



NYSE: FCF



Acquisition of Centric Financial Corporation (OTCPK: CFCX)  
August 30, 2022

# FORWARD-LOOKING STATEMENTS

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act, relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and products of First Commonwealth Financial Corporation (“First Commonwealth”) and Centric Financial Corporation (“Centric”) and the proposed merger of Centric with and into First Commonwealth (the “merger”).

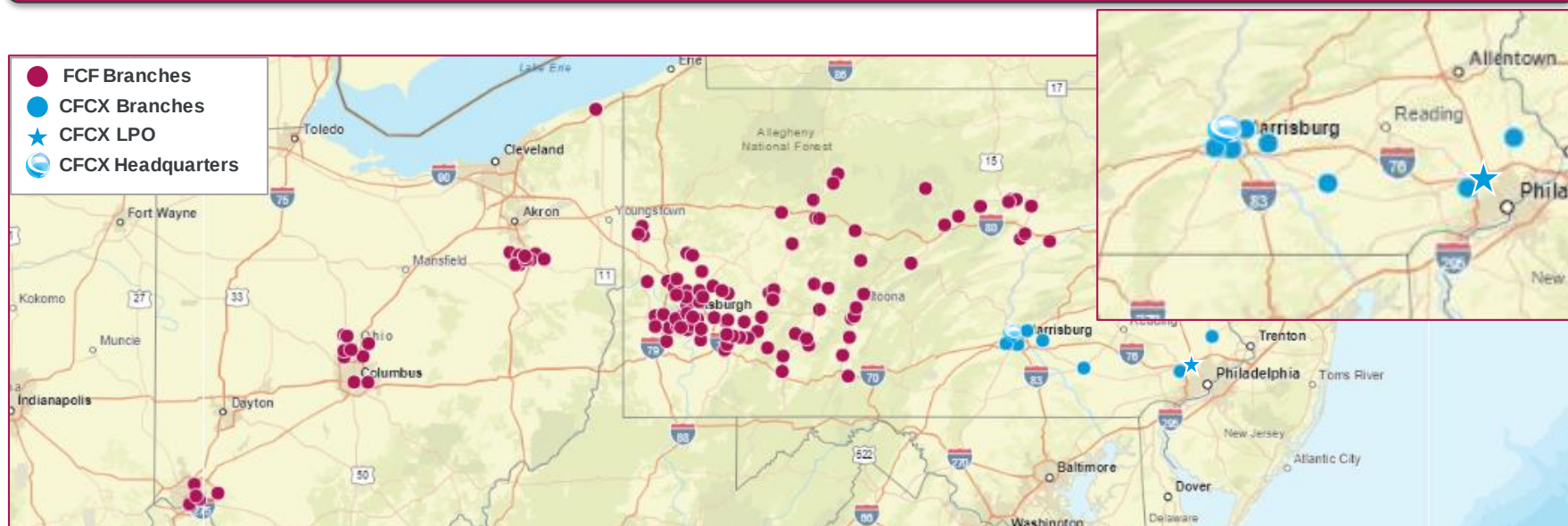
Forward-looking statements are typically identified by words such as “believe”, “plan”, “expect”, “anticipate”, “intend”, “outlook”, “estimate”, “forecast”, “will”, “should”, “project”, “goal”, and other similar words and expressions. These forward-looking statements involve certain risks and uncertainties. In addition to factors previously disclosed in First Commonwealth reports filed with the SEC and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance:

- *ability to obtain regulatory approvals for the merger in a timely manner and without significant expense or other burdens;*
- *ability to meet other closing conditions to the merger, including approval by Centric shareholders;*
- *delay in closing the merger;*
- *difficulties and delays in integrating the businesses of Centric and First Commonwealth or fully realizing cost savings and other benefits;*
- *business disruption following the merger; changes*
- *in asset quality and credit risk;*
- *the inability to sustain revenue and earnings growth;*
- *changes in interest rates and capital markets;*
- *inflation;*
- *customer acceptance of First Commonwealth products and services;*
- *customer borrowing, repayment, investment and deposit practices;*
- *customer disintermediation;*
- *the introduction, withdrawal, success and timing of business initiatives;*
- *competitive conditions;*
- *the inability to realize anticipated cost savings or revenues or to implement integration plans and other consequences associated with the merger;*
- *economic conditions; and*
- *the impact, extent and timing of technological changes, capital management activities, and the actions and policies of the federal and state bank regulatory authorities and legislative and regulatory actions and reforms.*

Forward-looking statements speak only as of the date on which they are made and First Commonwealth undertakes no obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this presentation.

# ACQUISITION OF CENTRIC FINANCIAL CORPORATION: AN ATTRACTIVE ADDITION TO OUR PENNSYLVANIA FRANCHISE

## Franchise Overview



## Centric Highlights

|                     |                           |
|---------------------|---------------------------|
| Headquarters        | <b>Harrisburg, PA</b>     |
| Founded             | <b>2007</b>               |
| Number of Locations | <b>7 Branches / 1 LPO</b> |
| CEO                 | <b>Patricia A. Husic</b>  |

|                |                      |
|----------------|----------------------|
| Total Assets   | <b>\$1.0 billion</b> |
| Gross Loans    | <b>\$0.9 billion</b> |
| Total Deposits | <b>\$0.9 billion</b> |
| YTD ROAA       | <b>1.11%</b>         |

# TRANSACTION HIGHLIGHTS

## Strategically Compelling

- Continues First Commonwealth's expansion strategy into higher growth, contiguous, demographically attractive metro markets through acquisitions with low risk relative to FCF's size
- Geographically builds upon FCF's knowledge of central and eastern Pennsylvania markets through its acquisition of 14 branches in central Pennsylvania in 2019, as well as its existing commercial real estate relationships and equipment finance team in eastern Pennsylvania
- Opportunity for FCF to build on Centric's strong stand-alone financial performance by offering a more expansive product set to its customer base (e.g., larger commercial lending, consumer lending, SBA, treasury management, wealth management, insurance, etc.)
- Accelerates growth trajectory for FCF beyond the \$10 billion asset threshold
- Centric's CEO, Patricia A. Husic, will be appointed to FCF's Board of Directors and will remain active in Centric's local market on behalf of FCF

## Financially Attractive

- Immediately accretive to EPS with minimal tangible book value per share dilution
- Short tangible book value per share earnback period of 2 years
- Incremental earnings more than offset the Durbin-related impact of crossing \$10 billion in assets
- Enhances FCF's ROAA, ROATCE and Efficiency
- Produces a >20% IRR
- All-stock transaction utilizes FCF's currency and maintains strong capital ratios and balance sheet capacity for future acquisitions, organic growth and capital return to shareholders

# A HISTORY OF SUCCESSFUL ACQUISITIONS

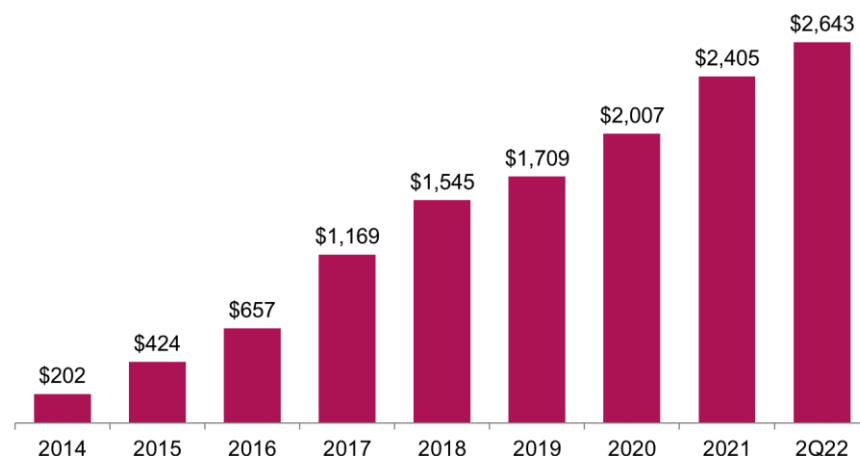
## Successful Expansion Efforts

- Expansion efforts leverage our significant management experience in Ohio and Pennsylvania markets
- Acquired First Community Bank in Columbus, OH in October '15
- Completed acquisition of 13 branches from FirstMerit in December '16
- Completed acquisition of DCB Financial Corp in April '17
- Completed acquisition of Foundation Bank in Cincinnati, OH in May '18
- Completed acquisition of 14 former Santander branches in Central PA in September '19
  - Deposit balances have grown \$82 million since conversion
- Opened equipment finance office in eastern PA in Q1 2022
- Announced acquisition of Centric Financial Corporation in August 2022

## Recent Acquisition Overview

| Target                                    | Announcement Date | Completion Date | Deal Value \$MM <sup>(2)</sup> | Total Loans Acquired \$MM | Total Deposits Acquired \$MM |
|-------------------------------------------|-------------------|-----------------|--------------------------------|---------------------------|------------------------------|
| First Community Bank                      | 5/11/2015         | 10/1/2015       | 15                             | 61                        | 90                           |
| 13 FirstMerit Branches                    | 7/27/2016         | 12/2/2016       | 33                             | 102                       | 620                          |
| DCB Financial Corp.                       | 10/3/2016         | 4/3/2017        | 106                            | 383                       | 484                          |
| Foundation Bank                           | 1/10/2018         | 5/1/2018        | 58                             | 185                       | 141                          |
| <b>Total Ohio Acquisitions</b>            |                   |                 | <b>\$212</b>                   | <b>\$731</b>              | <b>\$1,335</b>               |
| <i>Total Ohio Portfolio<sup>(1)</sup></i> |                   |                 |                                | <i>\$2,643</i>            | <i>\$1,802</i>               |
| 14 Santander Branches                     | 4/22/2019         | 9/6/2019        | \$33                           | \$100                     | \$471                        |
| <b>Centric Financial</b>                  | <b>8/30/2022</b>  |                 | <b>144</b>                     | <b>904</b>                | <b>879</b>                   |
| <b>Total Pennsylvania Acquisitions</b>    |                   |                 | <b>\$177</b>                   | <b>\$1,137</b>            | <b>\$1,904</b>               |

## Ohio Loan Portfolio (\$MM)<sup>(1)</sup>



# CENTRIC FINANCIAL CORPORATION

## Company Highlights

### Balance Sheet Highlights (\$000) 6/30/22

|                                       |             |
|---------------------------------------|-------------|
| Total Assets                          | \$1,035,817 |
| Gross Loans HFI                       | 904,203     |
| Total Deposits                        | 878,895     |
| Tangible Common Equity <sup>(1)</sup> | 99,702      |

### 2Q 2022 Profitability

|                                 |         |
|---------------------------------|---------|
| Net Income (\$000)              | \$2,948 |
| Return on Avg. Assets           | 1.14%   |
| Net Interest Margin             | 4.05%   |
| Efficiency Ratio <sup>(1)</sup> | 61.1%   |

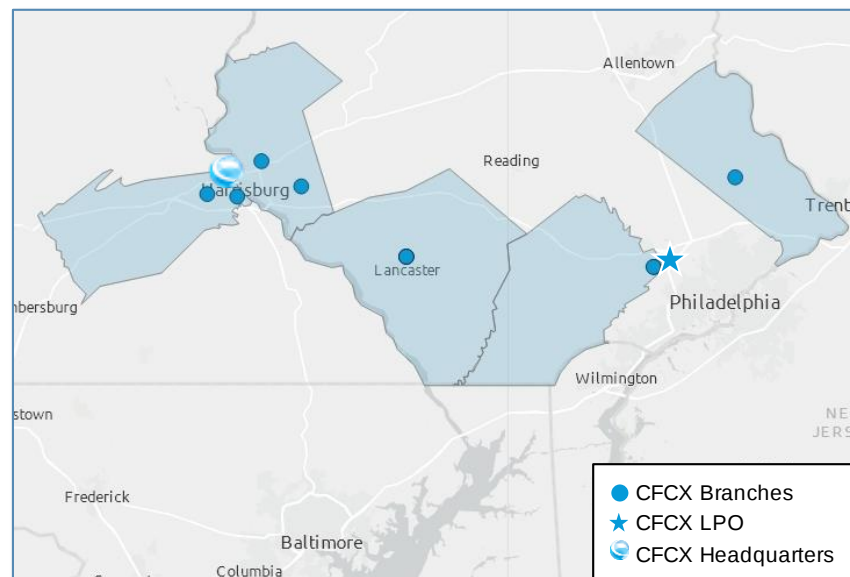
### Capitalization

|                                     |       |
|-------------------------------------|-------|
| TCE Ratio <sup>(1)</sup>            | 9.63% |
| Leverage Ratio <sup>(2)</sup>       | 11.3% |
| Tier 1 Capital Ratio <sup>(2)</sup> | 12.1% |
| Total Capital Ratio <sup>(2)</sup>  | 13.4% |

### Asset Quality

|                            |        |
|----------------------------|--------|
| Reserves / Gross Loans HFI | 1.46%  |
| NPAs / Assets              | 1.21%  |
| Reserves / NPLs            | 104.9% |

## Branch Footprint



**28%**

Non-Interest  
Bearing  
Demand  
Deposits

**#3**

Community  
bank<sup>(3)</sup> by  
deposits in  
Harrisburg  
MSA

**2018-21**

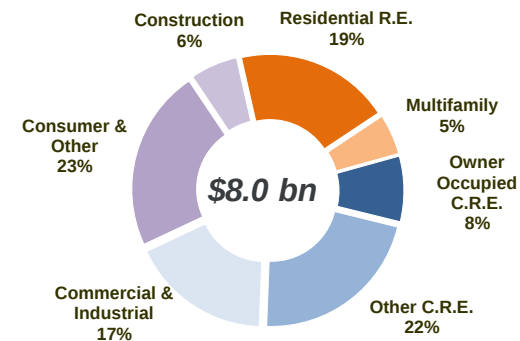
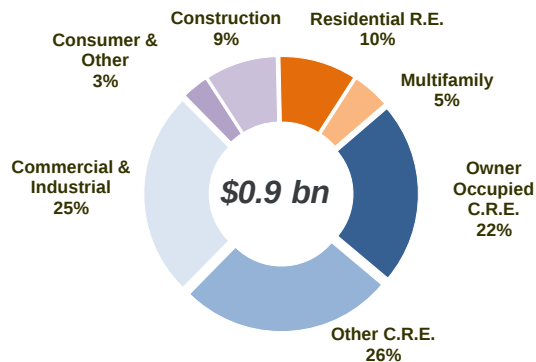
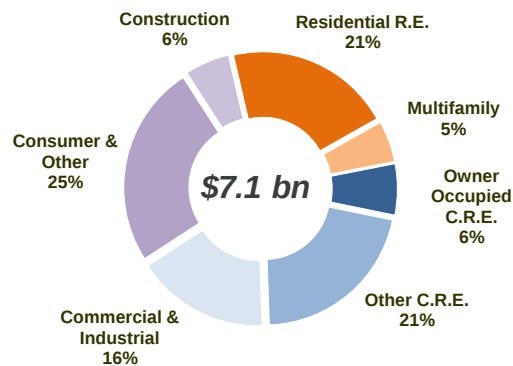
Named in  
American  
Bankers  
“Best Banks  
to Work For”

# PRO FORMA LOAN AND DEPOSIT COMPOSITION

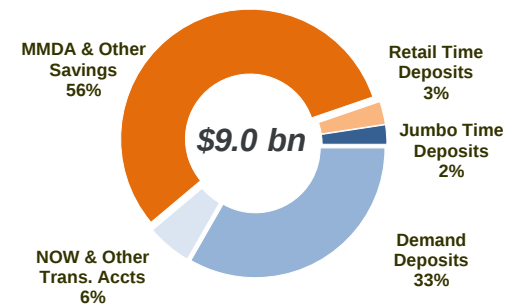
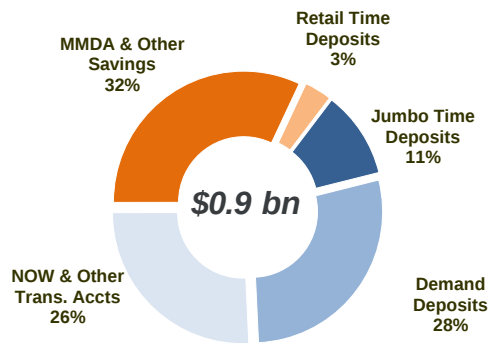
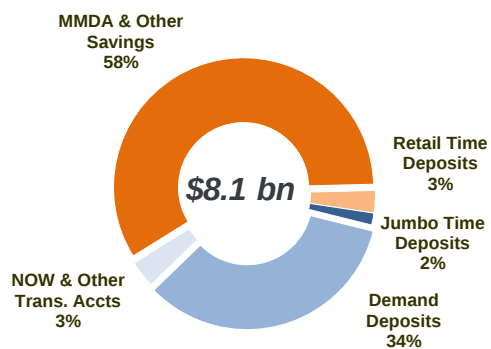


Pro Forma

Loan Mix



Deposit Mix



Source: S&P Global Market Intelligence

Note: FCF loan and deposit data per GAAP filings as of the quarter ended 6/30/2022; CFCX loan and deposit data per company documents as of the quarter ended 6/30/2022; Excludes purchase accounting adjustments

Note: Retail Time Deposits defined as time deposits < \$100k and Jumbo Time Deposits defined as time deposits >= \$100k

# DEMOGRAPHICALLY ACCRETIVE EXPANSION

## Market Highlights

**>\$500B**

Combined annual GDP of Philadelphia, Harrisburg & Lancaster MSAs

**#1 / #4 / #5**

Ranked MSAs in Pennsylvania in estimated population growth<sup>(1)</sup> (Harrisburg, Philadelphia & Lancaster, respectively)

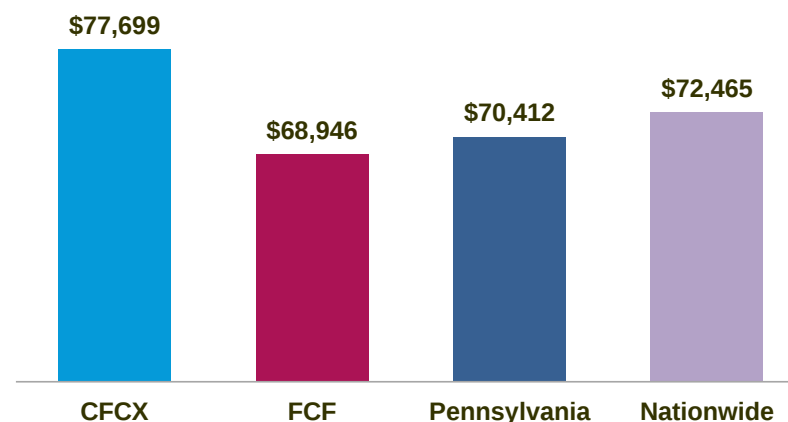
**>465,000**

Total number of businesses in the Philadelphia, Harrisburg & Lancaster MSAs

## Deposit Market Share - Harrisburg-Carlisle MSA

| Rank            | Institution                         | Number of Branches | Deposits in Market (\$mm) | Deposit Market Share (%) |
|-----------------|-------------------------------------|--------------------|---------------------------|--------------------------|
| 1               | The PNC Finl Svcs Grp (PA)          | 9                  | 5,367                     | 26.9                     |
| 2               | M&T Bank Corp. (NY)                 | 21                 | 2,589                     | 13.0                     |
| 3               | Mid Penn Bancorp Inc. (PA)          | 16                 | 1,803                     | 9.0                      |
| 4               | F.N.B. Corp. (PA)                   | 10                 | 1,761                     | 8.8                      |
| 5               | Wells Fargo & Co. (CA)              | 8                  | 1,584                     | 7.9                      |
| 6               | Orrstown Financial Services (PA)    | 8                  | 1,125                     | 5.6                      |
| 7               | Fulton Financial Corp. (PA)         | 9                  | 1,067                     | 5.3                      |
| 8               | Citizens Financial Group Inc. (RI)  | 7                  | 834                       | 4.2                      |
| 9               | <b>Centric Financial Corp. (PA)</b> | <b>4</b>           | <b>793</b>                | <b>4.0</b>               |
| 10              | S&T Bancorp Inc. (PA)               | 4                  | 610                       | 3.1                      |
| Total (Top 10): |                                     | 96                 | 17,532                    | 87.9                     |
| Total:          |                                     | 150                | 19,950                    | 100.0                    |

## Median Household Income<sup>(2)</sup>



# CROSSING \$10 BILLION WITH THE CENTRIC ACQUISITION

*Incremental transaction earnings more than offset the earnings impact to FCF of crossing \$10 billion*

- First Commonwealth will cross \$10 billion in assets upon closing of the Centric acquisition
  - Closing will take place no earlier than Jan. 1, 2023
  - FCF's crossing of \$10 billion for Durbin Amendment purposes as a result of the acquisition is no sooner than FCF's expected date of crossing organically
  - Centric's earnings stream (inclusive of cost savings and accretion of marks) of approximately \$24 million more than offsets the estimated standalone negative financial impact from Durbin of approximately \$13 million annually
- FCF has been preparing to cross \$10 billion organically for the last several years
  - Staffing and processes are ready in audit, compliance, risk management, CRA and technology
  - No material incremental investment expenses expected to be required
- Additional earnings offset provided by ramp up of equipment finance business line in 2H 2022 and in 2023

## Estimated Impact of Crossing \$10B

|                                                   | Organically | Pro Forma with Centric  |
|---------------------------------------------------|-------------|-------------------------|
| Estimated Timing                                  | 2H 2023     | At Close 1Q2023         |
| Estimated Measurement Date for Durbin Purposes    | 12/31/2023  | 12/31/2023              |
| Estimated Durbin Amendment Impact                 | 2H 2024     | 2H 2024                 |
| Estimated 2024 Durbin Earnings Loss (\$ Millions) | ~ \$6.5     | ~ \$6.6 <sup>(1)</sup>  |
| Estimated 2025 Durbin Earnings Loss (\$ Millions) | ~ \$13.0    | ~ \$13.1 <sup>(1)</sup> |
| Incremental Earnings (\$ Millions) <sup>(2)</sup> | \$0.0       | ~ \$24.0                |

# TRANSACTION TERMS & KEY ASSUMPTIONS

## *Conservative Transaction Assumptions the Result of Thorough Due Diligence Effort*

### Consideration

- Fixed exchange ratio of 1.09 shares of FCF common stock for each share of CFCX common stock
- Outstanding stock options and warrants to be exchanged for FCF shares
- Implied price per share of \$16.20<sup>(1)</sup>
- Approximately \$144 million aggregate deal value<sup>(1)</sup>
- CFCX shareholders will own approximately 9% of FCF common stock on a pro forma basis

### Transaction Multiples<sup>(2)</sup>

- Price / LTM EPS: 14.8x
- Price / 2022E EPS: 10.7x
- Price / 2023E EPS: 9.2x
- Price / 6/30/22 TBVPS: 1.31x

### Key Transaction Assumptions

- 35% cost savings (75% phase-in during 2023, 100% in 2024 and thereafter)
- \$14.6 million pre-tax deal charges / \$11.8 million after-tax deal charges
- 3.33% loan credit mark (36% non-PCD / 64% PCD); 1x non-PCD credit mark as Day-2 CECL reserve (4 year accretion)
- Interest rate marks:
  - \$13.8 million loan interest rate write-down; accreted back over approximately 3 years
  - \$4.6 million write-down on HTM securities accreted back over approximately 11 years; AOCI accreted back through earnings over approximately 7 years
  - \$0.2 million write up on time deposits accreted over 1.5 years
  - \$0.4 million write down on FHLB borrowings (amortized over 1.5 years); \$0.4 million write down on subordinated debt (amortized over 8 years)
- Impacts include the payoff of CFCX's existing \$10 million in holding company senior debt
- \$17.7 million core deposit intangible (amortized over 6 years using SYD methodology)

### Closing & Other

- Targeted close in early Q1 2023; no earlier than January 1, 2023
- Requires customary regulatory approvals and approval of Centric shareholders

# PRO FORMA FINANCIAL IMPACT

## Key Financial Results

**>20%**

Internal Rate of  
Return

**5.0%<sup>(2)</sup>**

2023  
EPS Accretion

**6.8%<sup>(2)</sup>**

2024  
EPS Accretion

**(3.1%)**

TBVPS Dilution  
at close

**2.0 yrs**

TBV Earnback

**8.1%**

Pro Forma  
TCE/TA

## Key Financial Results Excluding AOCI and Rate Marks<sup>(1)</sup>

**>20%**

Internal Rate of  
Return

**2.6%<sup>(2)</sup>**

2023  
EPS Accretion

**4.4%<sup>(2)</sup>**

2024  
EPS Accretion

**(1.5%)**

TBVPS Dilution  
at close

**1.4 yrs**

TBV Earnback

**8.3%**

Pro Forma  
TCE/TA

## Pro Forma Regulatory Capital at Close

**9.8%**

Tier 1 Leverage  
Ratio

**11.2%**

Common Equity  
Tier 1 Ratio

**12.0%**

Tier 1 Capital  
Ratio

**14.4%**

Total Risk Based  
Capital Ratio

# COMPREHENSIVE DUE DILIGENCE EFFORT

*Our comprehensive due diligence review covered all functional areas of Centric and was coordinated with participation from key executives from FCF and CFCX, outside counsel and third party advisors*

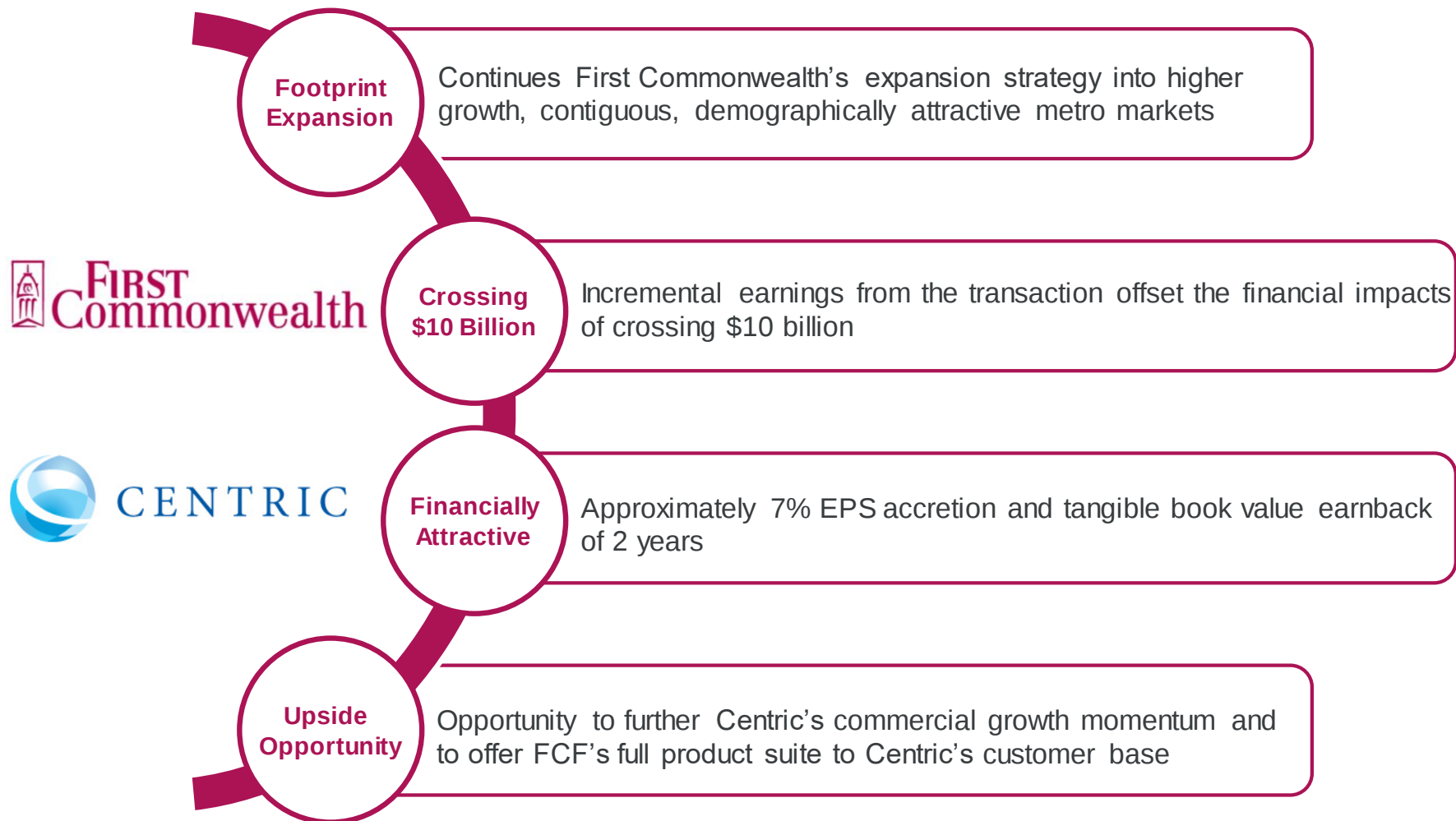
## Credit & Lending

- Reviewed approximately 56% of total loans outstanding
  - 100% of criticized and classified loans
  - 100% of NPAs
  - Focus on loans over \$350,000 (63% penetration)
  - Sampling of loans under \$350,000
- Additional credit review focus on:
  - Key relationships
  - Hospitality lending
  - SBA portfolio
- Detailed review of underwriting criteria and credit risk appetite
- Application of FCF's CECL model to CFCX's loan portfolio

## Key Functional Area Diligence

- Regulatory, compliance and audit
- Legal
- Customer and market opportunities
- Product offerings
- Key talent, benefit & incentive plans
- Corporate culture
- Finance and balance sheet management
- Growth and earnings trajectory
- Technology systems, data processing and cyber security
  - FCF and CFCX are on the same core system
- Key vendors and contracts
- Operations

# SUMMARY



# APPENDIX

# CENTRIC FINANCIAL CORPORATION NON-GAAP MEASURES

## TCE Ratio and TBV Per Share

|                                                   |                    |
|---------------------------------------------------|--------------------|
| (dollars in thousands except per share data)      | As of              |
|                                                   | <u>6/30/22</u>     |
| GAAP Common Equity                                | \$100,194          |
| Intangible Assets                                 | <u>(492)</u>       |
| Non-GAAP Tangible Common Equity                   | <u>\$99,702</u>    |
| GAAP Total Assets                                 | \$1,035,817        |
| Intangible Assets                                 | <u>(492)</u>       |
| Non-GAAP Tangible Assets                          | <u>\$1,035,325</u> |
| Shares Outstanding                                | 8,510,462          |
| GAAP Book Value Per Share                         | \$11.77            |
| Non-GAAP Tangible Book Value Per Share            | \$11.72            |
| GAAP Common Equity / Assets                       | 9.67%              |
| Non-GAAP Tangible Common Equity / Tangible Assets | 9.63%              |

## Efficiency Ratio

|                           |                 |
|---------------------------|-----------------|
| (dollars in thousands)    | Quarter Ended   |
|                           | <u>6/30/22</u>  |
| GAAP Noninterest Expense  | \$6,604         |
| GAAP Net Interest Income  | \$9,788         |
| GAAP Noninterest Income   | <u>1,027</u>    |
| Non-GAAP Total Revenue    | <u>\$10,815</u> |
| Non-GAAP Efficiency Ratio | 61.1%           |

# ADDITIONAL INFORMATION

## Non-GAAP Financial Measures

In addition to results presented in accordance with GAAP, this presentation contains certain non-GAAP financial measures. First Commonwealth believes that providing certain non-GAAP financial measures provides investors with information useful in understanding performance trends and financial position. First Commonwealth uses these measures for internal planning and forecasting purposes. First Commonwealth and its securities analysts, investors and other interested parties, also use these measures to review peer company operating performance. First Commonwealth believes that this presentation and discussion, together with the accompanying reconciliations, provides an understanding of factors and trends affecting First Commonwealth's businesses and allows investors to view performance in a manner similar to management. These non-GAAP measures should not be considered a substitute for GAAP basis measures and results, and investors are strongly encouraged to review the consolidated financial statements in their entirety and not to rely on any single financial measure. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. A reconciliation of price to tangible book value and other ratios is included in the index to this presentation.

## Additional Information and Where to Find It

In connection with the proposed transaction, First Commonwealth will file a registration statement on Form S-4 with the SEC. The registration statement will include a proxy statement for Centric, and a prospectus of First Commonwealth, that will be sent to Centric's shareholders seeking certain approvals related to the proposed transaction.

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS AND SECURITY HOLDERS OF FIRST COMMONWEALTH AND CENTRIC AND THEIR RESPECTIVE AFFILIATES ARE URGED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT ON FORM S-4, THE PROXY STATEMENT/PROSPECTUS TO BE INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT FIRST COMMONWEALTH, CENTRIC AND THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain a free copy of the registration statement, including the proxy statement/prospectus, as well as other relevant documents filed with the SEC containing information about First Commonwealth, without charge, at the SEC's website (<http://www.sec.gov>). In addition, investors and security holders may obtain free copies of the documents First Commonwealth has filed with the SEC by contacting Matthew C. Tomb, Chief Risk Officer and General Counsel, First Commonwealth Financial Corporation, 601 Philadelphia Street, Indiana, PA 15701, telephone: (800) 711-2265, and may obtain free copies of the proxy statement/prospectus by contacting Sandra L. Schultz, Chief Financial Officer, Centric Financial Corporation, 4320 Linglestown Road, Harrisburg, PA 17112, telephone: (717) 657-7727.