decreased due to a gain on the sale of a servicing portfolio in the prior year, partially offset by mortgage servicing rights valuation adjustments in the prior year.
- Service charges on deposits decreased primarily due to reduced overdraft fees as a result of continued growth of Truist One Banking.

Noninterest Expense

The following table provides a breakdown of Truist’s noninterest expense:

Table 3: Noninterest Expense

(Dollars in millions)	Three Months Ended March 31,		% Change
	2024	2023	2024 vs. 2023
Personnel expense	\$ 1,630	\$ 1,668	(2.3)%
Professional fees and outside processing	278	287	(3.1)
Software expense	224	200	12.0
Net occupancy expense	160	169	(5.3)
Amortization of intangibles	88	100	(12.0)
Equipment expense	88	102	(13.7)
Marketing and customer development	56	68	(17.6)
Operating lease depreciation	40	46	(13.0)
Regulatory costs	152	75	102.7
Restructuring charges	51	56	(8.9)
Other expense	186	244	(23.8)
Total noninterest expense	\$ 2,953	\$ 3,015	(2.1)

Noninterest expense was down \$62 million, or 2.1%, compared to the first quarter of 2023 due to lower other expense and personnel expense, partially offset by the FDIC special assessment (regulatory costs) of \$75 million. Adjusted noninterest expenses, which exclude the FDIC special assessment, restructuring charges, and the amortization of intangibles, decreased \$120 million, or 4.2%, compared to the earlier quarter.

- Other expense decreased primarily due to lower pension expense and operating losses.
- Personnel expense decreased due to lower headcount, partially offset by higher other post-retirement benefit expense (which is almost entirely offset by higher other income).

Restructuring Charges

The following table presents a summary of restructuring charges and the related accruals. The 2024 restructuring costs predominately reflect various initiatives, including costs for severance and other benefits and costs related to exiting facilities.

Table 4: Restructuring Accrual Activity

(Dollars in millions)	Accrual at Jan 1, 2024	Expense	Utilized	Accrual at Mar 31, 2024
Severance and personnel-related	\$ 8	\$ 30	\$ (33)	\$ 5
Occupancy and equipment	—	21	(21)	—
Total	\$ 8	\$ 51	\$ (54)	\$ 5

Provision for Income Taxes

For the three months ended March 31, 2024 and 2023, the provision for income taxes from continuing operations was \$232 million and \$361 million, respectively, representing effective tax rates of 17.0% and 20.4%, respectively. The effective tax rate for the first quarter of 2024 decreased compared to the first quarter of 2023 primarily due to a decrease in the full year forecasted pre-tax earnings.

Segment Results

Truist operates and measures business activity across two segments: CSBB and WB, with functional activities included in OT&C. The Company's business segment structure is based on the manner in which financial information is evaluated by management as well as the products and services provided or the type of client served.

Effective January 1, 2024, several business activities were realigned reflecting updates to the Company's operating structure. First, the CB&W segment was renamed CSBB and the C&CB segment was renamed WB. Second, the Wealth business was realigned into the WB segment from the CSBB segment, representing a separate reporting unit in that segment. Third, the small business banking client segmentation was realigned into the CSBB segment from the WB segment.

On February 20, 2024, the Company entered into an agreement to sell the remaining stake of the common equity in TIH to an investor group, representing substantially all of the Company's IH segment, which represented a material strategic shift for the Company, and as a result, the Company recast results for all periods presented under the discontinued operations basis of presentation. On May 6, 2024, the Company completed the sale of its remaining equity interests in TIH. TIH was the principal legal entity of the IH segment. As the operations of TIH are now included in discontinued operations, the Company no longer presents the IH segment as one of its reportable segments. Refer to "Note 2. Discontinued Operations" for additional information related to discontinued operations.

Table 5: Net Income from Continuing Operations by Reportable Segment

(Dollars in millions)	Three Months Ended March 31,		% Change
	2024	2023	2024 vs. 2023
Consumer and Small Business Banking	\$ 880	\$ 1,023	(14.0)%
Wholesale Banking	876	987	(11.2)
Other, Treasury & Corporate	(623)	(600)	3.8
Truist Financial Corporation	\$ 1,133	\$ 1,410	(19.6)

Consumer and Small Business Banking

CSBB net income was \$880 million for the first quarter of 2024, a decrease of \$143 million compared to the first quarter of 2023.

- Segment net interest income decreased \$87 million primarily driven by lower deposit and loan balances, partially offset by higher funding credit on deposits and one extra day in the current period.

- The provision for credit losses increased \$33 million reflecting higher charge offs in the other consumer and indirect auto portfolios, partially offset by an allowance release in the current quarter and an allowance build in the earlier quarter.
- Noninterest income decreased \$50 million compared to the earlier quarter primarily due to lower residential mortgage income and decreased service charges on deposits.
- Noninterest expense increased \$11 million compared to the earlier quarter driven by higher operations support expenses, corporate technology costs and the FDIC special assessment, partially offset by lower salaries expense and operating charge-offs.

CSBB average loans and leases held for investment decreased \$12.6 billion, or 9.2%, for the first quarter of 2024 compared to the first quarter of 2023, primarily driven by a decrease in indirect auto balances, the sale of the student loan portfolio at the end of the second quarter of 2023, and decreases in residential mortgage as well as decreases in small business loans, partially offset by increases in the outdoor power sports, equipment, and home improvement balances.

CSBB average total deposits decreased \$7.3 billion, or 3.3%, for the first quarter of 2024 compared to the first quarter of 2023, primarily driven by decreases in interest checking, noninterest-bearing deposits, and money market and savings, partially offset by an increase in time deposits.

Wholesale Banking

WB net income was \$876 million for the first quarter of 2024, a decrease of \$111 million compared to the first quarter of 2023.

- Segment net interest income decreased \$153 million primarily due to lower deposit and loan balances combined with higher cost of deposits, partially offset by favorable loan spreads.
- The provision for credit losses decreased \$37 million which reflects a lower allowance build in the current quarter compared to the earlier quarter, partially offset by higher commercial and industrial loan charge offs.
- Noninterest income increased \$25 million compared to the earlier quarter primarily due to higher income from merger and acquisition activity and higher equity and bond origination fees, partially offset by lower income from strategic investments and commercial mortgage lending.
- Noninterest expense increased \$75 million compared to the earlier quarter primarily due to the FDIC special assessment as well as higher corporate technology costs and operations support expenses, partially offset by lower personnel expense and restructuring charges.

WB average loans held for investment decreased \$4.9 billion, or 2.6%, for the first quarter of 2024 compared to the first quarter of 2023, primarily due to decreases in commercial and industrial loans.

WB average total deposits decreased \$17.7 billion, or 11%, for the first quarter of 2024 compared to the first quarter of 2023, primarily due to declines in average noninterest-bearing deposits, money market and savings, and interest checking.

Other, Treasury & Corporate

OT&C generated a net loss of \$623 million in the first quarter of 2024, compared to a net loss of \$600 million in the first quarter of 2023.

- Segment net interest income decreased \$255 million primarily due to funding credit on deposits to other segments and higher rates on Treasury funding, partially offset by funding charges primarily on loans to other segments.
- Noninterest income increased \$50 million primarily due to higher income from investments held for certain post-retirement benefits (which is more than offset by higher personnel expense).
- Noninterest expense decreased \$148 million compared to the earlier quarter primarily due to credit from other segments for operations support expenses and corporate technology project support, partially offset by higher other post-retirement benefit expense (which is almost entirely offset by higher other income).

Analysis of Financial Condition

Investment Activities

The securities portfolio totaled \$119.4 billion at March 31, 2024, compared to \$121.5 billion at December 31, 2023. U.S. Treasury, GSE, and Agency MBS represents 97% of the total securities portfolio as of March 31, 2024 and December 31, 2023. While the overwhelming majority of the portfolio remains in agency MBS securities, the Company also holds AAA rated non-agency MBS as the risk adjusted returns for these securities are more attractive than agency MBS.

- The decrease in 2024 includes paydowns and maturities of \$4.7 billion as well as a decrease in the fair value of AFS securities, partially offset by \$3.8 billion in purchases.
- As of March 31, 2024, 40% of the investment securities portfolio was classified as held-to-maturity based on amortized cost, excluding portfolio level basis adjustments.
- As of March 31, 2024, approximately 5.6% of the securities portfolio was variable rate, excluding the impact of swaps, compared to 5.7% as of December 31, 2023.
- The effective duration of the AFS securities portfolio was 6.0 years at March 31, 2024 and 6.1 years at December 31, 2023, excluding the impact of swaps, or 3.9 years at March 31, 2024 and 4.0 years at December 31, 2023, including the impact of swaps. The effective duration of the HTM securities portfolio was 7.1 years at March 31, 2024 and 7.3 years at December 31, 2023.

Lending Activities

The following table presents the composition of average loans and leases:

Table 6: Average Loans and Leases

(Dollars in millions)	Three Months Ended				
	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
Commercial:					
Commercial and industrial	\$ 158,385	\$ 160,278	\$ 164,022	\$ 166,588	\$ 165,095
CRE	22,400	22,755	22,812	22,706	22,689
Commercial construction	7,134	6,515	6,194	5,921	5,863
Consumer:					
Residential mortgage	55,070	55,658	56,135	56,320	56,422
Home equity	9,930	10,104	10,243	10,478	10,735
Indirect auto	22,374	23,368	24,872	26,558	27,743
Other consumer	28,285	28,913	28,963	28,189	27,559
Student	—	—	—	4,766	5,129
Credit card	4,923	4,996	4,875	4,846	4,785
Total average loans and leases HFI	\$ 308,501	\$ 312,587	\$ 318,116	\$ 326,372	\$ 326,020

Average loans held for investment decreased \$4.1 billion, or 1.3%, compared to the prior quarter.

- Average commercial loans decreased 0.9% due to a decline in the commercial and industrial portfolio.
- Average consumer loans decreased 2.0% due to declines across all portfolios.

At March 31, 2024 and December 31, 2023, 54% and 53%, respectively, of loans and leases HFI were variable rate.

Asset Quality

The following tables summarize asset quality information:

Table 7: Asset Quality

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
NPAs:					
NPLs:					
Commercial and industrial	\$ 512	\$ 470	\$ 561	\$ 562	\$ 394
CRE	261	284	289	275	117
Commercial construction	23	24	29	16	1
Residential mortgage	151	153	132	221	233
Home equity	130	122	123	129	132
Indirect auto	256	268	266	262	270
Other consumer	61	59	52	46	45
Total NPLs HFI	1,394	1,380	1,452	1,511	1,192
Loans held for sale	22	51	75	13	—
Total nonaccrual loans and leases	1,416	1,431	1,527	1,524	1,192
Foreclosed real estate	4	3	3	3	3
Other foreclosed property	56	54	54	56	66
Total nonperforming assets	\$ 1,476	\$ 1,488	\$ 1,584	\$ 1,583	\$ 1,261
Loans 90 days or more past due and still accruing:					
Commercial and industrial	\$ 12	\$ 7	\$ 15	\$ 36	\$ 35
Commercial construction	—	1	—	5	—
Residential mortgage – government guaranteed	408	418	456	541	649
Residential mortgage – nonguaranteed	33	21	30	23	25
Home equity	10	11	9	7	10
Indirect auto	1	2	1	—	—
Other consumer	18	21	16	12	10
Student – government guaranteed	—	—	—	—	590
Student – nonguaranteed	—	—	—	—	4
Credit card	56	53	47	38	38
Total loans 90 days or more past due and still accruing	\$ 538	\$ 534	\$ 574	\$ 662	\$ 1,361
Loans 30-89 days past due and still accruing:					
Commercial and industrial	\$ 158	\$ 230	\$ 98	\$ 142	\$ 125
CRE	21	5	28	38	34
Commercial construction	—	—	1	6	3
Residential mortgage – government guaranteed	286	326	293	267	232
Residential mortgage – nonguaranteed	352	313	270	254	259
Home equity	59	70	61	56	65
Indirect auto	540	669	598	549	511
Other consumer	226	271	219	175	164
Student – government guaranteed	—	—	—	—	350
Student – nonguaranteed	—	—	—	—	6
Credit card	74	87	68	63	56
Total loans 30-89 days past due and still accruing	\$ 1,716	\$ 1,971	\$ 1,636	\$ 1,550	\$ 1,805

Nonperforming assets totaled \$1.5 billion at March 31, 2024, down slightly compared to December 31, 2023, due to declines in LHFS and the CRE and indirect auto portfolios, partially offset by an increase in the commercial and industrial portfolio. Nonperforming loans and leases held for investment were 0.45% of loans and leases held for investment at March 31, 2024, up one basis point compared to December 31, 2023.

Loans 90 days or more past due and still accruing totaled \$538 million at March 31, 2024, up one basis point as a percentage of loans and leases compared with the prior quarter. Excluding government guaranteed loans, the ratio of loans 90 days or more past due and still accruing as a percentage of loans and leases was 0.04% at March 31, 2024, unchanged from December 31, 2023.

Loans 30-89 days past due and still accruing of \$1.7 billion at March 31, 2024 were down \$255 million, or seven basis points as a percentage of loans and leases, compared to the prior quarter due to decreases in the indirect auto, commercial and industrial, and other consumer portfolios.

Problem loans include NPLs and loans that are 90 days or more past due and still accruing as disclosed in Table 7. In addition, for the commercial portfolio segment, loans that are rated special mention or substandard performing are closely monitored by management as potential problem loans. Refer to “Note 5. Loans and ACL” for the amortized cost basis of loans by origination year and credit quality indicator as well as additional disclosures related to NPLs.

Table 8: Asset Quality Ratios

	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
Loans 30-89 days past due and still accruing as a percentage of loans and leases HFI	0.56 %	0.63 %	0.52 %	0.48 %	0.55 %
Loans 90 days or more past due and still accruing as a percentage of loans and leases HFI	0.18	0.17	0.18	0.21	0.42
NPLs as a percentage of loans and leases HFI	0.45	0.44	0.46	0.47	0.36
NPLs as a percentage of total loans and leases ⁽¹⁾	0.46	0.46	0.48	0.47	0.36
NPA as a percentage of:					
Total assets ⁽¹⁾	0.28	0.28	0.29	0.29	0.22
Loans and leases HFI plus foreclosed property	0.47	0.46	0.48	0.49	0.38
ALLL as a percentage of loans and leases HFI	1.56	1.54	1.49	1.43	1.37
Ratio of ALLL to NPLs	3.4x	3.5x	3.2x	3.0x	3.8x
Loans 90 days or more past due and still accruing as a percentage of loans and leases HFI, excluding government guaranteed ⁽²⁾	0.04 %	0.04 %	0.04 %	0.04 %	0.04 %

(1) Includes LHFS.

(2) This asset quality ratio has been adjusted to remove the impact of government guaranteed loans. Management believes the inclusion of such assets in this asset quality ratio results in distortion of this ratio because collection of principal and interest is reasonably assured, or the ratio might not be comparable to other periods presented or to other portfolios that do not have government guarantees.

Table 9: Asset Quality Ratios (Continued)

	Three Months Ended				
	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
Net charge-offs as a percentage of average loans and leases HFI:					
Commercial:					
Commercial and industrial	0.17 %	0.23 %	0.17 %	0.23 %	0.15 %
CRE	1.73	0.83	1.31	0.62	0.09
Commercial construction	(0.02)	0.22	(0.03)	(0.02)	(0.04)
Consumer:					
Residential mortgage	—	(0.01)	0.05	(0.01)	—
Home equity	(0.08)	(0.12)	(0.10)	(0.12)	(0.15)
Indirect auto	2.26	2.19	1.75	1.28	1.47
Other consumer	1.96	1.74	1.37	1.20	1.29
Student	—	—	—	8.67	0.42
Credit card	5.54	4.38	3.78	3.66	3.54
Total	0.64	0.57	0.51	0.54	0.37
Ratio of ALLL to net charge-offs	2.4x	2.7x	2.9x	2.6x	3.7x

Ratios are annualized, as applicable.

The following table presents activity related to NPAs:

Table 10: Rollforward of NPAs

(Dollars in millions)	2024	2023
Balance, January 1	\$ 1,488	\$ 1,250
New NPAs	831	621
Advances and principal increases	190	214
Disposals of foreclosed assets ⁽¹⁾	(157)	(147)
Disposals of NPLs ⁽²⁾	(91)	(3)
Charge-offs and losses	(367)	(204)
Payments	(337)	(306)
Transfers to performing status	(61)	(160)
Other, net	(20)	(4)
Ending balance, March 31	\$ 1,476	\$ 1,261

(1) Includes charge-offs and losses recorded upon sale of \$66 million and \$42 million for the three months ended March 31, 2024 and 2023, respectively.

(2) Includes gains, net of charge-offs and losses recorded upon sale of \$4 million and \$5 million for the three months ended March 31, 2024 and 2023, respectively.

Commercial Credit Concentrations

Truist has established the following general practices to manage commercial credit risk:

- limiting the amount of credit that Truist may extend to a borrower;
- establishing a process for credit approval accountability;
- initial underwriting and analysis of borrower, transaction, market, and collateral risks;
- ongoing servicing and monitoring of individual loans and lending relationships;
- continuous monitoring of the portfolio, market dynamics, and the economy; and
- periodically reevaluating the Company's strategy and overall exposure as economic, market, and other relevant conditions change.

Truist continuously monitors various segments of its credit portfolios to assess potential concentration risks. Management is actively involved in the credit approval and review process, and risk acceptance criteria are adjusted as needed to reflect the Company's risk appetite. Consistent with established risk management objectives, the Company utilizes various risk mitigation techniques, including collecting collateral and security interests, obtaining guarantees, and, to a limited extent, through the purchase of credit loss protection via third party insurance and/or use of credit derivatives such as credit default swaps.

In the commercial portfolio, risk concentrations are evaluated regularly on both an aggregate portfolio level and on an individual client basis. The Company manages its commercial exposure through portfolio targets, limits, and transactional risk acceptance criteria as well as other techniques, including but not limited to, loan syndications/participations, loan sales, collateral, structure, covenants, and other risk reduction techniques.

The following tables provide industry distribution by major types of commercial credit exposure and the geographical distribution of commercial exposures. Industry classification for commercial and industrial loans is based on the North American Industry Classification System. Commercial real estate loans are classified based on type of property. For the geographic disclosures, amounts are generally assigned to a state based on the physical billing address of the client or physical property address.

Table 11: Commercial and Industrial Portfolio Industry and Geography

(Dollars in millions)	March 31, 2024			December 31, 2023		
	LHFI	% of Total	NPL	LHFI	% of Total	NPL
Industry:						
Manufacturing	\$ 14,598	9.3 %	\$ 104	\$ 14,418	9.0 %	\$ 65
Finance and insurance	13,927	8.8	35	15,526	9.7	40
Health care and social assistance	12,951	8.2	136	12,997	8.1	46
Real estate and rental and leasing	12,446	7.9	8	12,663	7.9	16
Retail trade	12,339	7.8	85	12,740	7.9	89
Public administration	9,721	6.2	—	9,802	6.1	—
Information	8,363	5.3	1	8,346	5.2	—
Wholesale trade	7,963	5.1	2	8,263	5.1	3
Transportation and warehousing	5,612	3.6	17	5,703	3.5	8
Educational services	4,844	3.1	30	5,151	3.2	31
Professional, scientific, and technical services	4,351	2.8	12	4,445	2.8	26
Utilities	4,172	2.6	—	4,555	2.8	—
Administrative and support and waste management and remediation services	3,476	2.2	14	3,716	2.3	49
Arts, entertainment, and recreation	3,384	2.1	—	3,227	2.0	—
Other services (except public administration)	3,138	2.0	1	3,305	2.1	1
Accommodation and food services	2,937	1.9	4	3,067	1.9	13
Other ⁽¹⁾	12,761	8.0	27	12,159	7.5	41
Subtotal	136,983	86.9	476	140,083	87.1	428
Business owner occupied	20,686	13.1	36	20,705	12.9	42
Total commercial and industrial	\$ 157,669	100.0 %	\$ 512	\$ 160,788	100.0 %	\$ 470
Geography:						
Florida	\$ 18,842	12.0 %	\$ 261	\$ 18,947	11.8 %	\$ 228
Texas	14,666	9.3	8	15,374	9.6	24
North Carolina	12,528	7.9	12	12,959	8.1	11
Georgia	12,167	7.7	49	12,167	7.6	32
New York	10,527	6.7	3	10,336	6.4	3
Virginia	9,341	5.9	10	9,724	6.0	35
California	8,679	5.5	12	9,115	5.7	1
Pennsylvania	7,328	4.6	5	7,423	4.6	4
Maryland	6,740	4.3	4	6,668	4.1	6
Tennessee	5,375	3.4	85	5,852	3.6	43
South Carolina	3,991	2.5	2	4,134	2.6	1
Illinois	3,910	2.5	—	3,892	2.4	10
New Jersey	3,788	2.4	30	3,754	2.3	36
Ohio	2,904	1.8	—	3,220	2.0	6
Other ⁽²⁾	36,883	23.5	31	37,223	23.2	30
Total commercial and industrial	\$ 157,669	100.0 %	\$ 512	\$ 160,788	100.0 %	\$ 470

(1) Represents other remaining industries that are deemed to be individually insignificant.

(2) Includes non-U.S. loans of \$4.7 billion and \$5.1 billion at March 31, 2024 and December 31, 2023, respectively. The remainder represents other remaining states that are deemed to be individually insignificant.

Truist has noted that the CRE and commercial construction portfolios have the potential for heightened risk in the current environment. Truist seeks to maintain a high-quality portfolio through disciplined risk management and prudent client selection.

Truist's CRE and commercial construction portfolios totaled \$29.6 billion as of March 31, 2024, which includes 35% related to multifamily residential, 17% related to industrial, 16% related to office, 14% related to retail, and the remainder composed of hotel and other commercial real estate.

Our combined CRE and commercial construction office portfolio is primarily composed of multi-tenant, non-gateway properties located within Truist Bank's footprint. As of March 31, 2024, approximately 98% of these properties are multi-tenant. Additionally, as of March 31, 2024, 25% and 29% of these exposures are scheduled to mature in 2024 and 2025, respectively, with the remainder scheduled to mature in 2026 and beyond.

Table 12: CRE Portfolio Property Type and Geography

(Dollars in millions)	March 31, 2024			December 31, 2023		
	LHFI	% of Total	NPL	LHFI	% of Total	NPL
Industry:						
Multifamily	\$ 5,825	26.3 %	\$ 1	\$ 5,731	25.4 %	\$ 3
Office	4,117	18.6	244	4,286	19.0	264
Retail	4,080	18.4	6	4,172	18.5	9
Industrial	3,976	18.0	3	4,054	18.0	3
Hotel	2,378	10.7	—	2,445	10.8	—
Other ⁽¹⁾	1,766	8.0	7	1,882	8.3	5
Total CRE	\$ 22,142	100.0 %	\$ 261	\$ 22,570	100.0 %	\$ 284
Geography:						
North Carolina	\$ 2,607	11.8 %	\$ 4	\$ 2,726	12.1 %	\$ 1
Georgia	2,461	11.1	147	2,532	11.2	120
Florida	2,432	11.0	5	2,481	11.0	5
California	1,729	7.8	56	1,709	7.6	81
Texas	1,600	7.2	—	1,611	7.1	—
New York	1,567	7.1	3	1,574	7.0	3
Pennsylvania	1,353	6.1	—	1,403	6.2	—
Virginia	1,235	5.6	—	1,276	5.7	—
District of Columbia	1,020	4.6	10	1,043	4.6	—
Maryland	897	4.1	12	956	4.2	16
Other ⁽²⁾	5,241	23.6	24	5,259	23.3	58
Total CRE	\$ 22,142	100.0 %	\$ 261	\$ 22,570	100.0 %	\$ 284

(1) Represents other remaining property types that are deemed to be individually insignificant.

(2) Includes non-U.S. loans of \$69 million and \$73 million at March 31, 2024 and December 31, 2023, respectively. The remainder represents other remaining states that are deemed to be individually insignificant.

Table 13: Commercial Construction Portfolio Property Type and Geography

(Dollars in millions)	March 31, 2024			December 31, 2023		
	LHFI	% of Total	NPL	LHFI	% of Total	NPL
Industry:						
Multifamily	\$ 4,547	60.9 %	\$ 23	\$ 3,868	57.9 %	\$ 23
Industrial	1,050	14.1	—	877	13.1	—
Single Family - CP	801	10.7	—	819	12.3	—
Office	581	7.8	—	634	9.5	1
Single Family – AD and CL	172	2.3	—	196	2.9	—
Other ⁽¹⁾	321	4.2	—	289	4.3	—
Total commercial construction	\$ 7,472	100.0 %	\$ 23	\$ 6,683	100.0 %	\$ 24
Geography:						
Georgia	\$ 1,147	15.4	\$ —	\$ 1,059	15.8	\$ —
Texas	1,046	14.0	23	956	14.3	23
North Carolina	871	11.7	—	777	11.6	—
Florida	867	11.6	—	741	11.1	—
California	501	6.7	—	512	7.7	—
Other ⁽²⁾	3,040	40.6	—	2,638	39.5	1
Total commercial construction	\$ 7,472	100.0 %	\$ 23	\$ 6,683	100.0 %	\$ 24

(1) Represents other remaining property types that are deemed to be individually insignificant.

(2) Includes non-U.S. loans of \$22 million and \$16 million at March 31, 2024 and December 31, 2023, respectively. The remainder represents other remaining states that are deemed to be individually insignificant.

See additional information on the commercial portfolios in “Note 5. Loans and ACL,” including loans by origination year and credit quality indicator.

ACL

Activity related to the ACL is presented in the following tables:

Table 14: Activity in ACL

(Dollars in millions)	Three Months Ended				
	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
Balance, beginning of period ⁽¹⁾	\$ 5,093	\$ 4,970	\$ 4,879	\$ 4,761	\$ 4,649
Provision for credit losses	500	572	497	558	482
Charge-offs:					
Commercial and industrial	(97)	(110)	(98)	(107)	(75)
CRE	(103)	(48)	(77)	(35)	(6)
Commercial construction	—	(5)	—	—	—
Residential mortgage	(1)	—	(8)	(1)	(1)
Home equity	(3)	(2)	(4)	(2)	(2)
Indirect auto	(154)	(154)	(135)	(115)	(127)
Other consumer	(165)	(148)	(120)	(104)	(105)
Student	—	—	—	(103)	(5)
Credit card	(77)	(64)	(55)	(53)	(51)
Total charge-offs	(600)	(531)	(497)	(520)	(372)
Recoveries:					
Commercial and industrial	32	16	28	13	13
CRE	7	—	2	—	1
Commercial construction	—	2	—	—	1
Residential mortgage	1	1	1	2	2
Home equity	5	5	7	5	6
Indirect auto	28	25	25	31	26
Other consumer	28	21	20	20	17
Credit card	9	8	9	9	9
Total recoveries	110	78	92	80	75
Net charge-offs	(490)	(453)	(405)	(440)	(297)
Other ⁽²⁾	(3)	4	(1)	—	(73)
Balance, end of period	\$ 5,100	\$ 5,093	\$ 4,970	\$ 4,879	\$ 4,761
ACL: ⁽¹⁾					
ALLL	\$ 4,803	\$ 4,798	\$ 4,693	\$ 4,606	\$ 4,479
RUFC	297	295	277	273	282
Total ACL	\$ 5,100	\$ 5,093	\$ 4,970	\$ 4,879	\$ 4,761

(1) Excludes provision for credit losses and allowances related to other financial assets at amortized cost.

(2) 2023 includes the impact from the adoption of the Troubled Debt Restructurings and Vintage Disclosures accounting standard.

The allowance for credit losses was \$5.1 billion and includes \$4.8 billion for the allowance for loan and lease losses and \$297 million for the reserve for unfunded commitments. The ALLL ratio was 1.56%, up two basis points compared with December 31, 2023. The ALLL covered nonperforming loans and leases held for investment 3.4X compared to 3.5X at December 31, 2023. At March 31, 2024, the ALLL was 2.4X annualized net charge-offs, compared to 2.7X at December 31, 2023.

The following table presents an allocation of the ALLL. The entire amount of the allowance is available to absorb losses occurring in any category of loans and leases.

Table 15: Allocation of ALLL by Category

(Dollars in millions)	March 31, 2024			December 31, 2023		
	Amount	% ALLL in Each Category	% Loans in Each Category	Amount	% ALLL in Each Category	% Loans in Each Category
Commercial and industrial	\$ 1,360	28.3 %	51.4 %	\$ 1,404	29.4 %	51.6 %
CRE	663	13.8	7.2	616	12.8	7.2
Commercial construction	198	4.1	2.4	174	3.6	2.1
Residential mortgage	222	4.6	17.9	298	6.2	17.8
Home equity	90	1.9	3.2	89	1.9	3.2
Indirect auto	923	19.2	7.2	942	19.6	7.3
Other consumer	959	20.0	9.1	890	18.5	9.2
Credit card	388	8.1	1.6	385	8.0	1.6
Total ALLL	4,803	100.0 %	100.0 %	4,798	100.0 %	100.0 %
RUFC	297			295		
Total ACL	\$ 5,100			\$ 5,093		

Truist monitors the performance of its home equity loans and lines secured by second liens similarly to other consumer loans and utilizes assumptions specific to these loans in determining the necessary ALLL. Truist also receives notification when the first lien holder, whether Truist or another financial institution, has initiated foreclosure proceedings against the borrower. When notified that the first lien is in the process of foreclosure, Truist obtains valuations to determine if any additional charge-offs or reserves are warranted. These valuations are updated at least annually thereafter.

Truist has limited ability to monitor the delinquency status of the first lien, unless the first lien is held or serviced by Truist. Truist estimates credit losses on second lien loans where the first lien is delinquent based on historical experience; the increased risk of loss on these credits is reflected in the ALLL. As of March 31, 2024, Truist held or serviced the first lien on 32% of its second lien positions.

Other Assets

The components of other assets are presented in the following table:

Table 16: Other Assets as of Period End

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Tax credit and other private equity investments	\$ 8,089	\$ 7,898
Bank-owned life insurance	7,738	7,716
Prepaid pension assets	6,620	6,563
DTAs, net	3,258	3,037
Accrued income	2,034	2,085
Leased assets and related assets	1,755	1,647
Accounts receivable	1,246	997
FHLB stock	1,199	1,198
Prepaid expenses	1,143	1,083
Derivative assets	1,088	951
ROU assets	1,033	1,057
Other	1,318	765
Total other assets	\$ 36,521	\$ 34,997

Funding Activities

Deposits

The following table presents average deposits:

Table 17: Average Deposits

(Dollars in millions)	Three Months Ended				
	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023
Noninterest-bearing deposits	\$ 108,888	\$ 114,555	\$ 118,905	\$ 123,728	\$ 131,099
Interest checking	103,537	101,722	101,252	102,105	108,886
Money market and savings	134,696	137,464	139,961	138,149	139,802
Time deposits	41,937	41,592	40,920	35,844	28,671
Total average deposits	\$ 389,058	\$ 395,333	\$ 401,038	\$ 399,826	\$ 408,458

Average deposits for the first quarter of 2024 were \$389.1 billion, a decrease of \$6.3 billion, or 1.6%, compared to the prior quarter.

Average noninterest-bearing deposits decreased 4.9% compared to the prior quarter and represented 28.0% of total deposits for the first quarter of 2024 compared to 29.0% for the fourth quarter of 2023 and 32.1% compared to the year ago quarter. Average money market and savings accounts decreased 2.0%. Average interest checking and time deposits increased 1.8% and 0.8%, respectively.

Borrowings

At March 31, 2024, short-term borrowings totaled \$26.3 billion, an increase of \$1.5 billion compared to December 31, 2023. Average short-term borrowings were \$26.2 billion, or 5.8% of total funding, for the three months ended March 31, 2024, as compared to \$24.1 billion, or 5.0%, for the prior year.

Long-term debt provides funding and, to a lesser extent, regulatory capital, and primarily consists of senior and subordinated notes issued by Truist and Truist Bank. Long-term debt totaled \$39.1 billion at March 31, 2024, an increase of \$153 million compared to December 31, 2023. During the three months ended March 31, 2024, the Company had:

- Issued \$3.5 billion fixed-to-floating rate senior notes with interest rates between 5.44% and 5.71% due from January 24, 2030 to January 24, 2035.
- Maturities and redemptions of \$1.3 billion of senior notes.
- Net redemptions of \$2.0 billion of floating rate FHLB advances.

Shareholders' Equity

Truist's book value per common share and TBVPS are presented in the following table:

Table 18: Book Value per Common Share

(Dollars in millions, except per share data, shares in thousands)	Mar 31, 2024	Dec 31, 2023
Common equity per common share	\$ 38.97	\$ 39.31
Non-GAAP capital measure: ⁽¹⁾		
Tangible common equity per common share	\$ 21.64	\$ 21.83
Calculation of tangible common equity: ⁽¹⁾		
Total shareholders' equity	\$ 59,053	\$ 59,253
Less:		
Preferred stock	6,673	6,673
Noncontrolling interests	232	152
Goodwill and intangible assets, net of deferred taxes	23,198	23,306
Tangible common equity	\$ 28,950	\$ 29,122
Common shares outstanding at end of period	1,338,096	1,333,743

(1) Tangible common equity is a non-GAAP measure that excludes the impact of intangible assets, net of deferred taxes. This measure is useful for evaluating the performance of a business consistently, whether acquired or developed internally. Truist's management uses this measure to assess balance sheet risk and shareholder value.

Total shareholders' equity was \$59.1 billion at March 31, 2024, a decrease of \$200 million from December 31, 2023. This decrease was driven by \$800 million in common and preferred dividends and \$716 million in OCI, partially offset by net income of \$1.2 billion. Truist's book value per common share at March 31, 2024 was \$38.97, compared to \$39.31 at December 31, 2023. Truist's TBVPS was \$21.64 at March 31, 2024, compared to \$21.83 at December 31, 2023.

Risk Management

Truist seeks to maintain a comprehensive risk management framework supported by people, processes, and systems to identify, measure, monitor, manage, and report significant risks arising from its exposures and business activities. Effective risk management involves optimizing risk and return while operating in a safe and sound manner and promoting compliance with applicable laws and regulations. The Company's risk management framework is designed to promote the execution of business strategies and objectives in alignment with its risk appetite.

Truist has developed and employs a risk framework that further guides business functions in identifying, measuring, responding to, monitoring, and reporting on possible exposures to the organization. Truist has developed a risk taxonomy designed to drive internal risk measurement and monitoring and enable Truist to clearly and transparently communicate to stakeholders the level of potential risk the Company faces and the Company's position on managing risk to acceptable levels.

Truist is committed to fostering a culture that supports identification and escalation of risks across the organization. All teammates are responsible for upholding the Company's purpose, mission, and values, and are encouraged to speak up if there is any activity or behavior that is inconsistent with the Company's culture. The Truist code of ethics guides the Company's decision making and informs teammates on how to act in the absence of specific guidance.

Truist seeks an appropriate return for the risk taken in its business operations. Risk-taking activities must be evaluated and prioritized to identify those that present attractive risk-adjusted returns, while preserving asset value and capital.

Truist's compensation plans are designed to consider teammate's adherence to and successful implementation of Truist's risk values and associated policies and procedures. The Company's compensation structure is designed to support its core values and sound risk management practices in an effort to promote judicious risk-taking behavior.

Market Risk

Market risk is the risk to current or anticipated earnings, capital, or economic value arising from changes in the market value of portfolios, securities, or other financial instruments. Market risk results from changes in the level, volatility, or correlations among financial market risk factors or prices, including interest rates, credit spreads, foreign exchange rates, equity, and commodity prices.

Effective management of market risk is essential to achieving Truist's strategic financial objectives. Truist's most significant market risk exposure is to interest rate risk in its balance sheet; however, market risk also results from underlying product liquidity risk, price risk, and volatility risk in Truist's business units. Interest rate risk results from differences between the timing of rate changes and the timing of cash flows associated with assets and liabilities (re-pricing risk); from changing rate relationships among different yield curves affecting bank activities (basis risk); from changing rate relationships across the spectrum of maturities (yield curve risk); and from interest-related options inherently embedded in bank products (options risk).

The primary objectives of effective market risk management are to minimize adverse effects from changes in market risk factors on net interest income, net income, and capital, and to offset the risk of price changes for certain assets and liabilities recorded at fair value. At Truist, market risk management also includes the enterprise-wide IPV function.

Interest Rate Market Risk

As a financial institution, Truist is exposed to interest rate risk from assets, liabilities, and off-balance sheet positions. Truist primarily monitors this risk through two measurement types, (i) NII at risk and (ii) economic value of equity, and manages this risk with securities, derivatives, and broader asset liability management activities.

IRR measurement is reported monthly through the ALCO. Monthly IRR reporting includes exposure and historical trends relative to risk limit scenarios, impacts to a wide range of rate scenarios, and sensitivity tests of key assumptions. IRR reporting is provided to the BRC monthly and reviews of varying IRR topics are performed quarterly.

IRR measurement is influenced by data, assumptions, and models. Due to their high sensitivity to market rates, mortgage (loan and security) prepayments leverage an industry model that results in varying prepayment speeds across rate scenarios. Prepayments for non-mortgage loans leverage a mix of dynamic models and static prepayment assumptions based on historical experience. Interest-bearing-deposit rate paid is projected to move at a ratio (deposit beta) of market rates, primarily the Federal Funds Rate, aligned to historical experience.

Truist uses derivatives to hedge interest income variability of floating rate loans and to hedge valuation changes of long-term debt and investment securities.

NII at risk measures the change in NII under alternate interest rate scenarios relative to Truist's baseline scenario, which incorporates Truist's current balance sheet and off-balance sheet hedges as well as expectations for new business over the forecast horizon. Truist's baseline scenario relies on assumptions including expectations of the economy and interest rates – which are influenced by market conditions, new business volume, pricing, and customer behavior. In measuring NII at risk, Truist assumes that changes in key factors, such as prepayments and deposit pricing (betas), largely move in line with those it has experienced in prior rate cycles. However, future behavior of key factors may vary from those used in this measurement. NII at risk measurement assumes, when applicable, that U.S. interest rates floor at zero and does not assume Truist takes any balance sheet or hedging actions in response to the rate scenarios.

Truist evaluates a wide range of alternate scenarios including instantaneous and gradual as well as parallel and non-parallel changes in interest rates. The table below presents the estimated change to NII over the following 12 months for select parallel alternate scenarios, expressed as a percentage change relative to baseline NII.

Table 19: Interest Sensitivity Simulation Analysis

	Mar 31, 2024	Dec 31, 2023
Up 200bps gradual change in interest rates	(2.35)%	(1.46)%
Up 50bps instantaneous change in interest rates	(0.77)	(0.36)
Down 50bps instantaneous change in interest rates	0.31	(0.10)
Down 200bps gradual change in interest rates	0.45	(0.30)

Estimated changes to NII in the table above assume no change in deposit balances or mix relative to the baseline scenario. In increasing interest rate scenarios, rotation from non-interest-bearing into interest bearing deposits would reduce NII. Conversely, in decreasing interest rate scenarios, rotation from higher yielding to lower yielding deposits would benefit net interest income. Truist performs and monitors sensitivity tests of deposit and other key assumptions used in NII risk including:

- Asset prepayment speeds
- New loan volume pricing spreads
- Interest-bearing deposit betas
- Non-interest-bearing demand deposit balance runoff, replaced by market funding

EVE measures changes in the economic value of Truist's current balance sheet and off-balance sheet hedges under alternate rate scenarios relative to starting economic value. Truist uses EVE as a longer-term measure of interest rate risk. Truist performs and monitors sensitivity tests of key assumptions used in EVE including:

- Asset prepayment speeds
- Mortgage spreads (mortgage loan and security valuations)
- Interest-bearing deposit beta
- Deposit runoff / decay

Key assumption tests are generally performed by increasing and decreasing the assumption, whether static or dynamically modeled, relative to their respective starting values and then measuring the resulting impact to NII and EVE under baseline and alternate rate scenarios.

The identification and testing of key assumptions are influenced by market conditions and management views of key risks. The results of key assumption sensitivity tests are reported to ALCO and BRC monthly. The inventory of key assumptions and their associated sensitivity tests are reviewed with ALCO and BRC at least annually.

Market Risk from Trading Activities

As a financial intermediary, Truist provides its clients access to derivatives, foreign exchange and securities markets, which generate market risks. Trading market risk is managed using a comprehensive risk management approach, which includes measuring risk using VaR, stress testing, and sensitivity analysis. Risk metrics are monitored against a suite of limits on a daily basis at both the trading desk level and at the aggregate portfolio level.

Truist is also subject to risk-based capital guidelines for market risk under the Market Risk Rule.

Covered Trading Positions

Covered positions subject to the Market Risk Rule include trading assets and liabilities, specifically those held for the purpose of short-term resale or with the intent of benefiting from actual or expected short-term price movements or to lock in arbitrage profits. Truist's trading portfolio of covered positions results primarily from market making and underwriting services for the Company's clients, as well as associated risk mitigating hedging activity. The trading portfolio, measured in terms of VaR, consists primarily of four sub-portfolios of covered positions: (i) credit trading, (ii) fixed income securities, (iii) interest rate derivatives, and (iv) equity derivatives. As a market maker across different asset classes, Truist's trading portfolio also contains other sub-portfolios, including foreign exchange, loan trading, and commodity derivatives; however, these portfolios do not generate material trading risk exposures.

Valuation policies and methodologies exist for all trading positions. Additionally, these positions are subject to independent price verification. See "Note 16. Derivative Financial Instruments," "Note 15. Fair Value Disclosures," and "Critical Accounting Policies" herein for discussion of valuation policies and methodologies.

Securitizations

As of March 31, 2024, the aggregate market value of on-balance sheet securitization positions subject to the Market Risk Rule, which were non-agency asset backed securities positions, was \$71 million. Consistent with the Market Risk Rule requirements, the Company performs pre-purchase due diligence on each securitization position to identify the characteristics including, but not limited to, deal structure and the asset quality of the underlying assets, that materially affect valuation and performance. Securitization positions are subject to Truist's comprehensive risk management framework, which includes daily monitoring against a suite of limits. There were no off-balance sheet securitization positions during the reporting period.

Correlation Trading Positions

The trading portfolio of covered positions did not contain any correlation trading positions as of March 31, 2024.

VaR-Based Measures

VaR measures the potential loss of a given position or portfolio of positions at a specified confidence level and time horizon. Truist utilizes a historical VaR methodology to measure and aggregate risks across its covered trading positions. For risk management purposes, the VaR calculation is based on a historical simulation approach and measures the potential trading losses using a one-day holding period at a one-tail, 99% confidence level. For Market Risk Rule purposes, the Company calculates VaR using a 10-day holding period and a 99% confidence level. Due to inherent limitations of the VaR methodology, such as the assumption that past market behavior is indicative of future market performance, VaR is only one of several tools used to measure and manage market risk. Other tools used to actively manage market risk include stress testing, scenario analysis, and stop loss limits.

The trading portfolio's VaR profile is influenced by a variety of factors, including the size and composition of the portfolio, market volatility, and the correlation between different positions. A portfolio of trading positions is typically less risky than the sum of the risk from each of the individual sub-portfolios, because, under normal market conditions, risk within each category partially offsets the exposure to other risk categories. The following table summarizes certain VaR-based measures for the three months ended March 31, 2024 and 2023.

Table 20: VaR-based Measures

(Dollars in millions)	Three Months Ended March 31,			
	2024		2023	
	10-Day Holding Period	1-Day Holding Period	10-Day Holding Period	1-Day Holding Period
VaR-based Measures:				
Maximum	\$ 27	\$ 12	\$ 22	\$ 9
Average	22	10	15	6
Minimum	15	8	10	4
Period-end	21	9	22	9
VaR by Risk Class:				
Interest Rate Risk		4		8
Credit Spread Risk		3		7
Equity Price Risk		5		1
Foreign Exchange Risk		1		—
Portfolio Diversification		(4)		(9)
Period-end		9		8

Stressed VaR-based measures

Stressed VaR, another component of market risk capital, is calculated using the same internal models as used for the VaR-based measure. Stressed VaR is calculated over a ten-day holding period at a one-tail, 99% confidence level and employs a historical simulation approach based on a continuous twelve-month historical window selected to reflect a period of significant financial stress for the Company's trading portfolio. The following table summarizes Stressed VaR-based measures:

Table 21: Stressed VaR-based Measures - 10 Day Holding Period

(Dollars in millions)	Three Months Ended March 31,	
	2024	2023
Maximum	\$ 171	\$ 77
Average	113	44
Minimum	69	25
Period-end	107	31

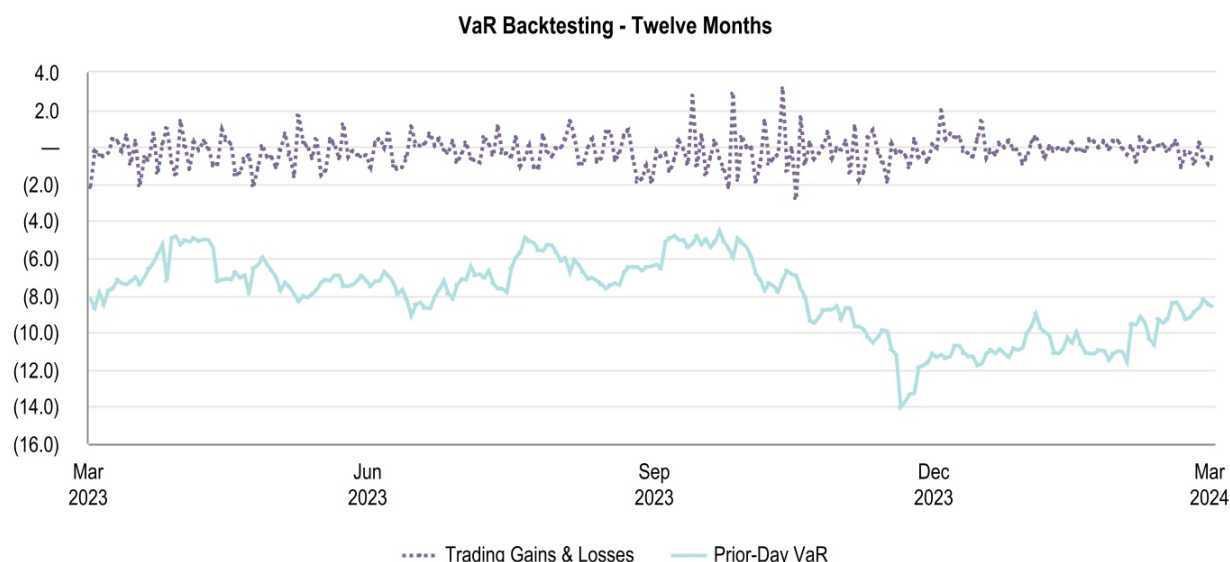
Compared to the same period of prior year, both VaR and Stressed VaR measures were generally higher, primarily due to higher market making inventory in 2024.

Specific Risk Measures

Specific risk is a measure of idiosyncratic risk that could result from risk factors other than broad market movements (e.g., default or event risks). The Market Risk Rule provides fixed risk weights under a standardized measurement method while also allowing a model-based approach, subject to regulatory approval. Truist utilizes the standardized measurement method to calculate the specific risk component of market risk regulatory capital. As such, incremental risk capital requirements do not apply.

VaR Model Backtesting

In accordance with the Market Risk Rule, the Company evaluates the accuracy of its VaR model through daily backtesting by comparing aggregate daily trading gains and losses (excluding fees, commissions, reserves, net interest income, and intraday trading) from covered positions with the corresponding daily VaR-based measures generated by the model. As illustrated in the following graph, there were no Company-wide VaR backtesting exceptions during the twelve months ended March 31, 2024. The total number of Company-wide VaR backtesting exceptions over the preceding twelve months is used to determine the multiplication factor for the VaR-based capital requirement under the Market Risk Rule. The capital multiplication factor increases from a minimum of three to a maximum of four, depending on the number of exceptions. All Company-wide VaR backtesting exceptions are thoroughly reviewed in the context of VaR model use and performance. There was no change in the capital multiplication factor over the preceding twelve months.



Model Risk Oversight

MRO is responsible for the independent model validation of all decision tools and models including trading market risk models. The validation activities are conducted in accordance with MRO policy, which incorporates regulatory guidance related to the evaluation of model conceptual soundness, ongoing monitoring, and outcomes analysis. As part of ongoing monitoring efforts, the performance of all trading risk models is reviewed regularly to preemptively address emerging developments in financial markets, assess evolving modeling approaches, and identify potential model enhancement.

Stress Testing

The Company uses a comprehensive range of stress testing techniques to help monitor risks across trading desks and to augment standard daily VaR and other risk limits reporting. The stress testing framework is designed to quantify the impact of extreme, but plausible, stress scenarios that could lead to large, unexpected losses. Stress tests include simulations for risk factor sensitivities, historical repeats, and hypothetical scenarios with varying liquidity horizons of key risk factors. All trading positions within each applicable market risk category (interest rate risk, equity risk, foreign exchange rate risk, credit spread risk, and commodity price risk) are included in the Company's comprehensive stress testing framework. Management reviews stress testing scenarios on an ongoing basis and makes updates, as necessary, to capture both current and emerging risks. Management also utilizes stress analyses to support the Company's capital adequacy assessment standards. See the "Capital" section of MD&A for additional discussion of capital adequacy.

Net interest income is liability sensitive as elevated rates and quantitative tightening have led to a reduction in deposits, rotation into interest bearing deposits, and higher deposit betas.

Interest rate scenarios in table 19 assume no change in deposit mix. Further rotation from non-interest bearing into interest bearing deposits would increase the liability sensitivity of Truist's balance sheet.

Liquidity

Liquidity represents the continuing ability to meet funding needs, including deposit withdrawals, repayment of borrowings and other liabilities, and funding of loan commitments. In addition to the level of liquid assets, such as cash, cash equivalents, and AFS securities, other factors affect the ability to meet liquidity needs, including access to a variety of funding sources, maintaining borrowing capacity, growing core deposits, loan repayment, and the ability to securitize or package loans for sale.

Truist monitors the ability to meet client demand for funds under both normal and stressed market conditions. In considering its liquidity position, management evaluates Truist's funding mix based on client core funding, client rate-sensitive funding, and national markets funding. In addition, management evaluates exposure to rate-sensitive funding sources that mature in one year or less. Management also measures liquidity needs against 30 days of stressed cash outflows for Truist and Truist Bank. To promote a strong liquidity position and compliance with regulatory requirements, management maintains a liquid asset buffer of cash on hand and highly liquid unencumbered securities.

Internal Liquidity Stress Testing

Liquidity stress testing is conducted for Truist and Truist Bank using a variety of institution-specific and market-wide adverse scenarios. Each liquidity stress test scenario applies defined assumptions to execute sources and uses of liquidity over varying planning horizons. The types of expected liquidity uses during a stressed event may include deposit attrition, contractual maturities, reductions in unsecured and secured funding, and increased draws on unfunded commitments. To mitigate liquidity outflows, Truist has identified sources of liquidity; however, access to these sources of liquidity could be affected within a stressed environment.

Truist maintains a liquidity buffer of cash on hand and highly liquid unencumbered securities that is sufficient to meet the projected net stressed cash-flow needs and maintain compliance with regulatory requirements. The liquidity buffer consists of unencumbered highly liquid assets and Truist's liquidity buffer is substantially the same in composition to what qualifies as HQLA under the LCR Rule.

Contingency Funding Plan

Truist has a contingency funding plan designed to address ongoing obligations and commitments, particularly in the event of a liquidity contraction. This plan is designed to examine and quantify the organization's liquidity under the various internal liquidity stress scenarios and is periodically tested to assess the plan's reliability. Additionally, the plan provides a framework for management and other teammates to follow in the event of a liquidity contraction or in anticipation of such an event. The plan addresses authority for activation and decision making, liquidity options, and the responsibilities of key departments in the event of a liquidity contraction.

LCR and HQLA

The LCR rule requires that Truist and Truist Bank maintain an amount of eligible HQLA that is sufficient to meet its estimated total net cash outflows over a prospective 30 calendar-day period of stress. Eligible HQLA, for purposes of calculating the LCR, is the amount of unencumbered HQLA that satisfy operational requirements of the LCR rule. Truist and Truist Bank are subject to the Category III reduced LCR requirements. Truist held average weighted eligible HQLA of \$85.0 billion and Truist's average LCR was 115% for the three months ended March 31, 2024.

Effective July 2021, Truist became subject to final rules implementing the NSFR, which require banking organizations to maintain a stable, long-term funding profile in relation to their asset composition and off-balance sheet activities. At March 31, 2024, Truist was compliant with this requirement.

Sources of Funds

Management believes current sources of liquidity are sufficient to meet Truist's on- and off-balance sheet obligations. Truist funds its balance sheet through diverse sources of funding including client deposits, secured and unsecured capital markets funding, and shareholders' equity. Truist Bank's primary source of funding is client deposits. Continued access to client deposits is highly dependent on public confidence in the stability of Truist Bank and its ability to return funds to clients when requested.

Truist Bank maintains a number of diverse funding sources to meet its liquidity requirements. These sources include unsecured borrowings from the capital markets through the issuance of senior or subordinated bank notes, institutional CDs, overnight and term Federal funds markets, and retail brokered CDs. Truist Bank also maintains access to secured borrowing sources including FHLB advances, repurchase agreements, and the FRB discount window. Available investment securities could be pledged to create additional secured borrowing capacity. The following table presents a summary of Truist Bank's available secured borrowing capacity and eligible cash at the FRB:

Table 22: Selected Liquidity Sources

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Unused borrowing capacity:		
FRB	\$ 53,548	\$ 55,252
FHLB	25,031	24,712
Available investment securities (after haircuts)	73,520	74,717
Available secured borrowing capacity	152,099	154,681
Eligible cash at the FRB	29,353	25,085
Total	\$ 181,452	\$ 179,766

At March 31, 2024, Truist Bank's available secured borrowing capacity represented approximately 3.6 times the amount of wholesale funding maturities in one-year or less.

Parent Company

The Parent Company serves as the primary source of capital for the operating subsidiaries. The Parent Company's assets consist primarily of cash on deposit with Truist Bank, equity investments in subsidiaries, advances to subsidiaries, and notes receivable from subsidiaries. The principal obligations of the Parent Company are payments on long-term debt. The main sources of funds for the Parent Company are dividends and management fees from subsidiaries, repayments of advances to subsidiaries, and proceeds from the issuance of equity and long-term debt. The primary uses of funds by the Parent Company are investments in subsidiaries, advances to subsidiaries, dividend payments to common and preferred shareholders, repurchases of common stock, and payments on and, from time-to-time, potential repurchases or redemptions of a portion of an outstanding tranche of the long-term debt of the Parent Company (as may be permitted by the terms of each respective series). See "Note 22. Parent Company Financial Information" in Truist's Annual Report on Form 10-K for the year ended December 31, 2023 for additional information regarding dividends from subsidiaries and debt transactions.

Access to funding at the Parent Company is more sensitive to market disruptions. Therefore, Truist prudently manages cash levels at the Parent Company to cover a minimum of one year of projected cash outflows which includes unfunded external commitments, debt service, common and preferred dividends and scheduled debt maturities, without the benefit of any new cash inflows. Truist maintains a significant buffer above the projected one year of cash outflows. In determining the buffer, Truist considers cash requirements for common and preferred dividends, unfunded commitments to affiliates, serving as a source of strength to Truist Bank, and being able to withstand sustained market disruptions that could limit access to the capital markets. At March 31, 2024 and December 31, 2023, the Parent Company had 57 months and 48 months, respectively, of cash on hand to satisfy projected cash outflows, and 34 months and 30 months, respectively, when including the payment of common stock dividends.

Credit Ratings

Credit ratings are forward-looking opinions of rating agencies as to the Company's ability to meet its financial commitments and repay its securities and obligations in accordance with their terms of issuance. Credit ratings influence both borrowing costs and access to the capital markets. The Company's credit ratings are continuously monitored by the rating agencies and are subject to change at any time. As Truist seeks to maintain high-quality credit ratings, management meets with the major rating agencies on a regular basis to provide financial and business updates and to discuss current outlooks and trends. See Item 1A, "Risk Factors" in Truist's Annual Report on Form 10-K for the year ended December 31, 2023 for additional information regarding factors that influence credit ratings and potential risks that could materialize in the event of downgrade in the Company's credit ratings. Recent changes in the Company's credit ratings and outlooks include:

- On May 8, 2024, Moody's Ratings downgraded Truist's long-term senior unsecured rating to Baa1 from A3 and Truist Bank's baseline credit assessment to a3 from a2 and long-term deposits rating to A1 from Aa3. In addition, Truist Bank's short-term deposit rating was affirmed at Prime-1. Ratings outlooks for both Truist and Truist Bank were changed to stable.

Capital

The maintenance of appropriate levels of capital is a management priority and is monitored on a regular basis. Truist's principal goals related to the maintenance of capital are to provide adequate capital to support Truist's risk profile consistent with the Board-approved risk appetite, provide financial flexibility to support future growth and client needs, comply with relevant laws, regulations, and supervisory guidance, achieve optimal credit ratings for Truist and its subsidiaries, remain a source of strength for its subsidiaries, and provide a competitive return to shareholders. Risk-based capital ratios, which include CET1 capital, Tier 1 capital, and Total capital are calculated based on regulatory guidance related to the measurement of capital and risk-weighted assets.

Truist regularly performs stress testing on its capital levels and is required to periodically submit the Company's capital plans and stress testing results to the banking regulators. Management regularly monitors the capital position of Truist on both a consolidated and bank-level basis. In this regard, management's objective is to maintain capital at levels that are in excess of internal capital limits, which are above the regulatory "well-capitalized" minimums. Management has implemented internal stress capital ratio minimums to evaluate whether capital ratios calculated after the effect of alternative capital actions are likely to remain above internal minimums. Breaches of internal stressed minimums prompt a review of the planned capital actions included in Truist's capital plan.

Table 23: Capital Requirements

	Minimum Capital	Well-Capitalized		Minimum Capital Plus Stress Capital Buffer ⁽¹⁾
		Truist	Truist Bank	
CET1	4.5 %	NA	6.5 %	7.4 %
Tier 1 capital	6.0	6.0 %	8.0	8.9
Total capital	8.0	10.0	10.0	10.9
Leverage ratio	4.0	NA	5.0	NA
Supplementary leverage ratio	3.0	NA	NA	NA

(1) Reflects a SCB requirement of 2.9% applicable to Truist as of March 31, 2024. Truist's SCB requirement, received in the 2023 CCAR process, is effective from October 1, 2023 to September 30, 2024. Truist will receive a new preliminary SCB requirement, to become effective October 1, 2024, following the release of CCAR 2024 results in late June 2024.

The FRB's capital plan rule provides that a BHC must update and resubmit its capital plan if the BHC determines there has been or will be a material change in its risk profile, financial condition, or corporate structure since it last submitted the capital plan. Truist determined that the sale of our remaining equity interests in TIH constitutes such a material change and, therefore, addressed the material change in our capital plan submitted in April 2024. The capital plan rule further provides that, upon the occurrence of an event requiring resubmission, a BHC may not make any capital distribution unless it has received prior approval of the FRB. Accordingly, Truist's capital distributions are now subject to the prior approval of the FRB, pending the FRB's consideration of our capital plan and stress capital buffer requirement. Truist's Board of Directors declared common and preferred stock dividends payable in June 2024, which have been approved by the FRB.

Truist's capital ratios are presented in the following table:

Table 24: Capital Ratios - Truist Financial Corporation

(Dollars in millions)	Mar 31, 2024	Dec 31, 2023
Risk-based:	(preliminary)	
CET1	10.1 %	10.1 %
Tier 1 capital	11.7	11.6
Total capital	13.9	13.7
Leverage ratio	9.4	9.3
Supplementary leverage ratio	8.0	7.9
Risk-weighted assets	\$ 420,985	\$ 423,705

Capital ratios remained strong compared to the regulatory requirements for well capitalized banks. Truist declared common dividends of \$0.52 per share during the first quarter of 2024. Truist did not repurchase any shares in the first quarter of 2024.

Truist's CET1 ratio was 10.1% as of March 31, 2024, flat compared to December 31, 2023, as organic capital generation and RWA optimization were partially offset by the CECL phase-in.

Truist's average consolidated LCR was 115% for the three months ended March 31, 2024, compared to the regulatory minimum of 100%.

Share Repurchase Activity

Table 25: Share Repurchase Activity

(Dollars in millions, except per share data, shares in thousands)	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share ⁽²⁾	Total Number of Shares Purchased as part of Publicly Announced Plans	Approximate Dollar Value of Shares that may yet be Purchased Under the Plans
January 1, 2024 to January 31, 2024	—	\$ —	—	\$ —
February 1, 2024 to February 29, 2024	—	—	—	—
March 1, 2024 to March 31, 2024	9	34.86	—	—
Total	9	\$ 34.86	—	—

(1) Includes shares exchanged or surrendered in connection with the exercise of equity-based awards under equity-based compensation plans.

(2) Excludes commissions.

Critical Accounting Policies

The accounting and reporting policies of Truist are in accordance with GAAP and conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. Truist's financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions, and judgments made to arrive at the carrying value of assets and liabilities, and amounts reported for revenues and expenses. Different assumptions in the application of these policies could result in material changes in the consolidated financial position and/or consolidated results of operations, and related disclosures. Material estimates that are particularly susceptible to significant change include the determination of the ACL; determination of fair value for securities, MSRs, LHFS, trading loans, and derivative assets and liabilities; goodwill and other intangible assets; income taxes; and pension and postretirement benefit obligations. Understanding Truist's accounting policies is fundamental to understanding the consolidated financial position and consolidated results of operations. The critical accounting policies are discussed in MD&A in Truist's Annual Report on Form 10-K for the year ended December 31, 2023. Significant accounting policies and changes in accounting principles and effects of new accounting pronouncements are discussed in "Note 1. Basis of Presentation" in Form 10-K for the year ended December 31, 2023. Disclosures regarding the effects of new accounting pronouncements are included in "Note 1. Basis of Presentation" in this report. There have been no other changes to the critical accounting policies during 2024.

Goodwill and Other Intangible Assets

Effective January 1, 2024, several business activities were realigned reflecting updates to the Company's operating structure. First, the CB&W segment was renamed CSBB and the C&CB segment was renamed WB. Second, the Wealth business was realigned into the WB segment from the CSBB segment, representing a separate reporting unit in that segment. Third, the small business banking client segmentation was realigned into the CSBB segment from the WB segment. Further, TIH was the principal legal entity of the IH segment. As the operations of TIH are now included in discontinued operations, the Company no longer presents the IH segment as one of its reportable segments. Following these realignments, the Company's three reporting units with goodwill balances were CSBB, WB, and Wealth. Also in conjunction with these realignments, goodwill of \$1.7 billion was realigned to WB from CSBB based on the relative fair value of CSBB and Wealth, and goodwill of \$220 million was realigned to CSBB from WB based on the relative fair value of WB and the realigned small business banking client segmentation. In addition, the Company completed an assessment of any potential goodwill impairment for all impacted reporting units immediately prior and subsequent to the reassignments and determined that no impairment existed.

The quantitative valuations of these reporting units for purposes of realigning goodwill use the income approach and a market-based approach, each weighted at 50%. The inputs and assumptions specific to each reporting unit are incorporated in the valuations, including projections of future cash flows, discount rates, and applicable valuation multiples based on the comparable public company information. The income approach utilizes a discounted cash flow analysis of multi-year financial forecasts developed for each reporting unit by considering several inputs and assumptions such as net interest margin, expected credit losses, noninterest income, noninterest expense, and required capital. The market-based approach utilizes comparable public company information, key valuation multiples, and considers a market control premium associated with cost synergies and other cash flow benefits that arise from obtaining control over a reporting unit, and guideline transactions, when applicable.

Truist also assesses the reasonableness of the aggregate estimated fair value of the reporting units by comparison to its market capitalization over a reasonable period of time, including consideration of expected acquirer expense synergies, historic bank control premiums, and the current market.

The projection of net interest margin and noninterest expense are the most significant inputs to the financial projections of the CSBB, WB, and Wealth reporting units. The long-term growth rate used in determining the terminal value of each reporting unit was 3% as of January 1, 2024, based on management's assessment of the minimum expected terminal growth rate of each reporting unit. Discount rates are estimated based on the Capital Asset Pricing Model, which considers the risk-free interest rate, market risk premium, beta, and unsystematic risk adjustments specific to a particular reporting unit. The discount rates are also calibrated based on risks related to the projected cash flows of each reporting unit. The discount rates utilized for the CSBB, WB and Wealth reporting units as of January 1, 2024 were 13.0%, 11.5%, and 12.5%, respectively.

The quantitative valuation of WB performed in conjunction with the goodwill realignments indicated that as of January 1, 2024, the fair value of the WB reporting unit exceeded its carrying value by less than 10%, indicating that the goodwill of the WB reporting unit may be at risk of impairment. Circumstances that could negatively impact the fair value for the WB reporting unit in the future include a sustained decrease in Truist's stock price, a decline in industry peer multiples, an increase in the applicable discount rate, and deterioration in the reporting unit's forecast.

The estimated fair value of a reporting unit is highly sensitive to changes in management's estimates and assumptions; therefore, in some instances, changes in these assumptions could impact whether the fair value of a reporting unit is greater than its carrying value. The valuation of the WB reporting unit as of January 1, 2024 indicated that if the discount rate were increased less than 50 basis points the reporting unit's fair value would be less than its carrying value, resulting in a goodwill impairment. Ultimately, future potential changes in management's assumptions may impact the estimated fair value of a reporting unit and cause the fair value of the reporting unit to be below its carrying value. Additionally, a reporting unit's carrying value could change based on market conditions, change in the underlying makeup of the reporting unit, or the risk profile of those reporting units, which could impact whether the fair value of a reporting unit is less than carrying value.

The Company monitored events and circumstances during the period from January 1, 2024 to March 31, 2024, including macroeconomic and market factors, industry and banking sector events, Truist specific performance indicators, a comparison of management's forecast and assumptions to those used in its January 1, 2024 quantitative valuations associated with the realignments of goodwill, and the sensitivity of the January 1, 2024 quantitative results to changes in assumptions as of March 31, 2024. Based on these considerations, Truist concluded that it was not more-likely-than-not that the fair value of one or more of its reporting units is below its respective carrying amount as of March 31, 2024.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, management of the Company, under the supervision and with the participation of the Company's CEO and CFO, carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by the report.

Changes in Internal Control over Financial Reporting

Management of Truist is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the quarter ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to the Legal Proceedings and Other Matters section in “Note 14. Commitments and Contingencies,” which is incorporated by reference into this item.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in Truist’s Annual Report on Form 10-K for the year ended December 31, 2023. Additional risks and uncertainties not currently known to Truist or that management has deemed to be immaterial also may materially adversely affect Truist’s business, financial condition, or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Refer to the Share Repurchase Activity section in the MD&A, which is incorporated by reference into this item.

ITEM 5. OTHER INFORMATION

(c) During the three months ended March 31, 2024, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit No.	Description	Location
2.1	Equity Interest Purchase Agreement, dated as of February 20, 2024, by and among Trident Butterfly Investor, Inc., Panther Blocker I, Inc., Panther Blocker II, Inc., Truist Bank, Truist TIH Holdings, Inc., Truist TIH Partners, Inc., TIH Management Holdings, LLC, TIH Management Holdings II, LLC and Truist Insurance Holdings, LLC.	Incorporated herein by reference to Exhibit 2.1 of the Current Report on Form 8-K, filed February 20, 2024.
10.1*	Seventh Amendment to the Truist Financial Corporation 401(k) Savings Plan (August 1, 2020 Restatement)	Incorporated herein by reference to Exhibit 10.61 of the Annual Report on Form 10-K, filed February 27, 2024.
10.2*	Amended and Restated Management Change of Control, Severance, and Noncompetition Plan	Incorporated herein by reference to Exhibit 10.62 of the Annual Report on Form 10-K, filed February 27, 2024.
10.3*	Form of Restricted Stock Unit Agreement (Senior Executive – 60/10 Retirement) for the Truist Financial Corporation 2022 Incentive Plan.	Filed herewith.
10.4*	Form of Performance Unit Award Agreement (Senior Executive – 60/10 Retirement) for the Truist Financial Corporation 2022 Incentive Plan.	Filed herewith.
10.5*	Form of LTIP Award Agreement (Senior Executive – 60/10 Retirement) for the Truist Financial Corporation 2022 Incentive Plan.	Filed herewith.
10.6*	Third Amendment to the Truist Financial Corporation Non-Qualified Defined Contribution Plan	Filed herewith.
10.7*	Fifth Amendment to the Truist Financial Corporation Non-Qualified Defined Benefit Plan (January 1, 2012 Restatement)	Filed herewith.
10.8*	Eighth Amendment to the Truist Financial Corporation Pension Plan (October 1, 2020 Restatement)	Filed herewith.
10.9*	Eighth Amendment to the Truist Financial Corporation 401(k) Savings Plan (August 1, 2020 Restatement)	Filed herewith.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
101.INS	XBRL Instance Document – the instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.	Filed herewith.
101.SCH	XBRL Taxonomy Extension Schema.	Filed herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.	Filed herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase.	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.	Filed herewith.
101.DEF	XBRL Taxonomy Definition Linkbase.	Filed herewith.
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).	Filed herewith.

* Management compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 9, 2024

TRUIST FINANCIAL CORPORATION
(Registrant)

By: /s/ Michael B. Maguire
Michael B. Maguire
Senior Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: May 9, 2024

By: /s/ Cynthia B. Powell
Cynthia B. Powell
Executive Vice President and Corporate Controller
(Principal Accounting Officer)

Exhibit 10.3

Truist Financial Corporation

Notice of Grant and Agreement

Truist Financial Corporation, pursuant to and subject to the provisions of the Truist Financial Corporation 2022 Incentive Plan (the “Plan”), affords the Employee (the “Participant”) specified in this Notice of Grant and Agreement (the “Notice of Grant”) the right to acquire shares of Truist’s Common Stock as set forth in this Notice of Grant. This Notice of Grant is subject to the terms and conditions of the associated Restricted Stock Unit Agreement (the “Agreement”). Unless otherwise provided herein, capitalized terms in this Notice of Grant shall have the same definitions as set forth in the Agreement.

Participant: [Name]

Award: Restricted Stock Unit

Award Name: Truist Teammate

Grant Date: [Grant Date]

Shares: [Number of Shares Granted]

Share Price: [Fair Market Value]

Vesting Schedule

Shares/Options Awarded	Vest Date
[Quantity Vesting]	[Vesting Date]
[Quantity Vesting]	[Vesting Date]
[Quantity Vesting]	[Vesting Date]

By accepting the Award, the Participant and Truist agree that the Award is granted under and governed by the terms and conditions of the Plan and the Agreement, which are incorporated herein by this reference and made a part of this Notice of Grant. In the event of any conflict of terms between the Notice of Grant, the Agreement and the Plan, the terms of the Plan (as interpreted by the Administrator) will prevail.

**TRUIST FINANCIAL CORPORATION
2022 INCENTIVE PLAN**

**Restricted Stock Unit Agreement
(Performance-Based Vesting Component)**

(Senior Executive)

Grant Date:	[Grant Date]
Dates Vested (Subject to Section 3):	[Vesting Date or Condition] as to [Percent]% of the Award [Vesting Date or Condition] as to [Percent]% of the Award [Vesting Date or Condition] as to [Percent]% of the Award
[Restriction Period:	[Date(s) or Condition(s)]

THIS AGREEMENT (the “**Agreement**”), made effective as of [Grant Date] (the “**Grant Date**”), between TRUIST FINANCIAL CORPORATION, a North Carolina corporation (“**TFC**”) for itself and its Affiliates, and the Employee (the “**Participant**”) specified in the accompanying Notice of Grant and Agreement (the “**Notice of Grant**”), is made pursuant to and subject to the provisions of the Truist Financial Corporation 2022 Incentive Plan, as it may be amended and/or restated (the “**Plan**”).

RECITALS:

TFC desires to carry out the purposes of the Plan by affording the Participant an opportunity to acquire shares of TFC Common Stock, \$5.00 par value per share (the “**Common Stock**”), as hereinafter provided.

In consideration of the foregoing, of the mutual promises set forth below and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Incorporation of Notice of Grant and Plan. The Notice of Grant is part of this Agreement and incorporated herein. The rights and duties of TFC and the Participant under this Agreement shall in all respects be subject to and governed by the provisions of the Plan, the terms of which are incorporated herein by reference. In the event of any conflict between the provisions in this Agreement and those of the Plan, the provisions of the Plan shall govern. Unless otherwise provided herein, capitalized terms in this Agreement shall have the same definitions as set forth in the Plan.

2. **Grant of Restricted Stock Unit.** Subject to the terms of this Agreement and the Plan, TFC hereby grants the Participant a Restricted Stock Unit (the “**Award**”) for the number of whole shares of Common Stock (the “**Shares**”) specified in the Notice of Grant. The “**Restriction Period**” is the period beginning on the Grant Date and ending on such date or dates, and satisfaction of such conditions, as described [in Section 3 and Section 4 herein][on the first page of this Agreement]. For the purposes herein, the Shares subject to the Award are units that will be reflected in a book account maintained by TFC and that will be settled in whole shares of Common Stock, if and to the extent permitted pursuant to this Agreement and the Plan. Prior to distribution of the Shares upon vesting of the Award, the Award shall represent an unsecured obligation of TFC, payable (if at all) only from TFC’s general assets.

3. **Vesting of Award.** Subject to the terms of the Plan, this Agreement (including but not limited to the provisions of Section 4 and Section 5 herein), and the Performance Vesting Condition as defined below, the Award shall vest and become earned in the percentages and on the dates listed on the first page of this Agreement. As used herein, “**Performance Vesting Condition**” means, for any vesting year during the vesting period, that the Administrator has not determined that all or any part of the unvested Award be cancelled as a result of either (i) a significant, negative risk outcome as a result of a corporate or individual action, or (ii) TFC incurring an operating loss for the fiscal year ending in the vesting year. The term “**fiscal year**” means the calendar fiscal year of TFC. The term “**vesting year**” means the twelve- (12-) month period ending on each anniversary of the Grant Date. The Administrator has sole authority to determine whether and to what degree the Award has vested and is payable and to interpret the terms and conditions of this Agreement and the Plan.

4. **Termination of Employment; Forfeiture of Award; Effect of Change of Control.**

(a) Except as may be otherwise provided in the Plan or Section 4(b) of this Agreement, in the event that the employment of the Participant with TFC or an Affiliate terminates for any reason and the Award has not vested pursuant to Section 3, then the Award, to the extent not vested as of the Participant’s termination of employment date, shall be forfeited immediately upon such termination, and the Participant shall have no further rights with respect to the Award or the Shares underlying the Award. The Administrator (or its designee, to the extent permitted under the Plan) shall have sole discretion to determine if a Participant’s rights have terminated pursuant to the Plan and this Agreement, including but not limited to the authority to determine the basis for the Participant’s termination of employment. The Participant expressly acknowledges and agrees that, except as otherwise provided herein, the termination of the Participant’s employment shall result in forfeiture of the Award and the underlying Shares to the extent the Award has not vested as of the Participant’s termination of employment date. As used in this Agreement, the phrase “termination of employment” means a Separation from Service.

(b) Notwithstanding the provisions of Section 3 and Section 4(a), the following provisions shall apply if any of the following shall occur prior to the date the Award becomes fully vested as forth in Section 3 herein:

- (i) **Involuntary Termination Without Cause Or With Good Reason.** In the event that the Participant's employment with TFC or an Affiliate is involuntarily terminated for reasons other than "Cause" (as defined herein), including a termination where severance benefits become payable under an employer-sponsored plan applicable to the Participant or employment agreement, which includes a termination for "good reason" as defined in such plan or employment agreement, the Award shall continue to vest, if at all, in accordance with the provisions of Section 3 and Section 4 herein, based solely on the passage of time, contingent upon the Participant's execution of covenants not to solicit employees or clients of TFC or its Affiliates on terms generally applicable to similarly-situated executives. For purposes of this Agreement, a termination shall be for "Cause" if the termination is on account of the Participant's (a) dishonesty, theft or embezzlement; (b) refusal or failure to perform the Participant's assigned duties for TFC or an Affiliate in a satisfactory manner; or (c) engaging in any conduct that could be materially damaging to TFC or its Affiliates without a reasonable good faith belief that such conduct was in the best interest of TFC or any of its Affiliates. The determination of whether termination is for Cause shall be made by the Administrator (or its designee, to the extent permitted under the Plan), and its determination shall be final and conclusive. For the avoidance of doubt, if the Participant declines to execute reasonable covenants not to solicit employees or clients of TFC or its Affiliates, any unvested portion of the Award will be forfeited.
- (ii) **Death.** In the event the Participant's employment with TFC or an Affiliate ends due to the Participant's death, the Award shall become fully vested upon the date of the Participant's death without regard to the vesting schedule set forth in Section 3 herein.
- (iii) **Disability.** In the event that the Participant remains in the continuous employ of TFC or an Affiliate from the Grant Date until the date of the Participant's Disability (as determined by the Administrator or its designee in accordance with the Plan and, if applicable, Section 409A) the Award shall become fully vested upon the date of the Participant's Separation from Service on account of Disability without regard to the vesting schedule set forth in Section 3 herein.
- (iv) **Retirement.** In the event that the Participant remains in the continuous employ of TFC or an Affiliate from the Grant Date until the Participant's termination of employment due to "Retirement," the Award shall continue to vest according to the

vesting schedule set forth in Section 3 herein, if, and only if, the Participant has completed at least six (6) calendar months of continuous employment after the Grant Date (beginning with the first day of the calendar month following the Grant Date and ending on the last working day of the sixth (6th) calendar month). For purposes of this Award, “**Retirement**” occurs only when a Participant incurs a Separation from Service on or after the Participant’s attainment of at least age 60 with at least 10 years of service with TFC and/or an Affiliate.

(v) **Change of Control.**

- (A) In the event that there is “Change of Control,” as defined in Section 4(b)(v)(B), of TFC subsequent to the date hereof, the Award shall become fully vested as of the date of Participant’s involuntary termination without Cause or with good reason, as defined in Section 4(b)(i), without regard to the vesting schedule set forth in Section 3 herein. In the event Participant does not experience an involuntary termination without Cause or with good reason, as defined in Section 4(b)(i), following a Change of Control, the Award shall continue to vest, if at all, in accordance with the provisions of Section 3 and Section 4 herein.
- (B) For purposes of this Section 4(b)(v), a “**Change of Control**” will be deemed to have occurred on the earliest of the following dates: (i) the date any person or group of persons (as defined in Section 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)), together with its affiliates, excluding employee benefit plans of TFC and its Affiliates, is or becomes, directly or indirectly, the “beneficial owner” (as defined in Rule 13d-3 promulgated under the Exchange Act) of securities of TFC representing thirty percent (30%) or more of the combined voting power of TFC’s then outstanding securities; or (ii) the date when, as a result of a tender offer or exchange offer for the purchase of securities of TFC (other than such an offer by TFC for its own securities), or as a result of a proxy contest, merger, consolidation or sale of assets, or as a result of any combination of the foregoing, individuals who at the beginning of any consecutive twelve- (12-) month period during the Restriction Period of the Award constituted TFC’s Board, plus new directors whose election or nomination for election by TFC’s shareholders is approved

by a vote of at least two-thirds of the directors still in office who were directors at the beginning of such twelve- (12-) month period (collectively, the “**Continuing Directors**”), cease for any reason during such twelve- (12-) month period to constitute at least two-thirds of the members of such board of directors; (iii) the date that a transaction for the sale or disposition by TFC of all or substantially all of TFC’s assets (within the meaning of Section 409A) closes or is otherwise successfully consummated; or (iv) the date that any one person, or more than one person acting as a group, acquires ownership of stock of TFC that, together with stock held by such person or group constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of TFC within the meaning of Section 409A.

5. Settlement of Award and Distribution of Shares.

(a) Upon vesting, the Award shall be payable in whole shares of Common Stock. Fractional Shares shall not be issuable hereunder, and unless the Administrator determines otherwise, any such fractional Share shall be disregarded.

(b) Shares of Common Stock subject to the Award shall, upon vesting of the Award, be issued and distributed to the Participant (or if the Participant is deceased, to the Participant’s beneficiary or beneficiaries) in a lump sum within two and one-half (2 ½) months after the end of the Restriction Period (provided that if such two and one-half (2 ½) month period begins in one calendar year and ends in another, the Participant (or the Participant’s beneficiary or beneficiaries) shall not have the right to designate the calendar year of payment).

6. No Right to Continued Employment or Service. Neither the Plan, the grant of the Award, nor any other action related to the Plan shall confer upon the Participant any right to continue in the employment or service of TFC or an Affiliate or affect in any way with the right of TFC or an Affiliate to terminate the Participant’s employment or service at any time. Except as otherwise expressly provided in the Plan or this Agreement or as determined by the Administrator, all rights of the Participant with respect to the Award shall terminate upon termination of the employment or service of the Participant with TFC or an Affiliate. The grant of the Award does not create any obligation on the part of TFC or an Affiliate to grant any further Awards. So long as the Participant shall continue to be an Employee of TFC or an Affiliate, the Award shall not be affected by any change in the duties or position of the Participant.

7. Nontransferability of Award and Shares. The Award shall not be transferable (including by sale, assignment, pledge or hypothecation) other than by will or the laws of intestate succession. The designation of a beneficiary in accordance with Plan procedures does not constitute a transfer; provided, however, that unless disclaimer provisions are specifically included in a beneficiary designation form accepted by the Administrator, no beneficiary of the

Participant may disclaim the Award. The Participant shall not sell, transfer, assign, pledge or otherwise encumber the Shares subject to the Award until the Restriction Period has expired and all conditions to vesting and distribution have been met.

8. Non-solicitation Covenants.

(a) In consideration of the grant of this Award, Participant agrees that, during employment with TFC and for twelve (12) months after the termination of Participant's employment by either party and for any reason, Participant will not directly or indirectly solicit or recruit for employment or encourage to leave employment with TFC, on Participant's own behalf or that of any other person any employee of TFC with whom Participant worked during Participant's employment or about whom Participant came to know confidential information as a result of employment with TFC and who has not thereafter ceased to be employed by TFC for a period of at least three (3) months. This provision will not prohibit the Participant from soliciting or hiring any person who responds to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, internet database, or recruiting or employment agencies, not specifically directed at employees of TFC. Participant acknowledges that by virtue of this provision, they are likewise restricted from being solicited or recruited for employment by current or former employee of Truist also bound by a similar provision, directly or indirectly and hereby knowingly consents to that restriction. This Section shall not prohibit Participant from responding to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, internet databases, or recruiting or employment agencies, not specifically directed at employees or consultants of Truist.

(b) In consideration of the grant of this Award, Participant agrees that, during employment with TFC and for twelve (12) months after the termination of Participant's employment by either party and for any reason, Participant will not directly or indirectly solicit, communicate with or otherwise contact any of TFC's customers with whom Participant had material contact during employment with TFC, for the purpose of conducting any business with them on behalf of any person or entity other than TFC which is substantially similar to the business conducted by the business unit in which Participant last worked at TFC. Participant will not directly or indirectly solicit, communicate with or otherwise contact any of Truist's third-party vendors with whom Participant had material contact during employment with Truist, for the purpose of diverting their business away from Truist to any person or entity other than Truist which is substantially similar to the business conducted by the business unit in which Participant last worked at Truist, or otherwise disrupting Truist's relationship with the third-party vendor. "Material contact" means (i) actual contact with Business Partner, third-party vendors or customers—such as through the provision or receipt of services or sales visits or calls—or (ii) coming to know confidential information about a TFC vendor or customer—such as by obtaining pricing and sales information. This provision does not prohibit Participant from accepting as a vendor or client any person or entity who responds to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, or internet databases, not specifically directed at Business Partner, vendors or customers of TFC.

(c) Participant agrees that the preceding provisions are reasonable and necessary to protect TFC's legitimate business interests and that they will not unreasonably interfere with Participant's ability to earn a living following his/her separation from TFC. Finally, Participant agrees that, in the event Participant breaches or threatens to breach these non-solicitation provision, such breach will cause irreparable harm and injury to TFC and will leave TFC with no adequate remedy at law, and (i) TFC may seek equitable relief, without the necessity of posting a bond, in addition to monetary damages and any other appropriate relief; and (ii) TFC will be entitled to its reasonable attorneys' fees and costs incurred in enforcing this provision.

(d) Participant and TFC agree that any of the preceding non-solicitation provisions is ever determined by a court to exceed the time, scope, or geographic limitations permitted by applicable law, then such provision(s) will be reformed to the maximum time, scope, and geographic limitations permitted by law. If any such provision(s) cannot be so reformed, then such provision will be severed from this Agreement and will not adversely affect the legality, validity, or enforceability of any of the remaining provisions in this Agreement.

9. **Superseding Agreement; Binding Effect.** This Agreement supersedes any statements, representations or agreements of TFC with respect to the grant of the Award or any related rights, and the Participant hereby waives any rights or claims related to any such statements, representations or agreements. This Agreement does not supersede or amend any existing confidentiality agreement, nonsolicitation agreement, noncompetition agreement, employment agreement or any other similar agreement between the Participant and TFC or an Affiliate, including, but not limited to, any restrictive covenants contained in such agreements.

10. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of North Carolina, without regard to the principles of conflicts of law, and in accordance with applicable United States federal laws.

11. **Amendment and Termination; Waiver.** Subject to the terms of the Plan, this Agreement may be amended or terminated only by the written agreement of the parties hereto. The waiver by TFC of a breach of any provision of this Agreement by the Participant shall not operate or be construed as a waiver of any subsequent breach by the Participant. Notwithstanding the foregoing, the Administrator shall have unilateral authority to amend the Plan and this Agreement (without Participant consent) to the extent necessary to comply with applicable law or changes to applicable law (including but in no way limited to Section 409A and federal securities laws), and the Participant hereby consents to any such amendments to the Plan and this Agreement.

12. **Issuance of Shares; Rights as Shareholder.** The Participant and the Participant's legal representatives, legatees or distributees shall not be deemed to be the holder of any Shares subject to the Award and shall not have any voting rights, dividend rights or other rights of a shareholder unless and until such Shares have been issued to the Participant or them. No Shares subject to the Award shall be issued at the time of grant of the Award. Shares subject to the Award shall be issued in the name of the Participant (or if the Participant is deceased, in the name of the Participant's beneficiary or beneficiaries) as soon as practicable after, and only

to the extent that, the Award has vested and if such distribution is otherwise permitted under the terms of Section 5 herein. **Neither dividends nor dividend equivalent rights shall be granted in connection with the Award, and the Award shall not be adjusted to reflect the distribution of any dividends on the Common Stock (except as may be otherwise provided under the Plan). No dividends on the Shares shall be payable prior to both (i) the vesting of the Award and (ii) the issuance and distribution of Shares to the Participant.**

13. Withholding; Tax Matters; Fees.

(a) TFC shall report all income and prior to the delivery or transfer of Shares or any other benefit conferred under the Plan, TFC or its agent shall withhold all required local, state, federal, foreign and other income tax obligations and any other amount required to be withheld by any governmental authority or law and paid over by TFC to such authority for the account of such recipient. In accordance with procedures established by the Administrator (including, without limitation, procedures established by the Administrator after TFC's adoption of ASU 2016-09, *Compensation – Stock Compensation (Topic 718)* dated March, 2016), the Participant may arrange to pay all applicable taxes in cash; or in the event the Participant does not make such arrangements, such tax obligations shall be satisfied by the withholding or sale of Shares to which the Participant is entitled, and the number of Shares to be withheld or sold shall have a Fair Market Value as of the date that the amount of tax to be withheld is determined as nearly equal as possible to the amount of such obligations being satisfied.

(b) TFC has made no warranties or representations to the Participant with respect to the tax consequences (including but not limited to income tax consequences) related to the Award or issuance, transfer or disposition of Shares (or any other benefit) pursuant to the Award, and the Participant is in no manner relying on TFC or its representatives for an assessment of such tax consequences. The Participant acknowledges that there may be adverse tax consequences with respect to the Award (including but not limited to the acquisition or disposition of the Shares subject to the Award) and that the Participant should consult a tax advisor prior to such acquisition or disposition. The Participant acknowledges that the Participant has been advised that the Participant should consult with the Participant's own attorney, accountant, and/or tax advisor regarding the decision to enter into this Agreement and the consequences thereof. The Participant also acknowledges that TFC has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for the Participant.

(c) All third party fees relating to the release, delivery, or transfer of any Award or Shares shall be paid by the Participant or other recipient. To the extent the Participant or other recipient is entitled to any cash payment from TFC or any of its Affiliates, the Participant hereby authorizes the deduction of such fees from such payment(s) without further action or authorization of the Participant or other recipient; and to the extent the Participant or other recipient is not entitled to any such payments, the Participant or other recipient shall pay TFC or its designee an amount equal to such fees immediately upon the third party's charge of such fees.

14. Administration. The authority to construe and interpret this Agreement and the Plan, and to administer all aspects of the Plan, shall be vested in the Administrator, and the

Administrator shall have all powers with respect to this Agreement as are provided in the Plan. Any interpretation of this Agreement by the Administrator and any decision made by it with respect to this Agreement is final and binding on the parties hereto.

15. Notices. Any and all notices under this Agreement shall be in writing and sent by hand delivery or by certified or registered mail (return receipt requested and first-class postage prepaid), in the case of TFC, to its Human Resources Division, 214 N Tryon Street, Charlotte, NC 28202, attention: Chief Human Resources Officer, and in the case of the Participant, to the last known address of the Participant as reflected in TFC's records.

16. Severability. The provisions of this Agreement are severable, and if any one or more provisions may be determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

17. Compliance with Laws; Restrictions on Award and Shares. TFC may impose such restrictions on the Award and the Shares or other benefits underlying the Award as it may deem advisable, including without limitation restrictions under the federal securities laws, federal tax laws, the requirements of any stock exchange or similar organization and any blue sky, state or foreign securities laws applicable to such Award or Shares. Notwithstanding any other provision in the Plan or this Agreement to the contrary, TFC shall not be obligated to issue, deliver or transfer any shares of Common Stock, make any other distribution of benefits under the Plan, or take any other action, unless such delivery, distribution or action is in compliance with all applicable laws, rules and regulations (including but not limited to the requirements of the Securities Act). TFC may cause a restrictive legend or legends to be placed on any Shares issued pursuant to the Award in such form as may be prescribed from time to time by applicable laws and regulations or as may be advised by legal counsel.

18. Successors and Assigns. Subject to the limitations stated herein and in the Plan, this Agreement shall be binding upon and inure to the benefit of the Participant and the Participant's executors, administrators and permitted transferees and beneficiaries and TFC and its successors and assigns.

19. Counterparts; Further Instruments. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The parties hereto agree to execute such further instruments and to take such further action as may be reasonably necessary to carry out the purposes and intent of this Agreement.

20. Right of Offset. Notwithstanding any other provision of the Plan or this Agreement, subject to any applicable laws to the contrary, TFC may reduce the amount of any benefit or payment otherwise payable to or on behalf of the Participant by the amount of any obligation of the Participant to TFC or an Affiliate that is or becomes due and payable, and the Participant shall be deemed to have consented to such reduction; provided, however, that to the extent Section 409A is applicable, such offset shall not exceed the greater of Five Thousand Dollars (\$5,000) or the maximum offset amount then permitted under Section 409A.

21. Adjustment of Award.

(a) The Administrator shall have authority to make adjustments to the terms and conditions of the Award in recognition of unusual or nonrecurring events affecting TFC or any Affiliate, or the financial statements of TFC or any Affiliate, or of changes in applicable laws, regulations or accounting principles, if the Administrator determines that such adjustments are appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or necessary or appropriate to comply with applicable laws, rules or regulations.

(b) Notwithstanding anything contained in the Plan or elsewhere in this Agreement to the contrary, (i) the Administrator, in order to comply with applicable law (including, without limitation, the Dodd-Frank Wall Street Reform and Consumer Protection Act) and any risk management requirements and/or policies adopted by TFC, retains the right at all times to decrease or terminate the Award and payments under the Plan, and any and all amounts payable under the Plan or paid under the Plan shall be subject to clawback, forfeiture, and reduction to the extent determined by the Administrator as necessary to comply with applicable law and/or policies adopted by TFC, including but not limited to Truist's Executive Compensation Recoupment Policy; and (ii) in the event any legislation, regulation(s), or formal or informal guidance require(s) any compensation payable under the Plan (including, without limitation, the Award) to be deferred, reduced, eliminated, or subjected to vesting, the Award shall be deferred, reduced, eliminated, paid in a different form, or subjected to vesting or other restrictions as, and solely to the extent, required by such legislation, regulation(s), or formal or informal guidance.

22. Award Conditions.

(a) Notwithstanding anything in the Plan or this Agreement to the contrary, to the extent that either (i) the Administrator or the Board of Governors of the Federal Reserve System determines that any change to the Plan and/or this Agreement is required, necessary, advisable, or deemed appropriate to improve the risk sensitivity of the Award, whether by (a) adjusting the Award quantitatively or judgmentally based on the risk the Participant's activities pose to TFC or an Affiliate; (b) extending the Restriction Period for determining the Award; (c) extending the Restriction Period and adjusting for actual losses or other performance issues; or (d) otherwise as required by the Administrator or the Federal Reserve System; or (ii) the Administrator or the United States government (including, without limiting any agency thereof) determines that any change to the Plan and/or this Agreement is required, necessary, advisable, or deemed appropriate to comply with any applicable law, regulation, or requirement; then this Agreement and/or the Award shall be automatically amended to incorporate such change, without further action of the Participant, and the Administrator shall provide the Participant notice thereof.

(b) Notwithstanding anything contained in the Plan or this Agreement to the contrary, to the extent that either the Administrator or the United States government (including, without limitation, any agency thereof) determines that the Award granted to the Participant pursuant to this Agreement is prohibited or substantially restricted by, or subjects TFC or an

Affiliate to any adverse tax consequences that TFC or an Affiliate is not otherwise subject to on the Grant Date because of, any current or future United States law, any rule, regulation, or other authority, then this Agreement shall automatically terminate effective as of the Grant Date and the Award shall automatically be cancelled as of the Grant Date without further action on the part of the Administrator or the Participant and without any compensation to the Participant for such termination and cancellation. The Administrator agrees to provide notice to the Participant of any such termination and cancellation.

IN WITNESS WHEREOF, TFC and the Participant have entered into this Agreement effective as of the Grant Date. Should the Participant fail to acknowledge his or her electronic acceptance of this Agreement, this Agreement may become null and void as of the Grant Date, and the Participant may forfeit any and all rights hereunder at the discretion of the Administrator.

* * *

Exhibit 10.4

Truist Financial Corporation

Notice of Grant and Agreement

Truist Financial Corporation, pursuant to and subject to the provisions of the Truist Financial Corporation 2022 Incentive Plan (the “Plan”), affords the Employee (the “Participant”) specified in this Notice of Grant and Agreement (the “Notice of Grant”) the right to acquire shares of Truist’s Common Stock as set forth in this Notice of Grant. This Notice of Grant is subject to the terms and conditions of the associated Restricted Stock Unit Agreement (the “Agreement”). Unless otherwise provided herein, capitalized terms in this Notice of Grant shall have the same definitions as set forth in the Agreement.

Participant: [Name]

Award: Performance Stock

Award Name: Truist Teammate

Grant Date: [Grant Date]

Shares: [Number of Shares Granted]

Share Price: [Fair Market Value]

Vesting Schedule

Shares/Options Awarded	Vest Date
[Quantity Vesting]	[Vesting Date]

By accepting the Award, the Participant and Truist agree that the Award is granted under and governed by the terms and conditions of the Plan and the Agreement, which are incorporated herein by this reference and made a part of this Notice of Grant. In the event of any conflict of terms between the Notice of Grant, the Agreement and the Plan, the terms of the Plan (as interpreted by the Administrator) will prevail.

**TRUIST FINANCIAL CORPORATION
2022 INCENTIVE PLAN**

**Performance Unit Award Agreement
(Senior Executive – 60/10 Retirement)**

Grant Date: #Grant Date#
Performance Period: January 1, 2024 through December 31, 2026

THIS AGREEMENT (the “**Agreement**”), made effective as of #Grant Date# (the “**Grant Date**”), between TRUIST FINANCIAL CORPORATION, a North Carolina corporation (“**TFC**”), for itself and its Affiliates, and the Employee (the “**Participant**”) specified in the accompanying Notice of Grant and Agreement (the “**Notice of Grant**”), is made pursuant to and subject to the provisions of the Truist Financial Corporation 2022 Incentive Plan, as it may be amended and/or restated (the “**Plan**”).

RECITALS:

TFC desires to carry out the purposes of the Plan by affording the Participant an opportunity to acquire shares of TFC Common Stock, \$5.00 par value per share (the “**Common Stock**”), as hereinafter provided.

In consideration of the foregoing, of the mutual promises set forth below and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Incorporation of Notice of Grant and Plan. The Notice of Grant is part of this Agreement and incorporated herein. The rights and duties of TFC and the Participant under this Agreement shall in all respects be subject to and governed by the provisions of the Plan, the terms of which are incorporated herein by reference. In the event of any conflict between the provisions in the Agreement and those of the Plan, the provisions of the Plan shall govern. Unless otherwise provided herein, capitalized terms in this Agreement shall have the same definitions as set forth in the Plan.

2. Grant of Performance Units. Subject to the terms of this Agreement and the Plan, TFC hereby grants the Participant an Award of Performance Units (the “**Award**”) for the number of whole shares of Common Stock at the Target Level of Achievement (the “**Shares**”) specified in the Notice of Grant and in accordance with the following provisions:

(a) Performance Period. The performance period (“**Performance Period**”) for the Award shall be January 1, 2024 through December 31, 2026.

(b) Partial Performance Period.

- (i) (1) *Death or Disability.* If the Participant ceases to be a Participant in the Plan during the Performance Period due to the Participant's termination of employment due to death or Disability, the Participant's Award for the Performance Period shall be payable in accordance with this Agreement, based upon the attainment of the Threshold Performance Goal and at least one Threshold Level of Achievement for the Performance Goals provided in **Exhibit A** herein; provided that, in the case of a Change of Control, the Performance Period shall end as of the later of the date of the Change of Control or the termination of the Participant's employment due to death or Disability, and payment shall be made, within two and one-half (2 ½) months following the later of a Change of Control or the termination of the Participant's employment due to death or Disability, as provided in Section 5 herein, calculated as provided in Section 2(c)(iii) below. For the avoidance of doubt, the phrase "termination of employment" means a Separation from Service.
- (2) *Involuntary Termination Without Cause, Good Reason, and Retirement.* If the Participant ceases to be a Participant in the Plan during the Performance Period due to the Participant's termination of employment (A) involuntarily by the Company and/or its Affiliates without "Cause" (as defined below), including a termination where severance benefits become payable under an employer-sponsored plan applicable to the Participant or employment agreement, which includes a termination for "good reason" as defined in such plan or employment agreement, or (B) due to Retirement (as defined below), the Participant's Award for the Performance Period shall be payable in accordance with this Agreement, based upon the attainment of the Threshold Performance Goal and at least one Threshold Level of Achievement for the Performance Goals provided in **Exhibit A** herein; provided that, if the Participant's termination of employment is involuntarily by the Company and/or its Affiliates without Cause, payment of the Award is contingent upon the Participant's execution of covenants not to solicit employees or clients of TFC or its Affiliates on terms generally applicable to similarly-situated executives. In the case of a Change of Control, the Performance Period shall end as of the later of the date of the Change of Control or the termination of the Participant's employment due to involuntary termination with Cause or good reason, and payment shall be made, within two and one-half (2 ½) months following the later of a Change of Control or the

termination of the Participant's employment due to involuntary termination with Cause or good reason, as provided in Section 5 herein, calculated as provided in Section 2(c)(iii) below. A termination shall be for "**Cause**" if the termination of the Participant's employment by the Company and/or its Affiliates is on account of the Participant's (x) dishonesty, theft or embezzlement; (y) refusal or failure to perform the Participant's assigned duties for TFC or an Affiliate in a satisfactory manner; or (z) engaging in any conduct that could be materially damaging to TFC or its Affiliates without a reasonable good faith belief that such conduct was in the best interest of TFC or any of its Affiliates. The determination of whether termination is for Cause shall be made by the Administrator (or its designee, to the extent permitted under the Plan), and its determination shall be final and conclusive. The phrase "termination of employment" means a Separation from Service. For purposes of this Award, "**Retirement**" occurs only when a Participant incurs a Separation from Service on or after the Participant's attainment of at least age 60 with at least 10 years of service with TFC and/or an Affiliate. If the Participant's termination of employment is involuntarily by the Company and/or its Affiliates without Cause and the Participant declines to execute reasonable covenants not to solicit employees or clients of TFC or its Affiliates, any unvested portion of the Award will be forfeited.

(c) **Performance Measures for Award.** The pre-established three- (3-) year Performance Period's Performance Measures (as defined in Section 2(c)(i) below) applicable to the Award are as follows:

- (i) The Performance Measures and Levels of Achievement for the Award are set forth in **Exhibit A** attached hereto and made a part hereof.
- (ii) For purposes hereof, the term "Peer Group" means Bank of America Corporation; Citizens Financial Group, Inc.; Fifth-Third Bancorp; JPMorgan Chase and Company; KeyCorp; M&T Bank Corporation; PNC Financial Services Group, Inc.; Regions Financial Corporation; U.S. Bancorp; Wells Fargo & Company.
- (iii) *Change of Control.* If there is a Change of Control during the Performance Period, the Participant's Award shall be calculated as follows: provided that the Threshold Performance Goal stated in Exhibit A is met for the completed calendar year(s) prior to the Change of Control (and if there are no completed calendar years prior to the Change of Control, the Threshold Performance Goal

shall be deemed to be met), Participant's Award shall be the sum of (1) and (2) as follows (and payable in accordance with Section 5 of this Agreement): (1) for completed calendar year(s) prior to the Change of Control, an Award amount shall be calculated by multiplying the Shares by a fraction, the numerator of which is the number of completed year(s) and the denominator of which is 3, and then by determining the actual Levels of Achievement attained during such completed calendar year(s) as provided in **Exhibit A**, applied thereto for the completed calendar year(s) of the Performance Period; and (2) for the remaining uncompleted calendar year(s) in the Performance Period, an Award amount calculated by multiplying the Shares by a fraction, the numerator of which is the number of uncompleted calendar year(s) and the denominator of which is 3, and then multiplying the product thereof by the Target Level of Achievement for the Absolute Performance Goal and Relative Performance Goal in **Exhibit A**. For the avoidance of doubt, a Change of Control will not, by itself, shorten the Performance Period.

- (iv) For purposes of Section 2(c)(iii) above, a "**Change of Control**" will be deemed to have occurred on the earliest of the following dates: (A) the date any person or group of persons (as defined in Section 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**")), together with its affiliates, excluding employee benefit plans of TFC and its Affiliates, is or becomes, directly or indirectly, the "beneficial owner" (as defined in Rule 13d-3 promulgated under the Exchange Act) of securities of TFC representing thirty percent (30%) or more of the combined voting power of TFC's then outstanding securities; or (B) the date when, as a result of a tender offer or exchange offer for the purchase of securities of TFC (other than such an offer by TFC for its own securities), or as a result of a proxy contest, merger, consolidation or sale of assets, or as a result of any combination of the foregoing, individuals who at the beginning of any consecutive twelve- (12-) month period during the Performance Period of the Award constituted TFC's Board, plus new directors whose election or nomination for election by TFC's shareholders is approved by a vote of at least two-thirds of the directors still in office who were directors at the beginning of such twelve- (12-) month period (collectively, the "**Continuing Directors**"), cease for any reason during such twelve- (12-) month period to constitute at least two-thirds of the members of such board of directors; (C) the date that a transaction for the sale or disposition by TFC of all or substantially all of TFC's assets (within the meaning of Section 409A) closes or is otherwise successfully consummated; or (D) the date that any

one person, or more than one person acting as a group, acquires ownership of stock of TFC that, together with stock held by such person or group constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of TFC within the meaning of Section 409A.

3. Vesting of Award. Subject to the terms of the Plan and the Agreement (including but not limited to the provisions of Sections 2, 4, and 5 herein), the Award shall be 100% vested and, to the extent any Award payout is determined by the Administrator, earned on March 15, 2027, following the December 31, 2026 expiration of the Performance Period, provided that the Administrator has not determined that all or any part of the Award shall be cancelled or forfeited as a result of either (i) a significant, negative risk outcome as a result of a corporate or individual action, or (ii) TFC incurring an aggregate operating loss for the Performance Period. The Administrator has sole authority to determine whether and to what degree the Award has vested and is payable and to interpret the terms and conditions of this Agreement and the Plan.

4. Forfeiture of Award. Except as may be otherwise provided in the Plan or in this Agreement (including, without limitation, the provisions of Section 2(b) herein), in the event that the employment of the Participant with TFC or an Affiliate terminates for any reason and the Award has not vested pursuant to Section 3, then the Award, to the extent not vested as of the Participant's termination of employment date, shall be forfeited immediately upon such termination, and the Participant shall have no further rights with respect to the Award. The Administrator (or its designee, to the extent permitted under the Plan) shall have sole discretion to determine if a Participant's rights have terminated pursuant to the Plan and this Agreement, including but not limited to the authority to determine the basis for the Participant's termination of employment. The Participant expressly acknowledges and agrees that, except as otherwise provided in this Agreement, the termination of the Participant's employment shall result in forfeiture of the Award and any underlying payout to the extent the Award has not vested as of the Participant's termination of employment date.

5. Award Payout.

(a) The amount of the Award payout, if any, shall be determined by the Administrator following the end of the Performance Period in accordance with the terms of this Agreement and the Plan including, without limitation, all applicable adjustments to the calculation of the Performance Measures.

(b) The Award payout determined pursuant to Section 5(a) shall be payable, and paid, in shares of Common Stock.

(c) Award payout shall, upon vesting of the Award, be made to the Participant (or in the event of the Participant's death, to the Participant's beneficiary or beneficiaries) in a lump sum within two and one-half (2 ½) months following the end of the Performance Period, or the end of the Partial Performance Period as defined in Section (2)(b) (provided that if such two and one-half (2 ½) month period begins in one calendar year and ends in another, the Participant

(or the Participant's beneficiary or beneficiaries) shall not have the right to designate the calendar year of payment).

6. No Right to Continued Employment or Service. Neither the Plan, the grant of the Award, nor any other action related to the Plan shall confer upon the Participant any right to continue in the employment or service of TFC or an Affiliate or affect in any way with the right of TFC or an Affiliate to terminate the Participant's employment or service at any time. Except as otherwise expressly provided in the Plan or this Agreement or as determined by the Administrator, all rights of the Participant with respect to the Award shall terminate upon termination of the employment or service of the Participant with TFC or an Affiliate. The grant of the Award does not create any obligation on the part of TFC or an Affiliate to grant any further awards. So long as the Participant shall continue to be an Employee of TFC or an Affiliate, the Award shall not be affected by any change in the duties or position of the Participant.

7. Nontransferability of Award and Shares. The Award, and any Award payout, shall not be transferable (including by sale, assignment, pledge or hypothecation) other than by will or the laws of intestate succession. The designation of a beneficiary in accordance with Plan procedures does not constitute a transfer; provided, however, that unless disclaimer provisions are specifically included in a beneficiary designation form accepted by the Administrator, no beneficiary of the Participant may disclaim the Award.

8. Non-solicitation Covenants.

(a) In consideration of the grant of this Award, Participant agrees that, during employment with TFC and for twelve (12) months after the termination of Participant's employment by either party and for any reason, Participant will not directly or indirectly solicit or recruit for employment or encourage to leave employment with TFC, on Participant's own behalf or that of any other person any employee of TFC with whom Participant worked during Participant's employment or about whom Participant came to know confidential information as a result of employment with TFC and who has not thereafter ceased to be employed by TFC for a period of at least three (3) months. This provision will not prohibit the Participant from soliciting or hiring any person who responds to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, internet database, or recruiting or employment agencies, not specifically directed at employees of TFC. Participant acknowledges that by virtue of this provision, they are likewise restricted from being solicited or recruited for employment by current or former employee of Truist also bound by a similar provision, directly or indirectly and hereby knowingly consents to that restriction. This Section shall not prohibit Participant from responding to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, internet databases, or recruiting or employment agencies, not specifically directed at employees or consultants of Truist.

(b) In consideration of the grant of this Award, Participant agrees that, during employment with TFC and for twelve (12) months after the termination of Participant's employment by either party and for any reason, Participant will not directly or indirectly solicit,

communicate with or otherwise contact any of TFC's customers with whom Participant had material contact during employment with TFC, for the purpose of conducting any business with them on behalf of any person or entity other than TFC which is substantially similar to the business conducted by the business unit in which Participant last worked at TFC. Participant will not directly or indirectly solicit, communicate with or otherwise contact any of Truist's third-party vendors with whom Participant had material contact during employment with Truist, for the purpose of diverting their business away from Truist to any person or entity other than Truist which is substantially similar to the business conducted by the business unit in which Participant last worked at Truist, or otherwise disrupting Truist's relationship with the third-party vendor. "Material contact" means (i) actual contact with Business Partner, third-party vendors or customers—such as through the provision or receipt of services or sales visits or calls—or (ii) coming to know confidential information about a TFC vendor or customer—such as by obtaining pricing and sales information. This provision does not prohibit Participant from accepting as a vendor or client any person or entity who responds to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, or internet databases, not specifically directed at Business Partner, vendors or customers of TFC.

(c) Participant agrees that the preceding provisions are reasonable and necessary to protect TFC's legitimate business interests and that they will not unreasonably interfere with Participant's ability to earn a living following his/her separation from TFC. Finally, Participant agrees that, in the event Participant breaches or threatens to breach these non-solicitation provision, such breach will cause irreparable harm and injury to TFC and will leave TFC with no adequate remedy at law, and (i) TFC may seek equitable relief, without the necessity of posting a bond, in addition to monetary damages and any other appropriate relief; and (ii) TFC will be entitled to its reasonable attorneys' fees and costs incurred in enforcing this provision.

(d) Participant and TFC agree that any of the preceding non-solicitation provisions is ever determined by a court to exceed the time, scope, or geographic limitations permitted by applicable law, then such provision(s) will be reformed to the maximum time, scope, and geographic limitations permitted by law. If any such provision(s) cannot be so reformed, then such provision will be severed from this Agreement and will not adversely affect the legality, validity, or enforceability of any of the remaining provisions in this Agreement.

9. **Superseding Agreement; Binding Effect.** This Agreement supersedes any statements, representations, or agreements of TFC with respect to the grant of the Award or any related rights, and the Participant hereby waives any rights or claims related to any such statements, representations or agreements. This Agreement does not supersede or amend any existing confidentiality agreement, nonsolicitation agreement, noncompetition agreement, employment agreement or any other similar agreement between the Participant and TFC or an Affiliate, including, but not limited to, any restrictive covenants contained in such agreements.

10. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of North Carolina, without regard to the principles of conflicts of law, and in accordance with applicable United States federal laws.

11. **Amendment and Termination; Waiver.** Subject to the terms of the Plan, this Agreement may be amended or terminated only by the written agreement of the parties hereto. The waiver by TFC of a breach of any provision of the Agreement by the Participant shall not operate or be construed as a waiver of any subsequent breach by the Participant. Notwithstanding the foregoing, the Administrator shall have unilateral authority to amend the Plan and this Agreement (without Participant consent) to the extent necessary to comply with applicable law or changes to applicable law (including but in no way limited to Section 409A and federal securities laws), and the Participant hereby consents to any such amendments to the Plan and this Agreement.

12. **Issuance of Shares; Rights as Shareholder.** The Participant and the Participant's legal representatives, legatees or distributees shall not be deemed to be the holder of any Shares subject to the Award and shall not have any voting rights, dividend rights or other rights of a shareholder unless and until such Shares have been issued to the Participant or them. No Shares subject to the Award shall be issued at the time of grant of the Award. Shares subject to the Award shall be issued in the name of the Participant (or, if the Participant is deceased, in the name of the Participant's beneficiary or beneficiaries) as soon as practicable after, and only to the extent that, the Award has vested and if such distribution is otherwise permitted under the terms of Section 5 herein. **Neither dividends nor dividend equivalent rights shall be granted in connection with the Award, and the Award shall not be adjusted to reflect the distribution of any dividends on the Common Stock (except as may be otherwise provided under the Plan). No dividends on the Shares shall be payable prior to both (i) the vesting of the Award and (ii) the issuance and distribution of Shares to the Participant.**

13. **Withholding; Tax Matters.**

(a) TFC or an Affiliate shall report all income and withhold all required local, state, federal, foreign income and other taxes and any other amounts required to be withheld by any governmental authority or law from any amount payable in cash with respect to the Award. Prior to the delivery or transfer of any shares of Common Stock or any other benefit conferred under the Plan, TFC shall require the Participant to pay to TFC in cash the amount of any tax or other amount required by any governmental authority to be withheld and paid over by TFC or an Affiliate to such authority for the account of such recipient. Notwithstanding the foregoing, the Administrator may establish procedures to permit a recipient to satisfy such obligation in whole or in part, and any local, state, federal, foreign or other income, employment and other tax obligations relating to the Award, by electing (the "**election**") to have TFC withhold shares of Common Stock from any shares of Common Stock to which the recipient is entitled. The number of shares of Common Stock to be withheld shall have a Fair Market Value as of the date that the amount of tax to be withheld is determined as nearly equal as possible to the amount of such obligations being satisfied. Each election must be made in writing to the Administrator in accordance with election procedures established by the Administrator, including, without

limitation, procedures established by the Administrator after TFC's adoption of ASU 2016-09, *Compensation – Stock Compensation (Topic 718)* dated March, 2016.

(b) TFC has made no warranties or representations to the Participant with respect to the tax consequences (including but not limited to income tax consequences) related to the Award or the payout, if any, pursuant to the Award, and the Participant is in no manner relying on TFC or its representatives for an assessment of such tax consequences. The Participant acknowledges that there may be adverse tax consequences with respect to the Award and that the Participant should consult a tax advisor. The Participant acknowledges that the Participant has been advised that the Participant should consult with the Participant's own attorney, accountant, and/or tax advisor regarding the decision to enter into this Agreement and the consequences thereof. The Participant also acknowledges that TFC has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for the Participant.

14. **Administration.** The authority to construe and interpret this Agreement and the Plan, and to administer all aspects of the Plan, shall be vested in the Administrator, and the Administrator shall have all powers with respect to this Agreement as are provided in the Plan. Any interpretation of the Agreement by the Administrator and any decision made by it with respect to the Agreement are final and binding on the parties hereto.

15. **Notices.** Any and all notices under this Agreement shall be in writing and sent by hand delivery or by certified or registered mail (return receipt requested and first-class postage prepaid), in the case of TFC, to its Human Resources Division, 214 N Tryon Street, Charlotte, NC 28202, attention: Chief Human Resources Officer, and in the case of the Participant, to the last known address of the Participant as reflected in TFC's records.

16. **Severability.** The provisions of this Agreement are severable; and if any one or more provisions may be determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

17. **Compliance with Laws; Restrictions on Award and Shares of Common Stock.** TFC may impose such restrictions on the Award and any shares of Common Stock relating to the payout of the Award as it may deem advisable, including without limitation restrictions under the federal securities laws, federal tax laws, the requirements of any stock exchange or similar organization and any blue sky, state or foreign securities laws applicable to such Award or shares of Common Stock. Notwithstanding any other provision in the Plan or this Agreement to the contrary, TFC shall not be obligated to issue, deliver or transfer any shares of Common Stock, make any other distribution of benefits under the Plan, or take any other action, unless such delivery, distribution or action is in compliance with all applicable laws, rules and regulations (including but not limited to the requirements of the Securities Act). TFC may cause a restrictive legend or legends to be placed on any certificate for shares of Common Stock issued pursuant to the Award in such form as may be prescribed from time to time by applicable laws and regulations or as may be advised by legal counsel.

18. **Successors and Assigns.** Subject to the limitations stated herein and in the Plan, this Agreement shall be binding upon and inure to the benefit of the Participant and the

Participant's executors, administrators and permitted transferees and beneficiaries and TFC and its successors and assigns.

19. Counterparts; Further Instruments. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The parties hereto agree to execute such further instruments and to take such further action as may be reasonably necessary to carry out the purposes and intent of this Agreement.

20. Right of Offset. Notwithstanding any other provision of the Plan or this Agreement, subject to any applicable laws to the contrary, TFC may reduce the amount of any benefit or payment otherwise payable to or on behalf of the Participant by the amount of any obligation of the Participant to TFC or an Affiliate that is or becomes due and payable, and the Participant shall be deemed to have consented to such reduction; provided, however, that to the extent Section 409A is applicable, such offset shall not exceed the greater of Five Thousand Dollars (\$5,000) or the maximum offset amount then permitted under Section 409A.

21. Adjustment of Award.

(a) The Administrator shall have authority to make adjustments to the terms and conditions of the Award in recognition of unusual or nonrecurring events affecting TFC or any Affiliate, or the financial statements of TFC or any Affiliate, or of changes in applicable laws, regulations or accounting principles, if the Administrator determines that such adjustments are appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or necessary or appropriate to comply with applicable laws, rules or regulations.

(b) Notwithstanding anything contained in the Plan or elsewhere in this Agreement to the contrary, (i) the Administrator, in order to comply with applicable law (including, without limitation, the Dodd-Frank Wall Street Reform and Consumer Protection Act) and any risk management requirements and/or policies adopted by TFC, retains the right at all times to decrease or terminate the Award and payments under the Plan, and any and all amounts payable under the Plan or paid under the Plan shall be subject to clawback, forfeiture, and reduction to the extent determined by the Administrator as necessary to comply with applicable law and/or policies adopted by TFC; and (ii) in the event any legislation, regulation(s), or formal or informal guidance require(s) any compensation payable under the Plan (including, without limitation, the Award) to be deferred, reduced, eliminated, or subjected to vesting, the Award shall be deferred, reduced, eliminated, paid in a different form or subjected to vesting or other restrictions as, and solely to the extent, required by such legislation, regulation(s), or formal or informal guidance.

22. Award Conditions.

(a) Notwithstanding anything in the Plan or this Agreement to the contrary, to the extent that either (i) the Administrator or the Board of Governors of the Federal Reserve System determines that any change to the Plan and/or this Agreement is required, necessary,

advisable, or deemed appropriate to improve the risk sensitivity of the Award, whether by (a) adjusting the Award quantitatively or judgmentally based on the risk the Participant's activities pose to TFC or an Affiliate; (b) extending the Performance Period for determining the Award; (c) extending the Performance Period and adjusting for actual losses or other performance issues; or (d) otherwise as required by the Administrator or the Federal Reserve System; or (ii) the Administrator or the United States government (including, without limiting any agency thereof) determines that any change to the Plan and/or this Agreement is required, necessary, advisable, or deemed appropriate to comply with any applicable law, regulation, or requirement; then this Agreement and/or the Award shall be automatically amended to incorporate such change, without further action of the Participant, and the Administrator shall provide the Participant notice thereof.

(b) Notwithstanding anything contained in the Plan or this Agreement to the contrary, to the extent that either the Administrator or the United States government (including, without limitation, any agency thereof) determines that the Award granted to the Participant pursuant to this Agreement is prohibited or substantially restricted by, or subjects TFC or an Affiliate to any adverse tax consequences that TFC or an Affiliate is not otherwise subject to on the Grant Date because of, any current or future United States law, any rule, regulation, or other authority, then this Agreement shall automatically terminate effective as of the Grant Date and the Award shall automatically be cancelled as of the Grant Date without further action on the part of the Administrator or the Participant and without any compensation to the Participant for such termination and cancellation. The Administrator agrees to provide notice to the Participant of any such termination and cancellation.

IN WITNESS WHEREOF, TFC and the Participant have entered into this Agreement effective as of the Grant Date. Should the Participant fail to acknowledge his or her electronic acceptance of this Agreement, this Agreement may become null and void as of the Grant Date, and the Participant may forfeit any and all rights hereunder at the discretion of the Administrator.

* * *

**EXHIBIT A
TO
TRUIST FINANCIAL CORPORATION
2022 INCENTIVE PLAN**

**Performance Unit Award Agreement
(Senior Executive)**

(January 1, 2024 through December 31, 2026 Performance Period - 2027 Payout)

1. Threshold Performance Goal: The Threshold Performance Goal is a Common Equity Tier 1 (“CET1”) ratio greater than the minimum capital requirement plus the stress capital buffer requirement under 12 CFR part 217 for Truist as of the last day of the Performance Period. If the Threshold Performance Goal is not met, there will not be an Award payout.

2. Absolute Performance Goal: If the Threshold Performance Goal is achieved, the Award payout for the Performance Period will then be evaluated by the Administrator based upon TFC Absolute Cumulative Adjusted EPS excluding ACL Reserve Dollar Changes over the Performance Period and TFC Relative Adjusted EPS Growth against the Peer Group (calculated each year and then averaged over the three-year Performance Period), each scored independently, then weighted and added together, pursuant to the following:

Absolute Cumulative Adjusted EPS excluding ACL Reserve Dollar Change (“ACAEPS”)			
Level of Achievement	Performance (TFC ACAEPS)	Weight	Payout Percent of Participant’s Target %
Maximum	13.75	75%	112.5%
Target	11.00	75%	75.0%
Threshold	6.24	75%	18.75%

Straight line interpolation will be used to calculate payout percentages not specifically listed in the “Payout Percent of Participant’s Target %” column above.

3. Relative Performance Goal:

Relative Adjusted EPS Growth (“RAEPSG”)			
Rank	Percentile Performance (TFC RAEPSG Relative to Peer Group RAEPSG)	Weight	Payout Percent of Participant’s Target %
1 (Maximum)	150%	25%	37.50%
2	150%	25%	37.50%
3	137.5%	25%	34.38%
4	125%	25%	31.25%
5	112.5%	25%	28.13%
6 (Target = Median)	100%	25%	25.00%

7	83.3%	25%	20.83%
8	66.7%	25%	16.68%
9 (Threshold)	50%	25%	12.50%
10 or 11	0%	25%	0.00%

Peer Group results will be adjusted based on the amounts and items disclosed in earnings releases and adjustments are intended to promote comparability of performance between Peers. If Peer Group after-tax numbers are unavailable for an adjustable item, pre-tax numbers will be adjusted by applying a standard marginal tax rate that is confirmed by Truist Corporate Tax annually. If a Peer is no longer an independent going concern prior to the completion of a Plan Year, that Peer will be excluded from the analysis for that specific Plan Year and any subsequent Plan Years, and the Administrator will then reset the relative payout matrix for Relative Adjusted EPS Growth in a proportionate manner.

4. **Relative TSR Modifier:**

Based on cumulative percentage returns over the three-year Performance Period.

Relative TSR (Percentile Performance of TFC TSR Relative to Peer Group TSR)

TSR Modifier

25 th or less	20 Point arithmetic reduction in Award payout
Greater than 25 th but less than 75 th	0 Point reduction or increase in Award payout
75 th or greater	20 Point additive increase in Award payout, provided that the maximum Award payout cannot exceed 150% of Target

“Relative Total Shareholder Return” and “Relative TSR” mean TFC’s total Common Stock shareholder return performance rank defined as a percentile for the Performance Period relative to the range of the Peer Group members’ total common stock shareholder return for the Performance Period. Total shareholder return for TFC and each Peer Group member shall be calculated based upon TFC’s Common Stock and the Peer Group members’ common stock appreciation during the Performance Period plus the value of dividends paid during the Performance Period on such stock (which dividends shall be deemed to have been reinvested in such underlying stock).

5. Adjustments: The goals in setting target levels for TFC Absolute Cumulative Adjusted EPS and TFC Relative Adjusted EPS Growth are to align the interests of management with those of the Company’s shareholders, to incent forward-looking and sustained performance, and to drive balanced risk-taking. The Company and its shareholders would not be well served by rewarding or penalizing management for items that impact TFC Absolute Cumulative Adjusted EPS and TFC Relative Adjusted EPS Growth but that would not further the achievement of these goals.

As a result, for purposes of calculating TFC Absolute Cumulative Adjusted EPS and TFC Relative Adjusted EPS Growth for a fiscal year, each of the following items may be excluded to the extent such item is material and was not taken into account in establishing the target levels: significant corporate transactions, litigation and regulatory judgments, charges or settlements and any accruals or reserves relating to litigation and regulatory matters, the effect of changes in U.S. federal tax law to the extent such going-forward changes are reasonably determinable, the effect of changes in accounting principles, including any related accounting restatements, gains or losses on the acquisition or divestiture of a business, merger-related and restructuring charges and other M&A related expenses/ integration costs, losses or gains on securities and the early extinguishment of debt, goodwill and/or intangible assets impairments, one-time expenses related to special assessments imposed by the FDIC, incremental income or expenses directly matched against one of the items above (e.g., securities losses or charitable contributions made to directly offset a gain on the divestiture of a business in the same quarter), and any other items that are categorized as unusual and infrequent in nature.

Adjustments for these excluded items (which may include adjustments to the Performance and Payout Percent to the columns in 2 or 3 above) will be made in the sole discretion of the Administrator in a manner it determines consistent with the intention that Participants are neither penalized nor rewarded for these items. Where applicable, adjustments will be applied formulaically consistent with principles historically applied and in a manner that will not trigger a modification or new measurement date with respect to any Award under GAAP and shall include adjustment for any recapitalization, split-up, spinoff, reorganization, restructuring or other similar corporate transaction.

6. Discretionary Decreases: The Administrator has the discretion to decrease Award payouts based on business factors, including but not limited to, risk outcomes, industry conditions, performance relative to peers, regulatory developments, and changes in capital requirements.

**TRUIST FINANCIAL CORPORATION
2022 INCENTIVE PLAN**

LTIP Award Agreement
(Senior Executive – 60/10 Retirement)

Name of Participant: [Name]
Grant Date: February 26, 2024
Performance Period: January 1, 2024 through December 31, 2026

THIS AGREEMENT (the “**Agreement**”), made effective as of February 26, 2024 (the “**Grant Date**”), between TRUIST FINANCIAL CORPORATION, a North Carolina corporation (“**TFC**”), and [Name], an Employee (the “**Participant**”).

RECITALS:

TFC desires to carry out the purposes of the Truist Financial Corporation 2022 Incentive Plan, as it may be amended and/or restated (the “**Plan**”), by affording the Participant a long-term incentive compensation opportunity as hereinafter provided.

In consideration of the foregoing, of the mutual promises set forth below and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Incorporation of Plan. The rights and duties of TFC and the Participant under this Agreement shall in all respects be subject to and governed by the provisions of the Plan, the terms of which are incorporated herein by reference. In the event of any conflict between the provisions in the Agreement and those of the Plan, the provisions of the Plan shall govern. Unless otherwise provided herein, capitalized terms in this Agreement shall have the same definitions as set forth in the Plan.

2. Performance Award. Subject to the terms of this Agreement and the Plan, TFC hereby grants the Participant an LTIP Award (the “**Award**”) in accordance with the following provisions:

(a) Performance Period. The performance period (“**Performance Period**”) for the Award shall be January 1, 2024, through December 31, 2026.

(b) Partial Performance Period.

(i) (1) *Death or Disability.* If the Participant ceases to be a Participant in the Plan during the Performance Period due to the Participant’s termination of employment due to death or Disability,

the Participant's Award for the Performance Period shall be payable in accordance with this Agreement, based upon the attainment of the Threshold Performance Goal and at least one Threshold Level of Achievement for the Performance Goals provided in **Exhibit A** herein; provided that, in the case of a Change of Control, the Performance Period shall end as of the later of the date of the Change of Control or the termination of the Participant's employment due to death or Disability, and payment shall be made within two and one-half (2 ½) months following the later of a Change of Control or the termination of the Participant's employment due to death or Disability, as provided in Section 5 herein, calculated as provided in Section 2(c)(iv) below. For the avoidance of doubt, the phrase "termination of employment" means a Separation from Service.

(2) *Involuntary Termination Without Cause, Good Reason, and Retirement.* If the Participant ceases to be a Participant in the Plan during the Performance Period due to the Participant's termination of employment (A) involuntarily by the Company and/or its Affiliates without "Cause" (as defined below), including a termination where severance benefits become payable under an employer-sponsored plan applicable to the Participant or employment agreement, which includes a termination for "good reason" as defined in such plan or employment agreement, or (B) due to Retirement (as defined below), the Participant's Award for the Performance Period shall be payable in accordance with this Agreement, based upon the attainment of the Threshold Performance Goal and at least one Threshold Level of Achievement for the Performance Goals provided in **Exhibit A** herein; provided that, if the Participant's termination of employment is involuntarily by the Company and/or its Affiliates without Cause, payment of the Award is contingent upon the Participant's execution of covenants not to solicit employees or clients of TFC or its Affiliates on terms generally applicable to similarly-situated executives. In the case of a Change of Control, the Performance Period shall end as of the later of the date of the Change of Control or the termination of the Participant's employment due to involuntary termination with Cause or good reason, and payment shall be made, within two and one-half (2 ½) months following the later of a Change of Control or the termination of the Participant's employment due to involuntary termination with Cause or good reason, as provided in Section 5 herein, calculated as provided in Section 2(c)(iv) below. A termination shall be for "**Cause**" if the termination of the Participant's employment by the Company and/or its Affiliates is

on account of the Participant's (x) dishonesty, theft or embezzlement; (y) refusal or failure to perform the Participant's assigned duties for TFC or an Affiliate in a satisfactory manner; or (z) engaging in any conduct that could be materially damaging to TFC or its Affiliates without a reasonable good faith belief that such conduct was in the best interest of TFC or any of its Affiliates. The determination of whether termination is for Cause shall be made by the Administrator (or its designee, to the extent permitted under the Plan), and its determination shall be final and conclusive. The phrase "termination of employment" means a Separation from Service. For purposes of this Award, "**Retirement**" occurs only when a Participant incurs a Separation from Service on or after the Participant's attainment of at least age 60 with at least 10 years of service with TFC and/or an Affiliate. If the Participant's termination of employment is involuntarily by the Company and/or its Affiliates without Cause and the Participant declines to execute reasonable covenants not to solicit employees or clients of TFC or its Affiliates, any unvested portion of the Award will be forfeited.

(c) Performance Measures for Award. The pre-established three- (3-) year Performance Period's Performance Measures (as defined in Section 2(c)(i) below) applicable to the Award, the Participant's targeted percentage of the Participant's average base salary during the Performance Period ("**Participant's Target %**"), Levels of Achievement, and the potential projected cash payout to the Participant, based upon the Level of Achievement, are as follows:

- (i)** The Performance Measures and Levels of Achievement for the Award, including a Relative TSR Modifier, are set forth in **Exhibit A** attached hereto and made a part hereof.
- (ii)** The projected Award payout to the Participant, if either the Target Level of Achievement for both the Absolute Performance Goal and the Relative Performance Goal, or if the Maximum Level of Achievement for both the Absolute Performance Goal and Relative Performance Goal is attained for the Performance Period, is summarized in the following chart (with certain assumptions concerning the Participant's base salary for 2024, 2025 and 2026):

<u>2024 Base Salary</u> ¹	<u>2025 Base Salary</u> ¹	<u>2026 Base Salary</u> ¹	<u>Participant's Target %</u>	<u>Target Payout (if Target Level of Achievement Attained)</u> ²	<u>Maximum Payout (if Maximum Level of Achievement Attained)</u> ²
\$	\$	\$	%	\$ ³	\$ ³

- (iii) For purposes hereof, the term “**Peer Group**” means Bank of America Corporation; Citizens Financial Group, Inc.; Fifth-Third Bancorp; JPMorgan Chase and Company; KeyCorp; M&T Bank Corporation; PNC Financial Services Group, Inc.; Regions Financial Corporation; U.S. Bancorp; Wells Fargo & Company.
- (iv) *Change of Control.* If there is a Change of Control during the Performance Period, the Participant’s Award shall be calculated using the Participant’s “Averaged Base Salary,” determined by adding (A) the Participant’s actual base salary received for each completed calendar year preceding the Change of Control, and (B) the actual annual base salary rate on record as of the date of the Change of Control for all uncompleted calendar years remaining in the Performance Period, the sum of (A) and (B) averaged over the original three (3) year Performance Period (the “**Averaged Base Salary**”). If there is a Change of Control during the Performance Period, the Participant’s Award shall be calculated as follows: provided that the Threshold Performance Goal stated in **Exhibit A** is met for the completed calendar year(s) prior to the Change of Control (and if there are no completed calendar years prior to the Change of Control, the Absolute Performance Goal of Section 2(c)(i)(aa) shall be deemed to be met), Participant’s Award shall be the sum of (1) and (2) as follows (and payable in accordance with Section 5 of this Agreement): (1) for completed calendar year(s) prior to the Change of Control, an Award amount shall be calculated by multiplying the Averaged Base Salary by the Participant’s Target %, and then multiplying the product by the actual Level of Achievement attained during such completed calendar year(s) as provided in **Exhibit A**, then multiplying by a fraction, the numerator of which is the number of completed year(s) and the denominator of which is 3; and (2) for the remaining uncompleted calendar year(s) in the Performance Period, an Award amount calculated by multiplying the Averaged

¹ Solely for illustration purposes, projections assume certain salary increases on March 1st of each year. Projections do not reflect negative discretion reductions by the Administrator.

² The projected payouts will change based upon the Participant’s actual base salary for 2024, 2025 and 2026.

³ Pursuant to the terms of the Plan, in the Administrator’s discretion the Award may be payable in cash, in shares of Common Stock, or in a combination of both.

Base Salary by the Participant's Target %, and then multiplying the product by the Target Level of Achievement for the Absolute Performance Goal and the Relative Performance Goal in **Exhibit A**, then multiplying by a fraction, the numerator of which is the number of uncompleted calendar year(s) and the denominator of which is 3. For the avoidance of doubt, a Change of Control will not, by itself, shorten the Performance Period.

- (v) For purposes of Section 2(c)(iv) above, a “**Change of Control**” will be deemed to have occurred on the earliest of the following dates: (A) the date any person or group of persons (as defined in Section 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), together with its affiliates, excluding employee benefit plans of TFC and its Affiliates, is or becomes, directly or indirectly, the “beneficial owner” (as defined in Rule 13d-3 promulgated under the Exchange Act) of securities of TFC representing thirty percent (30%) or more of the combined voting power of TFC's then outstanding securities; or (B) the date when, as a result of a tender offer or exchange offer for the purchase of securities of TFC (other than such an offer by TFC for its own securities), or as a result of a proxy contest, merger, consolidation or sale of assets, or as a result of any combination of the foregoing, individuals who at the beginning of any consecutive twelve- (12-) month period during the Performance Period of the Award constituted TFC's Board, plus new directors whose election or nomination for election by TFC's shareholders is approved by a vote of at least two-thirds of the directors still in office who were directors at the beginning of such twelve- (12-) month period (collectively, the “**Continuing Directors**”), cease for any reason during such twelve- (12-) month period to constitute at least two-thirds of the members of such board of directors; (C) the date that a transaction for the sale or disposition by TFC of all or substantially all of TFC's assets (within the meaning of Section 409A) closes or is otherwise successfully consummated; or (D) the date that any one person, or more than one person acting as a group, acquires ownership of stock of TFC that, together with stock held by such person or group constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of TFC within the meaning of Section 409A.

3. Vesting of Award. Subject to the terms of the Plan and the Agreement (including but not limited to the provisions of Sections 2, 4, and 5 herein), the Award shall be one hundred percent (100%) vested and, to the extent any Award payout is determined by the Administrator, earned on January 1, 2027, following the December 31, 2026, expiration of the Performance Period, provided that the Administrator has not determined that all or any part of

the Award shall be cancelled or forfeited as a result of either (i) a significant, negative risk outcome as a result of a corporate or individual action, or (ii) TFC incurring an aggregate operating loss for the Performance Period. The Administrator has sole authority to determine whether and to what degree the Award has vested and is payable and to interpret the terms and conditions of this Agreement and the Plan.

4. Forfeiture of Award. Except as may be otherwise provided in the Plan or in this Agreement (including, without limitation, the provisions of Section 2(b) herein), in the event that the employment of the Participant with TFC or an Affiliate terminates for any reason and the Award has not vested pursuant to Section 3, then the Award, to the extent not vested as of the Participant's termination of employment date, shall be forfeited immediately upon such termination, and the Participant shall have no further rights with respect to the Award. The Administrator (or its designee, to the extent permitted under the Plan) shall have sole discretion to determine if a Participant's rights have terminated pursuant to the Plan and this Agreement, including but not limited to the authority to determine the basis for the Participant's termination of employment. The Participant expressly acknowledges and agrees that, except as otherwise provided in this Agreement, the termination of the Participant's employment shall result in forfeiture of the Award and any underlying payout to the extent the Award has not vested as of the Participant's termination of employment date.

5. Award Payout.

(a) The amount of the Award payout, if any, shall be determined by the Administrator following the end of the Performance Period in accordance with the terms of this Agreement and the Plan including, without limitation, all applicable adjustments to the calculation of the Performance Measures.

(b) The Award payout determined pursuant to Section 5(a) shall be payable, and paid, in cash, shares of Common Stock, or a combination of cash and shares of Common Stock, as determined by the Administrator in its sole discretion.

(c) Award payout shall, upon vesting of the Award, be made to the Participant (or in the event of the Participant's death, to the Participant's beneficiary or beneficiaries) in a lump sum within two and one-half (2 ½) months following the end of the Performance Period, or the end of the Partial Performance Period as defined in Section (2)(b) (provided that if such two and one-half (2 ½) month period begins in one calendar year and ends in another, the Participant (or the Participant's beneficiary or beneficiaries) shall not have the right to designate the calendar year of payment).

6. No Right to Continued Employment or Service. Neither the Plan, the grant of the Award, nor any other action related to the Plan shall confer upon the Participant any right to continue in the employment or service of TFC or an Affiliate or affect in any way with the right of TFC or an Affiliate to terminate the Participant's employment or service at any time. Except as otherwise expressly provided in the Plan or this Agreement or as determined by the Administrator, all rights of the Participant with respect to the Award shall terminate upon termination of the employment or service of the Participant with TFC or an Affiliate. The grant

of the Award does not create any obligation on the part of TFC or an Affiliate to grant any further awards. So long as the Participant shall continue to be an Employee of TFC or an Affiliate, the Award shall not be affected by any change in the duties or position of the Participant.

7. **Nontransferability of Award and Shares.** The Award, and any Award payout, shall not be transferable (including by sale, assignment, pledge or hypothecation) other than by will or the laws of intestate succession. The designation of a beneficiary in accordance with Plan procedures does not constitute a transfer; provided, however, that unless disclaimer provisions are specifically included in a beneficiary designation form accepted by the Administrator, no beneficiary of the Participant may disclaim the Award.

8. **Non-solicitation Covenants.**

(a) In consideration of the grant of this Award, Participant agrees that, during employment with TFC and for twelve (12) months after the termination of Participant's employment by either party and for any reason, Participant will not directly or indirectly solicit or recruit for employment or encourage to leave employment with TFC, on Participant's own behalf or that of any other person any employee of TFC with whom Participant worked during Participant's employment or about whom Participant came to know confidential information as a result of employment with TFC and who has not thereafter ceased to be employed by TFC for a period of at least three (3) months. This provision will not prohibit the Participant from soliciting or hiring any person who responds to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, internet database, or recruiting or employment agencies, not specifically directed at employees of TFC. Participant acknowledges that by virtue of this provision, they are likewise restricted from being solicited or recruited for employment by current or former employee of Truist also bound by a similar provision, directly or indirectly and hereby knowingly consents to that restriction. This Section shall not prohibit Participant from responding to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, internet databases, or recruiting or employment agencies, not specifically directed at employees or consultants of Truist.

(b) In consideration of the grant of this Award, Participant agrees that, during employment with TFC and for twelve (12) months after the termination of Participant's employment by either party and for any reason, Participant will not directly or indirectly solicit, communicate with or otherwise contact any of TFC's customers with whom Participant had material contact during employment with TFC, for the purpose of conducting any business with them on behalf of any person or entity other than TFC which is substantially similar to the business conducted by the business unit in which Participant last worked at TFC. Participant will not directly or indirectly solicit, communicate with or otherwise contact any of Truist's third-party vendors with whom Participant had material contact during employment with Truist, for the purpose of diverting their business away from Truist to any person or entity other than Truist which is substantially similar to the business conducted by the business unit in which Participant last worked at Truist, or otherwise disrupting Truist's relationship with the third-party

vendor. “Material contact” means (i) actual contact with Business Partner, third-party vendors or customers—such as through the provision or receipt of services or sales visits or calls—or (ii) coming to know confidential information about a TFC vendor or customer—such as by obtaining pricing and sales information. This provision does not prohibit Participant from accepting as a vendor or client any person or entity who responds to a general advertisement or solicitation, including but not limited to advertisements or solicitations through newspapers, trade publications, periodicals, or internet databases, not specifically directed at Business Partner, vendors, or customers of TFC.

(c) Participant agrees that the preceding provisions are reasonable and necessary to protect TFC’s legitimate business interests and that they will not unreasonably interfere with Participant’s ability to earn a living following his/her separation from TFC. Finally, Participant agrees that, in the event Participant breaches or threatens to breach these non-solicitation provision, such breach will cause irreparable harm and injury to TFC and will leave TFC with no adequate remedy at law, and (i) TFC may seek equitable relief, without the necessity of posting a bond, in addition to monetary damages and any other appropriate relief; and (ii) TFC will be entitled to its reasonable attorneys’ fees and costs incurred in enforcing this provision.

(d) Participant and TFC agree that any of the preceding non-solicitation provisions is ever determined by a court to exceed the time, scope, or geographic limitations permitted by applicable law, then such provision(s) will be reformed to the maximum time, scope, and geographic limitations permitted by law. If any such provision(s) cannot be so reformed, then such provision will be severed from this Agreement and will not adversely affect the legality, validity, or enforceability of any of the remaining provisions in this Agreement.

9. **Superseding Agreement; Binding Effect.** This Agreement supersedes any statements, representations, or agreements of TFC with respect to the grant of the Award or any related rights, and the Participant hereby waives any rights or claims related to any such statements, representations or agreements. This Agreement does not supersede or amend any existing confidentiality agreement, nonsolicitation agreement, noncompetition agreement, employment agreement or any other similar agreement between the Participant and TFC or an Affiliate, including, but not limited to, any restrictive covenants contained in such agreements.

10. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of North Carolina, without regard to the principles of conflicts of law, and in accordance with applicable United States federal laws.

11. **Amendment and Termination; Waiver.** Subject to the terms of the Plan, this Agreement may be amended or terminated only by the written agreement of the parties hereto. The waiver by TFC of a breach of any provision of the Agreement by the Participant shall not operate or be construed as a waiver of any subsequent breach by the Participant. Notwithstanding the foregoing, the Administrator shall have unilateral authority to amend the Plan and this Agreement (without Participant consent) to the extent necessary to comply with applicable law or changes to applicable law (including but in no way limited to Section 409A

and federal securities laws), and the Participant hereby consents to any such amendments to the Plan and this Agreement.

12. Issuance of Shares; Rights as Shareholder. The Participant and the Participant's legal representatives, legatees or distributees shall not be deemed to be the holder of any Shares subject to the Award and shall not have any voting rights, dividend rights or other rights of a shareholder unless and until such Shares have been issued to the Participant or them. No Shares subject to the Award shall be issued at the time of grant of the Award. Shares subject to the Award shall be issued in the name of the Participant (or, if the Participant is deceased, in the name of the Participant's beneficiary or beneficiaries) as soon as practicable after, and only to the extent that, the Award has vested and if such distribution is otherwise permitted under the terms of Section 5 herein. **Neither dividends nor dividend equivalent rights shall be granted in connection with the Award, and the Award shall not be adjusted to reflect the distribution of any dividends on the Common Stock (except as may be otherwise provided under the Plan). No dividends on the Shares shall be payable prior to both (i) the vesting of the Award and (ii) the issuance and distribution of Shares to the Participant.**

13. Withholding; Tax Matters.

(a) TFC or an Affiliate shall report all income and withhold all required local, state, federal, foreign income and other taxes and any other amounts required to be withheld by any governmental authority or law from any amount payable in cash with respect to the Award. Prior to the delivery or transfer of any shares of Common Stock or any other benefit conferred under the Plan, TFC shall require the Participant to pay to TFC in cash the amount of any tax or other amount required by any governmental authority to be withheld and paid over by TFC or an Affiliate to such authority for the account of such recipient. Notwithstanding the foregoing, the Administrator may establish procedures to permit a recipient to satisfy such obligation in whole or in part, and any local, state, federal, foreign, or other income, employment and other tax obligations relating to the Award, by electing (the "**election**") to have TFC withhold shares of Common Stock from any shares of Common Stock to which the recipient is entitled. The number of shares of Common Stock to be withheld shall have a Fair Market Value as of the date that the amount of tax to be withheld is determined as nearly equal as possible to the amount of such obligations being satisfied. Each election must be made in writing to the Administrator in accordance with election procedures established by the Administrator, including, without limitation, procedures established by the Administrator after TFC's adoption of ASU 2016-09, *Compensation – Stock Compensation (Topic 718)* dated March, 2016.

(b) TFC has made no warranties or representations to the Participant with respect to the tax consequences (including but not limited to income tax consequences) related to the Award or the payout, if any, pursuant to the Award, and the Participant is in no manner relying on TFC or its representatives for an assessment of such tax consequences. The Participant acknowledges that there may be adverse tax consequences with respect to the Award and that the Participant should consult a tax advisor. The Participant acknowledges that the Participant has been advised that the Participant should consult with the Participant's own attorney, accountant, and/or tax advisor regarding the decision to enter into this Agreement and

the consequences thereof. The Participant also acknowledges that TFC has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for the Participant.

14. Administration. The authority to construe and interpret this Agreement and the Plan, and to administer all aspects of the Plan, shall be vested in the Administrator, and the Administrator shall have all powers with respect to this Agreement as are provided in the Plan. Any interpretation of the Agreement by the Administrator and any decision made by it with respect to the Agreement are final and binding on the parties hereto.

15. Notices. Any and all notices under this Agreement shall be in writing and sent by hand delivery or by certified or registered mail (return receipt requested and first-class postage prepaid), in the case of TFC, to its Human Resources Division, 214 N Tryon Street, Charlotte, NC 28202, attention: Chief Human Resources Officer, and in the case of the Participant, to the last known address of the Participant as reflected in TFC's records.

16. Severability. The provisions of this Agreement are severable; and if any one or more provisions may be determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

17. Compliance with Laws; Restrictions on Award and Shares of Common Stock. TFC may impose such restrictions on the Award and any shares of Common Stock relating to the payout of the Award as it may deem advisable, including without limitation restrictions under the federal securities laws, federal tax laws, the requirements of any stock exchange or similar organization and any blue sky, state, or foreign securities laws applicable to such Award or shares of Common Stock. Notwithstanding any other provision in the Plan or this Agreement to the contrary, TFC shall not be obligated to issue, deliver or transfer any shares of Common Stock, make any other distribution of benefits under the Plan, or take any other action, unless such delivery, distribution or action is in compliance with all applicable laws, rules and regulations (including but not limited to the requirements of the Securities Act). TFC may cause a restrictive legend or legends to be placed on any certificate for shares of Common Stock issued pursuant to the Award in such form as may be prescribed from time to time by applicable laws and regulations or as may be advised by legal counsel.

18. Successors and Assigns. Subject to the limitations stated herein and in the Plan, this Agreement shall be binding upon and inure to the benefit of the Participant and the Participant's executors, administrators and permitted transferees and beneficiaries and TFC and its successors and assigns.

19. Counterparts; Further Instruments. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The parties hereto agree to execute such further instruments and to take such further action as may be reasonably necessary to carry out the purposes and intent of this Agreement.

20. Right of Offset. Notwithstanding any other provision of the Plan or this Agreement, subject to any applicable laws to the contrary, TFC may reduce the amount of any

benefit or payment otherwise payable to or on behalf of the Participant by the amount of any obligation of the Participant to TFC or an Affiliate that is or becomes due and payable, and the Participant shall be deemed to have consented to such reduction; provided, however, that to the extent Section 409A is applicable, such offset shall not exceed the greater of Five Thousand Dollars (\$5,000) or the maximum offset amount then permitted under Section 409A.

21. Adjustment of Award.

(a) The Administrator shall have authority to make adjustments to the terms and conditions of the Award in recognition of unusual or nonrecurring events affecting TFC or any Affiliate, or the financial statements of TFC or any Affiliate, or of changes in applicable laws, regulations or accounting principles, if the Administrator determines that such adjustments are appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or necessary or appropriate to comply with applicable laws, rules or regulations.

(b) Notwithstanding anything contained in the Plan or elsewhere in this Agreement to the contrary, (i) the Administrator, in order to comply with applicable law (including, without limitation, the Dodd-Frank Wall Street Reform and Consumer Protection Act) and any risk management requirements and/or policies adopted by TFC, retains the right at all times to decrease or terminate the Award and payments under the Plan, and any and all amounts payable under the Plan or paid under the Plan shall be subject to clawback, forfeiture, and reduction to the extent determined by the Administrator as necessary to comply with applicable law and/or policies adopted by TFC; and (ii) in the event any legislation, regulation(s), or formal or informal guidance require(s) any compensation payable under the Plan (including, without limitation, the Award) to be deferred, reduced, eliminated, or subjected to vesting, the Award shall be deferred, reduced, eliminated, paid in a different form or subjected to vesting or other restrictions as, and solely to the extent, required by such legislation, regulation(s), or formal or informal guidance.

22. Award Conditions.

(a) Notwithstanding anything in the Plan or this Agreement to the contrary, to the extent that either (i) the Administrator or the Board of Governors of the Federal Reserve System determines that any change to the Plan and/or this Agreement is required, necessary, advisable, or deemed appropriate to improve the risk sensitivity of the Award, whether by (a) adjusting the Award quantitatively or judgmentally based on the risk the Participant's activities pose to TFC or an Affiliate; (b) extending the Performance Period for determining the Award; (c) extending the Performance Period and adjusting for actual losses or other performance issues; or (d) otherwise as required by the Administrator or the Federal Reserve System; or (ii) the Administrator or the United States government (including, without limiting any agency thereof) determines that any change to the Plan and/or this Agreement is required, necessary, advisable, or deemed appropriate to comply with any applicable law, regulation, or requirement; then this Agreement and/or the Award shall be automatically amended to incorporate such change, without further action of the Participant, and the Administrator shall provide the Participant notice thereof.

(b) Notwithstanding anything contained in the Plan or this Agreement to the contrary, to the extent that either the Administrator or the United States government (including, without limitation, any agency thereof) determines that the Award granted to the Participant pursuant to this Agreement is prohibited or substantially restricted by, or subjects TFC or an Affiliate to any adverse tax consequences that TFC or an Affiliate is not otherwise subject to on the Grant Date because of, any current or future United States law, any rule, regulation, or other authority, then this Agreement shall automatically terminate effective as of the Grant Date and the Award shall automatically be cancelled as of the Grant Date without further action on the part of the Administrator or the Participant and without any compensation to the Participant for such termination and cancellation. The Administrator agrees to provide notice to the Participant of any such termination and cancellation.

IN WITNESS WHEREOF, this Agreement has been executed on behalf of TFC and by the Participant effective as of the Grant Date.

TRUIST FINANCIAL

CORPORATION

By: ____

PARTICIPANT

<<First Name>> <<MI>> <<Last
Name>>

EXHIBIT A
TO
TRUIST FINANCIAL CORPORATION
2022 INCENTIVE PLAN

LTIP Award Agreement
(Senior Executive)

(January 1, 2024 through December 31, 2026 Performance Period - 2027 Payout)

1. Threshold Performance Goal: The Threshold Performance Goal is a Common Equity Tier 1 (“CET1”) ratio greater than the minimum capital requirement plus the stress capital buffer requirement under 12 CFR part 217 for Truist as of the last day of the Performance Period. If the Threshold Performance Goal is not met, there will not be an Award payout.

2. Absolute Performance Goal: If the Threshold Performance Goal is achieved, the Award payout for the Performance Period will then be evaluated by the Administrator based upon TFC Absolute Cumulative Adjusted EPS excluding ACL Reserve Dollar Changes over the Performance Period and TFC Relative Adjusted EPS Growth against the Peer Group (calculated each year and then averaged over the three-year Performance Period), each scored independently, then weighted and added together, pursuant to the following:

Absolute Cumulative Adjusted EPS excluding ACL Reserve Dollar Change (“ACAEPS”)			
Level of Achievement	Performance (TFC ACAEPS)	Weight	Payout Percent of Participant’s Target %
Maximum	13.75	75%	112.5%
Target	11.00	75%	75.0%
Threshold	6.24	75%	18.75%

Straight line interpolation will be used to calculate payout percentages not specifically listed in the “Payout Percent of Participant’s Target %” column above.

3. Relative Performance Goal:

Relative Adjusted EPS Growth (“RAEPSG”)			
Rank	Percentile Performance (TFC RAEPSG Relative to Peer Group RAEPSG)	Weight	Payout Percent of Participant’s Target %
1 (Maximum)	150%	25%	37.50%
2	150%	25%	37.50%
3	137.5%	25%	34.38%
4	125%	25%	31.25%
5	112.5%	25%	28.13%
6 (Target = Median)	100%	25%	25.00%
7	83.3%	25%	20.83%
8	66.7%	25%	16.68%

9 (Threshold)	50%	25%	12.50%
10 or 11	0%	25%	0.00%

Peer Group results will be adjusted based on the amounts and items disclosed in earnings releases and adjustments are intended to promote comparability of performance between Peers. If Peer Group after-tax numbers are unavailable for an adjustable item, pre-tax numbers will be adjusted by applying a standard marginal tax rate that is confirmed by Truist Corporate Tax annually. If a Peer is no longer an independent going concern prior to the completion of a Plan Year, that Peer will be excluded from the analysis for that specific Plan Year and any subsequent Plan Years, and the Administrator will then reset the relative payout matrix for Relative Adjusted EPS Growth in a proportionate manner.

4. Relative TSR Modifier:

Based on cumulative percentage returns over the three-year Performance Period.

Relative TSR (Percentile Performance of TFC TSR Relative to Peer Group TSR)

TSR Modifier

25 th or less	20 Point arithmetic reduction in Award payout
Greater than 25 th but less than 75 th	0 Point reduction or increase in Award payout
75 th or greater	20 Point additive increase in Award payout, provided that the maximum Award payout cannot exceed 150% of Target

“Relative Total Shareholder Return” and “Relative TSR” mean TFC’s total Common Stock shareholder return performance rank defined as a percentile for the Performance Period relative to the range of the Peer Group members’ total common stock shareholder return for the Performance Period. Total shareholder return for TFC and each Peer Group member shall be calculated based upon TFC’s Common Stock and the Peer Group members’ common stock appreciation during the Performance Period plus the value of dividends paid during the Performance Period on such stock (which dividends shall be deemed to have been reinvested in such underlying stock).

5. Adjustments: The goals in setting target levels for TFC Absolute Cumulative Adjusted EPS and TFC Relative Adjusted EPS Growth are to align the interests of management with those of the Company’s shareholders, to incent forward-looking and sustained performance, and to drive balanced risk-taking. The Company and its shareholders would not be well served by rewarding or penalizing management for items that impact TFC Absolute Cumulative Adjusted EPS and TFC Relative Adjusted EPS Growth but that would not further the achievement of these goals.

As a result, for purposes of calculating TFC Absolute Cumulative Adjusted EPS and TFC Relative Adjusted EPS Growth for a fiscal year, each of the following items may be excluded to the extent such item is material and was not taken into account in establishing the target levels: significant corporate transactions, litigation and regulatory judgments, charges or settlements and any accruals or reserves relating to litigation and regulatory matters, the effect of changes in U.S.

federal tax law to the extent such going-forward changes are reasonably determinable, the effect of changes in accounting principles, including any related accounting restatements, gains or losses on the acquisition or divestiture of a business, merger-related and restructuring charges and other M&A related expenses/ integration costs, losses or gains on securities and the early extinguishment of debt, goodwill and/or intangible assets impairments, one-time expenses related to special assessments imposed by the FDIC, incremental income or expenses directly matched against one of the items above (e.g., securities losses or charitable contributions made to directly offset a gain on the divestiture of a business in the same quarter), and any other items that are categorized as unusual and infrequent in nature.

Adjustments for these excluded items (which may include adjustments to the Performance and Payout Percent to the columns in 2 or 3 above) will be made in the sole discretion of the Administrator in a manner it determines consistent with the intention that Participants are neither penalized nor rewarded for these items. Where applicable, adjustments will be applied formulaically consistent with principles historically applied and in a manner that will not trigger a modification or new measurement date with respect to any Award under GAAP and shall include adjustment for any recapitalization, split-up, spinoff, reorganization, restructuring or other similar corporate transaction.

6. Discretionary Decreases: The Administrator has the discretion to decrease Award payouts based on business factors, including but not limited to, risk outcomes, industry conditions, performance relative to peers, regulatory developments, and changes in capital requirements.

**THIRD AMENDMENT
TO THE
TRUIST FINANCIAL CORPORATION
NON-QUALIFIED DEFINED CONTRIBUTION PLAN**

WHEREAS, Truist Financial Corporation (the “Company”) sponsors the Truist Financial Corporation Non-qualified Defined Contribution Plan (the “Plan”);

WHEREAS, the Company desires to amend the Plan to reflect the sale of Truist Insurance Holdings to an unrelated third party in a stock transaction as provided in the February 20, 2024 Equity Interest Purchase Agreement;

WHEREAS, Article 13 of the Plan provides that an officer who is an Executive Manager of the Company shall have the authority to amend the Plan provided that the financial impact on the Company of such amendment is below the Sarbanes-Oxley materiality threshold; and

WHEREAS, it has been determined that the financial impact on the Company of this amendment is below the Sarbanes Oxley materiality threshold.

NOW, THEREFORE, BE IT RESOLVED, that effective as of the Closing of the transaction, as provided in Section 2.03 of the February 20, 2024 Equity Interest Purchase Agreement, Truist Insurance Holdings and its subsidiaries are no longer Participating Affiliates in the Plan.

BE IT FURTHER RESOLVED, that effective as of the date hereof, that the appropriate officers of the Company are hereby empowered to approve or authorize, as the case may be, such further action and the preparation, execution, and delivery of all such instruments and documents, and each of them hereby is, authorized to take all further action and to execute and deliver such further instruments and documents, in the name of the Company, with such modifications not materially affecting their provisions as he or she may deem necessary or appropriate in order to fully carry out the intent and accomplish the purpose of the foregoing amendments.

* * * *

Executed on this 30th of April, 2024.

TRUIST FINANCIAL CORPORATION

By: /s/ Michael B. Maguire

Title: Chief Financial Officer

**FIFTH AMENDMENT
TO THE
TRUIST FINANCIAL CORPORATION
NON-QUALIFIED DEFINED BENEFIT PLAN**

WHEREAS, Truist Financial Corporation (the “Company”) sponsors the Truist Financial Corporation Non-qualified Defined Benefit Plan (the “Plan”);

WHEREAS, the Company desires to amend the Plan to reflect the sale of Truist Insurance Holdings to an unrelated third party in a stock transaction as provided in the February 20, 2024 Equity Interest Purchase Agreement;

WHEREAS, Article 13 of the Plan provides that an officer who is an Executive Manager of the Company shall have the authority to amend the Plan provided that the financial impact on the Company of such amendment is below the Sarbanes-Oxley materiality threshold; and

WHEREAS, it has been determined that the financial impact on the Company of this amendment is below the Sarbanes Oxley materiality threshold.

NOW, THEREFORE, that effective as of the Closing of the transaction, as provided in Section 2.03 of the February 20, 2024 Equity Interest Purchase Agreement, Truist Insurance Holdings and its subsidiaries are no longer Participating Affiliates in the Plan.

BE IT FURTHER RESOLVED, that effective as of the date hereof, that the appropriate officers of the Company are hereby empowered to approve or authorize, as the case may be, such further action and the preparation, execution, and delivery of all such instruments and documents, and each of them hereby is, authorized to take all further action and to execute and deliver such further instruments and documents, in the name of the Company, with such modifications not materially affecting their provisions as he or she may deem necessary or appropriate in order to fully carry out the intent and accomplish the purpose of the foregoing amendments.

* * * *

Executed on this 30th of April, 2024.

TRUIST FINANCIAL CORPORATION

By: /s/ Michael B. Maguire

Title: Chief Financial Officer

**EIGHTH AMENDMENT
TO THE
TRUIST FINANCIAL CORPORATION PENSION PLAN
(October 1, 2020 Restatement)**

WHEREAS, Truist Financial Corporation (the “Company”) sponsors the Truist Financial Corporation Pension Plan (the “Plan”) was originally adopted effective as of October 1, 1944;

WHEREAS, the Plan was most recently restated effective as of October 1, 2020;

WHEREAS, the Company desires to amend the Plan to reflect the sale of Truist Insurance Holdings to an unrelated third party in a stock transaction as provided in the February 20, 2024 Equity Interest Purchase Agreement;

WHEREAS, under Section 7.2.1 of the Plan, an officer who is an Executive Manager of the Company has the authority to amend the Plan if the financial impact on the Company of such amendment is below the Sarbanes Oxley materiality threshold as determined by the Company’s Chief Financial Officer (or officer with similar authority);

WHEREAS, the Plan is to be amended to reflect the sale of Truist Insurance Holdings to a third party in a stock transaction; and

WHEREAS, it has been determined that the financial impact on the Company of this amendment is below the Sarbanes Oxley materiality threshold.

NOW, THEREFORE, that effective as of the Closing of the transaction, as provided in Section 2.03 of the February 20, 2024 equity purchase agreement, the Plan is hereby amended in the respects hereinafter set forth:

1. A new Section 3.6 is added to the Plan to read as follows:

3.6 Truist Insurance Holdings 2024 Sale: For participants who will cease to be active participants solely due to the sale of Truist Insurance Holdings, such participants shall be fully vested in their accrued benefit under the Plan.

2. Exhibit A of the Plan is amended to remove Truist Insurance Holdings and its participating subsidiaries from the Plan’s list of Participating Employers.

BE IT FURTHER RESOLVED, that effective as of the date hereof, that the appropriate officers of the Company are hereby empowered to approve or authorize, as the case may be, such further action and the preparation, execution, and delivery of all such instruments and documents, and each of them hereby is, authorized to take all further action and to execute and deliver such further instruments and documents, in the name of the Company, with such modifications not materially affecting their provisions as he or she may deem necessary or appropriate in order to fully carry out the intent and accomplish the purpose of the foregoing amendments.

* * * *

Executed on this 30th day of April, 2024.

TRUIST FINANCIAL CORPORATION

By: /s/ Michael B. Maguire
Title: Chief Financial Officer

**EIGHTH AMENDMENT
TO THE
TRUIST FINANCIAL CORPORATION 401(K) SAVINGS PLAN
(August 1, 2020 Restatement)**

WHEREAS, Truist Financial Corporation (the “Company”) sponsors the Truist Financial Corporation 401(k) Savings Plan (the “Plan”), formerly named the BB&T Corporation 401(k) Savings Plan, was originally adopted effective as of July 1, 1982;

WHEREAS, the Plan was most recently restated effective as of August 1, 2020;

WHEREAS, Company desires to amend the Plan to reflect the sale of Truist Insurance Holdings to an unrelated third party in a stock transaction as provided in the February 20, 2024 Equity Interest Purchase Agreement;

WHEREAS, under Section 9.3 of the Plan, an officer who is an Executive Manager of the Company has the authority to amend the Plan to, among other things, provide for the merger of another plan into the Plan, and make any other amendment if the financial impact on the Company of such amendment is below the Sarbanes Oxley materiality threshold as determined by the Company’s Chief Financial Officer (or officer with similar authority); and

WHEREAS, it has been determined that the financial impact on the Company of this amendment is below the Sarbanes Oxley materiality threshold.

NOW, THEREFORE, the Plan is hereby amended in the respects hereinafter set forth, effective as of the Closing of the transaction, as provided in Section 2.03 of the February 20, 2024 Equity Interest Purchase Agreement:

1. Section 2.1.4(h) of the Plan shall be deleted.
2. Section 2.2.1(c) shall be deleted.
3. Section 2.2.7 is amended to read as follows:

2.2.7 QSLOB testing. The plan shall be subject to the nondiscrimination testing described in Sections 2.2.2 – 2.2.6. Effective August 1, 2020, the portion of the plan covering employees of the operations of the former SunTrust Banks, Inc. shall be treated as a qualified separate line of business, as defined in Section 414(r) of the Code, separate from the portion of the plan covering the employees of all other participating employers.

4. Appendix B of the Plan is amended to remove Truist Insurance Holdings and its participating subsidiaries from the Plan’s list of Participating Employers.

BE IT FURTHER RESOLVED, that effective as of the date hereof, that the appropriate officers of the Company are hereby empowered to approve or authorize, as the case may be, such further action

and the preparation, execution, and delivery of all such instruments and documents, and each of them hereby is, authorized to take all further action and to execute and deliver such further instruments and documents, in the name of the Company, with such modifications not materially affecting their provisions as he or she may deem necessary or appropriate in order to fully carry out the intent and accomplish the purpose of the foregoing amendments.

* * * *

Executed on this 30th day of April, 2024.

TRUIST FINANCIAL CORPORATION

By: /s/ Michael B. Maguire

Title: Chief Financial Officer

CERTIFICATIONS

I, William H. Rogers Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Truist Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2024

/s/ William H. Rogers Jr.

William H. Rogers Jr.
Chairman and Chief Executive Officer

CERTIFICATIONS

I, Michael B. Maguire, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Truist Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2024

/s/ Michael B. Maguire

Michael B. Maguire
Senior Executive Vice President and
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Chief Executive Officer and Chief Financial Officer of Truist Financial Corporation (the "Company"), do hereby certify that:

1. The Quarterly Report on Form 10-Q for the fiscal period ended March 31, 2024 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 9, 2024

/s/ William H. Rogers Jr.

William H. Rogers Jr.
Chairman and Chief Executive Officer

/s/ Michael B. Maguire

Michael B. Maguire
Senior Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Truist Financial Corporation and will be retained by Truist Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.