

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

Form 10-K

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

For the fiscal year ended **December 31, 2023** **December 31, 2024**  
or

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

For the transition period from (not applicable)

Commission file number: number 1-6880

**U.S. Bancorp BANCORP**

(Exact name of registrant as specified in its charter)

Delaware

41-

**0255900**

(I.R.S.  
Employer  
Identification  
No.)

(State or other jurisdiction of incorporation or organization)

**800 Nicollet Mall, Minneapolis, Minnesota 55402**

(Address of principal executive offices) (Zip Code)

**(651) 466-3000**

(Registrant's telephone number, including area code)

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

Title of each class	Trading symbols	Name of each exchange on which registered
Common Stock, \$.01 par value per share	USB	New York Stock Exchange
Depository Shares (each representing 1/100th interest in a share of Series A Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series B Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrA	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series K Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrH	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series L Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrP	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series M Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrQ	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series O Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrR	New York Stock Exchange
Depository Shares (each representing 1/1,000th interest in a share of Series O Non-Cumulative Perpetual Preferred Stock, par value \$1.00)	USB PrS	New York Stock Exchange
0.850% Medium-Term Floating Rate Notes, Series X CC (Senior), due <b>June 7, 2024</b> <b>May 21, 2028</b>	USB/28	New York Stock Exchange
4.009% Fixed-to-Floating Rate Notes, Series CC (Senior), due <b>May 21, 2032</b>	USB/24B 32	New York Stock Exchange

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 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**  **Accelerated filer**

Non-accelerated filer  Smaller reporting company

Emerging growth company

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

As of **June 30, 2023** **June 28, 2024**, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was **\$50.6 billion** **\$62.0 billion** based on the closing sale price as reported on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at <b>January 31, 2024</b>	<b>January 31, 2025</b>
Common Stock, \$.01 par value per share	<b>1,558,133,431</b>	<b>1,559,887,453</b>

Auditor Firm Id: 42 Auditor Name: Ernst & Young LLP Auditor Location: Minneapolis, Minnesota

DOCUMENTS INCORPORATED BY REFERENCE

Document

1. Portions of the Annual Report to Shareholders for the Fiscal Year Ended **December 31, 2023** **December 31, 2024** (the "2023 "2024 Annual Report")
2. Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held **April 16, 2024** **April 15, 2025** (the "Proxy Statement")

Parts Into

Which

Incorporated

Parts I and II

Part III

PART I

**Item 1. Business**

**Forward-Looking Statements**

**THE FOLLOWING INFORMATION APPEARS IN ACCORDANCE WITH THE PRIVATE SECURITIES LITIGATION REFORM ACT OF** The following information appears in accordance with the Private Securities Litigation Reform Act of 1995: This report contains forward-looking statements about U.S. Bancorp ("U.S. Bancorp" or the "Company"). Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are based on the information available to, and assumptions and estimates made by, management as of the date hereof. These forward-looking statements cover, among other things, future economic conditions and the anticipated future revenue, expenses, financial condition, asset quality, capital and liquidity levels, plans, prospects and operations of U.S. Bancorp. Forward-looking statements often use words such as "anticipates," "targets," "expects," "hopes," "estimates," "projects," "forecasts," "intends," "plans," "goals," "believes," "continue" and other similar expressions or future or conditional verbs such as "will," "may," "might," "should," "would" and "could."

Forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those set forth in forward-looking statements, including the following risks and uncertainties:

- Deterioration in general business and economic conditions or turbulence in domestic or global financial markets, which could adversely affect U.S. Bancorp's revenues and the values of its assets and liabilities, reduce the availability of funding to certain financial institutions, lead to a tightening of credit, and increase stock price volatility;
- Turmoil and volatility in the financial services industry, including failures or rumors of failures of other depository institutions, which could affect the ability of depository institutions, including U.S. Bank National Association ("USBNA"), to attract and retain depositors, and could affect the ability of financial services providers, including U.S. Bancorp, to borrow or raise capital;
- Increases in Federal Deposit Insurance Corporation ("FDIC") assessments, including due to bank failures;
- Actions taken by governmental agencies to stabilize the financial system and the effectiveness of such actions;
- Changes Uncertainty regarding the content, timing and impact of changes to regulatory capital, liquidity and resolution-related requirements applicable to large banking organizations in response to recent adverse developments affecting the banking sector;
- Changes to statutes, regulations, or regulatory policies or practices, including capital and liquidity requirements, and the enforcement and interpretation of such laws and regulations, and U.S. Bancorp's ability to address or satisfy those requirements and other requirements or conditions imposed by regulatory entities;
- Changes in trade policy, including the imposition of tariffs or the impacts of retaliatory tariffs;
- Changes in interest rates;
- Increases in unemployment rates;
- Deterioration in the credit quality of U.S. Bancorp's loan portfolios or in the value of the collateral securing those loans;
- Changes in commercial real estate occupancy rates;
- Risks related to originating and selling mortgages, including repurchase and indemnity demands, and related to U.S. Bancorp's role as a loan servicer;
- Impacts of current, pending or future litigation and governmental proceedings;
- Increased competition from both banks and non-banks;
- Effects of climate change and related physical and transition risks;
- Changes in customer behavior and preferences and the ability to implement technological changes to respond to customer needs and meet competitive demands;
- Breaches in data security;
- Failures or disruptions in or breaches of U.S. Bancorp's operational, technology or security systems or infrastructure, or those of third parties; parties, including as a result of cybersecurity incidents;
- Failures to safeguard personal information;
- Impacts of pandemics, natural disasters, terrorist activities, civil unrest, international hostilities and geopolitical events;
- Impacts of supply chain disruptions, rising inflation, slower growth or a recession;
- Failure to execute on strategic or operational plans;
- Effects of mergers and acquisitions and related integration;
- Effects of critical accounting policies and judgments;
- Effects of changes in or interpretations of tax laws and regulations;
- Management's ability to effectively manage credit risk, market risk, operational risk, compliance risk, strategic risk, interest rate risk, liquidity risk and reputation risk; and
- The risks and uncertainties more fully discussed in the section entitled "Risk Factors" of the 2023 2024 Annual Report.

In addition, U.S. Bancorp's acquisition of MUFG Union Bank, N.A. ("MUB") presents risks and uncertainties, including, among others: the risk that any revenue synergies and other anticipated benefits of the acquisition may not be realized or may take longer than anticipated to be realized.

In addition, factors Factors other than these risks also could adversely affect U.S. Bancorp's results, and the reader should not consider these risks to be a complete set of all potential risks or uncertainties. Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date hereof, and U.S. Bancorp undertakes no obligation to update them in light of new information or future events.

#### General Business Description

U.S. Bancorp is a financial services holding company headquartered in Minneapolis, Minnesota, serving millions of local, national and global customers. U.S. Bancorp is registered as a bank holding company under the Bank Holding Company Act of 1956 (the "BHC Act"), and has elected to be treated as a financial holding company under the BHC Act. The Company provides a full range of financial services, including lending and depository services, cash management, capital markets, and trust and investment management services. It also engages in credit card services, merchant and ATM processing, mortgage banking, insurance, brokerage and leasing.

U.S. Bancorp's banking subsidiary, USBNA, is engaged in the general banking business, principally in domestic markets, and holds all of the Company's consolidated deposits of \$512.3 billion \$518.3 billion at December 31, 2023 December 31, 2024. USBNA provides a wide range of products and services to individuals, businesses, institutional organizations, governmental entities and other financial institutions. Commercial and consumer lending services are principally offered to customers within the Company's domestic markets, to domestic customers with foreign operations and to large national customers operating in specific industries targeted by the Company, such as healthcare, utilities, oil and gas, and state and municipal government. Lending services include traditional credit products as well as credit card services, lease financing and import/export trade, asset-backed lending, agricultural finance and other products. Depository services include checking accounts, savings accounts and time certificate contracts. Ancillary services such as capital markets, treasury management and receivable lock-box collection are provided to corporate and governmental entity customers. U.S. Bancorp's bank and trust subsidiaries provide a full range of asset management and fiduciary services for individuals, estates, foundations, business corporations and charitable organizations.

Other U.S. Bancorp non-banking subsidiaries offer investment and insurance products to the Company's customers principally within its domestic markets, and fund administration services to a broad range of mutual and other funds.

Banking and investment services are provided through a network of 2,274 branches and banking offices across 26 states as of December 31, 2023, principally operating the United States, primarily in the Midwest and West regions, including 2,165 branches across 26 states as of the United States, December 31, 2024. A significant percentage of consumer transactions are completed using USBNA's digital banking services, both online and through its digital app. The Company operates a network of 4,524 4,489 ATMs as of December 31, 2023 December 31, 2024, and provides 24-hour, seven day a week telephone customer service. Mortgage banking services are provided through banking offices and loan production offices throughout the Company's domestic markets. Lending products may be originated through banking offices, indirect correspondents, brokers or other lending sources. The Company is also one of the largest providers of corporate and purchasing card services and corporate trust services in the United States. The Company's wholly-owned subsidiary, Elavon, Inc. ("Elavon"), provides subsidiaries provide domestic merchant processing services directly to merchants. Wholly-owned subsidiaries of Elavon provide merchants, as well as similar merchant services in Canada and segments of Europe. The Company also provides corporate trust and fund administration services in Europe. These foreign operations are not significant to the Company.

#### **MUFG Union Bank Acquisition**

On December 1, 2022, the Company acquired MUB's core regional banking franchise from Mitsubishi UFJ Financial Group, Inc. ("MUFG"). Pursuant to the terms of the Share Purchase Agreement, the Company acquired all the issued and outstanding shares of common stock of MUB for a purchase price consisting of \$5.5 billion in cash and approximately 44 million shares of the Company's common stock. The Company also received additional MUB cash of \$3.5 billion upon completion of the acquisition, which is required to be repaid to MUFG on or prior to the fifth anniversary date of the completion of the purchase. On August 3, 2023, the Company completed a debt/equity conversion with MUFG. As a result, the Company repaid \$936 million of its debt obligation from the proceeds of the issuance of 24 million shares of common stock of the Company to an affiliate of MUFG (the "Debt/Equity Conversion"). After the Debt/Equity Conversion, the Company had a remaining repayment obligation to MUFG of \$2.6 billion. On May 26, 2023, the Company merged MUB into USBNA, the Company's primary banking subsidiary. The Company's 2023 results reflect the full financial results of the acquired business.

#### **Business Segments**

The Company's major lines of business segments are Wealth, Corporate, Commercial and Institutional Banking, Consumer and Business Banking, Payment Services, and Treasury and Corporate Support.

**Wealth, Corporate, Commercial and Institutional Banking** Wealth, Corporate, Commercial and Institutional Banking provides core banking, specialized lending, transaction and payment processing, capital markets, asset management, and brokerage and investment related services to wealth, middle market, large corporate, commercial real estate, government and institutional clients. **Wealth, Corporate, Commercial and Institutional Banking contributed \$3.6 billion of the Company's net income in 2023, an increase of \$202 million (6.0 percent) compared with 2022.**

**Consumer and Business Banking** Consumer and Business Banking comprises consumer banking, small business banking and consumer lending. Products and services are delivered through banking offices, telephone servicing and sales, online services, direct mail, ATM processing, ATMs, mobile devices, distributed mortgage loan officers, and intermediary relationships including auto dealerships, mortgage banks, and strategic business partners. **Consumer and Business Banking contributed \$2.2 billion of the Company's net income in 2023, an increase of \$378 million (20.6 percent) compared with 2022.**

**Payment Services** Payment Services includes consumer and business credit cards, stored-value cards, debit cards, corporate, government and purchasing card services and merchant processing. **Payment Services contributed \$1.2 billion of the Company's net income in 2023, a decrease of \$150 million (11.2 percent) compared with 2022.**

#### **Treasury and Corporate Support**

Treasury and Corporate Support includes the Company's investment portfolios, funding, capital management, interest rate risk management, income taxes not allocated to the business lines, including most investments in tax-advantaged projects, and the residual aggregate of those expenses associated with corporate activities that are managed on a consolidated basis. **Treasury and Corporate Support recorded a net loss of \$1.5 billion of the Company's net income in 2023, a decrease of \$826 million compared with 2022.**

Additional information regarding the Company's business segments can be found on pages 56 54 to 58 56 of the Company's 2023 2024 Annual Report under the heading "Line of Business" "Business Segment Financial Review," which is incorporated herein by reference.

#### **Human Capital**

The Company's success depends, in large part, on its ability to attract, develop and retain skilled employees. The Company recognizes that supporting, engaging and continuously upskilling its workforce is key to meeting evolving corporate and customer needs. To further those efforts, the Company is dedicated committed to fostering a diverse, equitable supporting employees' professional development through programs that promote engagement, learning and inclusive work environment; productivity and providing pay that is competitive and fair, as well as other benefits and programs that promote wellness; and supporting employees' professional development through programs that promote engagement, learning and productivity. **wellness.** As of December 31, 2023 December 31, 2024, the Company employed a total of 75,465 70,263 employees globally.

**Diversity, Equity and Inclusion** The Company continues to expand its talent pipeline to increase the representation of women at leadership levels and people of color at all levels, including at the executive and senior management levels. The Company's hiring program strives current workforce strategy is focused on promoting in-person engagement across more than 20 corporate hub locations, its branch network and business centers to include support the inclusion Company's business and customer needs.

**Human Capital Governance** The Company's Board of at least one woman or one person of color Directors oversees the Company's human capital management, including through its Compensation and Human Resources Committee. The Company's Chief Human Resources Officer regularly reports to the Board's Compensation and Human Resources Committee on interview slates for all roles at the Company. In addition, the Company offers various mentorship, leadership and development opportunities that enable participants, including women and people of color, to enhance networks, key skills and work experiences. The Company also provides inclusive leadership learning journeys designed to coach and develop its leaders in driving employee and team performance through inclusive behaviors and best practices.

To help create and sustain an inclusive workforce, the Company sponsors Business Resource Groups ("BRGs"), including Asian heritage, Black heritage, Nosotros Latinos, Indigenous Peoples, U.S. Bank women, Spectrum LGBTQ, Proud to Serve: Military and Veterans, European Inclusion, and Disability employee groups, with chapters across the Company and membership available to all employees. These BRGs enable employees from a wide variety of backgrounds, identities and perspectives to connect in ways that empower them to contribute, innovate and grow. Through these BRGs, employees can come together to discuss topics of interest to them, develop professional skills and build overall employee engagement.

helping to create and sustain an inclusive workforce that drives business growth and propels accountability for diversity and inclusion within the Company.

These programs, human capital matters such as human resource practices and policies are part of the Company's strategy to have an ethnically and gender diverse employee base. As of December 31, 2023, of the Company's employees in the United States, 57 percent were women and 39 percent were people of color. As of December 31, 2023, 34 percent of the Company's employees at the executive and senior management levels in the United States were women and 21 percent were people of color. In addition, as of December 31, 2023, of the Company's 13 directors, 5 were women and 4 were people of color. All diversity information is based on information self-disclosed by the employee or director to the Company. To provide transparency on progress relating to its commitment to seek and promote diverse talent, the Company publicly discloses consolidated EEO-1 data on its website.

**Equitable and Competitive Compensation, Health & Wellness Programs** Maintaining competitive compensation and benefits practices is a continued focus for the Company, with periodic peer and benchmarking reviews used to assist with competitive alignment and employee retention. The Company remains committed to fair pay and continues to prioritize pay equity efforts. To further the Company's efforts to provide fair and equitable compensation to its employees, the Company has processes to address any gender and racial pay inequities identified within its workforce. This work starts with fair hiring practices. The Company also has guidelines in place for both internal and external job postings to assist the Company's leaders in making fair compensation decisions based on the demands and responsibilities of each role, candidate experience, and pay related to comparable internal positions. As part of the Company's efforts to enhance pay transparency, all open positions in the United States have a disclosed compensation range. The Company conducts periodic reviews of base pay of employee groups across gender and racial categories with the assistance of an independent third-party consultant. Should gender or race-based disparities in pay be identified, the Company adjusts compensation levels to eliminate those disparities. In the 2023 review, on average, employees of the Company in the United States who are women were paid greater than 99 percent of what their male counterparts were paid, and employees of the Company in the United States who are people of color were paid greater than 99 percent of what their white counterparts were paid, in each case taking into account several factors including comparable jobs, experience and location. The 2023 review excluded employees from the MUB acquisition who had not transitioned into the Company's pay structures.

The Company also provides its employees with comprehensive benefits programs, including competitive healthcare, retirement, leave, recognition, wellness, disability, life insurance, time-off, flexible work, employee benefits and educational assistance programs, based on the Company's recognition that such benefits are important to attract and retain employees. In addition to its competitive 401(k) matching program, the Company maintains an active cash balance pension program for its U.S. employees, including newly hired employees.

The Company continues to support flexible work programs with remote and in-person work arrangements, providing additional optionality and flexibility for most employees, which helps the Company attract and retain talent. The Company continues to adapt and evolve its flexible work programs as it recognizes the changes to employee and customer priorities and its customers' and employees' changing needs. compensation programs.

**Employee Engagement and Retention Talent Strategy** As part of its efforts to develop and retain skilled employees, the Company remains focused on monitoring employee sentiment and engagement. The Company's employee listening program enables surveying programs enable the Company to collect quantitative and qualitative feedback from employees on an ongoing basis, which then supports basis. The Company offers various mentorship and informs the Company on human capital strategies leadership development opportunities that enable participants to enhance key skills and decisions, work experiences.

As part of its talent strategy, the Company strives to support continuous employee learning and development. The Company provides a number of several talent development opportunities for employees to enhance skills that are critical in the current and future working environment and empowers employees to discover ways to thrive and grow in their careers, which aligns with careers. The Company has introduced and enhanced several learning programs in 2024, including the Product Academy, Foundational Leadership and Skill of the Month. The Company also launched the Skills Academy, a learning platform focused on the development of skills for all employees. In 2024, the Company also held a Development Day, highlighting the importance of self-development and the Company's Employment Value Proposition. For example, the Company's learning programs include the Digital and Leadership Academies, which focus on digital and core leadership skill development, commitment to supporting learning. The Company continues to deploy cultural sensitivity conducts job skills and customer interaction training for its frontline employees that focuses on building skills to serve all the Company's customers with excellence. customers. In addition, every employee is automatically included in the Company's Development Network that provides all employees with opportunities to network, learn, develop leadership skills and contribute to the Company and its communities. Succession planning and talent development processes remain a top priority for the Company along with continuous improvements to its training and development programs. During 2023, 2024, employees completed over 81.8 million hours of training through the Company's enterprise learning programs to better support their professional development and customer and business needs.

**Human Capital Governance Compensation, Health & Wellness Programs** Maintaining competitive compensation and benefits practices is a continued focus for the Company, with periodic peer and benchmarking reviews used to assist with competitive alignment and employee retention. As part of the Company's efforts to enhance pay transparency, all open positions in the United States have a disclosed compensation range.

The Company's Board of Directors oversees Company provides its employees with comprehensive benefits programs, including competitive healthcare, retirement, leave, recognition, wellness, disability, life insurance, time-off and educational assistance programs, based on the Company's human capital management. The Board's Compensation recognition that such benefits are important to attract and Human Resources Committee discharges retain employees. In addition to its competitive 401(k) matching program, the Board's oversight responsibilities relating to the Company's compensation programs and employee benefit plans, overseeing the Company's human capital strategy and talent management Company maintains an active cash balance pension program and employee diversity, equity and inclusion initiatives. Coordinating with the Compensation and Human Resources Committee, the Board's Public Responsibility Committee also oversees the Company's diversity, equity for its U.S. employees, including newly hired employees.

and inclusion strategy. The Company's Chief Human Resources Officer regularly reports to the Board's Compensation and Human Resources Committee on human capital matters such as human resource practices and programs, including employee benefits and compensation programs. To promote accountability for the Company's diversity, equity and inclusion efforts, the Company's Chief Diversity Officer reports directly to the Chief Executive Officer and serves as a member of its senior management team.

## Competition

The financial services industry is highly competitive. The Company competes with other commercial banks, savings and loan associations, mutual savings banks, finance companies, mortgage banking companies, credit unions, investment companies, credit card companies and a variety of other financial services, advisory and technology companies. The financial services industry continues to undergo rapid technological change with frequent introductions of new technology-driven products and services, including innovative ways that customers can make payments or manage their accounts, such as through the use of mobile payments, digital wallets or digital currencies. In recent years, competition has increased from institutions not subject to the same regulatory restrictions as domestic banks and bank holding companies, including by financial technology companies, or "fintechs," which may offer bank-like products or services that compete directly with the Company's products and services. Competition is based on a number of factors, including, among others, customer service, quality and range of products and services offered, price, reputation, interest rates on loans and deposits, lending limits and customer convenience, including the ability to address customer needs by using technology to provide products and services that customers want to adopt. The Company's ability to continue to compete effectively also depends in large part on its ability to attract new employees and retain and motivate existing employees, while managing compensation and other costs. For additional information relating to how the Company attracts and retains employees, see "Human Capital" above.

## Government Policies

The operations of the Company's various businesses are affected by federal and state laws and legislative changes and by policies of various regulatory authorities of the United States and the numerous states and foreign countries in which they operate, the United States and foreign governments, operate. These laws, rules and policies include, for example, statutory maximum legal lending rates, domestic monetary policies of the Board of Governors of the Federal Reserve System (the "Federal Reserve"), United States fiscal policy, international currency regulations and monetary policies and capital adequacy and liquidity constraints imposed by bank regulatory agencies.

## Supervision and Regulation

U.S. Bancorp and its subsidiaries are subject to the extensive regulatory framework applicable to bank holding companies ("BHCs") and their subsidiaries. This regulatory framework is intended primarily for the protection of depositors, the deposit insurance fund (the "DIF") of the Federal Deposit Insurance Corporation (the "FDIC"), FDIC, consumers, the stability of the financial system in the United States, and the health of the national economy, and not for investors in the Company.

This section summarizes certain provisions of the principal laws and regulations applicable to the Company and its subsidiaries. The descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described below.

**General** As a BHC, the Company is subject to regulation under the BHC Act and to inspection, examination and supervision by the Federal Reserve. USBNA and its subsidiaries are subject to regulation, examination and supervision primarily by the Office of the Comptroller of the Currency (the "OCC") and also by the FDIC, the Federal Reserve, and the Consumer Financial Protection Bureau (the "CFPB"). The Company and its subsidiaries are also subject to regulation and examination by the Securities and Exchange Commission (the "SEC") and the Commodities Futures Trading Commission (the "CFTC") in certain areas.

Supervision and regulation by the responsible bank regulatory agencies generally include comprehensive annual reviews of all major aspects of the Company's and USBNA's business and condition, regular on-site examinations, and imposition of periodic reporting requirements and limitations on investments and certain types of activities. If an applicable regulatory agency deems the Company to be operating in a manner that is inconsistent with safe and sound banking practices, such agency can require the entry into informal or formal supervisory agreements, including board resolutions, memoranda of understanding, written agreements and consent or cease and desist orders, pursuant to which the Company would be required to take identified corrective actions to address cited concerns and to refrain from taking certain actions. Supervision and examinations are confidential, and the outcomes of these actions generally are not made public.

Banking and other financial services statutes, regulations and policies are continually under review by the United States Congress, state legislatures and federal and state regulatory agencies. In addition to laws and regulations, state and federal bank regulatory agencies may issue policy statements, interpretive letters and similar written guidance applicable to the

Company and its subsidiaries. Any change in the statutes, regulations or regulatory policies applicable to the Company, including changes in their interpretation or implementation, could have a material effect on its business or organization.

The change in the U.S. presidential administration and control of the U.S. Senate will likely result in changing federal regulatory priorities. Further, legal challenges to regulations have become more prevalent, adding to the uncertainty in the applicability of new or proposed laws and regulations. As federal government agencies shift priorities, states are likely to shift as well (including in certain states, as a response to a perceived void in federal regulation). Any shifts in state or federal regulatory priorities may result in increased compliance costs and regulatory risks. Failure to comply with any new law or regulation could result in litigation, regulatory enforcement actions and harm to the Company's reputation.

As a BHC with over \$100 billion in total consolidated assets, the Company is subject to the Dodd-Frank Act's enhanced prudential standards, as applied to "Category III" institutions under the federal banking regulators' rules that tailor how enhanced prudential standards apply to large U.S. banking organizations (the "Tailoring Rules"). The Tailoring Rules also apply certain enhanced prudential standards to its subsidiary depository institution, USBNA, as described in more detail below.

**In connection with the Company's acquisition of MUB, the Company committed (the "Federal Reserve Commitments") to submit to the Federal Reserve quarterly implementation plans for complying with requirements applicable to "Category II" institutions (i.e., institutions with \$700 billion or more in total assets or \$75 billion or more in cross-jurisdictional activities). The Company also committed to meet requirements applicable to Category II institutions by the earlier of (i) the date required under the Tailoring Rules; and (ii) December 31, 2024, if the Federal Reserve notifies the Company by January 1, 2024, that the Company must comply with such rules. On October 16, 2023, the Federal Reserve granted the Company relief from both of these commitments. As a result, the Company will continue to be subject to the regulatory capital and liquidity requirements applicable to Category III institutions until otherwise required under the Tailoring Rules (i.e., until the Company's total average consolidated assets for the then most recent four quarters equal \$700 billion or more or the amount of the Company's average cross-jurisdictional activities for the then most recent four quarters equals \$75 billion or more).**

**Supervisory Ratings** Federal banking regulators regularly examine the Company and its insured depository institution subsidiary, USBNA. Following those exams, the Company (under the Federal Reserve's Large Financial Institution Rating System) and USBNA (under the CAMELS rating system) are assigned supervisory ratings. Disclosure of these ratings to third parties is not allowed without permission of the issuing regulator. A downgrade in these ratings could limit the Company's ability to pursue acquisitions or conduct other expansionary activities for a period of time, require new or additional regulatory approvals before engaging in certain other business activities or investments, affect USBNA's deposit insurance assessment rates, limit the Company's access to funding through government-sponsored liquidity programs, and impose additional recordkeeping and corporate governance requirements, as well as generally increase regulatory scrutiny of the Company.

**BHC Activities** The Company is a BHC under the BHC Act and has elected to be a financial holding company ("FHC"). BHCs that qualify and elect to be treated as FHCs may engage in, and affiliate with financial companies engaging in, a broader range of activities than would otherwise be permitted for a BHC.

If an FHC or a depository institution controlled by an FHC ceases to be well-capitalized or well-managed, the Federal Reserve may impose corrective capital and managerial requirements on the FHC and may place limitations on its ability to conduct all of the business activities that FHCs are generally permitted to conduct and its ability to make certain acquisitions. See "Permissible Business Activities" below. Disclosure of any failure to meet these standards is not allowed without permission of the Federal Reserve. If the failure to meet these standards persists, the FHC may be required to divest its depository institution subsidiaries or cease all activities other than those activities that may be conducted by BHCs that are not FHCs. In addition, if a depository institution controlled by an FHC does not receive a Community Reinvestment Act ("CRA") rating of at least "satisfactory" at its most recent examination, the Federal Reserve will prohibit the FHC from conducting new business activities that FHCs are generally permitted to conduct and from making certain acquisitions.

The Federal Reserve also requires BHCs to meet certain applicable capital and management standards. Failure by the Company to meet these standards could limit the Company from engaging in any new activity or acquiring other companies without the prior approval of the Federal Reserve.

**Permissible Business Activities** As an FHC, the Company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. "Financial in nature" activities include securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking; and activities that the Federal Reserve, in consultation with the Secretary of the United States Treasury, determines to be financial in nature or incidental to such financial activity. "Complementary activities" are activities that the Federal Reserve determines upon application to be complementary to a financial activity and that do not pose a safety and soundness risk.

The Company generally is not required to obtain Federal Reserve approval to acquire a company engaged in activities that are financial in nature or incidental to activities that are financial in nature, as long as the Company meets the capital, managerial and CRA requirements to qualify as an FHC. However, the Company is required to receive approval for an acquisition in which the total consolidated assets to be acquired exceed \$10 billion. FHCs are also required to obtain the approval of the Federal Reserve before they may acquire more than five percent of the voting shares or substantially all of the assets of an unaffiliated BHC, bank or savings association. In addition, banks must receive approval before they may acquire, merge with, acquire substantially all of the assets of or assume any deposits of a bank or savings association and may be required to receive approval for acquisitions of other companies.

**Interstate Banking** A BHC may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time (not to exceed five years). Also, such an acquisition is not permitted if the BHC controls, prior to or following the proposed acquisition, more than 10 percent of the total amount of deposits of insured depository institutions nationwide or, if the acquisition is the BHC's initial entry into the state, more than 30 percent of the deposits of insured depository institutions in the state (or any lesser or greater amount set by the state). Banks may merge across state lines to create interstate branches and are permitted to establish new branches in another state to the same extent as banks chartered by that state.

**Regulatory Approval for Acquisitions** In determining whether to approve a proposed bank acquisition, federal bank regulators will consider a number of factors, including the effect of the acquisition on competition, financial condition and future prospects (including current and projected capital ratios and levels); the competence, experience and integrity of management and its record of compliance with laws and regulations; the convenience and needs of the communities to be served (including the acquiring institution's record of compliance under the CRA); the effectiveness of the acquiring

institution in combating money laundering activities; and the extent to which the transaction would result in greater or more concentrated risks to the stability of the United States banking or financial system. In addition, approval of interstate transactions requires that the acquirer satisfy regulatory standards for well-capitalized and well-managed institutions.

**Source of Strength** The Company is required to act as a source of strength to USBNA, and to commit capital and financial resources to support USBNA in circumstances where the Company might not otherwise do so. Under these requirements, the Federal Reserve may in the future require the Company to provide financial assistance to USBNA, should it experience financial distress. Capital loans by the Company to USBNA would be subordinate in right of payment to deposits and certain other debts of USBNA.

**OCC Heightened Standards** USBNA is subject to the OCC's guidelines establishing heightened standards for large national banks, which establish minimum standards for the design and implementation of a risk governance framework for banks. The OCC may take action against institutions that fail to meet these standards.

**Enhanced Prudential Standards** Under the Dodd-Frank Act, as modified by the Economic Growth, Regulatory Relief and Consumer Protection Act and the Tailoring Rules, large bank holding companies, such as the Company, are subject to certain enhanced prudential standards based on the banking organization's size and certain "risk-based indicators." The prudential standards include enhanced risk-based capital and leverage requirements, enhanced liquidity requirements, enhanced risk

management and risk committee requirements, a requirement to submit a resolution plan, single-counterparty credit limits and stress tests. Certain of the enhanced prudential standards applicable to the Company are described below in further detail.

**Dividend Restrictions** The Company is a legal entity separate and distinct from its subsidiaries. Typically, the majority of the Company's operating funds are received in the form of dividends paid to the Company by USBNA. Federal law imposes limitations on the payment of dividends by national banks. In general, dividends payable by USBNA and the Company's trust bank subsidiaries, as national banking associations, are limited by rules that compare dividends to net income for periods defined by regulation.

The OCC, the Federal Reserve and the FDIC also have authority to prohibit or limit the payment of dividends by the banking organizations they supervise (including the Company and USBNA) if, in the banking regulator's opinion, payment of a dividend would constitute an unsafe or unsound practice in light of the financial condition of the banking organization.

In addition, the Federal Reserve's final rule implementing the stress capital buffer ("SCB") provides that a BHC must receive prior approval for any dividend, stock repurchase or other capital distribution, other than a capital distribution on a newly issued capital instrument, if the BHC is required to resubmit its capital plan. The rule also provides that a BHC must resubmit its capital plan if, among other things, the BHC determines there has been or will be a material change in the BHC's risk profile, financial condition, or corporate structure since the BHC last submitted its capital plan.

**Capital Requirements** The Company is subject to certain regulatory risk-based capital and leverage requirements under capital rules adopted by the Federal Reserve, and USBNA is subject to substantially similar rules adopted by the OCC. These rules implement the Basel Committee's framework for strengthening the regulation, supervision and risk management of banks ("Basel III"), as well as certain provisions of the Dodd-Frank Act. These quantitative calculations are minimums, and the Federal Reserve and OCC may determine that a banking organization, based on its size, complexity or risk profile, must maintain a higher level of capital in order to operate in a safe and sound manner.

Under the Tailoring Rules, the Company and USBNA are each currently subject to "Category III" standards, and are "standardized approach" banking organizations that are subject to rules that provide for simplified capital requirements relating to the threshold deductions for mortgage servicing assets, deferred tax assets arising from temporary differences that a banking organization could not realize through net operating loss carry backs, and investments in the capital of unconsolidated financial institutions, as well as the inclusion of minority interests in regulatory capital. Growth in total consolidated assets (including assets obtained in acquisitions) or cross-jurisdictional activity (as defined in the Tailoring Rules) could affect the Company's continued classification as a "Category III" institution, which could result in the Company and its insured depository institution subsidiary becoming "advanced approaches" banking organizations, a requirement to recognize elements of accumulated other comprehensive income in regulatory capital, as well as other more stringent capital, liquidity, and other regulatory requirements.

Under the United States Basel III-based capital rules, the Company is subject to a minimum common equity tier 1 ("CET1") capital ratio (CET1 capital to risk-weighted assets) of 4.5 percent, a minimum tier 1 capital ratio of 6.0 percent and a minimum total capital ratio of 8.0 percent. At December 31, 2023 December 31, 2024, the Company exceeded these minimum capital ratio requirements. The Company is also subject to the SCB, which is based on the results of the Federal Reserve's supervisory stress tests and the Company's planned common stock dividends, and, if deployed by the Federal Reserve, up to a 2.5 percent common equity tier 1 countercyclical capital buffer. These additional requirements must be satisfied entirely with capital that qualifies as CET1. Although the Federal Reserve has not to date raised the countercyclical capital buffer above zero percent, the countercyclical capital buffer could change in the future. The SCB generally is assigned on an annual basis and becomes effective on October 1 of each year, subject to a 2.5 percent floor, and may vary over time. As of December 31, 2023 December 31, 2024, the SCB applicable to the Company is 3.1 percent, an increase from the SCB of 2.5 percent percent that applied to the Company at December 31, 2023. If the Federal Reserve were to raise the countercyclical capital buffer, or if the SCB applicable to the Company were to exceed 2.5 percent, this would also change the effective minimum capital ratios to which the Company is subject. For USBNA, the buffer requirement consists of the static capital conservation buffer equal to 2.5 percent of risk-weighted assets.

Banking organizations that fail to meet the effective minimum ratios will be subject to constraints on capital distributions, including dividends and share repurchases, and certain discretionary executive compensation, with the severity of the constraints depending on the extent of the shortfall and "eligible retained income" (defined as the greater of (i) net income for the four preceding quarters, net of distributions and associated tax effects not reflected in net income; and (ii) the average of all net income over the preceding four quarters).

United States banking organizations are also subject to a minimum tier 1 leverage ratio of 4.0 percent. As a Category III banking organization, the Company is also subject to a minimum Supplementary Leverage Ratio ("SLR") of 3.0 percent that takes into account both on-balance sheet and certain off-balance sheet exposures. At December 31, 2023 December 31, 2024, the Company exceeded the applicable minimum tier 1 leverage ratio and SLR requirements.

In July 2023, the U.S. federal bank regulatory authorities proposed a rule implementing the Basel Committee's finalization of the post-crisis regulatory capital reforms, commonly referred to as "Basel III Endgame." The proposal provides for a July 1, 2025 effective date, subject to a three-year transition period. The proposal would set stricter criteria for the use of internal models by replacing the market risk rule with the "Fundamental Review of the Trading Book," and would introduce new standardized approaches for credit risk, operational risk and credit valuation adjustment risk, which would replace the current models-based approaches. In addition, under the proposed rule, also subject to a phase-in period, Category III banking institutions, such as the Company, would no longer be permitted to opt out of including certain components of accumulated other comprehensive income in regulatory capital, which would result in unrealized gains and losses on available-for-sale available-

for-sale securities being included in the calculation of the Company's regulatory capital ratios. The Company continues to evaluate the potential effects of the proposed rule, and the effects on the Company will depend on the final form of any rulemaking. However, the Company expects that any final rule would result in the Company being required to maintain increased levels of regulatory capital.

In 2020, the United States federal banking agencies adopted a rule that allowed banking organizations, including the Company and USBNA, to elect to delay temporarily the estimated effects of adopting the current expected credit loss accounting standard ("CECL") on regulatory capital until January 2022 and subsequently to phase in the effects through January 2025. Through the 2023 2024 stress test cycle, the Federal Reserve has not yet incorporated CECL into the calculation of the allowance for credit losses in supervisory stress tests, and the Federal Reserve issued guidance in December 2023 October 2024 to indicate that it will maintain the current framework for allowance for credit losses in the supervisory stress test through the 2024 2025 stress test cycle. For further discussion of CECL, see Notes 1 and 6 of the Notes to Consolidated Financial Statements in the 2023 2024 Annual Report. The Company and USBNA elected to delay and subsequently phase in the regulatory capital impact of CECL in accordance with this rule.

For additional information regarding the Company's regulatory capital, see "Capital Management" in the 2023 2024 Annual Report.

**Comprehensive Capital Analysis and Review** As required by the Federal Reserve's Comprehensive Capital Analysis and Review ("CCAR") rules, the Company submits a capital plan to the Federal Reserve on an annual basis. As part of the CCAR process, the Federal Reserve evaluates the Company's plans to make capital distributions, including by repurchasing stock or making dividend payments, under a number of macroeconomic and Company-specific assumptions based on the Company's and the Federal Reserve's stress tests described under "Stress Testing" below. These

capital plans consist of a number of mandatory elements, including an assessment of a company's sources and uses of capital over a nine-quarter planning horizon assuming both expected and stressful conditions; a detailed description of a company's process for assessing capital adequacy; and a demonstration of a company's ability to maintain capital above each minimum regulatory capital ratio (without taking the buffers into account) under expected and stressful conditions.

**Stress Testing** The Federal Reserve's CCAR framework and the Dodd-Frank Act stress testing framework require BHCs subject to Category III standards such as the Company to conduct an annual internal stress test in connection with its annual capital plan submission as well as biennial company-run stress tests, and subject such BHCs to annual supervisory stress tests conducted by the Federal Reserve. Among other things, the company-run stress tests employ stress scenarios developed by the Company as well as stress scenarios provided by the Federal Reserve and incorporate the Dodd-Frank Act capital actions (as opposed to the Company's planned capital actions), which are intended to normalize capital distributions across large U.S. BHCs. The Federal Reserve conducts CCAR and Dodd-Frank Act supervisory stress tests employing stress scenarios and internal supervisory models and incorporates the Company's planned capital actions and the Dodd-Frank Act capital actions, respectively, into its stress tests. The Federal Reserve and the Company are currently required to publish the results of the annual supervisory and biennial company-run stress tests, respectively, no later than June 30 of each applicable year. If the Company were to become a "Category II" institution for purposes of the Tailoring Rules, the Company would become subject to annual (rather than biennial) company-run stress tests.

Under the OCC's rules, national banks with assets in excess of \$250 billion, including USBNA, are required to submit company-run stress test results to the OCC concurrently with their parent BHC's CCAR submission to the Federal Reserve. The stress test is based on the OCC's stress scenarios (which are typically the same as the Federal Reserve's stress scenarios) and capital actions that are appropriate for the economic conditions assumed in each scenario.

**Basel III Liquidity Requirements** As Category III banking organizations, the Company and USBNA are each subject to a minimum liquidity coverage ratio ("LCR") under the Tailoring Rules. The LCR is designed to ensure that BHCs have sufficient high-quality liquid assets to survive a significant liquidity stress event lasting for 30 calendar days. In addition, the Company and USBNA are subject to the net stable funding ratio ("NSFR") rule, which is designed to promote stable, longer-term funding of assets and business activities over a one-year time horizon. Under the Tailoring Rules and NSFR rule, the Company and USBNA, as Category III banking organizations with less than **\$75 billion** **\$75 billion** of weighted short-term wholesale funding, qualify for reduced LCR and NSFR requirements calibrated at 85 percent of the full requirements. If the Company were to become a "Category II" institution for purposes of the Tailoring Rules, the Company would become subject to the full (100 percent) LCR and NSFR requirements, as well as daily (rather than monthly) liquidity reporting requirements.

**Prompt Corrective Action** The Federal Deposit Insurance Corporation Improvement Act ("FDICIA") provides a framework for regulation of depository institutions and their affiliates (including parent holding companies) by federal banking regulators. As part of that framework, the FDICIA requires the relevant federal banking regulator to take "prompt corrective action" with respect to an FDIC-insured depository institution, such as USBNA, if that institution does not meet certain capital adequacy standards. Supervisory actions by the appropriate federal banking regulator under the "prompt corrective action" rules generally depend upon an institution's classification within five capital categories. An institution that fails to remain well-capitalized becomes subject to a series of restrictions that increase in severity as its capital condition weakens. Such restrictions may include a prohibition on capital distributions, restrictions on asset growth or restrictions on the ability to receive regulatory approval of applications. The FDICIA also provides for enhanced supervisory authority over undercapitalized institutions, including authority for the appointment of a conservator or receiver for the institution.

Prompt corrective action regulations apply only to banks and not to BHCs such as the Company. However, the Federal Reserve is authorized to take appropriate action at the BHC level, based on the undercapitalized status of the BHC's subsidiary banking institutions. In certain instances, relating to an undercapitalized bank, the BHC would be required to guarantee the performance of the undercapitalized subsidiary's capital restoration plan and could be liable for civil money damages for failure to fulfill those guarantee commitments.

**Long-Term Debt Requirements** In August 2023, the Federal Reserve, OCC and FDIC issued a proposed rule that would require, among other institutions, each Category III U.S. BHC, including the Company, and each insured depository institution with \$100 billion or more in total consolidated assets that is a consolidated subsidiary of a Category III U.S. BHC, such as USBNA, to have minimum levels of outstanding long-term debt. The proposed rule is intended to improve the resolvability of the banking organizations covered by the rule. Under the proposed rule, covered banking organizations would be required to maintain long-term debt in an amount that is equal to the greater of (i) 6% of the organization's risk-weighted

assets; (ii) 3.5% of the organization's average total consolidated assets; and (iii) 2.5% of the organization's total leverage exposure, if the organization is subject to the SLR rule. The requirement would be phased in over three years, with covered banking organizations being required to meet 25% of the requirement within one year after finalization of the rule, 50% after two years and 100% after three years. The Company continues to evaluate the potential effects of the proposed agencies have not yet issued a final rule. Although any Any effects on the Company and USBNA will depend on the final form of any rulemaking, the Company expects that under any final rule, it and USBNA would be required to maintain substantially more long-term debt than it currently maintains. rulemaking.

**Deposit Insurance** The DIF provides insurance coverage for certain deposits, up to a standard maximum deposit insurance amount of \$250,000 per depositor. Deposits at USBNA are insured up to the applicable limits. The DIF is funded through assessments on insured depository institutions, including USBNA, based on the risk each institution poses to the DIF. The FDIC may increase USBNA's insurance premiums based on various factors, including the FDIC's assessment of its risk profile.

In addition, large insured depository institutions, including USBNA, are subject to enhanced deposit account recordkeeping and related information technology system requirements meant to facilitate prompt payment of insured deposits if such an institution were to fail.

In October 2022, the FDIC finalized a rule to increase the initial base deposit insurance assessment rate schedules for all insured depository institutions by two basis points, beginning with the first quarterly assessment period of 2023. The increased assessment rate is intended to improve the likelihood that the DIF reserve ratio would reach the required minimum of 1.35 percent by the statutory deadline of September 30, 2028.

In November 2023, the FDIC released a final rule to impose a special assessment to recover the losses to the DIF resulting from failures of other banking institutions during 2023. The Company expects the special assessments will be tax deductible. As a result of this rule, in the fourth quarter of 2023, the Company recognized additional noninterest expense of **\$136 million** and **\$734 million** in 2024 and 2023, respectively, for the FDIC special assessment.

**Depositor Preference** Under federal law, in the event of the liquidation or other resolution of an insured depository institution, the claims of a receiver of the institution for administrative expense and the claims of holders of domestic deposit liabilities have priority over the claims of other unsecured creditors of the institution, including holders of publicly issued senior or subordinated debt and depositors in non-domestic offices. As a result, those debtholders and depositors would be treated differently from, and could receive, if anything, substantially less than, the depositors in domestic offices of the depository institution.

**Orderly Liquidation Authority** Upon the insolvency of a BHC, such as the Company, the FDIC may be appointed as conservator or receiver of the BHC if the Secretary of the Treasury determines (upon the written recommendation of the FDIC and the Federal Reserve and after consultation with the President of the United States) that certain conditions set forth in the Dodd-Frank Act regarding the potential impact on financial stability of a financial company's failure have been met. FDIC rules set forth a comprehensive method for the receivership of a covered financial company. Acting as a conservator or receiver, the FDIC would have broad powers to transfer any assets or liabilities of a BHC without the approval of its creditors.

**Resolution Plans** The Company is required by the Federal Reserve and the FDIC to submit a periodic plan for the rapid and orderly resolution of the Company and its significant legal entities in the event of future material financial distress or failure. If the Federal Reserve and the FDIC jointly determine that the resolution plan is not credible and such deficiencies are not cured in a timely manner, the regulators may jointly impose on the Company more stringent capital, leverage or liquidity requirements or restrictions on the Company's growth, activities or operations. If the Company were to fail to address the deficiencies in its resolution plan when required, it could eventually be required to divest certain assets or operations. As a Category III banking organization, the Company is required to submit resolution plans on a triennial cycle (alternating between targeted and full submissions). The Company submitted its targeted resolution plan in December 2021 and is was scheduled to file its next full resolution plan in July 2024. In addition, in connection with 2024, but the MUB acquisition, FDIC and Federal Reserve extended the submission deadlines for all triennial full filers, including the Company, committed from July 2024 to the Federal Reserve that it would, within six months of completing the acquisition of MUB, provide October 2025.

In August 2024, the Federal Reserve and the FDIC with an interim update to its resolution plan. The Company submitted the update to its resolution plan within the required time period.

In August 2023, the Federal Reserve and the FDIC released proposed finalized guidance for 2024 2025 and subsequent resolution plan submissions that would apply to certain institutions including Category III institutions such as the Company. The guidance addresses the core elements Federal Reserve's and FDIC's expectations regarding key areas of an organization's resolution, strategy including capital, liquidity, operational, legal entity rationalization, and is intended, among other things, to reduce inconsistencies in the amounts and types of information filed by different organizations. The guidance is also intended to reflect the regulators' experience with bank failures that occurred during 2023. The effects insured depository institution resolution, based on the Company's a firm's resolution planning, including the timing of submission, will depend on the final form of any guidance.

#### strategy.

USBNA is also required to file periodically separate resolution plans with the FDIC that should enable the FDIC, as receiver, to resolve USBNA under applicable receivership provisions of the Federal Deposit Insurance Act in a manner that ensures that depositors receive access to their insured deposits within one business day of the institution's failure, maximizes the net present value return from the sale or disposition of its assets and minimizes the amount of any loss to the institution's creditors. In June 2021 2024, the FDIC issued a Statement on Resolution Plans for Insured Depository Institutions (the "FDIC Statement"). Among finalized revisions to its resolution planning rule that, among other things, requires periodic testing to validate key resolution capabilities and sets out the FDIC Statement established criteria and process for the FDIC's review of the credibility of resolution plans. Under the revised rule, USBNA is required to submit triennial resolution plans and annual interim supplements in years in which a three-year filing cycle for banks with \$100 billion or more in total assets and provided details regarding the content that filers will be expected to prepare. Under this filing cycle, USBNA submitted its most recent full resolution plan to is not filed, which update certain information provided in the FDIC in November 2022. In August 2023, the FDIC issued a proposed rule that would require insured depository institutions with \$100 billion or more in total assets, such as full resolution plan. USBNA to submit biennial resolution plans that include a comprehensive strategy from the point of potential failure to liquidation, which would be required to ensure timely access to insured deposits, maximize value from the disposition of assets, minimize losses to creditors and address potential risks to the U.S. economy or financial stability. Under the proposed rule, USBNA would be is required to file its next initial interim supplement on or before July 1, 2025, and its next full resolution plans biennially beginning in 2025. The effects of the proposed rule plan on USBNA, including the timing of submission, will depend on the final form of any rulemaking.

In addition, in connection with the approval by the OCC of the merger of MUB into USBNA, USBNA committed (the "OCC Commitments") to the OCC that it would (i) develop a list of business lines and/or portfolios (each an "object of sale") that could be sold quickly in the event of stress; and (ii) prepare a plan, including a timeline, to effectuate such separability, including through the establishment of "data rooms" for each object of sale. USBNA was required to submit these items to the OCC for a written determination of no supervisory objection within six months of consummation of the merger of MUB into USBNA. USBNA submitted all items within the required timeframe, before July 1, 2026.

**Recovery Plans** The OCC has established enforceable guidelines for recovery planning by insured national banks with average total consolidated assets of \$250 billion or more, including USBNA. The guidelines provide that a covered bank should develop and maintain a recovery plan that is appropriate for its individual risk profile, size, activities, and complexity, including the complexity of its organizational and legal entity structure. The guidelines state that a recovery plan should, among other elements, (i) establish triggers, which are quantitative or qualitative indicators of the risk or existence of severe stress that should always be escalated to management or the board of directors, as appropriate, for purposes of initiating a response; (ii) identify a wide range of credible options that a covered bank could undertake to restore financial and operational strength and viability; (iii) include impact assessments for each such recovery option, and (iv) address escalation procedures, management reports, and communication procedures. USBNA's most recent recovery plan was reviewed and approved pursuant to these guidelines in December 2023, 2024. In October 2024, the OCC finalized revisions to these guidelines that incorporate a testing standard and clarify the role of non-financial risk in recovery planning. These revisions are applicable to USBNA's next recovery plan submission.

**Transactions with Affiliates** There are various legal restrictions on the extent to which the Company and its non-bank subsidiaries may borrow or otherwise engage in certain types of transactions with USBNA or its subsidiaries. Under the Federal Reserve Act and the Federal Reserve's Regulation W, USBNA and its subsidiaries are subject to quantitative and qualitative limits on extensions of credit (including credit exposure arising from repurchase and reverse repurchase agreements, securities borrowing and derivative transactions), purchases of assets, and certain other transactions with the Company or its other non-bank subsidiaries and affiliates. Additionally, transactions between USBNA or its subsidiaries, on the one hand, and the Company or its other non-bank subsidiaries and affiliates, on the other hand, are required to be on arm's length terms. Transactions between USBNA and its affiliates and the Company and its other non-bank subsidiaries and its affiliates must be consistent with standards of safety and soundness.

**Anti-Money Laundering and Sanctions** The Company is subject to several federal laws that are designed to combat money laundering and terrorist financing, and to restrict transactions with persons, companies, or foreign governments sanctioned by United States authorities. This category of laws includes the Bank Secrecy Act (the "BSA"), the Money Laundering Control Act, the USA PATRIOT Act (collectively, "AML laws"), and implementing regulations for the International Emergency Economic Powers Act and the Trading with the Enemy Act, as administered by the United States Treasury Department's U.S. Department of the Treasury's Office of Foreign Assets Control ("sanctions laws").

As implemented by federal banking and securities regulators and the U.S. Department of the Treasury, AML laws obligate depository institutions and broker-dealers to verify their customers' identity, verify the identity of beneficial owners of legal entity customers, conduct customer due diligence, report on suspicious activity, file reports of certain transactions in currency, and conduct enhanced due diligence on certain accounts. Sanctions laws prohibit United States persons and certain foreign affiliates from engaging in any transaction with a restricted person or restricted country. Depository institutions and broker-dealers are required by their respective federal regulators to maintain policies and procedures in order to ensure compliance with the above obligations. Federal regulators regularly examine BSA/Anti-Money Laundering ("AML") and sanctions compliance programs to ensure their adequacy and effectiveness, and the frequency and extent of such examinations and related remedial actions have been increasing.

In January 2021, the Anti-Money Laundering Act of 2020 ("AMLA"), which amends the BSA, was enacted. Among other things, the AMLA codified a risk-based approach to anti-money laundering compliance for financial institutions;

required the development of standards by the U.S. Department of the Treasury for evaluating technology and internal processes for BSA compliance; and expanded enforcement- and investigation-related authority, including a significant expansion in the available sanctions for certain BSA violations. Many of the statutory provisions in the AMLA will require additional rulemakings, reports and other measures, and the impact of the AMLA will depend on, among other things, rulemaking and implementation guidance. In June 2021, the Financial Crimes Enforcement Network, a bureau of the U.S. Department of the Treasury ("FinCEN"), issued the priorities for anti-money laundering and countering the financing of terrorism policy required under the AMLA. The priorities include corruption, cybercrime, terrorist financing, fraud, transnational crime, drug trafficking, human trafficking and

proliferation financing. In July 2024, the OCC, the Federal Reserve, the FDIC and the National Credit Union Administration issued a joint proposed rule that would amend their rules regarding AML programs. Among other things, the proposed rule would require national banks, such as USBNA, to incorporate a risk assessment process into their AML programs that consider the priorities published by FinCEN and would encourage, but not require, banks to consider, evaluate and implement innovative approaches to meet BSA compliance obligations. The effects of the proposed rule on USBNA will depend on the final form of any rulemaking.

*Community Reinvestment Act* USBNA is subject to the provisions of the CRA. Under the terms of the CRA, banks have a continuing and affirmative obligation, consistent with safe and sound operation, to help meet the credit needs of their communities, including providing credit to individuals residing in low- and moderate-income neighborhoods. The OCC assesses

USBNA on its record in meeting the credit needs of the community served by USBNA, including low- and moderate-income neighborhoods. CRA assessments also are considered by the Federal Reserve or OCC when reviewing applications by banking institutions to acquire, merge or consolidate with another banking institution or its holding company, to establish a new branch office that will accept deposits, or to relocate an office. In the case of a BHC applying for approval to acquire a bank or other BHC, the Federal Reserve will assess the CRA records of each subsidiary depository institution of the applicant BHC, and those records may be the basis for denying the application. USBNA received an "Outstanding" CRA rating in its most recent examination, covering the period from January 1, 2016 through December 31, 2020. Prior to merging into USBNA, MUB received an "Outstanding" CRA rating in its most recent examination, covering the period from January 1, 2015 through December 31, 2018.

In October 2023, the OCC, together with the Federal Reserve and FDIC, issued a final rule to modernize the CRA regulatory framework. The final rule is intended, among other things, to strengthen the achievement of the core purpose of the CRA, to adapt to changes in the banking industry, including the expanded role of mobile and online banking, and to tailor performance standards to account for differences in bank size and business models. The final rule tracks the proposed rule issued by the agencies in May 2022 and adjusts CRA evaluations based on bank size and type, with many of the changes applying only to banks with over \$2 billion in assets and several applying only to banks with over \$10 billion in assets, such as USBNA. The final rule introduces major changes to the CRA regulatory framework, including: (i) the delineation of assessment areas; areas outside a bank's traditional physical footprint; (ii) the overall evaluation framework and performance standards and metrics; (iii) the definition of community development activities; and (iv) data collection and reporting. The final rule will become effective on April 1, 2024, but has been paused subject to a court ordered injunction, and most provisions of the rule will not become applicable until after January 1, 2026, pending the outcome of litigation on the final rule. The Company continues to evaluate the effect of the final rule on USBNA, and any effects may depend on further guidance from the regulators with respect to interpretive and implementation-related issues that may arise.

*Regulation of Brokerage, Investment Advisory and Insurance Activities* The Company conducts a broad range of securities activities, both retail and institutional, in the United States through U.S. Bancorp Investments, Inc., PFM Fund Distributors, Inc. and U.S. Bancorp Advisors, LLC (collectively, "broker-dealer entities"). These activities are subject to regulations of the SEC, the Financial Industry Regulatory Authority and other authorities, including state regulators. These regulations generally cover licensing of securities personnel, interactions with customers and counterparties, trading operations, securities underwriting compensation and arrangements, customer suitability, recordkeeping, reporting and communications. Securities regulators impose capital requirements on the Company's broker-dealer entities and conduct audits or other periodic reviews of their sales practice and financial operations. In addition, the Company's broker-dealer entities are members of the Securities Investor Protection Corporation, which oversees the liquidation of member broker-dealers that close when the broker-dealer is bankrupt or in financial distress and imposes membership fee assessments and other reporting requirements on the broker-dealer entities.

The operations of the First American family of funds, the Company's proprietary money market fund complex, also are subject to regulation by the SEC, including rules requiring a floating net asset value for institutional prime and tax-free money market funds and permitting the board of directors of the money market funds the ability to limit redemptions during periods of stress (allowing for the use of liquidity fees and redemption gates during such times). In July 2023, the SEC finalized amendments to the rules that govern money market funds. These amendments, will, among other things, increase liquidity requirements for money market funds by requiring funds to hold greater proportions of their total assets in securities that can be liquidated in one business day, and will require institutional prime and institutional tax-exempt money market funds to impose liquidity fees on investors that redeem their investments during times of stress.

The Company's operations in the areas of insurance brokerage and reinsurance of credit life insurance are subject to regulation and supervision by various state insurance regulatory authorities, including the licensing of insurance brokers and agents.

*Regulation of Derivatives and the Swaps Marketplace* Under the Dodd-Frank Act, USBNA, as a CFTC registered swap dealer, is subject to rules regarding the regulation of the swaps marketplace and over-the-counter derivatives, including rules that require swap dealers and major swap participants to register with the CFTC, to meet robust certain business conduct, standards to lower document, risk management, recordkeeping, reporting, and promote market integrity, to meet certain recordkeeping segregation requirements, and reporting requirements so that regulators can better monitor the markets, to centrally clear and trade swaps on regulated exchanges or execution facilities, and to be subject to certain capital and margin requirements, facilities. CFTC rules also require USBNA to be a member of the National Futures Association, a self-regulatory organization with authority over swap dealers, dealers, and to comply with the rules of applicable exchanges and clearinghouses.

In addition, the OCC's rules concerning swap margin and capital requirements for swap dealers regulated by the OCC mandate the exchange of initial and variation margin for non-cleared swaps and non-cleared security-based swaps between swap entities regulated by five federal agencies and certain counterparties. The amount of margin will vary based on the relative risk of the non-cleared swap or non-cleared security-based swap. Other rules generally exempt inter-affiliate transactions from initial margin requirements to the extent a depository institution's total exposure to all affiliates is less than 15 percent of its tier 1 capital.

*The Volcker Rule* Section 13 of the BHC Act and its implementing regulations, commonly referred to as the "Volcker Rule," prohibit banking entities from engaging in proprietary trading, and prohibit certain interests in, or relationships with, hedge funds or private equity funds. The Volcker Rule applies to the Company, USBNA and their affiliates, and compliance requirements are tailored based on the size and scope of trading activities. The Company has a Volcker Rule compliance program in place that covers all of its subsidiaries and affiliates, including USBNA.

*Privacy and Data Protection* Federal and state laws contain extensive consumer privacy and data protection provisions. The Gramm Leach-Bliley Act ("GLBA") requires financial institutions to periodically disclose their privacy policies and practices relating to sharing nonpublic personal information ("NPI") and enables retail customers to opt out of the sharing of such information with nonaffiliated third parties under certain circumstances. Other federal and state laws and regulations impact the Company's ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or to contact customers with marketing offers. The GLBA also requires financial institutions to implement a comprehensive information security program. Security and privacy policies and procedures for the protection of personal and confidential information are in effect across all the Company's businesses and geographic locations.

Data privacy and data protection are areas of increasing legislative focus in the United States, and several U.S. states have enacted comprehensive consumer privacy laws that impose compliance obligations with respect to personal information. The Company has made and will make operational adjustments in accordance with the requirements of applicable privacy and data protection laws. For example, the Company is subject to the California Consumer Protection Act of 2018 and its implementing regulations, as amended in 2020 by the California Privacy Rights Act (the "CCPA"), which provided residents of California with specific rights with respect to the collection of their personal information. The CCPA exempts NPI from its scope. The process of drafting and finalizing implementing regulations for the CCPA is ongoing. The Company continues to evaluate the new regulations, and the effects on the Company will depend on the form of any additional rulemakings.

Similar comprehensive consumer privacy laws have been adopted by other states where the Company does business. Each of these state laws, however, includes an entity level exemption for "financial institutions" that are subject to the GLBA like the Company. The United States Congress has also proposed legislation relating to data privacy and data protection, and the federal government may in the future pass such legislation.

In addition, in the European Union ("EU"), privacy law is governed by the General Data Protection Regulation ("GDPR"), which is directly binding and applicable in each EU member state. The GDPR contains enhanced compliance obligations and increased penalties for non-compliance compared to the prior law governing data privacy in the EU and is regularly enforced by European

regulators. Canada is in the process of replacing its federal privacy law, the Personal Information Protection and Electronic Documents Act, with a new privacy framework that the Company expects will impose additional compliance obligations on the Company's Canadian operations.

In October 2023, the CFPB issued a proposed rule regarding personal financial data rights, that would apply which applies to financial institutions that offer control or possess data relating to covered consumer deposit financial products or services, such as Regulation E accounts and credit card issuers. Under the proposed final rule, USBNA would be required to provide consumers and, upon the consumer's request, their authorized third parties electronic access to 24 months of "covered data." This includes transaction data, certain account information, account balance, balances, upcoming bill information, information to initiate payment to and from accounts, and the terms and conditions under which an account or credit card was provided. provided, and certain other basic account verification information. The final rule, which is being challenged by several banking industry groups, requires "data providers" such as USBNA would to create detailed access interfaces for both consumers and developers in order to effectuate consumers' access to, and transfer of, their personal financial data. USBNA will be prohibited from imposing any fees or charges for maintaining or providing access to or facilitating the transfer of such data. Unless the rule is overturned or rescinded, USBNA would also be obligated to must comply with data accuracy, retention and other requirements contained in the proposed rule. The Company continues to evaluate the proposed rule, and the impact on USBNA and the Company will depend on the final form of any rulemaking rule by April 1, 2026.

Like other lenders, USBNA and other subsidiaries of the Company use consumer reports in their underwriting activities. Use of such information is regulated under the Fair Credit Reporting Act ("FCRA"), and the FCRA also regulates reporting information to consumer reporting agencies, prescreening individuals for credit offers, sharing of consumer reports between affiliates, and using affiliate credit data for marketing purposes. Similar state laws may impose additional requirements on the Company and its subsidiaries. A significant overhaul In January 2025, the CFPB published a final FCRA-related rule that prohibits the inclusion of medical debts in consumer reports and prohibits a creditor's use of medical debt to determine credit eligibility, absent a specific exception. There are currently two lawsuits filed against the CFPB disputing the validity of the final rule and a preliminary injunction has been granted by the court. Consequently, the effective date of the final rule has been stayed until June 15, 2025. In addition, a notice of proposed rulemaking to revise the FCRA is expected was also published in December 2024, with comments to be issued the proposal due in the first half of 2024, which will impact USBNA and its subsidiaries. March 2025.

The federal banking regulators, as well as the SEC, CFPB, CFTC, and related self-regulatory organizations, regularly issue guidance on cybersecurity that is intended to enhance cyber risk management among financial institutions and provide timely information to investors. A financial institution's management is required to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution's operations after a cybersecurity incident. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations if the institution or its critical service providers experience a cybersecurity incident.

In November 2021, the United States federal bank The Company and its subsidiaries are subject to increasing numbers of regulatory agencies adopted a rule regarding notification and disclosure requirements for banking organizations related to significant computer-security incidents. Under the final rule, which was effective April 1, 2022, a cybersecurity. As of April 2022, banking organization, organizations, such as the Company and USBNA, is are required to notify their primary federal regulator within 36 hours of a computer-security incident that results in actual harm to the confidentiality, integrity, or availability of an information system or the information that the system processes, stores or transmits, which has materially disrupted or degraded, or is reasonably likely to materially disrupt or degrade, the banking organization's ability to deliver services to a material portion of its customer base, jeopardize the viability of key operations of the banking organization, or impact the stability of the financial sector. Similarly, the Office of the Superintendent of Financial Institutions in Canada requires Federally Regulated Financial Institutions to report qualifying technology and cybersecurity incidents under the provisions of the August 13, 2021 Technology and Cyber Security Incident Reporting Advisory.

*Consumer Protection* USBNA's retail banking activities are subject to a variety of federal and state statutes and regulations designed to protect consumers. These laws and regulations require, among other things, disclosures of the cost of credit and terms of deposit accounts, provide substantive consumer rights, prohibit discrimination in credit transactions, regulate the use of credit report information, provide financial privacy protections, prohibit unfair, deceptive and abusive practices and subject USBNA to substantial regulatory oversight. Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys' fees, and may also result in significant reputational harm.

USBNA's regulators may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions and civil money penalties.

USBNA and its subsidiaries are subject to supervision and regulation by the CFPB with respect to federal consumer laws. The CFPB has undertaken numerous rule-making and other initiatives, including launching an initiative to reduce the amounts and types of fees financial institutions may charge, including by recently proposing a rule that would significantly reduce the permissible amount of credit card late fees, issuing informal guidance and taking enforcement actions against certain financial institutions. The CFPB's rulemaking, examination and enforcement authority has affected and will continue to affect financial institutions that provide consumer financial products and services, including the Company, USBNA and the Company's other subsidiaries. These regulatory activities may limit the types of financial services and products the Company may offer, which in turn may reduce the Company's revenues.

*Executive and Incentive Compensation* Guidelines adopted by the federal banking agencies prohibit excessive compensation as an unsafe and unsound practice and describe compensation as "excessive" when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal stockholder. The Federal Reserve has issued comprehensive guidance on incentive compensation policies (the "Incentive Compensation Guidance") intended to ensure that the incentive compensation policies of banking organizations do not undermine safety and soundness organizations by encouraging excessive risk-taking. The Incentive Compensation Guidance is based upon the key principles that a banking organization's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks; (ii) be compatible with effective internal controls and risk management; and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. The Incentive Compensation Guidance states that enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk-management control or governance processes pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

During 2016, the federal bank regulatory agencies and the SEC proposed revised rules on incentive-based payment arrangements at specified regulated entities having at least \$1 billion of total assets. These proposed rules have not been finalized.

In October 2022, July 2024, the OCC, FDIC, Federal Housing Finance Agency and National Credit Union Administration jointly re-proposed the regulatory text of the 2016 proposal. The Federal Reserve and the SEC adopted a final did not join the proposal, and the proposed rule directing national securities exchanges and associations, including the New York Stock Exchange (the "NYSE"), to implement listing standards that require all listed companies to adopt policies mandating the recovery or "clawback" of excess incentive-based compensation earned by a current or former executive officer during the three fiscal years preceding a required accounting restatement, including to correct an error that would result in a material misstatement if the error were corrected will not be published in the current period. The excess compensation would be based Federal Register until the agencies have joined.

*Environmental, Social and Governance* In recent years, federal, state and international lawmakers and regulators have increased their focus on the amount the executive officer would have received had the incentive-based compensation been determined using the restated financial statements. The NYSE institutions' and other exchanges issued proposed standards companies' risk oversight, disclosures and practices in February 2023, which were approved by the SEC in June 2023. The final standards became effective on October 2, 2023 connection with climate change and the Company adopted a clawback policy within 60 days after the NYSE's listing standard became effective, in compliance with the NYSE's listing standard.

*Climate-Related Financial Risk Management* other environmental, social and governance matters. In October 2023, the United States federal banking agencies issued a set of principles relating to the management of climate-related financial risks. The principles apply to banking organizations with over \$100 billion in total consolidated assets, including the Company and USBNA. The principles are intended to provide a framework for large banking organizations to guide their efforts to identify, measure, monitor, and mitigate physical and transition risks associated with climate change. Among other guidance, the principles describe how climate-related financial risks can be addressed in connection with specific risk categories, including credit risk, liquidity risk, operational risk, and legal and compliance risk. In March 2024, the SEC adopted final rules related to the disclosure of climate-related financial risk, but such rules have been stayed pending the completion of judicial review of the petitions challenging the rules, and on February 11, 2025, the SEC requested a pause of the litigation, citing concerns with the legality of the rules. Further, several states in which the Company operates have enacted or proposed statutes, regulations or

guidance addressing climate change and other sustainability issues. For example, in 2023, the State of California enacted laws, which are subject to ongoing litigation, requiring certain companies doing business in California to disclose greenhouse gas emissions data and certain other climate-related information. In addition, the European Union's Corporate Sustainability Reporting Directive came into effect in January 2023, significantly expanding the scope of sustainability disclosures required to be disclosed by certain EU and non-EU companies.

Conversely, some states in which the Company does business have enacted, or proposed to enact, certain "anti-ESG" measures, including statutes, regulations or policies that prohibit certain financial institutions from denying or canceling products or services to a person, or otherwise discriminating against a person in making available products or services, on the basis of social credit scores and certain other factors. Similarly, the current Presidential administration has issued a number of executive orders and various agencies have taken positions that relate to environmental and social matters. Some of these measures may conflict with other regulatory requirements, including those described above. Due to legal challenges and other uncertainties, the effects of these measures on the Company cannot be predicted at this time.

**Other Supervision and Regulation** As a public company, the Company is subject to the requirements of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated

by the SEC thereunder, as administered by the SEC. As a listed company on the **NYSE**, New York Stock Exchange ("NYSE"), the Company is subject to the rules of the NYSE for listed companies.

### Capital Covenants

The Company has entered into several transactions involving the issuance of capital securities ("Capital Securities") by a certain Delaware statutory trust formed by the Company (the "Trusts" "Trust"), the issuance by the Company of preferred stock ("Preferred Stock") or and the issuance by a subsidiary of USBNA of preferred stock exchangeable for the Company's Preferred Stock under certain circumstances ("Exchangeable Preferred Stock"). Simultaneously with the closing of certain of those transactions, the Company entered into a replacement capital covenant, as amended from time to time (as amended, each, a "Replacement Capital Covenant" and collectively, the "Replacement Capital Covenants") for the benefit of persons that buy, hold or sell a specified series of long-term indebtedness of the Company or USBNA (the "Covered Debt"). Each of the Replacement Capital Covenants provides that neither the Company nor any of its subsidiaries (including any of the Trusts) will repay, redeem or purchase any of the Preferred Stock, Exchangeable Preferred Stock or the Capital Securities and the securities held by the Trust (the "Other Securities"), as applicable, on or before the date specified in the applicable Replacement Capital Covenant, unless the Company has received proceeds from the sale of qualifying securities that (a) have equity-like characteristics that are the same as, or more equity-like than, the applicable characteristics of the Preferred Stock, the Exchangeable Preferred Stock, the Capital Securities or Other Securities, as applicable, at the time of repayment, redemption or purchase, and (b) the Company has obtained the prior approval of the Federal Reserve, if such approval is then required by the Federal Reserve or, in the case of the Exchangeable Preferred Stock, the approval of the OCC.

The Company will provide a copy of any Replacement Capital Covenant to a holder of the relevant Covered Debt upon request. For copies of any of these documents, holders should write to Investor Relations, U.S. Bancorp, 800 Nicollet Mall, Minneapolis, Minnesota 55402, or call (866) 775-9668.

The following table identifies the closing date for each transaction, issuer, series of Capital Securities, Preferred Stock or Exchangeable Preferred Stock issued in the relevant transaction, Other Securities, if any, and applicable Covered Debt as of **February 20, 2024** **February 21, 2025**, for those securities that remain outstanding.

Closing Date	Issuer	Capital Securities, Preferred Stock or Exchangeable Preferred Stock	Other Securities	Covered Debt
3/17/06	USB Capital IX and U.S. Bancorp	USB Capital IX's \$675,378,000 of 6.189% Fixed-to-Floating Rate Normal Income Trust Securities	U.S. Bancorp's Series A Non-Cumulative Perpetual Preferred Stock	U.S. Bancorp's <b>7.50% 2.491% Fixed Rate Reset</b> Subordinated <b>Debentures Notes</b> due <b>2026</b> November 3, 2036 (CUSIP No. 911596AL8) 91159HJB7)
3/27/06	U.S. Bancorp	U.S. Bancorp's 40,000,000 Depository Shares (\$25 per Depository Share), each representing a <b>1/1000</b> interest in a share of Series B Non-Cumulative Perpetual Preferred Stock	Not Applicable	U.S. Bancorp's <b>7.50% 2.491% Fixed Rate Reset</b> Subordinated <b>Debentures Notes</b> due <b>2026</b> November 3, 2036 (CUSIP No. 911596AL8) 91159HJB7)
12/22/06	USB Realty Corp. (a) and U.S. Bancorp	USB Realty Corp.'s 4,500 shares of Fixed-to-Floating-Rate Exchangeable Non-Cumulative Perpetual Series A Preferred Stock exchangeable for shares of U.S. Bancorp's Series C Non-Cumulative Perpetual Preferred Stock (b)	Not Applicable	U.S. Bancorp's <b>7.50% 2.491% Fixed Rate Reset</b> Subordinated <b>Debentures Notes</b> due <b>2026</b> November 3, 2036 (CUSIP No. 911596AL8) 91159HJB7)

(a) *USB Realty Corp. is a subsidiary of USBNA.*

(b) *Under certain circumstances, upon the direction of the OCC, each share of USB Realty Corp.'s Series A Preferred Stock will be automatically exchanged for one share of U.S. Bancorp's Series C Non-Cumulative Perpetual Preferred Stock.*

### Available Information

U.S. Bancorp's **internet** website can be found at [www.usbank.com](http://www.usbank.com). U.S. Bancorp makes available free of charge on its website, by clicking on "About us" and then clicking on "Investor relations" and then clicking on "Financials" and then clicking on "SEC & Other Filings, filings," its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Exchange Act, as well as all other reports filed by U.S. Bancorp with the SEC as soon as reasonably practicable after electronically filed with, or furnished to, the SEC.

### Additional Information

Additional information in response to this Item 1 can be found in the **2023 2024** Annual Report on pages **56** **54** to **58** **56** under the heading **Line of Business** **Business Segment Financial Review**. That information is incorporated into this report by reference.

### Item 1A. Risk Factors

Information in response to this Item 1A can be found in the **2023 2024** Annual Report on pages **140** **136** to **155** **151** under the heading "Risk Factors." That information is incorporated into this report by reference.

### Item 1B. Unresolved Staff Comments

None.

### Item 1C. Cybersecurity

#### Risk Assessment and Management

The Company is committed to managing risks that may impact the Company and incorporating risk considerations into its business activities at all levels, including strategic planning, risk identification inventory and assessment, and day-to-day business decisions. The Company's Board of Directors has approved a risk management framework that establishes governance and risk management requirements for all the Company's key risk areas and risk-taking activities. The Board oversees management's performance relative to the risk management framework and risk appetite. Management is responsible for defining the various risks facing the Company, formulating risk management policies and procedures, and managing risk exposures on a day-to-day basis. The Company's Executive Risk Committee (ERC), which is chaired by the Chief Risk Officer, oversees execution of the risk management framework. The ERC is supported by management's senior operating committees, each responsible for a specified risk category. The Company's Information Security Risk Committee

(ISRC), which is co-chaired by the Chief Information Security Officer (CISO) and the Chief Technology Risk Officer, is a senior operating committee under this risk governance structure and is responsible for the management of information security risk at the Company. The ISRC provides direction and oversight of the information security risk management framework and corporate control programs of the Company, including significant information security risk events, and mitigation strategies. Further, the ISRC facilitates communication across business lines to provide for effective and consistent information security risk identification and control infrastructure to mitigate and manage material information security risks. The ISRC serves as an escalation, decision making, and approval body for information security risk items, including key policies and programs, issue resolution, emerging risks, and key program adherence. The ISRC escalates matters as appropriate to executive management, the ERC, which reports to the Board's Risk Management Committee, or a relevant committee of the Board. Generally, each of the ERC and ISRC meet at least monthly.

As part of the Company's risk management framework, risk management programs and processes are in place to incorporate risk considerations into day-to-day business activities across the Company's risk categories, business lines, and functions. Risk programs may manage all or certain components of a particular risk type. The Company's cybersecurity risk program provides centralized planning and management of related and interdependent work with a focus on risks from cybersecurity threats. Additionally, the Company's Information Security Awareness and Training Program educates employees and contractors on information security policies, standards, and practices to protect U.S. Bancorp's information, information systems, and processes. The Company's cybersecurity risk program is integrated into the Company's overall business and operational strategies and requires that the Company allocate appropriate resources to maintain the program.

The Company's processes for assessing, identifying, and managing material risks from cybersecurity threats are integrated into the Company's overall risk governance and oversight structures through its "three lines of defense" model for establishing effective checks and balances within the risk management framework. In this model, specific to cybersecurity threats, the first line of defense is Information Security Services (ISS), which is responsible for identifying and implementing cybersecurity controls in accordance with policy requirements and industry best practices, to meet regulatory requirements and to safeguard the business. The second line of defense, Cybersecurity Risk Oversight within the Company's Operational Risk Management group, provides reporting and escalation of emerging risks related to cybersecurity and other concerns to senior management, the ERC, the ISRC, other designated senior operating committees, and the Risk Management Committee of the Board of Directors. The third line of defense, the Company's internal audit function, provides independent assessment and assurance regarding the effectiveness of the Company's governance, risk management, and control processes with respect to cybersecurity threats, and provides challenge challenges and recommendations for improvement.

The Company uses reporting and metrics frameworks and regular internal and external oversight to assess the health of the cybersecurity risk program. At the first level, the ISS team identifies, assesses, and manages cybersecurity risk and threats. The Company manages cybersecurity issues and findings through remediation and/or closure, with escalation processes if an issue or finding cannot be remediated within required timeframes. The Company engages external assessors, consultants, and auditors to review the Company's cybersecurity risk program against those of industry peers. The Company also uses consultants periodically to provide recommendations to improve and enhance the program. Additionally, the Company continually works to align its policies and practices with industry-accepted information security practices as provided by the National Institute of Standards and Technology Cybersecurity Framework (NIST CSF), Payment Card Industry Data Security Standards (PCI DSS), and other applicable standards, laws, and regulations.

During the fiscal year ended December 31, 2024, the Company has not identified any specific risks from cybersecurity threats that have materially affected, or are reasonably likely to affect, the Company's business strategy, results of operations, or financial condition, other than the risks described under "Risk Factors – Operations and Business Risk" in the 2024 Annual Report. The Company may not be successful in preventing or mitigating the impacts of a future cybersecurity incident that could have a material adverse effect on the Company or its business strategy, results of operations or financial condition.

#### Third Party Risks

The Company also maintains a third-party risk management program responsible for the oversight of outsourced operations, which enables the Company to oversee and identify risks related to engaging third-party service providers, including risks from cybersecurity threats to third-party service providers. The Company conducts due diligence using a risk-based approach in selecting and monitoring third-party service providers. The Company also obtains contractual assurances from third-party service providers relating to their security responsibilities, controls, reporting, and roles and responsibilities as it pertains to cybersecurity incident response policies and notification requirements. As appropriate, the Company obtains independent reviews of the third parties' security through audit reports and testing and conducts verification and validation with third parties to confirm cybersecurity and information security risks are appropriately identified, measured, mitigated, monitored, and reported by the third party to the Company.

#### Board of Directors Oversight

As part of its responsibility to oversee the management, business, and strategy of the Company, the Company's Board of Directors reviews and approves the Company's risk management framework annually through its Risk Management Committee and oversees the Company's risk management processes by informing itself about the Company's key risks and evaluating whether management has reasonable risk management and control processes in place to address those risks. The Board carries out its risk management oversight responsibilities primarily through its committees. Each Board committee is responsible for overseeing certain risks under its charter. The Board's Risk Management Committee, with support from its Cybersecurity and Technology Subcommittee, has primary oversight responsibility for cybersecurity risk, including risks from any cybersecurity threats. The Risk Management Committee monitors the Company's compliance with the risk management framework and risk limits established under the Company's risk appetite statement approved by the Board. The Risk Management Committee also oversees the Company's independent risk management function. The Board's Risk Management Committee has a Cybersecurity and Technology Subcommittee that provides dedicated has oversight to responsibility for cybersecurity risk management and cyber resiliency and certain technology matters. The Risk Management Committee and its Cybersecurity and Technology Subcommittee receive quarterly reports from management on cybersecurity issues, including cybersecurity threats. The Board's Risk Management Committee and Audit Committee also hold a joint meeting annually at which they receive a report from the Company's CISO on cybersecurity threats facing the Company and its preparedness to meet and respond to those threats. In addition, the full Board typically holds an annual periodic cybersecurity education session, sessions, which features may feature the perspective of an outside expert on current cybersecurity topics. The Company also typically conducts an annual executive-level crisis exercise that includes a cybersecurity exercise component to test its cyber incident resiliency response, completeness of playbooks, and communication protocols. This exercise involves Board members, managing committee Managing Committee members, third-party companies, and regulators, as appropriate.

The Company's risk management framework includes its risk appetite statement, which is approved annually by the Board's Risk Management Committee, and defines acceptable levels of risk-taking and risk limits and establishes the governance and oversight activities over risk management and reporting. Management monitors and measures the Company's risk appetite using a quantitative risk scorecard which consists consisting of risk appetite metrics and associated limits reported to the Board's Risk Management Committee on a quarterly basis. The Company's risk appetite statement includes specific information security metrics and associated limits. These limits also inform how matters, including cybersecurity incidents or threats, are escalated to specific members of management, appropriate senior operating committee committees (including the ISRC and/or ERC), and/or the Board of Directors or appropriate Board committee. The Board's Risk Management Committee oversees the Company's risk profile relative to its risk appetite and compliance with risk limits.

#### Management Oversight

The members of the Company's management that are primarily responsible for assessing and managing risks from cybersecurity threats, including monitoring risk appetite metrics and limits related to cybersecurity, include the Company's CISO, Chief Risk Officer, and Chief Information and Technology Officer.

The Company's CISO is primarily responsible for the implementation of defense capabilities and risk mitigation strategies. The Company's CISO, Timothy J. Held, has over 26 years of information technology and cybersecurity experience. He holds the title of Executive Vice President and Chief Information Security Officer and has been in his role since 2018, having served as the

Company's Deputy CISO from 2015 to 2018 and Head of Cyber Defense, Threat Intelligence, and Incident Response from 2012 to 2018. The CISO is supported by his direct reports and their teams, many of whom hold cybersecurity-related certifications.

The Company's CISO reports to the Vice Chair and Chief Risk Officer, Jodi L. Richard, who has served in that position since October 2018. She served as Executive Vice President and Chief Operational Risk Officer of the Company from January 2018 until October 2018, having served as Senior Vice President and Chief Operational Risk Officer from 2014 until January 2018. Prior to that time, Ms. Richard held various senior leadership roles at HSBC from 2003 until 2014, including Executive Vice President and Head of Operational Risk and Internal Control at HSBC North America from 2008 to 2014.

Venkatachari Dilip, the Company's Senior Executive Vice President and Chief Information and Technology Officer, has oversight of technology-related risk management issues and controls that align to the NIST CSF. Mr. Dilip previously was an Executive Vice President from September 2018 to April 2023 and has served as Chief Information and Technology Officer since joining the Company in September 2018. From May 2014 until July 2017, he served as Vice President at McKinsey Digital where he helped banks accelerate their digital transformation. From April 2009 to September 2013, he served as CEO at Compass Labs leading an innovative marketing analytics company. From March 2006 until April 2008, he served as Director of Products at Google where he led product teams for mobile ads and Google Checkout. From March 2004 until March 2006, he served as Vice President of PayPal/eBay and on the Board of PayPal Europe, where he was responsible for Payments Services, Risk and Fraud Management. Previously, Mr. Dilip co-founded and led startup companies CashEdge and CommerceSoft from 1996 until 2003.

The CISO and his leadership team generally meet each business day to discuss security item triage and emerging threats and trends identified by the Threat Intelligence Team. The CISO shares pertinent information from those meetings with the Chief Risk Officer. During a cyber incident, which could involve the Company or a third-party service provider to the Company, the Company's Cyber Security Incident Response Team (CSIRT) leads the response and internal communication. CSIRT manages low and moderate severity incidents, and Enterprise Crisis Management manages high and very high severity incidents. The risk rating of an incident may change throughout the incident investigation period as new information is learned or the environment changes. Depending on severity level, CSIRT or Enterprise Crisis Management distributes incident communications to senior management, including the Chief Executive Officer, Chief Risk Officer, Board of Directors or appropriate Board committee, and if applicable, the Company's regulators.

ISS leadership reports prevention, detection, mitigation, and remediation activities through various working groups and committees. Certain working groups meet with the CISO monthly to review completed risk assessments, and items that require escalation are reported up using the internal committee structure and ad hoc communications if time sensitive.

Additionally, working group and committee meetings report up issues to Operational Risk Management, which may decide to open a formal Risk Management Issue (RMI) based on the severity of the issue or other factors and which are subject to specific governance processes. All security-related RMI remediation activities are reviewed with the Chief Risk Officer and Chief Information and Technology Officer on a bi-weekly basis.

During the fiscal year ended December 31, 2023, the Company has not identified any specific risks from cybersecurity threats that have materially affected, or are reasonably likely to affect, the Company's business strategy, results of operations, or financial condition, other than the risks described under "Risk Factors – Operations and Business Risk" in the 2023 Annual Report.

#### Item 2. Properties

U.S. Bancorp and its significant subsidiaries occupy headquarter offices under a long-term lease in Minneapolis, Minnesota. The Company also leases U.S. Bancorp and its subsidiaries lease 5 freestanding operations centers in Kansas City, Little Rock, Atlanta, Minneapolis and Chicago. The Company owns Chicago, and also own 8 principal operations centers in Cincinnati, Fargo, Knoxville, Oshkosh, Olathe, Owensboro, Portland and St. Paul. At December 31, 2023 December 31, 2024, the Company's U.S. Bancorp and its subsidiaries owned and operated a total of 1,219 1,171 facilities and leased an additional 1,576 1,465 facilities. The Company believes its current facilities are adequate to meet its needs. Additional information with respect to the Company's premises and equipment is presented in Note 98 of the Notes to Consolidated Financial Statements included in the 2023 2024 Annual Report. That information is incorporated into this report by reference.

#### Item 3. Legal Proceedings

Information in response to this Item 3 can be found in Note 23 22 of the Notes to Consolidated Financial Statements included in the 2023 2024 Annual Report under the heading, "Litigation and Regulatory Matters." That information is incorporated into this report by reference.

#### Item 4. Mine Safety Disclosures

Not Applicable.

## PART II

#### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company announced on December 22, 2020 September 12, 2024 that its Board of Directors had approved an authorization authorized a share repurchase program to repurchase \$3.0 up to \$5.0 billion of its common stock, beginning January 1, 2021 effective September 13, 2024. The Company suspended all common stock repurchases at This share repurchase program replaced the beginning of the third quarter of 2021, except for those done exclusively in connection with its stock-based compensation programs, due to its acquisition of MUB. The Company will evaluate its previous share repurchases in connection with the potential capital requirements given the proposed regulatory capital rules and related landscape. repurchase program announced on December 22, 2020, which was terminated effective on September 12, 2024. Capital distributions, including dividends and stock repurchases, are subject to the approval of the Company's Board of Directors and compliance with legal and regulatory requirements.

The following table provides a detailed analysis of all shares of common stock of the Company purchased by the Company or any affiliated purchaser during the fourth quarter of 2023 2024:

Period	Period Purchased	Total Number of Shares	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (In Millions)	Period Purchased	Total Number of Shares Purchased			Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (In Millions)
							Total Number of Shares	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	
October 1-31										

November	
1-30	
December	
1-31	

#### Total

(a) Includes 260,000 196,503 shares of common stock purchased, at an average price per share of \$36.34, \$48.24, in open-market transactions by USBNA, the Company's banking subsidiary, in its capacity as trustee of the U.S. Bank 401(k) Savings Plan, which is the Company's employee retirement savings plan.

### Additional Information

Additional information in response to this Item 5 can be found in the 2023 2024 Annual Report on page 139 135 under the heading "U.S. Bancorp Supplemental Financial Data (Unaudited)." That information is incorporated into this report by reference.

### Item 6. [Reserved][Reserved]

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Information in response to this Item 7 can be found in the 2023 2024 Annual Report on pages 22 to 58 56 under the heading "Management's Discussion and Analysis." That information is incorporated into this report by reference.

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information in response to this Item 7A can be found in the 2023 2024 Annual Report on pages 35 33 to 55 53 under the heading "Corporate Risk Profile." That information is incorporated into this report by reference.

### Item 8. Financial Statements and Supplementary Data

Information in response to this Item 8 can be found in the 2023 2024 Annual Report on pages 64 62 to 139 135 under the headings "Report of Management," "Report of Independent Registered Public Accounting Firm," "Report of Independent Registered Public Accounting Firm," "U.S. Bancorp Consolidated Balance Sheet," "U.S. Bancorp Consolidated Statement of Income," "U.S. Bancorp Consolidated Statement of Comprehensive Income," "U.S. Bancorp Consolidated Statement of Shareholders' Equity," "U.S. Bancorp Consolidated Statement of Cash Flows," "Notes to Consolidated Financial Statements," "U.S. Bancorp Consolidated Daily Average Balance Sheet and Related Yields and Rates (Unaudited)" and "U.S. Bancorp Supplemental Financial Data (Unaudited)." That information is incorporated into this report by reference.

The consolidated financial statements included in the 2023 Annual Report reflect a correction of a transposition error of the previously reported December 31, 2022 carrying amount of loans in Note 22. The correct amount was reflected in the Consolidated Balance Sheet and other disclosures of the carrying amount of loans in the Company's previously reported consolidated financial statements as of and for the year ended December 31, 2022. The correction in Note 22 had no other impact on the consolidated financial statements.

### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

### Item 9A. Controls and Procedures

Information in response to this Item 9A can be found in the 2023 2024 Annual Report on page 63 61 under the heading "Controls and Procedures" and on pages 64 62 and 65 63 under the headings "Report of Management" and "Report of Independent Registered Public Accounting Firm." That information is incorporated into this report by reference.

### Item 9B. Other Information

None. During the three months ended December 31, 2024, no director or officer (as defined in SEC Rule 16a-1(f)) 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 of Regulation S-K.

### Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance

#### Code of Ethics and Business Conduct

The Company has adopted a Code of Ethics and Business Conduct that applies to its principal executive officer, principal financial officer and principal accounting officer. The Company's Code of Ethics and Business Conduct can be found at [www.usbank.com](http://www.usbank.com) by clicking on "About us" and then clicking on "Investor relations" and then clicking on "Corporate Governance" and then clicking on "Governance documents" and then clicking on "Code of Ethics" and then clicking on "Code of Ethics and Business Conduct." The Company intends to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, certain provisions of the Code of Ethics and Business Conduct that apply to its principal executive officer, principal financial officer and principal accounting officer by posting such information on its website, at the address and location specified above.

#### Insider Trading Policies

The Company has adopted an Insider Trading Policy that applies to its directors, executive officers, and certain other employees. The Company's Insider Trading Policy governs the purchase, sale and other dispositions of the Company's securities by these individuals, and the Company believes it is reasonably designed to promote compliance with insider trading laws, rules and regulations and the listing standards of the NYSE. The foregoing summary of the Insider Trading Policy does not purport to be complete and is qualified in its entirety by reference to the full text of the Insider Trading Policy attached hereto as Exhibit 19.

The Company is also prohibited from trading at any time in any Company securities on the basis of material non-public information, subject to applicable law.

## Information About the Company's Managing Committee<sup>1</sup>

### Andrew Cecere

Mr. Cecere, 64, is Chairman President and Chief Executive Officer of U.S. Bancorp. Mr. Cecere 63, has served as President of U.S. Bancorp since January 2016, Chief Executive Officer since April 2017 and Chairman since April 2018. He also served as Vice Chairman and Chief Operating Officer President from January 2015 to January 2016 and was May 2024. In April 2025, he will serve as Executive Chairman of U.S. Bancorp's Vice Chairman Board of Directors, continuing to lead the Board and supporting Gunjan Kedia as she assumes the role of Chief Financial Officer from February 2007 until January 2015. Until that time, he served as Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp since the merger of Firststar Corporation and U.S. Bancorp in February 2001. Previously, he had served as an executive officer of the former U.S. Bancorp, including as Chief Financial Officer from 2000 through 2001, Executive Officer.

### Souheil S. Badran

Mr. Badran, 60, is Senior Executive Vice President and Chief Operations Officer of U.S. Bancorp. Mr. Badran 59, has served in this position since joining U.S. Bancorp in December 2022. From January 2019 until November 2022, he served as Executive Vice President and Chief Operating Officer at Northwestern Mutual, having also served as Chief Innovation Officer from January 2019 until September 2019. Previously Mr. Badran served as President of Alibaba's Alipay business in the Americas from August 2016 until August 2018. From 2015 to 2016, Mr. Badran served as CEO at Edo Interactive, and from 2011 to 2015, he served as Senior Vice President and General Manager at Digital River.

### Elcio R.T. Barcelos

Mr. Barcelos, 54, is Senior Executive Vice President and Chief Human Resources Officer of U.S. Bancorp. Mr. Barcelos 53, has served in this position since joining U.S. Bancorp in September 2020. From April 2018 until August 2020, Prior to joining U.S. Bancorp, he served as Senior Vice President and Chief People and Places Officer of the in a leadership role at Federal National Mortgage Association (Fannie Mae), having served as Senior Vice President, Human Resources of the DXC Technology Company from April 2017 to March 2018. Previously, Mr. Barcelos served as Senior Vice President and Head of Human Resources for the Enterprise Services business of Hewlett Packard Enterprise Company from June 2015 to April 2017, and in other human resources senior leadership positions at Hewlett-Packard Company and Hewlett Packard Enterprise Company from July 2009 to June 2015. He previously served in various leadership roles at Wells Fargo and Bank of America.

### James L. Chosy

Mr. Chosy, 61, is Senior Executive Vice President and General Counsel of U.S. Bancorp. Mr. Chosy 60, has served in this position since March 2013. He also served as Corporate Secretary of U.S. Bancorp from June 2022 until December 2023 and from March 2013 until April 2016. From 2001 to 2013, he served as

<sup>1</sup> This section includes the General Counsel and Secretary biographies of Piper Jaffray Companies. From 1995 to 2001, Mr. Chosy was Vice President and Associate General Counsel the members of the Managing Committee of U.S. Bancorp, having also served as Assistant Secretary Bancorp. Each member of the Managing Committee, except for Gregory G. Cunningham, Revathi N. Dominski, Sekou Kaalund, Felicia La Forgia and Dominic V. Venturo, is deemed to be an executive officer of U.S. Bancorp from 1995 through 2000 and as Secretary from 2000 until 2001. Bancorp.

### Gregory G. Cunningham

Mr. Cunningham, 61, is Senior Executive Vice President and Chief Diversity Officer of U.S. Bancorp. Mr. Cunningham 60, has served in this position since July 2020. From July 2019 until July 2020, he served as Senior Vice President and Chief Diversity Officer of U.S. Bancorp, having served as Vice President of Customer Engagement of U.S. Bancorp from October

<sup>1</sup> This section includes the biographies of the members of the Managing Committee of U.S. Bancorp. Each member of the Managing Committee, except for Gregory G. Cunningham, Revathi N. Dominski, Stephen L. Philipson and Dominic V. Venturo, is deemed to be an executive officer of U.S. Bancorp.

2015, when he joined U.S. Bancorp, until July 2019. Previously, Mr. Cunningham served in various roles in the marketing department of Target Corporation from January 1998 until March 2015.

### Venkatachari Dilip

Mr. Dilip, 65, is Senior Executive Vice President and Chief Information and Technology Officer of U.S. Bancorp. Mr. Dilip 64, previously was an Executive Vice President from September 2018 to April 2023 and has served as Chief Information and Technology Officer since September 2018, when he joined U.S. Bancorp. From May 2014 until July 2017, he served as Vice President at McKinsey Digital where he helped banks accelerate their digital transformation. From April 2009 to September 2013, he served as CEO at Compass Labs leading an innovative marketing analytics company. From March 2006 until April 2008, he served as Director of Products at Google where he led product teams for mobile ads and Google Checkout. From March 2004 until March 2006, he served as Vice President of PayPal/eBay and on the Board of PayPal Europe, where he was responsible for Payments Services, Risk and Fraud Management. Previously, Mr. Dilip co-founded and led startup companies CashEdge and CommerceSoft from 1996 until 2003.

### Terrance R. Dolan

Mr. Dolan, 63, is Vice Chair and Chief Administration Officer of U.S. Bancorp. Mr. Dolan 62, has served in this position since September 2023. From August 2016 to August 2023, he served as Vice Chair and Chief Financial Officer of U.S. Bancorp. From July 2010 to July 2016, he served as Vice Chair, Wealth Management and Investment Services, of U.S. Bancorp. From September 1998 to July 2010, Mr. Dolan served as U.S. Bancorp's Controller. He additionally held the title of Executive Vice President from January 2002 until June 2010 and Senior Vice President from September 1998 until January 2002.

### Revathi N. Dominski

Ms. Dominski, 54, is Senior Executive Vice President and Chief Social Responsibility Officer of U.S. Bancorp and President of the U.S. Bank Foundation. Ms. Dominski 53, has served as Senior Executive Vice President and Chief Social Responsibility Officer since April 2023. She joined U.S. Bancorp in June 2015 as President of the U.S. Bank Foundation and Senior Vice President of Corporate Social Responsibility. Before

### Sekou Kaalund

Mr. Kaalund, 49, is Senior Executive Vice President, Head of Branch and Small Business Banking of U.S. Bancorp. Mr. Kaalund previously was Executive Vice President from December 2022 to January 2025 and has served as Head of Branch and Small Business Banking since joining U.S. Bancorp. Ms. Dominski spent 21 years with Target Corporation in leadership positions including sourcing, merchandising, merchandise planning and operations before moving December 2022. Prior to Target's Corporate Social Responsibility team, where she joined U.S. Bancorp, he served as Senior the Head of Consumer Banking for the Northeast Division at JPMorgan Chase from September 2020 to December 2022. He served as Managing Director and Head of Education Advancing

Black Pathways at JPMorgan Chase from August 2018 to September 2020 and **Community Relations**, was a Managing Director across several areas in the Corporate Investment Bank at JPMorgan Chase, including U.S. Public and Corporate Pensions and Global Private Equity and Real Estate Fund Services, from July 2007 to September 2020.

#### **Gunjan Kedia**

Ms. Kedia, 54, is President of U.S. Bancorp and a member of U.S. Bancorp's Board of Directors. Ms. Kedia has served as President since May 2024. From June 2023 to May 2024, she served as Vice Chair, Wealth, Corporate, Commercial and Institutional Banking, of U.S. Bancorp. Ms. Kedia, 53, has served in this position since June 2023. From December 2016 to June 2023, she served as Vice Chair, Wealth Management and Investment Services, of U.S. Bancorp. From October 2008 until May 2016, In April 2025, she served as will assume the additional role of Chief Executive Officer.

#### **Courtney Kelso**

Ms. Kelso, 47, is Senior Executive Vice President, Head of State Street Corporation where she led the core investment servicing business in North Payments: Consumer and South America and served as a member of State Street's management committee, its senior most strategy and policy committee. Previously, Ms. Kelso was an Executive Vice President of global product management at Bank of New York Mellon from 2004 to 2008 and a Partner and associate at McKinsey from 1996 to 2004.

#### **Shailesh M. Kotwal**

Mr. Kotwal is Vice Chair, Payment Services, Small Business of U.S. Bancorp. Mr. Kotwal, 59, Ms. Kelso has served in this position since joining U.S. Bancorp in March 2015. From July 2008 until May 2014, he February 2025. Prior to joining U.S. Bancorp, she served as Executive Vice President and Head of TD Bank Group with responsibility for retail banking products and services and as Chair of its enterprise payments council. From 2006 until 2008, he served as President, International, of eFunds Corporation. Previously, Mr. Kotwal served in various leadership roles Card Products, Global Commercial Services at American Express Company from 1989 until 2006, including responsibility for operations in North February 2021 to February 2024. From February 2018 to February 2021, she served as Senior Vice President of US Small Business, Co-Brand and South America, Europe and the Asia-Pacific regions. Corporate Cards, Global Commercial Services at American Express.

#### **Stephen L. Philipson Felicia La Forgia**

Mr. Philipson Ms. La Forgia, 56, is Senior Executive Vice President, Head of the Institutional Client Group (ICG) of U.S. Bancorp. Ms. La Forgia previously was Executive Vice President from July 2016 to January 2025 and has served as Head of ICG since June 2024. From June 2020 to June 2024, she served as Head of Corporate Banking of U.S. Bancorp.

#### **Stephen L. Philipson**

Mr. Philipson, 46, is Senior Executive Vice President and Head of Wealth, Corporate, Commercial and Institutional Banking (WCIB). Mr. Philipson has served as Head of WCIB since June 2024 and Senior Executive Vice President since April 2023. From April 2023 to June 2024, he served as Head of Global Markets and Specialized Finance of U.S. Bancorp. Mr. Philipson, 45, has served in this position since April 2023. Bancorp. From October 2017 to April 2023, he served as head Head of Fixed Income and Capital Markets. Previously, he led Credit & Municipal Fixed Income at Markets of U.S. Bank and, prior to that, held roles in fixed income and capital markets at Wachovia/Wells Fargo Securities and Morgan Stanley.Bancorp.

#### **Jodi L. Richard**

Ms. Richard, 56, is Vice Chair and Chief Risk Officer of U.S. Bancorp. Ms. Richard 55, has served in this position since October 2018. She served as Executive Vice President and Chief Operational Risk Officer of U.S. Bancorp from January

2018 until October 2018, having 2018.

#### **Arijit Roy**

Mr. Roy, 48, is Senior Executive Vice President, Head of Consumer and Business Banking Products of U.S. Bancorp. Mr. Roy previously was Executive Vice President from August 2023 to October 2024 and has served as Senior Vice President Head of Consumer and Chief Operational Risk Officer from 2014 until January 2018, Business Banking Products since July 2024. Prior to that time, Ms. Richard July 2024, he served as Head of Consumer and Segment Solutions since joining U.S. Bancorp in July 2022. Prior to joining U.S. Bancorp, he held various senior leadership roles positions at HSBC from 2003 until 2014, Truist, including Executive Vice President and Head of Operational Risk Consumer Products from April 2022 to July 2022, Executive Vice President of Deposits, Small Business Banking, Strategy and Internal Control at HSBC North America Analytics from 2008 July 2021 to 2014. Ms. Richard started her career at the Office April 2022, and Senior Vice President of the Comptroller of the Currency in 1990 as a national bank examiner, Strategy, Digital Integration and Transformation from September 2019 to July 2021.

#### **Mark G. Runkel**

Mr. Runkel, 48, is Senior Executive Vice President, Head of Payments: Merchant and Chief Transformation Officer of U.S. Bancorp, Institutional. Mr. Runkel 47, has served in this position since January 2025. From August 2021, 2021 to January 2025, he served as Chief Transformation Officer of U.S. Bancorp. From December 2013 to August 2021, he served as Senior Executive Vice President and Chief Credit Officer. From February 2011 until December 2013, he served as Senior Vice President and Credit Risk Group Manager Officer of U.S. Bancorp Retail and Payment Services Credit Risk Management, having served as Senior Vice President and Risk Manager of U.S. Bancorp Retail and Small Business Credit Risk Management from June 2009 until February 2011. From March 2005 until May 2009, he served as Vice President and Risk Manager of U.S. Bancorp.

#### **John C. Stern**

Mr. Stern, 46, is Senior Executive Vice President and Chief Financial Officer of U.S. Bancorp. Mr. Stern 46, has served as Senior Executive Vice President since April 2023 and Chief Financial Officer since September 2023. He also served as Head of Finance of U.S. Bancorp from May 2023 to August 2023. He served as Executive Vice President of U.S. Bancorp from July 2013 through April 2023. From May 2021 until May 2023, he served as President of the Global Corporate Trust and Custody business of U.S. Bancorp. Previously, he served as Treasurer of U.S. Bancorp from July 2013 to May 2021 and has held various other leadership positions in his nearly 25 years at U.S. Bancorp.2021.

#### **Dominic V. Venturo**

Mr. Venturo, 58, is Senior Executive Vice President and Chief Digital Officer of U.S. Bancorp. Mr. Venturo 57, has served in this position since July 2020. From January 2015 until July 2020, he served as Executive Vice President and Chief Innovation Officer of U.S. Bancorp, having served as Senior Vice President and Chief Innovation Officer of U.S. Bancorp Payment Services from January 2010 until January 2015. From January 2007 to December 2009, Mr. Venturo served as Senior Vice President and Chief Innovation Officer of U.S. Bancorp Retail Payment Solutions. Prior to that time, he served as Senior Vice President and held product management positions in various U.S. Bancorp Payment Services business lines from December 1998 to December 2006.

#### **Timothy A. Welsh**

Mr. Welsh is Vice Chair, Consumer and Business Banking, of U.S. Bancorp. Mr. Welsh, 58, has served in this position since March 2019. Prior to that, he served as Vice Chair, Consumer Banking Sales and Support since joining U.S. Bancorp in July 2017. From July 2006 until June 2017, he served as a Senior Partner at McKinsey & Company where he specialized in financial services and the consumer experience. Previously, Mr. Welsh served as a Partner at McKinsey from 1999 to 2006.

#### **Additional Information**

Additional information in response to this Item 10 can be found in the Proxy Statement under the headings "Proposal 1 — Election of directors," "Other matters — Delinquent Section 16(a) reports," "Corporate governance — Committee responsibilities" and "Corporate governance — Committee member qualifications." That information is incorporated into this report by reference.

#### **Item 11. Executive Compensation**

Information required to be furnished in response to this Item 11 can be found in the Proxy Statement under the headings "Compensation discussion and analysis," "Compensation Committee report," "Corporate governance — Compensation Committee Interlocks and Insider Participation," "Executive compensation" and "Director compensation." That information is incorporated into this report by reference.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

##### **Equity Compensation Plan Information**

The following table summarizes information regarding the Company's equity compensation plans in effect as of December 31, 2024:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
<b>Equity compensation plans approved by security holders</b>			46,491,070 <sup>(a)</sup>
Stock options	2,048,247 <sup>(b)</sup>	\$ 46.49	—
Restricted stock units and performance-based restricted stock units	9,241,387 <sup>(c)</sup>	—	—
<b>Equity compensation plans not approved by security holders</b>	484,572 <sup>(d)</sup>	—	—
<b>Total</b>	11,774,206		46,491,070

(a) The 46,491,070 shares of the Company's common stock available for future issuance are reserved under the U.S. Bancorp 2024 Stock Incentive Plan (the "2024 Plan"). Future awards under the 2024 Plan may be made in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalents, stock awards, or other stock-based awards.

(b) Includes shares of the Company's common stock underlying stock options granted under the U.S. Bancorp 2015 Stock Incentive Plan (the "2015 Plan") and the U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan (the "2007 Plan").

(c) Includes shares of the Company's common stock underlying performance-based restricted stock units (awarded to the members of the Company's Managing Committee and settled in shares of the Company's common stock on a one-for-one basis) and restricted stock units (settled in shares of the Company's common stock on a one-for-one basis) under the 2024 Plan, the 2015 Plan, the 2007 Plan and the U.S. Bancorp 2001 Stock Incentive Plan, as amended. No exercise price is paid upon vesting, and thus, no exercise price is included in the table.

(d) Shares of the Company's common stock that are issuable pursuant to various active and frozen deferred compensation plans of U.S. Bancorp and its predecessor entities that provide distribution of deferred compensation deemed to be invested in U.S. Bancorp stock in the form of shares of U.S. Bancorp common stock, unless the Company chooses cash payment. No exercise price is paid when shares are issued pursuant to the deferred compensation plans.

The active deferred compensation plans allow, and the frozen deferred compensation plans previously permitted, non-employee directors and eligible employees, including members of senior management, to defer all or part of their compensation until the earlier of retirement or termination of employment. Deferral elections are irrevocable. Under the plans, the deferred compensation is deemed to be invested in one of several investment alternatives at the option of the participant, including shares of U.S. Bancorp common stock. Amounts deferred are credited with earnings and investment gains and losses by assuming that deferred amounts were invested in one or more of the hypothetical investment alternatives selected by the plan participant.

The 484,572 shares included in the table assume that participants in the plans with amounts deemed to be invested in the Company's common stock as of December 31, 2024 had received all such amounts in shares of the Company's common stock on December 31, 2024. The U.S. Bank Executive Employees Deferred Compensation Plan (2005 Statement) and the U.S. Bank Outside Directors Deferred Compensation Plan (2005 Statement) are the Company's only deferred compensation plans under which compensation may currently be deferred.

#### **Additional Information**

Additional information in response to this Item 12 can be found in the Proxy Statement under the headings "Equity compensation plan information" and heading "Security ownership of certain beneficial owners and management." That information is incorporated into this report by reference.

#### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information in response to this Item 13 can be found in the Proxy Statement under the headings "Corporate governance — Director independence," "Corporate Governance — Committee member qualifications" and "Certain relationships and related transactions." That information is incorporated into this report by reference.

#### **Item 14. Principal Accountant Fees and Services**

Information in response to this Item 14 can be found in the Proxy Statement under the headings "Audit Committee report and payment of fees to auditor — Fees to independent auditor" and "Audit Committee report and payment of fees to auditor — Administration of engagement of independent auditor." That information is incorporated into this report by reference.

#### **PART IV**

## Item 15. Exhibits and Financial Statement Schedules

List of documents filed as part of this report:

### 1. Financial Statements

- Report of Management
- Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting
- Report of Independent Registered Public Accounting Firm on the Financial Statements
- U.S. Bancorp Consolidated Balance Sheet as of **December 31, 2023** **December 31, 2024** and **2022** **2023**
- U.S. Bancorp Consolidated Statement of Income for each of the three years in the period ended **December 31, 2023** **December 31, 2024**
- U.S. Bancorp Consolidated Statement of Comprehensive Income for each of the three years in the period ended **December 31, 2023** **December 31, 2024**
- U.S. Bancorp Consolidated Statement of Shareholders' Equity for each of the three years in the period ended **December 31, 2023** **December 31, 2024**
- U.S. Bancorp Consolidated Statement of Cash Flows for each of the three years in the period ended **December 31, 2023** **December 31, 2024**
- Notes to Consolidated Financial Statements
- U.S. Bancorp Consolidated Daily Average Balance Sheet and Related Yields and Rates (Unaudited)
- U.S. Bancorp Supplemental Financial Data (Unaudited)

### 2. Financial Statement Schedules

All financial statement schedules for the Company have been included in the **consolidated financial statements** **Consolidated Financial Statements** or the related **footnotes**, **Notes**, or are either inapplicable or not required.

### 3. Exhibits

Shareholders may obtain a copy of any of the exhibits to this report upon payment of a fee covering the Company's reasonable expenses in furnishing the exhibits. You can request exhibits by writing to Investor Relations, U.S. Bancorp, 800 Nicollet Mall, Minneapolis, Minnesota 55402.

**(u)3.1** [Restated Certificate of Incorporation. Filed as Exhibit 3.4 to Form 8-K filed on April 20, 2022.](#)

**(u)3.2** [Amended and Restated Bylaws. Filed as Exhibit 3.1 to Form 8-K filed on October 19, 2023.](#)

**4.1** Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, copies of instruments defining the rights of holders of long-term debt are not filed. U.S. Bancorp agrees to furnish a copy thereof to the SEC upon request.

**4.2** [Description of U.S. Bancorp's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.](#)

**(u)10.0** [Amended and Restated Registration Rights Agreement, dated August 3, 2023, by and between U.S. Bancorp and MUFG Bank, Ltd. Filed as Exhibit 10.1 to Form 8-K filed on August 3, 2023.](#)

**(u)(2)10.1(a)** [U.S. Bancorp 2001 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2001.](#)

**(u)(2)10.1(b)** [Amendment No. 1 to U.S. Bancorp 2001 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 10-K for the year ended December 31, 2002.](#)

**(u)(2)10.2** [U.S. Bancorp Annual Executive Incentive Plan. Filed as Exhibit 10.1 to Form 8-K filed on January 16, 2019.](#)

**(u)(2)10.3** [U.S. Bancorp Executive Deferral Plan, as amended. Filed as Exhibit 10.7 to Form 10-K for the year ended December 31, 1999.](#)

**(u)(2)10.4** [U.S. Bank Non-Qualified Retirement Plan. Filed as Exhibit 10.4 to Form 10-K for the year ended December 31, 2020.](#)

**(u)(2)10.5(a)** [U.S. Bancorp Executive Employees Deferred Compensation Plan. Filed as Exhibit 10.18 to Form 10-K for the year ended December 31, 2003.](#)

**(u)(2)10.5(b)** [2011 Amendment of U.S. Bancorp Executive Employees Deferred Compensation Plan. Filed as Exhibit 10.9\(b\) to Form 10-K for the year ended December 31, 2011.](#)

**(u)(2)10.5(c)** [2025 Amendment of U.S. Bancorp Executive Employees Deferred Compensation Plan.](#)

**(u)(2)10.6** [U.S. Bank Executive Employees Deferred Compensation Plan \(2005 Statement\). Filed as Exhibit 4.1 to Form S-8 \(File No. 333-268116\) filed on November 2, 2022.](#)

(1)(2)10.7(a) [U.S. Bancorp Outside Directors Deferred Compensation Plan. Filed as Exhibit 10.19 to Form 10-K for the year ended December 31, 2003.](#)

(1)(2)10.7(b) [2011 Amendment of U.S. Bancorp Outside Directors Deferred Compensation Plan. Filed as Exhibit 10.11\(b\) to Form 10-K for the year ended December 31, 2011.](#)

(2)10.7(c) [2025 Amendment of U.S. Bancorp Outside Directors Deferred Compensation Plan.](#)

(1)(2)10.8(a) [U.S. Bank Outside Directors Deferred Compensation Plan \(2005 Statement\). Filed as Exhibit 10.1 to Form 8-K filed on December 21, 2005.](#)

(1)(2)10.8(b) [First Amendment of the U.S. Bank Outside Directors Deferred Compensation Plan \(2005 Statement\). Filed as Exhibit 10.3\(b\) to Form 8-K filed on January 7, 2009.](#)

(1)(2)10.8(c) [Second Amendment of the U.S. Bank Outside Directors Deferred Compensation Plan \(2005 Statement\). Filed as Exhibit 10.12\(c\) to Form 10-K for the year ended December 31, 2011.](#)

(2)10.8(d) [Third Amendment of the U.S. Bank Outside Directors Deferred Compensation Plan \(2005 Statement\).](#)

(1)(2)10.9(a) [Form of Director Restricted Stock Unit Award Agreement under U.S. Bancorp 2001 Stock Incentive Plan. Filed as Exhibit 10.5 to Form 10-Q for the quarterly period ended September 30, 2004.](#)

(1)(2)10.9(b) [Form of Amendment to Director Restricted Stock Unit Award Agreements under U.S. Bancorp 2001 Stock Incentive Plan dated as of December 31, 2008. Filed as Exhibit 10.5\(b\) to Form 8-K filed on January 7, 2009.](#)

(1)(2)10.10 10.9 [U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.1 to Form 8-K filed on April 20, 2010.](#)

(1)(2)10.11 [Form of Non-Qualified Stock Option Agreement for Executive Officers \(as approved January 16, 2012\) under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on January 18, 2012.](#)

(1)(2)10.12 [Form of Non-Qualified Stock Option Agreement for Executive Officers \(as approved November 14, 2012\) under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on November 19, 2012.](#)

(1)(2)10.13 [Form of Non-Qualified Stock Option Agreement for Executive Officers \(as approved December 9, 2013\) under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan. Filed as Exhibit 10.2 to Form 8-K filed on December 13, 2013.](#)

(1)(2)10.14 [Form of Non-Qualified Stock Option Agreement for Executive Officers under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be used after December 31, 2014. Filed as Exhibit 10.2 to Form 8-K filed on December 31, 2014.](#)

(1)(2) <b>10.15</b>	<u>Form of 2007 Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan.</u> <u>Filed as Exhibit 10.1 to Form 10-Q/A for the quarterly period ended September 30, 2007.</u>
(1)(2) <b>10.16</b> <b>10.10</b>	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be (used after December 31, 2008 for grants made January 1, 2009-December 31, 2013).</u> Filed as Exhibit 10.11(a) to Form 8-K filed on January 7, 2009.
(1)(2) <b>10.17</b> <b>10.11</b>	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp Amended and Restated 2007 Stock Incentive Plan to be (used after December 31, 2013 for grants made January 1, 2014-April 20, 2015).</u> Filed as Exhibit 10.37 to Form 10-K for the year ended December 31, 2013.
(1)(2) <b>10.18</b> <b>10.12</b>	<u>U.S. Bancorp 2015 Stock Incentive Plan.</u> Filed as Exhibit 10.1 to Form 8-K filed on April 23, 2015.
(1)(2) <b>10.19</b> <b>10.13</b>	<u>Form of Stock Option Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (in use (used for grants made through April 21, 2015-December 31, 2016).</u> Filed as Exhibit 10.4 to Form 8-K filed on April 23, 2015.
(1)(2) <b>10.20</b> <b>10.14</b>	<u>Form of Stock Option Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2017)-December 31, 2017.</u> Filed as Exhibit 10.44 to Form 10-K for the year ended December 31, 2016.
(1)(2) <b>10.21</b> <b>10.15</b>	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp 2015 Stock Incentive Plan (in use (used for grants made through April 21, 2015-December 31, 2016).</u> Filed as Exhibit 10.2 to Form 8-K filed on April 23, 2015.
(1)(2) <b>10.22</b> <b>10.16</b>	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made after January 1, 2017)-April 15, 2024.</u> Filed as Exhibit 10.42 to Form 10-K for the year ended December 31, 2016.
(1)(2) <b>10.23</b> <b>10.17</b>	<u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made during January 1, 2021-December 31, 2023).</u> Filed as Exhibit 10.34 10.30 to Form 10-K for the year ended December 31, 2018 December 31, 2020.
(1)(2) <b>10.24</b> <b>10.18</b>	<u>Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made January 1, 2018 – June 30, 2018)-January 1, 2021-December 31, 2023.</u> Filed as Exhibit 10.40 10.31 to Form 10-K for the year ended December 31, 2017 December 31, 2020.
(1)(2) <b>10.25</b>	<u>Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made July 1, 2018 – December 31, 2019).</u> Filed as Exhibit 10.1 to Form 10-Q for the quarterly period ended June 30, 2018.
(1)(2) <b>10.26</b> <b>10.19</b>	<u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made during January 1, 2024-April 15, 2024).</u> Filed as Exhibit 10.36 10.30 to Form 10-K for the year ended December 31, 2019 December 31, 2023.
(1)(2) <b>10.27</b> <b>10.20</b>	<u>Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 Stock Incentive Plan (used for grants made during 2020) January 1, 2024-April 15, 2024.</u> Filed as Exhibit 10.37 10.31 to Form 10-K for the year ended December 31, 2019 December 31, 2023.
(1)(2) <b>10.28</b> <b>10.21</b>	<u>U.S. Bancorp 2024 Stock Incentive Plan.</u> Filed as Exhibit 4.3 to Form S-8 (File No. 333-278752) filed on April 17, 2024.
(1)(2) <b>10.22</b>	<u>Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2024 Stock Incentive Plan (used for grants made April 16, 2024-December 31, 2024).</u> Filed as Exhibit 4.4 to Form S-8 (File No. 333-278752) filed on April 17, 2024.
(1)(2) <b>10.23</b>	<u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 2024 Stock Incentive Plan (used for grants made after January 1, 2021) April 16, 2024-December 31, 2024).</u> Filed as Exhibit 10.30 4.5 to Form 10-K for the year ended December 31, 2020 S-8 (File No. 333-278752) filed on April 17, 2024.
(1)(2) <b>10.29</b> <b>10.24</b>	<u>Form of Restricted Stock Unit Award Agreement for Executive Officers Non-Employee Directors under U.S. Bancorp 2015 2024 Stock Incentive Plan (used for grants made after January 1, 2021 April 16, 2024).</u> Filed as Exhibit 10.31 4.6 to Form 10-K for the year ended December 31, 2020 S-8 (File No. 333-278752) filed on April 17, 2024.
(1)(2) <b>10.30</b> <b>10.25</b>	<u>Form of Performance Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 2024 Stock Incentive Plan (used for grants made after January 1, 2024 January 1, 2025).</u>
(1)(2) <b>10.31</b> <b>10.26</b>	<u>Form of Restricted Stock Unit Award Agreement for Executive Officers under U.S. Bancorp 2015 2024 Stock Incentive Plan (used for grants made after January 1, 2024 January 1, 2025).</u>

13 2023 2024 Annual Report, pages 21 through 158-154.  
 19 U.S. Bancorp Insider Trading Policy.  
 21 Subsidiaries of the Registrant.  
 23 Consent of Ernst & Young LLP.

24	<u>Power of Attorney.</u>
31.1	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.</u>
31.2	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.</u>
32	<u>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.</u>
(u)97	<u>U.S. Bancorp Incentive-Based Compensation Recovery Policy, dated as of December 1, 2023. Filed as Exhibit 97 to Form 10-K for the year ended December 31, 2023.</u>
101	The following financial statements from the Company's Annual Report for the year ended <b>December 31, 2023</b> <b>December 31, 2024</b> , formatted in Inline XBRL: (i) Consolidated Balance Sheet, (ii) Consolidated Statement of Income, (iii) Consolidated Statement of Comprehensive Income, (iv) Consolidated Statement of Shareholders' Equity, (v) Consolidated Statement of Cash Flows and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

(1) *Exhibit has been previously filed with the SEC and is incorporated herein as an exhibit by reference to the prior filing.*

(2) *Management contracts or compensatory plans or arrangements.*

(3) *Certain appendices have been omitted. The Company will furnish copies of any such appendix to the U.S. Securities and Exchange Commission SEC upon its request.*

#### Item 16. Form 10-K Summary

Not applicable.

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on **February 20, 2024** **February 21, 2025**, on its behalf by the undersigned, thereunto duly authorized.

**U.S. BANCORP**

By /s/ ANDREW CECERE  
ANDREW CECERE

Andrew Cecere

Chairman President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on **February 20, 2024** **February 21, 2025**, by the following persons on behalf of the registrant and in the capacities indicated.

Signature and Title

/s/ **ANDREW CECERE**

**ANDREW CECERE**

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Andrew Cecere,

Chairman **President** and Chief Executive Officer, Director  
(principal executive officer)

/s/ **JOHN JOHN C. STERN**

**STERN**

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John C. Stern,

Senior Executive Vice President and Chief Financial Officer  
(principal financial officer)

/s/ **LISA LISA R. STARK**

**STARK**

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Lisa R. Stark,

Executive Vice President and Controller  
(principal accounting officer)

**WARNER** **WARNER L. BAXTER\***

**BAXTER\***

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Warner L. Baxter, Director

**DOROTHY** **DOROTHY J. BRIDGES\***

**BRIDGES\***

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Dorothy J. Bridges, Director

**ELIZABETH** **ELIZABETH L. BUSE\***

**BUSE\***

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Elizabeth L. Buse, Director

**ALAN** **ALAN B. COLBERG\***

**COLBERG\***

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Alan B. Colberg, Director

**KIMBERLY** **KIMBERLY N. ELLISON-TAYLOR\***

**ELLISON-TAYLOR\***

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Kimberly N. Ellison-Taylor, Director

**ALEEM** **GILLANI\***

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**K** Aleem Gillani, Director

**KIMBERLY J. HARRIS\*** **HARRIS\***

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Kimberly J. Harris, Director

**ROLAND** **ROLAND A. HERNANDEZ\***

**HERNANDEZ\***

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Roland A. Hernandez, Director

**RICHARD P. MCKENNEY\***

/s/ **GUNJAN KEDIA**

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Richard P. McKenney, Gunjan Kedia, Director

RICHARD P. MCKENNEY\*

Richard P. McKenney, Director

YUSUF I. MEHDI\*MEHDI\*

Yusuf I. Mehdi, Director

LORETTA LORETTA E. REYNOLDS\*

REYNOLDS\*

Loretta E. Reynolds, Director

JOHN JOHN P. WIEHOFF\*

WIEHOFF\*

John P. Wiehoff, Director

SCOTT SCOTT W. WINE\*

WINE\*

Scott W. Wine, Director

\* Andrew Cecere, by signing his name hereto, does hereby sign this document on behalf of each of the above named directors of the registrant pursuant to powers of attorney duly executed by such persons.

Dated: February 20, 2024 February 21, 2025

By: /s/ ANDREW CECERE  
ANDREW CECERE

Andrew Cecere  
Attorney-In-Fact

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Exhibit 4.2

**DESCRIPTION OF THE REGISTRANT'S U.S. BANCORP'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES  
EXCHANGE ACT OF 1934**

U.S. Bancorp ("USB") has registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (1) its common stock, (2) depositary shares representing shares of its Series A preferred stock, (3) depositary shares representing shares of its Series B preferred stock, (4) depositary shares representing shares of its Series K preferred stock, (5) depositary shares representing shares of its Series L preferred stock, (6) depositary shares representing shares of its Series M preferred stock, (7) depositary shares representing shares of its Series O preferred stock, and (8) its 0.850% Medium-Term Floating Rate Notes, Series XCC (Senior), due June 7, 2024 May 21, 2028 and (9) its 4.009% Fixed-to-Floating Rate Notes, Series CC (Senior), due May 21, 2032.

**DESCRIPTION OF CAPITAL STOCK**

The following description of the capital stock of USB and certain other matters does not purport to be complete and is subject, in all respects, to the provisions of the restated certificate of incorporation (the "Certificate of Incorporation") and amended and restated bylaws (the "Bylaws") of USB, as well as applicable Delaware law and applicable provisions of the Adjustable Interest Rate (LIBOR) Act (the "LIBOR Act") and implementing rules thereunder issued by the Board of Governors of the Federal Reserve System (the "LIBOR Rule"). The following description is qualified by reference to the Certificate of Incorporation, the certificate of designations for each series of preferred stock of USB and the Bylaws, copies of which are incorporated by reference as exhibits to USB's Annual Report on Form 10-K.

**Authorized Capital Stock**

The authorized capital stock of USB consists of 4,000,000,000 shares of common stock, par value \$0.01 per share ("Common Stock"), and 50,000,000 shares of preferred stock, par value \$1.00 per share ("Preferred Stock"). As of **December 31, 2023** **December 31, 2024**, there were **1,557,993,055** **1,559,796,088** shares of Common Stock issued and outstanding and 243,510 shares of Preferred Stock issued and outstanding, of which:

- 20,010 were designated as Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock"), 12,510 of which were issued and outstanding;
- 40,000 were designated as Series B Non-Cumulative Perpetual Preferred Stock (the "Series B Preferred Stock"), 40,000 of which were issued and outstanding;
- 40,000 were designated as Series J Non-Cumulative Perpetual Preferred Stock (the "Series J Preferred Stock"), 40,000 of which were issued and outstanding;
- 23,000 were designated as Series K Non-Cumulative Perpetual Preferred Stock (the "Series K Preferred Stock"), 23,000 of which were issued and outstanding;

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- 20,000 were designated as Series L Non-Cumulative Perpetual Preferred Stock (the "Series L Preferred Stock"), 20,000 of which were issued and outstanding;

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- 30,000 were designated as Series M Non-Cumulative Perpetual Preferred Stock (the "Series M Preferred Stock"), 30,000 of which were issued and outstanding;
- 60,000 were designated as Series N Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock (the "Series N Preferred Stock"), 60,000 of which were issued and outstanding; and
- 20,000 were designated as Series O Non-Cumulative Perpetual Preferred Stock (the "Series O Preferred Stock"), 18,000 of which were issued and outstanding.

All outstanding shares of USB's capital stock are fully paid and non-assessable.

#### **Common Stock**

Holders of shares of Common Stock are entitled to one vote per share. Unless a greater number of affirmative votes is required by the Certificate of Incorporation, the Bylaws, the rules or regulations of any stock exchange on which the Common Stock is traded, or as otherwise required by law or pursuant to any regulation applicable to USB, if a quorum exists at any meeting of stockholders, stockholders may take action on all matters, other than the election of directors, by a majority of the voting power of the stock present, in person or by proxy, at the meeting and entitled to vote on the matter. A nominee for director will be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election; *provided, however*, that if USB's board of directors determines that the number of nominees for director exceeds the number of directors to be elected at such meeting by the date that is 10 days prior to the date that USB first mails its notice of meeting for such meeting to the stockholders, each of the directors to be elected at such meeting will be elected by a plurality of the votes cast at such meeting assuming a quorum is present. Holders of shares of Common Stock do not have the right to cumulate their votes in the election of directors.

Subject to the prior or equal rights, if any, of any series of Preferred Stock outstanding, the holders of Common Stock are entitled to such dividends as may from time to time be declared by USB's board of directors from any funds legally available for dividends. USB is subject to various

general regulatory policies and requirements relating to the payment of dividends on its capital stock, including requirements to maintain adequate capital above regulatory minimums. The Board of Governors of the Federal Reserve System (the "Federal Reserve Board") is authorized to determine, under certain circumstances relating to the financial condition of a bank holding company, such as USB, that the payment of dividends would be an unsafe or unsound practice and to prohibit payment thereof. In addition, USB is subject to Delaware state laws relating to the payment of dividends.

Holders of shares of Common Stock do not have any preemptive right to purchase or subscribe for any additional securities of USB.

In the event of liquidation of USB, after the payment or provision for payment of all debts and liabilities and subject to the prior or equal rights, if any, of the Preferred Stock of any

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and all outstanding series, the holders of Common Stock will be entitled to share ratably in the remaining assets of USB. Shares of USB Common Stock are fully paid and non-assessable.

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The Common Stock has no conversion rights.

The transfer agent and registrar for USB Common Stock is Computershare, Inc. USB's Common Stock is listed on the NYSE under the symbol "USB."

## **Preferred Stock**

### **General**

USB's board of directors or a duly authorized committee thereof has the authority, without further action by USB's stockholders, unless action is required by applicable laws or regulations or by the terms of any Preferred Stock, to provide for the issuance of Preferred Stock in one or more series and to fix the voting rights, designations, preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, by adopting a resolution or resolutions creating and designating such series.

The rights of holders of Common Stock will be subject to, and may be adversely affected by, the rights of holders of any Preferred Stock. Any issuance of Preferred Stock may adversely affect the interests of holders of the Common Stock by limiting the control which such holders may exert by exercise of their voting rights, by subordinating their rights in liquidation to the rights of the holders of the Preferred Stock, and otherwise.

As of December 31, 2023 December 31, 2024, the following depositary shares representing shares of Preferred Stock have been registered pursuant to Section 12 of the Exchange Act:

- Depositary Shares each representing a 1/100th interest in a share of Series A Preferred Stock;
- Depositary Shares each representing a 1/1,000~~1,000~~1,000th interest in a share of Series B Preferred Stock;
- Depositary Shares each representing a 1/1,000th interest in a share of Series K Preferred Stock;
- Depositary Shares each representing a 1/1,000th interest in a share of Series L Preferred Stock;
- Depositary Shares each representing a 1/1,000th interest in a share of Series M Preferred Stock; and
- Depositary Shares, each representing a 1/1,000th interest in a share of Series O Preferred Stock.

The depositary shares representing the Series J Preferred Stock and the Series N Preferred Stock described herein have not been registered pursuant to Section 12 of the Exchange Act.

#### **Series A Preferred Stock**

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#### **Series A Preferred Stock**

**General** — The depositary is the sole holder of the Series A Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series A Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series A Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series A Preferred Stock have no preemptive rights with respect to any shares of USB’s capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series A Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series A Preferred Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

The Series A Preferred Stock is perpetual and will not be convertible into shares of USB’s Common Stock or any other class or series of USB’s capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series A Preferred Stock ranks equally with the Series B Preferred Stock, the Series J Preferred Stock, the Series K Preferred Stock, the Series L Preferred Stock, the Series M Preferred Stock, the Series N Preferred Stock and the Series O Preferred Stock and with any future class or series of USB’s capital stock that ranks on a par with the Series A Preferred Stock in the payment of dividends and in the distribution of assets on USB’s liquidation, dissolution or winding up. Such capital stock is referred to as “Parity Stock.” With respect to the payment of dividends and amounts upon liquidation, the Series A Preferred Stock ranks senior to USB’s Common Stock and any other future class or series of USB’s capital stock over which the Series A Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up. USB’s Common Stock and any such capital stock are referred to as “Junior Stock.” USB may not issue any class or series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up over the Series A Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series A Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period (as defined below) and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other

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than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor will any monies be paid to or made available for a sinking fund for the

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redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series A Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for such dividend period on all outstanding shares of Series A Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series A Preferred Stock will not be mandatory. Holders of the Series A Preferred Stock will be entitled to receive, if, when and as declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends payable quarterly in arrears on each January 15, April 15, July 15 or October 15 (or, if such day is not a business day, the next business day). The period from and including the date of issuance of the Series A Preferred Stock or any dividend payment date to but excluding the next dividend payment date is referred to as a "dividend period." Dividends on each share of Series A Preferred Stock will accrue on the liquidation preference amount of \$100,000 per share at a rate per annum equal to the greater of (i) three-month LIBOR<sup>1</sup> (computed as provided below) plus 1.02% or (ii) 3.50%. In the case that any date on which dividends are payable on the Series A Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day. However, no interest or other payment will be paid in respect of the delay. The record date for payment of dividends on the Series A Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any dividend period will be calculated on the basis of a 360-day year and the number of days actually elapsed. For purposes of the Series A Preferred Stock, a "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions in Minneapolis, Minnesota, New York, New York or Wilmington, Delaware are not authorized or obligated by law, regulation or executive order to close.

For any dividend period, three-month LIBOR will be determined by the calculation agent on the second London Banking Day immediately preceding the first day of such dividend period in the following manner:

- Three-month LIBOR will be the rate (expressed as a percentage per annum) for deposits in U.S. dollars for a three-month period commencing on the first day of a dividend period that appears on Reuters Screen LIBOR01 Page as of 11:00 a.m. (London time) on the second London Banking Day preceding the first day of that dividend period.
- If the rate described above does not appear on Reuters Screen LIBOR01, three-month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that dividend period and in a principal amount of not less than \$1,000,000 are offered to prime banks in the London

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<sup>1</sup> Following the cessation of representative three-month LIBOR, after June 30, 2023, this three-month LIBOR rate transitioned to three-month CME Term SOFR plus a tenor spread adjustment of 0.26161% in accordance with the LIBOR Act and LIBOR Rule.

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three-month period commencing on the first day of that dividend period and in a principal amount of not less than \$1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by USB, at approximately 11:00 a.m., London time, on the second London Banking Day preceding the first day of that dividend period. U.S. Bank National Association, as Calculation Agent for the Series A Preferred Stock, will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, three-month LIBOR with respect to that dividend period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of such quotations.

- If fewer than two quotations are provided, three-month LIBOR with respect to that dividend period will be the arithmetic mean (rounded upward if necessary to the nearest .00001 of 1%) of the rates quoted by three major banks in New York, New York, selected by the Calculation Agent, at approximately 11:00 a.m., New York City time, on the first day of that dividend period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that dividend period and in a principal amount of not less than \$1,000,000.
- If the banks selected by the Calculation Agent to provide quotations are not quoting as described above, three-month LIBOR for that dividend period will be the same as three-month LIBOR as determined for the previous dividend period.

The calculation agent's establishment of three-month LIBOR and calculation of the amount of dividends for each dividend period will be on file at USB's principal offices, will be made available to any holder of Series A Preferred Stock upon request and will be final and binding in the absence of manifest error.

"London Banking Day" means any day on which commercial banks are open for general business (including dealings in deposits in U.S. dollars) in London.

"Reuters Screen LIBOR01 Page" means the display designated on the Reuters 3000 Xtra (or such other page as may replace that page on that service or such other service as may be nominated by the British Bankers' Association for the purpose of displaying London interbank offered rates for U.S. dollar deposits).

The right of holders of the Series A Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series A Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series A Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series A Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

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When dividends are not paid in full upon the Series A Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the

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amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series A Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series A Preferred Stock that may be in arrears.

**Redemption** — The Series A Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provisions.

So long as full dividends on all outstanding shares of the Series A Preferred Stock for the then-current dividend period have been paid or declared and a sum sufficient for the payment thereof is set aside, and subject to receipt of the regulatory approvals discussed below, USB may redeem the Series A Preferred Stock in whole or in part at any time, at a redemption price equal to \$100,000 per share plus dividends that have been declared but not paid plus accrued and unpaid dividends for the then current dividend period to the redemption date.

If shares of the Series A Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series A Preferred Stock to be redeemed, mailed not less than 30 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depository shares representing the Series A Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series A Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series A Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series A Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series A Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series A Preferred Stock, such shares of Series A Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

In case of any redemption of only part of the shares of the Series A Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series A Preferred Stock is subject to prior approval of the Federal Reserve Board.

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**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series A Preferred Stock at the time

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outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$100,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series A Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series A Preferred Stock and all stock ranking equal to the Series A Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series A Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series A Preferred Stock will have no voting rights.

Whenever dividends on any shares of the Series A Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods, whether consecutive or not (a "Nonpayment"), the holders of the Series A Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors (the "Preferred Directors"), provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series A Preferred Stock, a special meeting of the holders of Series A Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series A Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed

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by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series A Preferred Stock and any other

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class or series of Preferred Stock that ranks on parity with the Series A Preferred Stock as to payment of dividends for at least four consecutive dividend periods following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive dividend periods following a Nonpayment on the Series A Preferred Stock and any other class or series of Parity Stock, the holders of the Series A Preferred Stock will be divested of the foregoing voting rights (subject to vesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series A Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series A Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series A Preferred Stock become entitled to vote for the election of directors, the Series A Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series A Preferred Stock may become subject to regulations under the Bank Holding Company Act of 1956, as amended (the "Bank Holding Company Act") and/or certain acquisitions of the Series A Preferred Stock may be subject to prior approval by the Federal Reserve Board.

So long as any shares of Series A Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series A Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series A Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and
- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series A Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate

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of Designations of the Series A Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the

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Series A Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series A Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series A Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series A Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series A Preferred Stock to effect such redemption.

#### **Series B Preferred Stock**

**General** — The depositary is the sole holder of the Series B Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series B Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series B Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series B Preferred Stock have no preemptive rights with respect to any shares of USB's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series B Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series B Preferred Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

The Series B Preferred Stock is perpetual and will not be convertible into shares of USB's Common Stock or any other class or series of USB's capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series B Preferred Stock ranks equally with the Series A Preferred Stock, the Series J Preferred Stock, the Series K Preferred Stock, the Series L Preferred Stock, the Series M Preferred Stock, the Series N Preferred Stock and the Series O Preferred Stock and with any future class or series of USB's capital stock that ranks on a par with the Series B Preferred Stock in the payment of dividends and in the distribution of assets on USB's liquidation, dissolution or winding up. With respect to the

payment of dividends and amounts upon liquidation, the Series B Preferred Stock ranks senior to USB's Common Stock and any other future class or series of USB's capital stock over which the Series B Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up. USB may not issue

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any class of series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up over the Series B

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Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series B Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series B Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for such dividend period on all outstanding shares of Series B Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series B Preferred Stock will not be mandatory. Holders of Series B Preferred Stock will be entitled to receive, when, as and if declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends payable quarterly in arrears on each January 15, April 15, July 15 or October 15 (or, if such day is not a business day, the next business day). Dividends on each share of Series B Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share at a rate per annum equal to the greater of (1) three-month LIBOR<sub>2</sub> (computed as provided below) plus 0.60% or (2) 3.50%. In the case that any date on which dividends are payable on the Series B Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day. However, no interest or other payment will be paid in respect of the delay. The record date for payment of dividends on the Series B Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any dividend period will be calculated on the basis of a 360-day year and the number of days actually elapsed. For purposes of the Series B Preferred Stock, the term "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York.

For any dividend period,  
three-month LIBOR will be  
determined by the  
calculation agent on the  
second London Banking Day  
immediately preceding the  
first day of such dividend

period in the following manner:

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<sup>2</sup> Following the cessation of representative three-month LIBOR, after June 30, 2023, this three-month LIBOR rate transitioned to three-month CME Term SOFR plus a tenor spread adjustment of 0.26161% in accordance with the LIBOR Act and LIBOR Rule.

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For any dividend period, three-month LIBOR will be determined by the calculation agent on the second London Banking Day immediately preceding the first day of such dividend period in the following manner:

- Three-month LIBOR will be the offered rate per annum for three-month deposits in U.S. dollars, beginning on the first day of such period, as that rate appears on Moneyline Telerate Page 3750 as of 11:00 A.M., London time, on the second London Banking Day immediately preceding the first day of such dividend period.
- If the rate described above does not appear on Moneyline Telerate page 3750, three-month LIBOR will be determined on the basis of the rates, at approximately 11:00 A.M., London time, on the second London Banking Day immediately preceding the first day of such dividend period, at which deposits of the following kind are offered to prime banks in the London interbank market by four major banks in that market selected by USB: three-month deposits in U.S. dollars, beginning on the first day of such dividend period, and in a principal amount of not less than \$1,000,000. The calculation agent will request the principal London office of each of these banks to provide a quotation of its rate. If at least two quotations are provided, three-month LIBOR for the second London Banking Day immediately preceding the first day of such dividend period will be the arithmetic mean of the quotations.
- If fewer than two quotations are provided as described above, three-month LIBOR for the second London Banking Day immediately preceding the first day of such dividend period will be the arithmetic mean of the rates for loans of the following kind to leading European banks quoted, at approximately 11:00 A.M. New York City time on the second London Banking Day immediately preceding the first day of such dividend period, by three major banks in New York City selected by USB: three-month loans of U.S. dollars, beginning on the first day of such dividend period, and in a principal amount of not less than \$1,000,000.
- If fewer than three banks selected by USB are quoting as described above, three-month LIBOR for the new dividend period will be three-month LIBOR in effect for the prior dividend period.

The calculation agent's establishment of three-month LIBOR and calculation of the amount of dividends for each dividend period will be on file at USB's principal offices, will be made available to any holder of Series B Preferred Stock upon request and will be final and binding in the absence of manifest error.

The term "Moneyline Telerate Page" means the display on Moneyline Telerate, Inc., or any successor service, on the page or pages referred to above or any replacement page or pages on that service.

The right of holders of the Series B Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series B Preferred

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Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series B Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends

for that dividend period, whether or not dividends are declared and paid for any

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future dividend period with respect to the Series B Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

When dividends are not paid in full upon the Series B Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series B Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series B Preferred Stock that may be in arrears.

**Redemption** —The Series B Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provisions.

The Series B Preferred Stock is redeemable at USB's option, in whole or in part, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

If shares of the Series B Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series B Preferred Stock to be redeemed, mailed not less than 30 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depositary shares representing the Series B Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series B Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series B Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series B Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series B Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series B Preferred Stock, such shares of Series B Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

In case of any redemption of only part of the shares of the Series B Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

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Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series B Preferred Stock is subject to prior approval of the Federal Reserve Board.

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Additionally, the Series B Preferred Stock is subject to a "Replacement Capital Covenant," which will limit USB's right to redeem the Series B Preferred Stock. In the Replacement Capital Covenant, USB covenants to redeem or repurchase shares of Series B Preferred Stock only if and to the extent that (a) the total redemption or repurchase price is equal to or less than the sum, as of the date of redemption or repurchase, of (i) 133.33% of the aggregate net cash proceeds USB or its subsidiaries have received during the 180 days prior to such date from the issuance and sale of Common Stock plus (ii) 100% of the aggregate net cash proceeds USB or its subsidiaries have received during the 180 days prior to such date from the issuance of certain other specified securities that (A) have equity-like characteristics that satisfy the requirements of the Replacement Capital Covenant, which means generally that such other securities have characteristics that are the same as, or more equity-like than, the applicable characteristics of the Series B Preferred Stock at that time, and (B) qualify as tier 1 capital of USB under the risk-based capital guidelines of the Federal Reserve Board; and (b) USB has obtained the prior approval of the Federal Reserve Board, if such approval is then required by the Federal Reserve Board.

**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series B Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series B Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series B Preferred Stock and all stock ranking equal to the Series B Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series B Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series B Preferred Stock will have no voting rights.

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Whenever dividends on any shares of the Series B Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods, whether consecutive or not, the holders of the Series B Preferred

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Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no time include

more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series B Preferred Stock, a special meeting of the holders of Series B Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series B Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series B Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series B Preferred Stock as to payment of dividends for at least four consecutive dividend periods following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive dividend periods following a Nonpayment on the Series B Preferred Stock and any other class or series of Parity Stock, the holders of the Series B Preferred Stock will be divested of the foregoing voting rights (subject to vesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series B Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series B Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

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If the holders of Series B Preferred Stock become entitled to vote for the election of directors, the Series B Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series B Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or

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certain acquisitions of the Series B Preferred Stock may be subject to prior approval by the Federal Reserve Board.

So long as any shares of Series B Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series B Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series B Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and
- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series B Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate of Designations of the Series B Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges

or rights of the Series B Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series B Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series B Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series B Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series B Preferred Stock to effect such redemption.

#### **Series J Preferred Stock**

**General** — The depositary is the sole holder of the Series J Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series J Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series J Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series J Preferred Stock have no preemptive rights with respect to any shares of USB’s capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

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The holders of Series J Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series J Preferred

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Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

The Series J Preferred Stock is perpetual and will not be convertible into shares of USB’s Common Stock or any other class or series of USB’s capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series J Preferred Stock ranks equally with the Series A Preferred Stock, the Series B Preferred Stock, the Series K Preferred Stock, the Series L Preferred Stock, the Series M Preferred Stock, the Series N Preferred Stock and the Series O Preferred Stock and with any future class or series of USB’s capital stock that ranks on a par with the Series J Preferred Stock in the payment of dividends and in the distribution of assets on USB’s liquidation, dissolution or winding up. With respect to the payment of dividends and amounts upon liquidation, the Series J Preferred Stock ranks senior to USB’s Common Stock and any other future class or series of USB’s capital stock over which the Series J Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up. USB may not issue any class of series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up over the Series J Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series J Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than as a result of reclassification of Junior Stock for or into Junior Stock, or the

exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series J Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for such dividend period on all outstanding shares of Series J Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series J Preferred Stock will not be mandatory. Holders of Series J Preferred Stock will be entitled to receive, when, as and if declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends. Dividends on

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each share of Series J Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share at a rate per annum equal to (1) from the date of issuance of the Series J Preferred Stock to but excluding April 15, 2027 at a rate per annum equal to 5.300% payable

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semi-annually in arrears on each April 15 and October 15, through and including, April 15, 2027 and (2) from and including April 15, 2027, at a rate per annum equal to three-month LIBOR<sup>3</sup>(computed as provided below) plus 2.914% payable quarterly in arrears on each January 15, April 15, July 15 and October 15, commencing on July 15, 2027. In the case that any date or on prior April 15, 2027 on which dividends are payable on the Series J Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day, without any interest or other payment in respect of such delay, and if any date after April 15, 2027 on which dividends otherwise would be payable is not a business day, then payment of any dividend otherwise payable on that date will be made on the next succeeding business day unless that day falls in the next calendar month, in which case payment of any dividend otherwise payable on that date will be the immediately preceding business day, and dividends will accrue to the actual payment date. The record date for payment of dividends on the Series J Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any period prior to April 15, 2027 will be computed on the basis of a 360-day year consisting of twelve 30-day months and dividends for periods thereafter will be computed on the basis of a 360-day year and the actual number of days elapsed. For purposes of the Series J Preferred Stock, the term "business day" means, for dividend periods prior to April 15, 2027, each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York, and for dividend periods on and after April 15, 2027, it means any date that would be considered a Business Day for dividend periods prior to April 15, 2027 that is also a London Banking Day. Dividends on the Series J Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause USB to fail to comply with any applicable laws and regulations, including applicable capital adequacy guidelines.

For any dividend period beginning on or after April 15, 2027, three-month LIBOR will be determined by the calculation agent on the second London Banking Day immediately preceding the first day of such dividend period in the following manner:

- Three-month LIBOR will be the offered rate per annum for three-month deposits in U.S. dollars, beginning on the first day of such period, as that rate appears on the Designated LIBOR Page as of 11:00 A.M., London time, on the second London Banking Day immediately preceding the first day of such dividend period.
- If the rate described above does not appear on the Designated LIBOR Page, three-month LIBOR will be determined on the basis of the rates at which deposits in U.S. dollars for a three-month period commencing on the first day of that dividend period and in a principal amount of not less

than \$1,000,000 are offered to prime banks in the London interbank market by four major banks in the London interbank market selected by USB, at approximately 11:00 a.m. (London time), on the second London Banking Day preceding the first day of that dividend period. The calculation agent will request the principal

<sup>3</sup> Following the cessation of representative three-month LIBOR, after June 30, 2023, this three-month LIBOR rate transitioned to three-month CME Term SOFR plus a tenor spread adjustment of 0.26161% in accordance with the LIBOR Act and LIBOR Rule.

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market by four major banks in the London interbank market selected by USB, at approximately 11:00 a.m. (London time), on the second London Banking Day preceding the first day of that dividend period. The calculation agent will request the principal London office of each of such banks to provide a quotation of its rate. If at least two such quotations are provided, three-month LIBOR with respect to that dividend period will be the arithmetic mean of such quotations.

- If fewer than two quotations are provided as described above, three-month LIBOR will be the arithmetic mean of the rates quoted by three major banks in New York, New York, selected by the calculation agent, at approximately 11:00 a.m. (New York City time), on the first day of that dividend period for loans in U.S. dollars to leading European banks for a three-month period commencing on the first day of that dividend period and in a principal amount of not less than \$1,000,000.
- If fewer than three banks are not quoting as described above, three-month LIBOR for the new dividend period will be three-month LIBOR in effect for the prior dividend period or, in the case of the first dividend period beginning on or after April 15, 2027, the most recent rate that could have been determined had the dividend rate been a floating rate during the period prior to April 15, 2027.

The calculation agent's establishment of three-month LIBOR and calculation of the amount of dividends for each dividend period will be on file at USB's principal offices, will be made available to any holder of Series J Preferred Stock upon request and will be final and binding in the absence of manifest error.

The term "Designated LIBOR Page" means the display on Bloomberg Page BBAM (or any successor or substitute page of such service, or any successor to such service selected by USB), for the purpose of displaying the London interbank offered rates for U.S. dollars.

The right of holders of the Series J Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series J Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series J Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series J Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

When dividends are not paid in full upon the Series J Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series J Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series J Preferred Stock that may be in arrears.

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**Redemption** —The Series J Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provision.

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The Series J Preferred Stock will be redeemable at USB's option, in whole or in part, at any time on or after April 15, 2027 at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

In addition, within 90 days following the occurrence of a Regulatory Capital Treatment Event, USB, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, at any time, all (but not less than all) of the shares of Series J Preferred Stock at the time outstanding, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. For purposes of the Series J Preferred Stock, "Regulatory Capital Treatment Event" means the good faith determination by USB that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of Series J Preferred Stock, (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of Series J Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series J Preferred Stock, there is more than an insubstantial risk that USB will not be entitled to treat the full liquidation value of the shares of Series J Preferred Stock then outstanding as "additional tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve Board (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Series J Preferred Stock is outstanding.

If shares of the Series J Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series J Preferred Stock to be redeemed, mailed not less than 30 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depositary shares representing the Series J Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series J Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series J Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series J Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series J Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series J Preferred Stock, such shares of Series J Preferred Stock will no longer be deemed outstanding and all

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rights of the holders of such shares will terminate, except the right to receive the redemption price.

In case of any redemption of only part of the shares of the Series J Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series J Preferred Stock is subject to prior approval of the Federal Reserve Board.

**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series J Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series J Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series J Preferred Stock and all stock ranking equal to the Series J Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series J Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series J Preferred Stock will have no voting rights.

Whenever dividends on any shares of the Series J Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods (whether consecutive or not) or their equivalent, the holders of the Series J Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not

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cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no

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time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series J Preferred Stock, a special meeting of the holders of Series J Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series J Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series

J Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series J Preferred Stock as to payment of dividends for at least four consecutive quarterly dividend periods or their equivalent following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive quarterly dividend periods or their equivalent following a Nonpayment on the Series J Preferred Stock and any other class or series of Parity Stock, the holders of the Series J Preferred Stock will be divested of the foregoing voting rights (subject to vesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series J Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series J Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series J Preferred Stock become entitled to vote for the election of Preferred Directors, the Series J Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series J Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or certain acquisitions of the Series J Preferred Stock may be subject to prior approval by the Federal Reserve Board.

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So long as any shares of Series J Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series J Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the

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authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series J Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series J Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate of Designations of the Series J Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the Series J Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series J Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series J Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series J Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series J Preferred Stock to effect such redemption.

#### **Series K Preferred Stock**

**General** — The depositary is the sole holder of the Series K Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series K Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series K Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series K Preferred Stock have no preemptive rights with respect to any shares of USB’s capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series K Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series K Preferred Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

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The Series K Preferred Stock is perpetual and will not be convertible into shares of USB’s Common Stock or any other class or series of USB’s capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series K Preferred Stock ranks equally with the Series A Preferred Stock, the Series B Preferred

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Stock, the Series J Preferred Stock, the Series L Preferred Stock, the Series M Preferred Stock, the Series N Preferred Stock and the Series O Preferred Stock and with any future class or series of USB’s capital stock that ranks on a par with the Series K Preferred Stock in the payment of dividends and in the distribution of assets on USB’s liquidation, dissolution or winding up. With respect to the payment of dividends and amounts upon liquidation, the Series K Preferred Stock ranks senior to USB’s Common Stock and any other future class or series of USB’s capital stock over which the Series K Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up. USB may not issue any class of series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up over the Series K Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series K Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series K Preferred Stock and such Parity Stock except by

conversion into or exchange for Junior Stock, unless full dividends for such dividend period on all outstanding shares of Series K Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series K Preferred Stock will not be mandatory. Holders of Series K Preferred Stock will be entitled to receive, when, as and if declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends. Dividends on each share of Series K Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share at a rate per annum equal to 5.50% payable quarterly in arrears on each January 15, April 15, July 15 and October 15. If any day on which dividends are payable on the Series K Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day, without any interest or other payment in respect of such delay. The record date for payment of dividends on the Series K

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Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any period will be computed on the basis of a 360-day year consisting of twelve 30-day months. For purposes of the Series K Preferred Stock, the term "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York. Dividends on the Series K

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Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause USB to fail to comply with any applicable laws and regulations, including applicable capital adequacy guidelines.

The right of holders of the Series K Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series K Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series K Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series K Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

When dividends are not paid in full upon the Series K Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series K Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series K Preferred Stock that may be in arrears.

**Redemption** — The Series K Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provision.

The Series K Preferred Stock will be redeemable at USB's option, in whole or in part, at any time on or after October 15, 2023 at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

In addition, within 90 days following the occurrence of a Regulatory Capital Treatment Event, USB, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, at any time, all (but not less than all) of the shares of Series K Preferred Stock at the time outstanding, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. For purposes of the Series K Preferred Stock, "Regulatory Capital Treatment Event" means the good faith determination by USB that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is

enacted or becomes effective after the initial issuance of any share of Series K Preferred Stock, (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of Series K Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative

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action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series K Preferred Stock, there is more than an insubstantial risk that USB will not be entitled to treat the full liquidation value of the shares of Series K Preferred Stock then outstanding as "additional tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve Board (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal

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Banking Agency), as then in effect and applicable, for as long as any share of Series K Preferred Stock is outstanding.

If shares of the Series K Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series K Preferred Stock to be redeemed, mailed not less than 30 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depository shares representing the Series K Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series K Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series K Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series K Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series K Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series K Preferred Stock, such shares of Series K Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

In case of any redemption of only part of the shares of the Series K Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series K Preferred Stock is subject to prior approval of the Federal Reserve Board.

**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series K Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series K Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

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If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series K Preferred Stock and all stock ranking equal to the Series K Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation

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preference is paid, the holders of Series K Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series K Preferred Stock will have no voting rights.

Whenever dividends on any shares of the Series K Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods (whether consecutive or not) or their equivalent, the holders of the Series K Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series K Preferred Stock, a special meeting of the holders of Series K Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series K Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series K Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series K Preferred Stock as to payment of dividends for at least four consecutive quarterly dividend periods or their equivalent following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive quarterly dividend periods or their equivalent following a Nonpayment on the Series K Preferred Stock and any other class or series of Parity Stock, the holders of the Series K Preferred Stock will be divested of the foregoing voting rights (subject to revesting in the event of each subsequent

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Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series K Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of

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directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series K Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series K Preferred Stock become entitled to vote for the election of Preferred Directors, the Series K Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series K Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or certain acquisitions of the Series K Preferred Stock may be subject to prior approval by the Federal Reserve Board.

So long as any shares of Series K Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series K Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series K Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and
- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series K Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate of Designations of the Series K Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the Series K Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series K Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series K Preferred Stock.

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The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series K Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series K Preferred Stock to effect such redemption.

#### ***Series L Preferred Stock***

**General** — The depositary is the sole holder of the Series L Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series L Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series L Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series L Preferred Stock have no preemptive rights with respect to any shares of USB’s capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series L Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series L Preferred Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

The Series L Preferred Stock is perpetual and will not be convertible into shares of USB’s Common Stock or any other class or series of USB’s capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series L Preferred Stock ranks equally with the Series A Preferred Stock, the Series B Preferred Stock, the Series J Preferred Stock, the Series K Preferred, the Series M Preferred Stock, the Series N Preferred Stock and the Series O Preferred Stock and with any future class or series of USB’s capital stock that ranks on a par with the Series L Preferred Stock in the payment of dividends and in the distribution of assets on USB’s liquidation, dissolution or winding up. With respect to the payment of dividends and amounts upon liquidation, the Series L Preferred Stock ranks senior to USB’s Common Stock and any other future class or series of USB’s capital stock over which the Series L Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up. USB may not issue any class of series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB’s liquidation, dissolution or winding up over the Series L Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series L Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend

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payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, and other than through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise

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acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series L Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for such dividend period on all outstanding shares of

Series L Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series L Preferred Stock will not be mandatory. Holders of Series L Preferred Stock will be entitled to receive, when, as and if declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends. Dividends on each share of Series L Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share at a rate per annum equal to 3.75% payable quarterly in arrears on each January 15, April 15, July 15 and October 15. If any day on which dividends are payable on the Series L Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day, without any interest or other payment in respect of such delay. The record date for payment of dividends on the Series L Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any period will be computed on the basis of a 360-day year consisting of twelve 30-day months. For purposes of the Series L Preferred Stock, the term "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York. Dividends on the Series L Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause USB to fail to comply with any applicable laws and regulations, including applicable capital adequacy guidelines.

The right of holders of the Series L Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series L Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series L Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series L Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

When dividends are not paid in full upon the Series L Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued

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dividends for the current dividend period per share on the Series L Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series L Preferred Stock that may be in arrears.

**Redemption** — The Series L Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provision.

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The Series L Preferred Stock will be redeemable at USB's option, in whole or in part, at any time on or after January 15, 2026 at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

In addition, within 90 days following the occurrence of a Regulatory Capital Treatment Event, USB, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, at any time, all (but not less than all) of the shares of Series L Preferred Stock at the time outstanding, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. For purposes of the Series L Preferred Stock, "Regulatory Capital Treatment Event" means the good faith determination by USB that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of Series L Preferred Stock, (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of Series L Preferred Stock, or (iii) any official administrative decision or judicial decision or

administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series L Preferred Stock, there is more than an insubstantial risk that USB will not be entitled to treat the full liquidation value of the shares of Series L Preferred Stock then outstanding as "additional tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve Board (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Series L Preferred Stock is outstanding.

If shares of the Series L Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series L Preferred Stock to be redeemed, mailed not less than 30 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depository shares representing the Series L Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series L Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series L Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series L Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the

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benefit of the holders of any shares of Series L Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series L Preferred Stock, such shares of Series L Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

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In case of any redemption of only part of the shares of the Series L Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series L Preferred Stock is subject to prior approval of the Federal Reserve Board.

**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series L Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series L Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series L Preferred Stock and all stock ranking equal to the Series L Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series L Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series L Preferred Stock will have no voting rights.

Whenever dividends on any shares of the Series L Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods (whether consecutive or not) or their equivalent, the holders of the Series L Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred

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Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no

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time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series L Preferred Stock, a special meeting of the holders of Series L Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series L Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series L Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series L Preferred Stock as to payment of dividends for at least four consecutive quarterly dividend periods or their equivalent following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive quarterly dividend periods or their equivalent following a Nonpayment on the Series L Preferred Stock and any other class or series of Parity Stock, the holders of the Series L Preferred Stock will be divested of the foregoing voting rights (subject to revesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series L Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series L Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series L Preferred Stock become entitled to vote for the election of Preferred Directors, the Series L Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series L

Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or certain acquisitions of the Series L Preferred Stock may be subject to prior approval by the Federal Reserve Board.

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So long as any shares of Series L Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series L Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the

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authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series L Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series L Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate of Designations of the Series L Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the Series L Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series L Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series L Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series L Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series L Preferred Stock to effect such redemption.

#### ***Series M Preferred Stock***

**General** — The depositary is the sole holder of the Series M Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series M Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series M Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series M Preferred Stock have no preemptive rights with respect to any shares of USB's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series M Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series M Preferred Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

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The Series M Preferred Stock is perpetual and will not be convertible into shares of USB's Common Stock or any other class or series of USB's capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series M Preferred Stock ranks equally with the Series A Preferred Stock, the Series B Preferred

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Stock, the Series J Preferred Stock, the Series K Preferred Stock, the Series L Preferred Stock, the Series N Preferred Stock and the Series O Preferred Stock and with any future class or series of USB's capital stock that ranks on a par with the Series M Preferred Stock in the payment of dividends and in the distribution of assets on USB's liquidation, dissolution or winding up. With respect to the payment of dividends and amounts upon liquidation, the Series M Preferred Stock ranks senior to USB's Common Stock and any other future class or series of USB's capital stock over which the Series M Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up. USB may not issue any class or series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up over the Series M Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series M Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than (i) as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, (ii) through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock, (iii) purchases of shares of Junior Stock pursuant to a contractually binding requirement to buy such Junior Stock existing prior to the commencement of the then-current dividend period, including under a contractually binding stock repurchase plan, (iv) any purchase, redemption or other acquisition of Junior Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of USB's or any of USB's subsidiaries (including any employment, severance or consulting arrangements adopted before or after the issuance of the Series M Preferred Stock) and (v) in connection with any underwriting, stabilization, market-making or similar transactions in USB's capital stock by an investment banking subsidiary of USB in the ordinary course of such subsidiary's business), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series M Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for the most recently completed dividend period on all outstanding shares of Series M Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series M Preferred Stock will not be mandatory. Holders of Series M Preferred Stock will be entitled to receive, when, as and if declared by

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USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends. Dividends on each share of Series M Preferred Stock will accrue on the liquidation preference amount of \$25,000 per

share at a rate per annum equal to 4.00% payable quarterly in arrears on each January 15, April 15, July 15 and October 15. If any day on which dividends are payable on the Series M Preferred Stock is not a business day, then payment of the dividend payable on that

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date will be made on the next succeeding day that is a business day, without any interest or other payment in respect of such delay. The record date for payment of dividends on the Series M Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dollar amounts resulting from that calculation will be rounded to three decimal places, with \$0.0005 being rounded upward. For purposes of the Series M Preferred Stock, the term "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York. Dividends on the Series M Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause USB to fail to comply with any applicable laws and regulations, including applicable capital adequacy guidelines.

The right of holders of the Series M Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series M Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series M Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series M Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

When dividends are not paid in full upon the Series M Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series M Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series M Preferred Stock that may be in arrears.

**Redemption** —The Series M Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provision.

The Series M Preferred Stock will be redeemable at USB's option, in whole or in part, at any time on or after April 15, 2026 at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

In addition, within 90 days following the occurrence of a Regulatory Capital Treatment Event, USB, at its option, subject to the approval of the Appropriate Federal Banking Agency,

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may redeem, at any time, all (but not less than all) of the shares of Series M Preferred Stock at the time outstanding, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. For purposes of the Series M Preferred Stock, "Regulatory Capital Treatment Event" means the good faith determination by USB that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective

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after the initial issuance of any share of Series M Preferred Stock, (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of Series M Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series M Preferred Stock, there is more than an insubstantial risk that USB will not be entitled to treat the full liquidation value of the shares of Series M Preferred Stock then outstanding as "additional tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve Board (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Series M Preferred Stock is outstanding.

If shares of the Series M Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series M Preferred Stock to be redeemed, mailed not less than 30 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depository shares representing the Series M Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series M Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series M Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series M Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series M Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series M Preferred Stock, such shares of Series M Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

In case of any redemption of only part of the shares of the Series M Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series M Preferred Stock is subject to prior approval of the Federal Reserve Board.

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**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series M Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common

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Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series M Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series M Preferred Stock and all stock ranking equal to the Series M Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series M Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series M Preferred Stock have no voting rights.

Whenever dividends on any shares of the Series M Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods (whether consecutive or not) or their equivalent, the holders of the Series M Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series M Preferred Stock, a special meeting of the holders of Series M Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series M Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each

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subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series M Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series M Preferred Stock as to payment of dividends for at least four consecutive quarterly dividend periods or their equivalent following the Nonpayment.

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If and when full dividends have been regularly paid for at least four consecutive quarterly dividend periods or their equivalent following a Nonpayment on the Series M Preferred Stock and any other class or series of Parity Stock, the holders of the Series M Preferred Stock will be divested of the foregoing voting rights (subject to re vesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series M Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series M Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default

in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series M Preferred Stock become entitled to vote for the election of Preferred Directors, the Series M Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series M Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or certain acquisitions of the Series M Preferred Stock may be subject to prior approval by the Federal Reserve Board.

So long as any shares of Series M Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series M Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series M Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and
- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series M Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate

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of Designations of the Series M Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the Series M Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series M Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of

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other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series M Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series M Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series M Preferred Stock to effect such redemption.

#### **Series N Preferred Stock**

**General** — The depositary is the sole holder of the Series N Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series N Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series N Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series N Preferred Stock have no preemptive rights with respect to any shares of USB's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series N Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series N Preferred Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

The Series N Preferred Stock is perpetual and will not be convertible into shares of USB's Common Stock or any other class or series of USB's capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series N Preferred Stock ranks equally with the Series A Preferred Stock, the Series B Preferred Stock, the Series J Preferred Stock, the Series K Preferred Stock, the Series L Preferred Stock, the Series M Preferred Stock and the Series O Preferred Stock and with any future class or series of USB's capital stock that ranks on a par with the Series N Preferred Stock in the payment of dividends and in the distribution of assets on USB's liquidation, dissolution or winding up. With respect to the payment of dividends and amounts upon liquidation, the Series N Preferred Stock ranks senior to USB's Common Stock and any other future class or series of USB's capital stock over which the Series N Preferred Stock has preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up. USB may not issue

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any class of series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up over the Series N Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series N Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

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In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than (i) as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, (ii) through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock, (iii) purchases of shares of Junior Stock pursuant to a contractually binding requirement to buy such Junior Stock existing prior to the commencement of the then-current dividend period, including under a contractually binding stock repurchase plan, (iv) any purchase, redemption or other acquisition of Junior Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of USB's or any of USB's subsidiaries (including any employment, severance or consulting arrangements adopted before or after the issuance of the Series N Preferred Stock) and (v) in connection with any underwriting, stabilization, market-making or similar transactions in USB's capital stock by an investment banking subsidiary of USB in the ordinary course of such subsidiary's business), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series N Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for the most recently completed dividend period on all outstanding shares of Series N Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

**Dividends** — Dividends on shares of the Series N Preferred Stock will not be mandatory. Holders of Series N Preferred Stock will be entitled to receive, when, as and if declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends. Dividends on each share of Series N Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share, payable quarterly in arrears on each January 15, April 15, July 15 and October 15 (each, a "dividend payment date"). Dividends declared will accrue (i) from the original issue date to, but excluding, January 15, 2027 (the "first reset date"), at a

rate per annum of 3.70% and (ii) from and including the first reset date, during each reset period (as defined below), at a rate per annum equal to the five-year treasury rate (as defined below) as of the most recent reset dividend determination date (as defined below), plus a spread of 2.541%. In the event that USB issues additional shares of Series N Preferred Stock after the original issue date, dividends on such shares may accrue from the original issue or any other date specified by USB at the time such additional shares are issued.

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As used herein:

"dividend period" is the period from, and including, a dividend payment date to, but excluding, the next dividend payment date, except that the initial dividend period will commence on and include the original issue date of the Series N Preferred Stock.

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"five-year treasury rate" will be determined by the calculation agent on the applicable reset dividend determination date as the average of the yields on actively traded U.S. treasury securities adjusted to constant maturity, for five-year maturities, for the five business days preceding the applicable reset dividend determination date appearing (or, if fewer than five business days so appear, for such number of business days appearing) under the caption "Treasury Constant Maturities" in the most recently published H.15.

Notwithstanding the foregoing, if USB or USB's designee (which may be an affiliate of USB), after consulting with USB, determines on the relevant reset dividend determination date that the then-current reference rate (which as of the original issue date of the Series N Preferred Stock is the five-year treasury rate) cannot be determined in the manner applicable for such reference rate (a "rate substitution event"), USB or such designee, after consulting with USB, may determine whether there is an industry-accepted successor rate to the then-applicable reference rate (such successor rate, the "replacement rate"). If USB or such designee, after consultation with USB, determines there is such a replacement rate, then the replacement rate will replace the then-current reference rate for all purposes relating to the Series N Preferred Stock (including the dividend rate) on such reset dividend determination date and thereafter. In addition, if a replacement rate is selected, USB or USB's designee (which may be an affiliate of USB), after consulting with USB, may then adopt and make changes to (i) the reset date, the reset period, the reset dividend determination date, the day count convention, the business day convention, the definition of business day and the rounding conventions to be used and (ii) any other relevant methodology or definition for determining or otherwise calculating such replacement rate, including any spread or adjustment factor needed to make such replacement rate comparable to the then-current reference rate (which as of the original issue date of the Series N Preferred Stock is the five-year treasury rate), in each case in a manner that is substantially consistent with industry-accepted practices for the use of such replacement rate (the "adjustments"). If USB or USB's designee (which may be an affiliate of USB), after consulting with USB, determines that there is no such replacement rate, then the reference rate for the applicable reset dividend determination date will be deemed to be the same rate determined for the prior reset dividend determination date or, in the case of the first reset dividend determination date, 3.70%.

"H.15" means the daily statistical release designated as such, or any successor publication, published by the Federal Reserve Board or any successor.

"reference rate" means, initially, the five-year treasury rate; provided that if a rate substitution event has occurred with respect to the five-year treasury rate or the then-current reference rate, then "reference rate" means the applicable replacement rate.

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"reset date" means the first reset date and each date falling on the fifth anniversary of the preceding reset date, subject to adjustment as provided above. Reset dates, including the first reset date, will not be adjusted for business days.

"reset dividend determination date" means, in respect of any reset period, the day falling three business days prior to the beginning of such reset period.

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"reset period" means the period from and including the first reset date to, but excluding, the next following reset date and thereafter each period from, and including, each reset date to, but excluding, the next following reset date, subject to adjustment as provided above.

The applicable dividend rate for each reset period from and including the first reset date will be determined by the calculation agent, as of the applicable reset dividend determination date. Promptly upon such determination, the calculation agent will notify USB of the dividend rate for the reset period. Any calculation or determination by the calculation agent with respect to the dividend rate will be made in the calculation agent's sole discretion and will be conclusive and binding absent manifest error.

Any determination, decision or selection that may be made by USB or USB's designee pursuant to the provisions of the Series N Preferred Stock (including provisions relating to a rate substitution event, such as any determination with respect to tenor, rate or adjustment, or of the occurrence or non-occurrence of an event, circumstance or date, and any decision to take or refrain from taking any action or make or refrain from making any selection) will be made in USB's or such designee's sole discretion, will be conclusive and binding absent manifest error and will become effective without consent from the holders of the Series N Preferred Stock.

If any day on which dividends are payable on the Series N Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day, without any interest or other payment in respect of such delay. The record date for payment of dividends on the Series N Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dollar amounts resulting from that calculation will be rounded to three decimal places, with \$0.0005 being rounded upward. For purposes of the Series N Preferred Stock, the term "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York. Dividends on the Series N Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause USB to fail to comply with any applicable laws and regulations, including applicable capital adequacy guidelines.

The right of holders of the Series N Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series N Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series N Preferred Stock will have no right to receive any dividend or a full dividend, as the case

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may be, for that dividend period, and USB will have no obligation to pay a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series N Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

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When dividends are not paid in full upon the Series N Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series N Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series N Preferred Stock that may be in arrears.

**Redemption** —The Series N Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provision.

The Series N Preferred Stock will be redeemable at USB's option, in whole or in part, at any time on or after January 15, 2027 at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

In addition, within 90 days following the occurrence of a Regulatory Capital Treatment Event, USB, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, at any time, all (but not less than all) of the shares of Series N Preferred Stock at the time outstanding, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. For purposes of the Series N Preferred Stock, "Regulatory Capital Treatment Event" means the good faith determination by USB that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of Series N Preferred Stock, (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of Series N Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series N Preferred Stock, there is more than an insubstantial risk that USB will not be entitled to treat the full liquidation value of the shares of Series N Preferred Stock then outstanding as "additional tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve Board (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Series N Preferred Stock is outstanding.

If shares of the Series N Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series N Preferred Stock to be redeemed, mailed not less than 10 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depository shares representing the Series N Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner

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permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series N Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series N Preferred Stock are to be surrendered for payment of

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the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series N Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series N Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series N Preferred Stock, such shares of Series N Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

In case of any redemption of only part of the shares of the Series N Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series N Preferred Stock is subject to prior approval of the Federal Reserve Board.

**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series N Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series N Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series N Preferred Stock and all stock ranking equal to the Series N Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series N Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

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**Voting Rights** — Except as provided below, the holders of the Series N Preferred Stock have no voting rights.

Whenever dividends on any shares of the Series N Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more

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quarterly dividend periods (whether consecutive or not) or their equivalent, the holders of the Series N Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a majority of independent directors and provided further that USB's board of directors will at no time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series N Preferred Stock, a special meeting of the holders of Series N Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series N Preferred Stock as to payment of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series N Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series N Preferred Stock as to payment of dividends for at least four consecutive quarterly dividend periods or their equivalent following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive quarterly dividend periods or their equivalent following a Nonpayment on the Series N Preferred Stock and any other class or series of Parity Stock, the holders of the Series N Preferred Stock will be divested of the foregoing voting rights (subject to vesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series N Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series N Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if

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such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series N Preferred Stock become entitled to vote for the election of Preferred Directors, the Series N Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the

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Series N Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or certain acquisitions of the Series N Preferred Stock may be subject to prior approval by the Federal Reserve Board.

So long as any shares of Series N Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series N Preferred Stock and all other Parity Stock at the time outstanding, voting as a single class without regard to series, will be required to issue, authorize or increase the authorized amount

of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series N Preferred Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series N Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate of Designations of the Series N Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the Series N Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series N Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series N Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series N Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series N Preferred Stock to effect such redemption.

#### **Series O Preferred Stock**

**General** — The depositary is the sole holder of the Series O Preferred Stock, as described below under the section entitled “—Description of Depositary Shares,” and all references herein to the holders of the Series O Preferred Stock mean the depositary. However, the holders of depositary shares will be entitled, through the depositary, to exercise the rights and preferences of the holders of the Series O Preferred Stock, as described below under “—Description of Depositary Shares.” The holders of the Series O Preferred Stock have no preemptive rights with

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respect to any shares of USB's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

The holders of Series O Preferred Stock will be entitled to receive non-cumulative cash dividends when, as and if declared out of assets legally available for payment of dividends. In the event USB does not declare dividends or does not pay dividends in full on the Series O Preferred

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Stock on any date on which dividends are due, then such unpaid dividends will not cumulate and will no longer accrue and be payable.

The Series O Preferred Stock is perpetual and will not be convertible into shares of USB's Common Stock or any other class or series of USB's capital stock, and will not be subject to any sinking fund or other obligation for their repurchase or retirement.

**Rank** — With respect to the payment of dividends and amounts upon liquidation, the Series O Preferred Stock ranks equally with the Series A Preferred Stock, the Series B Preferred Stock, the Series J Preferred Stock, the Series K Preferred Stock, the Series L Preferred Stock, the Series M Preferred Stock and the Series N Preferred Stock and with any future class or series of USB's capital stock that ranks on a par with the Series O Preferred Stock in the payment of dividends and in the distribution of assets on USB's liquidation, dissolution or winding up. With respect to the payment of dividends and amounts upon liquidation, the Series O Preferred Stock ranks senior to USB's Common Stock and any other future class or series of USB's capital stock over which the Series O Preferred Stock has preference or priority in the payment of dividends or in the distribution of

assets on USB's liquidation, dissolution or winding up. USB may not issue any class of series of capital stock having a preference or priority in the payment of dividends or in the distribution of assets on USB's liquidation, dissolution or winding up over the Series O Preferred Stock without the affirmative vote or consent of the holders of at least 66-2/3% of all of the shares of the Series O Preferred Stock and all other Parity Stock, at the time outstanding, voting as a single class without regard to series.

In particular, during a dividend period and subject to certain exceptions, no dividend will be paid or declared and no distribution will be made on any Junior Stock, other than a dividend payable solely in Junior Stock, no shares of Junior Stock may be repurchased, redeemed or otherwise acquired for consideration by USB, directly or indirectly (other than (i) as a result of reclassification of Junior Stock for or into Junior Stock, or the exchange or conversion of one share of Junior Stock for or into another share of Junior Stock, (ii) through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock, (iii) purchases of shares of Junior Stock pursuant to a contractually binding requirement to buy such Junior Stock existing prior to the commencement of the then-current dividend period, including under a contractually binding stock repurchase plan, (iv) any purchase, redemption or other acquisition of Junior Stock pursuant to any employee, consultant or director incentive or benefit plans or arrangements of USB's or any of USB's subsidiaries (including any employment, severance or consulting arrangements adopted before or after the issuance of the Series O Preferred Stock) and (v) in connection with any underwriting, stabilization, market-making or similar transactions in USB's capital stock by an investment banking subsidiary of USB in the ordinary course of such subsidiary's business), nor will any monies be paid to or made available for a sinking fund

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for the redemption of any such securities by USB, and no shares of Parity Stock may be purchased, redeemed or otherwise acquired for consideration by USB otherwise than pursuant to pro rata offers to purchase all, or a pro rata portion, of the Series O Preferred Stock and such Parity Stock except by conversion into or exchange for Junior Stock, unless full dividends for the most recently completed dividend period on all outstanding shares of Series O Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

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**Dividends** — Dividends on shares of the Series O Preferred Stock will not be mandatory. Holders of Series O Preferred Stock will be entitled to receive, when, as and if declared by USB's board of directors or a duly authorized committee of the board, out of assets legally available for the payment of dividends under Delaware law, non-cumulative cash dividends. Dividends on each share of Series O Preferred Stock will accrue on the liquidation preference amount of \$25,000 per share at a rate per annum equal to 4.50% payable quarterly in arrears on each January 15, April 15, July 15 and October 15. If any day on which dividends are payable on the Series O Preferred Stock is not a business day, then payment of the dividend payable on that date will be made on the next succeeding day that is a business day, without any interest or other payment in respect of such delay. The record date for payment of dividends on the Series O Preferred Stock will be the last day of the immediately preceding calendar month during which the dividend payment date falls. The amount of dividends payable for any period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dollar amounts resulting from that calculation will be rounded to three decimal places, with \$0.0005 being rounded upward. For purposes of the Series O Preferred Stock, the term "business day" means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions are not authorized or obligated by law, regulation or executive order to close in New York, New York. Dividends on the Series O Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause USB to fail to comply with any applicable laws and regulations, including applicable capital adequacy guidelines.

The right of holders of the Series O Preferred Stock to receive dividends is non-cumulative. If USB's board of directors does not declare a dividend on the Series O Preferred Stock or declares less than a full dividend in respect of any dividend period, the holders of the Series O Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for that dividend period, and USB will have no obligation to pay

a dividend or to pay full dividends for that dividend period, whether or not dividends are declared and paid for any future dividend period with respect to the Series O Preferred Stock, Parity Stock, Junior Stock or any other class or series of USB's authorized Preferred Stock.

When dividends are not paid in full upon the Series O Preferred Stock and any other Parity Stock, dividends upon that stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for the current dividend period per share on the Series O Preferred Stock, and accrued dividends, including any accumulations, on such Parity Stock, bear to each other. No interest will be payable in respect of any dividend payment on the Series O Preferred Stock that may be in arrears.

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**Redemption** —The Series O Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provision.

The Series O Preferred Stock will be redeemable at USB's option, in whole or in part, at any time on or after April 15, 2027 at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

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In addition, within 90 days following the occurrence of a Regulatory Capital Treatment Event, USB, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, at any time, all (but not less than all) of the shares of Series O Preferred Stock at the time outstanding, at a redemption price equal to \$25,000 per share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. For purposes of the Series O Preferred Stock, "Regulatory Capital Treatment Event" means the good faith determination by USB that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of Series O Preferred Stock, (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of Series O Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series O Preferred Stock, there is more than an insubstantial risk that USB will not be entitled to treat the full liquidation value of the shares of Series O Preferred Stock then outstanding as "additional tier 1 capital" (or its equivalent) for purposes of the capital adequacy guidelines of the Federal Reserve Board (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Series O Preferred Stock is outstanding.

If shares of the Series O Preferred Stock are to be redeemed, the notice of redemption will be given by first class mail to the holders of record of the Series O Preferred Stock to be redeemed, mailed not less than 10 days nor more than 60 days prior to the date fixed for redemption thereof (provided that, if the depository shares representing the Series O Preferred Stock are held in book-entry form through DTC, USB may give such notice in any manner permitted by the DTC). Each notice of redemption will include a statement setting forth: (i) the redemption date, (ii) the number of shares of the Series O Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder, (iii) the redemption price, (iv) the place or places where the certificates evidencing shares of Series O Preferred Stock are to be surrendered for payment of the redemption price and (v) that dividends on the shares to be redeemed will cease to accrue on the redemption date. If notice of redemption of any shares of Series O Preferred Stock has been duly given and if the funds necessary for such redemption have been set aside by USB for the benefit of the holders of any shares of Series O Preferred Stock so called for redemption, then, on and after the redemption date, dividends will cease to accrue on such shares of Series O Preferred Stock, such shares of Series O Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price.

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In case of any redemption of only part of the shares of the Series O Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata or in such other manner as USB may determine to be fair and equitable.

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Under the Federal Reserve Board's risk-based capital guidelines applicable to bank holding companies, any redemption of the Series O Preferred Stock is subject to prior approval of the Federal Reserve Board.

**Rights Upon Liquidation, Dissolution or Winding Up** — In the event of USB's liquidation, dissolution or winding up, the holders of the Series O Preferred Stock at the time outstanding will be entitled to receive a liquidating distribution in the amount of the liquidation preference of \$25,000 per share, plus any authorized, declared and unpaid dividends for the then-current dividend period to the date of liquidation, out of USB's assets legally available for distribution to USB's stockholders, before any distribution is made to holders of USB's Common Stock or any Junior Stock and subject to the rights of the holders of any class or series of securities ranking senior to or on parity with the Series O Preferred Stock upon liquidation and the rights of USB's depositors and other creditors.

If the amounts available for distribution upon USB's liquidation, dissolution or winding up are not sufficient to satisfy the full liquidation rights of all the outstanding Series O Preferred Stock and all stock ranking equal to the Series O Preferred Stock, then the holders of each series of Preferred Stock will share ratably in any distribution of assets in proportion to the full respective preferential amount to which they are entitled. After the full amount of the liquidation preference is paid, the holders of Series O Preferred Stock will not be entitled to any further participation in any distribution of USB's assets.

For such purposes, USB's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into USB, or the sale of all or substantially all of USB's property or business will not be deemed to constitute USB's liquidation, dissolution or winding up.

**Voting Rights** — Except as provided below, the holders of the Series O Preferred Stock have no voting rights.

Whenever dividends on any shares of the Series O Preferred Stock or any other class or series of Parity Stock have not been declared and paid for an amount equal to six or more quarterly dividend periods (whether consecutive or not) or their equivalent, the holders of the Series O Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) will be entitled to vote as a single class for the election of a total of two additional members of USB's board of directors, provided that the election of any such directors will not cause USB to violate the corporate governance requirement of the New York Stock Exchange (or any other exchange on which USB's securities may be listed) that listed companies must have a

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majority of independent directors and provided further that USB's board of directors will at no time include more than two Preferred Directors. In that event, the number of directors on USB's board of directors will automatically increase by two and, at the request of any holder of Series O Preferred Stock, a special meeting of the holders of Series O Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series O Preferred Stock as to payment

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of dividends and for which dividends have not been paid, will be called for the election of the two directors (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders, in which event such election will be held at such next annual or special meeting of stockholders), followed by such election at each subsequent annual meeting. These voting rights will continue until full dividends have been paid regularly on the shares of the Series O Preferred Stock and any other class or series of Preferred Stock that ranks on parity with the Series O Preferred Stock as to payment of dividends for at least four consecutive quarterly dividend periods or their equivalent following the Nonpayment.

If and when full dividends have been regularly paid for at least four consecutive quarterly dividend periods or their equivalent following a Nonpayment on the Series O Preferred Stock and any other class or series of Parity Stock, the holders of the Series O Preferred Stock will be divested of the foregoing voting rights (subject to revesting in the event of each subsequent Nonpayment) and the term of office of each Preferred Director so elected will terminate and the number of directors on USB's board of directors will automatically decrease by two. Any Preferred Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series O Preferred Stock (together with holders of any and all other classes of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) when they have the voting rights described above. So long as a Nonpayment continues, any vacancy in the office of a Preferred Director (other than prior to the initial election of the Preferred Directors) may be filled by the written consent of the Preferred Director remaining in office, or if none remains in office, by a vote of the holders of the outstanding shares of Series O Preferred Stock (together with holders of any and all other class of USB's authorized Preferred Stock having equivalent voting rights, whether or not the holders of such Preferred Stock would be entitled to vote for the election of directors if such default in dividends did not exist) to serve until the next annual meeting of stockholders. The Preferred Directors will each be entitled to one vote per director on any matter.

If the holders of Series O Preferred Stock become entitled to vote for the election of Preferred Directors, the Series O Preferred Stock may be considered a class of voting securities under interpretations adopted by the Federal Reserve Board. As a result, certain holders of the Series O Preferred Stock may become subject to regulations under the Bank Holding Company Act and/or certain acquisitions of the Series O Preferred Stock may be subject to prior approval by the Federal Reserve Board.

So long as any shares of Series O Preferred Stock remain outstanding:

- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series O Preferred Stock and all other Parity Stock at the time outstanding, voting as a

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single class without regard to series, will be required to issue, authorize or increase the authorized amount of, or to issue or authorize any obligation or security convertible into or evidencing the right to purchase, any class or series of stock ranking senior to the Series O Preferred

Stock and all other Parity Stock with respect to payment of dividends or the distribution of assets upon USB's liquidation, dissolution or winding up; and

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- the affirmative vote or consent of the holders of at least two-thirds of all of the shares of the Series O Preferred Stock at the time outstanding, voting separately as a class, will be required to amend the provisions of USB's Certificate of Incorporation or the Certificate of Designations of the Series O Preferred Stock or any other series of Preferred Stock so as to materially and adversely affect the powers, preferences, privileges or rights of the Series O Preferred Stock, taken as a whole; provided, however, that any increase in the amount of the authorized or issued Series O Preferred Stock or authorized Preferred Stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of Preferred Stock and/or Junior Stock will not be deemed to adversely affect the powers, preferences, privileges or rights of the Series O Preferred Stock.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required will be effected, all outstanding shares of Series O Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside by USB for the benefit of the holders of the Series O Preferred Stock to effect such redemption.

#### ***Description of Depositary Shares***

In this "Description of Capital Stock," references to "holders" of depositary shares mean those who own depositary shares registered in their own names, on the books that USB or the depositary maintain for this purpose, and not indirect holders who own beneficial interests in depositary shares registered in street name or issued in book-entry form through DTC.

This "Description of Capital Stock" summarizes specific terms and provisions of the depositary shares relating to USB's outstanding series of Preferred Stock. As described above, all of USB's outstanding series of Preferred Stock were offered as fractional interests in such shares of Preferred Stock in the form of depositary shares. Each depositary share represents a fractional ownership interest in a share of Preferred Stock, and will be evidenced by a depositary receipt. The shares of each series of Preferred Stock represented by depositary shares have been deposited under a deposit agreement among USB, U.S. Bank National Association, as depositary, and the holders from time to time of the depositary receipts evidencing the depositary shares. Subject to the terms of the deposit agreement, each holder of a depositary share will be entitled, through the depositary, in proportion to the applicable fraction of a share of Preferred Stock represented by such depositary share, to all the rights and preferences of the applicable series of Preferred Stock represented thereby (including dividend, voting, redemption and liquidation rights).

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The depositary will distribute any cash dividends or other cash distributions received in respect of the deposited Preferred Stock to the record holders of depositary shares relating to the underlying Preferred Stock in proportion to the number of depositary shares held by the holders. The depositary will distribute any property received by it other than cash to the record holders of depositary shares entitled to those distributions, unless it determines that the distribution cannot be made proportionally among those holders or that it is not feasible to make a distribution. In

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that event, the depositary may, with USB's approval, sell the property and distribute the net proceeds from the sale to the holders of the depositary shares in proportion to the number of depositary shares they hold. Record dates for the payment of dividends and other matters relating to the depositary shares will be the same as the corresponding record dates for the applicable series of Preferred Stock. The amounts distributed to holders of depositary shares will be reduced by any amounts required to be withheld by the depositary or by USB on account of taxes or other governmental charges.

If USB redeems any shares of Preferred Stock represented by depositary shares, the corresponding depositary shares will be redeemed from the proceeds received by the depositary resulting from the redemption of the Preferred Stock held by the depositary. The redemption price per depositary share will be equal to the fraction of the share of Preferred Stock represented by the depositary share, plus any declared and unpaid dividends, without accumulation of any undeclared dividends. Whenever USB redeems shares of Preferred Stock held by the depositary, the depositary will redeem, as of the same redemption date, the number of depositary shares representing the shares of Preferred Stock so redeemed. In case of any redemption of less than all of the outstanding depositary shares, the depositary shares to be redeemed will be selected by the depositary pro rata or in such other manner determined by the depositary to be equitable. In any such case, USB will redeem depositary shares only in increments equal to the denominator of the fraction of the share of Preferred Stock represented by one depositary share.

When the depositary receives notice of any meeting at which the holders of the applicable series of Preferred Stock are entitled to vote, the depositary will mail the information contained in the notice to the record holders of the depositary shares relating to such Preferred Stock. Each record holder of the depositary shares on the record date, which will be the same date as the record date for the applicable series of Preferred Stock, may instruct the depositary to vote the amount of the Preferred Stock represented by the holder's depositary shares. To the extent possible, the depositary will vote the amount of the Preferred Stock represented by depositary shares in accordance with the instructions it receives. USB will agree to take all reasonable actions that the depositary determines are necessary to enable the depositary to vote as instructed. If the depositary does not receive specific instructions from the holders of any depositary shares, it will vote all depositary shares of that series held by it proportionately with instructions received.

#### **Anti-Takeover Provisions**

Provisions of federal banking law, the Delaware General Corporation Law and USB's Certificate of Incorporation and Bylaws described below may be deemed to have an anti-takeover anti-

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takeover effect and, together with the ability of USB's board of directors to issue shares of Preferred Stock and to set the voting rights, preferences and other terms of Preferred Stock, may discourage, delay or prevent takeover attempts not first approved by USB's board of directors. These provisions also could discourage, delay or prevent the removal of incumbent directors or the assumption of control by stockholders. USB believes that these provisions are appropriate to protect its interests and USB's stockholders.

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**Restrictions on Ownership.** The Bank Holding Company Act requires a “bank holding company” (as defined in the Bank Holding Company Act) to obtain the approval of the Federal Reserve Board prior to acquiring more than five percent (5%) of USB’s outstanding Common Stock. Any person, other than a bank holding company, is required to obtain prior approval of the Federal Reserve Board to acquire ten percent (10%) or more of USB’s outstanding Common Stock under the Change in Bank Control Act. Any holder of twenty-five percent (25%) or more of USB’s outstanding Common Stock, other than an individual, is subject to regulation as a bank holding company, under the Bank Holding Company Act.

**Stockholder Action by Written Consent.** USB’s Certificate of Incorporation authorizes action by the stockholders of USB only pursuant to a meeting and not by a written consent.

**Special Meetings of Stockholders.** USB’s Bylaws provide that special meetings of stockholders may be called only by USB’s board of directors, USB’s chief executive officer or by USB’s secretary at the written request (a “Special Meeting Request”) of holders of record of at least 25% of the voting power of the outstanding stock of USB entitled to vote on the matter or matters to be brought before the proposed special meeting (the “Requisite Percentage”) (such percentage to be based on the number of outstanding voting shares of USB most recently disclosed prior to the date of the request for the special meeting by USB in its filings with the Securities and Exchange Commission (the “SEC”)). A Special Meeting Request must be signed by each stockholder requesting the special meeting (each, a “Requesting Stockholder”) and must be accompanied by a notice setting forth the information specified in USB’s Bylaws. Requesting Stockholders who collectively hold at least the Requisite Percentage on the date the Special Meeting Request is submitted to USB’s secretary must: (i) continue to hold at least the number of shares of stock set forth in the Special Meeting Request with respect to each such Requesting Stockholder through the date of the special meeting; and (ii) submit a written certification (an “Ownership Certification”) confirming the continuation of such holdings on the business day immediately preceding the special meeting, which Ownership Certification must include the information specified in USB’s Bylaws.

A special meeting requested by stockholders will not be held if: (i) the Special Meeting Request does not comply with the substantive and procedural requirements of the Certificate of Incorporation; (ii) the Special Meeting Request relates to an item of business that is not a proper subject for stockholder action under applicable law; (iii) the Special Meeting Request is received by USB during the period commencing 90 days prior to the first anniversary of the date of the immediately preceding annual meeting of stockholders and ending on the date of the next annual meeting; (iv) an annual or special meeting of stockholders that included a substantially similar item of business (“Similar Business”) (as determined in good faith by USB’s board of directors)

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was held not more than 120 days before the Special Meeting Request was received by USB’s secretary; *provided, however,* that this clause (iv) does not apply if a material corporate event relating to the item of business has occurred since the date of such prior annual or special meeting; (v) two or more special meetings of stockholders called pursuant to the request of stockholders have been held within the 12-month period before the Special Meeting Request was received by the secretary; (vi) USB’s board of directors has called or calls for an annual or

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special meeting of stockholders to be held within 90 days after the Special Meeting Request is received by USB’s secretary, and USB’s board of directors determines in good faith that the business to be conducted at such meeting includes the Similar Business; or (vii) such Special Meeting Request was made in a manner that involved a violation of the proxy rules of the SEC or other applicable law.

**Advance Notice to Nominate Directors.** Nominations of persons for election as directors at a meeting of stockholders called for the purpose of electing directors may be made: (i) as specified in the notice of meeting (or any supplement thereto) given by or at the direction of USB’s board of

directors, including nominations made as described below under “—Stockholder Nominations Included in USB’s Proxy Materials” or nominations to be made pursuant to a Special Meeting Request; or (ii) by any stockholder in the following manner.

For any nomination to be properly made by a stockholder, other than nominations described below under “—Stockholder Nominations Included in USB’s Proxy Materials” or nominations to be made pursuant to a Special Meeting Request, the stockholder must: (i) be a stockholder of record both at the time of giving of the notice referred to in the following clause and at the time of the meeting of stockholders called for the purpose of electing directors and be entitled to vote at such meeting; and (ii) give written notice to USB’s secretary so as to be received at USB’s principal executive offices not less than (A) with respect to an annual meeting of stockholders, 120 days in advance of the date of USB’s previous year’s annual meeting of stockholders, except that if no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than 30 days from the date contemplated at the time of the previous year’s proxy statement, such notice must be so received by the later of: (1) the close of business on the date 90 days prior to the meeting date; or (2) the close of business on the tenth day following the date on which such meeting date is first publicly announced or disclosed; and (B) with respect to a special meeting of stockholders for the election of directors, the close of business on the seventh day following the date on which the notice of such meeting is first given to stockholders.

The required notice must contain the information specified in USB’s Bylaws. To be eligible as a nominee for election or reelection as a director, an individual must deliver (in accordance with the time periods prescribed for delivery of notice under USB’s Bylaws) to USB’s secretary at USB’s principal executive offices a completed written questionnaire with respect to the matters specified in USB’s Bylaws and a written representation and agreement as to the matters specified in USB’s Bylaws.

**Stockholder Nominations Included in USB’s Proxy Materials.** If expressly requested in a Nomination Notice (as defined below), USB will, subject to certain exceptions specified in

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USB’s Bylaws, include in its proxy statement for any annual meeting of stockholders specified information regarding person(s) nominated for election (the “Nominee(s)”) by a Nominating Stockholder (as defined below), including any statement included in support of the election of the Nominee(s) to the board by the Nominating Stockholder in the Nomination Notice for inclusion in the proxy statement and other information that USB or its board of directors determines, in their discretion, to include in the proxy statement relating to the nomination of the

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Nominee(s), including a statement in opposition to the nomination. Any Nominee(s) will also be included on USB’s form of proxy and ballot.

A Nomination Notice may only be submitted by an Eligible Holder (as defined below) or group of up to 20 Eligible Holders that has (individually and collectively, in the case of a group) satisfied, as determined by USB’s board of directors, all applicable conditions and complied with all applicable procedures set forth in USB’s Bylaws (such Eligible Holder or group of Eligible Holders being a “Nominating Stockholder”), including those described below.

USB is not be required to include in the proxy statement for an annual meeting of stockholders more Nominees than that number of directors constituting the greater of (A) two and (B) 20% of the total number of USB directors on the last day on which a Nomination Notice may be submitted.

An “Eligible Holder” is a person who has either: (A) been a record holder of the Minimum Number (as defined below) of shares of Common Stock continuously throughout the three-year period preceding and including the date of submission of the Nomination Notice, and continues to own at least such shares of Common Stock through the date of the annual meeting; or (B) provides to the secretary, within the time period specified in USB’s Bylaws, appropriate evidence of continuous ownership of such shares for such three-year period from one or more securities intermediaries.

An Eligible Holder or group of up to 20 Eligible Holders may submit a Nomination Notice only if the person or group (in the aggregate) has continuously owned at least 3% of the number of outstanding shares of Common Stock as of the most recent date for which such amount is given in any filing by USB with the SEC prior to the submission of the Nomination Notice for the three-year period specified above.

To nominate a Nominee (or Nominees), the Nominating Stockholder must, no earlier than 150 calendar days and no later than 120 calendar days before the anniversary of the date that USB mailed its proxy statement for the prior year's annual meeting of stockholders, submit to the secretary at USB's principal executive office a notice (the "Nomination Notice") containing all of the information and accompanied by the documents specified in USB's Bylaws; provided, however, that if the annual meeting is not scheduled to be held within a period that commences 30 days before such anniversary date and ends 30 days after such anniversary date (an annual meeting date outside such period being referred to herein as an "Other Meeting Date"), the Nomination Notice will be given in the manner provided herein by the later of the close of business on the date that is 180 days prior to such Other Meeting Date or

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the tenth day following the date such Other Meeting Date is first publicly announced or disclosed:  
disclosed.

**Advance Notice of Other Proposals.** For business other than a nomination for director to be properly brought before an annual meeting by a stockholder, the stockholder must have given written notice to the secretary so as to be received at USB's principal executive offices not less than 120 days in advance of the date of USB's proxy statement released to stockholders in

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connection with the previous year's annual meeting of stockholders, except that if no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than 30 days from the date contemplated at the time of the previous year's proxy statement, such notice must be so received a reasonable time before the solicitation is made. Each such notice must set forth as to each matter the stockholder proposes to bring before the annual meeting the information specified in USB's Bylaws.

#### DESCRIPTION OF NOTES

*The following description of certain material terms of the 0.850% Medium-Term Floating Rate Notes, Series XCC (Senior), due June 7, 2024 May 21, 2028 (the "2028 Notes") and the 4.009% Fixed-to-Floating Rate Notes, Series CC (Senior), due May 21, 2032 (the "2032 Notes," and, together with the 2028 Notes, the "Notes") of USB was provided in the pricing supplement dated May 31, 2017 May 14, 2024 and filed with the Securities and Exchange Commission (the "Commission") on June 1, 2017, and USB's pricing supplement dated November 22, 2019 and filed with the Commission on November 22, 2019 May 15, 2024. The following description is qualified by reference to such pricing supplements supplement and the description of the general terms and provisions of the Notes set forth in (i) USB's prospectus dated April 21, 2017 March 10, 2023, and filed with the Commission on April 21, 2017 March 10, 2023 and (ii) USB's prospectus supplement dated April 21, 2017 April 21, 2023 and filed with the Commission on April 21, 2017 April 21, 2023. The following description of specified provisions of the senior indenture, dated as of October 3, 1991 October 1, 1991, as amended by a first supplemental indenture, dated as of April 21, 2017, and as further amended or supplemented from time to time (the "Indenture"), between USB and Citibank, N.A., as trustee, and the Notes is qualified by reference to the actual provisions of the Indenture, including the definitions contained in the Indenture of some of the terms used below, and the Notes, copies of which are incorporated by reference as exhibits to USB's Annual Report Form 8-A filed with the Commission on Form 10-K, May 21, 2024.*

The General

Each series of Notes are is a tranche of USB's Medium-Term Notes, Series XCC (Senior), issued under the Indenture. As of December 31, 2020 December 31, 2024, the outstanding aggregate principal amount of the 2028 Notes was €1,175,000,000, €500,000,000, and the outstanding aggregate principal amount of the 2032 Notes was €750,000,000.

The Notes were issued in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof.

USB may from time to time, without giving notice to or seeking the consent of the holders of the Notes, issue additional debt securities having the same terms and conditions as

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either series of Notes (except for the issue date, and, in some cases, the offering price and if applicable, the first interest payment date) and ranking equally and ratably; provided, however, that USB will use a separate CUSIP for any such additional notes that are not fungible with the Notes. Any such additional applicable outstanding Notes for U.S. federal income tax purposes.

The Notes are USB's unsecured, unsubordinated debt, securities having such similar terms, together rank equally with the Notes, all of USB's other unsecured and unsubordinated debt from time to time outstanding and will constitute a single series of debt securities for all purposes under the Indenture, including, without limitation, waivers, amendments and redemptions.

The Notes are USB's general unsecured and unsubordinated obligations, rank equally with all of USB's existing and future unsecured and unsubordinated indebtedness from time to time outstanding and are considered part of the same series of notes as any of USB's other Medium-Term Notes, Series XCC (Senior), previously issued or issued in the future. The Notes will not be subject to any sinking fund provisions and will not be convertible into or exchangeable for any of USB's equity interests.

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The With respect to the Notes, "Business Day" means any day, other than a Saturday or Sunday, (i) that is neither a legal holiday nor a day on which banking institutions are listed on or authorized or required by law, regulation or executive order to close in the City of New York Stock Exchange under and (ii) that also is a day on which the symbol "USB24B" Trans-European Automated Real-Time Gross Settlement Express Transfer (T2) System (or any successor thereto) (the "T2 system"), is open (a "T2 Business Day").

#### Interest and Principal Payments

**2028 Notes** — The entire principal amount of the 2028 Notes will mature and become payable, together with unpaid interest, if any, accrued thereon, on June 7, 2024 (the "Stated Maturity Date") May 21, 2028 unless redeemed earlier as described below under "— Optional Redemption" or "— Redemption for Tax Reasons." The principal of each 2028 Note payable at maturity or earlier redemption, together with unpaid interest, if any, will be paid in euro against presentation and surrender at the office or agency maintained for such purpose.

The 2028 Notes bear interest at the Euro interbank offered rate, of 0.850% per year, or EURIBOR, determined on the applicable interest determination date plus 0.80% for each quarterly interest period calculated in accordance with the terms and provisions described below.

Interest on the 2028 Notes is payable annually quarterly in arrears on June 7 (each February 21, May 21, August 21 and November 21 of each year, commencing on August 21, 2024 and ending on the maturity date of the 2028 Notes).

The interest determination date for the 2028 Notes is the second T2 Business Day prior to the first day of each applicable interest period.

The term "interest period" with respect to the 2028 Notes means each quarterly period from, and including, an "Interest Payment Date" interest payment date (or, in the case of the first interest period, May 21, 2024) to, but excluding, the next interest payment date (or in the case of the final interest period, the maturity date of the 2028 Notes or, if the 2028 Notes are redeemed earlier, the redemption date).

Interest payable on an Interest Payment Date will be paid payable to the persons in whose names the Notes are registered at the close of business on the regular record date (as defined below) next preceding each interest payment date; provided, however, that interest payable at the Stated Maturity Date maturity date of the 2028 Notes or earlier redemption date will be payable to the person to whom principal shall be payable. The

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regular record date for the 2028 Notes will be May 23, the fifteenth calendar day, whether or not a Business Day, immediately preceding the related Interest Payment Date; interest payment date; provided, however, that so long as the relevant global note is held by or on behalf of a common depositary for Euroclear Bank SA/NV ("Euroclear"), Clearstream Banking S.A. ("Clearstream") or any other clearing system, "record date" shall be a day when Euroclear, Clearstream or such other clearing system, as the case may be, is open for business. Interest payable on an Interest Payment Date interest payment date with respect to the 2028 Notes will be computed on the basis of an Actual/360 day count convention.

If any interest payment date other than the maturity date of the 2028 Notes or any earlier redemption date would otherwise be a day that is not a Business Day, the interest payment date will be postponed to the next succeeding Business Day, provided, that if that next succeeding Business Day falls in the next calendar month, the interest payment date will be the immediately preceding Business Day. If the maturity date of the 2028 Notes or any redemption date is not a Business Day, the payment of principal, premium, if any, interest and other amounts otherwise due on such day will be made on the next succeeding Business Day with the same force and effect as if made on such specified date, and no interest on such payment will accrue for the period from and after such maturity date or redemption date, as the case may be.

Interest on the 2028 Notes will reset quarterly on each interest payment date. If any such interest reset date is not a Business Day, the interest reset date will be postponed to the next succeeding Business Day; provided, that if that next succeeding Business Day falls in the next calendar month, then the interest reset date instead will be the immediately preceding Business Day.

So long as the relevant global note is held on behalf of Euroclear, Clearstream or any other clearing system, notices to holders of 2028 Notes represented by the global note may be given by delivery of the relevant notice to Euroclear, Clearstream or such other clearing system, as the case may be.

**2032 Notes** — The entire principal amount of the 2032 Notes will mature and become payable, together with unpaid interest, if any, accrued thereon on May 21, 2032 unless redeemed earlier as described below under "— Optional Redemption" or "— Redemption for Tax Reasons." The principal of each 2032 Note payable at maturity or earlier redemption, together with unpaid interest, if any, will be paid in euro against presentation and surrender at the office or agency maintained for such purpose.

The 2032 Notes bear interest (i) from, and including, May 21, 2024 to, but excluding, May 21, 2031 (such date, the "Reset Date" and such period, the "Fixed Rate Period"), at a rate equal to 4.009% per annum, payable in arrears for each annual interest period (as defined below) on May 21 of each year, commencing on May 21, 2025 and ending on the Reset Date, and (ii) from, and including, the Reset Date to, but excluding, the maturity date of the 2032 Notes (the "Floating Rate Period"), at a floating rate per annum, reset quarterly, determined on the applicable interest determination date (as defined below) by reference to EURIBOR (calculated in accordance with the terms and provisions described below) plus 1.252% per annum, payable quarterly in arrears on February 21, May 21, August 21 and November 21 of each year, commencing on August 21, 2031, and ending on the maturity date of the 2032 Notes.

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The interest determination date for the 2023 Notes with respect to each interest period during the Floating Rate Period is the second T2 Business Day prior to the first day of each applicable interest period.

The term "interest period" with respect to the 2032 Notes means (i) with respect to the Fixed Rate Period, each annual period from, and including, an interest payment date (or, in the case of the first interest period during the Fixed Rate Period, May 21, 2024) to, but excluding, the next interest payment date (or, in the case of the final interest period during the Fixed Rate Period, the Reset Date or, if the 2032 Notes are redeemed earlier, the redemption date); and (ii) with respect to the Floating Rate Period, each quarterly period from, and including, an interest payment date (or, in the case of the first interest period during the Floating Rate Period, the Reset Date) to, but excluding, the next interest payment date (or, in the case of the final interest period during the Floating Rate Period, the maturity date of the 2032 Notes or, if the 2032 Notes are redeemed earlier, the redemption date).

Interest will be payable to the persons in whose name a 2032 Note is registered at the close of business on the regular record date (as defined below) next preceding each interest payment date; *provided, however*, that interest payable at the maturity date or earlier redemption date will be payable to the person to whom principal shall be payable. The regular record date for the Notes will be the fifteenth calendar day, whether or not a Business Day, immediately preceding the related interest payment date; *provided, however*, that so long as the relevant global note is held by or on behalf of a common depositary for Euroclear, Clearstream or any other clearing system, "record date" shall be a day when Euroclear, Clearstream or such other clearing system, as the case may be, is open for business. Interest payable on an interest payment date with respect to the 2032 Notes will be computed on the basis of (i) with respect to the Fixed Rate Period, an Actual/Actual (ICMA) (as defined in the rulebook of the International Capital Market Association) day count convention, and (ii) with respect to the Floating Rate Period, an Actual/360 day count convention.

If With respect to the Fixed Rate Period, if any **Interest Payment Date**, interest payment date, the **Stated Maturity Date** maturity date or earlier redemption date falls on a day that is not a Business Day, the related payment of principal, premium, if any, or interest will be made on the next succeeding Business Day as if made on the date the applicable payment was due, and no interest will accrue on the amount so payable for the period from and after such **Interest Payment Date**, interest payment date, the **Stated Maturity Date** maturity date or such redemption date, as the case may be, be.

With respect to the Floating Rate Period, if any interest payment date other than the maturity date or any earlier redemption date would otherwise be a day that is not a Business Day, the interest payment date will be postponed to the next succeeding Business Day, *provided, that* if that next succeeding Business Day falls in the next calendar month, the interest payment date will be the immediately preceding Business Day. If the maturity date or any redemption date is not a Business Day, the payment of principal, premium, if any, interest and other amounts otherwise due on such **payment day** will be made on the next succeeding Business Day. For purposes of Day with the same force and effect as if made on such specified date, and no interest on such payment will accrue for the period from and after such maturity date or redemption date, as the case may be.

Interest on the 2032 Notes "Business Day" means will reset quarterly on each interest payment date commencing on the Reset Date. If any day, other than a Saturday or Sunday, (i) which such interest reset date is not a day on which banking institutions Business Day, the interest reset date will

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be postponed to the next succeeding Business Day; *provided, that* if that next succeeding Business Day falls in The City of New York or London are authorized or required by law, regulation or executive order to close and (ii) on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET 2) system (the TARGET 2 system) or any successor thereto, is open, next calendar month, then the interest reset date instead will be the immediately preceding Business Day; *provided, further*, that the Reset Date shall not be adjusted for a non-Business Day.

So long as the relevant global note is held on behalf of Euroclear, Clearstream or any other clearing system, notices to holders of 2032 Notes represented by the global note may be given by delivery of the relevant notice to Euroclear, Clearstream or such other clearing system, as the case may be.

**EURIBOR**— EURIBOR means, with respect to any interest determination date relating to a series of Notes (a "EURIBOR interest determination date"), a base rate equal to the interest rate for deposits in euro designated as "EURIBOR" as sponsored, calculated and published by EMMI having the index maturity specified in the applicable pricing supplement, as that rate appears on Reuters Page EURIBOR01 (or any other page as may replace such page on such service) ("Reuters Page EURIBOR01") as of 11:00 a.m., Brussels time, on such EURIBOR interest determination date.

The following procedures will be followed if EURIBOR cannot be determined as described above:

- If the rate described above does not appear on Reuters Page EURIBOR01, EURIBOR will be determined on the basis of the rates, at approximately 11:00 a.m., Brussels time, on such EURIBOR interest determination date, at which deposits of the following kind are offered to

prime banks in the euro-zone interbank market by the principal euro-zone office of each of four major banks in that market selected by the calculation agent, after consultation with us: euro deposits having such EURIBOR index maturity, beginning on such EURIBOR interest reset date, and in a representative amount. The calculation agent will request that the principal euro-zone office of each of these banks provide a quotation of its rate. If at least two quotations are provided, EURIBOR for such EURIBOR interest determination date will be the arithmetic mean of those quotations.

- If fewer than two quotations are provided as described above, EURIBOR for such EURIBOR interest determination date will be the arithmetic mean of the rates for loans of the following kind to leading euro-zone banks quoted, at approximately 11:00 a.m., Brussels time on that interest determination date, by three major banks in the euro-zone selected by the calculation agent: loans of euro having such EURIBOR index maturity, beginning on such EURIBOR interest reset date, and in an amount that is representative of a single transaction in euro in that market at the time.
- If fewer than three banks selected by the calculation agent are quoting as described above, EURIBOR for the new interest period will be EURIBOR in effect for the prior interest period. If the initial base rate has been in effect for the prior interest period, however, it will remain in effect for the new interest period.

*Benchmark Discontinuation - Reference Rate Replacement* – Notwithstanding the foregoing, and at any time during the application of the foregoing procedures, if USB or its designee determines that a Benchmark Event (as defined below) has occurred when any interest

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rate (or the relevant component part thereof) with respect to the Notes of a series remains to be determined by reference to EURIBOR, then the following provisions shall apply:

- USB will use reasonable efforts to appoint an Independent Financial Adviser (as defined below) for the determination (with USB's agreement) of a Successor Rate (as defined below) or, alternatively, if USB and the Independent Financial Adviser agree that there is no Successor Rate, an alternative rate (the "Alternative Benchmark Rate") and, in either case, an alternative screen page or source (the "Alternative Relevant Screen Page") and an Adjustment Spread (as defined below) (if applicable) no later than three business days prior to the relevant interest determination date relating to the next succeeding interest period (the "IA Determination Cut-off Date") for purposes of determining the interest rate applicable to the Notes of such series for all future interest periods;
- the Alternative Benchmark Rate will be such rate as USB and the Independent Financial Adviser agree has replaced the relevant reference rate in customary market usage for the purposes of determining the applicable interest rate or, if USB and the Independent Financial Adviser agree that there is no such rate, such other rate as USB and the Independent Financial Adviser agree is most comparable to the relevant reference rate, and the Alternative Relevant Screen Page shall be such page of an information service as displays the Alternative Benchmark Rate;
- if USB is unable to appoint an Independent Financial Adviser, or if USB and the Independent Financial Adviser cannot agree upon, or cannot select a Successor Rate or an Alternative Benchmark Rate and Alternative Relevant Screen Page prior to the IA Determination Cut-off Date in accordance with the clause immediately above, then USB may determine which (if any) rate has replaced the relevant reference rate in customary market usage for purposes of determining the applicable interest rate or, if USB determines that there is no such rate, which (if any) rate is most comparable to the relevant reference rate, and the Alternative Benchmark Rate will be the rate so determined by USB, and the Alternative Relevant Screen Page will be such page of an information service as displays the Alternative Benchmark Rate; *provided, however,* that if this clause applies and USB is unable or unwilling to determine an Alternative Benchmark Rate and Alternative Relevant Screen Page prior to the interest determination date relating to the next succeeding interest period in accordance with this clause, the reference rate applicable to such interest period will be determined pursuant to the interest rate provisions for the Notes of such series and as outlined above;
- if a Successor Rate or an Alternative Benchmark Rate and an Alternative Relevant Screen Page is determined in accordance with the preceding provisions, such Successor Rate or such Alternative Benchmark Rate and such Alternative Relevant Screen Page will be the benchmark and the Relevant Screen Page in relation to the Notes of such series for all future interest periods;

- if USB determines, together with the Independent Financial Adviser, that (A) an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Benchmark Rate and (B) the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread will be applied to the Successor

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Rate or the Alternative Benchmark Rate for each subsequent determination of a relevant interest rate and Interest Amount(s) (or a component part thereof) by reference to such Successor Rate or such Alternative Benchmark Rate;

- if a Successor Rate or an Alternative Benchmark Rate and/or Adjustment Spread is determined in accordance with the above provisions, USB may also specify additional changes applicable to the Notes of such series, and the method for determining the fallback rate in relation to the Notes of such series, to follow market practice in relation to the Successor Rate or the Alternative Benchmark Rate and/or the Adjustment Spread, which changes shall apply to the Notes of such series for all future interest periods; and
- USB will promptly, following the determination of any Successor Rate or any Alternative Benchmark Rate and any Alternative Relevant Screen Page and any Adjustment Spread (if any), give notice thereof and of any changes pursuant to the clause immediately above to the calculation agent, the Paying Agent and the holders of the Notes of such series.

"Adjustment Spread" means either a spread (which may be positive or negative) or a formula or methodology for calculating a spread, which USB determines should be applied to the relevant Successor Rate or the relevant Alternative Benchmark Rate (as applicable), as a result of the replacement of the relevant reference rate with the relevant Successor Rate or the relevant Alternative Benchmark Rate (as applicable), and is the spread, formula or methodology which:

- in the case of a Successor Rate, is recommended or formally provided as an option for parties to adopt, in relation to the replacement of the reference rate with the Successor Rate by any Relevant Nominating Body; or
- in the case of a Successor Rate for which no such recommendation has been made, or option provided, or in the case of an Alternative Benchmark Rate, the spread, formula or methodology which USB determines to be appropriate to reduce or eliminate, to the fullest extent reasonably practicable in the circumstances, any economic prejudice or benefit (as the case may be) to holders as a result of the replacement of the reference rate with the Successor Rate or the Alternative Benchmark Rate (as applicable).

"Benchmark Event" means:

- (a) the relevant reference rate has ceased to be published on the Relevant Screen Page as a result of such benchmark ceasing to be calculated or administered; or
- (b) a public statement by the administrator of the relevant reference rate that it will cease publishing such reference rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such reference rate); or
- (c) a public statement by the supervisor of the administrator of the relevant reference rate that such reference rate has been or will be permanently or indefinitely discontinued; or

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- (d) a public statement by the supervisor of the administrator of the relevant reference rate that means that such reference rate will be prohibited from being used or that its use will be subject to restrictions or adverse consequences; or
- (e) a public statement by the supervisor of the administrator of the relevant reference rate that, in the view of such supervisor, such reference rate is no longer representative of an underlying market; or
- (f) it has or will become unlawful for the calculation agent or USB to calculate any payments due to be made to any holder using the relevant reference rate (including, without limitation, under the Benchmarks Regulation (EU) 2016/1011, if applicable),

*provided that the Benchmark Event shall be deemed to occur only (i) in the case of paragraphs (b) and (c) above, on the date of the cessation of the relevant reference rate or the discontinuation of the reference rate, as the case may be, (ii) in the case of paragraph (d) above, on the date of prohibition of use of the reference rate and (iii) in the case of paragraph (e) above, on the date with effect from which the reference rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the public statement, and, in each case, not the date of the relevant public statement.*

**“euro-zone”** means, at any time, the region comprised of the member states of the European Economic and Monetary Union that, as of that time, have adopted a single currency in accordance with the Treaty on European Union of February 1992.

**“Independent Financial Adviser”** means an independent financial institution of international repute or other independent financial adviser experienced in the international debt capital markets, in each case appointed by USB.

**“Relevant Nominating Body”** means, in respect of a benchmark or screen rate (as applicable):

- the European Union, the central bank, reserve bank, monetary authority or similar institution for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or
- any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (c) a group of the aforementioned central banks or other supervisory authorities or (d) the Financial Stability Board or any part thereof.

**“Successor Rate”** means the reference rate (and related alternative screen page or source, if available) that the Independent Financial Adviser (with USB’s agreement) determines is a successor to or replacement of the relevant reference rate which is formally recommended by any Relevant Nominating Body.

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## Currency of Payment

Principal, premium, if any, and interest **payments** or any additional amounts in respect of the Notes, including any payments made upon any redemption of the Notes, will be **payable** in euro.

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If the euro is unavailable in USB's good faith judgment for the payment of principal, premium, if any, or interest or any Additional Amounts (as defined below) with respect to the Notes, including any payments made upon any redemption of the Notes, due to the imposition of exchange controls or other circumstances beyond USB's control, or the euro is no longer used by the member states of the European Monetary Union that have adopted the euro as their currency or is no longer used for the settlement of transactions by public institutions of or within the international banking community (and is not replaced by another currency), USB is entitled to satisfy its obligations to holders then all payments in respect of the Notes may be made in U.S. dollars until the euro is again available to USB or so used. In such circumstances, the amount payable on any date in euros will be converted by making that payment in USB into U.S. dollars on the basis of the Market Exchange Rate as computed by the market exchange rate agent on the second Business Day before that payment is due, or if such Market Exchange Rate is not then available, on the basis of the most recently available Market Exchange Rate market exchange rate for the euro on or before the date that payment is due or as otherwise determined by USB in good faith, its sole discretion, if the foregoing is impracticable. Any payment in respect of the Notes so made in U.S. dollars will not constitute a default under the Notes or the Indenture. Neither the trustee nor the paying agent shall be responsible for obtaining exchange rates, effecting conversions or otherwise handling redenominations.

The "Market Exchange Rate" "market exchange rate" means the noon dollar buying rate in The City of New York for cable transfers of euros as certified for customs purposes (or, if not so certified, as otherwise determined) by the Federal Reserve Bank of New York.

In the event that the euro is no longer used by the member states of the European Monetary Union that have adopted the euro as their currency or an official redenomination of the euro, USB's obligations with respect to payments on the Notes shall, in all cases, be regarded immediately following such redenomination as providing for the payment of that amount of euros representing the amount of such obligations immediately before such redenomination. The Notes do not provide for any adjustment to any amount payable under the Notes as a result of any change in the value of the euro relative to any other currency due solely to fluctuations in exchange rates.

All determinations referred to above made by USB and/or the exchange rate agent will be at its sole discretion and will, in the absence of clear error, be conclusive for all purposes and binding on the holders of the Notes.

#### Optional Redemption

USB may redeem the 2028 Notes at its option (a) in whole, but not in part, on May 21, 2027 (one year prior to the maturity date of the 2028 Notes), or (b) in whole at any time or in part from time to time, on or after April 21, 2028 (one month prior to the maturity date of the 2028 Notes) and prior to the maturity date of the 2028 Notes, in each case at a redemption price

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equal to 100% of the principal amount of the 2028 Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date.

USB may redeem the 2032 Notes at its option on or after November 17, 2024 (180 days after the issue date of the 2032 Notes) (or, if additional 2032 Notes are issued, beginning 180 days after the issue date of such additional 2032 Notes) and prior to the Reset Date (one year prior to the maturity date of the 2032 Notes), in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

(1) 100% of the principal amount of the 2032 Notes to be redeemed; and

(2) (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the 2032 Notes to be redeemed matured on the Reset Date) on an annual basis (based on an ICMA Actual/Actual (as described in the rulebook of the International Capital Market Association) day count convention) at the Comparable Government Bond Rate plus 25.0 basis points less (b) interest accrued to, but excluding, the redemption date,

plus, in either case, accrued and unpaid interest thereon to, but excluding, the redemption date.

In addition, USB may redeem the 2032 Notes at its option (a) in whole, but not in part, on the Reset Date, or (b) in whole at any time or in part from time to time, on or after March 19, 2032 (two months prior to the maturity date of the 2032 Notes) and prior to the maturity date of the 2032

Notes, in each case at a redemption price equal to 100% of the principal amount of the 2032 Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date.

Notwithstanding the foregoing, installments of interest on the Notes that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders as of the close of business on the relevant record date.

"Comparable Government Bond" means, in relation to any Comparable Government Bond Rate calculation, at the discretion of an Independent Investment Banker, a Federal Government Bond of the Bundesrepublik Deutschland (a "German government bond") whose maturity is closest to the maturity of the 2032 Notes to be redeemed (assuming that such 2032 Notes matured on the Reset Date), or if the Independent Investment Banker in its discretion determines that such similar bond is not in issue, such other German government bond as such Independent Investment Banker may, with the advice of the Reference Bond Dealers, determine to be appropriate for determining the Comparable Government Bond Rate.

"Comparable Government Bond Rate" means the price (i.e., yield), expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), at which the gross redemption yield on the 2032 Notes to be redeemed, if they were to be purchased at such price on the third business day prior to the date fixed for redemption, would be equal to the gross redemption yield on such business day of the Comparable Government Bond on the basis of the

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middle market price of the Comparable Government Bond prevailing at 11:00 a.m.(London time) on such business day as determined by an Independent Investment Banker.

"Independent Investment Banker" means an independent investment bank of international standing that USB appoints to act as the Independent Investment Banker from time to time.

"Reference Bond Dealer" means three firms that are brokers of, and/or market makers in German government bonds (each a "Primary Bond Dealer") which USB specifies from time to time; provided, however, that if any of them ceases to be a Primary Bond Dealer, USB will substitute another Primary Bond Dealer.

USB and/or its designees' actions and determinations in determining the redemption price shall be conclusive and binding for all purposes, absent manifest error.

Notice of any redemption will be mailed or electronically delivered (or otherwise transmitted in accordance with the procedures of the applicable depositary) at least 10 days but not more than 60 days before the redemption date to each holder of Notes to be redeemed.

In the case of a partial redemption, selection of the Notes for redemption will be made pro rata, by lot or by such other method as the trustee in its sole discretion deems appropriate and fair and subject to and otherwise in accordance with the procedures of the applicable depositary. No Notes of a principal amount of €100,000 or less will be redeemed in part. If any Note is to be redeemed in part only, the notice of redemption that relates to the Note will state the portion of the principal amount of the Note to be redeemed. A new Note in a principal amount equal to the unredeemed portion of the Note will be issued in the name of the holder of the Note upon surrender for cancellation of the original Note. For so long as the Notes are held in book-entry form, the redemption of the Notes shall be done in accordance with the policies and procedures of the applicable depositary.

Unless USB defaults in payment of the redemption price, on and after any redemption date, interest will cease to accrue on the Notes or portions thereof called for redemption. On or before the redemption date, USB will deposit with its paying agent or the trustee money sufficient to pay the redemption price of and accrued interest on the Notes to be redeemed on that date.

Any redemption or notice may, at USB's discretion, be subject to one or more conditions precedent and, at USB's discretion, the redemption date may be delayed until such time as any or all such conditions precedent included at USB's discretion shall be satisfied (or waived by USB) or the redemption date may not occur and such notice may be rescinded if all such conditions precedent included at USB's discretion shall not have been satisfied (or waived by USB).

To the extent then required by applicable laws or regulations, the Notes may not be redeemed prior to their stated maturity without any requisite prior approvals from applicable regulators.

The Notes also may be subject to redemption prior to the stated maturity date if certain changes in the tax laws of a Relevant Jurisdiction (as defined below) occur. If such changes

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occur, the Notes may be redeemed at a redemption price of 100% of their principal amount, together with accrued and unpaid interest on the Notes, if any, to, but excluding, the date fixed for redemption.

#### Payment of Additional Amounts

USB will, subject to the exceptions and limitations set forth below, pay as additional interest on the Notes such additional amounts ("Additional Amounts") as are necessary in order that the net amount of such payment of the principal of and interest on a Note to a holder who is a U.S. Alien (as such term is defined below), after deduction for any present or future tax, assessment or governmental charge of (a) the United States (as such term is defined below), or a political subdivision or authority thereof or therein or (b) any other jurisdiction in which any paying agent appointed by USB is organized or the location from which payment is made, or any political subdivision or authority thereof or therein (each of (a) and (b), a "Relevant Jurisdiction"), imposed by withholding with respect to the payment, will not be less than the amount provided for in such Note to be then due and payable. However, the foregoing obligation to pay Additional Amounts shall not apply:

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- to any tax, assessment or governmental charge that would not have been so imposed but for the existence of any present or former connection between such holder (or between a fiduciary, settlor, beneficiary, member or shareholder of, or holder of power over, such holder, if such holder is an estate, trust, partnership or corporation) and a Relevant Jurisdiction, including, without limitation, such holder (or such fiduciary, settlor, beneficiary, member, shareholder or holder of a power) being considered as:
  - being or having been present or engaged in a trade or business in the Relevant Jurisdiction or having had a permanent establishment therein;
  - having a current or former relationship with the Relevant Jurisdiction, including a relationship as a citizen or resident or being treated as a resident thereof; or
  - being or having been, for United States federal income tax purposes, a "controlled foreign corporation," a "passive foreign investment company" (including a qualified electing fund), a corporation that has accumulated earnings to avoid United States federal income tax or a private foundation or other tax-exempt organization;
- to any tax, assessment or other governmental charge imposed by reason of the holder (i) owning or having owned, directly or indirectly, actually or constructively, 10% or more of the total combined voting power of all classes of stock of USB entitled to vote, (ii) receiving interest described in Section 881(c)(3)(A) of the Internal Revenue Code of 1986, as amended (the "Code") or (iii) being a controlled foreign corporation with respect to the United States that is related to USB by actual or constructive stock ownership;
- to any holder who is a fiduciary or partnership or other than the sole beneficial owner of the Note, but only to the extent that a beneficiary or settlor with respect to such fiduciary or member of such partnership or a beneficial owner of the Note would not have been

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entitled to the payment of such Additional Amounts had such beneficiary, settlor, member or beneficial owner been the holder of such Note;

- to any tax, assessment or governmental charge that would not have been imposed or withheld but for the failure of the holder to comply with certification, identification or information reporting requirements under the Relevant Jurisdiction's income tax laws, without regard to any tax treaty, with respect to the payment, concerning the nationality, residence, identity or connection with the Relevant Jurisdiction of the holder or a beneficial owner of such Note, if such compliance is required by the Relevant Jurisdiction's income tax laws, without regard to any tax treaty, as a precondition to relief or exemption from such tax, assessment or governmental charge;
- to any tax, assessment or governmental charge that would not have been so imposed or withheld but for the presentation by the holder of such Note for payment on a date

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more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;

- to any estate, inheritance, gift, sales, transfer, excise, wealth or personal property tax or any similar tax, assessment or governmental charge;
- to any tax, assessment or governmental charge that is payable otherwise than by withholding by USB or the paying agent from the payment of the principal of or interest on such Note;
- to any tax, assessment or governmental charge required to be withheld by any paying agent from such payment of principal of or interest on any Note, if such payment can be made without such withholding by any other paying agent;
- to any withholding or deduction on or in respect of any Note pursuant to sections 1471 through 1474 of the Code, and the regulations, administrative guidance and official interpretations promulgated thereunder ("FATCA"), any agreement between USB and the United States or any authority thereof entered into for FATCA purposes or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of FATCA; or
- to any tax imposed as a result of any combination of the above.

The term "United States" means the United States of America, the States thereof (including the District of Columbia) and any other political subdivision or taxing authority thereof or therein affecting taxation, and the term "U.S. Alien" means any beneficial owner of a Note other than a beneficial owner of a Note that is (A) a citizen or resident of the United States; (B) a corporation, partnership or other entity treated as a corporation or a partnership for U.S. federal income tax purposes created or organized in or under the laws of the United States, any of its states or the District of Columbia; (C) an estate whose income is subject to U.S. federal income tax regardless of its source; or (D) a trust which is subject to the supervision of a court within the United States and the control of one or more United States persons as described in

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Section 7701(a)(30) of the Code or that has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person.

#### **Redemption for Tax Reasons**

If USB has or will become obliged to pay Additional Amounts **with respect to the Notes of a series** as a result of any change in **(including any announced prospective change)**, or amendment to, the laws or regulations of a Relevant Jurisdiction affecting taxation, or any change in official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment becomes effective on or after **June 7, 2017****May 14, 2024**, and USB determines that such obligation cannot be avoided by the use of reasonable measures then available to it, USB may, at its option, at any time, having given not less than 10 nor more than 60 days' prior written notice to holders of the Notes **of the applicable series**, redeem, in whole, but not in part, the Notes **of such series** at a redemption price equal to 100% of their principal amount, together with **accrued but unpaid interest**, if any, **on the Notes accrued thereon** to, but excluding, the redemption date, provided that no such notice of

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redemption shall be given earlier than 90 days prior to the earliest date on which USB would be obliged to pay such Additional Amounts if a payment in respect to the Notes **of the applicable series** were due on such date. Prior to the transmission or publication of any notice of redemption pursuant to this paragraph, USB will deliver to the trustee an officer's certificate stating that it is entitled to effect such redemption and setting forth a statement of facts and including a written opinion of independent counsel selected by USB showing that the conditions precedent to its right to so redeem the Notes **of the applicable series** has occurred.

#### **Restrictive Covenants**

Subject to the provisions described under the section "—Consolidation, Merger and Sale of Assets," the Indenture prohibits:

- the **issue, issuance**, sale or other disposition of shares of or securities convertible into, or options, warrants or rights to subscribe for or purchase shares of, voting stock of a principal subsidiary bank;
- the merger or consolidation of a principal subsidiary bank with or into any other corporation; or
- the sale or other disposition of all or substantially all of the assets of a principal subsidiary bank,

if, after giving effect to the transaction and issuing the maximum number of shares of voting stock that can be issued after the conversion or exercise of the convertible securities, options, warrants or rights, USB would own, directly or indirectly, 80% or less of the shares of voting stock of the principal subsidiary bank or of the successor bank or the bank which acquires the assets.

In the Indenture, USB also agreed that it will not create, assume, incur or cause to exist any pledge, encumbrance or lien, as security for indebtedness for money borrowed on:

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- any shares of or securities convertible into voting stock of a principal subsidiary bank that USB owns directly or indirectly; or
- options, warrants or rights to subscribe for or purchase shares of, voting stock of a principal subsidiary bank that USB owns directly or indirectly,

without providing that the senior debt securities of all series **outstanding under the Indenture**, including the Notes, will be equally secured if, after treating the pledge, encumbrance or lien as a transfer to the secured party, and after giving effect to the issuance of the maximum number of shares of voting stock issuable after conversion or exercise of the convertible securities, options, warrants or rights, USB would own, directly or indirectly 80% or less of the shares of voting stock of the principal subsidiary bank.

The Indenture defines the term "principal subsidiary bank" as U.S. Bank National Association.

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The Indenture does not contain covenants specifically designed to protect holders from a highly leveraged transaction in which USB is involved.

#### Events of Default

The only events that constitute events of default under the Indenture with respect to **each series** of the Notes are:

- USB's failure to pay any interest on any Note **of such series** when due **and payable**, which failure continues for **a period of** 30 days;
- USB's failure to pay any principal of **or (or** premium, **on if any, on**) any Note **of such series** when **due; due**, which failure **continues for 30 days;** and
- **specified events of bankruptcy, insolvency or reorganization of USB.**

No other defaults under or breaches of the Indenture with respect to the Notes of a series will result in an event of default, whether after notice, the passage of time or otherwise. For example, the bankruptcy, insolvency or reorganization of U.S. Bank National Association, USB's principal subsidiary bank, whether in a voluntary or involuntary proceeding, will not directly constitute a default or event of default under the Indenture. For purposes of this section, with respect to the Notes, "series" refers to notes having identical terms, except as to issue date, principal amount and, if applicable, the date from which interest begins to accrue.

However, certain events may give rise to a covenant breach. A "covenant breach" would occur under the Indenture with respect to the Notes of a series upon:

- USB's failure to make any sinking fund payment, when due, for **a Note of any Note, series**, if applicable; or
- USB's failure to perform any other covenant in the Indenture (other than a covenant **default that would constitute an event of default described above or other than included in**

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the Indenture solely for the benefit of a series of senior debt securities other than the **applicable series of Notes**), which failure continues for 60 days after written **notice; notice**.

- A covenant breach is not an event of default **in with respect to any of the payment Notes issued under the Indenture. For the avoidance of indebtedness for money borrowed under doubt, neither the trustee nor any indenture or instrument under which USB has or holder is entitled to accelerate the maturity date of any Note, nor is the maturity date of any Note of a principal subsidiary bank has outstanding indebtedness**

in an amount in excess of \$5,000,000 which has become due and has not been paid, or whose maturity has been accelerated and the default has not been cured or acceleration annulled within 60 days after written notice; and

- some events of bankruptcy, insolvency or reorganization which involve USB or a principal subsidiary bank.covenant breach.

If an event of default occurs and is continuing on any the Notes of a series outstanding under the Indenture, then the trustee or the holders of at least 25% in aggregate principal amount of the outstanding Notes of such series may declare the principal amount (or, if any of the Notes of such series are original issue discount notes, the amount payable at acceleration of maturity of such Notes to such holders) of all of the Notes of such series to be due and payable immediately, by notice as provided in the Indenture. At any time after a declaration of acceleration has been made on the Notes of a series, but before the trustee has obtained a judgment for payment, the holders of a majority in aggregate principal amount of the outstanding Notes of such series may, under some circumstances, rescind and annul this acceleration.

Subject to provisions in the Indenture relating to the duties of the trustee during a default, the trustee will not be under any obligation to exercise any of its rights or powers under the Indenture at the request or direction of any of the holders of any Notes of a series then outstanding under the Indenture, unless the holders offer to the trustee reasonable indemnity. The holders of a majority in aggregate principal amount of the outstanding Notes of a series will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee for such series, or exercising any trust or power conferred on such trustee.

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USB must furnish to the trustee, annually, a statement regarding its performance on some of its obligations under the Indenture and any default in its performance.performance, including any covenant breach.

#### Modification and Waiver

Except as otherwise specifically provided in the Indenture, modifications and amendments of the Indenture generally will be permitted only with the consent of the holders of at least a majority in aggregate principal amount of the outstanding Notes of a series affected by the modification or amendment. However, none of the following modifications are effective against any holder without the consent of the holders of each outstanding Note of a series affected by the modification or amendment:

- changing the stated maturity of the principal of or any installment of principal or interest on any debt security;
- reducing the principal amount of, or premium or interest on any debt security;
- changing any of USB's obligations to pay additional amounts;

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- reducing the amount of principal of an original issue discount debt security that would be due and payable at declaration of acceleration of its maturity;
- changing the place for payment where, or coin or currency in which, any principal of, or premium or interest on, any debt security is payable;
- impairing the right to take legal action to enforce any payment of or related to any debt security;
- reducing the percentage in principal amount of outstanding debt securities of any series required to modify, amend, or waive compliance with some provisions of the Indenture or to waive some defaults; or

- modifying any of the above provisions.

The holders of at least a majority in aggregate principal amount of the outstanding Notes of each series can waive, as far as that series is concerned, USB's compliance with some restrictive provisions of the Indenture.

The holders of at least a majority in aggregate principal amount of the outstanding Notes of each series may waive any past default under the Indenture, including a covenant breach, except:

- a default in the payment of principal of, or premium, or interest on any senior debt security; or
- a default in a covenant or provision of the Indenture that cannot be modified or amended without the consent of the holder of each outstanding debt security of the series affected.

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The Indenture provides that, in determining whether holders of the requisite principal amount of the outstanding Notes of a series have given any request, demand, authorization, direction, notice, consent or waiver, or whether a quorum is present at a meeting of holders of Notes: the Notes of such series:

- the principal amount of an original issue discount note considered to be outstanding will be the amount of the principal of that original issue discount debt security that would be due and payable as of the date that the principal is determined at declaration of acceleration of the maturity of that original issue discount note; and
- the principal amount of a note denominated in a foreign currency or currency unit that is deemed to be outstanding will be the U.S. dollar equivalent, determined on the date of original issuance for that note, of the principal amount (or, in the case of an original issue discount note, the U.S. dollar equivalent, determined on the date of original issuance for that debt security, of the amount determined as provided in the bullet point above).

#### Consolidation, Merger and Sale of Assets

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Without the consent of the holders of the outstanding Notes of each series, USB cannot consolidate with or merge into another corporation, partnership or trust, or convey, transfer or lease substantially all of its properties and its assets, to a corporation, partnership or trust (other than any such conveyance, transfer or lease to one or more of its subsidiaries) unless:

- the successor entity is organized or validly existing under the laws of any domestic jurisdiction unless:
  - the successor entity and assumes USB's obligations on the Notes and under the Indenture;
- immediately after the transaction, USB there would not be an event of default or covenant breach under the Indenture, and no event which, after notice or the lapse of time, would become an event of default or covenant breach under the Indenture, shall have occurred and be continuing; and
- other conditions are met.

#### Trustee, Paying Agent and Exchange Rate Agent

The Trustee trustee for the each series of Notes is Citibank, N.A. USB has designated Elavon Financial Services DAC, UK Branch as its paying agent and U.S. Bank Trust National Association as its exchange rate agent for the Notes.

## Governing Law

The Indenture is, and the Notes are, governed by, and construed in accordance with, the laws of the State of New York.

## Book-Entry Delivery and Settlement

The Each series of Notes were was issued in book-entry form represented by a master global note (each, a "global note," and together, the form of one or more global notes "global notes") in fully registered form without coupons, and were deposited with, or on behalf of, a common depositary for Clearstream and in respect of interests held through, Euroclear, and Clearstream. Except as described herein, certificates registered in the name of such common depositary or its nominee. Beneficial interests in any of the Notes will be shown on, and transfers will be effected only through, records maintained by Clearstream and Euroclear and their participants, and these beneficial interests may not be issued exchanged for certificated Notes, except in exchange for beneficial interests in the global notes. limited circumstances.

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## Exchange of Global Notes for Certificated Notes

– Subject to certain conditions, the Notes of a series represented by the global notes are exchangeable for notes Notes of the same series in definitive form of like tenor in minimum denominations of €100,000 principal amount and multiples of €1,000 in excess thereof if:

- Clearstream, Euroclear or any successor thereto notifies USB that it is unwilling to act as a clearing system for the Notes; Notes of such series or ceases to be a clearing agency registered under the Exchange Act;
- USB, at its option, notifies the trustee in writing that it elects to cause the issuance of certificated notes; Notes for such series; or

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- there has occurred and is continuing an event of default with respect to the applicable series of Notes.

In all cases, definitive notes delivered in exchange for any global note or beneficial interest therein will be registered in the names, and issued in any approved denominations, requested by or on behalf of the common depositary (in accordance with its customary procedures).

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Exhibit 10.30 10.5(c)

## 2025 AMENDMENT OF

**U.S. BANCORP**  
**EXECUTIVE EMPLOYEES DEFERRED COMPENSATION PLAN**

The U.S. Bancorp Executive Employees Deferred Compensation Plan (the "Plan") is amended in the following respects:

- 1. BENEFITS ADMINISTRATION COMMITTEE. Effective January 1, 2025, the Plan is amended by adding the following definition to Section 1.1 and renumbering Section 1.1 and cross-references accordingly:**
  - (3) The term "BAC" shall mean the Benefits Administration Committee of the Company (and its successor or, if no such committee exists, the Senior Executive Vice President and Chief Human Resources Officer of the Company) or its delegate.
- 2. MEASUREMENT FUNDS. Effective January 1, 2025, the Plan is amended by revising Section 4.2(c) to read in full as follows:**
  - (c) **Measurement Funds.** A Participant must elect at least one of the Plan's Measurement Funds for the purpose of determining the manner in which such Participant's Deferred Compensation Account Balance is to be adjusted. The Measurement Funds shall be prescribed from time to time by the Investment Committee in its sole discretion. The Measurement Funds may, but are not required to, include a Company stock fund, which will be invested in Shares, mutual funds and a money market fund. The BAC shall determine in its sole discretion rules and procedures for the election of Measurement Funds by Participants and for implementing changes in Measurement Funds. The Participant's requested election of the Measurement Fund or Funds shall be duly considered, but is not required to be approved. Subject to any transition rules determined by the Investment Committee or the BAC, in their sole discretion, changes in Measurement Funds shall be effective on the date specified by the Investment Committee or the BAC.
- 3. SAVINGS CLAUSE. Save and except as expressly amended above, the Plan shall continue in full force and effect.**

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Exhibit 10.7(c)

**2025 AMENDMENT**  
**OF**  
**U.S. BANCORP**  
**OUTSIDE DIRECTORS DEFERRED COMPENSATION PLAN**

The U.S. Bancorp Outside Directors Deferred Compensation Plan (the "Plan") is amended in the following respects:

- 1. BENEFITS ADMINISTRATION COMMITTEE. Effective January 1, 2025, the Plan is amended by adding the following definition to Section 1.1 and renumbering Section 1.1 and cross-references accordingly:**
  - (4) The term "BAC" shall mean the Benefits Administration Committee of the Company (and its successor or, if no such committee exists, the Senior Executive Vice President and Chief Human Resources Officer of the Company) or its delegate.
- 2. MEASUREMENT FUNDS. Effective January 1, 2025, the Plan is amended by revising Section 4.2(c) to read in full as follows:**
  - (c) **Measurement Funds.** A Participant must elect at least one of the Plan's Measurement Funds for the purpose of determining the manner in which such Participant's Deferred Compensation Account Balance is to be adjusted. The Measurement Funds shall be prescribed from time to time by the Investment Committee in its sole discretion. The Measurement Funds may, but are not required to, include a Company stock fund, which will be invested in Shares, mutual funds and a money market fund. The BAC shall determine in its sole discretion rules and procedures for the election of Measurement Funds by Participants and for implementing changes in Measurement Funds. The Participant's requested election of the Measurement Fund or Funds shall be duly considered, but is not required to be approved. Subject to any transition rules determined by the Investment Committee or the BAC, in their sole discretion, changes in Measurement Funds shall be effective on the date specified by the Investment Committee or the BAC.
- 3. SAVINGS CLAUSE. Save and except as expressly amended above, the Plan shall continue in full force and effect.**

Exhibit 10.8(d)

**THIRD AMENDMENT  
OF  
U.S. BANK  
OUTSIDE DIRECTORS DEFERRED COMPENSATION PLAN  
(2005 Statement)**

The U.S. Bank Outside Directors Deferred Compensation Plan (the "Plan") (2005 Statement) is amended in the following respects:

- 1. PLAN. Effective January 1, 2025, the Plan is amended by revising Section 1.1(19) to read in full as follows (and all other references to the name of the Plan revised as appropriate, including the cover page):**

(19) The term "Plan" shall mean the U.S. Bank Outside Directors Deferred Compensation Plan (2005 Statement).

- 2. MEASUREMENT FUNDS. Effective January 1, 2025, the Plan is amended by revising Section 4.2(c) to read in full as follows:**

(c) **Measurement Funds.** A Participant must elect at least one of the Plan's Measurement Funds for the purpose of determining the manner in which such Participant's Deferred Compensation Account Balance is to be adjusted. The Measurement Funds shall be prescribed from time to time by the Investment Committee in its sole discretion. The Measurement Funds may, but are not required to, include a Company stock fund, which will be invested in Shares, mutual funds and a money market fund. The BAC shall determine in its sole discretion rules and procedures for the election of Measurement Funds by Participants and for implementing changes in Measurement Funds. The Participant's requested election of the Measurement Fund or Funds shall be duly considered, but is not required to be approved. Subject to any transition rules determined by the Investment Committee or the BAC, in their sole discretion, changes in Measurement Funds shall be effective on the date specified by the Investment Committee or the BAC.

- 3. Effective January 1, 2025, the Plan is amended by revising Section 5.10 to read in full as follows:**

**5.10 Timing of Actual Distributions.** Any distribution or payment of any portion of a Participant's Deferred Compensation Account Balance shall be treated as made as of the date designated under the applicable provisions of this Article V only if such distribution or payment actually occurs by the applicable deadline permitted for such distribution or payment under Code Section 409A and the regulations and administrative guidance issued thereunder.

- 4. Effective January 1, 2025, the Plan is amended by revising Section 9.1 to read in full as follows:**

9.1 Amendment. The Company, by action of its Board of Directors or the Compensation Committee of the Board of Directors, reserves the right at any time and from time to time, whether prospectively, retroactively, or both, to terminate, modify or amend, in whole or in part, any or all provisions of the Plan, without notice to any person affected by this Plan. This power includes the right at any time and for any reason deemed sufficient by it to terminate or curtail the benefits of this Plan with regard to persons expecting to receive benefits in the future and/or persons already receiving benefits at the time of such action. No modification of the terms of this Plan shall be effective unless it is adopted or ratified by the Board of Directors or the Compensation Committee of the Board of Directors. No oral representation concerning the interpretation or effect of this Plan shall be effective to amend the Plan. All of the power and authority granted to the Company pursuant to this Section may also be

exercised by the BAC, except the BAC may not amend the Plan in a manner that materially increases and decreases the benefit of a Director of the Company (unless the Board of Directors or the Compensation Committee explicitly delegate this authority to the BAC).

**4. SAVINGS CLAUSE.** Save and except as expressly amended above, the Plan shall continue in full force and effect.

Exhibit 10.25

**U.S. BANCORP  
PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT**

**THIS AGREEMENT** is made as of <Grant Date> (the "Grant Date"), by and between U.S. Bancorp (the "Company") and <Participant Name> (the "Participant"), together with the Completed Exhibit A which is incorporated herein by reference (collectively, the "Agreement" "Agreement"), is made as of #GrantDate# (the "Grant Date"), by and between U.S. Bancorp (the "Company") and #ParticipantName+C# ("Participant"), sets forth the terms and conditions of a performance restricted stock unit award (the "PSU Award") representing the right to receive <Number of Target Awards Granted> #QuantityGranted# shares of common stock of the Company, par value \$0.01 per share (the "Common Stock" "Common Stock"). The grant of this performance restricted stock unit award PSU Award is made pursuant to the Company's 20152024 Stock Incentive Plan, which was approved by shareholders on April 21, 2015 April 16, 2024 (as has been and may be further amended, the "Plan" "Plan") and is subject to its terms. the terms of the Agreement and the Plan. Capitalized terms that are not defined in the Agreement shall have the meaning ascribed to such terms in the Plan.

The Company and Participant, intending to be legally bound, agree as follows:

**1. Award**

Subject to the terms and conditions of the Plan and the Agreement, the Company grants to Participant a performance restricted stock unit award (the "Units") PSU Award entitling Participant to < Number of Target Awards Granted > #QuantityGranted# performance restricted stock units (such (the "Units" and, such number of units, the "Target "Target Award Number" Number"). The Target Award Number shall be adjusted upward or downward as provided in the Completed Exhibit A. The number of Units that Participant will receive under the Agreement, after giving effect to such adjustment, is referred to herein as the "Final "Final Award Number. Number". Each Unit represents the right to receive one share of Common Stock, subject to the vesting requirements and distribution provisions of the Agreement and the terms of the Plan. The shares of Common Stock distributable to Participant with respect to the Units granted hereunder are referred to as the "Shares. "Shares" The Completed . Exhibit A sets forth (a) the performance period over which the Final Award Number will be determined (the "Performance Period" "Performance Period"), and (b) the date on which the Final Award Number will be determined (the "Determination Date" "Determination Date").

**2. Vesting; Forfeiture**

(a) Subject to Sections 2(b) and 2(c), the Units shall vest pursuant to the following rules:

(i) *Time-Based Vesting Conditions.* Except as otherwise provided in subsections (ii) through (v) below, if the Participant remains continuously employed by the Company or an Affiliate of the Company through the Scheduled Vesting Date as set forth in Exhibit A, the number of Units equal to the Final Award Number shall become vested on the Scheduled Vesting Date and will be settled in accordance with Section 3(a).

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(ii) *Continued Vesting Upon Separation From from Service Due to Retirement or Disability.* If Participant remains continuously employed by the Company or an Affiliate of the Company through the date of his or her Separation From from Service (as defined in Section 10) with

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the Company or the Affiliate by reason of Retirement (as defined in Section 10) or Disability (as defined in Section 10) prior to the Scheduled Vesting Date, and provided (i) such Separation From Service is not a Qualifying Termination (as defined in Section 10), and (ii) in the case of Separation from Service by reason of Retirement, Participant does not engage in Competition prior to the Scheduled Vesting Date, subject to applicable law, the Final Award Number will be determined in accordance with Section 1 and a number of Units equal to the Final Award Number shall continue to vest on the Scheduled Vesting Date and will be settled in accordance with Section 3(a).

(iii) *Acceleration of Vesting Upon Death.* If, prior to the Scheduled Vesting Date, Participant (A) ceases to be an employee by reason of death while in the employ of the Company or any Affiliate, or (B) dies after a Separation From Service by reason of Retirement or Disability, then ~~the all~~ Units will become vested in accordance with this subsection (iii). If such death occurs prior to the last day of the Performance Period, a number of Units equal to the Target Award Number will vest upon Participant's death. If the death occurs on or after the last day of the Performance Period, then a number of Units equal to the Final Award Number will vest. Units that vest in accordance with this subsection (iii) shall be distributed to ~~the~~ Participant in accordance with Section 3(c).

(iv) *Acceleration of Vesting Following a Qualifying Termination.* If Participant remains continuously employed by the Company or an Affiliate of the Company through the date of a Qualifying Termination prior to the Scheduled Vesting Date, then the Units will become vested in accordance with this subsection (iv). If the Qualifying Termination occurs prior to the last day of the Performance Period, a number of Units equal to the Target Award Number will vest upon Participant's Qualifying Termination. If the Qualifying Termination occurs on or after the last date of the Performance Period, then a number of Units equal to the Final Award Number will vest. Units that vest in accordance with this subsection (iv) shall be distributed to ~~the~~ Participant in accordance with Section 3(b). Notwithstanding the foregoing, if in connection with a Change in Control the Units are adjusted, or units in the acquiring or surviving entity are substituted for the Units, or the Plan is terminated, in each case as permitted under the Plan and in accordance with Section 409A, then the terms of such adjustment, substitution or plan termination will govern the treatment of the Units.

(v) *Continued Vesting As a Result of Qualifying Severance.* If Participant has been continuously employed by the Company or any Affiliate from the Grant Date until the date of a Qualifying Severance (as defined in Section 10) and the Scheduled Vesting Date is on or before the second anniversary of the Qualifying Severance, then the Units will become vested such that the Final Award Number will be determined in accordance with Section 1 and a number of Units equal to the Final Award Number shall continue to vest on the Scheduled Vesting Date. Units that vest in accordance with this subsection (v) shall be distributed to ~~the~~ Participant in accordance with Section 3(a).

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Except as provided above in this Section 2(a), if Participant's employment with the Company or an Affiliate terminates, any Units that have not vested at the time of the termination shall be immediately and irrevocably forfeited.

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(b) *Forfeiture if Violation of any Restrictive Covenant Agreement or Engaging in Competition.* Notwithstanding any other provision of this the Agreement, Units that have not become vested previously may also be immediately and irrevocably forfeited, to the fullest extent permissible under applicable law, if the Company determines that (i) Participant has not complied with the terms of any confidentiality, non-solicitation, or other restrictive covenant agreement between the Company or an Affiliate and the Participant at all times since the Grant Date or (ii) in the case of a Participant's Separation from Service as a result of Retirement, Participant has engaged in Competition prior to the Scheduled Vesting Date.

(c) *Special Risk-Related Cancellation Provisions.* Notwithstanding any other provision of the Agreement, if at any time subsequent to the Grant Date the Committee determines, in its sole discretion, that Participant has subjected the Company to significant financial, reputational, or other risk by (i) failing to comply with Company policies and procedures, including the Code of Ethics and Business Conduct, (ii) violating any law or regulation, (iii) engaging in negligence or willful misconduct, or (iv) engaging in activity resulting in a significant or material control deficiency under the Sarbanes-Oxley Act of 2002, then all or part of the Units granted under the Agreement that have not been settled (and Shares delivered) at the time of such determination may be cancelled. If any Units are cancelled pursuant to this provision, Participant will have no rights with respect to the Units (including, without limitation, any rights to receive a distribution of Shares with respect to the Units and the right to receive Dividend Equivalents).

### **3. Distribution of Shares with Respect to Units**

Following the vesting of the Units and following in connection with the payment of any applicable withholding taxes pursuant to Section 7 hereof, the Company shall cause to be issued and delivered to Participant (including through book entry) Shares registered in the name of Participant or in the name of Participant's legal representatives, beneficiaries or heirs, as the case may be, as follows:

(a) *Distribution on Schedule Vesting Date (Including for Retirement, Disability, and Qualifying Severance).* As soon as administratively feasible following the Scheduled Vesting Date (but in no event later than December 31<sup>st</sup> of the year in which such Scheduled Vesting Date occurs), all Shares issuable pursuant to Units that become vested in accordance with subsections (i), (ii), and (v) of Section 2(a) shall be distributed to Participant.

(b) *Qualifying Termination Distributions.* As soon as administratively feasible following a Separation From from Service in connection with a Qualifying Termination (and in any case no later than 60 days following such Separation From from Service except as otherwise provided in this Section 3(b)), all Shares issuable pursuant to Units that become vested in accordance with Section 2(a)(iv) shall be distributed to Participant. Notwithstanding the foregoing, any Shares issuable to a Specified Employee (as defined in Section 10) as a result of a Separation From from Service in connection with a Qualifying Termination will not be delivered to such Specified Employee until the date that is six months and one day after the date of the Separation From from Service. If in connection with a Change in Control the Units are adjusted, or units in the acquiring or surviving entity are substituted for the Units, or the Plan is terminated, in each case

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as permitted under the Plan and in accordance with Section 409A, then the terms of such adjustment, substitution or plan termination will govern the treatment of the Units, including the time and manner of settlement of the Units.

(c) *Distributions Following Death.* As soon as administratively feasible following the death of a Participant (but in no event later than December 31<sup>st</sup> of the first calendar year following the calendar year in which the death occurred) all Shares issuable pursuant to Units that become vested pursuant to Section 2(a)(iii) shall be distributed to the representatives of Participant or to any Person to whom the Units have been transferred by will or the applicable laws of descent and distribution.

In the event that the number of Shares distributable pursuant to this Section 3 is a number that is not a whole number, then the number of Shares distributed shall be rounded down to the nearest whole number.

### **4. Rights as Shareholder; Dividend Equivalents**

Prior to the distribution of Shares with respect to Units pursuant to Section 3 above, Participant shall not have ownership or rights of ownership of any Shares underlying the Units; provided, however, that Participant shall be entitled to accrue cash Dividend Equivalents on outstanding Units (i.e., Units that have not been forfeited, cancelled or settled), whether vested or unvested, if cash dividends on the Common Stock are declared by the Board on or after the Grant Date. Prior to the Determination Date, Participant will accrue cash Dividend Equivalents on Units equal to the Target

Award Number. Specifically, when cash dividends are paid with respect to a share of outstanding Common Stock, an amount of cash per Unit equal to the cash dividend paid with respect to a share of outstanding Common Stock will be accrued with respect to each Unit in Participant's Target Award Number. On the Determination Date, the dollar amount of Participant's cumulative accrued Dividend Equivalents as of the Determination Date will be multiplied by Participant's Target Award Number Percentage to determine the amount of cash Dividend Equivalents that will be paid to Participant. Dividend Equivalents will be paid in cash as soon as administratively feasible following the date on which the underlying Units giving rise to the Dividend Equivalents are settled and paid out, but in no event later than December 31<sup>st</sup> of the year in which the underlying Units are distributed in accordance with Section 3. The Dividend Equivalents shall be treated as earnings on, and as a separate amount from, the Units for purposes of Section 409A of the Code.

## 5. Restriction on Transfer

Except for transfers by will or the applicable laws of descent and distribution, the Units cannot be sold, assigned, transferred, gifted, pledged, or in any manner encumbered, alienated, attached or disposed of, and any purported sale, assignment, transfer, gift, pledge, alienation, attachment or encumbrance shall be void and unenforceable against the Company and its Affiliates. No such attempt to transfer the Units, whether voluntary or involuntary, by operation of law or otherwise (except by will or laws of descent and distribution), shall vest the purported transferee with any interest or right in or with respect to the Units or the Shares issuable with respect to the Units.

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## 6. Securities Law Compliance

The delivery of all or any of the Shares in accordance with this the PSU Award shall be effective only at such time that the issuance of such Shares will not violate any state or federal securities or other laws. The Company is under no obligation to effect any registration of the Shares under the Securities Act of 1933 or to effect any state registration or qualification of the Shares. The Company may, in its sole discretion, (i) delay the delivery of the Shares; or (ii) place restrictive legends on such Shares in order to ensure that the issuance of any Shares will be in compliance with federal or state securities laws and the rules of the New York Stock Exchange or any other exchange upon which the Common Stock is traded.

## 7. Tax Withholding

In order to comply with all applicable federal, state, local and foreign income and payroll tax laws or regulations, the Company, and or any of its applicable Affiliates, may take such action as it deems appropriate to ensure that all applicable amounts required to satisfy withholding, income or other taxes, which are the sole and absolute responsibility of Participant, tax obligations ("Tax-Related Obligations") are withheld or collected from Participant. Participant or any other person receiving or exercising Participant's rights under the PSU Award; provided that Participant acknowledges and agrees that Participant retains ultimate responsibility for the satisfaction of any applicable Tax-Related Obligations regardless of any actions that the Company or its Affiliates may take. Without limiting the foregoing, the Company and its Affiliates may, but are not obligated to, permit or will require the satisfaction of tax withholding obligations all Tax-Related Obligations, in an amount determined in the sole discretion of the Company or its applicable Affiliate in accordance with applicable law, through net Share settlement at the time of delivery of Shares (i.e., the Company or the Affiliate withholds a portion of the Shares otherwise to be delivered with a Fair Market Value, as such term is defined in the Plan, equal to the amount of such taxes, but only to the extent necessary to satisfy certain statutory withholding requirements to avoid adverse accounting treatment under ASC 718) or through an open market sale of Shares otherwise to be delivered, in each case pursuant to such rules and procedures as may be established by the Company.

Tax-Related Obligations).

## 8. Miscellaneous

(a) The Agreement is issued pursuant to the Plan and is subject to its terms. The Plan is available for inspection during business hours at the principal office of the Company. In addition, the Plan may be viewed on the Fidelity Website at [www.netbenefits.com](http://www.netbenefits.com) (or the website of any other stock plan administrator selected by the Company in the future).

(b) The Agreement shall not confer on Participant any right with respect to continuance of employment with the Company or any Affiliate, nor will it interfere in any way with the right of the Company or any Affiliate to terminate such employment at any time.

(c) Participant acknowledges that the grant, vesting or any payment with respect to this the PSU Award, and the sale or other taxable disposition of the Shares issued with respect to the Units hereunder may have tax consequences pursuant to the Code or under local, state or international tax laws. It is intended that the PSU Award shall comply with Section 409A of the Code, and the provisions of the Agreement and the Plan shall be construed and administered accordingly. Any amendment or modification of the PSU Award (to the extent permitted under the terms of the Plan), will be undertaken in a manner intended to comply with Section 409A, to the extent applicable. Notwithstanding the foregoing, there is no guaranty or assurance as to the

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tax treatment of the PSU Award. Participant acknowledges that Participant is relying solely and

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exclusively on Participant's own professional tax and investment advisors with respect to any and all such matters (and is not relying, in any manner, on the Company, its Affiliates, or any of their employees or representatives). Participant understands and agrees that any and all tax consequences resulting from the PSU Award and its grant, vesting, amendment, or any payment with respect thereto, and the sale or other taxable disposition of the Shares acquired pursuant to the PSU Award, is solely and exclusively the responsibility of Participant without any expectation or understanding that the Company, its Affiliates, or any of their employees or representatives will pay or reimburse Participant for such taxes or other items.

(d) Participant acknowledges and agrees that all amounts payable under the PSU Award are subject to the terms of any applicable clawback or recoupment policy, as in effect from time to time, whether approved before or after the effective date of this the Agreement and, to the extent permitted by applicable law, including without limitation Section 409A of the Code, all amounts payable under the PSU Award are subject to offset in the event that Participant has an outstanding clawback, recoupment or forfeiture obligation to the Company under the terms of any such policy. In the event of a clawback, recoupment or forfeiture event under any such policy, the amount required to be clawed back, recouped or forfeited pursuant to such policy shall be deemed not to have been earned under the terms of the PSU Award, and the Company shall be entitled to recover from the Participant the amount specified under the policy to be clawed back, recouped or forfeited.

(e) The Plan and the Agreement constitute the entire agreement between the parties hereto concerning the subject matter hereof and supersede all prior agreements, communications, proposals and undertakings, written or oral, among the parties with respect thereto.

(f) If any provision of the Agreement is held to be unenforceable, then the Agreement will be deemed amended to the extent necessary to render the otherwise unenforceable provision, and the rest of the Agreement, valid and enforceable. If a court declines to amend the Agreement as provided herein, the invalidity or unenforceability of any provision of the Agreement shall not affect the validity or enforceability of the remaining provisions, which shall be enforced as if the offending provision had not been included in the Agreement.

(g) Any notice required to be given or delivered to either party under the terms of the Agreement shall be in writing and may be delivered by hand, intraoffice mail, fax, electronic mail or other electronic means, or via postal service, postage prepaid, and directed to the Company at its principal corporate office; and to Participant at the electronic mail or postal address as shown on the records of the Company from time to time or as otherwise determined appropriate by the Company, in its sole discretion.

## 9. Venue; Governing Law

The validity, construction and effect of the **PSU Award** shall be determined in accordance with the laws of the State of Delaware. Any claim or action brought with respect to this the **PSU Award** shall be brought in a federal or state court located in Minneapolis, **Minnesota, Minnesota, and the parties**

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hereby waive any objection or defense based upon personal jurisdiction, venue or **forum non conveniens**.

#### 10. **Definitions**

For purposes of the Agreement, the following terms shall have the definitions as set forth below:

(a) **"Change in Control"** **Control** shall have the meaning ascribed to it in the Plan, but only if the event or circumstances constituting such change in control also constitute a change in ownership or effective control of the Company, or a change in the ownership of a substantial portion of the assets of the Company, within the meaning of Section 409A of the Code.

(b) **"Disability"** **Competition** means Participant is affiliated, directly or indirectly, including but not limited to as a director, officer, employee, partner, consultant, independent contractor, agent or otherwise with another bank, financial services company or business enterprise that engages in business activities similar to some or all of the business activities of the Company and its Affiliates during Participant's employment, including firms publicly disclosed by the Company in its financial and compensation peer groups in the Company's most recent annual proxy statement. Notwithstanding anything in the Agreement to the contrary, the scope of Competition will only be as broad as allowed by applicable law. The Company may require Participant to provide a certification, in a form satisfactory to the Company, that Participant has not engaged in Competition prior to the Scheduled Vesting Date to the extent the Competition restriction in 2(b) above is applicable.

(c) **"Disability"** means leaving active employment and qualifying for and receiving disability benefits under the Company's long-term disability programs as in effect from time to time.

(c)(d) **"Qualifying Severance"** means Participant's Separation From from Service at least six months from the Grant Date pursuant to which the Participant is entitled (or would be entitled if he or she Participant were a U.S. employee performing services in the U.S. for an eligible employer) to severance benefits under the U.S. Bank Severance Pay Program; Program, including satisfying any requirements related to signing and not revoking a general release of claims and post-termination covenants; provided, however, that if the Separation From from Service occurs immediately following a leave of absence, the Separation From

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from Service shall constitute a Qualifying Severance only if the leave of absence ends within six months of its commencement.

(d) (e) **"Qualifying Termination"** **Termination** means:

(i) Participant's Separation From from Service as a result of the Company's termination of Participant's employment for any reason other than Cause within 12 months following a Change in Control; or

(ii) Participant's Separation From from Service as a result of Disability within 12 months following a Change in Control; or

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(iii) Participant's Separation **From** **from** Service (other than as a result of Participant's termination of employment by the Company for Cause) within 12 months following a Change in Control, if, at the time of such Separation **From** **from** Service, Participant is age 55 or older and has had 10 or more years of employment with the Company or its Affiliates following **such** Participant's most recent date of hire by the Company or its Affiliates.

For purposes of this definition, the term Company shall be deemed to include any Person that has assumed **this** **the** **PSU** Award (or provided a substitute award to Participant) in connection with a Change in Control.

(e) (f) **"Retirement"** **Retirement**" means a Separation **From** **from** Service (other than for Cause) by **a** Participant who is age 55 or older and has had 10 or more years of employment with the Company or its Affiliates following **such** Participant's most recent date of hire by the Company or its Affiliates.

(f) (g) **"Separation From Service"** **from Service**" means a Participant's separation from service with the Company and its affiliates, as determined under Treasury Regulation section 1.409A-1(h)(1), provided, that the term "affiliate" shall mean a business entity which is affiliated in ownership with the Company and that is treated as a single employer under the rules of section 414(b) and (c) of the Code (applying the eighty percent common ownership standard).

(f) (h) **"Specified Employee"** **Employee**" shall mean any Participant who is a specified employee for purposes of section 1.409A-1(i) of the U.S. Treasury Regulations, determined in accordance with the rules set forth in the separate document entitled **"U.S. "U.S. Bank Specified Employee Determination. Determination"**.

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## EXHIBIT A TO

### PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT

This Exhibit A to the Performance Restricted Stock Unit Award Agreement sets forth the manner in which the Final Award Number will be determined for **each** Participant.

#### Definitions

Capitalized terms used but not defined herein shall have the same meanings assigned to them in the Plan, and the Performance Restricted Stock Unit Award Agreement. The following terms used in the text of this Exhibit A and in the ROE Performance Matrix shall have the meanings set forth below:

**"Company ROE ROTCE Maximum"** means \_\_\_\_%.

**"Company ROE ROTCE Minimum"** means \_\_\_\_%.

**"Company ROE ROTCE Result"** means the **ROE** **annual ROTCE** achieved by the Company during the Performance Period.

**"Company ROE ROTCE Target"** means \_\_\_\_%.

**"Company TSR Result"** means Total Shareholder Return achieved by the Company during the Performance Period.

**"Determination Date"** means the date on which the Final Award Number is determined, which date shall not be later than **45** **60** days after the last day of the Performance Period.

**"Final Award Number"** means the "Final Award Number" determined in accordance with this [Exhibit A.A](#).

**"Peer Group Companies"** means the following companies: \_\_\_\_\_.

**"Peer Group ROE ROTCE Ranking Maximum"** means the \_\_\_\_\_th percentile.

**"Peer Group ROE ROTCE Ranking Minimum"** means the \_\_\_\_\_th percentile.

**"Peer Group ROE ROTCE Ranking Target"** means the \_\_\_\_\_th percentile.

**"Peer Group ROE ROTCE"** means the ROE annual ROTCE achieved by the Peer Group Companies during the Performance Period.

**"Peer Group ROE ROTCE Ranking"** means the percentile rank of the Company ROE ROTCE Result relative to Peer Group ROE ROTCE.

**"Peer Group TSR"** means the TSR achieved by the Peer Group Companies during the Performance Period.

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**"Peer Group TSR Ranking"** means the percentile rank of the Company TSR Result relative to Peer Group TSR.

**"Performance Period"** means the three-year period commencing on January 1, 20\_\_\_\_ and ending December 31, 20\_\_\_\_; provided, that performance shall be measured annually for ROTCE and cumulatively for TSR during the Performance Period.

**"ROE" "ROTCE"** means the adjusted return on tangible common equity determined based on (a) net income applicable to the common shareholders of the company for the applicable calendar year during the Performance Period, adjusted by: (i) deducting the provision for credit losses determined under the Current Expected Credit Losses (CECL) methodology net of the effective tax taxes for the Performance Period, and (ii) adding net charge-offs net of the effective tax taxes for the Performance Period, and (iii) excluding amortization of intangible assets on an after tax basis, the sum of which is divided by (b) that company's average tangible common shareholders' equity for the applicable calendar year during the Performance Period.

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Period determined by subtracting average balances of preferred stock, non-controlling interests, intangibles and good will from total average equity.

**"ROE ROTCE Performance Matrix"** means the ROE ROTCE Performance Matrix set forth in this [Exhibit A.A](#).

**"Scheduled Vesting Date"** means \_\_\_\_\_, 20\_\_\_\_.

**"Target Award Number"** means the "Target Award Number" set forth in a Participant's Performance Restricted Stock Unit Award Agreement.

**"Target Award Number Percentage"** means the "Target Award Number Percentage" determined in accordance with the ROE ROTCE Performance Matrix and the related rules set forth in this [Exhibit A.A](#).

**"TSR"**, expressed as a percentage, means (a)(i) the company's average closing common stock price for the \_\_\_\_\_ trading day period ending with the last trading day of the Performance Period, minus (ii) the company's average closing common stock price for the \_\_\_\_\_ trading day period immediately

preceding the first day of the Performance Period, with any dividends during the \_\_\_\_\_ trading day period assumed to be reinvested as of the ex-dividend date, *plus* (iii) the sum of any dividends paid on the applicable common stock during the Performance Period assuming dividend reinvestment as of the ex-dividend date, *divided by* (b) the company's average closing common stock price for the \_\_\_\_\_ trading day period immediately preceding the first day of the Performance Period, with any dividends during the \_\_\_\_\_ trading day period assumed to be reinvested as of the ex-dividend date.

**"TSR Modifier Factor"** means the factor determined in accordance with the TSR Modifier Table set forth in this Exhibit A.

**"TSR Modifier Percentage"** means the percentage determined in accordance with the TSR Modifier Table set forth in this Exhibit A.

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**"TSR Modifier Table"** means the TSR Modifier Table set forth in this Exhibit A.

#### **Determination of Final Award Number**

Each Participant has been granted a number of Units equal to the Target Award Number. The Target Award Number will be adjusted upward or downward depending on (a) whether the Company **ROE** **ROTCE** Result is greater or less than the Company **ROE** **ROTCE** Target, and (b) the Peer Group **ROE** **ROTCE** Ranking and (c) the Peer Group TSR Ranking.

The Committee shall measure performance with respect to **these** the **ROTCE** performance goals following each calendar year during the Performance Period by calculating the Target Award Number Percentage for the year in accordance with the **ROE** **ROTCE** Performance Matrix and related rules below. At the end of the Performance Period, the Target Award Number Percentage for each of the three years in the Performance Period will be averaged and **will be adjusted by the TSR Modifier Factor for the Performance Period as calculated in accordance with the TSR Modifier Table and related rules below.**

The Final Award Number for each Participant will be determined by (a) multiplying (i) the average of the three Target Award Number Percentages by (ii) the **TSR Modifier Factor**, and (b) multiplying the result of (a) by the Target Award Number.

**ROE** The Final Award Number for Participant shall be determined by the Committee on the Determination Date. In no event shall the Final Award Number be greater than \_\_\_\_\_% of the Target Award Number.

The Target Award Number Percentage, the **TSR Modifier Percentage** and the **TSR Modifier Factor** shall be determined as set forth below.

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#### **Determination of Target Award Number Percentage**

##### **ROTCE PERFORMANCE MATRIX**

Company ROE Result (Vertical Axis)	Target Award Number Percentage		
	75%	125%	150%
Company ROE Maximum (_____%) or more			
Company ROE Target (_____%)	50%	100%	125%

Company ROE Minimum (____%) or less (but greater than zero)	25%	50%	75%
Company ROE is 0% or less	0%	0%	0%
	Peer Group ROE Ranking Minimum or below	Peer Group ROE Ranking Target	Peer Group ROE Ranking Maximum or above
<b>Peer Group ROE Ranking (Horizontal Axis)</b>			

		Target Award Number Percentage		
<b>Company ROTCE Result</b> <b>(Vertical Axis)</b>	Company ROTCE Maximum (____%) or more	75%	125%	150%
	Company ROTCE Target (____%)	50%	100%	125%
	Company ROTCE Minimum (____%) or less (but greater than zero)	25%	50%	75%
	Company ROTCE is ____% or less	0%	0%	0%
	Peer Group ROTCE Ranking Minimum or below	Peer Group ROTCE Ranking Target	Peer Group ROTCE Ranking Maximum or above	
<b>Peer Group ROTCE Ranking (Horizontal Axis)</b>				

In determining the Target Award Number Percentage in accordance with the ROE ROTCE Performance Matrix, the following rules will apply:

- If the Company ROE ROTCE Result is greater than the Company ROE ROTCE Minimum and less than the Company ROE ROTCE Target, the Target Award Number Percentage on the vertical axis will be determined by interpolation of the Company ROE ROTCE Result between the Company ROE ROTCE Minimum and the Company ROE ROTCE Target.

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- If the Company ROE ROTCE Result is greater than the Company ROE ROTCE Target and less than the Company ROE ROTCE Maximum, the Target Award Number Percentage on the vertical axis will be determined by interpolation of the Company ROE ROTCE Result between the Company ROE ROTCE Target and the Company ROE ROTCE Maximum.
- If the Peer Group ROE ROTCE Ranking is greater than the Peer Group ROE ROTCE Ranking Minimum and less than the Peer Group ROE ROTCE Ranking Target, the Target Award Number Percentage on the horizontal axis will be determined by interpolation of the Peer Group ROE ROTCE Ranking between the Peer Group ROE ROTCE Minimum and the Peer Group ROE ROTCE Target.
- If the Peer Group ROE ROTCE Ranking is greater than the Peer Group ROE ROTCE Group Ranking Target and less than the Peer Group ROE ROTCE Ranking Maximum, the Target Award Number Percentage on the horizontal axis will be determined by interpolation of the Peer Group ROE ROTCE Ranking between the Peer Group ROE ROTCE Target and the Peer Group ROE ROTCE Maximum.

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- After the Target Award Number Percentage on each of the vertical axis and horizontal axis has been determined, the actual Target Award Number Percentage will be determined by interpolation of the data points (i.e., the percentages) set forth in the **ROE ROTCE** Performance Matrix.

**Determination of TSR Modifier Factor**

**TSR MODIFIER TABLE**

Peer Group TSR Ranking	TSR Modifier Percentage	TSR Modifier Factor
Greater than ____ <sup>th</sup> percentile Peer Group TSR (Maximum)	+ ____%	_____
Less than ____ <sup>th</sup> percentile Peer Group TSR (Minimum)	- ____%	_____

In no event shall determining the Target Award Number TSR Modifier Percentage and TSR Modifier Factor in accordance with the TSR Modifier Table, the positive TSRModifier Percentage and resulting TSR Modifier Factor will not be greater than 150.0% applied if the Company's TSR is negative. No TSR Modifier Factor adjustment will be made if the Peer Group TSR Ranking is equal to or between the \_\_\_\_<sup>th</sup> percentile and \_\_\_\_<sup>th</sup> percentile of Peer Group TSR.

The Final Award Number for each Participant shall be determined by the Committee on the Determination Date.

Committee Determinations

The Committee shall make all determinations necessary to arrive at the Final Award Number for each Participant. The Committee shall determine the Company **ROE ROTCE** Result by reference to the Company's audited financial statements as of and for each calendar year during the Performance Period. The Committee shall determine the Peer Group **ROE ROTCE** Ranking by reference to publicly available financial information regarding the Peer Companies for each calendar year during the Performance Period. The Committee may adjust **ROE ROTCE** as calculated for the Company and Peer Companies during each calendar year during the Performance Period to exclude the impact of any of the following events or occurrences which the Committee determines should appropriately be excluded: (a) asset write-downs and discontinued operations; (b) litigation, claims, judgments or settlements; (c) the effect of changes in tax law or other such laws or regulations affecting reported results; (d) acquisitions, mergers or restructuring costs; (e) any change in applicable accounting rules or principles or the Company's method of accounting; and (f) any other extraordinary or unusual items or events applied on a consistent basis. The Committee shall determine TSR, the Company TSR Result and the Peer Group TSR Ranking by reference to the closing price of one share as reported on the applicable exchange or market on the applicable day. The Committee may adjust TSR for stock splits, reverse stock splits, stock dividends, and other unusual, extraordinary or non-recurring transactions or events, or other similar changes in the capital structure of the company, as applicable. The Committee also may adjust the Peer Group Companies to account for members that cease to be a public company during the Performance Period (whether by merger, consolidation, liquidation or otherwise) and include additional companies consistent with previously approved methodology for selecting

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Peer Group Companies. However, if any Peer Group Company files for bankruptcy, or enters into receivership, then such company shall remain a peer but shall be placed at the bottom for purposes of determining Peer Group ROTCE Ranking and Peer Group TSR Ranking. Any determination by the Committee pursuant to this Exhibit A will be binding upon each Participant and the Company.

No Fractional Units

In the event the Final Award Number is a number of Units that is not a whole number, then the Final Award Number shall be rounded down to the nearest whole number.

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Exhibit 10.31

10.26  
U.S. BANCORP  
RESTRICTED STOCK UNIT AWARD AGREEMENT

**THIS AGREEMENT** (this "Agreement") is made as of <#Grant Date# (the "Grant Date" (the "Grant Date" Date)) by and between U.S. Bancorp (the "Company" Company) and <#ParticipantName+C# ("Participant Name" (the "Participant")). This Agreement (the "Agreement") sets forth the terms and conditions of a restricted stock unit award (the "RSU Award") representing the right to receive <Number of Awards Granted> #QuantityGranted# shares of common stock of the Company, par value \$0.01 per share (the "Common Stock" Common Stock). The grant of this restricted stock unit award the RSU Award is made pursuant to the Company's 2015 2024 Stock Incentive Plan, which was approved by shareholders on April 21, 2015 April 16, 2024 (as has been and may be further amended, the "Plan" Plan) and is subject to its terms, the terms of this Agreement and the Plan. Capitalized terms that are not defined in the this Agreement shall have the meaning ascribed to such terms in the Plan.

The Company and Participant, intending to be legally bound, agree as follows:

1. Award

Subject to the terms and conditions of the Plan and the this Agreement, the Company grants to Participant a RSU Award entitling Participant to #QuantityGranted# restricted stock unit award units (the "Units" Units) entitling the Participant to <Number of Awards Granted> restricted stock units. Each Unit represents the right to receive one share of Common Stock, subject to the vesting requirements and distribution provisions of the this Agreement and the terms of the Plan. The shares of Common Stock distributable to Participant with respect to the Units granted hereunder are referred to as the "Shares." Shares

2. Vesting; Forfeiture

(a) Subject to Sections 2(b) and 2(c), the Units shall vest pursuant to the following rules:

(i) *Time-Based Vesting Conditions.* Except as otherwise provided in subsections (ii) through (v)[vi] below, the Units shall vest in installments on the date or dates set forth in the vesting schedule (the "Vesting Schedule" Vesting Schedule) detailed at the end of this Agreement in the Appendix: Vesting Schedule (the "Scheduled date(s) set forth of the Vesting Date" Schedule, each, a "Scheduled Vesting Date"), contingent on Participant's continuous employment by the Company or any Affiliate through any applicable Scheduled Vesting Date, and will be settled in accordance with Section 3(a).

(ii) *Continued Vesting Upon Separation From from Service Due to Retirement or [Retirement or] Disability.* If Participant remains continuously employed by the Company or an Affiliate of the Company through the date of his or her Participant's Separation From from Service (as defined in Section 10) with the Company or the Affiliate by reason of Retirement [Retirement (as defined in Section 10) or or] Disability (as defined in Section 10) prior to the Scheduled Vesting Date, the Units shall continue to vest on the remaining Scheduled Vesting Dates and will be settled in accordance with Section 3(a)[, provided in the case of Separation from Service by reason of Retirement,

Participant does not engage in Competition prior to the Scheduled Vesting Date, subject to applicable law].

(iii) *Acceleration of Vesting upon Death.* If, prior to the Scheduled Vesting Date, Participant (A) ceases to be an employee by reason of death while in the employ of the Company or any Affiliate, or (B) dies after a Separation ~~From~~ from Service by reason of Retirement [on or

after the third anniversary of the Grant Date and the Committee or the Board determined pursuant to Section 2(a)(vi) below to provide for continued vesting,] or Disability, then the Units will become vested as of the date of death and will be settled in accordance with Section 3(c).

(iv) *Acceleration of Vesting Upon Qualifying Termination.* If Participant has been continuously employed by the Company or any Affiliate until the date ~~such~~ Participant experiences a Qualifying Termination (as defined in Section 10) that occurs prior to a Scheduled Vesting Date, then, immediately upon such Qualifying Termination, the Units shall become vested and will be settled in accordance with Section 3(b).

(v) *Continued Vesting Upon Qualifying Severance.* If Participant has been continuously employed by the Company or any Affiliate from the Grant Date until the date of a Qualifying Severance (as defined in Section 10), then the Units that are not vested at the time of the Qualifying Severance and that would vest under subsection (i) if Participant remained continuously employed through solely the second anniversary of the Qualifying Severance, shall continue to vest on the remaining Scheduled Vesting Dates that are on or before the second anniversary of the Qualifying Severance. Units vested in accordance with this subsection (v) will be settled in accordance with Section 3(a).

(vi) *Continued Vesting Upon Separation from Service Due to Retirement at the Discretion of the Committee or the Board.* If Participant has been continuously employed by the Company or any Affiliate from the Grant Date until the Participant's Separation from Service (as defined in Section 10) with the Company or the Affiliate by reason of Retirement (as defined in Section 10) and the Separation from Service occurs on or after the third anniversary of the Grant Date, then the Committee or the Board may, in its sole discretion, provide that the Units that are not vested at the time of Participant's Separation from Service and that would vest under subsection (i) if Participant remained continuously employed shall continue to vest on the remaining Scheduled Vesting Dates. Units vested in accordance with this subsection (vi) will be settled in accordance with Section 3(a).]

Except as provided above in this Section 2(a), if Participant's employment with the Company or an Affiliate terminates, any Units that have not vested at the time of the termination shall be immediately and irrevocably forfeited.

(b) *Forfeiture if Violation of any Restrictive Covenant Agreement or Engaging in Competition.* Notwithstanding any other provision of this Agreement, Units that have not become vested previously may also be ~~immediately and irrevocably~~ forfeited, ~~to the fullest extent permissible under applicable law, if the Company determines that~~ (i) Participant has not complied with the terms of any confidentiality, non-solicitation, or other restrictive covenant agreement between the Company or an Affiliate and ~~the~~ Participant at all times since the Grant Date

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or (ii) in the case of a Participant's Separation from Service as a result of Retirement, Participant has engaged in Competition prior to the Scheduled Vesting Date.

(c) *Special Risk-Related Cancellation Provisions.* Notwithstanding any other provision of the this Agreement, if at any time subsequent to the Grant Date the Committee determines, in its sole discretion, that Participant has subjected the Company to significant financial, reputational, or other risk by (i) failing to comply with Company policies and procedures, including the Code of Ethics and Business Conduct, (ii) violating any law or regulation, (iii) engaging in negligence or willful misconduct, or (iv) engaging in activity resulting in a significant or material control deficiency under the Sarbanes-Oxley Act of 2002, then all or part of the Units granted under the this Agreement that have not been settled (and Shares delivered) at the time of such determination may be cancelled. If any Units are cancelled pursuant to this provision, Participant will have no rights with respect to the Units (including, without limitation, any rights to receive a distribution of Shares with respect to the Units and the right to receive Dividend Equivalents).

### 3. Distribution of Shares with Respect to Units

Following the vesting of the Units and following in connection with the payment of any applicable withholding taxes pursuant to Section 7 hereof, the Company shall cause to be issued and delivered to

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Participant (including through book entry) Shares registered in the name of Participant or in the name of Participant's legal representatives, beneficiaries or heirs, as the case may be, as follows:

(a) *Distributions on Scheduled Vesting Dates (Including for Retirement, Disability, and Qualifying Severance).* As soon as administratively feasible following each Scheduled Vesting Date (but in no event later than December 31<sup>st</sup> of the year in which such Scheduled Vesting Date occurs), all Shares issuable pursuant to Units that become vested pursuant to subsections (i), (ii), [and] (v)[, and (v) (vi)] of Section 2(a) (and with respect to which Shares have not been distributed previously) shall be distributed to Participant.

(b) *Qualifying Termination Distributions.* As soon as administratively feasible following a Separation From from Service in connection with a Qualifying Termination (and in any case no later than 60 days following such Separation From from Service except as otherwise provided in this Section 3(b)), all Shares issuable pursuant to Units that become vested as a result of such Qualifying Termination (and with respect to which Shares have not been distributed previously) shall be distributed to Participant. Notwithstanding the foregoing, any Shares issuable to a Specified Employee (as defined in Section 10) as a result of a Separation From from Service in connection with a Qualifying Termination will not be delivered to such Specified Employee until the date that is six months and one day after the date of the Separation From from Service. If in connection with a Change in Control the Units are adjusted, or units in the acquiring or surviving entity are substituted for the Units, or the Plan is terminated, in each case as permitted under the Plan and in accordance with Section 409A, then the terms of such adjustment, substitution or plan termination will govern the treatment of the Units, including the time and manner of settlement of the Units.

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(c) *Distributions Following Death.* As soon as administratively feasible following the death of a Participant (but in no event later than December 31<sup>st</sup> of the first calendar year following the calendar year in which the death occurred) all Shares issuable pursuant to Units that become vested pursuant to Section 2(a)(iii) (and with respect to which Shares have not been distributed previously) shall be distributed to the representatives of Participant or to any Person to whom the Units have been transferred by will or the applicable laws of descent and distribution.

In the event that the number of Shares distributable pursuant to this Section 3 is a number that is not a whole number, then the number of Shares distributed shall be rounded down to the nearest whole number.

### 4. Rights as Shareholder; Dividend Equivalents

Prior to the distribution of Shares with respect to Units pursuant to Section 3 above, Participant shall not have ownership or rights of ownership of any Shares underlying the Units; provided, however, that Participant shall be entitled to receive cash Dividend Equivalents on outstanding Units (i.e. Units that have not been forfeited, cancelled or settled), whether vested or unvested, if cash dividends on the Common Stock are declared by the Board on or after the Grant Date. Such Dividend Equivalents will be in an amount of cash per Unit equal to the cash dividend paid with respect to a share of outstanding Common Stock. The Dividend Equivalents

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shall be treated as earnings on, and as a separate amount from, the Units for purposes of Section 409A of the Code and will be paid out as soon as administratively feasible following the Common Stock dividend payable date, but in no event later than December 31st of the year in which the payable date is declared. Dividend Equivalents paid with respect to dividends declared before the delivery of the Shares underlying the Units will be treated as compensation income for tax purposes and will be subject to income and payroll tax withholding by the Company.

##### **5. Restriction on Transfer**

Except for transfers by will or the applicable laws of descent and distribution, ~~the~~ Units cannot be sold, assigned, transferred, gifted, pledged, or in any manner encumbered, alienated, attached or disposed of, and any purported sale, assignment, transfer, gift, pledge, alienation, attachment or encumbrance shall be void and unenforceable against the Company and its Affiliates. No such attempt to transfer the Units, whether voluntary or involuntary, by operation of law or otherwise (except by will or laws of descent and distribution), shall vest the purported transferee with any interest or right in or with respect to the Units or the Shares issuable with respect to the Units.

##### **6. Securities Law Compliance**

The delivery of all or any of the Shares in accordance with ~~this~~ the RSU Award shall be effective only at such time that the issuance of such Shares will not violate any state or federal securities or other laws. The Company is under no obligation to effect any registration of the Shares under the Securities Act of 1933 or to effect any state registration or qualification of the

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Shares. The Company may, in its sole discretion, (i) delay the delivery of the ~~Shares~~ Shares; or (ii) place restrictive legends on such Shares in order to ensure that the issuance of any Shares will be in compliance with federal or state securities laws and the rules of the New York Stock Exchange or any other exchange upon which the Common Stock is traded.

##### **7. Tax Withholding**

In order to comply with all applicable federal, state, local and foreign ~~income and payroll~~ tax laws or regulations, the Company, ~~and/or any of its applicable~~ Affiliates, may take such action as it deems appropriate to ensure that all applicable amounts required to satisfy withholding, income or other ~~taxes, which are the sole and absolute responsibility of Participant~~ tax obligations ("Tax-Related Obligations") are withheld or collected from Participant. Participant or any other person receiving or exercising Participant's rights under the RSU Award; provided that Participant acknowledges and agrees that Participant retains ultimate responsibility for the satisfaction of any applicable Tax-Related Obligations regardless of any actions that the Company or its Affiliates may take. Without limiting the foregoing, the Company and its Affiliates ~~may, but are not obligated to, permit or will require the satisfaction of tax withholding obligations~~ all Tax-Related Obligations, in an amount determined in the sole discretion of the Company or its applicable Affiliate in accordance with applicable law, through net Share settlement at the time of delivery of Shares (i.e., the Company or the Affiliate

withholds a portion of the Shares otherwise to be delivered with a Fair Market Value, as such term is defined in the Plan, equal to the amount of such taxes, but only to the extent necessary to satisfy certain statutory withholding requirements to avoid adverse accounting treatment under ASC 718) or through an open market sale of Shares otherwise to be delivered, in each case pursuant to such rules and procedures as may be established by the Company.

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Tax-Related Obligations).

## 8. Miscellaneous

(a) ~~The~~This Agreement is issued pursuant to the Plan and is subject to its terms. The Plan is available for inspection during business hours at the principal office of the Company. In addition, the Plan may be viewed on the Fidelity ~~Website~~ website at [www.netbenefits.com](http://www.netbenefits.com) (or the website of any other stock plan administrator selected by the Company in the future).

(b) ~~The~~This Agreement shall not confer on Participant any right with respect to continuance of employment with the Company or any Affiliate, nor will it interfere in any way with the right of the Company or any Affiliate to terminate such employment at any time.

(c) Participant acknowledges that the grant, vesting or any payment with respect to ~~this~~ the RSU Award, and the sale or other taxable disposition of the Shares issued with respect to the Units hereunder may have tax consequences pursuant to the Code or under local, state or international tax laws. It is intended that the RSU Award shall comply with Section 409A of the Code, and the provisions of ~~this~~ the Agreement and the Plan shall be construed and administered accordingly. Any amendment or modification of the RSU Award (to the extent permitted under the terms of the Plan), will be undertaken in a manner intended to comply with Section 409A, to the extent applicable. Notwithstanding the foregoing, there is no guaranty or assurance as to the tax treatment of the RSU Award. Participant acknowledges that Participant is relying solely and exclusively on Participant's own professional tax and investment advisors with respect to any and all such matters (and is not relying, in any manner, on the Company, its Affiliates, or any of their employees or representatives). Participant understands and agrees that any and all tax consequences resulting from the RSU Award and its grant, vesting, amendment, or any payment with respect thereto, and the sale or other taxable disposition of the Shares acquired pursuant to

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the RSU Award, is solely and exclusively the responsibility of Participant without any expectation or understanding that the Company, its Affiliates, or any of their employees or representatives will pay or reimburse Participant for such taxes or other items.

(d) Participant acknowledges and agrees that all amounts payable under the RSU Award are subject to the terms of any applicable clawback or recoupment policy, as in effect from time to time, whether approved before or after the effective date of this Agreement and, to the extent permitted by applicable law, including without limitation Section 409A of the Code, all amounts payable under the RSU Award are subject to offset in the event that Participant has an outstanding clawback, recoupment or forfeiture obligation to the Company under the terms of any such policy. In the event of a clawback, recoupment or forfeiture event under any such policy, the amount required to be clawed back, recouped or forfeited pursuant to such policy shall be deemed not to have been earned under the terms of the RSU Award, and the Company shall be entitled to recover from ~~this~~ the Participant the amount specified under the policy to be clawed back, recouped or forfeited.

(e) The Plan and this Agreement constitute the entire agreement between the parties hereto concerning the subject matter hereof and supersede all prior agreements, communications, proposals and undertakings, written or oral, among the parties with respect thereto.

(f) If any provision of the Agreement is held to be unenforceable, then the Agreement will be deemed amended to the extent necessary to render the otherwise unenforceable provision, and the rest of the Agreement, valid and enforceable. If a court declines to amend the Agreement as provided herein, the invalidity or unenforceability of any provision of the Agreement shall not affect the validity or enforceability of the remaining provisions, which shall be enforced as if the offending provision had not been included in the Agreement.

(g) Any notice required to be given or delivered to either party under the terms of this Agreement shall be in writing and may be delivered by hand, intraoffice mail, fax, electronic mail or other electronic means, or via postal service, postage prepaid, and directed to the Company at its principal corporate office; and to Participant at the electronic mail or postal address as shown on the records of the Company from time to time or as otherwise determined appropriate by the Company, in its sole discretion.

## 9. Venue; Governing Law

The validity, construction and effect of the RSU Award shall be determined in accordance with the laws of the State of Delaware. Any claim or action brought with respect to this the RSU Award shall be brought in a federal or state court located in Minneapolis, Minnesota. Minnesota, and the parties hereby waive any objection or defense based upon personal jurisdiction, venue or forum non conveniens.

## 10. Definitions

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### 10. Definitions

For purposes of the this Agreement, the following terms shall have the definitions as set forth below:

(a) **"Change in Control"** shall have the meaning ascribed to it in the Plan, but only if the event or circumstances constituting such change in control also constitute a change in ownership or effective control of the Company, or a change in the ownership of a substantial portion of the assets of the Company, within the meaning of Section 409A of the Code.

(b) **"Disability"** means Participant is affiliated, directly or indirectly, including but not limited to as a director, officer, employee, partner, consultant, independent contractor, agent or otherwise with another bank, financial services company or business enterprise that engages in business activities similar to some or all of the business activities of the Company and its Affiliates during Participant's employment, including firms publicly disclosed by the Company in its financial and compensation peer groups in the Company's most recent annual proxy statement. Notwithstanding anything in the Agreement to the contrary, the scope of Competition will only be as broad as allowed by applicable law. The Company may require Participant to provide a certification, in a form satisfactory to the Company, that Participant has not engaged in Competition prior to the Scheduled Vesting Date to the extent the Competition restriction in 2(b) above is applicable.

(c) **"Disability"** means leaving active employment and qualifying for and receiving disability benefits under the Company's long-term disability programs as in effect from time to time.

(c) (d) **"Qualifying Severance"** means Participant's Separation From from Service at least six months from the Grant Date pursuant to which the Participant is entitled (or would be entitled if he or she Participant were a U.S. employee performing services in the U.S. for an eligible employer) to severance benefits under the U.S. Bank Severance Pay Program, Program, including satisfying any requirements related to signing and not revoking a general release of claims and post-termination covenants; provided, however, that if the Separation From from Service occurs immediately following a leave of absence, the Separation From from Service shall constitute a Qualifying Severance only if the leave of absence ends within six months of its commencement.

(d) (e) **"Qualifying Termination"** means:

(i) Participant's Separation From from Service as a result of the Company's termination of Participant's employment for any reason other than Cause within 12 months following a Change in Control;

(ii) Participant's Separation From from Service as a result of Disability within 12 months following a Change in Control; or

(iii) Participant's Separation From from Service (other than as a result of Participant's termination of employment by the Company for Cause) within 12 months following a Change in Control, if, at the time of such Separation From from Service, Participant is age 55 or

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older and has had 10 or more years of employment with the Company or its Affiliates following such Participant's most recent date of hire by the Company or its Affiliates.

For purposes of this definition, the term Company shall be deemed to include any Person that has assumed this the RSU Award (or provided a substitute award to Participant) in connection with a Change in Control.

(e) (f) "**Retirement**" means a Separation From from Service (other than for Cause) by a Participant who is age 55 or older and has had 10 or more years of employment with the Company or its Affiliates following such Participant's most recent date of hire by the Company or its Affiliates.

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(f) (g) "**Separation From Service**" means a Participant's separation from service with the Company and its affiliates, as determined under Treasury Regulation section 1.409A-1(h)(1), provided, that the term "affiliate" shall mean a business entity which is affiliated in ownership with the Company and that is treated as a single employer under the rules of section 414(b) and (c) of the Code (applying the eighty percent common ownership standard).

(g) (h) "**Specified Employee**" shall mean any Participant who is a specified employee for purposes of section 1.409A-1(i) of the U.S. Treasury Regulations, determined in accordance with the rules set forth in the separate document entitled "**U.S. Bank Specified Employee Determination**".

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Appendix  
Vesting Schedule

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**The following pages discuss in detail the financial results we achieved in 2023 — results that reflect how we are creating the future now. 2024.**

**The following information appears in accordance with the Private Securities Litigation Reform Act of 1995:**

This report contains forward-looking statements about U.S. Bancorp. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements and are based on the information available to, and assumptions and estimates made by, management as of the date hereof. These forward-looking statements cover, among other things, future economic conditions and the anticipated future revenue, expenses, financial condition, asset quality, capital and liquidity levels, plans, prospects and operations of U.S. Bancorp. Forward-looking statements often use words such as "anticipates," "targets," "expects," "hopes," "estimates," "projects," "forecasts," "intends," "plans," "goals," "believes," "continue" and other similar expressions or future or conditional verbs such as "will," "may," "might," "should," "would" and "could."

Forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those set forth in forward-looking statements, including the following risks and uncertainties:

- Failures or disruptions in or breaches of U.S. Bancorp's operational, technology or security systems or infrastructure, or those of third parties, including as a result of cybersecurity incidents;
- Failures to safeguard personal information;
- Impacts of pandemics, natural disasters, terrorist activities, civil unrest, international hostilities and geopolitical events;

• Deterioration in general business and economic conditions or turbulence in domestic or global financial markets, which could adversely affect U.S. Bancorp's revenues and the values of its assets and liabilities, reduce the availability of funding to certain financial institutions, lead to a tightening of credit, and increase stock price volatility;

• Turmoil and volatility in the financial services industry, including failures or rumors of failures of other depository institutions, which could affect the ability of depository institutions, including U.S. Bank National Association, to attract and retain depositors, and could affect the ability of financial services providers, including U.S. Bancorp, to borrow or raise capital;

• Increases in Federal Deposit Insurance Corporation ("FDIC") assessments, including due to bank failures;

▪ Actions taken by governmental agencies to stabilize the financial system and the effectiveness of such actions;

▪ Changes uncertainty regarding the content, timing and impact of changes to regulatory capital, liquidity and resolution-related requirements applicable to large banking organizations in response to recent adverse developments affecting the banking sector;

• Changes to statutes, regulations, or regulatory policies or practices, including capital and liquidity requirements, and the enforcement and interpretation of such laws and regulations, and U.S. Bancorp's ability to address or satisfy those requirements and other requirements or conditions imposed by regulatory entities;

• Changes in trade policy, including the imposition of tariffs or the impacts of retaliatory tariffs;

▪ Changes in interest rates;

• Increases in unemployment rates;

• Deterioration in the credit quality of U.S. Bancorp's loan portfolios or in the value of the collateral securing those loans;

▪ Changes in commercial real estate occupancy rates;

• Risks related to originating and selling mortgages, including repurchase and indemnity demands, and related to U.S. Bancorp's role as a loan servicer;

• Impacts of current, pending or future litigation and governmental proceedings;

• Increased competition from both banks and non-banks;

• Effects of climate change and related physical and transition risks;

• Changes in customer behavior and preferences and the ability to implement technological changes to respond to customer needs and meet competitive demands;

• Breaches in data security;

- Impacts of supply chain disruptions, rising inflation, slower growth or a recession;
- Failure to execute on strategic or operational plans;
- Effects of mergers and acquisitions and related integration;
- Effects of critical accounting policies and judgments;
- Effects of changes in or interpretations of tax laws and regulations;
- Management's ability to effectively manage credit risk, market risk, operational risk, compliance risk, strategic risk, interest rate risk, liquidity risk and reputation risk; and
- The risks and uncertainties more fully discussed in the section entitled "Risk Factors" of this report.

In addition, U.S. Bancorp's acquisition of MUFG Union Bank, N.A. presents risks and uncertainties, including, among others: the risk that any revenue synergies and other anticipated benefits of the acquisition may not be realized or may take longer than anticipated to be realized.

In addition, factors other than these risks also could adversely affect U.S. Bancorp's results, and the reader

should not consider these risks to be a complete set of all potential risks or uncertainties. Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date hereof, and U.S. Bancorp undertakes no obligation to update them in light of new information or future events.

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## Management's Discussion and Analysis

## Overview

U.S. Bancorp and its subsidiaries (the "Company") continued to demonstrate financial strength discipline and stability as 2023 financial a well-diversified business model in 2024. Financial results showcased solid for 2024 included fee revenue growth, prudent expense management, stable credit quality and the accretion of common equity tier 1 capital of **150.70** basis points. Disruption in the banking industry in early 2023 reinforced the Company's focus of maintaining a well-diversified business with an appropriate risk profile and diversified deposit base. During 2023, 2024, the Company continued to prudently effectively manage its balance sheet by reducing while expanding interconnectedness across its exposure to certain capital-intensive assets and focusing on capital-efficient growth.

**MUFG Union Bank Acquisition** On December 1, 2022, the Company acquired MUFG Union Bank N.A.'s core regional banking franchise ("MUB") from Mitsubishi UFJ Financial Group, Inc. ("MUFG"). Pursuant to the terms of the Share Purchase Agreement, the Company acquired all of the issued and outstanding shares of common stock of MUB for a purchase price consisting of \$5.5 billion in cash and approximately 44 million shares of the Company's common stock. The Company also received additional MUB cash of \$3.5 billion upon completion of the acquisition, which is required to be repaid to MUFG on or prior to the fifth anniversary date of the completion of the purchase. On August 3, 2023, the Company completed a debt/equity conversion with MUFG. As a result, the Company repaid \$936 million of its debt obligation from the proceeds of the issuance of 24 million shares of common stock of the Company to an affiliate of MUFG (the "Debt/Equity Conversion"). After the Debt/Equity Conversion, the Company had a remaining repayment obligation to MUFG of \$2.6 billion. On May 26, 2023, the Company merged MUB into U.S. Bank National Association ("USBNA"), the Company's primary banking subsidiary. During 2023, the Company successfully completed the integration of the MUB business and system conversion. Additionally, as a condition of the regulatory approval, the Company committed to meet requirements applicable to Category II banking organizations by the earlier of (i) the date required under the federal banking regulators' Tailoring Rules; and (ii) December 31, 2024, if the Federal Reserve notified the Company by January 1, 2024, that the Company must comply with those requirements. During 2023, the Company took several actions to optimize the balance sheet and reduce risk-weighted assets to enhance capital and reduce the risk profile of the balance sheet. As a result, on October 16, 2023, the Federal Reserve granted the Company full relief from this commitment. The Company's 2023 results reflect the impacts of balance sheet and capital management actions and the full financial results of the acquired business. **businesses.**

**Financial Performance** The Company earned **\$5.4** \$6.3 billion in 2023, 2024, or \$3.79 per diluted common share, compared with \$5.4 billion, or \$3.27 per diluted common share compared with \$5.8 billion, or \$3.69 per diluted common share in 2022, 2023.

compared with December 31, 2022 December 31, 2023. The increase was primarily due to higher nonperforming commercial and commercial real estate and commercial loans, partially offset by a decrease in nonperforming residential mortgages. loans.

- Net charge-offs were **\$1.9 billion** \$2.2 billion in 2023, 2024, an increase of **\$842 million** \$247 million (13.0 percent) compared with 2022, 2023. The increase reflected higher credit card and commercial loan net charge-offs, partially offset by the impacts in most loan categories consistent with normalizing credit conditions the prior year of charge-offs on acquired loans and adverse conditions in commercial real estate. charge-offs related to balance sheet repositioning and capital management actions.

**Capital Management** At December 31, 2024, all of the Company's regulatory capital ratios exceeded regulatory "well-capitalized" requirements.

- The Company's common equity tier 1 capital ratio was 10.6 percent at December 31, 2024, an increase of 70 basis points from December 31, 2023.
- The Company resumed share repurchases in the fourth quarter of 2024, as part of a new \$5.0 billion share repurchase program.

**Earnings Summary** The Company reported net income attributable to U.S. Bancorp of \$6.3 billion in 2024, or \$3.79 per diluted common share, compared with \$5.4 billion, or \$3.27 per diluted common share, in 2023. Return on average assets and return on average common equity were 0.95 percent and 11.7 percent, respectively, in 2024, compared with 0.82 percent and 10.8 percent, respectively, in 2023. The results for 2024 included the impact of \$400 million (\$300 million net-of-tax) of notable items, including \$155 million of merger and integration charges associated with the 2022 acquisition of MUFG Union Bank, N.A. ("MUB"), \$136 million of incremental FDIC special assessment charges and \$109 million of charges related to lease impairments and operational efficiency actions. Combined, these items decreased 2024 diluted earnings per common share by \$0.19. The results for 2023 included the impacts of \$2.2 billion (\$1.6 billion net-of-tax) of notable items, including \$1.0 billion of merger and integration charges

Financial performance for 2023, 2024, compared with 2022, 2023, included the following:

- Net interest income increased \$2.7 billion (18.1 decreased \$1.1 billion (6.4 percent) due to the impact of higher interest rates on deposit mix and pricing, partially offset by modest growth in earning assets and the MUB acquisition, partially offset by the impact of deposit mix and pricing; improved asset mix;
- Noninterest income increased \$1.2 billion (12.3 \$429 million (4.0 percent) primarily due to higher trust and investment management fees, commercial products revenue, payment services revenue trust and investment management fees and other noninterest income, partially offset by losses on investment securities; mortgage banking revenue;
- Noninterest expense increased \$4.0 billion (26.6 decreased \$1.7 billion (8.9 percent), reflecting increased lower merger and integration charges and operating expenses related to the MUB acquisition, including core deposit intangible amortization expense, as well as increases in lower FDIC special assessment charges, partially offset by higher compensation and employee benefits expense to support business growth and higher other noninterest expense due to a Federal Deposit Insurance Corporation ("FDIC") special assessment; expense;
- The provision for credit losses increased \$298 million (15.1 decreased \$37 million (1.6 percent), driven by normalizing reflecting stabilizing economic and credit losses and stress in commercial real estate, partially offset by relative stability in the economic outlook; trends;
- Average loans increased \$47.7 billion (14.3 decreased \$7.4 billion (1.9 percent) primarily driven by the impact of the MUB acquisition decreases in other retail loans, commercial real estate loans and growth commercial loans, partially offset by increases in most loan categories; credit card loans and residential mortgages; and
- Average deposits increased \$43.3 billion (9.4 \$3.9 billion (0.8 percent), driven by increases in average total savings deposits and time deposits, including the impact of the MUB acquisition, partially offset by a decrease in average noninterest bearing noninterest-bearing deposits.

**Credit Quality** The Company continues continued to prudently manage credit underwriting.

- The allowance for credit losses was **\$7.8 billion** \$7.9 billion at December 31, 2023 December 31, 2024, an increase of \$435 million \$86 million (1.1 percent) compared with December 31, 2022 December 31, 2023. The increase was primarily driven by normalizing credit losses, credit card balance growth and commercial real estate credit quality period-end loan growth.
- Nonperforming assets were **\$1.5 billion** \$1.8 billion at December 31, 2023 December 31, 2024, an increase of \$478 million \$338 million (22.6 percent)

related to the MUB acquisition, \$734 million of FDIC special assessment charges, \$243 million of provision for credit losses related to balance sheet repositioning and capital management actions, \$140 million of securities losses related to balance sheet repositioning, a \$110 million charitable contribution to support a community benefit plan related to the MUB acquisition, and a \$70 million discrete tax benefit. Combined, these items decreased 2023 diluted earnings per common share by \$1.04.

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**TABLE 1** Selected Financial Data

Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)	Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)			Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)		
	2023	2022	2021	2024	2023	2022
<b>Condensed Income Statement</b>						
Net interest income						
Net interest income						
Net interest income						
Taxable-equivalent adjustment <sup>(a)</sup>						
Net interest income (taxable-equivalent basis) <sup>(b)</sup>						
Noninterest income						
Total net revenue						
Noninterest expense						
Provision for credit losses						
Income before taxes						
Income taxes and taxable-equivalent adjustment						
Net income						
Net (income) loss attributable to noncontrolling interests						
Net income attributable to U.S. Bancorp						
Net income applicable to U.S. Bancorp common shareholders						
<b>Per Common Share</b>						
<b>Per Common Share</b>						
<b>Per Common Share</b>						
Earnings per share						
Earnings per share						
Earnings per share						
Diluted earnings per share						
Dividends declared per share						
Book value per share <sup>(c)</sup>						
Market value per share						
Average common shares outstanding						
Average diluted common shares outstanding						
<b>Financial Ratios</b>						
Return on average assets						
Return on average assets						
Return on average assets	.82 %	.98 %	1.43 %			
Return on average common equity						
Return on tangible common equity <sup>(b)</sup>						
Net interest margin (taxable-equivalent basis) <sup>(a)</sup>						

Efficiency ratio<sup>(b)</sup>

Net charge-offs as a percent of average loans outstanding

**Average Balances**

Loans

Loans

Loans

Loans held for sale

Investment securities<sup>(d)</sup>

Earning assets

Assets

Noninterest-bearing deposits

Deposits

Short-term borrowings

Long-term debt

Total U.S. Bancorp shareholders' equity

**Period End Balances**

Loans

Loans

Loans

Investment securities

Assets

Deposits

Long-term debt

Total U.S. Bancorp shareholders' equity

**Asset Quality**

Nonperforming assets

Nonperforming assets

Nonperforming assets

Allowance for credit losses

Allowance for credit losses as a percentage of period-end loans

Allowance for credit losses as a percentage of period-end loans

Allowance for credit losses as a percentage of period-end loans

2.10 % 1.91 % 1.97 %

2.09 % 2.10 % 1.91 %

**Capital Ratios**

Common equity tier 1 capital

Common equity tier 1 capital

Common equity tier 1 capital

Tier 1 capital

Total risk-based capital

Leverage

Total leverage exposure

Tangible common equity to tangible assets<sup>(b)</sup>

Tangible common equity to risk-weighted assets<sup>(b)</sup>

Common equity tier 1 capital to risk-weighted assets, reflecting the full implementation of the current expected credit losses methodology<sup>(b)</sup>

9.9 % 8.4 % 10.0 %

10.6 % 9.9 % 8.4 %

(a) Based on a federal income tax rate of 21 percent for those assets and liabilities whose income or expense is not included for federal income tax purposes.

(b) See Non-GAAP Financial Measures beginning on page [50](#) [57](#).

(c) Calculated as U.S. Bancorp common shareholders' equity divided by common shares outstanding at end of the period.

(d) Excludes unrealized gains and losses on available-for-sale investment securities and any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity.

**Capital Management** At December 31, 2023, all of the Company's regulatory capital ratios exceeded regulatory "well-capitalized" requirements.

- The Company's common equity tier 1 capital ratio was 9.9 percent at December 31, 2023.

The Company's financial strength, diversified business model and strong credit quality position it well for 2024. The Company believes it is well positioned to continue to deliver strong returns on tangible common equity, is appropriately reserved for a potential macroeconomic slowdown, and remains confident in its strategy for future growth and expansion. The Company is seeing positive momentum across its fee-based businesses, as it deepens its most profitable client relationships and further executes on revenue growth opportunities resulting from the MUB acquisition. The Company is working to effectively manage its balance sheet for continued capital-efficient growth as it maintains its disciplined, through-the-cycle approach to credit risk management. The Company's growth strategy remains focused on supporting the needs of and creating value for its customers, communities and shareholders.

**Earnings Summary** The Company reported net income attributable to U.S. Bancorp of \$5.4 billion in 2023, or \$3.27 per diluted common share, compared with \$5.8 billion, or \$3.69 per diluted common share, in 2022. Return on average assets and return on average common equity were 0.82 percent and 10.8 percent, respectively, in 2023, compared with 0.98 percent and 12.6 percent, respectively, in 2022. The results for 2023 included the full financial results of the acquisition of MUB, while the results for 2022 reflected one month of operating results of MUB. The results for 2023 included the impacts of \$1.0 billion of merger and integration charges, \$734 million of FDIC special assessment charges, \$243 million of provision for credit losses related to balance sheet repositioning and capital management actions, \$140 million of securities losses related to balance sheet repositioning, a \$110 million charitable contribution to support a community benefit plan related to the acquisition, and a \$70 million discrete tax benefit. Combined, these items decreased 2023 diluted earnings per common share by \$1.04. The results for 2022 included \$399 million of losses primarily resulting from interest rate economic hedges related to the MUB acquisition, \$329 million of merger and integration charges, and \$791 million of provision for credit losses related to acquired loans and balance sheet repositioning and capital management actions. Combined, these items decreased 2022 diluted earnings per common share by \$0.76.

## Statement of Income Analysis

**Net Interest Income** Net interest income, on a taxable-equivalent basis, was \$16.4 billion in 2024, compared with \$17.5 billion in 2023, 2022. The \$1.1 billion (6.4 percent) decrease in 2024 compared with \$14.8 billion in 2022. The \$2.7 billion (18.1 percent) increase in 2023 compared with 2022 was primarily due to the impact of higher interest rates on deposit mix and pricing, partially offset by modest growth in earning assets and the acquisition of MUB, partially offset by the impact of deposit mix and pricing, improved asset mix. Average earning assets were \$59.9 billion (\$11.0 \$1.4 billion (0.2 percent) higher in 2023, 2024, compared with 2022, 2023, reflecting increases in loans and investment securities, interest-bearing deposits with banks and other earning assets, partially offset by a decrease in investment securities, loans. The net interest margin, on a taxable-equivalent basis, in 2023 2024 was 2.90 2.70 percent, compared with 2.72 2.90 percent in 2022, 2023. The increase decrease in the net interest margin in 2023, 2024, compared with 2022, 2023, was primarily due to the impact of higher interest rates on earning assets deposit mix and the acquisition of MUB, pricing, partially offset by the impact of deposit improved earning asset mix across loans and pricing, investment securities. Refer to the "Interest Rate Risk Management" section for further information on the sensitivity of the Company's net interest income to changes in interest rates.

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Total net revenue for 2024 was \$689 million (2.4 percent) lower than 2023, was \$3.8 billion (15.8 percent) higher than 2022, reflecting an 18.1 a 6.4 percent increase decrease in net interest income and a 12.3 4.0 percent increase in noninterest income. The increase decrease in net interest income from the prior year was primarily due to the impact of higher interest rates on deposit mix and pricing, partially offset by modest growth in earning assets and the MUB acquisition, partially offset by the impact of deposit mix and pricing, improved asset mix. The increase in noninterest income reflected was driven by higher commercial products fee revenue payment services revenue, trust and investment management fees and other noninterest income, across most categories, partially offset by losses on investment securities, lower service charges and lower other noninterest income.

Noninterest expense in 2024 was \$1.7 billion (8.9 percent) lower than 2023, was \$4.0 billion (26.6 percent) higher than 2022, reflecting increased primarily due to lower merger and integration charges and operating expenses related to the MUB acquisition, including core deposit intangible amortization expense, as well as increases in lower FDIC special assessment charges, partially offset by higher compensation and employee benefits expense to support business growth and higher other noninterest expense due to the FDIC special assessment charges, expense.

**Results for 2022 2023 Compared With 2021 2022** For discussion related to changes in financial condition and results of operations for 2022 2023 compared with 2021, 2022, refer to "Management's Discussion and Analysis" in the Company's Annual Report for the year ended December 31, 2022 December 31, 2023, included as Exhibit 13 to the Company's Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 27, 2023 February 20, 2024.

TABLE 2 Analysis of Net Interest Income<sup>(a)</sup>

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023 2022				Year Ended December 31 (Dollars in Millions)	2024 2023				
		2023	2022	2021	v 2022 v 2021		2024	2023	2022	v 2023 v 2022	
<b>Components of Net Interest Income</b>											
Income on earning assets (taxable-equivalent basis)											
Income on earning assets (taxable-equivalent basis)											
Income on earning assets (taxable-equivalent basis)											
Expense on interest-bearing liabilities (taxable-equivalent basis)											
Net interest income (taxable-equivalent basis) <sup>(b)</sup>											
Net interest income, as reported											
<b>Average Yields and Rates Paid</b>											
Earning assets yield (taxable-equivalent basis)											
Earning assets yield (taxable-equivalent basis)											
Earning assets yield (taxable-equivalent basis)	4.98 % 3.31 % 2.69 %	1.67 % .62 %					5.24 % 4.98 % 3.31 %	.26 % 1.67 %			
Rate paid on interest-bearing liabilities (taxable-equivalent basis)											
Gross interest margin (taxable-equivalent basis)	Gross interest margin (taxable-equivalent basis)	2.33 % 2.51 % 2.41 %	(.18)% .10 %				Gross interest margin (taxable-equivalent basis)	2.15 % 2.33 % 2.51 %	(.18) % (.18)%		
Net interest margin (taxable-equivalent basis)	Net interest margin (taxable-equivalent basis)	2.90 % 2.72 % 2.49 %	.18 % .23 %				Net interest margin (taxable-equivalent basis)	2.70 % 2.90 % 2.72 %	(.20) % .18 %		
<b>Average Balances</b>											
Investment securities <sup>(c)</sup>											
Investment securities <sup>(c)</sup>											
Investment securities <sup>(c)</sup>											
Loans											
Earning assets											
Noninterest-bearing deposits											
Interest-bearing deposits											
Total deposits											
Interest-bearing liabilities											

(a) Interest and rates are presented on a fully taxable-equivalent basis based on a federal income tax rate of 21 percent.

(b) See Non-GAAP Financial Measures beginning on page [50](#) [57](#).

(c) Excludes unrealized gains and losses on available-for-sale investment securities and any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity.

Average total loans were \$373.9 billion in 2024, compared with \$381.3 billion in 2023, compared with \$333.6 billion in 2022, 2023. The \$47.7 billion (14.3 \$7.4 billion (1.9 percent) increase decrease was primarily due to growth in the Company's legacy loan portfolio as well as balances from the MUB acquisition. Increases in residential mortgages, lower other retail loans, commercial real estate loans and commercial loans, and partially offset by higher credit card loans were partially offset by a decrease in residential mortgages. Average other retail loans. Average residential mortgages increased \$31.2 billion (36.8 loans decreased \$6.2 billion (12.5 percent), driven by the impact of the MUB acquisition, partially offset by the impact of a sale of residential mortgages in the second quarter of 2023 as part of balance sheet repositioning and capital management actions. lower automobile loans. Average commercial real estate loans increased \$13.5 billion (33.0 decreased \$3.0 billion (5.5 percent), primarily due to the impact loan workout activities and payoffs exceeding a reduced level of the MUB acquisition, new originations. Average commercial loans increased \$11.1 billion (9.0 decreased \$1.5 billion (1.1 percent), primarily due to higher utilization driven by working capital needs of decreased demand as corporate customers slower payoffs given higher volatility in accessed the capital markets, as well as core growth and the impact related to the MUB acquisition, markets. Average credit card loans increased \$3.1 billion (13.2 \$2.1 billion (8.0 percent) primarily due to customer account growth and higher spend volume and lower payment rates, volume. Average other retail loans decreased \$11.2 billion (18.5 residential mortgages increased \$1.1 billion (1.0 percent), driven by lower auto loans originations.

Average investment securities in 2024 were \$3.9 billion (2.4 percent) higher than in 2023, primarily due to balance sheet repositioning and capital management actions, along with lower installment loans.

Average investment securities in 2023 were \$6.7 billion (3.9 percent) lower than in 2022, primarily due to balance sheet repositioning positioning and liquidity management.

Average total deposits for 2023 2024 were \$43.3 billion (9.4 \$3.9 billion (0.8 percent) higher than 2022, 2023. Average total savings deposits were \$39.8 billion (12.8 \$18.3 billion (5.2 percent) higher in 2023, 2024, compared with 2022, 2023, driven by increases in balances within Wealth, Corporate, Commercial and Institutional Banking, and along with Consumer and Business Banking balances, including the impact of the MUB acquisition, Banking. Average time deposits for 2023 2024 were \$16.1 billion (52.7 \$10.3 billion (22.1 percent) higher than 2022, mainly 2023, primarily due to the acquisition of MUB and increases in Consumer and Business Banking balances. Changes in time deposits are primarily related to those deposits managed as an alternative to other funding sources, based largely on relative pricing and liquidity characteristics. Average noninterest-bearing deposits were \$12.6 billion (10.5 \$24.8 billion (23.0 percent) lower in 2023, 2024, compared with 2022, 2023, driven by decreases in lower balances within Wealth, Corporate, Commercial and Institutional Banking, balances, partially offset by the impact of the MUB acquisition.

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as well as Consumer and Business Banking.

TABLE 3 Net Interest Income — Changes Due to Rate and Volume<sup>(a)</sup>

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023 v 2022			2022 v 2021			Year Ended December 31 (Dollars in Millions)	2024 v 2023			2023 v 2022			Year Ended December 31 (Dollars in Millions)	2024 v 2023			2023 v 2022				
		2024 v 2023			2023 v 2022				2024 v 2023			2023 v 2022				2024 v 2023			2023 v 2022				
		Volume	Yield/Rate	Total	Volume	Yield/Rate	Total		Volume	Yield/Rate	Total	Volume	Yield/Rate	Total		Volume	Yield/Rate	Total	Volume	Yield/Rate	Total		
Increase (decrease) in																							
<b>Interest Income</b>																							
<b>Interest Income</b>																							
<b>Interest Income</b>																							
Investment securities																							
Investment securities																							
Investment securities																							
Loans held for sale																							
Loans																							
Commercial																							
Commercial																							
Commercial																							
Commercial real estate																							
Residential mortgages																							
Credit card																							

Other retail
Total loans
Interest-bearing deposits with banks
Other earning assets
Total earning assets
<b>Interest Expense</b>
Interest-bearing deposits
Interest-bearing deposits
Interest-bearing deposits
Interest checking
Interest checking
Interest checking
Money market savings
Savings accounts
Time deposits
Total interest-bearing deposits
Short-term borrowings
Long-term debt
Total interest-bearing liabilities
<b>Increase (decrease) in net interest income</b>

(a) This table shows the components of the change in net interest income by volume and rate on a taxable-equivalent basis based on a federal income tax rate of 21 percent. This table does not take into account the level of noninterest-bearing funding, nor does it fully reflect changes in the mix of assets and liabilities. The change in interest not solely due to changes in volume or rates has been allocated on a pro-rata basis to volume and yield/rate.

**Provision for Credit Losses** The provision for credit losses reflects changes in economic conditions and the size and credit quality of the entire portfolio of loans. The Company maintains an allowance for credit losses considered appropriate by management for expected losses, based on factors discussed in the "Analysis and Determination of the Allowance for Credit Losses" section.

The provision for credit losses was \$2.2 billion in 2024, compared with \$2.3 billion in 2023. The \$37 million (1.6 percent) decrease reflects stabilizing economic and credit trends.

Net charge-offs increased \$247 million (13.0 percent) in 2024, compared with \$2.0 billion in 2022. The \$298 million (15.1 percent) increase was driven by normalizing 2023, reflecting higher credit losses and stress in commercial real estate, loan net charge-offs, partially offset by relative stability in the impacts of charge-offs in the economic outlook. The provision for credit losses in 2023 included the impact of prior year related to acquired loans and balance sheet repositioning and capital management actions taken in the second quarter of 2023. The provision for credit losses in 2024 included the impacts of recognizing an initial provision for credit losses related to the M&A acquisition and balance sheet optimization activities in the fourth quarter of 2022, along with strong loan growth in the legacy portfolio and increasing economic uncertainty. Net charge-offs increased \$842 million (79.2 percent) in 2023, compared with 2022, reflecting higher charge-offs in most loan categories consistent with normalizing credit conditions and adverse conditions in commercial real estate.

Refer to "Corporate Risk Profile" for further information on the provision for credit losses, net charge-offs, nonperforming assets and other factors considered by the Company in assessing the credit quality of the loan portfolio and establishing the allowance for credit losses.

percent) in 2024, compared with \$2.0 billion in 2022. The \$298 million (15.1 percent) increase was driven by normalizing 2023, reflecting higher credit losses and stress in commercial real estate, loan net charge-offs, partially offset by relative stability in the impacts of charge-offs in the economic outlook. The provision for credit losses in 2023 included the impact of prior year related to acquired loans and balance sheet repositioning and capital management actions taken in the second quarter of 2023. The provision for credit losses in 2024 included the impacts of recognizing an initial provision for credit losses related to the M&A acquisition and balance sheet optimization activities in the fourth quarter of 2022, along with strong loan growth in the legacy portfolio and increasing economic uncertainty. Net charge-offs increased \$842 million (79.2 percent) in 2023, compared with 2022, reflecting higher charge-offs in most loan categories consistent with normalizing credit conditions and adverse conditions in commercial real estate.

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)			2023			2022		Year Ended December 31 (Dollars in Millions)			2024		
	2023	2022	2021	v 2022	v 2021	2024	2023	2022	v 2023	v 2022	2024	2023	v 2023	
Card revenue	Card revenue	\$ 1,630	\$ 1,512	\$ 1,507	7.8 %	7.8 %	Card revenue	\$ 1,679	\$ 1,630	\$ 1,512	3.0 %	7.8 %		
Corporate payment products revenue														
Merchant processing services														
Trust and investment management fees														
Service charges														
Commercial products revenue														
Mortgage banking revenue														
Investment products fees														
Other		641	758	273	(15.4)	*								
Total fee revenue														
Securities gains (losses), net	Securities gains (losses), net	(154)	(145)	(145)	20	20	(6.2)	(6.2)	*	*				
Other														
Total noninterest income	Total noninterest income	\$ 10,617	\$ 9,456	\$ 10,227	12.3	12.3 %	(7.5)%	Total noninterest income	\$ 11,046	\$ 10,617	\$ 9,456	4.0	4.0 %	12.3 %

\* Not meaningful

(a) Includes \$39 million of losses primarily related to interest rate economic hedges, entered into after regulatory approval for the MUB acquisition was obtained, to manage the impact of interest rate volatility on capital prior to closing the transaction.

**Noninterest Income** Noninterest income in 2023 2024 was \$10.6 billion \$11.0 billion, compared with \$9.5 billion \$10.6 billion in 2022 2023. The \$1.2 billion (12.3) \$429 million (4.0 percent) increase in 2023 2024 from 2022 2023 reflected higher trust and investment management fees, commercial products revenue, payment services revenue trust and investment management fees mortgage banking revenue, partially offset by lower service charges and other noninterest income, partially offset by losses on the sale of investment securities related to balance sheet repositioning. Commercial products revenue increased 24.2 percent primarily due to higher trading revenue, commercial loan fees, corporate bond fees and the acquisition of MUB. Payment services revenue increased in 2023, compared

with 2022, driven by a 7.8 percent increase in card revenue and a 5.1 percent increase in merchant processing services revenue, both due to higher spend volume. Corporate payment products revenue increased 8.7 percent due to product mix. income. Trust and investment management fees increased 11.3 percent primarily due to the acquisition of MUB business growth and core business growth. Other noninterest income was higher in 2023, compared with 2022, favorable market conditions.

Commercial products revenue increased primarily due to higher corporate bond fees. Payment services revenue increased primarily driven by higher merchant processing services revenue due to business volume growth, along with increased card revenue due to favorable rates. Mortgage banking revenue increased primarily due to a gain on the sale of mortgage servicing rights in 2024, along with the impact of balance sheet repositioning and capital management actions taken in 2022 of interest rate economic hedges related to the MUB acquisition, 2023.

TABLE 5 Noninterest Expense

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)			2023		2022		Year Ended December 31 (Dollars in Millions)			2024			
	2023	2022	2021	v 2022	v 2021	2024	2023	2022	v 2023	v 2022	2024	2023	v 2023	
Compensation and employee benefits	Compensation and employee benefits	\$ 10,416	\$ 9,157	\$ 8,728	13.7	13.7 %	4.9 %	Compensation and employee benefits	\$ 10,554	\$ 10,416	\$ 9,157	1.3	1.3 %	13.7 %
Net occupancy and equipment														
Professional services														
Marketing and business development														
Technology and communications														
Other intangibles	Other intangibles	569	636	636	215	215	(10.5)	(10.5)	*	*				
Other														
Total before merger and integration charges														
Merger and integration charges	Merger and integration charges	1,009	329	329	—	—	*	*	*	Merger and integration charges	155	1,009	329	
											(84.6)	(84.6)	*	

Total noninterest expense	Total noninterest expense	\$18,873	\$ 14,906	\$ 13,728	26.6	26.6 %	8.6 %	Total noninterest expense	\$17,188	\$ 18,873	\$ 14,906	(8.9)	(8.9)%	26.6 %
<b>Efficiency ratio(a)</b>														
* Not meaningful														
(a) See Non-GAAP Financial Measures beginning on page 55 57.														

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**Noninterest Expense** Noninterest expense in 2023 2024 was \$18.9 billion \$17.2 billion, compared with \$14.9 billion \$18.9 billion in 2022, 2023. The Company's efficiency ratio was 66.7 percent in 2023, compared with 61.4 percent in 2022. The \$4.0 billion (26.6 \$1.7 billion (8.9 percent) increase decrease in noninterest expense in 2024, compared to 2023, over 2022 reflected the impact of increased lower merger and integration charges, as well as operating expenses related to the MUB acquisition, lower other noninterest expense and lower marketing and business development expense, partially offset by higher compensation and employee benefits expense. Other noninterest expense decreased primarily due to lower FDIC special assessment charges in 2024. Marketing and higher other intangibles and other noninterest expense. business development expense decreased primarily due to the impact of a charitable contribution in 2023 related to the MUB acquisition. Compensation and employee benefits expense increased 13.7 percent in 2023 over 2022, primarily due to MUB expense as well as merit increases higher commissions, performance-based incentives and hiring to support business growth. Other intangibles expense increased primarily due to the core deposit intangible created as a result of the MUB acquisition. Other noninterest expense increased 58.2 percent primarily due to the \$734 million FDIC special assessment charge. medical expenses.

**Income Tax Expense** The provision for income taxes was \$1.6 billion (an effective rate of 20.0 percent) in 2024, compared with \$1.4 billion (an effective rate of 20.5 percent) in 2023, compared with \$1.5 billion (an effective rate of 20.0 percent) in 2022, 2023.

For further information on income taxes, refer to Note 19 18 of the Notes to Consolidated Financial Statements.

**Balance Sheet Analysis**

Average earning assets were \$606.6 billion in 2024, compared with \$605.2 billion in 2023, compared with \$545.3 billion in 2022, 2023. The increase in average earning assets of \$59.9 billion (11.0 \$1.4 billion (0.2 percent) was primarily due to increases in loans investment securities of \$47.7 billion (14.3 \$3.9 billion (2.4 percent) and, interest-bearing deposits with banks of \$17.6 billion (55.9 \$2.2 billion (4.5 percent) and other earning assets of \$2.7 billion (27.5 percent), partially offset by a decrease in investment securities loans of \$6.7 billion (3.9 \$7.4 billion (1.9 percent).

For average balance information, refer to the "Net Interest Income" section in Statement of Income Analysis and Consolidated Daily Average Balance Sheet and Related Yields and Rates on page 138 134.

**Loans** The Company's loan portfolio was \$379.8 billion at December 31, 2024, compared with \$373.8 billion at December 31, 2023, compared with \$388.2 billion at December 31, 2022, a decrease reflecting an increase of \$14.4 billion (3.7 \$6.0 billion (1.6 percent). The decrease increase was driven by decreases in other retail loans of \$10.5 billion (19.1 percent), higher commercial loans, of \$3.8 billion (2.8 percent), residential mortgages and credit card loans, partially offset by lower commercial real estate loans of \$2.0 billion (3.7 percent) and residential mortgages of \$315 million (0.3 percent), partially offset by an increase in credit card loans of \$2.3 billion (8.6 percent) other retail loans. Table 6 provides a summary of the loan distribution by product type, while Table 7 provides a summary of the selected loan maturity distribution by loan category.

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**TABLE 6** Loan Portfolio Distribution

At December 31 (Dollars in Millions)	2023			2022			2024			2023			2022			
	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	
	Commercial	Commercial	Commercial	Commercial												
Commercial																
Commercial	\$127,676	34.2	34.2 %	\$131,128	33.8	33.8 %	\$ 135,254	35.6	35.6 %	\$ 127,676	34.2	34.2 %	\$ 135,254	35.6	35.6 %	
Commercial																
Lease financing																
Total commercial																

**Commercial Real Estate**

Commercial mortgages  
Commercial mortgages  
Commercial mortgages  
Construction and development  
Total commercial real estate

**Residential Mortgages**

Residential mortgages  
Residential mortgages  
Residential mortgages  
Home equity loans, first liens  
Total residential mortgages

**Credit Card****Other Retail**

Retail leasing  
Retail leasing  
Retail leasing  
Home equity and second mortgages  
Revolving credit  
Installment  
Automobile  
Total other retail

Total loans	Total loans	\$373,835	100.0	100.0 %	\$388,213	100.0	100.0 %	Total loans	\$379,832	100.0	100.0 %	\$373,835	100.0	100.0 %
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**TABLE 7** Selected Loan Maturity Distribution

At December 31, 2023 (Dollars in Millions)	One Year or Less	Over One Through Five Years	Over Five Through Fifteen Years	Over Fifteen Years	Total
		Over One Through Five Years	Over Five Through Fifteen Years		
At December 31, 2024 (Dollars in Millions)	One Year or Less	Over One Through Five Years	Over Five Through Fifteen Years	Over Fifteen Years	Total

Commercial

Commercial real estate

Residential mortgages

Credit card

Other retail

Total loans

Total of loans due after one year with:

Total of loans due after one year with:

Total of loans due after one year with:

Predetermined  
Interest Rates  
Predetermined  
Interest Rates

Commercial

Commercial real estate

Residential mortgages

Credit card

Other retail

Total

(a) Primarily represents construction loans for single-family residences or loans guaranteed by the Small Business Administration.

TABLE 8 Commercial Loans by Industry Group and Geography

At December 31 (Dollars in Millions)	2023			2022			2024			2023				
	At December 31 (Dollars in Millions)		Percent	At December 31 (Dollars in Millions)		Percent	At December 31 (Dollars in Millions)		Percent	At December 31 (Dollars in Millions)		Percent		
	Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total		
<b>Industry Group</b>														
Financial institutions														
Financial institutions														
Financial institutions	\$ 20,016	15.2	15.2 %	\$ 17,381	12.8	12.8 %	\$ 25,468	18.3	18.3 %	\$ 20,016	15.2	15.2 %		
Real-estate related														
Automotive														
Personal, professional and commercial services														
Healthcare														
Automotive														
Media and entertainment														
Retail														
Capital goods														
Retail														
Transportation														
Power														
Food and beverage														
Technology														
Energy														
Power														
Metals and mining														
Building materials														
State and municipal government														
Education and non-profit														
State and municipal government														
Building materials														
Agriculture														
Other														
Total	Total	\$131,881	100.0	100.0 %	\$135,690	100.0	100.0 %	Total	\$139,484	100.0	100.0 %	\$131,881	100.0	100.0 %

Geography				
California				
California				
California	\$ 21,275	16.1 %	\$ 23,736	17.5 %
New York				
Texas				
Illinois				
Minnesota				
Ohio				
Wisconsin				
Colorado				
Washington				
Missouri				
All other states				
Total	\$131,881	100.0 %	\$135,690	100.0 %

**Commercial** Commercial loans, including lease financing, decreased \$3.8 billion (2.8 percent) at December 31, 2023 December 31, 2024, compared with December 31, 2022 December 31, 2023, primarily due to growth decreased demand as in corporate customers accessed the capital markets. banking. Table 8 provides a summary of commercial loans by industry group.

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**TABLE 9** Commercial Real Estate Loans by Property Type and Geography

Property Type	2023		2022		2024		2023		At December 31 (Dollars in Millions)		2023			
	At December 31 (Dollars in Millions)		Loans		Percent of Total		At December 31 (Dollars in Millions)		Loans		Percent of Total			
At December 31 (Dollars in Millions)	Total	Loans	Percent of Total	At December 31 (Dollars in Millions)	Loans	Percent of Total	At December 31 (Dollars in Millions)	Loans	Percent of Total	At December 31 (Dollars in Millions)	Loans	Percent of Total		
Multi-family														
Multi-family	\$ 17,786	33.3	33.3 %	\$ 16,722	30.1	30.1 %	\$ 17,678	36.2	36.2 %	\$ 17,786	33.3	33.3 %		
Business owner occupied														
Office														
Industrial														
Residential land and development														
Retail														
Lodging														
Other														
Total	Total	\$ 53,455	100.0	100.0 %	\$ 55,487	100.0	100.0 %	Total	\$ 48,859	100.0	100.0 %	\$ 53,455	100.0	100.0 %
Geography														
California														
California														
California	\$ 20,130	37.7	37.7 %	\$ 22,250	40.1	40.1 %	\$ 17,990	36.8	36.8 %	\$ 20,130	37.7	37.7 %		
Washington														
Texas														
Florida														
Oregon														

Colorado
Illinois
Minnesota
Colorado
Wisconsin
New York
Wisconsin

All other states

Total	Total	\$ 53,455	100.0	100.0 %	\$ 55,487	100.0	100.0 %	Total	\$ 48,859	100.0	100.0 %	\$ 53,455	100.0	100.0 %
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**Commercial Real Estate** The Company's portfolio of commercial real estate loans, which includes commercial mortgages and construction and development loans, decreased **\$2.0 billion (3.7 %)** at **December 31, 2023**, compared with **December 31, 2022**. The decrease was primarily due to **loan workout activities and payoffs** exceeding a reduced level of new originations. Table 9 provides a summary of commercial real estate loans by property type and geographical location.

The Company's commercial mortgage and construction and development loans had unfunded commitments of

**\$10.6 billion and \$13.8 billion at December 31, 2023 and 2022, respectively.**

The Company also finances the operations of real estate developers and other entities with operations related to real estate. These loans are not secured directly by real estate but have similar characteristics to commercial real estate loans. These loans were included in the commercial loan category and totaled **\$17.4 billion and \$19.1 billion at December 31, 2024 and \$19.5 billion at December 31, 2023 and 2022, 2023**, respectively.

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**TABLE 10** Residential Mortgages by Geography

At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)	2023				2022				2024				2023			
		Percent		Percent		Percent		Percent		Percent		Percent		Percent		Percent	
		Loans	of Total	Loans	of Total	At December 31 (Dollars in Millions)	Loans	of Total	At December 31 (Dollars in Millions)	Loans	of Total	At December 31 (Dollars in Millions)	Loans	of Total	At December 31 (Dollars in Millions)	Loans	of Total
California	California	\$ 52,584	45.5	45.5 %	\$ 53,967	46.6	46.6 %	California	\$ 53,682	45.2	45.2 %	\$ 52,584	45.5	45.5 %			
Washington																	
Florida																	
Colorado																	
Florida																	
Illinois																	
Minnesota																	
Texas																	
New York																	
Arizona																	
New York																	
Massachusetts																	
All other states																	
Total	Total	\$ 115,530	100.0	100.0 %	\$ 115,845	100.0	100.0 %	Total	\$ 118,813	100.0	100.0 %	\$ 115,530	100.0	100.0 %			

**Residential Mortgages** Residential mortgages held in the loan portfolio at December 31, 2023 December 31, 2024, decreased \$315 million (0.3 increased \$3.3 billion (2.8 percent) compared to December 31, 2022 December 31, 2023, driven by a sale of residential mortgages in the second quarter of 2023 as part of balance sheet repositioning and capital management actions, partially offset by originations. Residential mortgages originated and placed in the Company's loan portfolio include jumbo mortgages and branch-originated first lien home equity loans to borrowers with high credit quality.

**Credit Card** Total credit card loans increased \$2.3 billion (8.6 \$1.8 billion (6.3 percent) at December 31, 2023 December 31, 2024, compared with December 31, 2022 December 31, 2023, primarily driven by customer account growth and higher spend volume and lower payment rates, volume.

**Other Retail** Total other retail loans, which include retail leasing, home equity and second mortgages and other retail loans, decreased \$10.5 billion (19.1 \$2.1 billion (4.7 percent) at December 31, 2023 December 31, 2024, compared with December 31, 2022 December 31, 2023, driven by decreases in auto loans, retail leasing balances and installment loans. The a decrease in auto loans was primarily driven by a sale of indirect auto loans as part of balance sheet repositioning and capital management actions taken in the second quarter of 2023. automobile loans. Tables 10, 11 and 12 provide a geographic summary of residential mortgages, credit card loans and other retail loans outstanding, respectively, as of December 31, 2023 December 31, 2024 and 2022, 2023.

**TABLE 11** Credit Card Loans by Geography

At December 31 (Dollars in Millions)	2023				2022				At December 31 (Dollars in Millions)	2024				2023				
	At December 31 (Dollars in Millions)		Percent		At December 31 (Dollars in Millions)		Percent			At December 31 (Dollars in Millions)		Percent		At December 31 (Dollars in Millions)		Percent		
	Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total		Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total	
California	California	\$ 2,928	10.3	10.3 %	\$ 2,609	9.9	9.9 %	California	\$ 3,289	10.8	10.8 %	\$ 2,928	10.3	10.3 %				
Texas																		
Illinois																		
Florida																		
Ohio																		
Florida																		
Minnesota																		
Wisconsin																		
Colorado																		
Michigan																		
Missouri																		
Washington																		
All other states																		
Total	Total	\$ 28,560	100.0	100.0 %	\$ 26,295	100.0	100.0 %	Total	\$ 30,350	100.0	100.0 %	\$ 28,560	100.0	100.0 %				

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**TABLE 12** Other Retail Loans by Geography

At December 31 (Dollars in Millions)	2023				2022				At December 31 (Dollars in Millions)	2024				2023				
	At December 31 (Dollars in Millions)		Percent		At December 31 (Dollars in Millions)		Percent			At December 31 (Dollars in Millions)		Percent		At December 31 (Dollars in Millions)		Percent		
	Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total		Loans	of Total	Loans	of Total	Loans	of Total	Loans	of Total	
California	California	\$ 9,506	21.4	21.4 %	\$ 11,098	20.2	20.2 %	California	\$ 9,179	21.7	21.7 %	\$ 9,506	21.4	21.4 %				
Texas																		
Florida																		
Washington																		
Minnesota																		
Washington																		
Ohio																		
Illinois																		
Colorado																		

New York

Colorado

Oregon

All other states

Total	Total	\$ 44,409	100.0	100.0 %	\$ 54,896	100.0	100.0 %	Total	\$ 42,326	100.0	100.0 %	\$ 44,409	100.0	100.0 %
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The Company generally retains portfolio loans through maturity; however, the Company's intent may change over time based upon various factors such as ongoing asset/liability management activities, assessment of product profitability, credit risk, liquidity needs, and capital implications. If the Company's intent or ability to hold an existing portfolio loan changes, it is transferred to loans held for sale.

**Loans Held for Sale** Loans held for sale, consisting primarily of residential mortgages to be sold in the

secondary market, were \$2.6 billion at December 31, 2024, compared with \$2.2 billion at December 31, 2023 and December 31, 2022. The increase in loans held for sale was principally due to a higher level of mortgage loan closings in the fourth quarter of 2024, compared with the fourth quarter of 2023. Almost all of the residential mortgage loans the Company originates or purchases for sale follow guidelines that allow the loans to be sold into existing, highly liquid secondary markets, in particular in government agency transactions and to government sponsored enterprises ("GSEs").

**TABLE 13** Investment Securities

	2023						2022						2024						2023										
	At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)	Weighted-Average			At December 31 (Dollars in Millions)	Weighted-Average			At December 31 (Dollars in Millions)	Weighted-Average			At December 31 (Dollars in Millions)	Weighted-Average			At December 31 (Dollars in Millions)	Weighted-Average			At December 31 (Dollars in Millions)	Weighted-Average						
			Amortized	Cost	Fair Value		Years	Yield <sup>(e)</sup>	Amortized		Cost	Fair Value	Years	Yield <sup>(e)</sup>	Amortized	Cost	Fair Value	Years	Yield <sup>(e)</sup>	Amortized	Cost		Fair Value	Years	Yield <sup>(e)</sup>				
<b>Held-to-maturity</b>																													
<b>Held-to-Maturity</b>																													
U.S. Treasury and agencies																													
U.S. Treasury and agencies																													
U.S. Treasury and agencies																													
\$ 1,345 \$ 1,310 2.3 2.3 2.85 % \$ 1,344 \$ 1,293 3.3 3.3 2.85 % \$ 1,296 \$ 1,275 1.3 1.3 2.85 % \$ 1,345 \$ 1,310 2.3 2.3 2.85 %																													
Mortgage-backed securities <sup>(a)</sup>																													
Other																													
Total held-to-maturity																													
Total held-to-maturity																													
\$84,045 \$74,088 8.7 8.7 2.22 % \$88,740 \$77,874 9.2 9.2 2.18 % \$78,634 \$66,275 8.7 8.7 2.20 % \$84,045 \$74,088 8.7 8.7 2.22 %																													
<b>Available-for-sale</b>																													
<b>Available-for-Sale</b>																													
U.S. Treasury and agencies																													
U.S. Treasury and agencies																													
\$21,768 \$19,542 5.9 5.9 2.19 % \$24,801 \$22,033 7.1 7.1 2.43 % \$30,467 \$28,387 5.1 5.1 2.98 % \$21,768 \$19,542 5.9 5.9 2.19 %																													
Mortgage-backed securities <sup>(a)</sup>																													
Asset-backed securities <sup>(a)</sup>																													
Obligations of state and political subdivisions <sup>(b)(c)</sup>																													
Other																													
Total available-for-sale <sup>(d)</sup>																													
Total available-for-sale <sup>(d)</sup>																													
\$76,267 \$69,706 6.3 6.3 3.12 % \$81,450 \$72,910 7.4 7.4 2.94 % \$92,780 \$85,992 6.8 6.8 3.67 % \$76,267 \$69,706 6.3 6.3 3.12 %																													

(a) Information related to asset and mortgage-backed securities included above is presented based upon weighted-average maturities that take into account anticipated future prepayments.

(b) Information related to obligations of state and political subdivisions is presented based upon yield to first optional call date if the security is purchased at a premium, and yield to maturity if the security is purchased at par or a discount.

(c) Maturity calculations for obligations of state and political subdivisions are based on the first optional call date for securities with a fair value above par and the contractual maturity date for securities with a fair value equal to or below par.

(d) Amortized cost excludes portfolio level basis adjustments of \$13 million and \$335 million at December 31, 2023, December 31, 2024 and 2023, respectively.

(e) Weighted-average yields for obligations of state and political subdivisions are presented on a fully-taxable equivalent basis based on a federal income tax rate of 21 percent. Yields on investment securities are computed based on amortized cost balances, excluding any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity.

**Investment Securities** The Company uses its investment securities portfolio to manage interest rate risk, provide liquidity (including the ability to meet regulatory requirements), generate interest and dividend income, and **serve** as collateral for public deposits and wholesale funding sources. While the Company intends to hold its investment securities indefinitely, it may sell available-for-sale investment securities in response to structural changes in the balance sheet and related interest rate risk and to meet liquidity requirements, among other factors.

Investment securities totaled **\$153.8 billion** **\$164.6 billion** at **December 31, 2023** December 31, 2024, compared with **\$161.7 billion** **\$153.8 billion** at **December 31, 2022** December 31, 2023. The **\$7.9 billion** (4.9 **\$10.9 billion** 7.1 percent) **decrease** increase was primarily due to **\$10.5 billion** of net investment **sales** purchases driven by balance sheet positioning and **maturities**, partially offset by **liquidity** management, along with a **\$1.6 billion** favorable change in net unrealized gains (losses) on available-for-sale investment securities. Investment securities by type are shown in Table 13.

The Company's available-for-sale investment securities are carried at fair value with changes in fair value reflected in other comprehensive income (loss) unless a portion of a security's unrealized loss is related to credit and an allowance for credit losses is necessary. At **December 31, 2023** December 31, 2024, the Company's net unrealized losses on available-for-sale investment securities were **\$6.9 billion** **\$6.8 billion** (**\$5.2** **5.1** billion net-of-tax), compared with net unrealized losses of **\$8.5 billion** **\$6.9 billion** (**\$6.4** **5.2** billion net-of-tax) at **December 31, 2022** December 31, 2023. The favorable change in net unrealized gains (losses) was primarily due to increases in the fair value of **mortgage-backed**, **U.S.** **Treasury** and agencies and state and **political subdivisions** **treasury** securities as a result of changes in interest rates. Gross unrealized losses on available-for-sale investment securities totaled **\$7.1 billion** **\$6.9 billion** at **December 31, 2023** December 31, 2024, compared with **\$8.6 billion** **\$7.1 billion** at **December 31, 2022** December 31, 2023. When evaluating credit losses, the Company considers various factors such as the nature of the investment security, the credit ratings or financial condition of the issuer, the extent of the unrealized loss, expected cash flows of the underlying collateral, the existence of any government or agency guarantees, and market conditions.

securities with unrealized losses, and believes it is more likely than not that it would not be required to sell such securities before recovery of their amortized cost.

Refer to Notes **5** **4** and **22** **21** in the Notes to Consolidated Financial Statements for further information on investment securities.

**Deposits** Total deposits were **\$512.3 billion** **\$518.3 billion** at **December 31, 2023** December 31, 2024, compared with **\$525.0 billion** **\$512.3 billion** at **December 31, 2022** December 31, 2023. The **\$12.7 billion** (2.4 **\$6.0 billion** 1.2 percent) **decrease** **increase** in total deposits reflected **increases** in total savings deposits and time deposits, partially offset by a decrease in noninterest-bearing deposits.

Interest-bearing savings deposits increased **\$9.3 billion** (2.5 percent) at December 31, 2024, compared with December 31, 2023. The increase was related to higher money market and savings account deposit balances, partially offset by **increases** in time deposits and total savings deposits.

Noninterest-bearing deposits at December 31, 2023 lower interest checking deposit balances. Money market deposit balances increased **\$7.4 billion** (3.7 percent), decreased **\$47.8 billion** (34.7 percent) from December 31, 2022. The decrease was driven by lower primarily due to higher Wealth, Corporate, Commercial and Institutional Banking and balances. Savings account balances increased **\$2.2 billion** (5.0 percent), driven by higher Consumer and Business Banking balances. Interest checking balances decreased **\$265 million** (0.2 percent) primarily due to lower Consumer and Business Banking balances, partially offset by higher Wealth, Corporate, Commercial and Institutional Banking balances.

Time deposits at **December 31, 2023** December 31, 2024, increased **\$19.3 billion** (**\$8.7** **\$2.5 billion** 4.8 percent), compared with **December 31, 2022** December 31, 2023, driven by higher Consumer and Business Banking balances. Changes in time deposits are primarily related to those deposits managed as an alternative to other funding sources, based largely on relative pricing and liquidity characteristics.

Interest-bearing savings Noninterest-bearing deposits increased **\$15.8 billion** (4.4 at December 31, 2024, decreased **\$5.8 billion** (6.5 percent) at from December 31, 2023, compared with December 31, 2022. The increase decrease was related to higher money market deposit balances, partially offset primarily driven by lower savings account and interest checking deposit balances. Money market deposit balances increased **\$51.4 billion** (34.7 percent), primarily due to higher Consumer and Business Banking, and within Wealth, Corporate, Commercial and Institutional Banking, balances. Savings account balances decreased **\$28.6 billion** (39.8 percent), driven by lower as well as Consumer and Business Banking, balances. Interest checking balances decreased **\$7.0 billion** (5.2 percent) primarily due to lower Wealth, Corporate, Commercial and Institutional Banking balances. the impact of higher interest rates.

At **December 31, 2023** December 31, 2024, the Company had no plans to sell

**TABLE 14 Deposits**

The composition of deposits was as follows:

At December 31 (Dollars in Millions)	2023			2022			2024			2023			2022			
	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	At December 31 (Dollars in Millions)		Amount	
	Noninterest-bearing deposits	Noninterest-bearing deposits	\$ 89,989	17.6	17.6 %	\$ 137,743	26.2	26.2 %	Noninterest-bearing deposits	Noninterest-bearing deposits	\$ 84,158	16.2	16.2 %	\$ 89,989	17.6	17.6 %
Interest-bearing deposits																
Interest checking																
Interest checking																
Interest checking																
Money market savings																
Savings accounts																
Total savings deposits																
Domestic time deposits less than \$250,000																
Domestic time deposits greater than \$250,000																
Foreign time deposits																
Total interest-bearing deposits																
Total deposits <sup>(a)</sup>	Total deposits <sup>(a)</sup>	\$ 512,312	100.0	100.0 %	\$ 524,976	100.0	100.0 %	Total deposits <sup>(a)</sup>	Total deposits <sup>(a)</sup>	\$ 518,309	100.0	100.0 %	\$ 512,312	100.0	100.0 %	

(a) Includes \$260.7 billion \$259.9 billion and \$289.3 billion \$260.7 billion of deposits at December 31, 2023 December 31, 2024 and 2022, 2023, respectively, that are not subject to any federal, state or foreign deposit insurance program.

The maturity of domestic time deposits in excess of the insurance limit and those time deposits not subject to any federal, state or foreign deposit insurance program at December 31, 2023 December 31, 2024 was as follows:

(Dollars in Millions)	(Dollars in Millions)	Domestic Time Deposits Greater Than \$250,000	Foreign Time Deposits	Total (Dollars in Millions)	Domestic Time Deposits Greater Than \$250,000	Foreign Time Deposits	Total
Three months or less							
Three months through six months							
Six months through one year							
Thereafter							
Total							

**Borrowings** The Company utilizes both short-term and long-term borrowings as part of its asset/liability management and funding strategies. Short-term borrowings, which include federal funds purchased, commercial paper, repurchase agreements, borrowings secured by high-grade assets and other short-term borrowings, were **\$15.3 billion** **\$15.5 billion** at **December 31, 2023**, compared with **\$31.2 billion** **\$15.3 billion** at **December 31, 2022** December 31, 2023. The **\$15.9 billion** (51.1 **\$239 million** (1.6 percent) decrease increase in short-term borrowings at **December 31, 2023** December 31, 2024, compared with **December 31, 2022** December 31, 2023, was primarily due to decreases increases in repurchase agreement balances and short-term Federal Home Loan Bank ("FHLB") advances, advances, partially offset by lower commercial paper and other short-term borrowing balances.

Long-term debt was **\$51.5 billion** **\$58.0 billion** at **December 31, 2023** December 31, 2024, compared with **\$39.8 billion** **\$51.5 billion** at **December 31, 2022** December 31, 2023. The **\$11.7 billion** (29.3 **\$6.5 billion** (12.7 percent) increase was primarily due to **\$8.2 billion** **\$6.5 billion** of medium-term note and **\$1.8 billion** of bank note issuances and a **\$7.1 billion** **\$3.5 billion** increase in FHLB advances, partially offset by **\$2.8 billion** **\$4.6 billion** of bank medium-term note repayments and maturities and a **\$936 million** repayment **\$1.0 billion** of the Company's debt obligation to MUFG, subordinated note repayments.

Refer to Notes **13** 12 and **14** 13 of the Notes to Consolidated Financial Statements for additional information regarding short-term borrowings and long-term debt, and the "Liquidity

"Liquidity Risk Management" section for discussion of liquidity management of the Company.

## Corporate Risk Profile

**Overview** Managing risks is an essential part of successfully operating a financial services company. The Company's Board of Directors has approved a risk management framework which establishes governance and risk management requirements for all risk-taking activities. This framework includes Company and business line risk appetite statements which set boundaries for the types and amount of risk that may be undertaken in pursuing business objectives and initiatives. The Board of Directors, primarily through its Risk Management Committee, oversees performance relative to the risk management framework, risk appetite statements, and other policy requirements.

The Executive Risk Committee ("ERC"), which is chaired by the Chief Risk Officer and includes the Chief Executive Officer and other members of the executive management team, oversees execution against the risk management framework and risk appetite statements. The ERC focuses on current and emerging risks, including strategic and reputation risks, by directing timely and comprehensive actions. Senior operating committees have also been

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established, each responsible for overseeing a specified category of risk.

Upon closing of the MUB acquisition, the Company's risk management framework applied to the legal entities

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acquired from MUFG, including MUB, up until its merger into USBNA. Updates were made to align the acquired entities with the Company's risk appetite and connect the elements of their respective risk governance and reporting into the Company's existing risk management framework. Upon completing the merger of MUB into USBNA, which occurred on May 26, 2023, the MUB risk governance and reporting framework is no longer applicable.

The Company's most prominent risk exposures are credit, interest rate, market, liquidity, operational, compliance, strategic, and reputation. Credit risk is the risk of loss associated with a change in the credit profile or the failure of a borrower or counterparty to meet its contractual obligations. Interest rate risk is the current or prospective risk to earnings and capital, or market valuations, arising from the impact of changes in interest rates. Market risk ~~arises from~~ is the risk associated with fluctuations in interest rates, foreign exchange rates, commodities and security prices credit spreads that may result in changes in the values of financial instruments, such as trading and available-for-sale investment securities, mortgage loans held for sale ("MLHFS"), mortgage servicing rights ("MSRs") ("MSRs") and derivatives that are accounted for on a fair value basis. Liquidity risk is the risk that financial condition or overall safety and soundness is adversely affected by the Company's inability, or perceived inability, to meet its cash flow obligations in a timely and complete manner in either normal or stressed conditions. Operational risk is the risk to current or projected financial condition and resilience arising from inadequate or failed internal processes or systems, people (including human errors or misconduct), or adverse external events, including the risk of loss resulting from breaches in data security. Operational risk can also include the risk of loss due to failures by third parties with which the Company does business. Compliance risk is the risk that the Company may suffer legal or regulatory sanctions, financial losses, and reputational damage if it fails to adhere to compliance requirements and the Company's compliance policies. Strategic risk is the risk to current or projected financial condition and resilience arising from adverse business decisions, poor implementation of business decisions, or lack of responsiveness to changes in the banking industry and operating environment. Reputation risk is the risk to current or ~~anticipated~~ earnings, capital, or franchise or enterprise value projected financial condition and resilience arising from negative public opinion. This risk may impair the Company's competitiveness by affecting its ability to establish new relationships or services, or continue serving existing relationships. In addition to the risks identified above, other risk factors exist that may impact the Company. Refer to "Risk Factors" beginning on page [140](#) [136](#) for a detailed discussion of these factors.

The Company's Board and management-level governance committees are supported by a "three lines of defense" model for establishing effective checks and balances. The first line of defense, the business lines, manages risks in conformity with established limits and policy requirements. In turn, business line leaders and their risk officers establish programs to ensure conformity with these limits and policy requirements. The second line of defense, which includes the Chief Risk Officer's organization as well as policy and oversight activities of

and the Risk Management Committee of the Board of Directors. The third line of defense, internal audit, is responsible for providing the Audit Committee of the Board of Directors and senior management with independent assessment and assurance regarding the effectiveness of the Company's governance, risk management and control processes.

Management regularly provides reports to the Risk Management Committee of the Board of Directors. The Risk Management Committee discusses with management the Company's risk management performance and provides a summary of key risks to the entire Board of Directors, covering the status of existing matters, areas of potential future concern and specific information on certain types of loss events. The Risk Management Committee considers quarterly reports by management assessing the Company's performance relative to the risk appetite statements and the associated risk limits, including:

- Macroeconomic environment and other qualitative considerations, such as regulatory and compliance changes, litigation developments, geopolitical events, and technology and cybersecurity;
- Credit measures, including adversely rated and nonperforming loans, leveraged transactions, credit concentrations and lending limits;
- Interest rate and market risk, including market value and net income simulation, and trading-related Value at Risk ("VaR");
- Liquidity risk, including funding projections under various stressed scenarios;
- Operational and compliance risk, including losses stemming from events such as fraud, processing errors, control breaches, breaches in data security or adverse business decisions, as well as reporting on technology performance, and various legal and regulatory compliance measures;
- Capital ratios and projections, including regulatory measures and stressed scenarios; and
- Strategic and reputation risk considerations, impacts and responses.

**Credit Risk Management** The Company's strategy for credit risk management includes well-defined, centralized credit policies, uniform underwriting criteria, and ongoing risk monitoring and

corporate support functions, translates risk appetite and strategy into actionable risk limits and policies. The second line of defense monitors first line of defense conformity with limits and policies and provides reporting and escalation of emerging risks and other concerns to senior management

review processes for all commercial and consumer credit exposures. The strategy also emphasizes diversification on a geographic, industry and customer level, regular credit examinations and management reviews of loans exhibiting deterioration of credit quality. The Risk Management Committee oversees the Company's credit risk management process. In addition, credit quality ratings, as defined by the Company, are an important part of the Company's overall credit risk management and evaluation of its allowance for

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credit losses. Loans with a pass rating represent those loans not classified on the Company's rating scale for problem credits, as minimal credit risk has been identified. Loans with a special mention or classified rating **including** (defined

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by internally assessed rating or exception based monitoring credits in consumer lending and small business loans that are 90 days or more past due and still accruing, nonaccrual loans and loans in a junior lien position that are current but are behind a first lien position on nonaccrual, nonaccrual), encompass all loans held by the Company that it considers to have a potential or well-defined weakness that may put full collection of contractual cash flows at risk. The Company's internal credit quality ratings for consumer loans are primarily based on delinquency and nonperforming status, except for a limited population of larger loans within those portfolios that are individually evaluated. For this limited population, the determination of the internal credit quality rating may also consider collateral value and customer cash flows status. Refer to Notes 1 and 15 in the Notes to Consolidated Financial Statements for further discussion of the Company's loan portfolios including internal credit quality ratings.

The Company categorizes its loan portfolio into two segments, which is the level at which it develops and documents a systematic methodology to determine the allowance for credit losses. The Company's two loan portfolio segments are commercial lending and consumer lending.

The commercial lending segment includes loans and leases made to small business, middle market, large corporate, commercial real estate, financial institution, non-profit and public sector customers. Key risk characteristics relevant to commercial lending segment loans include the industry and geography of the borrower's business, purpose of the loan, repayment source, borrower's debt capacity and financial flexibility, loan covenants, and nature of pledged collateral, if any, as well as macroeconomic factors such as unemployment rates, gross domestic product levels, corporate bond spreads and long-term interest rates. These risk characteristics, among others, are considered in determining estimates about the likelihood of default by the borrowers and the severity of loss in the event of default. The Company considers these risk characteristics in assigning internal risk ratings to, or forecasting losses on, these loans, which are the significant factors in determining the allowance for credit losses for loans in the commercial lending segment.

The consumer lending segment represents loans and leases made to consumer customers, including residential mortgages, credit card loans, and other retail loans such as revolving consumer lines, auto loans and leases and home equity loans and lines. Home equity or second mortgage loans are junior lien closed-end accounts fully disbursed at origination. These loans typically are fixed rate loans, secured by residential real estate, with a 10- or 15-year fixed payment amortization schedule. Home equity lines are revolving accounts giving the borrower the ability to draw and repay balances repeatedly, up to a maximum commitment, and are secured by residential real estate. These include accounts in either a first or junior lien position. Typical terms on home equity lines in the portfolio are variable rates benchmarked to the prime rate, with a 10-

lending segment are commercial loans and commercial real estate loans. The three classes within the consumer lending segment are residential mortgages, credit card loans and other retail loans.

Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments. The Company also engages in non-lending activities that may give rise to credit risk, including derivative transactions for balance sheet hedging purposes, foreign exchange transactions, deposit overdrafts, commodity contracts and interest rate contracts for customers, investments in securities and other financial assets, and settlement risk, including Automated Clearing House transactions and the processing of credit card transactions for merchants. These activities are subject to credit review, analysis and approval processes.

#### **Economic and Other Factors** In evaluating its credit risk,

During 2024, the Company considers changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), collateral values, trends in loan performance and macroeconomic factors, such as changes in unemployment rates, gross domestic product levels, inflation, continued to monitor economic uncertainty related to interest rates, inflationary pressures and other economic factors that may affect the financial strength of corporate and consumer bankruptcy filings.

During 2023, economic uncertainty borrowers. Beginning on January 7, 2025, wildfires generated substantial damage and recession risk stabilized disruption to the Los Angeles area. The Company has programs available to work with impacted customers and support the community. The Company continues to monitor the potential impacts on its customers and financial statements as inflation began the situation evolves. The Company does not anticipate this impact to subside. Borrowers continued to be material to experience the lagged impact of elevated interest rates on earnings potential. In addition to these broad economic factors, expected loss estimates consider various factors including customer specific information impacting changes in risk ratings, projected delinquencies and the impact of economic deterioration on selected borrowers' liquidity and ability to repay its financial statements.

**Credit Diversification** The Company manages its credit risk, in part, through diversification of its loan portfolio which is achieved through limit setting by product type criteria, such as industry, geography and identification of credit concentrations. As part of its normal business activities, the Company offers a broad array of traditional commercial lending products and specialized products such as asset-based lending, commercial lease financing, agricultural credit, warehouse

year draw period during which a minimum payment is equivalent to the monthly interest, followed by a 20-year amortization period. At December 31, 2023, substantially all of the Company's home equity lines were in the draw period. Key risk characteristics relevant to consumer lending segment loans primarily relate to the borrowers' capacity and willingness to repay, customer payment history and include credit scores and consider macroeconomic factors such as unemployment rates, consumer bankruptcy filings, and other macroeconomic factors, customer payment history and credit scores, household debt levels, real disposable income, effect of higher interest rates on variable rate or adjustable rate loans, and in some cases, updated loan-to-value ("LTV") information reflecting current market conditions on real estate-based secured loans. These and other risk characteristics are reflected in forecasts of delinquency levels, bankruptcies and losses which are the primary factors in determining the allowance for credit losses for the consumer lending segment.

The Company further disaggregates its loan portfolio segments into various classes based on their underlying risk characteristics. The two classes within the commercial

mortgage lending, small business lending, commercial real estate lending, health care lending and correspondent banking financing. The Company also offers an array of consumer lending products, including residential mortgages, credit card loans, auto loans, retail leases, home equity loans and lines, revolving credit arrangements and other consumer loans. These consumer lending products are primarily offered through the branch office network, home mortgage and loan production offices, mobile and online banking, and indirect distribution channels, such as auto and recreational vehicle dealers. The Company monitors and manages the portfolio diversification by industry, customer and geography. The Company has significant loan exposure within California given its strategic position in those markets and size of the economy. Table 6 provides information with respect to the overall product diversification and changes in the mix during **2023, 2024**.

The commercial loan class is diversified among various industries with higher **concentrations percentages** in financial institutions and real estate. Table 8 provides a summary of significant

industry groups and geographical locations of commercial loans outstanding at December 31, 2023 December 31, 2024 and 2022 2023.

The commercial real estate loan class reflects the Company's focus on serving business owners within its local network, as well as regional and national investment-based real estate owners and developers. Within the commercial real estate loan class, different property types have varying degrees of credit risk. Table 9 provides a summary of the significant property types and geographical locations of commercial real estate loans outstanding at December 31, 2023 December 31, 2024 and 2022 2023. Commercial real estate loans are diversified among various property types with higher concentrations percentages in multi-family, business owner-occupied and office properties. The commercial real estate office sector, which represented 13.0 11.5 percent of commercial real estate loans and 1.9 percent of total loans at December 31, 2023 December 31, 2024, is driving a driver of stress in this sector, loan class. The Company believes it has prudently monitored this continued to monitor the commercial real estate office portfolio and established maintained an allowance to loan coverage ratio of approximately 11 percent at December 31, 2024, compared with 10 percent as of at December 31, 2023. Office nonperforming loans represented 7.6 as a percent of total office loans increased to 10.9 percent at December 31, 2024, compared to 7.6 percent at December 31, 2023. The Company's commercial real estate multi-family portfolio is underwritten on the basis of current in place cash flows without consideration to any potential net benefits of the ability to convert rent-stabilized units to market rate. The Company's exposure to rent-stabilized properties in the New York City market is de minimis.

The Company's consumer lending segment utilizes originates consumer credit through several distinct business processes and channels, to originate consumer credit, including traditional branch lending, mobile and online banking, indirect lending, alliance partnerships and correspondent banks. Each distinct underwriting and origination activity process within consumer lending manages unique credit risk characteristics and prices its loan production commensurate with the differing risk profiles.

The following tables provide summary information of residential mortgages and home equity and second mortgages by LTV at December 31, 2023 December 31, 2024:

Residential Mortgages (Dollars in Millions)	Residential Mortgages (Dollars in Millions)	Interest Only	Amortizing	Total	Residential Mortgages Percent (Dollars in of Total Millions)	Interest Only	Amortizing	Total	Percent of Total
<b>Loan-to-Value</b>									
Less than or equal to 80%									
Less than or equal to 80%									
Less than or equal to 80%	\$13,945	\$ 86,758	\$ 100,703	87.2 87.2 %	\$ 13,829	\$91,554	\$105,383	88.7 88.7 %	
Over 80% through 90%									
Over 90% through 100%									
Over 100%									
No LTV available									
Loans purchased from GNMA mortgage pools <sup>(a)</sup>									
Total	Total	\$14,113	\$104,700	\$118,813	100.0	100.0	%		
Total	Total	\$14,237	\$ 101,293	\$ 115,530	100.0 %				

(a) Represents loans purchased and loans that could be purchased from Government National Mortgage Association ("GNMA") mortgage pools under delinquent loan repurchase options whose payments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

Home Equity and Second Mortgages (Dollars in Millions)	Lines	Loans	Total	Percent of Total
<b>Loan-to-Value / Combined Loan-to-Value</b>				
Less than or equal to 80%	\$ 10,414	\$ 2,453	\$ 12,867	94.9 %
Over 80% through 90%	419	110	529	3.9
Over 90% through 100%	71	16	87	.6
Over 100%	56	4	60	.4
No LTV/CLTV available	21	1	22	.2

Residential mortgage originations are generally limited to prime borrowers and are performed through the Company's branches, loan production offices, mobile and online services, and a wholesale network of originators. The Company may retain residential mortgage loans it originates on its balance sheet or sell the loans into the secondary market while retaining the servicing rights and customer relationships. Utilizing the secondary markets enables the Company to effectively reduce its credit and other asset/liability risks. For residential mortgages that are retained in the Company's portfolio and for home equity and second mortgages, credit risk is managed by adherence to LTV and borrower credit criteria during the underwriting process.

The Company estimates updated LTV information on its outstanding residential mortgages quarterly, based on a method that combines automated valuation model updates and relevant home price indices. LTV is the ratio of the loan's outstanding principal balance to the current estimate of property value. For home equity and second mortgages, combined loan-to-value ("CLTV") is the combination of the first mortgage original principal balance and the second lien outstanding principal balance, relative to the current estimate of property value. Certain loans do not have an LTV or CLTV, primarily due to lack of availability of relevant automated valuation model and/or home price indices values, or lack of necessary valuation data on acquired loans.

Total	\$ 10,981	\$ 2,584	13,565	100.0 %
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Home Equity and Second Mortgages (Dollars in Millions)	Lines	Loans	Total	Percent of Total
<b>Loan-to-Value / Combined Loan-to-Value</b>				
Less than or equal to 80%	\$ 10,406	\$ 1,904	12,310	94.3 %
Over 80% through 90%	492	103	595	4.5
Over 90% through 100%	70	16	86	.7
Over 100%	32	4	36	.3
No LTV/CLTV available	29	—	29	.2
<b>Total</b>	<b>\$ 11,029</b>	<b>\$ 2,027</b>	<b>13,056</b>	<b>100.0 %</b>

Home equity and second mortgages were \$13.1 billion at December 31, 2023, compared with \$12.9 billion at December 31, 2022, and included \$2.6 billion of home equity lines in a first lien position and \$10.5 billion of home equity and second mortgage loans and lines in a junior lien position. Loans and lines in a junior lien position at December 31, 2023, included approximately \$3.1 billion of loans and lines for which the Company also serviced the related first lien loan, and approximately \$7.4 billion where the Company did not service the related first lien loan. The Company was able to determine the status of the related first liens using information the Company has as the servicer of the first lien or information reported on customer credit bureau files. The Company also evaluates other indicators of credit risk for these junior lien loans and lines, including delinquency, estimated average CLTV ratios and updated weighted-average credit scores in making its assessment of credit risk, related loss estimates and determining the allowance for credit losses.

The following table provides a summary of delinquency statistics and other credit quality indicators for the Company's junior lien positions at December 31, 2023:

(Dollars in Millions)	Junior Liens Behind			
	Company Owned		Third Party	
	or Serviced	First Lien	First Lien	Total
Total	\$ 3,108	\$ 7,351	\$ 10,459	
Percent 30 - 89 days past due	.38 %	.58 %	.52 %	
Percent 90 days or more past due	.05 %	.08 %	.07 %	
Weighted-average CLTV	70 %	68 %	69 %	
Weighted-average credit score	784	785	785	

See the "Analysis and Determination of the Allowance for Credit Losses" section for additional information on how the Company determines the allowance for credit losses for loans in a junior lien position.

Credit card and other retail loans are diversified across customer segments and geographies. Diversification in the credit card portfolio is achieved with broad customer relationship distribution through the Company's and financial institution partners' branches, retail and affinity partners, and digital channels.

Tables 10, 11 and 12 provide a geographical summary of the residential mortgage, credit card and other retail loan portfolios, respectively.

The following table provides a summary of the Company's credit card loan balances disaggregated based upon updated credit score at December 31, 2023 December 31, 2024:

	Percent of Total(s)
Credit score > 660	86 87 %
Credit score < 660	14 13
No credit score	—

(a) Credit score distribution excludes loans serviced by others.

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**TABLE 15** Delinquent Loan Ratios as a Percent of Ending Loan Balances

At December 31 90 days or more past due	At December 31 90 days or more past due	2023	At December 31 90 days or more past due	2024	2023
--	--	------	--	------	------

**Commercial**

Commercial

Commercial

Commercial	.09 %	.07 %	.07 %	.09 %	.09 %	
Lease financing						
Total commercial						
<b>Commercial Real Estate</b>						
Commercial mortgages						
Commercial mortgages						
Commercial mortgages						
Construction and development						
Total commercial real estate						
<b>Residential Mortgages<sup>(a)</sup></b>						
<b>Credit Card</b>						
<b>Other Retail</b>						
Retail leasing						
Retail leasing						
Retail leasing						
Home equity and second mortgages						
Other						
Total other retail						
Total loans	Total loans	.19 %	.13 %	Total loans	.21 %	.19 %
At December 31						
90 days or more past due and nonperforming loans						
At December 31						
90 days or more past due and nonperforming loans						
At December 31						
90 days or more past due and nonperforming loans						
Commercial	Commercial	.37 %	.19 %	Commercial	.55 %	.37 %
Commercial real estate						
Residential mortgages <sup>(a)</sup>						
Credit card						
Other retail						
Total loans	Total loans	.57 %	.38 %	Total loans	.69 %	.57 %

(a) Delinquent loan ratios exclude \$2.3 billion and \$2.0 billion at December 31, 2024 and \$2.2 billion at December 31, 2023 and 2022, respectively, of loans purchased and loans that could be purchased from GNMA mortgage pools under delinquent loan repurchase options whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs. Including these loans, the ratio of residential mortgages 90 days or more past due and nonperforming to total residential mortgages was 2.28 percent and 2.00 percent at December 31, 2024 and 2.28 percent at December 31, 2023 and 2022, respectively.

**Loan Delinquencies** Trends in delinquency ratios are an indicator, among other considerations, of credit risk within the Company's loan portfolios. The entire balance of a loan account is considered delinquent if the minimum payment contractually required to be made is not received by the date specified on the billing statement. Delinquent loans purchased and loans that could be purchased from GNMA mortgage pools under delinquent loan repurchase options, whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs, are excluded from delinquency statistics. In addition, in certain situations, a consumer lending customer's account may be re-aged to remove it from delinquent status. Generally, the purpose of re-aging accounts is to assist customers who have recently overcome temporary financial difficulties and have demonstrated both the ability and willingness to resume regular payments. In addition, the Company may re-age the consumer lending account of a customer who has experienced longer-term financial difficulties and apply modified, concessionary terms and conditions to the account. Commercial lending loans are generally not subject to re-aging policies.

Accruing loans 90 days or more past due totaled \$698 million \$810 million at December 31, 2023 December 31, 2024, compared with \$491 million \$698 million at December 31, 2022 December 31, 2023. Accruing loans 90 days or more past due are not included in nonperforming assets and continue to accrue interest because they are adequately secured by collateral, are in the process of collection and are reasonably expected to result in repayment or restoration to current status, or are managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines. The ratio of accruing loans 90 days or more past due to total loans was 0.21 percent at December 31, 2024, compared with 0.19 percent at December 31, 2023, compared with 0.13 percent at December 31, 2022.

The following table provides summary delinquency information for residential mortgages, credit card and other retail loans included in the consumer lending segment:

At December 31 (Dollars in Millions)	As a Percent of Ending Loan Balances				As a Percent of Ending Loan Balances							
	At December 31 Amount		2023	2022	At December 31 Amount		2024	2023				
<b>Residential Mortgages<sup>(a)</sup></b>												
30-89 days												
30-89 days												
30-89 days	\$169	\$201	.15	.15 %	.17 %	\$ 188	\$ 169	.16				
90 days or more												
Nonperforming												
Total	Total \$463	\$621	.40	.40 %	.54 %	Total \$546	\$ 463	.46				
<b>Credit Card</b>												
30-89 days												
30-89 days												
30-89 days	\$406	\$283	1.42	1.42 %	1.08 %	\$ 428	\$ 406	1.41				
90 days or more												
Nonperforming												
Total	Total \$781	\$515	2.73	2.73 %	1.96 %	Total \$863	\$ 781	2.84				
<b>Other Retail</b>												
<b>Retail Leasing</b>												
<b>Retail Leasing</b>												
30-89 days												
30-89 days												
30-89 days	\$ 25	\$ 27	.60	.60 %	.49 %	\$ 25	\$ 25	.62				
90 days or more												
Nonperforming												
Total	Total \$ 35	\$ 37	.85	.85 %	.67 %	Total \$ 34	\$ 35	.84				
<b>Home Equity and Second Mortgages</b>												
30-89 days												
30-89 days												
30-89 days	\$ 77	\$ 65	.59	.59 %	.51 %	\$ 61	\$ 77	.45				
90 days or more												
Nonperforming												
Total	Total \$224	\$211	1.72	1.72 %	1.64 %	Total \$216	\$ 224	1.59				
<b>Other<sup>(b)</sup></b>												
30-89 days												
30-89 days												
30-89 days	\$176	\$217	.65	.65 %	.59 %	\$ 143	\$ 176	.58				
90 days or more												
Nonperforming												
Total	Total \$224	\$266	.82	.82 %	.73 %	Total \$190	\$ 224	.77				

(a) Excludes \$595 million \$660 million of loans 30-89 days past due and \$2.0 billion \$2.3 billion of loans 90 days or more past due at December 31, 2023 December 31, 2024, purchased and that could be purchased from GNMA mortgage pools under delinquent loan repurchase options that continue to accrue interest, compared with \$647 million \$595 million and \$2.2 billion \$2.0 billion at December 31, 2022 December 31, 2023, respectively.

(b) Includes revolving credit, installment and automobile loans.

**Modified Loans** In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. In most cases the modification is either a concessionary reduction in interest rate, extension of the maturity date or reduction in the principal balance other concessionary modification of loan terms that would otherwise not be considered.

Modified loans accrue interest if the borrower complies with the revised terms and conditions and has demonstrated repayment performance at a level commensurate with the modified terms over several payment cycles, which is generally six months or greater.

The Company continues to work with customers to modify loans for borrowers who are experiencing financial difficulties, difficulties to modify their loans. Many of the Company's loan modifications are determined on a case-by-case basis in connection with ongoing loan collection processes. The modifications vary within each of the Company's loan classes. Commercial lending segment modifications generally include extensions of the maturity date and may be accompanied by an increase or decrease to the interest rate. The Company may also work with the borrower to make other changes to the loan to mitigate losses, such as obtaining additional collateral and/or guarantees to support the loan.

The Company has also implemented certain residential mortgage loan modification programs. The Company modifies residential mortgage loans under Federal Housing Administration, United States Department of Veterans Affairs, and its own internal programs. Under these programs, the Company offers qualifying homeowners the opportunity to permanently modify their loan and achieve more affordable monthly payments. These modifications may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extensions of maturity dates or deferrals of payments, capitalization of accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most some instances, participation in residential mortgage loan modification programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement, and the loan documents are not modified until that time.

Credit card and other retail loan modifications are generally part of distinct modification programs providing customers modification solutions over a specified time period, generally up to 60 months.

The Company also makes short-term modifications, in limited circumstances, to assist borrowers experiencing temporary hardships, including previously offering payment relief to borrowers that experienced financial hardship resulting directly from the effects of the COVID-19 pandemic, hardships. Short-term consumer lending modification programs include payment reductions, deferrals of up to three past due payments, and the ability to return to current status if the borrower makes required payments. The Company may also make short-term modifications to commercial lending loans, with the most common modification being an extension of the maturity date of three months or less. Such extensions generally are used when the maturity date is imminent and the borrower is experiencing some level of financial stress, but the Company believes the borrower will pay all contractual amounts owed.

**Nonperforming Assets** The level of nonperforming assets represents another indicator of the potential for future credit losses, Company's risk within the loan portfolio. Nonperforming assets include nonaccrual loans, modified loans not performing in accordance with modified terms and not accruing interest, modified loans that have not met the performance period required to return to accrual status, other real estate owned ("OREO") and other nonperforming assets owned by the Company. Interest payments collected from assets on nonaccrual status are generally applied against the principal balance and not recorded as income. However, interest income may

recorded as income. However, interest income may be recognized for interest payments received if the remaining carrying amount of the loan is believed to be collectible.

At December 31, 2023 December 31, 2024, total nonperforming assets were \$1.5 \$1.8 billion, compared with \$1.0 billion \$1.5 billion at December 31, 2022 December 31, 2023. The \$478 \$338 million (47.0 (22.6 percent) increase in nonperforming assets, from December 31, 2022 December 31, 2023 to December 31, 2023 December 31, 2024, was primarily due to higher nonperforming commercial and commercial real estate and commercial loans, partially offset by a decrease in nonperforming residential mortgages, loans. The ratio of total nonperforming

and other real estate was 0.48 percent at December 31, 2024, compared with 0.40 percent at December 31, 2023, compared with 0.26 percent at December 31, 2022.

OREO was \$26 million \$21 million at December 31, 2023 December 31, 2024, compared with \$23 million \$26 million at December 31, 2022 December 31, 2023, and was related to foreclosed properties that previously secured loan balances. These balances exclude foreclosed GNMA loans whose repayments are primarily insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

assets to total loans

**TABLE 16** Nonperforming Assets<sup>(a)</sup>

At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)	2023	2022	At December 31 (Dollars in Millions)	2024	2023
<b>Commercial</b>						
Commercial						
Commercial						
Commercial						
Lease financing						
Total commercial						
<b>Commercial Real Estate</b>						
Commercial mortgages						
Commercial mortgages						
Commercial mortgages						
Construction and development						
Total commercial real estate						
<b>Residential Mortgages<sup>(b)</sup></b>						
<b>Credit Card</b>						
<b>Other Retail</b>						
Retail leasing						
Retail leasing						
Retail leasing						
Home equity and second mortgages						
Other						
Total other retail						
Total nonperforming loans <sup>(1)</sup>						
<b>Other Real Estate<sup>(c)</sup></b>						
<b>Other Assets</b>						
Total nonperforming assets						
Accruing loans 90 days or more past due <sup>(b)</sup>						
Period-end loans <sup>(2)</sup>						
Nonperforming assets to total loans <sup>(1)(2)</sup>	Nonperforming assets to total loans <sup>(1)(2)</sup>	.39 %	.25 %	Nonperforming assets to total loans <sup>(1)(2)</sup>	.47 %	.39 %
Nonperforming assets to total loans plus other real estate <sup>(c)</sup>	Nonperforming assets to total loans plus other real estate <sup>(c)</sup>	.40 %	.26 %	Nonperforming assets to total loans plus other real estate <sup>(c)</sup>	.48 %	.40 %

## Changes in Nonperforming Assets

(Dollars in Millions)	(Dollars in Millions)
<b>Balance December 31, 2022</b>	
Additions to nonperforming assets	
New nonaccrual loans and foreclosed properties	
Advances on loans	
Acquired nonperforming assets	
Total additions	
Reductions in nonperforming assets	
Paydowns, payoffs	
Net sales	
Return to performing status	
Charge-offs <sup>(d)</sup>	
Total reductions	
Net additions to (reductions in) nonperforming assets	
<b>Balance December 31, 2023</b>	
Additions to nonperforming assets	
New nonaccrual loans and foreclosed properties	
Advances on loans	
Total additions	
Reductions in nonperforming assets	
Paydowns, payoffs	
Net sales	
Return to performing status	
Charge-offs <sup>(d)</sup>	
Total reductions	
Net additions to (reductions in) nonperforming assets	
<b>Balance December 31, 2024</b>	

(a) Throughout this document, nonperforming assets and related ratios do not include accruing loans 90 days or more past due.

(b) Excludes \$2.3 billion and \$2.0 billion at December 31, 2024 and \$2.2 billion at December 31, 2023 and 2022, 2023, respectively, of loans purchased and loans that could be purchased from GNMA mortgage pools under delinquent loan repurchase options that are 90 days or more past due Affairs.

(c) Foreclosed GNMA loans of \$46 million and \$47 million at December 31, 2024 and \$53 million at December 31, 2023 and 2022, 2023, respectively, continue to accrue interest and are recorded as other assets and excluded from nonperforming assets because they are insured by the Federal

(d) Charge-offs exclude actions for certain card products and loan sales that were not classified as nonperforming at the time the charge-off occurred.

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**TABLE 17** Net Charge-offs as a Percent of Average Loans Outstanding

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023			2022			2021				
		2024			2023			2022				
		Average Loan Balance	Net Charge-offs	Percent	Average Loan Balance	Net Charge-offs	Percent	Average Loan Balance	Net Charge-offs	Percent	Year Ended December 31 (Dollars in Millions)	Average Loan Balance
<b>Commercial</b>												
Commercial												

Commercial	\$ 130,544	\$ 293	.22	.22 %	\$ 118,967	\$ 211	.18	.18 %	\$ 97,649	\$ 97	.10	.10 %	\$ 129,235	\$ 523
Lease financing														
Total commercial														
<b>Commercial real estate</b>														
<b>Commercial Real Estate</b>														
Commercial mortgages														
Commercial mortgages														
Commercial mortgages														
Construction														
Total commercial real estate														
<b>Residential mortgages</b>														
<b>Credit card</b>														
<b>Other retail</b>														
<b>Residential Mortgages</b>														
<b>Credit Card</b>														
<b>Other Retail</b>														
Retail leasing														
Retail leasing														
Retail leasing														
Home equity and second mortgages														
Other														
Total other retail														
Total loans	\$ 381,275	\$ 1,905	.50	.50 %	\$ 333,573	\$ 1,063	.32	.32 %	\$ 296,965	\$ 682	.23	.23 %	Total loans	\$ 373,875

**Analysis of Loan Net Charge-offs** Total loan net charge-offs were \$2.2 billion in 2024, compared with \$1.9 billion in 2023, compared with \$1.1 billion in 2022. 2023. The \$842 million (79.2% \$247 million (13.0 percent) increase in total net charge-offs in 2023, 2024, compared with 2022, 2023, reflected higher credit card and commercial loan net charge-offs in most loan categories consistent with normalizing credit conditions and adverse conditions in commercial real estate, along with 2024, partially offset by the impacts of balance sheet repositioning and capital management actions in 2023 and 2022. Net of charge-offs in 2023 included on acquired loans and charge-offs related to balance sheet repositioning and capital management actions taken in the second quarter of 2023, along with charge-offs in the first quarter of 2023 related to the uncollectible amount of acquired loans, which were considered purchased credit deteriorated as of the date of the MUB acquisition. Net charge-offs in 2022 included charge-offs in the fourth quarter of 2022 related to uncollectible amounts on acquired loans and balance sheet optimization activities. actions. The ratio of total loan net charge-offs to average loans outstanding was 0.58 percent in 2024, compared with 0.50 percent in 2023, compared with 0.32 percent in 2022. Excluding the impact of charge-offs related to the MUB acquisition and balance sheet repositioning and capital management actions, the ratio of total loan net charge-offs to average loans outstanding was 0.39 percent in 2023, compared with 0.21 percent in 2022. See "Non-GAAP Financial Measures" for additional information. 2023.

Commercial and commercial real estate loan net charge-offs for 2023 were \$717 million (0.39 percent of average loans outstanding), compared with \$577 million (0.30 percent of average loans outstanding) in 2023. The increase in net charge-offs in 2024, compared with 2023, was driven primarily by select borrowers facing challenges from the higher interest rate and inflation environment.

Residential mortgage loan net charge-offs for 2024 reflected net recoveries of \$9 million, compared with \$264 million (0.16 net charge-offs of \$109 million (0.09 percent of average loans outstanding) in 2022. The increase in 2023. Credit card loan net charge-offs in 2023, compared with 2022, was driven primarily by normalizing credit conditions and adverse conditions in commercial real estate.

**Analysis and Determination of the Allowance for Credit Losses** The allowance for credit losses is established for current expected credit losses on the Company's loan and lease portfolio, including unfunded credit commitments. The allowance considers expected losses for the remaining lives of the applicable assets, inclusive of expected recoveries. The allowance for credit losses is increased through provisions charged to earnings and reduced by net charge-offs.

Management evaluates the appropriateness of the allowance for credit losses on a quarterly basis. Multiple economic scenarios are considered over a three-year reasonable and supportable forecast period, which includes increasing consideration of historical loss experience over years two and three. These economic scenarios are constructed with interrelated projections of multiple economic variables, and loss estimates are produced that consider the historical correlation of those economic variables with credit losses. After the forecast period, the

Residential mortgage loan net with a net recovery of \$23 million off in 2023 for 2024 were \$849 million (0.75 percent of average loans outstanding), compared with \$29 million mortgage credit card and other net with 2023, reflects 2023 charge-off card net charge-offs reflects stat

Company fully reverts to long-term historical loss experience, adjusted for prepayments and characteristics of the current loan and lease portfolio, to estimate losses over the remaining life of the portfolio. The economic scenarios are updated at least quarterly and are designed to provide a range of reasonable estimates, from both better to and worse than current expectations. Scenarios are weighted based on the Company's expectation of economic conditions for the foreseeable future and reflect significant judgment and consideration of economic forecast uncertainty. Final loss estimates also consider factors affecting credit losses not reflected in the scenarios, due to the unique aspects of current conditions and expectations. These factors may include, but are not limited

to, changes in borrower behavior or conditions in specific lending segments, loan servicing practices, regulatory guidance, and/or fiscal and monetary policy actions.

Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments, which is included in other liabilities in the Consolidated Balance Sheet. Both the allowance for loan losses and the liability for unfunded credit commitments are included in the Company's analysis of credit losses and reported reserve ratios.

The allowance recorded for credit losses utilizes forward-looking expected loss models to consider a variety of factors affecting lifetime credit losses. These factors include, but are not limited to, macroeconomic variables such as unemployment rates, real estate prices, gross domestic product levels, inflation, interest rates, and corporate bond spreads, as well as loan and borrower characteristics, such as internal risk ratings on commercial loans and consumer credit scores, delinquency status, collateral type and available valuation information, consideration of end-of-term losses on lease residuals, and the remaining term of the loan, adjusted for expected prepayments. For each loan portfolio, including those loans modified under various loan modification programs, model estimates are adjusted as necessary to consider any relevant changes in portfolio composition, lending policies, underwriting standards, risk management practices, economic conditions or other factors that may affect the accuracy of the model. Expected credit loss estimates also include consideration of expected cash recoveries on loans previously charged-off or expected recoveries on collateral-dependent loans where recovery is expected through sale of the collateral at fair value less selling costs. Where loans do not exhibit similar risk characteristics, an individual analysis is performed to consider expected credit losses.

The allowance recorded for loans and leases that do not share similar risk characteristics with a pool of loans, the Company establishes individually assessed reserves. Reserves for individually evaluated individual commercial nonperforming loans greater than \$5 million in the commercial lending segment is based on an analysis and is analyzed utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or the fair value of the collateral, less selling costs, for collateral-dependent loans as appropriate.

When evaluating the appropriateness of the allowance for credit losses for any loans and lines in a junior lien position, the Company considers the delinquency and modification status of the first lien. At December 31, 2023,

considered PCD. An allowance is established for each population and considers product mix, risk characteristics of the portfolio and delinquency status and refreshed LTV ratios when possible. Considerations for PCD loans also consider include whether the loan has experienced a charge-off, bankruptcy or significant deterioration since origination. The allowance established for purchased loans not considered PCD is recognized through provision expense upon acquisition, whereas the allowance established for loans considered PCD at acquisition is offset by an increase in the basis of the acquired loans. Any subsequent increases and decreases in the allowance related to purchased loans, regardless of PCD status, are recognized through provision expense, with charge-offs charged to the allowance. The Company had a total net book balance of \$3.1 \$2.3 billion of PCD loans, primarily related to the MUB acquisition, included in its loan portfolio at December 31, 2023 December 31, 2024.

The Company's methodology for determining the appropriate allowance for credit losses also considers the imprecision inherent in the methodologies used and allocated to the various loan portfolios. As a result, amounts determined under the methodologies described above are adjusted by management to consider the potential impact of other qualitative factors not captured in quantitative model adjustments which include, but are not limited to, the following: model imprecision, imprecision in economic scenario assumptions, and emerging risks related to either changes in the economic environment that are affecting specific portfolios, or changes in portfolio concentrations over time that may affect model performance. The consideration of these items results in adjustments to allowance amounts included in the Company's allowance for credit losses for each loan portfolio. Some factors considered in 2024 that required a higher level of qualitative judgment included consideration of factors affecting commercial real estate office property values, and the effects of persisting inflationary pressures and continued elevated interest rates across commercial and consumer lending portfolios.

The results of the analysis are evaluated quarterly to confirm the estimates are appropriate for each loan portfolio. Table 19 shows the amount of the allowance for credit losses by loan class and underlying portfolio category.

Although the Company determined the amount of each element of the allowance separately and considers this process to be an important credit management tool, the entire allowance for credit losses is available for the entire loan portfolio. The actual amount of losses can vary significantly from the estimated amounts.

At December 31, 2023 December 31, 2024, the allowance for credit losses was \$7.8 billion \$7.9 billion, compared with an allowance of \$7.4 billion

at December 31, 2022. The allowance for credit losses \$7.8 billion at December 31, 2023 included a \$62 million decrease due to a change in accounting principle adopted on January 1, 2023 related to discontinuing the separate recognition and measurement of troubled debt restructurings ("TDRs"). The increase in the allowance for credit losses of \$435 million (5.9 \$86 million (1.1 percent) at December 31, 2023 December 31, 2024, compared with December 31, 2022 December 31, 2023, was primarily driven by normalizing credit losses, credit card balance growth and commercial real estate credit quality loan portfolio growth.

The ratio of the allowance for credit losses to period-end loans was 2.09 percent at December 31, 2024, compared with 2.10 percent at December 31, 2023, compared with 1.91 percent at December 31, 2022. The ratio of the allowance for credit losses to nonperforming loans was 442

the Company serviced lien, base junior lien position. The Company is not serviced by the Company. is made of economic conditions, available information, the Company delinquent junior liens where the

When a loan portfolio is purchased ("PCD") and those not

percent at December 31, 2024, compared with 541 percent at December 31, 2023, compared with 762 percent at December 31, 2022. The ratio of the allowance for credit

losses to annual loan net charge 2022 December 31, 2023. Mana

The allowance for credit losses the year ended December 31, 2023.

The allowance for credit losses credit card portfolio growth and \$ home values.

Economic conditions considered projected gross domestic product multiple economic scenarios and environment. The projected uner

The following table summarizes the baseline forecast for key economic variables the Company used in its estimate of the allowance for credit losses at December 31, 2023 December 31, 2024 and 2022: 2023:

	December 31, 2023	December 31, 2022
United States unemployment rate for the three months ending <sup>(a)</sup>		
December 31, 2023	3.8 %	4.2 %
June 30, 2024	3.9	4.1
December 31, 2024	4.0	3.9
United States real gross domestic product for the three months ending <sup>(b)</sup>		
December 31, 2023	2.5 %	1.0 %
June 30, 2024	2.0	1.9
December 31, 2024	1.3	2.5

	December 31, 2024	December 31, 2023
United States unemployment rate for the three months ending <sup>(a)</sup>		
December 31, 2024	4.2 %	4.0 %
June 30, 2025	4.4	4.1
December 31, 2025	4.3	4.0
United States real gross domestic product for the three months ending <sup>(b)</sup>		
December 31, 2024	2.3 %	1.3 %
June 30, 2025	1.9	1.6
December 31, 2025	1.7	2.0

(a) Reflects quarterly average of forecasted reported United States unemployment rate.

(b) Reflects year-over-year growth rates.

The allowance for credit losses related to commercial lending segment loans increased \$251 million during the year ended December 31, 2023, reflecting the impact of normalizing credit conditions and select commercial real estate loan deterioration, partially offset by declining commercial exposures.

The allowance for credit losses related to consumer lending segment loans increased \$184 million during the year ended December 31, 2023, due to the impacts of normalizing credit performance, partially offset by reduced portfolio exposures and a decrease related to a change in accounting principle.

TABLE 18

Summary of Allowance for Credit Losses

2023

(Dollars in Millions)	(Dollars in Millions)
Balance at beginning of year	
Change in accounting principle <sup>(a)</sup>	
Allowance for acquired credit losses <sup>(b)</sup>	
<b>Charge-Offs</b>	
Commercial	
Lease financing	
Total commercial	
Commercial real estate	
Commercial mortgages	
Commercial mortgages	
Commercial mortgages	
Construction and development	
Total commercial real estate	
Residential mortgages	
Credit card	
Other retail	
Retail leasing	
Retail leasing	
Retail leasing	
Home equity and second mortgages	
Other	
Total other retail	
Total charge-offs <sup>(c)</sup>	
<b>Recoveries</b>	
Commercial	
Lease financing	
Total commercial	
Commercial real estate	
Commercial mortgages	
Commercial mortgages	
Commercial mortgages	
Construction and development	
Total commercial real estate	

Residential mortgages		
Credit card		
Other retail		
Retail leasing		
Retail leasing		
Retail leasing		
Home equity and second mortgages		
Other		
Total other retail		
Total recoveries		
<b>Net Charge-Offs</b>		
Commercial		
Lease financing		
Total commercial		
Commercial real estate		
Commercial mortgages		
Commercial mortgages		
Commercial mortgages		
Construction and development		
Total commercial real estate		
Residential mortgages		
Credit card		
Other retail		
Retail leasing		
Retail leasing		
Retail leasing		
Home equity and second mortgages		
Other		
Total other retail		
Total net charge-offs		
Provision for credit losses <sup>(1)</sup>		
Other changes		
Balance at end of year		
<b>Components</b>		
Allowance for loan losses		
Allowance for loan losses		
Allowance for loan losses		
Liability for unfunded credit commitments		
Total allowance for credit losses <sup>(1)</sup>		
Period-end loans <sup>(2)</sup>		
Nonperforming loans <sup>(3)</sup>		
<b>Allowance for Credit Losses as a Percentage of</b>		
Period-end loans <sup>(1)(2)</sup>		
Period-end loans <sup>(1)(2)</sup>		
Period-end loans <sup>(1)(2)</sup>		2.10 %
Nonperforming loans <sup>(1)(3)</sup>		

Nonperforming and accruing loans 90 days or more past due

Nonperforming assets

Net charge-offs

(a) Effective January 1, 2023, the Company adopted accounting guidance which removed the separate recognition and measurement of troubled debt restructurings.

(b) Allowance for purchased credit deteriorated and charged-off loans acquired from MUB.

(c) 2023 includes \$91 million of charge-offs related to uncollectible amounts on acquired loans, as well as \$309 million of charge-offs related to balance sheet repositioning and capital management actions. 2022 includes \$179 million of charge-offs related to uncollectible amounts on acquired loans.

(d) 2023 includes provision for credit losses of \$243 million related to balance sheet repositioning and capital management actions. 2022 includes provision for credit losses of \$662 million related to the acquisition of MUB and \$129 million related to balance sheet repositioning and capital management actions.

**TABLE 19 Allocation of the Allowance for Credit Losses**

At December 31 (Dollars in Millions)	Allowance Amount					Allowance Amount
		2023	2022	2023	2022	
<b>Commercial</b>						
Commercial						
Commercial						
Commercial	\$ 2,038	\$ 2,087	1.60	1.60 %	1.59 %	\$ 2,090
Lease financing						
Total commercial						
<b>Commercial Real Estate</b>						
Commercial mortgages						
Commercial mortgages						
Commercial mortgages						
Construction and development						
Total commercial real estate						
<b>Residential Mortgages</b>						
<b>Credit Card</b>						
<b>Other Retail</b>						
Retail leasing						
Retail leasing						
Retail leasing						
Home equity and second mortgages						
Other						
Total other retail						
Total allowance	Total allowance	\$ 7,839	\$ 7,404	2.10	2.10 %	1.91 %
						Total allowance
						\$ 7,500

**Residual Value Risk Management** The Company manages its risk to changes in the residual value of leased vehicles, office and business equipment, and other assets through disciplined residual valuation at the inception of a lease, diversification of its leased assets, regular residual asset valuation reviews and monitoring of residual value gains or losses upon the disposition of assets. Lease originations are subject to the same well-defined underwriting standards referred to in the "Credit Risk Management" section, which includes an evaluation of the residual value risk. Retail lease residual value risk is mitigated further by effective end-of-term marketing of off-lease vehicles.

Included in the retail leasing portfolio was approximately **\$3.4** \$3.1 billion of retail leasing residuals at **December 31, 2023** December 31, 2024, compared with **\$4.4** \$3.4 billion at **December 31, 2022** December 31, 2023. The Company monitors concentrations of leases by manufacturer and vehicle type. As of **December 31, 2023** December 31, 2024, vehicle lease residuals related to sport utility vehicles were **53.5** 54.1 percent of the portfolio, while truck auto and crossover utility vehicle truck classes represented approximately **21.4** 21.2 percent and **13.7** 14.6 percent of the portfolio, respectively. At year-end **2023, 2024**, the individual vehicle model with the largest residual value outstanding represented **27.0** 23.7 percent of the aggregate residual value of all vehicles in the portfolio. At December 31, 2023, December 31, 2024 and 2023, the weighted-average origination term of the portfolio was 41 months, compared with 42 months at December 31, 2022 months. At **December 31, 2023** December 31, 2024, the commercial leasing portfolio had **\$491** \$484 million of residuals, compared with **\$500** \$491 million at **December 31, 2022** December 31, 2023. At year-end **2023, 2024**, lease residuals related to trucks and other transportation equipment represented **38.0** 39.4 percent of the total residual portfolio, while business and office equipment represented **28.5** 27.4 percent.

**Operational Risk Management** systems to process a high number of transactions in support of the achievement of the Company's strategic objectives, monitoring operational risks and disruptions.

The Company maintains a system of controls and processes to ensure the security of financial and other data, which are related and interdependent with the Company's overall business and "Item 1C. Cybersecurity" in the Company's Annual Report on Form 10-K for the year ended **December 31, 2023** December 31, 2024, discusses the Company's policies and procedures for managing operational risks.

Business continuity and disaster recovery planning is required to develop, maintain and improve the Company's systems, including technology, networks and physical infrastructure.

centers supporting customer applications and business operations.

While the Company strives to design processes to minimize operational risks, there is no absolute assurance that business disruption or operational losses would not occur from an external event or internal control breakdown. On an ongoing basis, management makes process changes and investments to enhance its systems of internal controls and business continuity and disaster recovery plans.

across interest rate scenarios and asset/liability management strategies commonly referred to as the deposit mix strategy. The Company also manages the interest rate risk of the Company's assets and liabilities.

**Compliance Risk Management** The Company may suffer legal or regulatory sanctions, material financial loss, or damage to its reputation if it fails to comply with laws, regulations, rules, standards of good practice, and codes of conduct, including those related to compliance with Bank Secrecy Act/anti-money laundering requirements, sanctions compliance requirements as administered by the Office of Foreign Assets Control, consumer protection and other requirements. The Company has controls and processes in place for the assessment, identification, monitoring, management and reporting of compliance risks and issues, including those created or increased by economic and financial disruptions. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for the year ended **December 31, 2023** December 31, 2024, for further discussion of the regulatory framework applicable to bank holding companies and their subsidiaries.

**Interest Rate Risk Management** In the banking industry, changes in interest rates are a significant risk that can impact earnings as well as the safety and soundness of an entity. The Company manages its exposure to changes in interest rates through asset and liability management activities within guidelines established by its Asset Liability Management Committee ("ALCO") and approved by the Board of Directors. The ALCO has the responsibility for approving and overseeing compliance with the ALCO management policies, including interest rate risk exposure. One way the Company measures and analyzes its interest rate risk is through analysis of net interest income sensitivities across a range of scenarios.

Net interest income sensitivity analysis includes evaluating all of the Company's assets and liabilities and off-balance sheet instruments, inclusive of new business activity, under various interest rate scenarios that differ in the direction, amount and speed of change over time, as well as the overall shape of the yield curve. The balance sheet includes assumptions regarding loan and deposit volumes and pricing which are based on quantitative analysis, historical trends and management outlook and strategies. Deposit balances, mix and mix pricing are dynamic

measures the impact of changes in market values due to interest rates under a number of scenarios, including immediate and sustained parallel shifts, and flattening or steepening of the yield curve. The Company manages its interest rate risk position by holding assets with desired interest rate risk characteristics on its balance sheet, executing certain pricing strategies for loans and deposits and deploying investment portfolio, funding and derivative strategies.

Table 20 summarizes the projected impact to net interest income over the next 12 months of various potential interest rate changes. The sensitivity of the projected impact to net interest income over the next 12 months is dependent on balance sheet growth, product mix, customer behavior, deposit behavior, pricing and funding decisions. From **December 31, 2022** December 31, 2023 to **December 31, 2023** December 31, 2024, interest rate sensitivity to higher rates decreased, primarily due to changes in deposit composition and rates paid on deposits as interest rate hikes materialized throughout 2023, migration into higher yielding products. As of **December 31, 2023** December 31, 2024, the Company continues to be slightly asset sensitive to a parallel upward move in interest rates with most of that impact coming from the short end of the yield curve. Net interest income simulation incorporates rate-sensitive deposit behavior that could result in changes in both projected deposit balances and mix under the various interest rate scenarios. Higher rate scenarios result in disintermediation of bank deposits and a mix shift into higher yielding deposits. Conversely, in lower rate scenarios, the analysis assumes that deposits will shift into lower yielding products. While the Company utilizes models and assumptions based on historical information and expected behaviors, actual outcomes could vary significantly. For larger interest rate shock scenarios, mortgage assets and deposits are expected to behave in a non-linear manner resulting in varying impacts to net interest income in those scenarios.

TABLE 20

#### Sensitivity of Net Interest Income

	December 31, 2024			
	Down 50 bps	Up 50 bps	Down 200 bps	Up 200 bps
Immediate	Immediate	Immediate	Immediate	Immediate

Net interest income	.25 %	.17 %	.01 %	1.05 %
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**Use of Derivatives to Manage Interest Rate and Other Risks** To manage the sensitivity of earnings and capital to interest rate, prepayment, credit, price and foreign currency fluctuations (asset and liability management positions), the Company enters into derivative transactions. The Company uses derivatives for asset and liability management purposes primarily in the following ways:

- To convert fixed-rate debt and available-for-sale investment securities from fixed-rate payments to floating-rate payments;
- To convert floating-rate loans and debt from floating-rate payments to fixed-rate payments;
- To mitigate changes in value of the Company's unfunded mortgage loan commitments, funded MLHFS and MSRs;
- To mitigate remeasurement volatility of foreign currency denominated balances; and
- To mitigate the volatility of the Company's net investment in foreign operations driven by fluctuations in foreign currency exchange rates.

In addition, the Company enters into interest rate, foreign exchange and commodity derivative contracts to support the business requirements of its customers (customer-related positions). The Company minimizes the market, **funding** and liquidity risks of customer-related positions by either entering into similar offsetting positions with broker-dealers, or on a portfolio basis by entering into other derivative or non-derivative financial instruments that partially or fully offset the exposure from these customer-related positions. The Company may enter into derivative contracts that are either exchange-traded, centrally cleared through clearinghouses or over-the-counter. The Company does not utilize derivatives for speculative purposes.

TABLE 20

**Sensitivity of Net Interest Income**

	December 31, 2023			
	Down 50 bps	Up 50 bps	Down 200 bps	Up 200 bps
	Immediate	Immediate	Gradual	Gradual
Net interest income	(.19)%	.71 %	(.15)%	.91 %

The Company does not designate all of the derivatives that it enters into for risk management purposes as accounting hedges because of the inefficiency of applying the accounting requirements and may instead elect fair value accounting for the related hedged items. In particular, the Company enters into interest rate swaps, swaptions, forward commitments to buy to-be-announced securities ("TBAs"), U.S. Treasury and Eurodollar futures and options on U.S. Treasury futures to mitigate fluctuations in the value of its MSRs, but does not designate those derivatives as accounting hedges. Refer to Note 109 of the Notes to Consolidated Financial Statements for additional information regarding MSRs, including management of the changes in fair value.

Additionally, the Company uses forward commitments to sell TBAs and other commitments to sell residential mortgage loans at specified prices to economically hedge the interest rate risk in its residential mortgage loan production activities. The forward commitments to sell and the unfunded mortgage loan commitments on loans intended to be sold are considered derivatives under the accounting guidance related to accounting for derivative instruments and hedging activities. The Company has elected the fair value option for the MLHFS.

Derivatives are subject to credit risk associated with counterparties to the contracts. Credit risk associated with derivatives is measured by the Company based on the

probability of counterparty default by entering into contracts, counterparty credit risk related to swaps, interest rate forwards and The Company also mitigates the contracts.

For additional information on

**Market Risk Management** in which support customers' strategies, internal capital adequacy assessments and foreign currency denominated bal

Positions"), employing methodologies consistent with the requirements of regulatory rules for market risk. The Company's Market Risk Committee ("MRC"), within the framework of the ALCO, oversees market risk management. The MRC monitors and reviews the Company's Covered Positions and establishes policies for market risk management, including exposure limits for each portfolio. The Company uses a VaR approach to measure general market risk. Theoretically, VaR represents the statistical risk of loss the Company has to adverse market movements over a one-day time horizon. The Company uses the Historical Simulation **historical simulation** method to calculate VaR for its Covered Positions measured at the ninety-ninth percentile using a one-year look-back period for distributions derived from past market data. The market factors used in the calculations include those pertinent to market risks inherent in the underlying trading portfolios, principally those that affect the Company's corporate bond trading business, foreign currency transaction business, client derivatives business, loan trading business and municipal securities business, as well as those inherent in the Company's foreign denominated balances and the derivatives used to mitigate the related measurement volatility. On average, the Company expects the one-day VaR to be exceeded by actual losses two to three times per year related to these positions. The Company monitors the accuracy of internal VaR models and modeling processes by back-testing model performance, regularly updating the historical data used by the VaR models and regular model validations to assess the accuracy of the models' input, processing, and reporting components. All models are required to be independently reviewed and approved prior to being placed in use. If the Company were to experience market

losses in excess of the estimated VaR more often than expected, the VaR models and associated assumptions would be analyzed and adjusted. VaR amounts reflected MUB beginning December 1, 2022, the day the acquisition transaction closed.

The average, high, low and period-end one-day VaR amounts for the Company's Covered Positions were as follows:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)		2024	2023
Average					
High					
Low					
Period-end					

The Company did not experience any actual losses for its combined Covered Positions that exceeded VaR during the years ended December 31, 2023 December 31, 2024 and 2022, 2023. The Company captured by its VaR models, including worst

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case historical market movement combinations that have not necessarily occurred on the same date.

The Company calculates Stressed VaR using the same underlying methodology and model as VaR, except that a historical continuous one-year look-back period is utilized that reflects a period of significant financial stress appropriate to the Company's Covered Positions. The period selected by the Company includes the significant market volatility of the last four months of 2008.

The average, high, low and period-end one-day Stressed VaR amounts for the Company's Covered Positions were as follows:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)		2024	2023
Average					
High					
Low					
Period-end					

Valuations of positions in client derivatives and foreign currency activities are based on discounted cash flow or other valuation techniques using market-based assumptions. These valuations are approved by senior management in the Company's corporate functions. Valuation of positions in the corporate bond trading, loan trading, asset-backed securities and municipal securities businesses are based on senior management in the Company's corporate functions.

The Company also measures the market risk of its hedging activities related to residential MLHFS and MSRs using the Historical Simulation historical simulation method. The VaRs are measured at the next assets and hedges. A one-year look-back period is used to obtain past market data for the models.

The average, high and low VaR amounts for the residential MLHFS and related hedges and the MSRs and related hedges were as follows:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)		2024	2023
<b>Residential Mortgage Loans Held For Sale and Related Hedges</b>					
Average					
Average					
Average					
High					
Low					
<b>Mortgage Servicing Rights and Related Hedges</b>					
Average					
Average					
Average					
High					
Low					

**Liquidity Risk Management** The Company's liquidity risk management process is designed to identify, measure, and manage the Company's funding and liquidity risk to meet its daily funding needs and to address expected and unexpected changes in its funding requirements. The Company engages in various activities to manage its liquidity risk. These activities include diversifying its funding sources, stress testing, and holding readily-marketable assets which can be used as a source of liquidity if needed. In addition, the Company's profitable operations, sound credit quality and strong credit ratings and capital position have enabled it to develop a large and reliable base of core deposit funding within its market areas and in domestic and global capital markets.

The Company's Board of Directors approves the Company's liquidity policy. The Risk Management Committee of the Company's Board of Directors oversees the Company's liquidity risk management process and approves a contingency funding plan. The ALCO reviews the Company's liquidity policy and limits, and regularly assesses the Company's ability to meet funding requirements arising from adverse company-specific or market events.

The Company's liquidity policy requires it to maintain diversified wholesale funding sources to avoid maturity, entity and market concentrations. The Company operates a Cayman Islands branch for issuing Eurodollar time deposits. In addition, the Company has relationships with dealers to issue national market retail and institutional savings certificates and short-term and medium-term notes. The Company also maintains a significant correspondent banking network and relationships. Accordingly, the Company has access to national federal funds, funding through repurchase agreements and sources of stable certificates of deposit and commercial paper.

The Company regularly projects its funding needs under various stress scenarios and maintains a contingency funding plan consistent with the Company's access to diversified sources of contingent funding. The Company maintains a substantial level of total available liquidity in the

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form of on-balance sheet and off-balance sheet funding sources. These liquidity sources include cash at the Federal Reserve Bank and certain European central banks, unencumbered liquid assets, and capacity to borrow from the FHLB and at the Federal Reserve Bank's Discount Window. Unencumbered liquid assets in the Company's investment securities portfolio provide asset liquidity through the Company's ability to sell the securities or pledge and borrow against them. Refer to Note 54 of the Notes to Consolidated Financial Statements and "Balance Sheet Analysis" for further information on investment securities maturities and trends. Asset liquidity is further enhanced by the Company's practice of pledging loans to access secured borrowing facilities through the FHLB and Federal Reserve Bank.

The following table summarizes the Company's total available liquidity from on-balance sheet and off-balance sheet funding sources:

	December 31, 2023	December 31, 2022
(Dollars in millions)		
	December 31, 2024	December 31, 2023
(Dollars in Millions)		
Cash held at the Federal Reserve Bank and other central banks		
Available investment securities		
Borrowing capacity from the Federal Reserve Bank and FHLB		
Total available liquidity		

Borrowing capacity from the Federal Reserve Bank and FHLB declined from December 31, 2023 to December 31, 2024 primarily due to the expiration of the Federal Reserve Bank's Bank Term Funding F securities previously pledged through the BTFP were made available for sale or pledging.

The Company's diversified deposit base provides a sizeable source of relatively stable and low-cost funding, while reducing the Company's reliance on the wholesale markets. Total deposits were \$512.3 billion \$518.3 billion at December 31, 2023 December 31, 2024, compared with \$525.0 billion \$512.3 billion at December 31, 2022 December 31, 2023. Average noninterest-bearing deposit balances in 2024 decreased 23 percent compared with 2023, reflecting the shift of noninterest-bearing balances into interest-bearing deposit products resulting from the higher interest rate environment. Average total deposits in 2024 and 2023 funded approximately 77 percent and 76 percent of the Company's total assets for these same periods, respectively. Refer to Note 12 11 of the Notes to Consolidated Financial Statements and "Balance Sheet Analysis" for further information on the maturities, terms and trends of the Company's deposits.

Additional funding is provided by long-term debt and short-term borrowings. Long-term debt was \$51.5 billion \$58.0 billion at December 31, 2023 December 31, 2024, and is an important funding source because of its multi-year borrowing structure. Refer to Note 14 13 of the Notes to Consolidated Financial Statements for information on the terms and maturities of the Company's long-term debt issuances and "Balance Sheet Analysis" for discussion on long-term debt trends. Short-term borrowings were \$15.3 billion \$15.5 billion at December 31, 2023 December 31, 2024, and supplement the Company's other funding sources. Refer to Note 13 12 of the Notes to Consolidated Financial Statements and "Balance Sheet Analysis" for further information on the terms and trends of the Company's short-term borrowings.

The Company's ability to raise negotiated funding at competitive prices is influenced by rating agencies' views of the Company's credit quality, liquidity, capital and earnings. Table 21 details the rating agencies' most recent assessments as of December 31, 2023 December 31, 2024.

TABLE 21

Credit Ratings

Moody's

<b>U.S. Bancorp</b>	
Long-term issuer rating	A3
Short-term issuer rating	N/A
Senior unsecured debt	A3
Subordinated debt	A3
Junior subordinated debt	Baa1
Preferred stock	Baa2
Commercial paper	P-2
<b>U.S. Bank National Association</b>	
Long-term issuer rating	A2
Short-term issuer rating	P-1
Long-term deposits	Aa3
Short-term deposits	P-1
Senior unsecured debt	A2
Subordinated debt	A2
Commercial paper	P-1
Counterparty risk assessment	A1(cr)/P-1(cr)
Counterparty risk rating	A2/P-1
Baseline credit assessment	a2

In addition to assessing liquidity risk on a consolidated basis, the Company monitors the parent company's liquidity. The parent company's routine funding requirements consist primarily of operating expenses, dividends paid to shareholders, debt service, repurchases of common stock and funds used for acquisitions. The parent company obtains funding to meet its obligations from dividends collected from its subsidiaries and the issuance of debt and capital securities. The Company establishes limits for the minimal number of months into the future where the parent company can meet existing and forecasted obligations with

cash and securities held that can be used to meet obligations. The Company maintains sufficient funds with its subsidiaries and assuming access to the capital markets to meet its service obligations for 12 months.

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markets. The parent company is currently in excess of required liquidity minimums.

Under SEC rules, the parent company is classified as a "well-known seasoned issuer," which allows it to file a registration statement that does not have a limit on issuance capacity. "Well-known seasoned issuers" generally include those companies with outstanding common securities with a market value of at least \$700 million held by non-affiliated parties or those

companies that have issued at least \$1 billion of securities in the last 12 months. However, the parent company's liquidity is limited by the debt issuance authority.

At December 31, 2023, the Company had \$34.3 billion of debt outstanding, partially offset by a \$936 million in cash and securities held.

note repayments. As of December 31, 2024, the Company expects to have \$25 billion of debt outstanding.

Future debt maturities are partially offset by cash and securities held.

Dividend payments to the Company are subject to regulatory approval. In general, dividends are paid from the Company's net income for regulatorily-defined purposes.

The Company is subject to a liquidity risk if it does not have an adequate level of unencumbered cash and securities held. The Company's liquidity risk is managed through the three months ended December 31, 2023.

2023, the Company's average daily LCR was 106.6 percent and 109.2 percent, respectively. The Company was compliant with this requirement, requirement for both of these periods.

The Company is also subject to a regulatory Net Stable Funding Ratio ("NSFR") requirement which requires large banking organizations to maintain a minimum level of stable funding based on the liquidity characteristics of their assets, commitments, and derivative exposures over a one-year time horizon. At December 31, 2023, the The Company was compliant with this requirement. requirement at December 31, 2024 and December 31, 2023.

**European Exposures** The Company provides merchant processing and corporate trust services in Europe either directly or through banking affiliations in Europe. Revenue generated from sources in Europe represented approximately 2 percent of the Company's total net revenue for 2023, 2024. Operating cash for these businesses is deposited on a short-term basis typically with certain European central banks. For deposits placed at other European banks, exposure is mitigated by the Company placing deposits at multiple banks and managing the amounts on deposit at any bank based on institution-specific deposit limits. At December 31, 2023 December 31, 2024, the Company had an aggregate

amount on deposit with Europea

In addition, the Company pro transacts with various European that hold certain investments in E Russia-Ukraine conflict, is not ex

**Commitments, Contingent Liabilities** which may or may not be recorded certain amounts, provide credit c variable interest held in an unco

In the ordinary course of busi customer loan requests, custom Refer to Notes 7, 12, 14, 17 6, 11 obligations, deposits, long-term c Commitments to extend credi

clauses. Many of the Company's commitments to extend credit expire without being drawn and, therefore, total commitment amounts do not necessarily represent future liquidity requirements or the Company's exposure to credit loss. Commitments to extend credit also include consumer credit lines that are cancellable upon notification to the consumer. Total contractual amounts of commitments to extend credit at December 31, 2023 December 31, 2024 were \$400.5 billion \$409.4 billion. The Company also issues and confirms various types of letters of credit, including standby and commercial. Total contractual amounts of letters of credit at December 31, 2023 December 31, 2024 were \$11.6 billion \$11.0 billion. For more information on the Company's commitments to extend credit and letters of credit, refer to Note 23 22 in the Notes to Consolidated Financial Statements.

The Company's off-balance sheet arrangements with unconsolidated entities primarily consist of private investment funds or partnerships that make equity investments, provide debt financing or support community-based investments in tax-advantaged projects. In addition to providing investment returns, these arrangements in many cases assist the Company in complying with requirements of the Community Reinvestment Act. The investments in these entities generate a return primarily through the realization of federal and state income tax credits and other

tax benefits, such as tax deductions from operating losses of the investments, over specified time periods. The entities in which the Company invests are generally considered variable interest entities ("VIEs"). The Company's recorded investment in these entities, net of contractual equity investment commitments of \$3.6 billion \$5.0 billion, was \$3.0 billion \$3.1 billion at December 31, 2023 December 31, 2024.

The Company also has non-controlling financial investments in private funds and partnerships considered VIEs. The Company's recorded investment in these entities was approximately \$219 million \$264 million at December 31, 2023 December 31, 2024, and the Company had unfunded commitments to invest an additional \$100 \$118 million. For more information on the Company's interests in unconsolidated VIEs, refer to Note 8 7 in the Notes to Consolidated Financial Statements.

Guarantees are contingent commitments issued by the Company to customers or other third parties requiring the Company to perform if certain conditions exist or upon the occurrence or nonoccurrence of a specified event, such as a scheduled payment to be made under contract. The Company's primary guarantees include commitments from securities lending activities in which indemnifications are provided to customers; indemnification or buy-back provisions related to sales of loans and tax credit investments; and merchant charge-back guarantees through the Company's involvement in providing merchant processing services. For certain guarantees, the Company may have access to collateral to support the guarantee, or through the exercise of other recourse provisions, be able to offset some or all of any payments made under these guarantees.

The Company and certain of its subsidiaries, along with other Visa U.S.A. Inc. member banks, have a contingent guarantee obligation to indemnify Visa Inc. for potential losses arising from antitrust lawsuits challenging the

practices of Visa U.S.A. Inc. and MasterCard International. The indemnification by the Company and other Visa U.S.A. Inc. member banks has no maximum amount. Refer to Note 23 22 in the Notes to Consolidated Financial Statements for further details regarding guarantees, other commitments, and contingent liabilities, including maximum potential future payments and current carrying amounts.

**Capital Management** The Company is committed to managing capital to maintain strong protection for depositors and creditors and for maximum shareholder benefit. The Company also manages its capital to exceed regulatory capital requirements for banking organizations. To achieve its capital goals, the Company employs a variety of capital management tools, including dividends, common share repurchases, and the issuance of subordinated debt, non-cumulative perpetual preferred stock, common stock and other capital instruments.

The Company announced on December 12, 2023 September 12, 2024 that its Board of Directors had approved a regular quarterly dividend of \$0.49 \$0.50 per common share. This represented a 2.12 percent increase over the previous dividend rate per common share of \$0.48 \$0.49 per quarter.

The Company also announced on December 22, 2020 September 12, 2024 that its Board of Directors had approved an authorization authorized a share repurchase program to repurchase \$3.0 up to \$5.0 billion of its common stock, beginning

at December 31, 2022 December 31, 2023. The increase was primarily the result of corporate earnings, the issuance of shares of common stock and changes in unrealized gains and losses on available-for-sale investment securities included in other comprehensive income (loss), partially offset by dividends paid. In the third quarter of 2023, the Company issued 24 million shares of common stock of the Company to an affiliate of MUFG for a purchase price of \$936 million. The proceeds of the issuance were used to repay a portion of the Company's \$3.5 billion debt obligation to MUFG. See "MUFG Union Bank Acquisition" on page 22 for further information.

The regulatory capital requirements effective for the Company follow Basel III, with the Company being subject to calculating its capital adequacy as a percentage of risk-weighted assets under the standardized approach. Under Basel III, banking regulators define minimum capital requirements for banks and financial services holding companies. These requirements are expressed in the form of a minimum common equity tier 1 capital ratio, tier 1 capital ratio, total risk-based capital ratio, tier 1 leverage ratio and a tier 1 total leverage exposure, or supplementary leverage ratio. The Company's minimum required level for these ratios at December 31, 2023, which include a stress capital buffer of 2.5 percent for the common equity tier 1 capital, tier 1 capital and total capital ratios was 7.0 included a stress capital buffer of 3.1 percent 8.5 percent, 10.5 percent, 4.0 percent, and 3.0 percent, respectively, at December 31, 2024. The Company targets its regulatory capital levels, at both the bank and bank holding company level, to exceed the "well-capitalized" threshold for these ratios under the FDIC Improvement Act prompt corrective action provisions that are applicable to all banks. At December 31, 2023, Refer to Note 14 of the Notes to Consolidated Financial Statements for further detail on the Company's minimum required capital ratios and the minimum "well-capitalized" thresholds under the prompt corrective action framework for the common equity tier 1 capital ratio, tier 1 capital ratio, total risk-based capital ratio, tier 1 leverage ratio, and tier 1 total leverage exposure ratio was 6.5 percent, 8.0 percent, 10.0 percent, 5.0 percent, and 3.0 percent, respectively, framework.

Beginning in 2022, the Company began to phase into its regulatory capital requirements the cumulative deferred impact of its 2020 adoption of the accounting guidance related to the impairment of financial instruments based on the current expected credit losses ("CECL") methodology plus 25 percent of its quarterly credit reserve increases during 2020

January 1, 2021. The Company the beginning of the third quarter acquisition of MUB. The Company regulatory capital rules and related 12, 2024.

Capital distributions, including with regulatory requirements. Refer to Note 14 of the Notes to Consolidated Financial Statements for further detail on the Company's minimum required capital ratios and the minimum "well-capitalized" thresholds under the prompt corrective action framework for the common equity tier 1 capital ratio, tier 1 capital ratio, total risk-based capital ratio, tier 1 leverage ratio, and tier 1 total leverage exposure ratio was 6.5 percent, 8.0 percent, 10.0 percent, 5.0 percent, and 3.0 percent, respectively, framework.

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and 2021. This cumulative deferred impact will continue to be phased into the Company's regulatory capital over the next year, during 2022 through 2024, culminating with a fully phased in regulatory capital calculation beginning in 2025. As of December 31, 2023, USBNA met all regulatory capital ratios to be

considered "well-capitalized". The category of USBNA.

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**TABLE 22** Regulatory Capital Ratios

At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)
<b>Basel III standardized approach:</b>	
Common shareholders' equity	
Common shareholders' equity	
Common shareholders' equity	
Less intangible assets	
Goodwill (net of deferred tax liability)	
Goodwill (net of deferred tax liability)	
Goodwill (net of deferred tax liability)	
Other disallowed intangible assets (net of deferred tax liability)	
Other	

Common equity tier 1 capital	
Qualifying preferred stock	
Noncontrolling interests eligible for tier 1 capital	
Other <sup>(b)</sup>	
Tier 1 capital	
Eligible portion of allowance for credit losses	
Subordinated debt and noncontrolling interests eligible for tier 2 capital	
Tier 2 capital	
Total risk-based capital	
Risk-weighted assets	
Common equity tier 1 capital as a percent of risk-weighted assets	Common equity tier 1 capital as a percent of risk-weighted assets
Tier 1 capital as a percent of risk-weighted assets	
Total risk-based capital as a percent of risk-weighted assets	
Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio)	
Tier 1 capital as a percent of total on- and off-balance sheet leverage exposure (total leverage exposure ratio)	

(a) Includes the impact of items included in other comprehensive income (loss), such as unrealized gains (losses) on available-for-sale securities, accumulated net gains on cash flow hedges, pension liability adjustments, etc., and the portion of deferred tax assets related to net operating loss.

(b) Includes the remaining portion of deferred tax assets not eligible for total tier 1 capital.

Table 22 provides a summary of statutory regulatory capital ratios in effect for the Company at December 31, 2023 December 31, 2024 and 2022, 2023. All regulatory ratios exceeded regulatory "well-capitalized" requirements. As of December 31, 2024, U.S. Bank National Association ("USBNA") also met all regulatory capital ratios to be considered "well-capitalized". There are no conditions or events since December 31, 2024 that management believes have changed the risk-based category of USBNA.

accordance with transitional regu and 8.5 percent, respectively, at

In July 2023, the U.S. federal bank regulatory authorities proposed a rule implementing to refine the Basel Committee's finalization III capital framework for financial institutions. The proposal incorporates elements of the international Basel Committee's post-crisis regulatory capital reforms. The proposal provides for a July 1, 2025 effective date, subject to a three-year transition period. The proposal includes reforms, including the Fundamental Review of the Trading Book which replaces to replace the existing market risk rule, and introduces new standardized approaches for credit risk, operational risk and credit valuation adjustment (CVA) risk, which would replace risk. The proposal's finalization could revise the current models-based approaches. The Company risk-based capital measures applicable to the Company; however, until the proposal is currently evaluating finalized the impact of the proposed rule and expects that any final rule would result in the Company being required to maintain increased levels of regulatory capital. exact impacts are unknown.

The Company believes certain other capital ratios are useful in evaluating its capital adequacy. The Company's tangible common equity, as a percent of tangible assets and as a percent of risk-weighted assets determined in

percent and 7.7 percent respectively, at December 31, 2023, compared with 4.5 percent and 6.0 percent at December 31, 2022, respectively. In addition, the Company's common equity tier 1 capital to risk-weighted assets ratio, reflecting the full implementation of the CECL methodology, was 10.5 percent at December 31, 2024, compared with 9.7 percent at December 31, 2023, compared with 8.1 percent at December 31, 2022. Refer to "Non-GAAP Financial Measures" beginning on page 59 57 for further information on these other capital ratios.

As an approved mortgage seller and servicer, USBNA, through its mortgage banking division, is required to maintain various levels of shareholder's equity, as specified by various agencies, including the United States Department of Housing and Urban Development, Government National Mortgage Association, Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association. At December 31, 2023 December 31, 2024, USBNA met these requirements.

## Line of Business Segment Financial Review

business banking and consumer

The Company's major lines of business segments are Wealth, Corporate, Commercial and Institutional Banking, Consumer and Business Banking, Payment Services, and Treasury and Corporate Support.

**Basis for Financial Presentation** Business line segment results are derived from the Company's business unit profitability reporting systems by specifically attributing managed balance sheet assets, deposits and other liabilities and their related income or expense. Refer to Note 24<sup>23</sup> of the Notes to Consolidated Financial Statements for further information on the business lines' segments' basis for financial presentation.

Designations, assignments and allocations change from time to time as management systems are enhanced, methods of evaluating performance or product lines change or business segments are realigned to better respond to the Company's diverse customer base. During 2024 and 2023, certain organization and methodology changes were made, including revising the Company Company's business segment funds transfer-pricing methodology related to deposits and loans during the second quarter of 2024 and combining its Wealth Management and Investment Services and Corporate and Commercial Banking lines of businesses business segments to create the Wealth, Corporate, Commercial and Institutional Banking line business segment during the third quarter of business. 2022<sup>23</sup> Prior period results were restated recast and presented on a comparable basis.

**Wealth, Corporate, Commercial and Institutional Banking** Wealth, Corporate, Commercial and Institutional Banking provides core banking, specialized lending, transaction and payment processing, capital markets, asset management, and brokerage and investment related services to wealth, middle market, large corporate, commercial real estate, government and institutional clients. Wealth, Corporate, Commercial and Institutional Banking contributed \$3.6 billion \$4.8 billion of the Company's net income in 2023, 2024, or an increase of \$202 \$105 million (6.0 (2.3 percent), compared with 2022, 2023.

Net revenue increased \$1.5 billion (17.1 \$190 million (1.6 percent) in 2023, 2024, compared with 2022, 2023. Net interest income, on a taxable-equivalent basis, increased \$916 million (17.6 decreased \$217 million (2.8 percent) in 2023, 2024, compared with 2022, 2023, primarily due to the impact of higher rates on the margin benefit from deposits and the acquisition of MUB, partially offset by the impact of deposit mix and pricing. Noninterest income increased \$582 million (16.3 \$407 million (9.8 percent) in 2023, 2024, compared with 2022, 2023, primarily due to higher trust and investment management fees and commercial products revenue, both driven by the acquisition of MUB and core business growth and higher commercial products revenue mainly due to higher trading revenue and corporate bond fees. favorable market conditions.

Noninterest expense increased \$1.0 billion (25.3 \$5 million (0.1 percent) in 2023, 2024, compared with 2022, 2023, primarily due to higher FDIC insurance expense driven by an increase in the assessment base and rate along with the inclusion of MUB in the current year.

Compensation compensation and employee benefits expense and net shared services expense were also higher, driven by investment in support of business growth and the impact of the MUB acquisition, including intangible amortization driven by the core deposit intangible. expense. The provision for credit losses increased \$180 million \$45 million (13.2 percent) in 2023, 2024, compared with 2022, 2023, primarily due to commercial real estate credit quality, higher net charge-offs.

**Consumer and Business Banking** Consumer and Business Banking comprises consumer banking, small

servicing and sales, online services, direct mail, ATM processing, ATMs, mobile devices, distributed mortgage loan officers, and intermediary relationships including auto dealerships, mortgage banks, and strategic business partners. Consumer and Business Banking contributed \$2.2 billion \$1.9 billion of the Company's net income in 2023, 2024, or an increase of \$378 \$673 million (20.6 (26.3 percent), compared with 2022, 2023.

Net revenue increased \$1.7 billion (20.4 decreased \$1.1 billion (10.6 percent) in 2023, 2024, compared with 2022, 2023. Net interest income, on a taxable-equivalent basis, increased \$1.6 billion (23.2 decreased \$1.0 billion (11.8 percent) in 2023, 2024, compared with 2022, reflecting the favorable impact of higher rates on the margin benefit of deposits and the acquisition of MUB, partially offset by 2023, due to the impact of deposit mix and pricing. Noninterest income increased \$126 million (8.2 decreased \$69 million (4.1 percent) in 2023, 2024, compared with 2022, 2023, primarily due to lower service charges, partially offset by higher mortgage banking revenue driven by increases in MSR valuations, net of hedging activities, along with the impact of the MUB acquisition. revenue.

Noninterest expense increased \$1.2 billion (20.5 decreased \$300 million (4.4 percent) in 2023, 2024, compared with 2022, 2023, primarily due to increases in lower compensation and employee benefits expense and net shared services expense due to investments in digital capabilities, and the impact of the MUB acquisition, including intangible amortization driven by the core deposit intangible. expense. The provision for credit losses increased \$4 million (5.3 percent) \$104 million in 2023, 2024, compared with 2022, 2023, primarily due to normalizing credit conditions, partially offset by declining loan balances. conditions.

**Payment Services** Payment Services includes consumer and business credit cards, stored-value cards, debit cards, corporate, government and purchasing card services and merchant processing. Payment Services contributed \$1.2 billion \$1.0 billion of the Company's net income in 2023, 2024, or a decrease of \$150 \$7 million (11.2 (0.7 percent), compared with 2022, 2023.

Net revenue increased \$460 million (7.3 \$365 million (5.5 percent) in 2023, 2024, compared with 2022, 2023. Net interest income, on a taxable-equivalent basis, increased \$198 million (7.9 \$222 million (8.5 percent) in 2023, 2024, compared with 2022, 2023, primarily due to higher loan yields driven by higher interest rates and lower payment rates, along with higher loan balances, partially offset by higher funding costs. Noninterest income increased \$262 million (6.9 \$143 million (3.5 percent) in 2023, 2024, compared with 2022, 2023, driven by higher card revenue due to favorable rates, and higher merchant processing services revenue due to higher spend business volume along with higher corporate payment products revenue due to product mix. growth.

Noninterest expense increased \$247 million (7.0 \$135 million (3.4 percent) in 2023, 2024, compared with 2022, 2023, reflecting higher net shared services expense driven by investment in infrastructure and technology development, in addition to higher compensation and employee benefits expense as a result of merit increases and core business growth. expense. The provision for credit losses increased \$414 million (42.2 \$220 million (15.8 percent) in 2023, 2024, compared with 2022, 2023, primarily due to normalizing credit conditions exhibited through increasing delinquency and credit loss rates. higher net charge-offs.

**Treasury and Corporate Support** Treasury and Corporate Support includes the Company's investment portfolios,

funding, capital management, interest rate risk management, income taxes not allocated to the business lines, including most investments in tax-advantaged projects, and the residual aggregate of those expenses associated with corporate activities that are managed on a consolidated basis. Treasury and Corporate Support recorded a net loss of **\$1.5 billion** **\$1.4 billion** in **2023**, **2024**, compared with a net loss of **\$716 million** **\$2.8 billion** in **2022**, **2023**.

Net revenue increased \$191 million (20.5 decreased \$150 million (17.0 percent) in **2023**, **2024**, compared with 2022, **2023**. Net interest income, on a taxable-equivalent basis, decreased \$98 million (6.0 percent) in **2024**, compared with **2023**, primarily due to higher funding costs, partially offset by higher rates on earning assets and balance sheet growth. Noninterest income increased \$191 million (33.8 decreased \$52 million (7.0 percent) in **2023**, **2024**.

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compared with 2022, **2023**, primarily due to a decrease in other revenue, partially offset by the impact of a gain on the sale of mortgage servicing rights during **2024**.

Noninterest expense decreased \$1.5 billion (57.8 percent) in **2024**, compared with **2023**, primarily due to lower merger and integration charges and lower FDIC special assessment charges, partially offset by higher compensation and employee benefits expense. The provision for credit losses was \$406 million (87.7 percent).

Noninterest expense increased \$1.5 billion in **2023**, compared with 2022, primarily due to merger and integration charges and operating expenses related to the acquisition of MUB, the FDIC special assessment charge, higher compensation and employee benefits expense reflecting merit increases and hiring to support business growth, and higher marketing and business development expense as the Company continues to invest in its national brand and global reach. These increases were partially offset by lower net shared services expense. The provision for credit losses was \$300 million (39.1 percent) lower in **2023**, compared with 2022, primarily due to the initial provision for credit losses recorded in the fourth quarter of 2022 related to the MUB acquisition, **2023**.

Income taxes are assessed to each line of business **segment** at a managerial tax rate of 25.0 percent with the residual tax expense or benefit to arrive at the consolidated effective tax rate included in Treasury and Corporate Support.

lower in **2024**, compared with 20 fourth quarter of 2022, partially o Net interest income, on a taxable on the investment portfolio and c

TABLE 23 Line of Business **Segment** Financial Performance

Year Ended December 31 (Dollars in Millions)	Wealth, Corporate, Commercial and Institutional Banking			Wealth, Corporate, Commercial and Institutional Banking			Consumer and Business Banking					
	Year Ended December 31 (Dollars in Millions)	2023	2022	Percent Change	2023	2022	Percent Change	2023	2022	Percent Change		
<b>Condensed Income Statement</b>												
Net interest income (taxable-equivalent basis)												
Net interest income (taxable-equivalent basis)	\$ 6,129	\$ 5,213	17.6	17.6 %	\$ 8,331	\$ 6,764	23.2	23.2 %	\$ 2,702	\$ 2,504	7.9	7.9 %
Noninterest income												
Total net revenue												
Noninterest expense												
Income (loss) before provision and income taxes												
Provision for credit losses												
Income (loss) before income taxes												
Income taxes and taxable-equivalent adjustment												
Net income (loss)												
Net (income) loss attributable to noncontrolling interests												
Net income (loss) attributable to U.S. Bancorp												
<b>Average Balance Sheet</b>												
Loans												
Loans												

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## Non-GAAP Financial Measures

In addition to capital ratios defined by banking regulators, the Company considers various other measures when evaluating capital utilization and adequacy, including:

- Tangible common equity to tangible assets,
- Tangible common equity to risk-weighted assets, and
- Common equity tier 1 capital to risk-weighted assets, reflecting the full implementation of the CECL methodology.

These capital measures are viewed by management as useful additional methods of evaluating the Company's utilization of its capital held and the level of capital available to withstand unexpected negative market or economic conditions. Additionally, presentation of these measures allows investors, analysts and banking regulators to assess the Company's capital position relative to other financial services companies. These capital measures are not defined in generally accepted accounting principles ("GAAP"), or are not currently effective or defined in banking regulations. In addition, certain of these measures differ from currently effective capital ratios defined by banking regulations principally in that the currently effective ratios, which are subject to certain transitional provisions, temporarily exclude the **full** impact of the 2020 adoption of accounting guidance related to impairment of financial instruments based on the CECL methodology. As a result,

The Company discloses the return on tangible common equity ratio and tangible book value per share as it believes they are useful financial measures to assess the Company's use of equity.

The Company also discloses net interest income and related ratios and analysis on a taxable-equivalent basis, which may also be considered non-GAAP financial measures. The Company believes this presentation to be the preferred industry measurement of net interest income as it provides a relevant comparison of net interest income arising from taxable and tax-exempt sources. In addition, certain performance measures **utilize net interest income** on a taxable-equivalent basis, including the efficiency ratio and net interest margin utilize net interest income on a taxable-equivalent basis.

The Company also discloses the net charge-off ratio and return on tangible common equity ratio excluding notable items related to the acquisition of MUB, and other balance sheet repositioning and capital management actions taken by the Company. Management believes these measures enhance comparability with prior periods. **margin**.

The Company also discloses percent of net revenue for its business lines excluding Treasury and Corporate Support to highlight the contributions to net revenue from the Company's core revenue-producing businesses.

There may be limits in the usefulness of these measures to investors. As a result, the Company encourages readers to consider the consolidated financial statements and other financial information contained in this report in their entirety, and not to rely on any single financial measure.

these capital measures disclosed to investors assess trends in the C

The following tables show the Company's calculation of these non-GAAP financial measures:

At December 31 (Dollars in Millions)

Total equity

Preferred stock

Noncontrolling interests

Common equity<sup>(1)</sup>

Goodwill (net of deferred tax liability)<sup>(a)</sup>

Intangible assets (net of deferred tax liability), other than mortgage servicing rights

Tangible common equity<sup>(1)</sup>

Tangible common equity<sup>(2)</sup>

Common equity tier 1 capital, determined in accordance with transitional regulatory capital requirements related to the CECL methodology implementation

Adjustments<sup>(b)</sup>

Common equity tier 1 capital, reflecting the full implementation of the CECL methodology<sup>(2)</sup>

Total assets

Common equity tier 1 capital, reflecting the full implementation of the CECL methodology<sup>(3)</sup>

Total assets<sup>(4)</sup>

Goodwill (net of deferred tax liability)<sup>(a)</sup>

Intangible assets (net of deferred tax liability), other than mortgage servicing rights

Tangible assets<sup>(3)</sup>

Risk-weighted assets, determined in accordance with prescribed regulatory capital requirements effective for the Company<sup>(4)</sup>

Tangible assets<sup>(5)</sup>

Risk-weighted assets, determined in accordance with prescribed regulatory capital requirements effective for the Company<sup>(6)</sup>

Adjustments<sup>(c)</sup>

Risk-weighted assets, reflecting the full implementation of the CECL methodology<sup>(6)</sup>

Risk-weighted assets, reflecting the full implementation of the CECL methodology<sup>(7)</sup>

**Ratios**

Tangible common equity to tangible assets <sup>(1)(3)</sup>		
Tangible common equity to tangible assets <sup>(1)(3)</sup>		
Tangible common equity to tangible assets <sup>(1)(3)</sup>		
Tangible common equity to risk-weighted assets <sup>(1)(4)</sup>		
Common equity tier 1 capital to risk-weighted assets, reflecting the full implementation of the CECL methodology <sup>(2)(5)</sup>		
Common equity to assets <sup>(1)(4)</sup>		
Common equity to assets <sup>(1)(4)</sup>		
Common equity to assets <sup>(1)(4)</sup>		
Tangible common equity to tangible assets <sup>(2)(5)</sup>		
Tangible common equity to risk-weighted assets <sup>(2)(6)</sup>		
Common equity tier 1 capital to risk-weighted assets, reflecting the full implementation of the CECL methodology <sup>(3)(7)</sup>		

(a) Includes goodwill related to certain investments in unconsolidated financial institutions per prescribed regulatory requirements.

(b) Includes the estimated increase in the allowance for credit losses related to the adoption of the CECL methodology net of deferred taxes.

(c) Includes the impact of the estimated increase in the allowance for credit losses related to the adoption of the CECL methodology.

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023	2022
Net interest income			
Taxable-equivalent adjustment <sup>(a)</sup>			
Net interest income, on a taxable-equivalent basis			
Net interest income, on a taxable-equivalent basis (as calculated above)			
Net interest income, on a taxable-equivalent basis (as calculated above)			
Net interest income, on a taxable-equivalent basis (as calculated above)			
Noninterest income			
Less: Securities gains (losses), net			
Total net revenue, excluding net securities gains (losses) <sup>(1)</sup>			
Noninterest expense <sup>(2)</sup>			
Efficiency ratio <sup>(2)(1)</sup>	Efficiency ratio <sup>(2)(1)</sup>	66.7 %	61.4 %

(a) Based on federal income tax rate of 21 percent for those assets and liabilities whose income or expense is not included for federal income tax purposes.

Year Ended December 31, 2023 (Dollars in Millions)	Net Revenue
Wealth, Corporate, Commercial and Institutional Banking	\$ 10,272
Consumer and Business Banking	9,993
Payment Services	6,756
Treasury and Corporate Support	1,121
Consolidated Company	28,144
<b>60.58 U.S. Bancorp 2023 Annual Report</b>	1,121
— Consolidated Company excluding Treasury and Corporate Support	\$ 27,023

Year Ended December 31 (Dollars in Millions)

Net income applicable to U.S. Bancorp common shareholders	
Intangible amortization (net-of-tax)	
Net income applicable to U.S. Bancorp common shareholders, excluding intangibles amortization <sup>(1)</sup>	
Less: Notable items <sup>(a)</sup>	
Net income applicable to U.S. Bancorp common shareholders, excluding intangibles amortization and notable items <sup>(2)</sup>	
Average total equity	
Average preferred stock	
Average noncontrolling interests	
Average goodwill (net of deferred tax liability) <sup>(b)</sup>	
Average intangible assets (net of deferred tax liability), other than mortgage servicing rights	
Average tangible equity <sup>(3)</sup>	
Return on tangible common equity <sup>(1)/(3)</sup>	
Return on tangible common equity, excluding notable items <sup>(2)/(3)</sup>	

Year Ended December 31, 2024 (Dollars in Millions)

Net Revenue	
Wealth, Corporate, Commercial and Institutional Banking	\$ 12,193
Consumer and Business Banking	9,264
Payment Services	7,025
Treasury and Corporate Support	(1,031)
Consolidated Company	27,455
Less: Treasury and Corporate Support	(1,031)
Consolidated Company excluding Treasury and Corporate Support	\$ 28,486

Year Ended December 31 (Dollars in Millions)

Net income applicable to U.S. Bancorp common shareholders	\$
Intangible amortization (net-of-tax)	
Net income applicable to U.S. Bancorp common shareholders, excluding intangibles amortization <sup>(1)</sup>	
Average total equity	
Average preferred stock	
Average noncontrolling interests	
Average goodwill (net of deferred tax liability) <sup>(a)</sup>	
Average intangible assets (net of deferred tax liability), other than mortgage servicing rights	
Average tangible common equity <sup>(2)</sup>	
Return on tangible common equity <sup>(1)/(2)</sup>	

(a) Notable items of \$2.2 billion (\$1.6 billion net-of-tax, including a \$70 million discrete tax benefit) for the year ended December 31, 2023 included \$(140) million of noninterest income related to investment securities balance sheet repositioning and capital management actions, \$1.0 billion of net related to balance sheet repositioning and capital management actions.

(b) Includes goodwill related to certain investments in unconsolidated financial institutions per prescribed regulatory requirements.

Year Ended December 31 (Dollars in Millions)

Net charge-offs	
Less: Notable items <sup>(a)</sup>	
Net charge-offs, excluding notable items <sup>(1)</sup>	
Average loan balances <sup>(2)</sup>	

Net charge-off ratio, excluding notable items<sup>(1)/(2)</sup>

(a) Notable items for the year ended December 31, 2023 included \$309 million of net charge-offs related to balance sheet repositioning and capital management actions and \$91 million of net charge-offs related to the uncollectible amount of acquired MUB loans, which were considered purchased MUB acquired loans as well as \$189 million of net charge-offs related to balance sheet repositioning and capital management actions.

At December 31 (Dollars in Millions, Except Per Share Data) At December 31 (Dollars in Millions, Except Per Share Data) 2023 2022 Percent Change At Dec

Common equity

Goodwill (net of deferred tax liability)<sup>(a)</sup>

Goodwill (net of deferred tax liability) <sup>(a)</sup>							
Goodwill (net of deferred tax liability) <sup>(a)</sup>							
Intangible assets (net of deferred tax liability), other than mortgage servicing rights							
Intangible assets (net of deferred tax liability), other than mortgage servicing rights							
Intangible assets (net of deferred tax liability), other than mortgage servicing rights							
Tangible common equity <sup>(1)</sup>							
Tangible common equity <sup>(1)</sup>							
Tangible common equity <sup>(1)</sup>							
Common shares outstanding <sup>(2)</sup>							
Common shares outstanding <sup>(2)</sup>							
Common shares outstanding <sup>(2)</sup>							
Tangible book value per common share <sup>(1)(2)</sup>							
Tangible book value per common share <sup>(1)(2)</sup>							
Tangible book value per common share <sup>(1)(2)</sup>	\$ 22.30	\$ 19.45	14.7	14.7 %	\$		

(a) Includes goodwill related to certain investments in unconsolidated financial institutions per prescribed regulatory requirements.

### Accounting Changes

conformity with GAAP requires n

Note 2 of the Notes to Consolidated Financial Statements discusses accounting standards recently issued but not yet required to be adopted and the expected impact of these changes in accounting standards. To the extent the adoption of new accounting standards materially affects the Company's financial condition or results of operations, the impacts are discussed in the applicable section(s) of the Management's Discussion and Analysis and the Notes to Consolidated Financial Statements.

### Critical Accounting Policies

The accounting and reporting policies of the Company comply with accounting principles generally accepted in the United States and conform to general practices within the banking industry. The preparation of financial statements in

to make estimates and assumptions. The Company's financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding the Company's financial statements. Critical accounting policies are those policies management believes are the most important to the portrayal of the Company's financial condition and results, and require management to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by management to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical in the preparation of financial statements. These factors include, among other things, whether the estimates are significant to the financial statements, the nature of the estimates, the ability to readily validate the estimates with other information (including third-party

sources or available prices), sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be utilized under GAAP.

Management has discussed the development and the selection of critical accounting policies with the Company's Audit Committee.

Significant accounting policies are discussed in Note 1 of the Notes to Consolidated Financial Statements. Those policies considered to be critical accounting policies are described below.

**Allowance for Credit Losses** Management's evaluation of the appropriate allowance for credit losses is often the most critical of all the accounting estimates for a banking institution. It is an inherently subjective process impacted by many factors as discussed throughout the Management's Discussion and Analysis section of the Annual Report.

The methods utilized to estimate the allowance for credit losses, key assumptions and quantitative and qualitative information considered by management in determining the appropriate allowance for credit losses at December 31, 2023 December 31, 2024 are discussed in the "Credit Risk Management" section. Although methodologies utilized to determine each element of the allowance reflect management's assessment of credit risk, imprecision exists in these measurement tools due in part to subjective judgments involved and an inherent lag in the data available to quantify current conditions and events that affect credit loss reserve estimates.

Given the many quantitative variables and subjective factors affecting the credit portfolio, changes in the allowance for credit losses may not directly coincide with changes in risk ratings or delinquency status within loan and lease portfolios. This is in part due to the timing of the risk rating process in relation to changes in the business cycle, the exposure and mix of loans within risk rating categories, levels of nonperforming loans and the timing of charge-offs and expected recoveries. The allowance for credit losses measures the expected loss content on the remaining portfolio exposure, while nonperforming loans and net charge-offs are measures of specific impairment events that have already been confirmed. Therefore, the degree of change in the forward-looking expected loss in the allowance may differ from the level of changes in nonperforming loans and net charge-offs. Management maintains an appropriate allowance for credit losses by updating allowance rates to reflect changes in expected losses, including expected changes in economic or business cycle conditions. Some factors considered in determining the appropriate allowance for credit losses are more readily quantifiable while other factors require extensive qualitative judgment in determining the overall level of the allowance for credit losses.

The Company considers a range of economic scenarios in its determination of the allowance for credit losses. These scenarios are constructed with interrelated projections of multiple economic variables, and loss estimates are produced that consider the historical correlation of those economic variables with credit losses, and also the expectation that conditions will eventually normalize over the longer run. Scenarios worse than the Company's expected outcome at December 31, 2023 December 31, 2024 include risks of later than expected cuts in the federal funds rate, persisting inflationary pressures, continued elevated

inflationary pressures, continually supply shortages, changing fiscal bank failures, which could all pre Under the range of economic \$2.3 \$2.0 billion. This range reflected as of December 31, 2023 alternative economic scenarios. I

Because several quantitative necessarily reflect the nature and adverse changes in the economy in the risk rating or loss rates. Given currently assigned are appropriate that could be significant to the Company further information.

**Fair Value Estimates** A portion of the value recorded either through earnings in the United States. These include MLHFS. The estimation of fair value is important for certain other assets in the Notes to Consolidated Financial Statements.

Fair value is generally defined as the price that would be received from selling an asset or given to a liability between parties, other than in a forced or other transaction, estimated using models employing market data where possible. While the degree of judgment in this circumstance is limited, the

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based on management's judgment regarding the value that market participants would assign to the asset or liability. This valuation process takes into consideration factors such as

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market illiquidity. Imprecision in estimating these factors can impact the amount recorded on the balance sheet for a particular asset or liability with related impacts to earnings or other comprehensive income (loss).

assets or other liabilities on the C

When available, trading and available-for-sale securities are valued based on quoted market prices. However, certain securities are traded less actively and, therefore, quoted market prices may not be available. The determination of fair value may require benchmarking to similar instruments or performing a discounted cash flow analysis using estimates of future cash flows and prepayment, interest and default rates. For more information on investment securities, refer to Note 54 of the Notes to Consolidated Financial Statements.

As few derivative contracts are listed on an exchange, the majority of the Company's derivative positions are valued using valuation techniques that use readily observable market inputs. Certain derivatives, however, must be valued using techniques that include unobservable inputs. For these instruments, the significant assumptions must be estimated and, therefore, are subject to judgment. Note 2019 of the Notes to Consolidated Financial Statements provides a summary of the Company's derivative positions.

Refer to Note 2221 of the Notes to Consolidated Financial Statements for additional information regarding estimations of fair value.

**Mortgage Servicing Rights** MSRs are capitalized as separate assets when loans are sold and servicing is retained, or may be purchased from others. The Company records MSRs at fair value. Because MSRs do not trade in an active market with readily observable prices, the Company determines the fair value by estimating the present value of the asset's future cash flows utilizing market-based prepayment rates, option adjusted spread, and other assumptions validated through comparison to trade information, industry surveys and independent third-party valuations. Changes in the fair value of MSRs are recorded in earnings during the period in which they occur. Risks inherent in the valuation of MSRs include higher than expected prepayment rates and/or delayed receipt of cash flows. The Company utilizes derivatives, including interest rate swaps, swaptions, forward commitments to buy TBAs, U.S. Treasury and Eurodollar futures and options on U.S. Treasury futures, to mitigate the valuation risk. Refer to Notes 109 and 2221 of the Notes to Consolidated Financial Statements for additional information on the assumptions used in determining the fair value of MSRs and an analysis of the sensitivity to changes in interest rates of the fair value of the MSRs portfolio and the related derivative instruments used to mitigate the valuation risk.

**Income Taxes** The Company estimates income tax expense based on amounts expected to be owed to the various tax jurisdictions in which it operates, including federal, state and local domestic jurisdictions, and an insignificant amount to foreign jurisdictions. The estimated income tax expense is reported in the Consolidated Statement of Income. Accrued taxes are reported in other

be received from taxing jurisdictions either currently or deferred to future periods. Deferred taxes arise from differences between assets and liabilities measured for financial reporting purposes versus income tax reporting purposes. Deferred tax assets are recognized if, in management's judgment, their realizability is determined to be more likely than not. Uncertain tax positions that meet the more likely than not recognition threshold are measured to determine the amount of benefit to recognize. An uncertain tax position is measured at the largest amount of benefit management believes is more likely than not to be realized upon settlement. In estimating accrued taxes, the Company assesses the relative merits and risks of the appropriate tax treatment considering statutory, judicial and regulatory guidance in the context of the tax position. Because of the complexity of tax laws and regulations, interpretation can be difficult and subject to legal judgment given specific facts and circumstances. It is possible that others, given the same information, may at any point in time reach different reasonable conclusions regarding the estimated amounts of accrued taxes.

Changes in the estimate of accrued taxes occur periodically due to changes in tax rates, interpretations of tax laws, the status of examinations being conducted by various taxing authorities, and newly enacted statutory, judicial and regulatory guidance that impacts the relative merits and risks of tax positions. These changes, when they occur, affect accrued taxes and can be significant to the operating results of the Company. Refer to Note 1918 of the Notes to Consolidated Financial Statements for additional information regarding income taxes.

### Controls and Procedures

Under the supervision and with the participation of the Company's management, including its principal executive officer and principal financial officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon this evaluation, the principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

During the most recently completed fiscal quarter, there was no change made in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

The annual report of the Company's management on internal control over financial reporting is provided on page 6462. The audit report of Ernst & Young LLP, the Company's independent accountants, regarding the Company's internal control over financial reporting is provided on page 6563.

## Report of Management

Responsibility for the financial statements and other information presented throughout this Annual Report rests with the management of U.S. Bancorp. The Company believes the consolidated financial statement substance of transactions based on the circumstances and management's best estimates and judgment.

In meeting its responsibilities for the reliability of the financial statements, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting as defined. Internal control is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of publicly filed financial statements in accordance with accounting principles generally accepted in the United States.

To test compliance, the Company carries out an extensive audit program. This program includes a review for compliance with written policies and procedures and a comprehensive review of the adequacy and effectiveness of internal control. Management has recognized that there are limits inherent in all systems of internal control, and, therefore, errors and irregularities may nevertheless occur. Projection of any evaluation of effectiveness to future periods are subject to the policies or procedures may deteriorate.

The Board of Directors of the Company has an Audit Committee composed of directors who are independent of U.S. Bancorp. The Audit Committee meets periodically with management, the internal auditors and the external auditors to review the results of the audit and other matters.

Management assessed the effectiveness of the Company's system of internal control over financial reporting as of December 31, 2023 December 31, 2024. In making this assessment, management used the Integrated Framework (2013 framework). Based on its assessment and those criteria, management believes the Company maintained effective internal control over financial reporting as of December 31, 2024.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2023 December 31, 2024 has been audited by Ernst & Young LLP, an independent registered public accounting firm.

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## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of U.S. Bancorp

### Opinion on Internal Control Over Financial Reporting

We have audited U.S. Bancorp's internal control over financial reporting as of December 31, 2023 December 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). U.S. Bancorp (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023 December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 December 31, 2024, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023 December 31, 2024, and the related notes and our report dated February 20, 2024 February 21, 2025 is included in this Annual Report.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws.

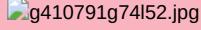
We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting exists.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control over financial reporting, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

A 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors; and (3) provide reasonable assurance regarding prevention or detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Minneapolis, Minnesota

February 20, 2024 21, 2025

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of U.S. Bancorp

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of U.S. Bancorp (the Company) as of December 31, 2023 December 31, 2024 and 2022, 2023, the related consolidated statements of income, and cash flows for each of the three years in the period ended December 31, 2023 December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and its cash flows for each of the three years in the period ended December 31, 2023 December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023 December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and its cash flows for each of the three years in the period ended December 31, 2023 December 31, 2024, in conformity with U.S. generally accepted accounting principles.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the existence and the amounts and descriptions of the financial statement items, and performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinion.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the existence and the amounts and descriptions of the financial statement items, and performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and the challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, accounts or disclosures to which it relates.

**Description of the Matter**

**Allowance for Credit Losses**

The Company's loan and lease portfolio and the associated allowance for credit losses (ACL), were \$373.8 billion \$379.8 billion and \$7.8 billion \$7 billion for the year ended December 31, 2023 December 31, 2024. As discussed in Notes 1 and 6 to the financial statements, the ACL is established by utilizing forward-looking expected loss models. When determining expected losses, the Company uses multiple probability weighted economic losses over the remaining asset lives. Model estimates are adjusted to consider any relevant changes in portfolio composition, lending policies, under the model. Additionally, management may adjust the ACL for other qualitative factors such as model imprecision, imprecision in economic scenario segments, or changes in portfolio concentrations.

Auditing management's ACL estimate and related provision for credit losses was complex due to the highly judgmental nature of the probability we

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**How We Addressed the Matter in Our Audit**

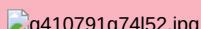
We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's process for establishing controls over the alternative economic scenarios and implementation of forward-looking economic these scenarios and the probability weights assigned to them; 2) evaluated assumptions used in the models, and management's output assessment and related adjustments; 3) adjustments to reflect management's consideration

With the support of specialists, we assessed the economic scenarios and related probability weights by, among other procedures, evaluating management's considered the results of various sensitivity analyses and analytical procedures, including comparison of a sample of the key economic variables to alter

With respect to expected loss models, with the support of specialists, we evaluated model calculation design and reperformed the calculation for a sample of inputs to internal and external sources. As to model adjustments, with the support of specialists, we evaluated management's estimate method recalculated a sample of model adjustments and tested internal and external data used by agreeing a sample of inputs to internal and external sources

Regarding the completeness of qualitative factors identified and incorporated into measuring the ACL, with the support of specialists, we evaluated the changes in the environment impacting specific portfolio segments and portfolio concentrations. We also evaluated and tested internal and external data

We evaluated the overall ACL amount, including model estimates and adjustments, qualitative factors adjustments, and whether the recorded ACL approach historical loss statistics, peer-bank information, subsequent events and transactions and considered whether they corroborate or contradict the Company's forecasted assumptions and related probability weights as well as identification and measurement of adjustments to model estimates and qualitative factors



We have served as the Company's auditor since 2003.

Minneapolis, Minnesota  
February 20, 2024 21, 2025

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## **U.S. Bancorp** **Consolidated Balance Sheet**

At December 31 (Dollars in Millions)

**Assets**

At

<b>Assets</b>	
<b>Assets</b>	
Cash and due from banks	In
Investment securities	
Held-to-maturity (fair value \$74,088 and \$77,874, respectively)	
Available-for-sale (\$338 and \$858 pledged as collateral, respectively) <sup>(a)</sup>	
Loans held for sale (including \$2,011 and \$1,849 of mortgage loans carried at fair value, respectively)	
Held-to-maturity (fair value \$66,275 and \$74,088, respectively)	
Available-for-sale (\$320 and \$338 pledged as collateral, respectively) <sup>(a)</sup>	
Loans held for sale (including \$2,251 and \$2,011 of mortgage loans carried at fair value, respectively)	
Loans	Lo
Commercial	
Commercial real estate	
Residential mortgages	
Credit card	
Other retail	
Total loans	
Less allowance for loan losses	
Net loans	
Premises and equipment	
Goodwill	
Other intangible assets	
Other assets (including \$3,548 and \$702 of trading securities at fair value pledged as collateral, respectively) <sup>(a)</sup>	
Other assets (including \$7,501 and \$3,548 of trading securities at fair value pledged as collateral, respectively) <sup>(a)</sup>	
Total assets	
<b>Liabilities and Shareholders' Equity</b>	
<b>Liabilities and Shareholders' Equity</b>	
<b>Liabilities and Shareholders' Equity</b>	
Deposits	De
Noninterest-bearing	
Interest-bearing (including \$2,818 of time deposits carried at fair value at December 31, 2023)	
Interest-bearing (including \$5,754 and \$2,818 of time deposits carried at fair value, respectively)	
Total deposits	
Short-term borrowings	
Long-term debt	
Other liabilities	
Total liabilities	
Shareholders' equity	St
Preferred stock	
Common stock, par value \$0.01 a share — authorized: 4,000,000,000 shares; issued: 2023 and 2022—2,125,725,742 shares	
Common stock, \$0.01 par value per share, authorized: 4,000,000,000 shares; issued: 2024 and 2023 —2,125,725,742 shares	
Capital surplus	
Retained earnings	
Less cost of common stock in treasury: 2023 — 567,732,687 shares; 2022 — 594,747,484 shares	
Less cost of common stock in treasury: 2024 — 565,929,654 shares; 2023 — 567,732,687 shares	
Accumulated other comprehensive income (loss)	
Total U.S. Bancorp shareholders' equity	
Noncontrolling interests	
Total equity	
<b>Total liabilities and equity</b>	

(a) Includes only collateral pledged by the Company where counterparties have the right to sell or pledge the collateral.  
See Notes to Consolidated Financial Statements.

## **U.S. Bancorp**

### **Consolidated Statement of Income**

Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)

#### **Interest Income**

Loans  
Loans held for sale  
Investment securities  
Other interest income  
Total interest income

#### **Interest Expense**

Deposits  
Short-term borrowings  
Long-term debt  
Total interest expense  
Net interest income  
Provision for credit losses  
Net interest income after provision for credit losses

#### **Noninterest Income**

Card revenue  
Corporate payment products revenue  
Merchant processing services  
Trust and investment management fees  
Service charges  
Commercial products revenue  
Mortgage banking revenue  
Investment products fees  
Securities gains (losses), net  
Other  
Total noninterest income

#### **Noninterest Expense**

Compensation and employee benefits  
Net occupancy and equipment  
Professional services  
Marketing and business development  
Technology and communications  
Other intangibles  
Merger and integration charges  
Other  
Total noninterest expense  
Income before income taxes  
Applicable income taxes  
Net income  
Net (income) loss attributable to noncontrolling interests  
Net income attributable to U.S. Bancorp  
Net income applicable to U.S. Bancorp common shareholders  
Earnings per common share

Diluted earnings per common share  
Average common shares outstanding  
Average diluted common shares outstanding

See Notes to Consolidated Financial Statements.

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## **U.S. Bancorp** **Consolidated Statement of Comprehensive Income**

Year Ended December 31 (Dollars in Millions)

Net income

### **Other Comprehensive Income (Loss)**

Changes in unrealized gains (losses) on investment securities available-for-sale  
Changes in unrealized gains (losses) on derivative hedges  
Changes in debit valuation adjustments  
Foreign currency translation  
Changes in unrealized gains (losses) on retirement plans  
Reclassification to earnings of realized (gains) losses  
Income taxes related to other comprehensive income (loss)

Total other comprehensive income (loss)

Comprehensive income (loss)

Comprehensive (income) loss attributable to noncontrolling interests

Comprehensive income (loss) attributable to U.S. Bancorp

See Notes to Consolidated Financial Statements.

## **U.S. Bancorp** **Consolidated Statement of Income**

Year Ended December 31 (Dollars and Shares in Millions, Except Per Share Data)

### **Interest Income**

Loans  
Loans held for sale  
Investment securities  
Other interest income  
Total interest income

### **Interest Expense**

Deposits  
Short-term borrowings  
Long-term debt  
Total interest expense

Net interest income  
Provision for credit losses  
Net interest income after provision for credit losses

**Noninterest Income**

Card revenue  
Corporate payment products revenue  
Merchant processing services  
Trust and investment management fees  
Service charges  
Commercial products revenue  
Mortgage banking revenue  
Investment products fees  
Securities gains (losses), net  
Other  
Total noninterest income

**Noninterest Expense**

Compensation and employee benefits  
Net occupancy and equipment  
Professional services  
Marketing and business development  
Technology and communications  
Other intangibles  
Merger and integration charges  
Other  
Total noninterest expense

Income before income taxes  
Applicable income taxes  
Net income  
Net (income) loss attributable to noncontrolling interests  
Net income attributable to U.S. Bancorp  
Net income applicable to U.S. Bancorp common shareholders  
Earnings per common share  
Diluted earnings per common share  
Average common shares outstanding  
Average diluted common shares outstanding

See Notes to Consolidated Financial Statements.

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## **U.S. Bancorp** **Consolidated Statement of Comprehensive Income**

Year Ended December 31 (Dollars in Millions)

Net income

**Other Comprehensive Income (Loss)**

Changes in unrealized gains (losses) on investment securities available-for-sale  
Changes in unrealized gains (losses) on derivative hedges

Foreign currency translation  
 Changes in unrealized gains (losses) on retirement plans  
 Reclassification to earnings of realized (gains) losses  
 Income taxes related to other comprehensive income (loss)  
 Total other comprehensive income (loss)  
 Comprehensive income (loss)  
 Comprehensive (income) loss attributable to noncontrolling interests  
 Comprehensive income (loss) attributable to U.S. Bancorp

See Notes to Consolidated Financial Statements.

## U.S. Bancorp Consolidated Statement of Shareholders' Equity

(Dollars and Shares in Millions, Except Per Share Data)

(Dollars and Shares in Millions, Except Per Share Data)

(Dollars and Shares in Millions, Except Per Share Data)	Common							Accumulated Other Comprehensive Income (Loss)	Shareholders' Equity	Total U.S. Bancorp Noncontrolling Interests	Total				
	Shares	Preferred	Common	Capital	Retained Earnings	Treasury Stock									
	Outstanding	Stock	Stock	Surplus											
<b>Balance December 31, 2020</b>															
<b>Balance December 31, 2021</b>															
Net income (loss)															
Other comprehensive income (loss)															
Preferred stock dividends <sup>(a)</sup>															
Common stock dividends (\$1.76 per share)															
Common stock dividends (\$1.88 per share)															
Issuance of preferred stock															
Call and redemption of preferred stock															
Issuance of common and treasury stock															
Issuance of common and treasury stock															
Issuance of common and treasury stock															
Purchase of treasury stock															
Distributions to noncontrolling interests															
Purchase of noncontrolling interests															
Net other changes in noncontrolling interests															
Stock option and restricted stock grants															
<b>Balance December 31, 2021</b>															
Net income (loss)															
Other comprehensive income (loss)															
Preferred stock dividends <sup>(a)</sup>															
Common stock dividends (\$1.88 per share)															
Issuance of preferred stock															
Issuance of common and treasury stock															
Purchase of treasury stock															
Distributions to noncontrolling interests															
Net other changes in noncontrolling interests															
Net other changes in noncontrolling interests															

Stock option and restricted stock grants
<b>Balance December 31, 2022</b>
Change in accounting principle <sup>(c)</sup>
Change in accounting principle <sup>(b)</sup>
Net income (loss)
Other comprehensive income (loss)
Preferred stock dividends <sup>(d)</sup>
Preferred stock dividends <sup>(c)</sup>
Common stock dividends (\$1.93 per share)
Issuance of common and treasury stock
Issuance of common and treasury stock
Issuance of common and treasury stock
Purchase of treasury stock
Distributions to noncontrolling interests
Net other changes in noncontrolling interests
Stock option and restricted stock grants
<b>Balance December 31, 2023</b>
Net income (loss)
Net income (loss)
Net income (loss)
Other comprehensive income (loss)
Preferred stock dividends <sup>(d)</sup>
Common stock dividends (\$1.98 per share)
Issuance of common and treasury stock
Purchase of treasury stock
Distributions to noncontrolling interests
Net other changes in noncontrolling interests
Stock option and restricted stock grants
<b>Balance December 31, 2024</b>

(a) Reflects dividends declared per share on the Company's Series A, Series B, Series F, Series I, Series J, Series K, Series L, Series M, and Series N Non-Cumulative Perpetual Preferred Stock of \$3,548.61, \$887.153, \$1,625.00, \$232.953, \$1,325.00, \$1,375.00, \$937.50, \$952.778, \$202.98, respectively.

(b) Reflects dividends declared per share on the Company's Series A, Series B, Series J, Series K, Series L, Series M, Series N, and Series O Non-Cumulative Perpetual Preferred Stock of \$3,965.458, \$962.487, \$1,325.00, \$1,375.00, \$937.50, \$1,000.00, \$925.00, and \$1,050.00, respectively.

(c) (b) Effective January 1, 2023, the Company adopted accounting guidance which removed the separate recognition and measurement of troubled debt restructurings. Upon adoption, the Company reduced its allowance for credit losses and increased retained earnings net of deferred taxes to \$1,125.00, respectively.

(d) (c) Reflects dividends declared per share on the Company's Series A, Series B, Series J, Series K, Series L, Series M, Series N, and Series O Non-Cumulative Perpetual Preferred Stock of \$6,439.904, \$1,503.518, \$1,325.00, \$1,375.00, \$937.50, \$1,000.00, \$925.00, and \$1,125.00, respectively.

(d) Reflects dividends declared per share on the Company's Series A, Series B, Series J, Series K, Series L, Series M, Series N and Series O Non-Cumulative Perpetual Preferred Stock of \$6,537.806, \$1,527.702, \$1,325.00, \$1,375.00, \$937.50, \$1,000.00, \$925.00, and \$1,125.00, respectively.

See Notes to Consolidated Financial Statements.

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## U.S. Bancorp Consolidated Statement of Cash Flows

Year Ended December 31 (Dollars in Millions)

Year Ended December 31 (Dollars in Millions)

2023 2024

### Operating Activities

#### Operating Activities

#### Operating Activities

Net income attributable to U.S. Bancorp

Net income attributable to U.S. Bancorp

Net income attributable to U.S. Bancorp

Adjustments to reconcile net income to net cash provided by operating activities

Adjustments to reconcile net income to net cash provided by operating activities

Provision for credit losses

Depreciation and amortization of premises and equipment
Amortization of intangibles
(Gain) loss on sale of loans held for sale
(Gain) loss on sale of securities and other assets
Loans originated for sale, net of repayments
Proceeds from sales of loans held for sale
Other, net
Net cash provided by operating activities
<b>Investing Activities</b>
Proceeds from sales of available-for-sale investment securities
Proceeds from sales of available-for-sale investment securities
Proceeds from sales of available-for-sale investment securities
Proceeds from maturities of held-to-maturity investment securities
Proceeds from maturities of available-for-sale investment securities
Purchases of held-to-maturity investment securities
Purchases of available-for-sale investment securities
Net decrease (increase) in loans outstanding
Net (increase) decrease in loans outstanding
Proceeds from sales of loans
Purchases of loans
Net (increase) decrease in securities purchased under agreements to resell
Net cash (paid for) received from acquisitions
Other, net
Net cash provided by (used in) investing activities
Net cash (used in) provided by investing activities
<b>Financing Activities</b>
Net (decrease) increase in deposits
Net (decrease) increase in deposits
Net (decrease) increase in deposits
Net (decrease) increase in short-term borrowings
Net increase (decrease) in deposits
Net increase (decrease) in deposits
Net increase (decrease) in deposits
Net increase (decrease) in short-term borrowings
Proceeds from issuance of long-term debt
Principal payments or redemption of long-term debt
Proceeds from issuance of preferred stock
Proceeds from issuance of common stock
Repurchase of preferred stock
Repurchase of common stock
Cash dividends paid on preferred stock
Cash dividends paid on common stock
Purchase of noncontrolling interests
Net cash (used in) provided by financing activities
Other, net
Other, net
Other, net
Net cash provided by (used in) financing activities
Change in cash and due from banks
Cash and due from banks at beginning of period
Cash and due from banks at end of period

**Supplemental Cash Flow Disclosures****Supplemental Cash Flow Disclosures****Supplemental Cash Flow Disclosures**

Cash paid for income taxes

Cash paid for income taxes

Cash paid for income taxes

Cash paid for interest

Noncash transfer of available-for-sale investment securities to held-to-maturity

Net noncash transfers to foreclosed property

Acquisitions

Assets (sold) acquired

Assets (sold) acquired

Assets (sold) acquired

Liabilities sold (assumed)

Assets acquired (sold)

Assets acquired (sold)

Assets acquired (sold)

Liabilities (assumed) sold

Net

See Notes to Consolidated Financial Statements.

## Notes to Consolidated Financial Statements

**NOTE 1 Significant Accounting Policies**

U.S. Bancorp is a financial services holding company headquartered in Minneapolis, Minnesota, serving millions of local, national and global customers. U.S. Bancorp and its subsidiaries (the "Company") provide a full range of financial services, including lending and depository services through banking offices principally in the Midwest and West regions of the United States, through online services, over mobile devices and through other distribution channels. The Company also engages in credit card, merchant, and ATM processing, mortgage banking, cash management, capital markets, insurance, trust and investment management, brokerage, and leasing activities, principally in domestic markets.

**Basis of Presentation** The consolidated financial statements include the accounts of the Company and its subsidiaries and all VIEs for which the Company has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and the obligation to absorb losses or right to receive benefits of the VIE that could potentially be significant to the VIE. Consolidation eliminates intercompany accounts and transactions. Certain items in prior periods have been reclassified to conform to the current period presentation.

**Uses of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual experience could differ from those estimates and assumptions.

### Securities

Realized gains or losses on securities are determined on a trade date basis based on the specific amortized cost of the investments sold.

**Trading Securities** Securities held for resale are classified as trading securities and are included in other assets and reported at fair value. Changes in fair value and realized gains or losses are reported in noninterest income.

**Available-for-sale Securities** Debt securities that are not trading securities but may be sold before maturity in response to changes in the Company's interest rate risk profile, funding needs, demand for collateralized deposits by public entities or other reasons, are carried at fair value with unrealized net gains or losses reported within other comprehensive income (loss). Declines in fair value related to credit, if any, are recorded through the establishment of an allowance for credit losses.

**Held-to-maturity Securities** Debt securities for which the Company has the positive intent and ability to hold to maturity are reported at historical cost adjusted for amortization of premiums and accretion of discounts.

Expected credit losses, if any, are

**Securities Purchased Under A**  
agreements to resell and securiti  
payable recorded at the amounts  
and additional collateral is receiv

### Equity Investments

Equity investments in entities wh  
control the entity, are accounted  
where the Company's ownership  
method are accounted for at fair  
readily determinable, in which ca  
similar instruments of the investe  
evaluated for impairment at least

### Loans

The Company offers a broad arra  
documents a systematic method  
and consumer lending. The Com  
characteristics. The two classes  
within the consumer lending seg

**Originated Loans Held for Inv**  
unearned interest income and de  
as earned. Loan and committme

are deferred and recognized over the life of the loan and/or commitment period as yield adjustments.

**Purchased Loans** All purchased loans are recorded at fair value at the date of purchase and those acquired on or after January 1, 2020 are divided into those considered PCD and those not considered PCD. An allowance for credit losses is established for each population and considers product mix, risk characteristics of the portfolio, delinquency status and refreshed loan-to-value ratios when possible. The allowance established for purchased loans not considered PCD is recognized through provision expense upon acquisition, whereas the allowance established for loans considered PCD at acquisition is offset by an increase in the basis of the acquired loans. Any subsequent increases and decreases in the allowance related to purchased loans, regardless of PCD status, are recognized through provision expense, with charge-offs charged to the allowance.

**Commitments to Extend Credit** Unfunded commitments for residential mortgage loans intended to be held for sale are considered derivatives and recorded in other assets and other liabilities on the Consolidated Balance Sheet at fair value with changes in fair value recorded in noninterest income. All other unfunded loan commitments are not considered derivatives and are not reported on the Consolidated Balance Sheet. Reserves for credit exposure on all other unfunded credit commitments are recorded in other liabilities.

**Allowance for Credit Losses** The allowance for credit losses is established for current expected credit losses on the Company's loan and lease portfolio, including unfunded credit commitments. The allowance considers expected losses for the remaining lives of the applicable assets, inclusive of expected recoveries. The allowance for credit losses is increased through provisions charged to earnings and reduced by net charge-offs. Management evaluates the appropriateness of the allowance for credit losses on a quarterly basis.

Multiple economic scenarios are considered over a three-year reasonable and supportable forecast period, which includes increasing consideration of historical loss experience over years two and three. These economic scenarios are constructed with interrelated projections of multiple economic variables, and loss estimates are produced that consider the historical correlation of those economic variables with credit losses. After the forecast period, the Company fully reverts to long-term historical loss experience, adjusted for prepayments and characteristics of the current loan and lease portfolio, to estimate losses over the remaining life of the portfolio. The economic scenarios are updated at least quarterly and are designed to provide a range of reasonable estimates, from both better to and worse than current expectations. Scenarios are weighted based on the Company's expectation of economic conditions for the foreseeable future and reflect significant judgment and consideration of economic forecast uncertainty. Final loss estimates also consider factors affecting credit losses not reflected in the scenarios, due to the unique aspects of current conditions and

The allowance recorded for credit losses utilizes forward-looking expected loss models to consider a variety of factors affecting lifetime credit losses. These factors include, but are not limited to, macroeconomic variables such as unemployment rates, real estate prices, gross domestic product levels, inflation, interest rates and corporate bonds spreads, as well as loan and borrower characteristics, such as internal risk ratings on commercial loans and consumer credit scores, delinquency status, collateral type and available valuation information, consideration of end-of-term losses on lease residuals, and the remaining term of the loan, adjusted for expected prepayments. For each loan portfolio, including those loans modified under various loan modification programs, model estimates are adjusted as necessary to consider any relevant changes in portfolio composition, lending policies, underwriting standards, risk management practices, economic conditions or other factors that would affect the accuracy of the model. Expected credit loss estimates also include consideration of expected cash recoveries on loans previously charged-off or expected recoveries on collateral dependent loans where recovery is expected through sale of the collateral at fair value less selling costs. Where loans do not exhibit similar risk characteristics, an individual analysis is performed to consider expected credit losses. The allowance recorded For loans and leases that do not share similar risk characteristics with a pool of loans, the Company establishes individually assessed reserves. Reserves for individually evaluated individual commercial nonperforming loans greater than \$5 million in the commercial lending segment is based on an analysis are analyzed utilizing expected cash flows discounted using the original effective interest rate, the observable market price of the loan, or the fair value of the collateral, less selling costs, for collateral-dependent loans as appropriate. For smaller commercial loans collectively evaluated for impairment, historical loss experience is also incorporated into the allowance methodology applied to this category of loans.

The Company's methodology for determining the appropriate allowance for credit losses also considers the imprecision inherent in the methodologies used and allocated to the various loan portfolios. As a result, amounts determined under the methodologies described above are adjusted by management to consider the potential impact of other qualitative factors not captured in the quantitative model adjustments which include, but are not limited to, the following: model imprecision, imprecision in economic scenario assumptions, and emerging risks related to either changes in the environment that are affecting specific portfolios, or changes in portfolio concentrations over time that may affect model performance. The consideration of these items results in adjustments to allowance amounts included in the Company's allowance for credit losses for each loan portfolio.

The Company also assesses the credit risk associated with off-balance sheet loan commitments, letters of credit, investment securities and derivatives. Credit risk associated with derivatives is reflected in the fair values

expectations. These factors may

recorded for those positions. The liability for off-balance sheet credit exposure related to loan commitments and other credit guarantees is included in other liabilities. Because business processes and credit risks associated with unfunded credit commitments are essentially the same as for loans, the Company utilizes similar processes to estimate its liability for unfunded credit commitments.

The results of the analysis are evaluated quarterly to confirm the estimates are appropriate for each specific loan portfolio, as well as the entire loan portfolio, as the entire allowance for credit losses is available for the entire loan portfolio.

**Credit Quality** The credit quality of the Company's loan portfolios is assessed as a function of net credit losses, levels of nonperforming assets and delinquencies, and credit quality ratings as defined by the Company.

For all loan portfolio classes, loans are considered past due based on the number of days delinquent except for monthly amortizing loans which are classified delinquent based upon the number of contractually required payments not made (for example, two missed payments is considered 30 days delinquent). When a loan is placed on nonaccrual status, unpaid accrued interest is reversed, reducing interest income in the current period.

Commercial lending segment loans are generally placed on nonaccrual status when the collection of principal and interest has become 90 days past due or is otherwise considered doubtful. Commercial lending segment loans are generally fully charged down if unsecured by collateral or partially charged down to the fair value of the collateral securing the loan, less costs to sell, when the loan is placed on nonaccrual.

Consumer lending segment loans are generally charged-off at a specific number of days or payments past due. Residential mortgages and other retail loans secured by 1-4 family properties are generally charged down to the fair value of the collateral securing the loan, less costs to sell, at 180 days past due. Residential mortgage loans and lines in a first lien position are placed on nonaccrual status in instances where a partial charge-off occurs unless the loan is well secured and in the process of collection. Residential mortgage loans and lines in a junior lien position secured by 1-4 family properties are placed on nonaccrual status at 120 days past due or when they are behind a first lien that has become 180 days or greater past due or placed on nonaccrual status. Any secured consumer lending segment loan whose borrower has had debt discharged through bankruptcy, for which the loan amount exceeds the fair value of the collateral, is charged down to the fair value of the related collateral and the remaining balance is placed on nonaccrual status. Credit card loans continue to accrue interest until the account is charged-off. Credit cards are charged-off at 180 days past due. Other retail loans not secured by 1-4 family properties are charged-off at 120 days past due; and revolving consumer lines are charged-off at 180 days past due. Similar to credit cards, other retail loans are generally not placed on nonaccrual status because of the relative short period of time to charge-off.

Certain retail customers having financial difficulties may have the terms of their credit card

believed to be collectible. In certain circumstances, loans in any class may be restored to accrual status, such as when a loan has demonstrated sustained repayment performance or no amounts are past due and prospects for future payment are no longer in doubt; or when the loan becomes well secured and is in the process of collection. Loans where there has been a partial charge-off may be returned to accrual status if all principal and interest (including amounts previously charged-off) is expected to be collected and the loan is current.

The Company classifies its loan portfolio classes using internal credit quality ratings on a quarterly basis. These ratings include pass, special mention and classified, and are an important part of the Company's overall credit risk management process and evaluation of the allowance for credit losses. Loans with a pass rating represent those loans not classified on the Company's rating scale for problem credits, as minimal credit risk has been identified. Special mention loans are those loans that have a potential weakness deserving management's close attention. Classified loans are those loans where a well-defined weakness has been identified that may put full collection of contractual cash flows at risk. It is possible that others, given the same information, may reach different reasonable conclusions regarding the credit quality rating classification of specific loans.

**Loan Modifications** In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience difficulties in the near-term. The Company recognizes interest on modified loans if full collection of contractual principal and interest is expected. The effects of modifications on credit loss expectations, such as improved payment capacity, longer expected lives and other factors, are considered when measuring the allowance for credit losses. Modification performance, including redefault rates and how these compare to historical losses, are also considered. Modifications generally do not result in significant changes to the Company's allowance for credit losses.

For the commercial lending segment, modifications generally result in the Company working with borrowers on a case-by-case basis. Commercial and commercial real estate modifications generally include extensions of the maturity date and may be accompanied by an increase or decrease to the interest rate. In addition, the Company may work with the borrower in identifying other changes that mitigate loss to the Company, which may include additional collateral or guarantees to support the loan. To a lesser

and other loan agreements modified. For all loan classes, interest is accrued on nonaccrual and are recognized on the remaining carrying amount of the

extent, the Company may provide an interest rate reduction.

Modifications for the consumer lending segment are generally part of programs the Company has initiated. The Company modifies residential mortgage loans under Federal Housing Administration, United States Department of Veterans Affairs, or its own internal programs. Under these programs, the Company offers qualifying homeowners the opportunity to permanently modify their loan and achieve more affordable monthly payments. These modifications may include adjustments to interest rates, conversion of adjustable rates to fixed rates, extension of maturity dates or deferrals of payments, capitalization of

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accrued interest and/or outstanding advances, or in limited situations, partial forgiveness of loan principal. In most **some** instances, participation in residential mortgage loan restructuring **modification** programs requires the customer to complete a short-term trial period. A permanent loan modification is contingent on the customer successfully completing the trial period arrangement, and the loan documents are not modified until that time.

Credit card and other retail loan modifications are generally part of distinct modification programs providing customers experiencing financial difficulty with modifications whereby balances may be amortized up to 60 months, and generally include waiver of fees and reduced interest rates.

**Leases** The Company, as a lessor, originates retail and commercial leases either directly to the consumer or indirectly through dealer networks. Retail leases, primarily automobiles, have terms up to 5 years. Commercial leases may include high dollar assets such as aircraft or lower cost items such as office equipment. At lease inception, retail lease customers may be provided with an end-of-term purchase option, which is based on the contractual residual value of the automobile at the expiration of the lease. Automobile leases do not typically contain options to extend or terminate the lease.

Equipment leases may contain various types of purchase options. Some option amounts are a stated value, while others are determined using the fair market value at the time of option exercise.

Residual values on leased assets are reviewed regularly for impairment. Residual valuations for retail leases are based on independent assessments of expected used automobile sale prices at the end of the lease term. Impairment tests are conducted based on these valuations considering the probability of the lessee returning the asset to the Company, re-marketing efforts, insurance coverage and ancillary fees and costs. Valuations for commercial leases are based upon external or internal management appraisals. The Company manages its risk to changes in the residual value of leased vehicles, office and business equipment, and other assets through disciplined residual valuation setting at the inception of a lease, diversification of its leased assets, regular residual asset valuation reviews and monitoring of residual value gains or losses upon the disposition of assets. Retail lease residual value risk is mitigated further by the purchase of residual value insurance coverage and effective end-of-term marketing of off-lease vehicles.

Company's leases do not include significant variable lease payments.

Certain of the Company's real estate leases include options to extend. Lease extension options are generally exercisable at market rates. Such option **Option** periods do not provide a significant incentive, and their exercise is not reasonably certain. Accordingly, **that** the Company does not generally recognize payments occurring during option periods **is reasonably certain that it will exercise are included** in the calculation of its ROU assets and lease liabilities.

**Other Real Estate** OREO is included in other assets, and is property acquired through foreclosure or other proceedings on defaulted loans. OREO is initially recorded at fair value, less estimated selling costs. The fair value of OREO is evaluated regularly and any decreases in value along with holding costs, such as taxes and insurance, are reported in noninterest expense.

### Loans Held For Sale

Loans held for sale ("LHFS") represent mortgage loans intended to be sold in the secondary market and other loans that management has an active plan to sell. LHFS are carried at the lower-of-cost-or-fair value as determined on an aggregate basis by type of loan with the exception of loans for which the Company has elected fair value accounting, which are carried at fair value. Any writedowns to fair value upon the transfer of loans to LHFS are reflected in loan charge-offs.

Where an election is made to carry the LHFS at fair value, any change in fair value is recognized in noninterest income. Where an election is made to carry LHFS at lower-of-cost-or-fair value, any further decreases are recognized in noninterest income and increases in fair value above the loan cost basis are not recognized until the loans are sold. Fair value elections are made at the time of origination or purchase based on the Company's fair value election policy. The Company has elected fair value accounting for substantially all its MLHFS.

### Derivative Financial Instruments

In the ordinary course of business, the Company enters into derivative transactions to manage various risks and to accommodate the business requirements of its customers. Derivative instruments are reported in other assets or other liabilities at fair value. Changes in a derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met.

The Company, as lessee, leases corporate locations, and, to a lesser extent, records a lease liability and a corresponding right-of-use asset for its lease contracts as a single lease agreement. The Company's lease contracts have a similar term as the period over which the Company uses the leased asset.

All derivative instruments that qualify and are designated for hedge accounting are recorded at fair value and classified as either a hedge of the fair value of a recognized asset or liability ("fair value hedge"); a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedge"); or a hedge of the volatility of a net investment in foreign operations driven by changes in foreign currency exchange rates ("net investment hedge"). Changes in the fair value of a derivative that is highly effective and designated as a fair value hedge, and the offsetting changes in the fair value of the hedged item, are recorded in earnings. Changes in the fair value of a derivative that is

highly effective and designated as a cash flow hedge are recorded in other comprehensive income (loss) until cash flows of the hedged item are realized. Changes in the fair value of net investment hedges that are highly effective are recorded in other comprehensive income (loss). The Company performs an assessment, at inception and, at a minimum, quarterly thereafter, to determine the effectiveness of the derivative in offsetting changes in the value or cash flows of the hedged item(s).

If a derivative designated as a cash flow hedge is terminated or ceases to be highly effective, the gain or loss in other comprehensive income (loss) is amortized to earnings over the period the forecasted hedged transactions impact earnings. If a hedged forecasted transaction is no longer probable, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately, unless the forecasted transaction is at least reasonably possible of occurring, whereby the amounts remain within other comprehensive income (loss).

## Revenue Recognition

In the ordinary course of business, the Company recognizes income derived from various revenue generating activities. Certain revenues are generated from contracts where they are recognized when, or as services or products are transferred to customers for amounts the Company expects to be entitled. Revenue generating activities related to financial assets and liabilities are also recognized, including mortgage servicing fees, loan commitment fees, foreign currency remeasurements, and gains and losses on securities, equity investments and unconsolidated subsidiaries. Certain specific policies include the following:

**Card Revenue** Card revenue includes interchange from credit, debit and stored-value cards processed through card association networks, annual fees, and other transaction and account management fees. Interchange rates are generally set by the card associations and based on purchase volumes and other factors. The Company records interchange as services are provided. Transaction and account management fees are recognized as services are provided, except for annual fees which are recognized over the applicable period. Costs for rewards programs and certain payments to partners and card associations are also recorded within card revenue when services are

and other transaction and account management fees charged to merchants for the electronic processing of card association network transactions, less interchange paid to the card-issuing bank, card association assessments, and revenue sharing amounts. All of these are recognized at the time the merchant's services are performed. The Company may enter into revenue sharing agreements with referral partners or in connection with purchases of merchant contracts from sellers. The revenue sharing amounts are determined primarily on sales volume processed or revenue generated for a particular group of merchants. Merchant processing revenue also includes revenues related to point-of-sale equipment recorded as sales when the equipment is shipped or as earned for equipment rentals. The Company records merchant processing services revenue within the Payment Services line of business. **business segment**.

**Trust and Investment Management Fees** Trust and investment management fees are recognized over the period in which services are performed and are based on a percentage of the fair value of the assets under management or administration, fixed based on account type, or transaction-based fees. Services provided to clients include trustee, transfer agent, custodian, fiscal agent, escrow, fund accounting and administration services. Services provided to mutual funds may include selling, distribution and marketing services. Trust and investment management fees are predominately recorded within the Wealth, Corporate, Commercial and Institutional Banking line of business. **business segment**.

**Service Charges** Service charges include fees received on deposit accounts under depository agreements with customers to provide access to deposited funds, serve as a custodian of funds, and when applicable, pay interest on deposits. Checking or savings accounts may contain fees for various services used on a day-to-day basis by a customer. Fees are recognized as services are delivered to and consumed by the customer, or as fees are charged. Service charges also include revenue generated from ATM transaction processing and settlement services which is recognized at the time the services are performed. Certain payments to partners and card associations related to ATM processing services are also recorded within service

provided. The Company predominately

**Corporate Payment Products** Financial products are provided through card association networks. Certain payment services are provided. Corporate payment

**Merchant Processing Services**

charges as services are provided. Further, revenue generated from treasury management services are included in service charges and include fees for a broad range of products and services that enable customers to manage their cash more efficiently. These products and services include cash and investment management, receivables management, disbursement services, funds transfer services, and information reporting. Treasury management revenue is recognized as products and services are provided to customers. The Company reflects a discount calculated on monthly average collected customer balances. Service charges are reported primarily within the Wealth, Corporate, Commercial and Institutional Banking, and Consumer and Business Banking lines of business. **business segments.**

**Commercial Products Revenue** Commercial products revenue primarily includes revenue related to ancillary services provided to Wealth, Corporate, Commercial and

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Institutional Banking, and Consumer and Business Banking customers, including underwriting fees, standby letter of credit fees, non-yield related loan fees, capital markets related loan and syndication fees, and revenue recognized on customer-related derivatives and sales of direct financing leases, and loan and syndication fees. Sales of direct financing leases are recognized at the point of sale. In addition, the leases. The Company may lead charges underwriting fees when leading or participate participating with a group of underwriters in raising investment capital on behalf of securities issuers and charge underwriting fees. **issuers.** These fees are recognized at securities issuance. The Company, in its role as lead underwriter, arranges deal structuring and use of outside vendors for the underwriting group. The Company recognizes only those fees and expenses related to its underwriting commitment. Sales of direct financing leases are recognized at point of sale.

**Mortgage Banking Revenue** Mortgage banking revenue includes revenue derived from mortgages originated and subsequently sold, generally with servicing retained. The primary components include: gains and losses on mortgage sales; servicing revenue; changes in fair value for mortgage loans originated with the intent to sell and measured at fair value under the fair value option; changes in fair value for derivative commitments to purchase and originate mortgage loans; changes in the fair value of MSRs; and the impact of risk management activities associated with the mortgage origination pipeline, funded loans and MSRs. Net interest income from mortgage loans is recorded in interest income. Refer to Other Significant Policies in Note 1, as well as Note 10 9 and Note 22 21 for a further discussion of MSRs. Mortgage banking revenue is reported within the Consumer and Business Banking line of business. **business segment.**

**Investment Products Fees** Investment products fees include commissions related to the execution of requested security trades, distribution fees from sale of mutual funds, and investment advisory fees. Commissions and investment advisory fees are recognized as services are delivered to and utilized by the customer. Distribution fees are received over time, are dependent on the consumer maintaining their mutual fund asset position and the value of such position. These revenues are estimated and recognized at the point a significant reversal of revenue becomes remote.

impairment, if any, includes assessing whether the carrying value of a reporting unit exceeds its fair value. Other intangible assets are recorded at their fair value upon completion of a business acquisition or certain other transactions, and generally represent **include core deposits benefits and the value of customer contracts or relationships.** Other intangible assets are amortized over their estimated useful lives, using straight-line and accelerated methods and are reviewed for impairment when indicators of impairment are present. Determining the amount of other intangible asset impairment, if any, includes assessing the present value of the estimated future cash flows associated with the intangible asset and comparing it to the carrying amount of the asset.

**Income Taxes** Deferred taxes are recorded to reflect the tax consequences on future years of differences between the tax basis of assets and liabilities and their financial reporting carrying amounts. The Company uses the deferral method of accounting on investments that generate investment tax credits. Under this method, the investment tax credits are recognized as a reduction to the related asset. For investments in qualified affordable housing projects and certain other tax-advantaged investments, the Company presents the expense in tax expense rather than noninterest expense.

**Mortgage Servicing Rights** MSRs are capitalized as separate assets when loans are sold and servicing is retained or if they are purchased from others. MSRs are recorded at fair value. The Company determines the fair value by estimating the present value of the asset's future cash flows utilizing market-based prepayment rates, option adjusted spread, and other assumptions validated through comparison to trade information, industry surveys and independent third-party valuations. Changes in the fair value of MSRs are recorded in earnings as mortgage banking revenue during the period in which they occur.

Investment products fees are pre segment.

**Other Noninterest Income** Other method investments, gains on sales across all lines of business. **business**

**Other Significant Policies**

**Goodwill and Other Intangible Assets** acquired. Goodwill is not amortized and the impairment test may be required based on its carrying amount. Determining

**Pensions** For purposes of its pension plans, the Company utilizes its fiscal year-end as the measurement date. At the measurement date, plan assets are determined based on fair value, generally representing observable market prices or the net asset value provided by the funds' trustee or administrator. The actuarial cost method used to compute the pension liabilities and related expense is the projected unit credit method. The projected benefit obligation is principally determined based on the present value of projected benefit distributions at an assumed discount rate. The discount rate utilized is based on the investment yield of high quality corporate bonds available in the marketplace with maturities equal to projected cash flows of future benefit payments as of the measurement date. Periodic pension expense (or income) includes service costs, interest costs based on the assumed discount rate, the expected return on plan assets based on an actuarially derived market-related value and amortization of actuarial gains and losses. Service cost is included in compensation and employee benefits expense on the Consolidated Statement of Income, with all other components of periodic pension expense included in other noninterest expense on the Consolidated Statement of Income.

## Pension accounting

reflects the long-term nature of benefit obligations and the investment horizon of plan assets, and can have the effect of reducing earnings volatility related to short-term changes in interest rates and market valuations. Actuarial gains and losses include the impact of plan amendments and various unrecognized gains and losses which are deferred, and to the extent exceed 10 percent of the greater of the projected benefit obligation or the market-related value of plan assets, are amortized over the future service periods of active employees or the remaining life expectancies of inactive participants. The market-related value utilized to determine the expected return on plan assets is based on fair value adjusted for the difference between expected returns and actual performance of plan assets. The unrealized difference between actual experience and expected returns is included in expense over a period of approximately 15 years for active employees and approximately 30 years for inactive participants. The overfunded or underfunded status of each plan is recorded as an asset or liability on the Consolidated Balance Sheet, with changes in that status recognized through other comprehensive income (loss).

**Premises and Equipment** Premises and equipment are stated at cost less accumulated depreciation and depreciated primarily on a straight-line basis over the estimated life of the assets. Estimated useful lives range up to 40 years for newly constructed buildings and from 3 to 25 years for furniture and equipment.

The Company, as lessee, records an ROU asset for each lease with an original term greater than 12 months. ROU assets are included in premises and equipment, with the corresponding lease liabilities included in long-term debt and other liabilities.

**Capitalized Software** The Company capitalizes certain costs associated with the acquisition or development of

adjustment to tax expense, depending on the market price of the Company's common stock at that time.

**Per Share Calculations** Earnings per common share is calculated using the two-class method under which earnings are allocated to common shareholders and holders of participating securities. Unvested stock-based compensation awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities under the two-class method. Net income applicable to U.S. Bancorp common shareholders is then divided by the weighted-average number of common shares outstanding to determine earnings per common share. Diluted earnings per common share is calculated by adjusting income and outstanding shares, assuming conversion of all potentially dilutive securities, [securities](#).

## Accounting Changes

**Reference Interest Rate Transition** In March 2020, the Financial Accounting Standards Board ("FASB") issued accounting guidance providing to ease the financial reporting burdens related to the market transition from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates. The guidance provided temporary optional expedients and exceptions to the guidance in United States generally accepted accounting principles on contract modifications and hedge accounting, to ease the financial reporting burdens related to the expected market transition from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates. Under the guidance, a company can elect not to apply certain modification accounting requirements to contracts affected by reference rate transition, if certain criteria are met. A company that makes this election would not be required to remeasure the contracts at the modification date or reassess a previous accounting determination. This guidance also permits a company to elect various optional expedients that would allow it to continue applying hedge accounting for hedging relationships affected by reference rate transition, if certain criteria are met. The guidance is was effective upon issuance and generally can could be applied through December 31, 2024. The Company is applying certain optional expedients and exceptions for cash flow hedges and will continue to evaluate these for eligible contract modifications and hedging relationships.

**Fair Value Hedging – Portfolio Layer Method** Effective January 1, 2023, the Company adopted accounting guidance, issued by the FASB in March 2022, related to fair value hedge accounting of portfolios of financial assets. This guidance permits a company to designate multiple hedging relationships on a single closed portfolio, resulting in a larger portion of the interest rate risk associated with such a portfolio being eligible to be hedged. The guidance also expands the scope of the method to include non-prepayable financial assets and clarifies other technical questions from the original accounting guidance. The adoption of this guidance is **not material** to the Company's financial statements.

**Financial Instruments – Troubled Debt Restructurings and Vintage Disclosures** Effective January 1, 2023, the Company adopted accounting guidance on a modified retrospective basis, issued by the FASB in March 2022.

internal-use software. Once the software has reached the end of its useful life and reviewed for impairment, it is no longer used.

**Stock-Based Compensation** Tl  
purchase common stock of the C  
to the fair value of the shares at  
compensation for awards is reco  
compensation cost of awards to  
compensation reflects estimated  
recorded that represents an estir  
cancelled, expire, or restrictions

related to the recognition and measurement of TDRs by creditors. This guidance removes the separate recognition and measurement requirements for TDRs by replacing them with a requirement for a company to apply existing accounting guidance to determine whether a modification results in a new loan or a continuation of an existing loan. This guidance also replaces existing TDR disclosures with similar but more expansive disclosures for certain modifications of receivables made to borrowers experiencing financial difficulty. Further, this guidance also requires companies to disclose current-period gross write-offs by year of origination for financing receivables. The adoption of this guidance is not material to the Company's financial statements.

**Accounting for Tax Credit Investments Using the Proportional Amortization Method** Effective January 1, 2023, the Company adopted accounting guidance on a modified retrospective basis, issued by the FASB in March 2023, related to the accounting for tax credit investments. This guidance allows the Company to elect to account for tax credit investments using the proportional amortization method on a program-by-program basis if certain conditions are met, regardless of the program from which the income tax credits are received. The adoption of this guidance was not material to the Company's financial statements.

**Income Taxes – Improvements**  
reporting periods beginning after reconciliation disclosures and ad basis, with an option to apply it

**Segment Reporting – Improvements**  
accounting guidance on a retrospective reporting periods beginning after expenses and other segment items currently were previously only reflected in financial statements. The Company

#### NOTE 3

#### Business Combinations

**MUFG Union Bank Acquisition** On December 1, 2022, the Company acquired MUB's core regional banking franchise from MUFG. Pursuant to the terms of the Share Purchase Agreement, the Company acquired all of the issued and outstanding shares of common stock of MUB for a purchase price consisting of \$5.5 billion in cash and approximately 44 million shares of common stock of the Company. Under the terms of the Share Purchase Agreement, the purchase price was based on MUB having a tangible book value of \$6.25 billion at the closing of the acquisition. At the closing of the acquisition, MUB had \$3.5 billion of tangible book value over the \$6.25 billion target, consisting of additional cash. The additional cash received is required to be repaid to MUFG on or prior to the fifth anniversary date of the completion of the purchase, in accordance with the terms of the Share Purchase Agreement. As such, it is recognized as debt at the parent company. During 2023, the Company repaid \$936 million of its debt obligation from the proceeds of the issuance of 24 million shares of common stock of the

Company to an affiliate of MUFG. The acquisition has been accounted for as a business combination. Accordingly, the assets acquired and liabilities assumed from MUB were recorded at fair value as of the acquisition date. The determination of fair value requires management to make estimates about discount rates, future expected cash flows, market conditions and other future events that are highly subjective in nature and subject to change. Fair value estimates related to the assets and liabilities from MUB were subject to adjustment for up to one year after the closing date of the acquisition as additional information became available. The Company merged MUB into USBNA during 2023.

In connection with the transaction, the Company recorded within noninterest expense nonrecurring merger and integration charges of \$1.0 billion and \$329 million during 2023 and 2022, respectively. These expenses were primarily comprised of personnel, legal, advisory and technology related costs.

The following table includes the fair value of consideration transferred and the fair value of the identifiable tangible and intangible assets and liabilities from MUB:

December 1, 2022 (Dollars in Millions)		
<b>Acquisition consideration</b>		
Cash	\$	5,500
Market value of shares of common stock		2,014
Total consideration transferred at acquisition close date		7,514
Discounted liability to MUFG <sup>(a)</sup>		2,944
Total	\$	10,458
<b>Fair Value of MUB assets and liabilities</b>		
<b>Assets</b>		

Cash and due from banks	\$ 17,754
Investment securities	22,725
Loans held for sale	2,220
Loans	53,395
Less allowance for loan losses	(463)
Net loans	52,932
Premises and equipment	646
Other intangible assets (excluding goodwill)	2,808
Other assets	4,764
Total assets	\$ 103,849
<b>Liabilities</b>	
Deposits	\$ 86,110
Short-term borrowings	4,777
Long-term debt	2,584
Other liabilities	2,243
Total liabilities	95,714
Less: Net assets	\$ 8,135
Goodwill	\$ 2,323

(a) Represents \$3.5 billion of noninterest-bearing additional cash held by MUB upon close of the acquisition to be delivered to MUFG on or prior to December 1, 2027, discounted at the Company's 5-year unsecured borrowing rate as of the acquisition date, per authoritative accounting guidance.

Goodwill of \$2.3 billion recorded in connection with the transaction resulted from the reputation, operating model and expertise of MUB. The amount of goodwill recorded reflects the increased market share and related synergies that are expected to result from the acquisition, and represents the excess purchase price over the estimated fair value of the net assets from MUB. The goodwill was allocated to the Company's business segments and is not deductible for income tax purposes. Refer to Note 11 for the

amount of goodwill allocated to each business segment in connection with the transaction.

During 2023, the Company completed the divestiture of three MUB branches to HomeStreet Bank, a wholly owned subsidiary of HomeStreet, Inc., to satisfy regulatory requirements related to the acquisition. There were approximately \$400 million in deposits and \$22 million in loans divested as part of this transaction.

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The following table includes the fair value and unpaid principal balance of the loans from the MUB acquisition:

December 1, 2022 (Dollars in Millions)	Unpaid Principal Balance	Fair Value
Commercial	\$ 11,771	\$ 11,366
Commercial real estate	14,397	13,737
Residential mortgages	28,256	26,247
Credit card	299	212
Other retail	1,397	1,370
Total loans	\$ 56,120	\$ 52,932

Other intangible assets from the MUB acquisition, as of December 1, 2022, consisted of the following:

(Dollars in Millions)	Weighted-Average	Estimated Life	Amortization Method	Fair Value
Mortgage servicing rights	—	—	(a) \$	147
Core deposit benefits	10 years	Accelerated		2,635
Other	11 years	Accelerated		26
Total other intangible assets (excluding goodwill)			\$	2,808

(a) Mortgage servicing rights are recorded at fair value and are not amortized.

## Valuation Methodologies

The methods used to determine the fair values of the significant assets acquired and liabilities assumed as part of the MUB acquisition are described below.

**Cash and Due from Banks** The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets.

**Investment Securities** Fair value estimates for the investment securities were determined by using quoted market prices for identical securities in active markets when available. For certain securities where quoted market prices were not readily available, the Company utilized a third-party pricing service. The third-party pricing service used a variety of methods that incorporated relevant market data to arrive at an estimate of what a buyer in the marketplace would have paid for these securities under current market conditions. These methods included the use of quoted prices for similar securities, inactive transaction prices and broker quotes, as well as discounted cash flow methodologies.

**Loans Held for Sale** Fair value estimates for loans held for sale were valued based on quoted market prices, where available, and by comparison to instruments with similar collateral and risk profiles.

**Loans** Fair value estimates for loans were based on discounted cash flow methodologies that considered credit loss and prepayment expectations, market interest rates

and other market factors, such as liquidity, from the perspective of a market participant. Loan cash flows were generated on an individual loan basis. The probability of default, loss given default, exposure at default and prepayment assumptions were the key factors in determining expected credit losses which were embedded into the estimated cash flows.

**Core Deposit Benefits** This intangible asset represents the economic benefit created by certain client deposit relationships by way of favorable funding relative to alternative sources. The fair value was estimated utilizing the after-tax cost savings method of the income approach. Appropriate consideration was given to deposit costs including cost of funds, net maintenance costs or servicing costs, client retention and alternative funding source costs at the time of acquisition. The discount rate used was derived taking into account the estimated cost of equity, risk-free return rate and risk premium for the market and specific risk related to the asset's cash flows.

**Other Assets** Included in other assets are tax-advantaged investments promoting affordable housing. The fair value of these investments was estimated based on the value of the expected future benefits.

**Deposits and Borrowed Funds** The fair values for deposits, short-term borrowings and long-term debt were estimated by discounting contractual cash flows using current market rates for instruments with similar maturities.

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The following table presents financial results of MUB included in the Consolidated Statement of Income from the date of acquisition through December 31, 2022.

(Dollars in Millions)	One Month Ended December 31, 2022	
Net interest income	\$	255
Noninterest income		(38) <sup>(a)</sup>
Net income (loss)		(562)

(a) Includes realized losses on investment securities sold.

The following table presents unaudited pro forma results as if the acquisition of MUB by the Company occurred on January 1, 2021 and includes the impact of amortizing and accreting certain estimated purchase accounting adjustments such as intangible assets as well as fair value adjustments to investment securities, loans, deposits and long-term debt. The pro forma information does not necessarily reflect the results that would have occurred had the Company acquired MUB on January 1, 2021.

Year Ended December 31 (Dollars in Millions)	2022	2021
Net interest income	\$ 17,541	\$ 14,958
Noninterest income	10,068	11,071
Net income	7,184	7,187

The Company initially measures the amortized cost of a PCD loan by adding the acquisition date estimate of expected credit losses to the loan's purchase price. The allowance for credit losses for PCD loans of \$463 million was established through an adjustment to the MUB loan balance reflected in the related purchase accounting mark. Non-PCD loans and PCD loans had a fair value of \$48.5 billion and \$4.4 billion, respectively, at the acquisition date

with unpaid principal balances of \$51.0 billion and \$5.1 billion, respectively. In accordance with authoritative accounting guidance, there was no carryover of the allowance for credit losses that had been previously recorded by MUB. Subsequent to acquisition, the Company recorded an allowance for credit losses primarily on non-PCD loans of \$662 million through an increase to the provision for credit losses in 2022.

The following table provides information about the determination of the purchase price of PCD loans at the acquisition date:

December 1, 2022 (Dollars in Millions)

Principal balance	\$ 5,097
Allowance for credit losses at acquisition	(463)
Non-credit discount	(213)
Purchase price	\$ 4,421

**NOTE 4** Restrictions on Cash and Due from Banks

Banking regulators require bank subsidiaries to maintain minimum average reserve balances, either in the form of vault cash or reserve balances held with central banks or other financial institutions. The amount of required reserve balances were approximately \$53 million at both December 31, 2024 and \$45 million at December 31, 2023 and 2022, respectively. The Company

held balances at central banks and other financial institutions of \$48.4 billion and \$49.5 billion at December 31, 2024 and \$41.6 billion at December 31, 2023 and 2022, respectively, to meet these requirements and for other purposes. These balances are included in cash and due from banks on the Consolidated Balance Sheet.

**NOTE 5** Investment Securities

The Company's held-to-maturity investment securities are carried at historical cost, adjusted for amortization of premiums and accretion of discounts. The Company's available-for-sale investment securities are carried at fair

value with unrealized net gains or losses reported within accumulated other comprehensive income (loss) in shareholders' equity.

The amortized cost, gross unrealized holding gains and losses, and fair value of held-to-maturity and available-for-sale investment securities at December 31 were as follows:

	2023				2022				2024				2023			
	(Dollars in Millions)		Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	(Dollars in Millions)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	(Dollars in Millions)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	Held-to-maturity	Available-for-sale														
<b>Held-to-maturity</b>																
U.S. Treasury and agencies																
U.S. Treasury and agencies																
U.S. Treasury and agencies																
Mortgage-backed securities																
Residential agency																
Residential agency																
Residential agency																
Commercial agency																
Other																
Total held-to-maturity																
<b>Available-for-sale</b>																

Available-for-Sale			
U.S. Treasury and agencies			
U.S. Treasury and agencies			
U.S. Treasury and agencies			
Mortgage-backed securities	Mortgage-backed securities		
backed securities			
Residential agency			
Commercial Agency			
Agency			
Agency			
Non-agency			
Asset-backed securities			
Obligations of state and political subdivisions			
Other			
Total available-for-sale, excluding portfolio level basis adjustments			
Portfolio level basis adjustments (a)			
Total available-for-sale			

(a) Represents fair value hedge basis adjustments related to active portfolio layer method hedges of available-for-sale investment securities, which are not allocated to individual securities in the portfolio. For additional information, refer to Note 20, 19.

Investment securities with a fair value of \$18.8 billion at December 31, 2024, and \$20.5 billion at December 31, 2023, and \$15.3 billion at December 31, 2022, were pledged to secure public, private and trust deposits, repurchase agreements and for other purposes required by contractual obligation or law. Included in these amounts were securities where the Company and certain

counterparties have agreements arrangements had a fair value of

The following table provides information about the amount of interest income from taxable and non-taxable investment securities:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023	2024
Taxable			
Non-taxable			
Total interest income from investment securities			

The following table provides information about the amount of gross gains and losses realized through the sales of available-for-sale investment securities:

Realized gains  
Realized losses  
Net realized gains (losses)

## Income tax expense (benefit) on net realized gains (losses)

The Company conducts a regular assessment of its available-for-sale investment securities with unrealized losses to determine whether all or some portion of a security's unrealized loss is related to credit and an allowance for credit losses is necessary. If the Company intends to sell or it is more likely than not the Company will be required to sell an investment security, the amortized cost of the security is written down to fair value. When evaluating credit losses, the Company considers various factors such as the nature of the investment security, the credit ratings or financial condition of the issuer, the extent

of the unrealized loss, expected

collateral, the existence of any government or agency guarantees, and market conditions. The Company measures the allowance for credit losses using market information where available and discounting the cash flows at the original effective rate of the investment security. The allowance for credit losses is adjusted each period through earnings and can be subsequently recovered. The allowance for credit losses on the Company's available-for-sale investment securities was immaterial at December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023.

At December 31, 2023 December 31, 2024, certain investment securities had a fair value below amortized cost. The following table shows the gross unrealized losses excluding portfolio level basis adjustment by investment category and length of time the individual investment securities have been in continuous unrealized loss positions, at December 31, 2023 December 31, 2024:

	(Dollars in Millions)	(Dollars in Millions)	Less Than 12 Months		Less Than 12 Months		12 Months or Greater		(Dollars in Millions)
			Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
U.S. Treasury and agencies									
Mortgage-backed securities									
Residential agency									
Residential agency									
Residential agency									
Commercial									
Agency									
Agency									
Agency									
Non-agency									
Asset-backed securities									
Obligations of state and political subdivisions									
Other									
<b>Total investment securities</b>									

These unrealized losses primarily relate to changes in interest rates and market spreads subsequent to purchase of these available-for-sale investment securities. U.S. Treasury and agencies securities and agency mortgage-backed securities are issued, guaranteed or otherwise supported by the United States government. The Company's obligations of state and political subdivisions are generally high grade. Accordingly, the Company does not consider these unrealized losses to be credit-related and an allowance for credit losses is not necessary. In general, the issuers of the investment securities are contractually prohibited from prepayment at less than par, and the Company did not pay significant purchase premiums for these investment securities. At December 31, 2023 December 31, 2024, the Company had no plans to sell investment securities with

unrealized losses, and believes

likely than not it would not be required to sell such investment securities before recovery of their amortized cost.

During the years ended December 31, 2023 December 31, 2024 and 2022, 2023, the Company did not purchase any investment securities that had more-than-insignificant credit deterioration.

Predominantly all of the Company's held-to-maturity investment securities are U.S. Treasury and agencies securities and highly rated agency mortgage-backed securities that are guaranteed or otherwise supported by the United States government and have no history of credit losses. Accordingly the Company does not expect to incur any credit losses on held-to-maturity investment securities and has no allowance for credit losses recorded for these securities.

The following table provides information about the amortized cost, fair value and yield by maturity date of the investment securities outstanding at December 31, 2023 December 31, 2024:

	(Dollars in Millions)	(Dollars in Millions)	Amortized Cost	Fair Value	Maturity in Years	Weighted-Average Yield
						Average

<b>Held-to-maturity</b>							
<b>Held-to-maturity</b>							
<b>Held-to-maturity</b>							
U.S. Treasury and Agencies							
U.S. Treasury and Agencies							
U.S. Treasury and Agencies							
<b>Held-to-Maturity</b>							
<b>Held-to-Maturity</b>							
<b>Held-to-Maturity</b>							
U.S. Treasury and agencies							
U.S. Treasury and agencies							
U.S. Treasury and agencies							
Maturing in one year or less							
Maturing in one year or less							
Maturing in one year or less							
Maturing after one year through five years							
Maturing after five years through ten years							
Maturing after ten years							
Total	Total						
		\$ 1,345	\$ 1,310	2.3	2.3		2.85 %
<b>Mortgage-Backed Securities<sup>(a)</sup></b>							
<b>Mortgage-backed securities<sup>(a)</sup></b>							
Maturing in one year or less							
Maturing in one year or less							
Maturing in one year or less							
Maturing after one year through five years							
Maturing after five years through ten years							
Maturing after ten years							
Total	Total						
		\$ 82,692	\$ 72,770	8.8	8.8		2.21 %
Other							
Maturing in one year or less							
Maturing in one year or less							
Maturing in one year or less							
Maturing after one year through five years							
Maturing after five years through ten years							
Maturing after ten years							
Total	Total						
		\$ 8	\$ 8	2.8	2.8		2.56 %
<b>Total held-to-maturity<sup>(b)</sup></b>	<b>Total held-to-maturity<sup>(b)</sup></b>						
		\$ 84,045	\$ 74,088	8.7	8.7		2.22 %
<b>Available-for-sale</b>							
U.S. Treasury and Agencies							
U.S. Treasury and Agencies							
U.S. Treasury and Agencies							
<b>Available-for-Sale</b>							
U.S. Treasury and agencies							
U.S. Treasury and agencies							
U.S. Treasury and agencies							
Maturing in one year or less							
Maturing in one year or less							
Maturing in one year or less							
Maturing after one year through five years							
Maturing after five years through ten years							
Maturing after ten years							
\$ 9	\$ 9	0.3	0.3				5.28 %

Total	Total	\$ 21,768	\$ 19,542	5.9	5.9	2.19 %
<b>Mortgage-Backed Securities<sup>(a)</sup></b>						
<b>Mortgage-backed securities<sup>(a)</sup></b>						
Maturing in one year or less						
Maturing in one year or less						
Maturing in one year or less		\$ 83	\$ 81	0.8	0.8	2.26 %
Maturing after one year through five years						
Maturing after five years through ten years						
Maturing after ten years						
Total	Total	\$ 36,895	\$ 33,427	6.3	6.3	3.09 %
<b>Asset-Backed Securities<sup>(a)</sup></b>						
<b>Asset-backed securities<sup>(a)</sup></b>						
Maturing in one year or less						
Maturing in one year or less						
Maturing in one year or less		\$ —	\$ —	—	—	— %
Maturing after one year through five years						
Maturing after five years through ten years						
Maturing after ten years						
Total	Total	\$ 6,713	\$ 6,724	2.2	2.2	5.33 %
<b>Obligations of State and Political Subdivisions<sup>(c) (d)</sup></b>						
<b>Obligations of state and political subdivisions<sup>(c) (d)</sup></b>						
Maturing in one year or less						
Maturing in one year or less						
Maturing in one year or less		\$ 225	\$ 225	0.4	0.4	5.52 %
Maturing after one year through five years						
Maturing after five years through ten years						
Maturing after ten years						
Total	Total	\$ 10,867	\$ 9,989	9.9	9.9	3.75 %
<b>Other</b>						
Maturing in one year or less						
Maturing in one year or less						
Maturing in one year or less		\$ —	\$ —	—	—	— %
Maturing after one year through five years						
Maturing after five years through ten years						
Maturing after ten years						
Total	Total	\$ 24	\$ 24	1.7	1.7	4.51 %
<b>Total available-for-sale<sup>(e) (f)</sup></b>		\$ 76,267	\$ 69,706	6.3	6.3	3.12 %
<b>Total available-for-sale<sup>(b) (f)</sup></b>		\$ 92,780	\$ 85,992	6.8	6.8	3.67

(a) Information related to asset and mortgage-backed securities included above is presented based upon weighted-average maturities that take into account anticipated future prepayments.

(b) The weighted-average maturity of total held-to-maturity investment securities was **9.2** 8.7 years at **December 31, 2022** December 31, 2023, with a corresponding weighted-average yield of **2.18** 2.22 percent. The weighted-average maturity of total available-for-sale investment securities was

(c) Information related to obligations of state and political subdivisions is presented based upon yield to first optional call date if the security is purchased at a premium, and yield to maturity if the security is purchased at par or a discount.

(d) Maturity calculations for obligations of state and political subdivisions are based on the first optional call date for securities with a fair value above par and the contractual maturity date for securities with a fair value equal to or below par.

(e) Weighted-average yields for obligations of state and political subdivisions are presented on a fully-taxable equivalent basis based on a federal income tax rate of 21 percent. Yields on investment securities are computed based on amortized cost balances, excluding any premiums or discounts.

(f) Amortized cost excludes portfolio level basis adjustments of **\$335 million** \$13 million.

**NOTE 6****Loans and Allowance for Credit Losses**

The composition of the loan portfolio at December 31, by class and underlying specific portfolio type, was as follows:

(Dollars in Millions)	(Dollars in Millions)
<b>Commercial</b>	
Commercial	
Commercial	
Commercial	
Lease financing	
Total commercial	
<b>Commercial Real Estate</b>	
Commercial mortgages	
Commercial mortgages	
Commercial mortgages	
Construction and development	
Total commercial real estate	
<b>Residential Mortgages</b>	
Residential mortgages	
Residential mortgages	
Residential mortgages	
Home equity loans, first liens	
Total residential mortgages	
<b>Credit Card</b>	
<b>Other Retail</b>	
Retail leasing	
Retail leasing	
Retail leasing	
Home equity and second mortgages	
Revolving credit	
Installment	
Automobile	
Total other retail	
Total loans	

The Company had loans of \$127.6 billion at December 31, 2024, and \$123.1 billion at December 31, 2023, and \$134.6 billion at December 31, 2022, pledged at the Federal Home Loan Bank, and loans of \$85.1 billion at December 31, 2024, and \$82.8 billion at December 31, 2023, and \$85.8 billion at December 31, 2022, pledged at the Federal Reserve Bank.

The Company offers a broad array of lending products to consumer and commercial customers, in various industries, across several geographical locations, predominately in the states in which it has Consumer and Business Banking offices. Collateral for commercial and commercial real estate loans may include marketable securities, accounts receivable, inventory, equipment, real estate, or the related property.

Originated loans are reported at the principal amount outstanding, net of unearned interest and deferred fees and costs, and any partial charge-offs recorded. Purchased loans are recorded at fair value at the date of purchase. Net unearned interest and deferred fees and costs on originated loans and unamortized premiums and discounts on

on purchased loans amounted to \$127.6 billion at December 31, 2024. The Company evaluates purchased loans using specific accounting guidance. Purchased loans are recorded at fair value at the date of purchase. Net unearned interest and deferred fees and costs on originated loans and unamortized premiums and discounts on

**Allowance for Credit Losses** The Company uses an allowance for credit losses to provide for potential losses in the portfolio, including unfunded credit facilities and expected recoveries. The allowance is

Activity in the allowance for credit losses by portfolio class was as follows:

(Dollars in Millions)	(Dollars in Millions)	Commercial	Commercial Real Estate	Residential Mortgages	Credit	Other	Total
<b>Balance at December 31, 2023</b>							

Add	
Provision for credit losses	
Provision for credit losses	
Provision for credit losses	
Deduct	
Loans charged-off	
Loans charged-off	
Loans charged-off	
Less recoveries of loans charged-off	
Net loan charge-offs (recoveries)	
<b>Balance at December 31, 2024</b>	
<b>Balance at December 31, 2024</b>	
<b>Balance at December 31, 2024</b>	
<hr/> <b>Balance at December 31, 2022</b>	
Add	
Change in accounting principle <sup>(a)</sup>	
Change in accounting principle <sup>(a)</sup>	
Change in accounting principle <sup>(a)</sup>	
Allowance for acquired credit losses <sup>(b)</sup>	
Provision for credit losses	
Deduct	
Loans charged-off	
Loans charged-off	
Loans charged-off	
Less recoveries of loans charged-off	
Net loan charge-offs (recoveries)	
<b>Balance at December 31, 2023</b>	
<b>Balance at December 31, 2023</b>	
<b>Balance at December 31, 2023</b>	
<b>Balance at December 31, 2021</b>	
Add	
Allowance for acquired credit losses <sup>(b)</sup>	
Allowance for acquired credit losses <sup>(b)</sup>	
Allowance for acquired credit losses <sup>(b)</sup>	
Provision for credit losses <sup>(c)</sup>	
Deduct	
Loans charged-off <sup>(d)</sup>	
Loans charged-off <sup>(d)</sup>	
Loans charged-off <sup>(d)</sup>	
Less recoveries of loans charged-off	
Net loan charge-offs (recoveries)	
Other Changes	
<b>Balance at December 31, 2022</b>	
<b>Balance at December 31, 2020</b>	
Add	
Provision for credit losses	
Provision for credit losses	
Provision for credit losses	
Deduct	
Loans charged-off	
Loans charged-off	

Loans charged-off  
 Less recoveries of loans charged-off  
 Net loan charge-offs (recoveries)  
**Balance at December 31, 2021**  
**Balance at December 31, 2021**  
**Balance at December 31, 2021**

(a) Effective January 1, 2023, the Company adopted accounting guidance which removed the separate recognition and measurement of troubled debt restructurings.

(b) Represents allowance for credit deteriorated and charged-off loans acquired from MUB.

(c) Includes \$662 million of provision for credit losses related to the acquisition of MUB.

(d) Includes \$179 million of total charge-offs primarily on loans previously charged-off by MUB, which were written up upon acquisition to unpaid principal balance as required by purchase accounting.

The increase in the allowance for credit losses from **December 31, 2022** December 31, 2023 to **December 31, 2023** December 31, 2024 was primarily driven by normalizing credit losses, credit card balanc

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The following table provides a summary of loans charged-off during the year ended December 31, 2023, by portfolio class and year of origination: origination for the years ended December 31:

(Dollars in Millions)	(Dollars in Millions)	Commercial	Commercial Real Estate <sup>(a)</sup>	Residential Mortgages <sup>(b)</sup>	Credit Card <sup>(c)</sup>	Other Retail <sup>(d)</sup>	Total Loans (Dollars in Millions)
<b>2024</b>							
Originated in 2024							
Originated in 2024							
Originated in 2024							
Originated in 2023							
Originated in 2022							
Originated in 2021							
Originated in 2020							
Originated prior to 2020							
Revolving							
Total charge-offs							
Total charge-offs							
Total charge-offs							
<b>2023</b>							
Originated in 2023							
Originated in 2023							
Originated in 2023							
Originated in 2023							
Originated in 2022							
Originated in 2021							
Originated in 2020							
Originated in 2019							
Originated prior to 2019							
Revolving							
Revolving converted to term							
Total charge-offs							

Note: Year of origination is based on the origination date of a loan, or for existing loans the date when the maturity date, pricing or commitment amount is amended. Predominantly all current year and near term loan origination years for gross charge-offs relate to existing loans that have had restructured terms.

(a) Includes \$91 million in **2023** charge-offs related to uncollectible amounts on acquired loans.

(b) Includes \$117 million of **2023** charge-offs related to balance sheet repositioning and capital management actions.

(c) Predominantly all credit card loans are considered revolving loans. Includes an immaterial amount of charge-offs related to revolving converted to term loans.

(d) Includes \$192 million of **2023** charge-offs related to balance sheet repositioning and capital management actions.

**Credit Quality** The credit quality of the Company's loan portfolios is assessed as a function of net credit losses, levels of nonperforming assets and delinquencies, and credit quality ratings as defined by the evaluation of the allowance for credit losses.

The following table provides a summary of loans by portfolio class, including the delinquency status of those that continue to accrue interest, and those that are nonperforming:

	Accruing				
(Dollars in Millions)	Current	30-89 Days Past Due	90 Days or More Past Due	Nonperforming <sup>(b)</sup>	Total
<b>December 31, 2023</b>					
<b>December 31, 2024</b>					
Commercial					
Commercial real estate					
Residential mortgages <sup>(a)</sup>					
Credit card					
Other retail					
Total loans					
<b>December 31, 2022</b>					
<b>December 31, 2023</b>					
Commercial					
Commercial					
Commercial					
Commercial real estate					
Residential mortgages <sup>(a)</sup>					
Credit card					
Other retail					
Total loans					

(a) At December 31, 2023 December 31, 2024, \$595 million \$660 million of loans 30-89 days past due and \$2.0 billion \$2.3 billion of loans 90 days or more past due purchased and that could be purchased from Government National Mortgage Association ("GNMA") GNMA mortgage pools under Affairs, were classified as current, compared with \$647 million \$595 million and \$2.2 billion \$2.0 billion at December 31, 2022 December 31, 2023, respectively.

(b) Substantially all nonperforming loans at December 31, 2023 December 31, 2024 and 2022, 2023, had an associated allowance for credit losses. The Company recognized interest income on nonperforming loans of \$22 million \$29 million and \$19 million \$22 million for the years ended December 31, 2023 December 31, 2024 and \$66 million and \$34 \$49 million, respectively.

At December 31, 2023 December 31, 2024, total nonperforming assets held by the Company were \$1.5 billion \$1.8 billion, compared with \$1.0 billion \$1.5 billion at December 31, 2022 December 31, 2023. Total nonperforming assets included \$1.4 billion \$1.8 billion of nonperforming loans, \$26 million \$21 million of OREO and \$19 million \$18 million of other nonperforming assets owned by the Company at December 31, 2023 December 31, 2024, compared with \$972 million \$1.4 billion, \$23 million \$26 million and \$21 million \$19 million, respectively, at December 31, 2022 December 31, 2023.

At December 31, 2023 December 31, 2024, the amount of foreclosed residential real estate held by the Company, and included in OREO, was \$26 million \$21 million, compared with \$23 million \$26 million at December 31, 2022 December 31, 2023. These amounts excluded \$46 million and \$47 million at December 31, 2024 and \$54 million at December 31, 2023 and December 31, 2022, respectively, of foreclosed residential real estate

related to mortgage loans whose of Veterans Affairs. In addition, it 2023 December 31, 2024 and December 31, 2022, \$354 million and \$830 million under delinquent loan repurchases Department of Veterans Affairs.

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The following table provides a summary of loans by portfolio class and the Company's internal credit quality rating:

	December 31, 2023	December 31, 2022
Criticized		Criticized

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(Dollars in Millions)	(Dollars in Millions)	Pass	Special Mention	Classified(a)	Total Criticized	Total	Pass	Special Mention	Classified(a)	Total Criticized	Total (Dollars in Millions)
Commercial	Commercial										
Originated in 2024											
Originated in 2023											
Originated in 2022											
Originated in 2021											
Originated in 2020											
Originated in 2019											
Originated prior to 2019											
Originated prior to 2020											
Revolving(b)											
Total commercial	Total commercial	127,003	1,702	3,176	4,878	131,881	133,525	931	1,234	2,165	135,690
Commercial real estate	Commercial real estate										
Originated in 2024											
Originated in 2023											
Originated in 2022											
Originated in 2021											
Originated in 2020											
Originated in 2019											
Originated prior to 2019											
Originated prior to 2020											
Revolving											
Revolving converted to term											
Total commercial real estate											
Residential mortgages(c)	Residential mortgages(c)										
Originated in 2024											
Originated in 2023											
Originated in 2022											
Originated in 2021											
Originated in 2020											
Originated in 2019											
Originated prior to 2019											
Originated prior to 2020											
Revolving											
Total residential mortgages											
Credit card(d)											
Other retail	Other retail										
Originated in 2024											
Originated in 2023											
Originated in 2022											
Originated in 2021											
Originated in 2020											
Originated in 2019											
Originated prior to 2019											
Originated prior to 2020											
Revolving											
Revolving converted to term											
Total other retail											
Total loans											
Total outstanding commitments											

Note: Year of origination is based on the origination date of a loan, or for existing loans the date when the maturity date, pricing or commitment amount is amended. Predominantly all current year and nearer term loan origination years for criticized loans relate to existing loans that have had recent ratings amended.

(a) Classified rating on consumer loans primarily based on delinquency status.

(b) Includes an immaterial amount of revolving converted to term loans.

(c) At December 31, 2023 December 31, 2024, \$2.0 billion \$2.3 billion of GNMA loans 90 days or more past due and \$1.2 billion \$1.4 billion of modified GNMA loans whose repayments are insured by the Federal Housing Administration or guaranteed by the United States Department of Veterans Affairs.

(d) Predominately all credit card loans are considered revolving loans. Includes an immaterial amount of revolving converted to term loans.

**Loan Modifications** In certain circumstances, the Company may modify the terms of a loan to maximize the collection of amounts due when a borrower is experiencing financial difficulties or is expected to experience financial difficulties. The following table presents the Company's modifications of loans as of December 31, 2023, which were of loans modified during the year ended December 31, 2023, periods presented, by portfolio class and modification granted:

(Dollars in Millions)		Interest Rate Reduction	Payment Delay	Term Extension	Multiple Modifications <sup>(a)</sup>	Total Modifications <sup>(a)</sup>
Year Ended December 31 (Dollars in Millions)		Interest Rate Reduction	Payment Delay	Term Extension	Multiple Modifications <sup>(a)</sup>	Total Modifications <sup>(a)</sup>
<b>2024</b>						
Commercial						
Commercial						
Commercial	Commercial	\$ 46	\$ —	\$ 286	\$ 33	\$ 365
Commercial real estate						
Residential mortgages <sup>(b)</sup>						
Credit card						
Other retail						
Total loans, excluding loans purchased from GNMA mortgage pools						
Loans purchased from GNMA mortgage pools <sup>(b)</sup>						
Total loans	Total loans	\$ 402	\$ 1,519	\$ 1,356	\$ 449	\$ 3,726
<b>2023</b>						
Commercial						
Commercial						
Commercial		\$ 46	\$ —	\$ 286	\$ 33	\$ 365
Commercial real estate						
Residential mortgages <sup>(b)</sup>						
Credit card						
Other retail						
Total loans, excluding loans purchased from GNMA mortgage pools						
Loans purchased from GNMA mortgage pools <sup>(b)</sup>						
Total loans		\$ 402	\$ 1,519	\$ 1,356	\$ 449	\$ 3,726

(a) Includes \$329 \$310 million of total loans receiving a payment delay and term extension, \$112 \$155 million of total loans receiving an interest rate reduction and term extension and \$8 \$39 million of total loans receiving an interest rate reduction, payment delay and term extension for the year ended December 31, 2023 December 31, 2024.

(b) Percent of class total amounts expressed as a percent of total residential mortgage loan balances.

Loan modifications included in the table above exclude trial period arrangements offered to customers and secured loans to consumer borrowers that have had debt discharged through bankruptcy where the borrower has not reaffirmed the debt during the periods presented. At December 31,

2023 December 31, 2024, the balance of loans modified for the year ended December 31, 2023 December 31, 2024, was \$3.7 billion \$3.6 billion for consumer borrowers that have had debt discharged through bankruptcy where the borrower has not reaffirmed the debt during the periods presented. At December 31,

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The following table summarizes the effects of loan modifications made to borrowers on loans modified during the year ended December 31, 2023: modified:

(Dollars in Millions)	Weighted-Average Interest Rate Reduction
Commercial	13.0 %

Year Ended December 31		Weighted-Average Interest Rate Reduction
<b>2024</b>		
Commercial(a)		
Commercial(a)		
Commercial(a)		20.3 %
Commercial real estate	Commercial real estate	3.5
Residential mortgages	Residential mortgages	1.2
Credit card		
Other retail	Other retail	7.9
Loans purchased from GNMA mortgage pools	Loans purchased from GNMA mortgage pools	.6
<b>2023</b>		
Commercial(a)		
Commercial(a)		
Commercial(a)		13.0
Commercial real estate		3.5
Residential mortgages		1.2
Credit card		
Other retail		7.9
Loans purchased from GNMA mortgage pools		.6

Note: The weighted-average payment deferral for all portfolio classes was less than \$1 million for the years ended December 31, 2023, December 31, 2024 and 2023. Forbearance payments are required to be paid at the end of the original term loan.

(a) The weighted-average interest rate reduction was primarily driven by commercial cards.

Loans that receive a forbearance plan generally remain in default until they are no longer delinquent as the result of the payment of all past due amounts or the borrower

receiving a term extension or modifi

The following table provides a summary of loan balances at December 31, 2023, as of December 31, which were modified during the year ended December 31, 2023, prior twelve months, by portfolio class and

(Dollars in Millions)	(Dollars in Millions)	Current	30-89 Days Past Due	90 Days or More Past Due	Total (Dollars in Millions)
<b>2024</b>					
Commercial					
Commercial					
Commercial					
Commercial real estate					
Residential mortgages(a)					
Credit card					
Other retail					
<b>Total loans</b>					
<b>2023</b>					
Commercial					
Commercial					
Commercial					
Commercial real estate					
Residential mortgages(a)					
Credit card					
Other retail					
<b>Total loans</b>					

(a) At December 31, 2023 December 31, 2024, \$372 million \$442 million of loans 30-89 days past due and \$175 million \$324 million of loans 90 days or more past due purchased and that could be purchased from GNMA mortgage pools under delinquent loan repurchase options whose payment date is December 31, 2023 December 31, 2024, respectively. At December 31, 2023 December 31, 2024, \$372 million \$442 million and \$175 million \$324 million at December 31, 2023, respectively.

The following table provides a summary of loans that defaulted (fully or partially charged-off or became 90 days or more past due) that were modified during within twelve months prior to default.

Year Ended December 31 (Dollars in Millions)	
<b>2024</b>	
Commercial	\$
Commercial real estate	
Residential mortgages	
Credit card	
Other retail	
Total loans, excluding loans purchased from GNMA mortgage pools	
Loans purchased from GNMA mortgage pools	
Total loans	\$

(a) Includes \$81 million of total loans receiving a payment delay and term extension, \$8 million of total loans receiving an interest rate reduction and term extension and \$3 million of total loans receiving an interest rate reduction, payment delay and term extension.

The following table provides a summary of loans that defaulted (fully or partially charged-off or became 90 days or more past due) that were modified on or after January 1, 2023, the year ended date the Company restructured, through December 31, 2023. :

(Dollars in Millions)	Interest
Year Ended December 31 (Dollars in Millions)	
<b>2023</b>	
Commercial	
Commercial	
Commercial	
Commercial real estate	
Residential mortgages	
Credit card	
Other retail	
Total loans, excluding loans purchased from GNMA mortgage pools	
Loans purchased from GNMA mortgage pools	
Total loans	

(a) Represents loans receiving a payment delay and term extension.

As of December 31, 2023 December 31, 2024, the Company had \$283 million \$510 million of commitments to lend additional funds to borrowers whose terms of their outstanding owed balances have been modified.

#### Prior Period Troubled Debt Restructuring Information

The following table provides a summary of loans modified as troubled debt restructurings for the years ended December 31, by portfolio class:

(Dollars in Millions)	
<b>2022</b>	
Commercial	
Commercial real estate	
Residential mortgages	
Credit card	
Other retail	
Total loans, excluding loans purchased from GNMA mortgage pools	
Loans purchased from GNMA mortgage pools	
Total loans	
<b>2021</b>	
Commercial	
Commercial real estate	
Residential mortgages	
Credit card	
Other retail	
Total loans, excluding loans purchased from GNMA mortgage pools	

Loans purchased from GNMA mortgage pools

Total loans

The following table provides a summary of troubled debt restructured loans that defaulted (fully or partially charged-off or became 90 days or more past due) for the years ended December 31, that were modified.

(Dollars in Millions)

**2022**

Commercial

Commercial real estate

Residential mortgages

Credit card

Other retail

Total loans, excluding loans purchased from GNMA mortgage pools

Loans purchased from GNMA mortgage pools

Total loans

**2021**

Commercial

Commercial real estate

Residential mortgages

Credit card

Other retail

Total loans, excluding loans purchased from GNMA mortgage pools

Loans purchased from GNMA mortgage pools

Total loans

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## Leases

The Company, as a lessor, originates retail and commercial leases either directly to the consumer or indirectly through dealer networks. Retail leases consist primarily of

automobiles, while commercial leases consist primarily of

dollar assets such as aircraft or lower cost items such as office equipment.

The components of the net investment in sales-type and direct financing leases, at December 31, were as follows:

(Dollars in Millions)

(Dollars in Millions)

Lease receivables

Unguaranteed residual values accruing to the lessor's benefit

Total net investment in sales-type and direct financing leases

The Company, as a lessor, recorded **\$738 million** **\$775 million**, **\$764 million** **\$738 million** and **\$888 million** **\$764 million** of revenue on its Consolidated Statement of Income for the years ended December 31,

**2024**, **2023** **2022** and **2021**, **2022**

The contractual future lease payments to be received by the Company, at **December 31, 2023** **December 31, 2024**, were as follows:

(Dollars in Millions)

(Dollars in Millions)

Sales-type and Direct Financing Leases

Operating Leases (Dollars in Millions)

2024
2025
2026
2027
2028
2029
Thereafter
Total lease payments
Amounts representing interest
Lease receivables
Lease receivables
Lease receivables

The Company, as lessee, leases certain assets for use in its operations. Leased assets primarily include retail branches, operations centers and other corporate locations, and, to a lesser extent, office and computer equipment. For each lease with an original term greater than 12 months, the Company records a lease liability and a corresponding ROU asset. At **December 31, 2023** December 31, 2024, the Company's ROU assets included in premises and equipment and lease liabilities included in long-term debt and other liabilities, were \$1.4 billion and \$1.5 billion.

billion and \$1.6 billion, respectively

**2022 December 31, 2023, respectively**

Total costs incurred by the Company as of December 31, 2023 December 31, 2024 relate to operating leases. The Company's

The following table presents amounts relevant to the Company's assets leased for use in its operations for the years ended December 31:

(Dollars in Millions)	(Dollars in Millions)
Cash paid for amounts included in the measurement of lease liabilities	
Operating cash flows from operating leases	
Operating cash flows from operating leases	
Operating cash flows from operating leases	
Operating cash flows from finance leases	
Financing cash flows from finance leases	
Right of use assets obtained in exchange for new operating lease liabilities	
Right of use assets obtained in exchange for new finance lease liabilities	

The following table presents the weighted-average remaining lease terms and discount rates of the Company's assets leased for use in its operations at December 31:

	2023
Weighted-average remaining lease term of operating leases (in years)	6.4
Weighted-average remaining lease term of finance leases (in years)	8.3
Weighted-average discount rate of operating leases	3.7 %
Weighted-average discount rate of finance leases	7.7 %

The contractual future lease obligations of the Company at **December 31, 2023 December 31, 2024**, were as follows:

(Dollars in Millions)	(Dollars in Millions)	Operating Leases
2024		
2025		
2026		
2027		
2028		
2029		
Thereafter		
Total lease payments		
Amounts representing interest		

The Company transfers financial assets in the normal course of business. The majority of the Company's financial asset transfers are residential mortgage loan sales primarily to GSEs, transfers of tax-advantaged investments, commercial loan sales through participation agreements, and other individual or portfolio loan and securities sales. In accordance with the accounting guidance for asset transfers, the Company considers any ongoing involvement with transferred assets in determining whether the assets can be derecognized from the balance sheet. Guarantees provided to certain third parties in connection with the transfer of assets are further discussed in Note 23, 22.

other asset securitizations or sim

For loans sold under participation agreements, the Company also considers whether the terms of the loan participation agreement meet the accounting definition of a participating interest. With the exception of servicing and certain performance-based guarantees, the Company's continuing involvement with financial assets sold is minimal and generally limited to market customary representation and warranty clauses. Any gain or loss on sale depends on the previous carrying amount of the transferred financial assets, the consideration received, and any liabilities incurred in exchange for the transferred assets. Upon transfer, any servicing assets and other interests that continue to be held by the Company are initially recognized at fair value. For further information on MSRs, refer to Note 10, 9. On a limited basis, the Company may acquire and package high-grade corporate bonds for select corporate customers, in which the Company generally has no continuing involvement with these transactions. Additionally, the Company is an authorized GNMA issuer and issues GNMA securities on a regular basis. The Company has no asset-backed financing arrangements that are off-balance sheet.

The Company previously provided financial support primarily through the use of waivers of trust and investment management fees associated with various unconsolidated registered money market funds it manages. The Company discontinued providing this support beginning in the third quarter of 2022 due to rising interest rates in 2022. The Company provided \$65 million and \$250 million of support to the funds during the years year ended December 31, 2022 and 2021, respectively.

The Company is involved in various entities that are considered to be VIEs. The Company's investments in VIEs are primarily related to investments promoting affordable housing, community development and renewable energy sources. Some of these tax-advantaged investments support the Company's regulatory compliance with the Community Reinvestment Act. The Company's investments in these entities generate a return primarily through the realization of federal and state income tax credits, and other tax benefits, such as tax deductions from operating losses of the investments, over specified time periods. These tax credits are recognized as a reduction of tax expense or, for investments qualifying as investment tax credits, as a reduction to the related investment asset. The Company recognized federal and state income tax credits related to its affordable housing and other tax-advantaged investments in tax expense of \$576 million \$585 million, \$461 million \$576 million and \$508 million \$461 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively. The Company also recognized \$318 million \$573 million, \$527 million \$582 million and \$418 million \$424 million of investment tax creditsexpenses related to all of these investments for the years ended December 31, 2023 December 31, 2024, 2023 and 2022, and 2021, respectively. The Company recognized \$582 million, \$424 respectively, which were primarily included in tax expense.

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million and \$468 million of expenses related to all of these investments for the years ended December 31, 2023, 2022 and 2021, respectively, which were primarily included in tax expense.

The Company is not required to consolidate VIEs in which it has concluded it does not have a controlling financial interest, and thus is not the primary beneficiary. In such cases, the Company does not have both the power to direct the entities' most significant activities and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIEs.

The Company's investments in these unconsolidated VIEs are carried in other assets on the Consolidated Balance Sheet. The Company's unfunded capital and other commitments related to these unconsolidated VIEs are generally carried in other liabilities on the Consolidated Balance Sheet. The Company's maximum exposure to loss from these unconsolidated VIEs include the investment recorded on the Company's Consolidated Balance Sheet, net of unfunded capital commitments, and previously recorded tax credits which remain subject to recapture by taxing authorities based on compliance features required to be met at the project level. While the Company believes potential losses from these investments are remote, the maximum exposure was determined by assuming a scenario where the community-based business and housing projects completely fail and do not meet certain government compliance requirements resulting in recapture of the related tax credits.

The following table provides a summary of investments in community development and tax-advantaged VIEs that the Company has not consolidated:

At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)	2023	2022	At December 31 (Dollars in Millions)	2024	2023
Investment carrying amount						
Unfunded capital and other commitments						
Maximum exposure to loss						

The Company also has noncontrolling financial investments in private investment funds and partnerships considered to be VIEs, which are not consolidated. The Company's recorded investment in these VIEs was \$219 million at December 31, 2023 and \$177 million at December 31, 2022. The maximum exposure to loss related to these VIEs was \$382 million at December 31, 2024 and \$319 million at December 31, 2023. The Company has commitments to invest additional amounts.

The Company also held senior notes of \$5.3 billion \$3.2 billion as available-for-sale investment securities at December 31, 2023 December 31, 2024, compared with \$3.4 \$5.3 billion at December 31, 2022 at December 31, 2023 December 31, 2024 and \$4.0 \$6.1 billion at December 31, 2022 December 31, 2023 of indirect auto loans that collateralize the senior notes. These VIEs are not consolidated by the Company.

The Company's individual net investments in unconsolidated VIEs, which exclude any unfunded capital

commitments, ranged from less than \$1 million to **\$86 million** \$79 million at **December 31, 2023** December 31, 2024, compared with less than \$1 million to **\$116 million** \$86 million at **December 31, 2022** December 31, 2023.

The Company is required to consolidate VIEs in which it has a controlling financial interest. The Company sponsors entities to which it transfers its interests in tax-advantaged investments to third parties. At **December 31, 2023** December 31, 2024, approximately **\$6.1 billion** \$6.4 billion of the Company's assets and **\$4.4 billion** \$4.2 billion of its liabilities included on the Consolidated Balance Sheet were related to community development and tax-advantaged investment VIEs which the Company has consolidated, primarily related to these transfers. These amounts compared to **\$5.9 billion** \$6.1 billion and **\$4.2 billion** \$4.4 billion, respectively, at **December 31, 2022** December 31, 2023. The majority of the assets of these consolidated VIEs are reported in other assets, and the liabilities are reported in long-term debt and other liabilities. The assets of a particular VIE are the primary source of funds to settle its obligations. The creditors of the VIEs do not have recourse to the general credit of the Company. The Company's exposure to the consolidated VIEs is generally limited to the carrying value of its variable interests plus any related tax credits previously recognized or transferred to others with a guarantee.

In addition, During 2024 the Company sponsors a ended its previously sponsored municipal bond securities tender option bond program. The Company controls controlled the activities of the program's entities is and was entitled to the residual returns and provides provided liquidity and remarketing arrangements to the program. As a result, the The Company has had previously consolidated the program's entities. At entities, and at December 31, 2023, \$607 million included \$607 million of available-for-sale investment securities and **\$381 million** \$381 million of short-term borrowings on the Consolidated Balance Sheet were related to the tender option bond program, compared with \$1.5 billion of available-for-sale investment securities and \$1.0 billion of short-term borrowings at December 31, 2022. this program.

#### NOTE 9

#### Premises and Equipment

Premises and equipment at December 31 consisted of the following:

	(Dollars in Millions)	(Dollars in Millions)
Land		
Buildings and improvements		
Furniture, fixtures and equipment		
Right of use assets on operating leases		
Right of use assets on finance leases		
Construction in progress		
 Total premises and equipment, gross		
Less accumulated depreciation and amortization		
 Total		
 Total premises and equipment, net		

#### NOTE 10

#### Mortgage Servicing Rights

The Company capitalizes MSRs as separate assets when loans are sold and servicing is retained. MSRs may also be purchased from others. The Company carries MSRs at fair value, with changes in the fair value recorded in earnings during the period in which they occur. The Company serviced **\$233.4 billion** \$216.6 billion of residential mortgage loans for others at **December 31, 2023** December 31, 2024, and **\$243.6 billion** \$233.4 billion at **December 31, 2022** December 31, 2023, including subserviced mortgages with no corresponding MSR asset. Included in mortgage banking revenue are the MSR fair value changes arising from market

from market rate and model asset net losses of **\$41 million** \$2 million 2022 2023 and 2021, 2022, respectively. **\$733 million** \$699 million, **\$754 million** and 2021, 2022, respectively.

Changes in fair value of capitalized MSRs are summarized as follows:

	(Dollars in Millions)	(Dollars in Millions)
Balance at beginning of period		
Rights purchased		
Rights capitalized		
Rights sold <sup>(a)</sup>		
Changes in fair value of MSRs		
Due to fluctuations in market interest rates <sup>(b)</sup> <sup>(a)</sup>		
Due to fluctuations in market interest rates <sup>(b)</sup> <sup>(a)</sup>		
Due to fluctuations in market interest rates <sup>(b)</sup> <sup>(a)</sup>		
Due to revised assumptions or models <sup>(c)</sup> <sup>(b)</sup>		
Other changes in fair value <sup>(d)</sup> <sup>(c)</sup>		
Balance at end of period		

(a) MSRs sold include those having a negative fair value, resulting from the loans being severely delinquent.

(b) Includes changes in MSR value associated with changes in market interest rates, including estimated prepayment rates and anticipated earnings on escrow deposits.

(c) (b) Includes changes in MSR value not caused by changes in market interest rates, such as changes in assumed cost to service, ancillary income and option adjusted spread, as well as the impact of any model changes.

(d) (c) Primarily the change in MSR value from passage of time and cash flows realized (decay), but also includes the impact of changes to expected cash flows not associated with changes in market interest rates, such as the impact of delinquencies.

The estimated sensitivity to changes in interest rates of the fair value of the MSR portfolio and the related derivative instruments as of December 31 follows:

(Dollars in Millions)	(Dollars in Millions)	2023						2022					
		Down	Down	Down	Up	Up	Up	Down	Down	Down	Up	Up	Up
MSR portfolio		100 bps	50 bps	25 bps	25 bps	50 bps	100 bps	100 bps	50 bps	25 bps	25 bps	50 bps	100 bps
Derivative instrument hedges													
Net sensitivity													

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The fair value of MSRs and their sensitivity to changes in interest rates is influenced by the mix of the servicing portfolio and characteristics of each segment of the portfolio. The Company's servicing portfolio consists of the distinct portfolios of government-insured mortgages, conventional mortgages and Housing Finance Agency ("HFA") mortgages. The servicing portfolios are predominantly comprised of fixed-rate agency loans with limited adjustable-

rate limited adjustable-rate or jumbo program guidelines which assist closing cost assistance on government

A summary of the Company's MSRs and related characteristics by portfolio as of December 31 follows:

(Dollars in Millions)	(Dollars in Millions)	2023						2022					
		HFA	Government	Conventional	(d)	Total	HFA	Government	Conventional	(d)	Total	(Dollars in Millions)	
Servicing portfolio <sup>(a)</sup>													
Fair value													
Value (bps) <sup>(b)</sup>													
Weighted-average servicing fees (bps)													
Multiple (value/servicing fees)													
Weighted-average note rate	Weighted-average note rate						4.56 %	4.23 %	3.81 %	4.02 %	4.16 %	3.81 %	3.52 %
Weighted-average age (in years)	Weighted-average age (in years)						4.3	5.5	4.3	4.4	4.0	5.7	3.7
Weighted-average expected prepayment (constant prepayment rate)	Weighted-average expected prepayment (constant prepayment rate)						10.5 %	11.1 %	9.1 %	9.6 %	7.4 %	8.5 %	7.8 %
Weighted-average expected life (in years)	Weighted-average expected life (in years)						7.2	6.5		7.0	8.8	7.6	7.5
Weighted-average option adjusted spread <sup>(c)</sup>	Weighted-average option adjusted spread <sup>(c)</sup>						5.4 %	5.9 %	4.6 %	4.9 %	7.6 %	6.9 %	5.1 %

(a) Represents principal balance of mortgages having corresponding MSR asset.

(b) Calculated as fair value divided by the servicing portfolio.

(c) Option adjusted spread is the incremental spread added to the risk-free rate to reflect optionality and other risk inherent in the MSRs.

(d) Represents loans sold primarily to GSEs.

**NOTE 11.10**

## Intangible Assets

Intangible assets consisted of the following:

At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)	2023
Goodwill		
Merchant processing contracts		
Core deposit benefits		
Mortgage servicing rights		
Trust relationships		

Other identified intangibles

Total

Aggregate amortization expense consisted of the following:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023	2022	20
Merchant processing contracts				
Core deposit benefits				
Trust relationships				
Other identified intangibles				
Total				

The estimated amortization expense for the next five years is as follows:

(Dollars in Millions)	(Dollars in Millions)
2024	
2025	
2026	
2027	
2028	
2029	

The following table reflects the changes in the carrying value of goodwill for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021: 2022:

(Dollars in Millions)	(Dollars in Millions)	Wealth	Corporate	Commercial and Institutional Banking	Consumer and Business Banking	Payment Services	Treasury and Corporate Support	Consolidated Company	(Dollars in Millions)	Wealth
Balance at December 31, 2020										
Goodwill acquired										
Foreign exchange translation and other										
Balance at December 31, 2021										
Goodwill acquired										
Foreign exchange translation and other										
Balance at December 31, 2022										
Goodwill acquired										
Foreign exchange translation and other										
Balance at December 31, 2023										
Goodwill acquired										
Foreign exchange translation and other										
Balance at December 31, 2024										

#### NOTE 12.11

#### Deposits

The composition of deposits at December 31 was as follows:

(Dollars in Millions)	(Dollars in Millions)
Noninterest-bearing deposits	
Interest-bearing deposits	
Interest checking	
Interest checking	
Interest checking	
Money market savings	
Savings accounts	

Time deposits

Total interest-bearing deposits

Total deposits

The maturities of time deposits outstanding at **December 31, 2023** **December 31, 2024** were as follows:

(Dollars in Millions)	(Dollars in Millions)
2024	
2025	
2026	
2027	
2028	
2029	
Thereafter	
Total	

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**NOTE 13**

### Short-Term Borrowings

Short-term borrowings at December 31 consisted of the following:

(Dollars in Millions)
Federal funds purchased
Securities sold under agreements to repurchase
Commercial paper
Other short-term borrowings
Total

(a) Balance primarily includes short-term FHLB advances.

(Dollars in Millions)
Federal funds purchased
Securities sold under agreements to repurchase
Commercial paper
Other short-term borrowings
Total

**NOTE 14**

### Long-Term Debt

Long-term debt (debt with original maturities of more than one year) at December 31 consisted of the following:

(Dollars in Millions)	(Dollars in Millions)	Rate Type	Rate(a)	Maturity Date	2023	2024
<b>U.S. Bancorp (Parent Company)</b>						
Subordinated notes						
Subordinated notes						
Subordinated notes						
		Fixed				
		Fixed				
		Fixed				
		Fixed				
		Fixed				
Medium-term notes						
		Floating				

Other(b)		
Subtotal		
<b>Subsidiaries</b>		
Federal Home Loan Bank advances		
Federal Home Loan Bank advances		
Federal Home Loan Bank advances		Floating
Bank notes		Floating
Other(c)		
Subtotal		
<b>Total</b>		
(a) Weighted-average interest rates of medium-term notes, Federal Home Loan Bank advances and bank notes were <b>3.89</b> 4.40 percent, <b>4.94</b> 4.63 percent and <b>3.27</b> 3.08 percent, respectively.		
(b) Includes \$2.2 billion and \$2.1 billion at December 31, 2024 and \$2.9 billion at December 31, 2023 and 2022, 2023, respectively, of discounted noninterest-bearing additional cash received by the Company upon close of the its 2022 acquisition of MUB acquisition from Mitsubishi UFJ Financial Group, Inc. as well as debt issuance fees and unrealized gains and losses and deferred amounts relating to derivative instruments.		
(c) Includes consolidated community development and tax-advantaged investment VIEs, finance lease obligations, debt issuance fees, and unrealized gains and losses and deferred amounts relating to derivative instruments.		
The Company has arrangements with the Federal Home Loan Bank and Federal Reserve Bank whereby the Company could have borrowed an additional \$171.2 billion and \$215.8 billion at December 31, 2024 and \$114.8 billion at December 31, 2023 and 2022, respectively.		Maturities of long-term debt outstanding
(Dollars in Millions)		
2024		
2025		
2026		
2027		
2028		
Thereafter		
<b>Total</b>		
(Dollars in Millions)		
2025		
2026		
2027		
2028		
2029		
Thereafter		
<b>Total</b>		

NOTE 1514

## Shareholders' Equity

At December 31, 2023 December 31, 2024 and 2022, 2023, the Company had authority to issue 4 billion shares of common stock and 50 million shares of preferred stock. The Company had 1.6 billion and 1.5 billion shares of common stock outstanding at

December 31, 2023 2024 and 2022 stock incentive plans at December 31

The number of shares issued and outstanding and the carrying amount of each outstanding series of the Company's preferred stock at December 31 were as follows:

2023

2022

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(Dollars in Millions)	(Dollars in Millions)	Shares			Shares			Carrying Amount (Dollars in Millions)
		Issued and Outstanding	Liquidation Preference	Discount	Issued and Outstanding	Liquidation Preference	Discount	
Series A								
Series B								
Series J								
Series K								
Series L								
Series M								
Series N								
Series O								
<b>Total preferred stock<sup>(a)</sup></b>								

(a) The par value of all shares issued and outstanding at December 31, 2023 December 31, 2024 and 2022, 2023, was \$1.00 per share.

Prior to July 1, 2023, dividends for the Company's outstanding Series A Preferred Stock, Series B Preferred Stock and Series J Preferred Stock (each as defined below) were calculated based on LIBOR. On July 1, 2023, the interest rate on these series of preferred stock transitioned from a LIBOR-based rate to a rate based on the Secured Overnight Financing Rate ("SOFR"), including a credit spread adjustment, pursuant to the Adjustable Interest Rate (LIBOR) Act.

During 2022, the Company issued depositary shares representing an ownership interest in 18,000 shares of Series O Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series O Preferred Stock"). The Series O Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 4.50 percent. The Series O Preferred Stock is redeemable at the Company's option, in whole or in part, on or after April 15, 2027. The Series O Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to April 15, 2027 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series O Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2021, the Company issued depositary shares representing an ownership interest in 60,000 shares of Series N Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series N Preferred Stock"). The Series N Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 3.70 percent from the date of issuance to, but

days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series N Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2021, the Company issued depositary shares representing an ownership interest in 30,000 shares of Series M Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series M Preferred Stock"). The Series M Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 4.00 percent. The Series M Preferred Stock is redeemable at the Company's option, in whole or in part, on or after April 15, 2026. The Series M Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to April 15, 2026 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series M Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2020, the Company issued depositary shares representing an ownership interest in 20,000 shares of Series L Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series L Preferred Stock"). The Series L Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation

excluding, January 15, 2027, and thereafter at a rate per annum equal to 3.75 percent. The Series N Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to April 15, 2027 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series N Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

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of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 3.75 percent. The Series L Preferred Stock is redeemable at the Company's option, in whole or in part, on or after January 15, 2026. The Series L Preferred

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Stock is redeemable at the Company's option, in whole, but not in part, prior to January 15, 2026 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series L Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

interest in 6,764 shares of

During 2018, the Company issued depository shares representing an ownership interest in 23,000 shares of Series K Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series K Preferred Stock"). The Series K Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 5.50 percent. The Series K Preferred Stock is redeemable at the Company's option, in whole or in part.

During 2017, the Company issued depository shares representing an ownership interest in 40,000 shares of Series J Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series J Preferred Stock"). The Series J Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable semiannually, in arrears, at a rate per annum equal to **5.300** **5.30** percent from the date of issuance to, but excluding, April 15, 2027, and thereafter will accrue and be payable quarterly at a floating rate per annum equal to 2.914 percent above the three-month CME Term SOFR Secured Overnight Financing Rate ("SOFR") plus a credit spread adjustment of 0.26161 percent. The Series J Preferred Stock is redeemable at the Company's option, in whole or in part, on or after April 15, 2027. The Series J Preferred Stock is redeemable at the Company's option, in whole, but not in part, prior to April 15, 2027 within 90 days following an official administrative or judicial decision, amendment to, or change in the laws or regulations that would not allow the Company to treat the full liquidation value of the Series J Preferred Stock as Tier 1 capital for purposes of the capital adequacy guidelines of the Federal Reserve Board.

During 2010, the Company issued depository shares representing an ownership interest in 5,746 shares of Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") to investors, in exchange for their portion of USB Capital IX Income Trust Securities. During 2011, the Company issued depository shares representing an ownership

Series A Preferred Stock to USB Capital IX, thereby settling the stock purchase contract established between the Company and USB Capital IX as part of the 2006 issuance of USB Capital IX Income Trust Securities. The preferred shares were issued to USB Capital IX for the purchase price specified in the stock forward purchase contract. The Series A Preferred Stock has a liquidation preference of \$100,000 per share, no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to the greater of 1.02 percent above three-month CME Term SOFR plus a credit spread adjustment of 0.26161 percent, or 3.50 percent. The Series A Preferred Stock is redeemable at the Company's option, subject to prior approval by the Federal Reserve Board.

During 2006, the Company issued depository shares representing an ownership interest in 40,000 shares of Series B Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$25,000 per share (the "Series B Preferred Stock"). The Series B Preferred Stock has no stated maturity and will not be subject to any sinking fund or other obligation of the Company. Dividends, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to the greater of 0.60 percent above three-month CME Term SOFR plus a credit spread adjustment of 0.26161 percent, or 3.50 percent. The Series B Preferred Stock is redeemable at the Company's option, subject to the prior approval of the Federal Reserve Board.

During **2024**, **2023** **2022** and **2021**, the Company repurchased shares of its common stock under various authorizations approved by its Board of Directors. The As of December 31, 2024, the approximate dollar value of shares that may yet be purchased by the Company suspended all common stock under the current Board of Directors approved authorization was \$4.9 billion. Share repurchases are subject to the beginning approval of the third quarter Company's Board of 2021, except for those done exclusively in connection Directors and compliance with its stock-based compensation programs, due to its acquisition of MUB. The Company will evaluate its future share repurchases in connection with potential capital requirements given proposed regulatory capital rules and the related landscape. requirements.

The following table summarizes the Company's common stock repurchased in each of the last three years:

(Dollars and Shares in Millions)	(Dollars and Shares in Millions)	Shares	Value (Dollars and Shares in Millions)	Shares	Value
<b>2024</b>					
2023					
2022					
<b>2021</b>					

Shareholders' equity is affected by transactions and valuations of asset and liability positions that require adjustments to accumulated other comprehensive income (loss). The reconciliation of the transaction 31, is as follows:

(Dollars in Millions)	(Dollars in Millions)	Unrealized Gains (Losses) on Investment Securities Available-For-Sale	Unrealized Gains (Losses) on Investment Securities Transferred From Available-For-Sale to Held-To-Maturity	Unrealized Gains (Losses) on Derivative	Unrealized Gains (Losses) on Retirement	Foreign Currency Hedges	(Dollars in Millions)	Unrealized Gains (Losses) on Investment Securities Available-For-Sale
<b>2024</b>								
Balance at beginning of period								
Changes in unrealized gains (losses)								
Foreign currency translation adjustment <sup>(a)</sup>								
Foreign currency translation adjustment <sup>(a)</sup>								
Foreign currency translation adjustment <sup>(a)</sup>								
Reclassification to earnings of realized (gains) losses								
Applicable income taxes								

Balance at end of period			
2023	2023	2023	
Balance at beginning of period			
Changes in unrealized gains (losses)			
Foreign currency translation adjustment <sup>(a)</sup>			
Foreign currency translation adjustment <sup>(a)</sup>			
Foreign currency translation adjustment <sup>(a)</sup>			
Reclassification to earnings of realized (gains) losses			
Applicable income taxes			
Balance at end of period			
2022	2022	2022	
Balance at beginning of period			
Changes in unrealized gains (losses)			
Transfer of securities from available-for-sale to held-to- maturity			
Foreign currency translation adjustment <sup>(a)</sup>			
Reclassification to earnings of realized (gains) losses			
Applicable income taxes			
Balance at end of period			
2021			
Balance at beginning of period			
Changes in unrealized gains and losses			
Transfer of securities from available-for-sale to held-to- maturity			
Foreign currency translation adjustment <sup>(a)</sup>			
Reclassification to earnings of realized (gains) losses			
Applicable income taxes			
Balance at end of period			

(a) Represents the impact of changes in foreign currency exchange rates on the Company's investment in foreign operations and related hedges.

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Additional detail about the impact to net income for items reclassified out of accumulated other comprehensive income (loss) and into earnings for the years ended December 31 is as follows:

(Dollars in Millions)	Impact to Net Income			Impact to Net Income of Income
	(Dollars in Millions)	2023	2022	
Unrealized gains (losses) on investment securities available-for-sale				Affected Line Item in the Consolidated Statement
Realized gains (losses) on sale of investment securities				of Income

Realized gains (losses) on sale of investment securities						
Realized gains (losses) on sale of investment securities	\$ (145)	\$ 20	\$ 103	Securities gains (losses), net		
		37	(5)		(26)	Applicable income taxes
		(108)	15		77	Net-of-tax
Realized gains (losses) on sales of investment securities						
Realized gains (losses) on sales of investment securities						
Realized gains (losses) on sales of investment securities	\$ (154)	\$ (145)	\$ 20	Securities gains (losses), net		
		39	37		(5)	Applicable income taxes
		(115)	(108)		15	Net-of-tax
Unrealized gains (losses) on investment securities transferred from available-for-sale to held-to-maturity						
Amortization of unrealized gains (losses)						
Amortization of unrealized gains (losses)						
Amortization of unrealized gains (losses)	(530)	(400)	(400)	(36)	(36) Interest income	Interest income
		134	119		9	Applicable income taxes
		(396)	(281)		(27)	Net-of-tax
Unrealized gains (losses) on derivative hedges						
Realized gains (losses) on derivative hedges						
Realized gains (losses) on derivative hedges						
Realized gains (losses) on derivative hedges	(80)	(36)	(36)	(14)	(14) Net interest income	Net interest income
		21	9		4	Applicable income taxes
		(59)	(27)		(10)	Net-of-tax
Unrealized gains (losses) on retirement plans						
Actuarial gains (losses) and prior service cost (credit) amortization						
Actuarial gains (losses) and prior service cost (credit) amortization						
Actuarial gains (losses) and prior service cost (credit) amortization	7	(128)	(128)	(157)	(157) Other noninterest expense	Other noninterest expense
		(2)	33		40	Applicable income taxes
		5	(95)		(117)	Net-of-tax
Total impact to net income	—	—	(2)	33	33	Applicable income taxes
	1	1	5	(95)	(95)	Net-of-tax

**Regulatory Capital** The Company uses certain measures defined by bank regulatory agencies to assess its capital. The regulatory capital requirements effective for the Company follow Basel III, with the Company being subject to calculating its capital adequacy as a percentage of risk-weighted assets under the standardized approach.

Tier 1 capital is considered core capital and includes common shareholders' equity adjusted for the aggregate impact of certain items included in other comprehensive income (loss) ("common equity tier 1 capital"), plus qualifying preferred stock, trust preferred securities and noncontrolling interests in consolidated subsidiaries subject to certain limitations. Total risk-based capital includes Tier 1 capital and other items such as subordinated debt and the allowance for credit losses. Capital measures are stated as a percentage of risk-weighted assets, which are measured based on their perceived credit risks and include certain off-balance sheet

commitments, letters of credit, and derivative contracts. Beginning in 2022, the Company began to phase into its regulatory capital requirements the cumulative deferred impact of its 2020 adoption of the accounting guidance related to the impairment of financial instruments based on the CECL methodology plus 25 percent of its quarterly credit reserve increases over the past two years. **during 2020 and 2021**. This cumulative deferred impact will be **was** phased into the Company's regulatory capital **during 2022 through 2024**, culminating with a fully phased in regulatory capital calculation beginning in 2025.

The Company is also subject to leverage ratio requirements, which is defined as Tier 1 capital as a percentage of adjusted average assets under the standardized approach and Tier 1 capital as a percentage of total on- and off-balance sheet leverage exposure under more risk-sensitive advanced approaches.

exposures, such as unfunded loan

The following table provides a summary of the regulatory capital requirements in effect, along with the actual components and ratios for the Company and its bank subsidiaries, at December 31: **subsidiaries**:

(Dollars in Millions)	U.S. Bancorp				U.S. Bancorp			
	2023		2022		2023		2022	
	2024	2023	2024	2023	2024	2023	2024	2023
<b>Basel III Standardized Approach:</b>								
Common equity tier 1 capital								
Common equity tier 1 capital								
Common equity tier 1 capital								
Tier 1 capital								
Total risk-based capital								
Risk-weighted assets								
Common equity tier 1 capital as a percent of risk-weighted assets					Common equity tier 1 capital as a percent of risk-weighted assets			
					9.9 %	8.4 %	13.1 %	10.7 %
							18.6 %	
Common equity tier 1 capital as a percent of risk-weighted assets								Common equity assets
Tier 1 capital as a percent of risk-weighted assets								
Total risk-based capital as a percent of risk-weighted assets								
Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio)								
Tier 1 capital as a percent of total on- and off-balance sheet leverage exposure (total leverage exposure ratio)								
December 31, 2024								

**Bank Regulatory Capital Requirements**

**Bank Regulatory Capital Requirements**

Common equity tier 1 capital as a percent of risk-weighted assets	Common equity tier 1 capital as a percent of risk-weighted assets
Common equity tier 1 capital as a percent of risk-weighted assets	Common equity tier 1 capital as a percent of risk-weighted assets
Common equity tier 1 capital as a percent of risk-weighted assets	Common equity tier 1 capital as a percent of risk-weighted assets
Tier 1 capital as a percent of risk-weighted assets	Common equity tier 1 capital as a percent of risk-weighted assets
Total risk-based capital as a percent of risk-weighted assets	Common equity tier 1 capital as a percent of risk-weighted assets
Tier 1 capital as a percent of adjusted quarterly average assets (leverage ratio)	Common equity tier 1 capital as a percent of risk-weighted assets
Tier 1 capital as a percent of total on- and off-balance sheet leverage exposure (total leverage exposure ratio) <sup>(c)</sup>	Common equity tier 1 capital as a percent of risk-weighted assets
Tier 1 capital as a percent of total on- and off-balance sheet leverage exposure (total leverage exposure ratio) <sup>(b)</sup>	Common equity tier 1 capital as a percent of risk-weighted assets

(a) MUFG Union Bank National Association merged into U.S. Bank National Association during 2023.

(b) The minimum common equity tier 1 capital, tier 1 capital and total risk-based capital ratio requirements reflect a stress capital buffer requirement of 2.5 percent. **conservation buffer**. Banks and financial services holding companies must maintain minimum capital levels, including a stress capital conservation buffer requirement of 3.1 percent, resulting from the Federal Reserve's stress capital buffer requirement determined during its 2024 stress testing process, while U.S. Bank National Association had a capital conservation buffer requirement of 2.5 percent. U.S. Bancor

(c) (b) A minimum "well-capitalized" threshold does not apply to U.S. Bancorp for this ratio as it is not formally defined under applicable banking regulations for bank holding companies.

Noncontrolling interests principally represent third-party investors' interests in consolidated entities, including preferred stock of consolidated subsidiaries. During 2006, the Company's banking subsidiary formed USB Realty Corp., a real estate investment trust, for the purpose of issuing 5,000 shares of Fixed-to-Floating Rate Exchangeable Non-cumulative Perpetual Series A Preferred Stock with a liquidation preference of \$100,000 per share ("Series A Preferred Securities") to third-party investors. Dividends on the Series A Preferred Securities, if declared, will accrue and be payable quarterly, in arrears, at a rate per annum equal to 1.147 percent above three-month CME Term SOFR plus a credit spread adjustment of 0.26161 percent. Prior to July 1, 2023, dividends for the Series A Preferred Securities were calculated based on LIBOR. On July 1, 2023, the interest rate on these securities transitioned from a LIBOR-based rate to a SOFR-based rate, including a credit spread adjustment, pursuant to the Adjustable Interest Rate (LIBOR) Act. percent. If USB

USB Realty Corp. has not declared a dividend on the Series A Preferred Securities before the dividend payment date for any dividend period, such dividend shall not be cumulative and shall cease to accrue and be payable, and USB Realty Corp. will have no obligation to pay dividends accrued for such dividend period, whether or not dividends on the Series A Preferred Securities are declared for any future dividend period.

The Series A Preferred Securities will be redeemable, in whole or in part, at the option of USB Realty Corp. on each fifth anniversary after the dividend payment date occurring in January 2012. Any redemption will be subject to the approval of the Office of the Comptroller of the Currency ("OCC"). During 2016, the Company purchased 500 shares of the Series A Preferred Securities held by third-party investors. As of December 31, 2023 December 31, 2024, 4,500 shares of the Series A Preferred Securities remain outstanding.

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## Earnings Per Share

The components of earnings per share were:

Year Ended December 31  
(Dollars and Shares in Millions, Except Per Share Data)

Net income attributable to U.S. Bancorp

Preferred dividends

Impact of preferred stock call and redemption

Earnings allocated to participating stock awards

Net income applicable to U.S. Bancorp common shareholders

Average common shares outstanding

Net effect of the exercise and assumed purchase of stock awards

Average diluted common shares outstanding

Earnings per common share

Diluted earnings per common share

(a) Represents stock issuance costs originally recorded in preferred stock upon the issuance of the Company's Series I and Series F Preferred Stock that were reclassified to retained earnings on the date the Company announced its intent to redeem the outstanding shares.

Year Ended December 31  
(Dollars and Shares in Millions, Except Per Share Data)

Net income attributable to U.S. Bancorp

Preferred dividends

Earnings allocated to participating stock awards

Net income applicable to U.S. Bancorp common shareholders

Average common shares outstanding

Net effect of the exercise and assumed purchase of stock awards

Average diluted common shares outstanding

Earnings per common share

Diluted earnings per common share

Options outstanding at December 31, 2023 December 31, 2024, 2023 and 2022, to purchase 1 million, 3 million and 1 million common shares, respectively, were not included in the computation of diluted antidilutive.

**Employee Retirement Savings Plan** The Company has a defined contribution retirement savings plan that covers substantially all its employees. Qualified employees are allowed to contribute up to 75 percent of their annual compensation, subject to Internal Revenue Service limits, through salary deductions under Section 401(k) of the Internal Revenue Code. Employee contributions are invested at their direction among a variety of investment alternatives. Employee contributions are 100 percent matched by the Company, up to four percent of each employee's eligible annual compensation. The Company's matching contribution vests immediately and is invested in the same manner as each employee's future contribution elections. Total expense for the Company's matching contributions was \$254 million \$262 million, \$254 million and \$211 million in 2024, 2023 and \$213 million in 2023, 2022, and 2021, respectively.

cash balance pay credits based on eligible

**Pension and Postretirement Welfare Plans** The Company has tax qualified noncontributory defined benefit pension plans, nonqualified pension plans and postretirement welfare plans.

**Pension Plans** The funded tax qualified noncontributory defined benefit pension plans provide benefits to substantially all the Company's employees.

Participants receive annual

pay multiplied by a percentage determined by their age and/or years of service, as defined by the plan documents. Participants also receive an annual interest credit. Generally, employees become vested upon completing three years of vesting service. The Company did not contribute to its qualified pension plans in 2023 2024 and 2022 2023 and does not expect to contribute to the plans in 2024 2025.

The Company also maintains two non-qualified plans that are unfunded and provide benefits to certain employees. The assumptions used in computing the accumulated benefit obligation, the projected benefit obligation and net pension expense are substantially consistent with those assumptions used for the funded qualified plans. In 2024 2025, the Company expects to contribute approximately \$27 million \$49 million to its non-qualified pension plans, which equals the 2024 2025 expected benefit payments.

**Postretirement Welfare Plans** In addition to providing pension benefits, the Company has a funded and unfunded postretirement welfare plans plan available to certain eligible participants based on their hire or retirement date. The plans are plan is closed to new participants. In 2024 2025, the Company does not expect to contribute to its postretirement welfare plans. plan.

The following table summarizes the changes in benefit obligations and plan assets for the years ended December 31, and the funded status and amounts recognized in the Consolidated Balance Sheet at December 31.

(Dollars in Millions)	(Dollars in Millions)
<b>Change In Projected Benefit Obligation<sup>(a)</sup></b>	
Benefit obligation at beginning of measurement period	
Benefit obligation at beginning of measurement period	
Benefit obligation at beginning of measurement period	
Service cost	
Interest cost	
Plan amendments	
Plan amendments	
Plan amendments	
Actuarial (gain) loss	
Lump sum settlements	
Benefit payments	
Acquisitions	
Benefit obligation at end of measurement period <sup>(b)</sup>	
<b>Change In Fair Value Of Plan Assets</b>	
Fair value at beginning of measurement period	
Fair value at beginning of measurement period	
Fair value at beginning of measurement period	
Actual return on plan assets	
Employer contributions	
Lump sum settlements	
Lump sum settlements	
Lump sum settlements	

Benefit payments  
Acquisitions(c)  
Fair value at end of measurement period

#### Funded Status

##### Components Of The Consolidated Balance Sheet

Noncurrent benefit asset  
Noncurrent benefit asset  
Noncurrent benefit asset  
Current benefit liability  
Noncurrent benefit liability  
Recognized amount

##### Accumulated Other Comprehensive Income (Loss), Pretax

Net actuarial loss  
Net actuarial loss  
Net actuarial loss  
Net prior service credit  
Recognized amount

Note: At December 31, 2023 December 31, 2024 and 2022, 2023, the postretirement welfare plans projected benefit obligation was \$49 \$41 million and \$51 \$49 million, respectively, the fair value of plan assets was \$45 \$47 million and \$42 \$45 million, respectively, and the amount recognized.

(a) The increase decrease in the projected benefit obligation for 2024 was primarily due to a higher discount rate and the increase for 2023 was primarily due to a lower discount rate, and the decrease for 2022 was primarily due to a higher discount rate partially offset by the acquired MUB benefit.

(b) At December 31, 2023 December 31, 2024 and 2022, 2023, the accumulated benefit obligation for all pension plans was \$6.8 billion \$6.6 billion and \$5.0 billion \$6.8 billion, respectively.

(c) The increase in 2023 plan assets was related to the 2022 MUB acquisition.

The following table provides information for pension plans with benefit obligations in excess of plan assets at December 31:

(Dollars in Millions)

(Dollars in Millions)

##### Plans with Projected Benefit Obligations in Excess of Plan Assets

Projected benefit obligation  
Projected benefit obligation  
Projected benefit obligation  
Fair value of plan assets

##### Plans with Accumulated Benefit Obligations in Excess of Plan Assets

Accumulated benefit obligation  
Accumulated benefit obligation  
Accumulated benefit obligation  
Fair value of plan assets

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The following table sets forth the components of net periodic pension cost and other amounts recognized in accumulated other comprehensive income (loss) for the years ended December 31 for the pension

(Dollars in Millions)

##### Components Of Net Periodic Pension Cost

Service cost  
Service cost  
Service cost  
Interest cost  
Expected return on plan assets  
Prior service credit amortization  
Actuarial loss amortization  
Net periodic pension cost

#### Other Changes In Plan Assets And Benefit Obligations Recognized In Other Comprehensive Income (Loss)

Net actuarial (loss) gain arising during the year

Net actuarial (loss) gain arising during the year

Net actuarial (loss) gain arising during the year

Net actuarial loss amortized during the year

Net prior service credit (cost) arising during the year

Net prior service credit amortized during the year

Total recognized in other comprehensive income (loss)

Total recognized in net periodic pension cost and other comprehensive income (loss)

Note: The net periodic benefit for the postretirement welfare plans was \$10.7 million, \$9.10 million and \$9 million for the years end December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively. The total of other amounts recognized as other comprehensive loss was \$11.1 million, \$10.1 million and \$9.1 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively.

The following table sets forth weighted-average assumptions used to determine the pension plans projected benefit obligations at December 31:

Discount rate	Discount rate	5.12 %
Cash balance interest crediting rate		
Rate of compensation increase <sup>(a)</sup>		

(a) Determined on an active liability-weighted basis.

The following table sets forth weighted-average assumptions used to determine net periodic pension cost for the years ended December 31:

Discount rate	Discount rate	2023	2024
Cash balance interest crediting rate			
Expected return on plan assets <sup>(a)</sup>			
Rate of compensation increase <sup>(b)</sup>			

(a) With the help of an independent pension consultant, the Company considers several sources when developing its expected long-term rates of return on plan assets assumptions, including, but not limited to, past returns and estimates of future returns given the plans' asset allocation, conditions and plan assets.

(b) Determined on an active liability-weighted basis.

**Investment Policies and Asset Allocation** In establishing its investment policies and asset allocation strategies, the Company considers expected returns and the volatility associated with different strategies. An independent consultant performs modeling that projects numerous outcomes using a broad range of possible scenarios, including a mix of possible rates of inflation and economic growth. Starting with current economic information, the model bases its projections on past relationships between inflation, fixed income rates and equity returns when these types of economic conditions have existed over the previous 30 years, both in the United States and in foreign countries. Estimated future returns and other actuarially determined adjustments are also considered in calculating the estimated return on assets.

Generally, based on historical performance of the various investment asset classes, investments in equities have outperformed other investment classes but are

At December 31, 2023 both December 31, 2024 and 2022, 2023, plan assets included an asset management arrangement with a related party totaling \$62.6 million and \$87.8 million, respectively, approximately \$63 million.

In accordance with authoritative accounting guidance, the Company groups plan assets into a three-level hierarchy for valuation techniques used addition to measure their fair value based on whether the valuation inputs are observable or unobservable. Refer to Note 22 for further discussion on these levels.

The assets of the qualified pension plans include investments in equity cash and U.S. Treasury securities whose fair values are determined based on quoted prices in active markets and are classified within Level 1 of the fair value hierarchy. The qualified pension plans also invest in U.S. agency, corporate and municipal debt securities, which are all valued based on observable market prices or data by third party pricing services, and mutual funds which are valued based on quoted net asset values provided by the trustee of the fund; these assets are classified as Level 2. Additionally, cash equivalents, the qualified pension plans invest in certain assets funds that do not have readily determinable fair values. These funds are valued based on net asset values as a practical expedient, including investments in collective investment funds, hedge funds, and private equity funds; the net asset values are provided by the fund trustee or administrator and are not classified in the fair value hierarchy as a practical expedient.

subject to higher volatility. In an active liability-weighted basis, Compensation and Human Resources, 10 percent equities, 10 percent real assets, 10 percent hedge funds is appropriate.

The following table summarizes qualified the pension plans investment assets measured at fair value at December 31:

(Dollars in Millions)	2023		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$	68	\$
Debt securities	—	—	—
Mutual funds	—	—	—
Debt securities	—	—	—
Emerging markets equity securities	—	—	—
Other	—	—	—
	\$	68	\$

Plan investment assets not classified in fair value hierarchy<sup>(a)</sup>:

Collective investment funds

Domestic equity securities

Domestic mid-small cap equity securities

International equity securities

Domestic real estate securities

Fixed income

Real estate funds<sup>(b)</sup>

Hedge funds<sup>(c)</sup>

Private equity funds<sup>(d)</sup>

Total plan investment assets at fair value

(Dollars in Millions)			
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$	68	\$
Collective investment funds	—	—	—
Domestic equity securities	—	—	—
Mid-small cap equity securities	—	—	—
International equity securities	—	—	—
Real estate securities	—	—	—
Fixed income	—	—	—
Real estate funds <sup>(a)</sup>	—	—	—
Hedge funds <sup>(b)</sup>	—	—	—
Private equity funds <sup>(c)</sup>	—	—	—
Total plan investment assets at fair value			

(a) These investments are valued based on net asset value per share as a practical expedient; fair values are provided to reconcile to total investment assets of the plans at fair value.

(b) This category consists of several investment strategies diversified across several real estate managers.

(c) (b) This category consists of several investment strategies diversified across several hedge fund managers.

(d) (c) This category consists of several investment strategies diversified across several private equity fund managers.

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The following table summarizes the changes in fair value for qualified pension plans investment assets measured at fair value using significant unobservable inputs (Level 3) for the years ended December 31.

(Dollars in Millions)			
	Level 1	Level 2	Level 3
Balance at beginning of period	\$	68	\$
Unrealized gains (losses) relating to assets still held at end of year	—	—	—

Purchases, sales, and settlements, net

Balance at end of period

The following benefit payments are expected to be paid from the pension plans for the years ended December 31:

(Dollars in Millions)

2024

2024

2024

2025

2025

2025

2026

2027

2028

2029-2033

2029

2030-2034

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### Stock-Based Compensation

As part of its employee and director compensation programs, the Company currently may grant certain stock awards under the provisions of its stock incentive plan. The plan provides for grants of options to purchase shares of common stock at a fixed price equal to the fair value of the underlying stock at the date of grant. Option grants are generally exercisable up to ten years from the date of grant. In addition, the plan provides for grants of shares of common stock or stock units that are subject to restriction on transfer prior to vesting. Most stock and unit awards vest

over three to five years and are

certain vesting requirements are not met. Stock incentive plans of acquired companies are generally terminated at the merger closing dates. Participants under such plans receive the Company's common stock, options to buy the Company's common stock, or long term cash incentives, based on the conversion terms of the various merger agreements. At [December 31, 2023](#) [December 31, 2024](#), there were [15 million](#) [46 million](#) shares (subject to adjustment for forfeitures) available for grant under the Company's stock incentive plan.

#### Stock Option Awards

The following is a summary of stock options outstanding and exercised under prior and existing stock incentive plans of the Company:

Year Ended December 31	Year Ended December 31	Options/Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in millions)	Year Ended December 31
<b>2023</b>						
<b>2023</b>						
<b>2024</b>						
<b>2024</b>						
<b>2024</b>						
Number outstanding at beginning of period						
Number outstanding at beginning of period						
Number outstanding at beginning of period						
Exercised						
Exercised						
Exercised						
Cancelled <sup>(a)</sup>						
Cancelled <sup>(a)</sup>						
Cancelled <sup>(a)</sup>						

	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Exercisable at end of period	
<b>2023</b>		
	Number outstanding at beginning of period	
	Number outstanding at beginning of period	
	Number outstanding at beginning of period	
	Exercised	
	Exercised	
	Exercised	
	Cancelled <sup>(a)</sup>	
	Cancelled <sup>(a)</sup>	
	Cancelled <sup>(a)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Exercisable at end of period	
<b>2022</b>		
	Number outstanding at beginning of period	
	Number outstanding at beginning of period	
	Number outstanding at beginning of period	
	Exercised	
	Exercised	
	Exercised	
	Cancelled <sup>(a)</sup>	
	Cancelled <sup>(a)</sup>	
	Cancelled <sup>(a)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Exercisable at end of period	
<b>2021</b>		
	Number outstanding at beginning of period	
	Number outstanding at beginning of period	
	Number outstanding at beginning of period	
	Exercised	
	Exercised	
	Exercised	
	Cancelled <sup>(a)</sup>	
	Cancelled <sup>(a)</sup>	
	Cancelled <sup>(a)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Number outstanding at end of period <sup>(b)</sup>	
	Exercisable at end of period	
<b>Exercisable at end of period</b>		

Note: The Company did not grant any stock option awards during 2024, 2023, 2022, and 2021.

(a) Options cancelled include both non-vested (i.e., forfeitures) and vested options.

(b) Outstanding options include stock-based awards that may be forfeited in future periods. The impact of the estimated forfeitures is reflected in compensation expense.

Stock-based compensation expense is based on the estimated fair value of the award at the date of grant or modification. The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model, requiring the use of subjective assumptions. Because employee stock options have

characteristics that differ from the

including vesting provisions and trading limitations that impact their liquidity, the determined value used to measure compensation expense may vary from the actual fair value of the employee stock options. To satisfy option exercises, the Company predominantly uses treasury stock.

The following summarizes certain stock option activity of the Company:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023	2022
Fair value of options vested			
Intrinsic value of options exercised			
Cash received from options exercised			
Tax benefit realized from options exercised			

Additional information regarding stock options outstanding as of December 31, 2023 December 31, 2024, is as follows:

Range of Exercise Prices	Range of Exercise Prices	Outstanding Options			Exercisable Options			Range of Exercise Prices	Shares
		Shares	Weighted- Average Remaining Contractual Life (Years)	Weighted- Average Exercise Price	Shares	Weighted- Average Exercise Price	Range of Exercise Prices		
\$35.01—\$40.00									
\$40.01—\$45.00									
\$45.01—\$50.00									
\$50.01—\$55.01									

## Restricted Stock and Unit Awards

A summary of the status of the Company's restricted shares of stock and unit awards is presented below:

Year Ended December 31	Year Ended December 31	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value	Year Ended December 31	Shares
<hr/>									
Outstanding at beginning of period									
Granted									
Vested									
Cancelled									
Outstanding at end of period									
The total fair value of shares vested was \$180 million \$208 million, \$198 million \$180 million and \$191 million \$198 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively. Stock-based compensation expense was \$224 million \$232 million, \$202 million \$224 million and \$207 million \$202 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively. On an after-tax basis, stock-based compensation was \$167 million \$173 million, \$152 million \$167 million									
and \$155 million \$152 million for December 31, 2024, there were 155 million shares granted under the plans. That compares to 152 million shares granted under the plans in 2023.									

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## Income Taxes

The components of income tax expense were:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023	2022	2021
<b>Federal</b>				
Current				

Current	
Current	
Deferred	
Federal income tax	
<b>State</b>	<b>State</b>
Current	
Deferred	
State income tax	
<b>Total income tax provision</b>	

A reconciliation of expected income tax expense at the federal statutory rate of 21 percent to the Company's applicable income tax expense follows:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023
Tax at statutory rate		
State income tax, at statutory rates, net of federal tax benefit		
Tax effect of	Tax effect of	
Tax credits and benefits, net of related expenses		
Tax-exempt income		
<b>Exam Resolutions</b>		
Revaluation of tax related assets and liabilities <sup>(a)</sup>		
Nondeductible legal and regulatory expenses		
Other items		
<b>Applicable income taxes</b>		

(a) The 2022 acquisition of MUB resulted in an increase in the Company's state effective tax rate, requiring the Company to revalue its state deferred tax assets and liabilities. As a result of this revaluation, the Company recorded an estimated net tax benefit of \$79 million during 2022.

The tax effects of fair value adjustments on securities available-for-sale, derivative instruments in cash flow hedges, foreign currency translation adjustments, and pension and post-retirement plans are recorded directly to shareholders' equity as part of other comprehensive income (loss).

In preparing its tax returns, the Company is required to interpret complex tax laws and regulations and utilize income and cost allocation methods to determine its taxable income. On an ongoing basis, the Company is subject to examinations by federal, state, local and foreign taxing

authorities that may give rise to c

interpretations of these complex laws, regulations and methods. Due to the nature of the examination process, it generally takes years before these examinations are completed and matters are resolved. Federal tax examinations for all years ending through December 31, 2016 December 31, 2020 are completed and resolved. The Company's tax returns for the years ended December 31, 2017 December 31, 2021 through December 31, 2020 December 31, 2022 are under examination by the Internal Revenue Service. The years open to examination by foreign, state and local government authorities vary by jurisdiction.

A reconciliation of the changes in the federal, state and foreign uncertain tax position balances are summarized as follows:

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023
Balance at beginning of period		
Additions for tax positions taken in prior years		
Additions for tax positions taken in the current year		
Exam resolutions		
Statute expirations		
<b>Balance at end of period</b>		

The total amount of uncertain tax positions that, if recognized, would impact the effective income tax rate as of December 31, 2023 December 31, 2024, 2023 and 2022, were \$206 million, \$276 million and 2021, were \$276 million, \$294 million and \$285 million, respectively. The Company classifies interest and penalties related to uncertain tax positions as a component of income tax expense. At December 31, 2023 December 31, 2024, the Company's uncertain tax position balance included \$40 million \$27 million of accrued interest and penalties. During the years ended December 31, 2023 December 31, 2024,

2022 2023 and 2021 2022 the Co and penalties on uncertain tax po Deferred income tax assets a liabilities for financial reporting pi

The significant components of the Company's net deferred tax asset (liability) follows:

At December 31 (Dollars in Millions)	At December 31 (Dollars in Millions)
<b>Deferred Tax Assets</b>	<b>Deferred Tax Assets</b>
Securities available-for-sale and financial instruments	
Federal, state and foreign net operating loss, credit carryforwards and other carryforwards	
Allowance for credit losses	
Loans	
Accrued expenses	
Obligation for operating leases	
Partnerships and other investment assets	
Stock compensation	
Other deferred tax assets, net	
Gross deferred tax assets	
<b>Deferred Tax Liabilities</b>	
Goodwill and other intangible assets	
Goodwill and other intangible assets	
Goodwill and other intangible assets	
Leasing activities	
Leasing activities	
Leasing activities	
Goodwill and other intangible assets	
Mortgage servicing rights	
Right of use operating leases	
Pension and postretirement benefits	
Fixed assets	
Other deferred tax liabilities, net	
Gross deferred tax liabilities	
Valuation allowance	
<b>Net Deferred Tax Asset</b>	
The Company has approximately <b>\$2.7 billion</b> \$3.0 billion of federal, state and foreign net operating loss carryforwards which expire at various times beginning in <b>2024, 2025</b> . A substantial portion of these carryforwards relate to state-only net operating losses, for which the related deferred tax asset is subject to a full valuation allowance as the carryforwards are not expected to be realized within the carryforward period. Management has determined it is more likely than not the other net deferred tax assets could be realized through carry back to taxable income in prior years, future reversals of existing taxable temporary differences and future taxable income.	At <b>December 31, 2023</b> December 31, 2023, the Company has approximately <b>\$2.7 billion</b> \$3.0 billion of federal, state and foreign net operating loss carryforwards which expire at various times beginning in <b>2024, 2025</b> . A substantial portion of these carryforwards relate to state-only net operating losses, for which the related deferred tax asset is subject to a full valuation allowance as the carryforwards are not expected to be realized within the carryforward period. Management has determined it is more likely than not the other net deferred tax assets could be realized through carry back to taxable income in prior years, future reversals of existing taxable temporary differences and future taxable income.
In addition, the Company has <b>\$1.3 billion</b> \$1.2 billion of federal credit carryforwards which expire at various times through <b>2043</b> 2044 which are not subject to a valuation allowance as management believes that it is more likely than not that the credits will be utilized within the carryforward period.	In addition, the Company has <b>\$1.3 billion</b> \$1.2 billion of federal credit carryforwards which expire at various times through <b>2043</b> 2044 which are not subject to a valuation allowance as management believes that it is more likely than not that the credits will be utilized within the carryforward period.
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<b>NOTE 2019</b>	<b>Derivative Instruments</b>

In the ordinary course of business, the Company enters into derivative transactions to manage various risks and to accommodate the business requirements of its customers. The Company recognizes all derivatives on the Consolidated Balance Sheet at fair value in other assets or in other liabilities. On the date the Company enters into a derivative contract, the derivative is designated as either a fair value hedge, cash flow hedge, net investment hedge, or a designation is not made as it is a customer-related transaction, an economic hedge for asset/liability risk management purposes or another stand-alone derivative created through the Company's operations ("free-standing derivative"). When a derivative is designated as a fair value, cash flow or net investment hedge, the Company performs an assessment, at inception and, at a minimum, quarterly thereafter, to determine the effectiveness of the derivative in offsetting changes in the value or cash flows of the hedged item(s).

**Fair Value Hedges** These derivatives are interest rate swaps the Company uses to hedge the change in fair value related to interest rate changes of its underlying available-for-sale investment securities and fixed-rate debt. Changes in the fair value of derivatives designated as fair value hedges, and changes in the fair value of the hedged items, are recorded in earnings.

**Cash Flow Hedges** These derivatives are interest rate swaps the Company uses to hedge the forecasted cash flows from its underlying variable-rate loans and debt. Changes in the fair value of derivatives designated as cash flow hedges are recorded in other comprehensive income (loss) until the cash flows of the hedged items are realized. If a derivative designated as a cash flow hedge is terminated or ceases to be highly effective, the gain or loss in other comprehensive income (loss) is amortized to earnings over the period the forecasted hedged transactions impact earnings. If a hedged forecasted transaction is no longer probable, hedge accounting is ceased and any gain or loss included in other comprehensive income (loss) is reported in earnings immediately, unless the forecasted transaction is at least reasonably possible of occurring, whereby the amounts remain within other comprehensive income (loss). At December 31, 2023 December 31, 2024, the Company had \$242 million \$553 million (net-of-tax) of realized and unrealized losses on derivatives classified as cash flow hedges recorded in other comprehensive income (loss), compared with \$114 million \$242 million (net-of-tax) of realized and unrealized losses at December 31, 2022 December 31, 2023. The estimated amount to be reclassified from other comprehensive income (loss) into earnings during the next 12 months is a loss of \$222 million

\$78 million (net-of-tax). All cash

**Net Investment Hedges** The Company uses derivative instruments, to hedge the volatility of the fair value of the amount of non-derivative debt in:

December 31, 2022 December 31, 2023

**Other Derivative Positions** The Company uses derivative instruments to hedge the interest rate risk related to forward commitments to buy TBA/MSF. The Company recognizes on foreign fair value option elected deposits and commodity contracts for its cash flows that partially or fully offset the exposure monitored and reviewed by the Company for each portfolio. The Company also has commitments and swap agreements. For further information on these swaps, see Note 11 to the loan portfolios.

The following table summarizes the asset and liability management derivative positions of the Company at December 31:

(Dollars in Millions)	(Dollars in Millions)	2023			2022				
		Fair Value		Notional Value	Fair Value		Notional Value	Fair Value	
		Assets	Liabilities		Assets	Liabilities		Assets	Liabilities
Fair value hedges	Fair value hedges							Fair value	
Interest rate contracts	Interest rate contracts							Interest rate	
Receive fixed/pay floating swaps									
Pay fixed/receive floating swaps									
Cash flow hedges	Cash flow hedges							Cash flow	
Interest rate contracts	Interest rate contracts							Interest rate	
Receive fixed/pay floating swaps									
Net investment hedges	Net investment hedges							Net investment	
Foreign exchange forward contracts									
Other economic hedges	Other economic hedges							Other economic	
Interest rate contracts	Interest rate contracts							Interest rate	
Futures and forwards	Futures and forwards							Futures	
Buy									
Sell									
Options	Options							Options	
Purchased									
Written									
Receive fixed/pay floating swaps									
Pay fixed/receive floating swaps									
Foreign exchange forward contracts									
Equity contracts									
Credit contracts									

Other (a)

Total

(a) Includes derivative liability swap agreements related to the sale of a portion of the Company's Class B common and preferred shares of Visa Inc. The Visa swap agreements had a total notional value and fair value of \$2.0 billion \$1.0 billion and \$91 \$78 million at December 31, 2023 December 31, 2022. short-term underwriting purchase and sale commitments with total notional values value of \$28 million at December 31, 2023, and \$13 million at December 31, 2022.

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The following table summarizes the customer-related derivative positions of the Company at December 31:

(Dollars in Millions)	(Dollars in Millions)	2023		2022		(Dollars in Millions)
		Fair Value		Fair Value		
		Notional Value	Assets	Liabilities	Notional Value	Assets
Interest rate contracts	Interest rate contracts					Interest
Receive fixed/pay floating swaps						
Pay fixed/receive floating swaps						
Other (a)						
Options	Options					Options
Purchased						
Written						
Futures						
Buy						
Sell						
Foreign exchange rate contracts						
Foreign exchange rate contracts						
Foreign exchange rate contracts	Foreign exchange rate contracts					
Forwards, spots and swaps						
Options	Options					Options
Purchased						
Written						
Commodity contracts						
Swaps						
Swaps						
Swaps		2,498	116	110	—	—
Options						
Purchased						
Purchased		1,936	151	—	—	—
Written	Written	1,936	—	151	—	—
Futures						
Buy						
Buy						
Buy		1	—	—	—	—
Sell		166	25	27	—	—
Credit contracts						
Credit contracts						
Credit contracts						
Total						

(a) Primarily represents floating rate interest rate swaps that pay based on differentials between specified interest rate indexes.

The table below shows the effective portion of the gains (losses) recognized in other comprehensive income (loss) and the gains (losses) reclassified from other comprehensive income (loss) into earnings (net of tax).

(Dollars in Millions)	(Dollars in Millions)	Gains (Losses) Recognized in Other Comprehensive Income (Loss)			Gains (Losses) Reclassified from Other Comprehensive Income (Loss) into Earnings	
		2023	2022	2021	2023	2022
<b>Asset and Liability Management Positions</b>						
Cash flow hedges						
Cash flow hedges						
Cash flow hedges						
Interest rate contracts						
Interest rate contracts						
Interest rate contracts						
Net investment hedges	Net investment hedges					Net investment hed
Foreign exchange forward contracts						
Non-derivative debt instruments						

Note: The Company does not exclude components from effectiveness testing for cash flow and net investment hedges.

The table below shows the effect of fair value and cash flow hedge accounting on the Consolidated Statement of Income for the years ended December 31:

(Dollars in Millions)	Total amount of income and expense line items presented in the Consolidated Statement of Income in which the effects of fair value or cash flow hedges are recorded		
<b>Asset and Liability Management Positions</b>			
Fair value hedges			
Fair value hedges			
Fair value hedges			
Interest rate contract derivatives			
Hedged items			
Cash flow hedges			
Interest rate contract derivatives			

Note: The Company does not exclude components from effectiveness testing for fair value and cash flow hedges. The Company reclassified losses of \$28 million, \$36 million \$28 million and \$53 million \$36 million into earnings during the years ended December 31, 2023 December 31, 2024, because it is probable the original hedged forecasted cash flows will not occur.

The table below shows cumulative hedging adjustments and the carrying amount of assets and liabilities currently designated in fair value hedges at December 31:

(Dollars in Millions)	(Dollars in Millions)	Carrying Amount of the Hedged Assets and Liabilities		Cumulative Hedging Adjustment (a)	
		2023	2022	2023	2022 (Dollars in Million)
<b>Line Item in the Consolidated Balance Sheet</b>					
Available-for-sale investment securities(b) (a)	Line Item in the Consolidated Balance Sheet				Line Item in

Long-term debt

(a) Note: The table above excludes the cumulative hedging adjustment related to discontinued hedging relationships on available-for-sale investment securities and long-term debt was \$(379) of \$(72) million and \$(68) \$(149) million, respectively, at December 31, 2023 December 31, 2024, on securities and long-term debt related to discontinued hedging relationships was \$6.8 billion and \$14.9 billion, respectively, at December 31, 2024, compared with \$830 million and \$7.2 billion at December 31, 2023, respectively.

(b) (a) Includes amounts related to available-for-sale investment securities currently designated as the hedged item in a fair value hedge using the portfolio layer method. At December 31, 2024, the amortized cost of the closed portfolios used in these hedging relationships was \$17.5 billion, million. At December 31, 2023, the amortized cost of the closed portfolios used in these hedging relationships was \$15.6 billion, of which \$9.1 billion \$9.6 billion was designated as hedged. At December 31, 2023, the cumulative amount of basis adjustments associated with these hedging relationships was \$1.5 billion.

The table below shows the gains (losses) recognized in earnings for other economic hedges and the customer-related positions for the years ended December 31:

(Dollars in Millions)	(Dollars in Millions)	Location of Gains (Losses) Recognized in Earnings	2023	2022	2021	(Dollars in Millions)
<b>Asset and Liability Management Positions</b>	<b>Asset and Liability Management Positions</b>					<b>Asset and Liability Management Positions</b>
Other economic hedges	Other economic hedges					Other economic hedges
Interest rate contracts	Interest rate contracts					Interest rate contracts
Futures and forwards						
Purchased and written options						
Swaps						
Foreign exchange forward contracts						
Equity contracts						
Other						
Other						
<b>Credit contracts</b>						
Other						
<b>Customer-Related Positions</b>	<b>Customer-Related Positions</b>					<b>Customer-Related Positions</b>
Interest rate contracts	Interest rate contracts					Interest rate contracts
Swaps						
Purchased and written options						
Futures						
Foreign exchange rate contracts	Foreign exchange rate contracts					Foreign exchange rate contracts
Forwards, spots and swaps						
Purchased and written options						
Commodity contracts						
Swaps						
Swaps						
Swaps						
<b>Purchased and written options</b>						
Credit contracts						
Credit contracts						
Credit contracts						

Derivatives are subject to credit risk associated with counterparties to the derivative contracts. The Company measures that credit risk using a credit valuation adjustment and includes it within the fair value of the derivative. The Company manages counterparty credit risk through diversification of its derivative positions among various counterparties, by entering into derivative positions that are centrally cleared through clearinghouses, by entering into master netting arrangements and, where possible, by requiring collateral arrangements. A master netting arrangement allows two counterparties, who have multiple derivative contracts with each other, the ability to net settle amounts under all contracts, including any related collateral, through a single payment and in a single currency. Collateral arrangements generally require the counterparty to deliver collateral (typically cash or U.S. Treasury and agency securities) equal to the Company's net derivative receivable, subject to minimum transfer and credit rating requirements.

The Company's collateral arrangements are primarily for net liability derivative positions. F from two of the nationally recognized counterparties in the collateral arrangements, the Company has collateral coverage for derivative liability position at December 31, **\$1.7 billion** \$1.9 billion of cash position.

The Company's derivative portfolio consists of bilateral over-the-counter trades, certain interest rate derivatives and credit contracts required to be centrally cleared through clearinghouses per current regulations, and exchange-traded positions which may include U.S. Treasury and Eurodollar futures or options on U.S. Treasury futures. Of the Company's **\$1.2** **\$1.3** trillion total notional amount of derivative positions at **December 31, 2023** **December 31, 2024**, **\$548.9 billion** **\$576.7 billion** related to bilateral over-the-counter trades, **\$660.4 billion** **\$709.5 billion** related to those centrally cleared through clearinghouses and **\$1.9 billion** **\$1.2 billion** related to those that were exchange-traded. The Company's derivative contracts typically include offsetting rights (referred to as netting arrangements), and depending on expected volume, credit risk, and counterparty preference, collateral maintenance may be required. For all derivatives under collateral support arrangements, fair value is determined daily and, depending on the collateral maintenance requirements, the Company and a counterparty may receive or deliver collateral, based upon the net fair value of all derivative positions between the Company and the counterparty. Collateral is typically cash, but securities may be allowed under collateral arrangements with certain counterparties. Receivables and payables related to cash collateral are included in other assets and other liabilities on the Consolidated Balance Sheet, along with the related derivative asset and liability fair values. Any securities pledged to counterparties as collateral remain on the Consolidated Balance Sheet. Securities received from counterparties as collateral are not recognized on the Consolidated Balance Sheet, unless the counterparty defaults. In general, securities used as collateral can be sold, repledged or otherwise used by the party in possession. No restrictions exist on the use of cash collateral by either party. Refer to Note 20 19 for further discussion of the Company's derivatives, including collateral arrangements.

As part of the Company's treasury and broker-dealer operations, the Company executes transactions that are treated as securities sold under agreements to repurchase or securities purchased under agreements to resell, both of

which are accounted for as collateralized transactions. Securities p securities sold under agreement: Consolidated Balance Sheet. F included in other assets on the C Securities transferred to coun Consolidated Balance Sheet, are counterparties under reverse rep unless the counterparty defaults. agency securities, residential ag borrowed typically are corporate sold, repledged or otherwise use repurchase and securities loaned assessments, independent of bu include collateral arrangements t refunded to counterparties to ma

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The following table summarizes the maturities by category of collateral pledged for repurchase agreements and securities loaned transactions:

(Dollars in Millions)	(Dollars in Millions)	Overnight and Continuous	Less Than 30 Days	30-89 Days	Greater Than 90 Days	Total (Dollars in Millions)
<b>December 31, 2024</b>						
Repurchase agreements						
Repurchase agreements						
Repurchase agreements						
U.S. Treasury and agencies						
U.S. Treasury and agencies						
U.S. Treasury and agencies						
Residential agency mortgage-backed securities						
Corporate debt securities						
Asset-backed securities						
Total repurchase agreements						
Securities loaned						
Corporate debt securities						
Corporate debt securities						
Corporate debt securities						
Total securities loaned						
Gross amount of recognized liabilities						
<b>December 31, 2023</b>						
Repurchase agreements						
Repurchase agreements						
Repurchase agreements						
U.S. Treasury and agencies						
U.S. Treasury and agencies						
U.S. Treasury and agencies						
Residential agency mortgage-backed securities						
Corporate debt securities						
Asset-backed securities						
Total repurchase agreements						

Securities loaned  
 Corporate debt securities  
 Corporate debt securities  
 Corporate debt securities  
 Total securities loaned  
 Gross amount of recognized liabilities

**December 31, 2022**

Repurchase agreements  
 Repurchase agreements  
 Repurchase agreements  
 U.S. Treasury and agencies  
 U.S. Treasury and agencies  
 U.S. Treasury and agencies  
 Residential agency mortgage-backed securities  
 Corporate debt securities  
 Total repurchase agreements  
 Securities loaned  
 Corporate debt securities  
 Corporate debt securities  
 Corporate debt securities  
 Total securities loaned  
 Gross amount of recognized liabilities

The Company executes its derivative, repurchase/reverse repurchase and securities loaned/borrowed transactions under the respective industry standard agreements. These agreements include master netting arrangements that allow for multiple contracts executed with the same counterparty to be viewed as a single arrangement. This allows for net settlement of a single amount on a daily basis. In the event of default, the master netting arrangement provides for close-out netting, which allows all of these positions with the defaulting counterparty to be terminated and net settled with a single payment amount.

The Company has elected to derivative counterparties. The ne those associated with cash collat for the balance sheet presentati

The following tables provide information on the Company's netting adjustments, and items not offset on the Consolidated Balance Sheet but available for offset in the event of default:

(Dollars in Millions)

	Financial Instruments <sup>(b)</sup>	Collateral Received <sup>(c)</sup>
	Financial Instruments <sup>(b)</sup>	
<b>December 31, 2024</b>		
Derivative assets <sup>(d)</sup>		
Derivative assets <sup>(d)</sup>		
Derivative assets <sup>(d)</sup>		
Reverse repurchase agreements		
Securities borrowed		
Total		
<b>December 31, 2023</b>		
Derivative assets <sup>(d)</sup>		
Derivative assets <sup>(d)</sup>		
Derivative assets <sup>(d)</sup>		
Reverse repurchase agreements		
Securities borrowed		
Total		

December 31, 2022

Derivative assets<sup>(d)</sup>  
Derivative assets<sup>(d)</sup>  
Derivative assets<sup>(d)</sup>  
Reverse repurchase agreements  
Securities borrowed  
Total

(a) Includes \$1.6 billion \$1.9 billion and \$3.0 billion \$1.6 billion of cash collateral related payables that were netted against derivative assets at December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

(b) For derivative assets this includes any derivative liability fair values that could be offset in the event of counterparty default; for reverse repurchase agreements this includes any repurchase agreement payables that could be offset in the event of counterparty default; for securities borrowed

(c) includes the fair value of securities received by the Company from the counterparty. These securities are not included on the Consolidated Balance Sheet unless the counterparty defaults.

(d) Excludes \$15 million and \$27 million at December 31, 2024 and \$20 million at December 31, 2023 and 2022, 2023, respectively, of derivative assets not subject to netting arrangements.

	(Dollars in Millions)	Gross Recognized Liabilities	Gross Amounts Offset on the Consolidated Balance Sheet <sup>(a)</sup>	Net Amounts Presented on the Consolidated Balance Sheet	Gross Amounts Not Offset on the Consolidated Balance Sheet		Net (Dollars in Millions)	Gross Recognized Liabilities
					Balance Sheet	Financial Instruments <sup>(b)</sup>		
<b>December 31, 2024</b>								
Derivative liabilities <sup>(d)</sup>								
Derivative liabilities <sup>(d)</sup>								
Derivative liabilities <sup>(d)</sup>								
Repurchase agreements								
Securities loaned								
<b>Total</b>								
<b>December 31, 2023</b>								
Derivative liabilities <sup>(d)</sup>								
Derivative liabilities <sup>(d)</sup>								
Derivative liabilities <sup>(d)</sup>								
Repurchase agreements								
Securities loaned								
<b>Total</b>								
<b>December 31, 2022</b>								
Derivative liabilities <sup>(d)</sup>								
Derivative liabilities <sup>(d)</sup>								
Derivative liabilities <sup>(d)</sup>								
Repurchase agreements								
Securities loaned								
<b>Total</b>								
(a) Includes \$1.7 billion \$1.9 billion and \$2.1 billion \$1.7 billion of cash collateral related receivables that were netted against derivative liabilities at December 31, 2023 December 31, 2024 and 2022, 2023, respectively.								
(b) For derivative assets this includes any derivative asset fair values that could be offset in the event of counterparty default; for repurchase agreements this includes any reverse repurchase agreement receivables that could be offset in the event of counterparty default; for securities loaned								
(c) Includes the fair value of securities pledged by the Company to the counterparty. These securities are included on the Consolidated Balance Sheet unless the Company defaults.								
(d) Excludes \$79 million and \$92 million at December 31, 2024 and \$193 million at December 31, 2023 and 2022, 2023, respectively, of derivative liabilities not subject to netting arrangements.								

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The Company uses fair value measurements for the initial recording of certain assets and liabilities, periodic remeasurement of certain assets and liabilities, and disclosures. Derivatives, trading and available-for-sale investment securities, MSRs, certain time deposits and structured long-term notes, and substantially all MLHFS are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-fair value accounting or impairment write-downs of individual assets. Other financial instruments, such as held-to-maturity investment securities, loans, the majority of time deposits, short-term borrowings and long-term debt, are accounted for at amortized cost. See "Fair Value of Financial Instruments" in this Note for further information on the estimated fair value of these other financial instruments. In accordance with disclosure guidance, certain financial instruments, such as deposits with no defined or contractual maturity, receivables and payables due in one year or less, insurance contracts and equity investments not accounted for at fair value, are excluded from this Note. In addition, refer to Note 3 regarding the fair value of assets and liabilities acquired in the MUB acquisition.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value measurement reflects all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance.

The Company groups its assets and liabilities measured at fair value into a three-level hierarchy for valuation techniques used to measure financial assets and financial liabilities at fair value. This hierarchy is based on whether the valuation inputs are observable or unobservable. These levels are:

- Level 1 — Quoted prices in active markets for identical assets or liabilities. Level 1 includes U.S. Treasury securities, as well as exchange-traded instruments.
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 includes debt securities that are traded less frequently than exchange-traded instruments and which are typically valued using third party pricing services; derivative contracts and other assets and liabilities, including securities, and certain time deposits, and structured long-term notes, whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market using quoted prices for similar assets or pricing models with inputs that are observable in the market or can be corroborated by observable market data.
  - Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category includes MSRs and certain derivative contracts.

### Valuation Methodologies

The valuation methodologies used by the Company to measure financial assets and liabilities at fair value are described below. In addition, the following section includes an indication of the level of the fair value hierarchy in which the assets or liabilities are classified. Where appropriate, the descriptions include information about the valuation models and key inputs to those models. During the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, there were no significant changes to the valuation techniques used by the Company to measure fair value.

**Available-For-Sale Available-for-Sale Investment Securities** When quoted market prices for identical securities are available in an active market, these prices are used to determine fair value and these securities are classified within Level 1 of the fair value hierarchy. Level 1 investment securities include U.S. Treasury and exchange-traded securities.

For other securities, quoted market prices may not be readily available for the specific securities. When possible, the Company determines fair value based on market observable information, including quoted market prices for similar securities, inactive transaction prices, and broker quotes. These securities are classified within Level 2 of the fair value hierarchy. Level 2 valuations are generally provided by a third-party pricing service. Level 2 investment securities are predominantly agency mortgage-backed securities, certain other asset-backed securities, obligations of state and political subdivisions and agency debt securities.

**Mortgage Loans Held For Sale** MLHFS measured at fair value, for which an active secondary market and readily available market prices exist, are initially valued at the transaction price and are subsequently valued by comparison to instruments with similar collateral and risk profiles. MLHFS are classified within Level 2. Included in mortgage banking revenue were net losses of \$46 million \$15 million, \$450 million \$46 million and \$145 million \$450 million for the years ended December 31, 2023 December 31, 2024, 2022 2023 and 2021, 2022, respectively, from the changes to fair value of these MLHFS under fair value option accounting guidance. Changes in fair value due to instrument specific credit risk were immaterial. Interest income for MLHFS is measured based on contractual

data; and MLHFS whose value

income for MLHFS is measured based on contractual interest rates and reported as interest income on the Consolidated Statement of Income. Electing to measure MLHFS at fair value reduces certain timing differences and better matches changes in fair value of these assets with changes in the value of the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting.

**Time Deposits** The Company elects the fair value option to account for certain time deposits that are hedged with derivatives that do not qualify for hedge accounting. Electing to measure these time deposits at fair value reduces certain timing differences and better matches changes in fair value of these deposits with changes in the value of the derivative instruments used to economically hedge them. The time deposits measured at fair value are valued using a discounted cash flow model that utilizes market observable inputs and are classified within Level 2. Included in interest expense on deposits were net gains of \$4 million for both the years ended December 31, 2023 December 31, 2024 and 2023, from the changes in fair value of time deposits under fair value option accounting guidance.

**Long-term Debt** The Company elects the fair value option to account for certain structured notes that are hedged with derivatives that do not qualify for hedge accounting. Electing to measure these structured notes at fair value reduces certain timing differences and better matches changes in fair value of these notes with changes in the value of the derivative instruments used to economically hedge them. The structured notes measured at fair value are valued using a discounted cash flow model that utilizes market observable inputs and are classified within Level 2. The discount rate used in the discounted cash flow model incorporates the impact of the Company's credit spread, which is based on observable spreads in the secondary bond market. Changes in fair value attributable to instrument specific credit risk are recorded as debit valuation adjustments ("DVA") in other comprehensive income (loss) with all other changes in fair value recorded in interest expense. Included in other comprehensive income (loss) and interest expense on long-term debt were net DVA gains of \$1 million and net gains of \$17 million, respectively, for the year ended December 31, 2024 from the changes in fair value of structured notes under fair value option account guidance.

**Mortgage Servicing Rights** MSRs are valued using a discounted cash flow methodology, and are classified within Level 3. The Company determines fair value of the MSRs by projecting future cash flows for different interest rate scenarios using prepayment rates and other assumptions, and discounts these cash flows using a risk adjusted rate based on option adjusted spread levels. There is minimal observable market activity for MSRs on comparable portfolios and, therefore, the determination of fair value requires significant management judgment. Refer to Note 10<sup>9</sup> for further information on MSR valuation assumptions.

to purchase and originate mortgage loans and swap agreements executed in conjunction with the sale of a portion of its Class B common and preferred shares of Visa Inc. (the "Visa swaps"). The mortgage loan commitments are valued by pricing models that include market observable and unobservable inputs, which result in the commitments being classified within Level 3 of the fair value hierarchy. The unobservable inputs include assumptions about the percentage of commitments that actually become a closed loan and the MSR value that is inherent in the underlying loan value. The Visa swaps require payments by either the Company or the purchaser of the Visa Inc. Class B common and preferred shares when there are changes in the conversion rate of the Visa Inc. Class B common and preferred shares to Visa Inc. Class A common and preferred shares, respectively, as well as quarterly payments to the purchaser based on specified terms of the agreements. Management reviews and updates the Visa swaps fair value in conjunction with its review of Visa Inc. related litigation contingencies, and the associated escrow funding. The expected litigation resolution impacts the Visa Inc. Class B common share to Visa Inc. Class A common share conversion rate, as well as the ultimate termination date for the Visa swaps. Accordingly, the Visa swaps are classified within Level 3. Refer to Note 23<sup>22</sup> for further information on the Visa Inc. restructuring and related card association litigation.

**Derivatives** The majority of derivatives are measured at fair value using market standard cash flow foreign exchange rates and volatility. The Company's evaluation of credit risk is considered in the Company's evaluation of credit risk, considering its ability to net derivatives against each other. Accordingly, the Company's derivatives are classified within Level 2. However, certain derivative transactions require credit valuation adjustments resulting in fair value measurements.

The Company also has other

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### Significant Unobservable Inputs of Level 3 Assets and Liabilities

The following section provides information to facilitate an understanding of the uncertainty in the fair value measurements for the Company's Level 3 assets and liabilities recorded at fair value on the Consolidated Balance Sheet. This section includes a description of the significant inputs used by the Company and a description of any interrelationships between these inputs. The discussion below excludes nonrecurring fair value measurements of collateral value used for impairment measures for loans and OREO. These valuations utilize third party appraisal or broker price opinions, and are classified as Level 3 due to the significant judgment involved.

**Mortgage Servicing Rights** The inputs used to value MSRs include prepayments and the option adjusted spread. The inputs in isolation would have resulted in a significantly higher fair value. Prepayment rates generally move in the same direction as interest rates, while the option adjusted spread is more sensitive to changes in interest rates.

The following table shows the significant valuation assumption ranges for MSRs at December 31, 2023 December 31, 2024:

		Minimum	Maximum	Weighted- Average <sup>(a)</sup>	
Expected prepayment	Expected prepayment	7 %	23 %	10 %	Expected prepayment
Option adjusted spread					

(a) Determined based on the relative fair value of the related mortgage loans serviced.

**Derivatives** The Company has two distinct Level 3 derivative portfolios: (i) the Company's commitments to purchase and originate mortgage loans that meet the requirements of a derivative and (ii) the Company's asset/liability and customer-related derivatives that are Level 3 due to unobservable inputs related to measurement of risk of nonperformance by the counterparty. In addition, the Company's Visa swaps are classified within Level 3.

The significant unobservable inputs used in the fair value measurement of the Company's derivative commitments to purchase and originate mortgage loans are the percentage

are the percentage of commitment increase in the rate of loans that have resulted in an increase in the directly impacted by changes in the

The following table shows the significant valuation assumption ranges for the Company's derivative commitments to purchase and originate mortgage loans at December 31, 2023 December 31, 2024:

		Minimum	Maximum	Weighted-Average
Expected loan close rate	Expected loan close rate	17 %	99 %	74 %
Inherent MSR value (basis points per loan)				

(a) Determined based on the relative fair value of the related mortgage loans.

The significant unobservable input used in the fair value measurement of certain of the Company's asset/liability and customer-related derivatives is the credit valuation adjustment related to the risk of counterparty nonperformance. A significant increase in the credit valuation adjustment would have resulted in a lower fair value measurement. A significant decrease in the credit valuation adjustment would have resulted in a higher fair value measurement. The credit valuation adjustment is impacted by changes in market rates, volatility, market implied credit spreads, and loss recovery rates, as well as the Company's assessment of the counterparty's credit position. At December 31, 2023 December 31, 2024, the minimum, maximum and weighted-average credit valuation adjustment as a

percentage of the net fair value of the derivatives, respectively.

The significant unobservable input used in the fair value measurement of the Company's derivative liabilities is the credit valuation adjustment, which is impacted by litigation scenarios occurring, and the Company's assessment of the counterparty's credit position. A significant increase in the credit valuation adjustment would have resulted in a higher fair value measurement. A significant decrease in the credit valuation adjustment would have resulted in a lower fair value measurement. The credit valuation adjustment is impacted by changes in market rates, volatility, market implied credit spreads, and loss recovery rates, as well as the Company's assessment of the counterparty's credit position. At December 31, 2023 December 31, 2024, the minimum, maximum and weighted-average credit valuation adjustment as a

The following table summarizes the balances of assets and liabilities measured at fair value on a recurring basis:

(Dollars in Millions)	(Dollars in Millions)	Level 1	Level 2	Level 3	Netting
<b>December 31, 2023</b>					
<b>December 31, 2024</b>					
Available-for-sale securities	Available-for-sale securities				
U.S. Treasury and agencies					
Mortgage-backed securities	Mortgage-backed securities				
Residential agency					
Commercial	Commercial				
Agency					
Non-agency					
Asset-backed securities					
Obligations of state and political subdivisions					
Other					
Total available-for-sale					
Mortgage loans held for sale					
Mortgage servicing rights					
Derivative assets					
Other assets					
Total					
Time deposits					
Long-term debt					
Derivative liabilities					
Short-term borrowings and other liabilities <sup>(a)</sup>					
Total					
<b>December 31, 2022</b>					
<b>December 31, 2023</b>					
Available-for-sale securities	Available-for-sale securities				
U.S. Treasury and agencies					

Mortgage-backed securities		Mortgage-backed securities	
Residential agency			
Commercial			
Agency			
Agency			
Agency			
Non-agency			
Asset-backed securities			
Obligations of state and political subdivisions			
Other			
Total available-for-sale			
Mortgage loans held for sale			
Mortgage servicing rights			
Derivative assets			
Other assets			
Total			
Time Deposits			
Derivative liabilities			
Short-term borrowings and other liabilities <sup>(a)</sup>			
Total			

Note: Excluded from the table above are equity investments without readily determinable fair values. The Company has elected to carry these investments at historical cost, adjusted for impairment and any changes resulting from observable price changes for identical or similar investments reflect no impairment or observable price change adjustment at December 31, 2024, compared with a cumulative impairment of \$5 million and no observable price change adjustment at December 31, 2023 and 2022, respectively. The Company recorded a \$5 million \$5 million impairment or recorded any adjustments for observable price changes on these equity investments during 2023 2024 and 2022, or on a cumulative basis 2023.

(a) Primarily represents the Company's obligation on securities sold short required to be accounted for at fair value per applicable accounting guidance.

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The following table presents the changes in fair value for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31.

(Dollars in Millions)

(Dollars in Millions)

(Dollars in Millions)	Net Gains										Assets and Liabilities Held at End of Period		Net Gains (Losses) Included in Net Income			
	Beginning of Period Balance		(Losses) Included in Net Income		Comprehensive		Principal Payments		Sales Issuances							
	Net Gains	Other	Income (Loss)	Purchases	Net Gains	Other	Principal Payments	Sales Issuances	Net Gains	Other	Settlements	Net Gains (Losses) Relating to Assets and Liabilities Held at End of Period				
<b>2024</b>																
Mortgage servicing rights	\$ 3,377	\$ (97)	<sup>(a)</sup>	\$ —	\$ 1	\$ (188)	\$ —	\$ 276	<sup>(c)</sup>	\$ —	\$ 3,369	\$ (97)	<sup>(a)</sup>			
Net derivative assets and liabilities	(1,885)	(3,829)	<sup>(b)</sup>	—	1,076	(18)	—	1	2,855	(1,800)	(492)	<sup>(d)</sup>				
<b>2023</b>	<b>2023</b>													<b>2023</b>		
Available-for-sale securities	Available-for-sale securities													Available-for-sale securities		
Obligations of state and political subdivisions	Obligations of state and political subdivisions													Obligations of state and political subdivisions		
Total	Total													\$ 1	\$ 1	
available-for-sale	available-for-sale													Total available-for-sale		
for-sale	for-sale	1	—	—	—	—	—	(1)	(1)	—	—	—	—	1	1	

The following table summarizes the balances as of the most recent date of assets measured at fair value on a nonrecurring basis and still held as of December 31.

The following table summarizes the balances as of the measurement date of assets measured at fair value on a nonrecurring basis, and still held as of December 31:									
2023				2022					
(Dollars in Millions)	(Dollars in Millions)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total (Dollars in Millions)

(a) Represents the carrying value of loans for which adjustments were based on the fair value of the collateral, excluding loans fully charged-off.

(b) Primarily represents the fair value of foreclosed properties that were measured at fair value based on an appraisal or broker price opinion of the collateral subsequent to their initial acquisition.

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The following table summarizes losses recognized related to nonrecurring fair value measurements of individual assets or portfolios for the years ended December 31:

(Dollars in Millions) (Dollars in Millions) 2023 2022 2021 (Dollars)

Loans(a)

Other assets(b)

(a) Represents write-downs of loans which were based on the fair value of the collateral, excluding loans fully charged-off.

(b) Primarily represents related losses of foreclosed properties that were measured at fair value subsequent to their initial acquisition.

## Fair Value Option

The following table summarizes the differences between the aggregate fair value carrying amount of the assets and liabilities for which the fair value option has been elected and the aggregate remaining contractual principal outstanding as of December 31, 2023, 2022, and 2021.

	2023				2022				2021			
	(Dollars in Millions)	(Dollars in Millions)	Fair Value Carrying Amount	Contractual Principal Outstanding	(Dollars in Millions)	(Dollars in Millions)	Fair Value Carrying Amount	Contractual Principal Outstanding	(Dollars in Millions)	(Dollars in Millions)	Fair Value Carrying Amount	Contractual Principal Outstanding
<b>Total</b>												
Loans(a)												
Time deposits												
Long-term debt												

(a) Includes nonaccrual loans of \$1 million carried at fair value with contractual principal outstanding of \$1 million at December 31, 2023 December 31, 2024 and \$1 million carried at fair value with contractual principal outstanding of \$1 million at December 31, 2022 December 31, 2023. Includes \$4 million carried at fair value with contractual principal outstanding of \$1 million \$4 million at December 31, 2022 December 31, 2023.

## Fair Value of Financial Instruments

value of goodwill, long-term relat

The following section summarizes the estimated fair value for financial instruments accounted for at amortized cost as of December 31, 2023 December 31, 2024 and 2022, 2023. In accordance with disclosure guidance related to fair values of financial instruments, the Company did not include assets and liabilities that are not financial instruments, such as the

credit card, merchant processing and trust customers, other purchased intangibles, premises and equipment, deferred taxes and other liabilities.

Additionally, in accordance with the disclosure guidance, receivables and payables due in one year or less, insurance contracts, equity investments not accounted for at fair value, and deposits with no defined or contractual maturities are excluded.

The estimated fair values of the Company's financial instruments as of December 31, are shown in the table below:

		2023				2022							
		Fair Value				Fair Value							
(Dollars in Millions)	(Dollars in Millions)	Carrying Amount	Level 1	Level 2	Level 3	Total	Carrying Amount	Level 1	Level 2	Level 3	Total		
<b>Financial Assets</b>													
Financial Assets													
Financial Assets													
Cash and due from banks													
Federal funds sold and securities purchased under resale agreements													
Investment securities held-to-maturity													
Loans held for sale(a)													
Loans													
Loans, net of allowance for losses													
Other(b)													
Financial Liabilities													
Time deposits(c)													

Short-term borrowings <sup>(a)</sup>
Long-term debt
Other <sup>(e)</sup>
Long-term debt <sup>(e)</sup>
Other <sup>(f)</sup>

(a) Excludes mortgages held for sale for which the fair value option under applicable accounting guidance was elected.

(b) Includes investments in Federal Reserve Bank and Federal Home Loan Bank stock and tax-advantaged investments.

(c) Excludes time deposits for which the fair value option under applicable accounting guidance was elected.

(d) Excludes the Company's obligation on securities sold short required to be accounted for at fair value per applicable accounting guidance.

(e) Excludes structured long-term notes for which the fair value option under applicable accounting guidance was elected.

(f) Includes operating lease liabilities and liabilities related to tax-advantaged investments.

The fair value of unfunded commitments, deferred non-yield related loan fees, standby letters of credit and other guarantees is approximately equal to their carrying value. The carrying value of unfunded commitments, deferred non-yield related loan fees and standby letters of credit was

\$489 376 million and \$498 million guarantees was \$198 \$194 million

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NOTE 23<sup>22</sup>

### Guarantees and Contingent Liabilities

**Visa Restructuring and Card Association Litigation** The Company's Payment Services business issues credit and debit cards and acquires credit and debit card transactions through the Visa U.S.A. Inc. card association or its affiliates (collectively "Visa"). In 2007, Visa completed a restructuring and issued shares of Visa Inc. common stock to its financial institution members in contemplation of its initial public offering ("IPO") completed in the first quarter of 2008 (the "Visa Reorganization"). As a part of the Visa Reorganization, the Company received its proportionate number of shares of Visa Inc. common stock, which were subsequently converted to Class B shares of Visa Inc. ("Class B shares"). As of December 31, 2023 December 31, 2024, the Company has sold substantially all of its Class B shares.

polices it applies to

Visa U.S.A. Inc. ("Visa U.S.A.") and MasterCard International (collectively, the "Card Brands") are defendants in antitrust lawsuits challenging the practices of the Card Brands (the "Visa Litigation"). Visa U.S.A. member banks have a contingent obligation to indemnify Visa Inc. under the Visa U.S.A. bylaws (which were modified at the time of the restructuring in October 2007) for potential losses arising from the Visa Litigation. The indemnification by the Visa U.S.A. member banks has no specific maximum amount. Using proceeds from its IPO and through reductions to the conversion ratio applicable to the Class B shares held by Visa U.S.A. member banks, Visa Inc. has funded an escrow account for the benefit of member financial institutions to fund their indemnification obligations associated with the Visa Litigation. The receivable related to the escrow account is classified in other liabilities and fully offsets the related Visa Litigation contingent liability.

In October 2012, Visa signed a settlement agreement to resolve merchant class action claims associated with the multidistrict interchange litigation pending in the United States District Court for the Eastern District of New York (the "Multi-District Litigation"). The U.S. Court of Appeals for the Second Circuit reversed the approval of that settlement and remanded the matter to the district court. Thereafter, the case was split into two putative class actions, one seeking damages (the "Damages Action") and a separate class action seeking injunctive relief only (the "Injunctive Action"). The Damages Action was settled and is fully resolved. A number of merchants opted out of the Damages Action class settlement and filed individual cases in various federal district courts. Some of those cases have been settled and others are still being litigated. In September 2018, March 2024, Visa signed a new settlement agreement, superseding the original settlement agreement to resolve the Damages Injunctive Action. The Damages Action In June 2024, the court declined to grant preliminary approval of the proposed settlement, has received final court approval which provided for lower interchange fees and is now resolved. The various other rule changes for U.S. merchants. Accordingly, the Injunctive Action which generally seeks changes to Visa rules, is still pending. continues.

**Commitments to Extend Credit** Commitments to extend credit are legally binding and generally have fixed expiration dates or other termination clauses. The contractual amount represents the Company's exposure to credit loss, in the event of default by the borrower. The Company manages this credit risk by using the same credit

loans. Collateral is obtained to secure commitments based on management's credit assessment of the borrower. The collateral may include marketable securities, receivables, inventory, equipment and real estate. Since the Company expects many of the commitments to expire without being drawn, total commitment amounts do not necessarily represent the Company's future liquidity requirements. In addition, the commitments include consumer credit lines that are cancelable upon notification to the consumer.

The contract or notional amounts of unfunded commitments to extend credit at December 31, 2023 December 31, 2024, excluding those commitments considered derivatives, were as follows:

(Dollars in Millions)	Term			Term				
	(Dollars in Millions)	Less Than One Year	Greater Than One Year	Total	(Dollars in Millions)	Less Than One Year	Greater Than One Year	Total
Commercial and commercial real estate loans								
Corporate and purchasing card loans <sup>(a)</sup>								
Residential mortgages								
Retail credit card loans <sup>(a)</sup>								
Other retail loans								
Other								

(a) Primarily cancellable at the Company's discretion.

## Other Guarantees and Contingent Liabilities

The following table is a summary of other guarantees and contingent liabilities of the Company at December 31, 2023 December 31, 2024:

(Dollars in Millions)	(Dollars in Millions)	Collateral Held	Carrying Amount	Maximum Potential Future Payments (Dollars in Millions)
Standby letters of credit				
Third party borrowing arrangements				
Securities lending indemnifications				
Asset sales				
Merchant processing				
Tender option bond program guarantee				
Other				

**Letters of Credit** Standby letters of credit are commitments the Company issues to guarantee the performance of a customer to a third party. The guarantees frequently support

public and private borrowing arrangements, including commercial paper issuances, bond financings and other similar transactions. The Company also issues and confirms commercial letters of credit on behalf of customers to ensure payment or collection in connection with trade transactions. In the event of a customer's or

counterparty's nonperformance, the Company's credit loss exposure is similar to that in any extension of credit, up to the letter's contractual amount. Management assesses the borrower's credit to determine the necessary collateral, which may include marketable securities, receivables, inventory, equipment and real estate. Since the conditions requiring the Company to fund letters of credit may not occur, the Company expects its liquidity requirements to be less than the total outstanding commitments. The maximum potential future payments guaranteed by the Company under standby letter of credit arrangements at December 31, 2023 December 31, 2024, were approximately \$11.0 billion \$10.5 billion with a weighted-average term of approximately 16.14 months. The estimated fair value of standby letters of credit was approximately \$20 million \$23 million at December 31, 2023 December 31, 2024.

The contract or notional amount of letters of credit at December 31, 2023 December 31, 2024, were as follows:

(Dollars in Millions)	(Dollars in Millions)	Term			Term		
		Less Than One Year	Greater Than One Year	Total (Dollars in Millions)	Less Than One Year	Greater Than One Year	Total
Standby							
Commercial							

**Guarantees** Guarantees are contingent commitments issued by the Company to customers or other third parties. The Company's guarantees primarily include parent guarantees related to subsidiaries' third as indemnified securities lending programs and merchant charge-back guarantees; and indemnification or buy-back provisions related to certain asset sales. For certain guarantees, the Company has recorded other recourse provisions can offset some or all of the maximum potential future payments made under these guarantees.

**Third Party Borrowing Arrangements** The Company provides guarantees to third parties as a part of certain subsidiaries' borrowing arrangements. The maximum potential future payments guaranteed by the Company at December 31, 2023 December 31, 2024, were approximately \$6.7 billion.

**Commitments from Securities Lending** The Company participates in securities lending activities by acting as the customer's agent involving the loan of securities. The Company indemnifies customers for these transactions. The maximum potential future payments guaranteed by the Company under these arrangements were approximately \$6.7 billion at December 31, 2023 December 31, 2024, and represent

value of the securities lent to third parties. At December 31, 2023 December 31, 2024, the Company held \$6.9 billion of cash as collateral for these arrangements.

**Asset Sales** The Company has provided guarantees to certain third parties in connection with the sale or syndication of certain assets, primarily loan portfolios and tax-advantaged investments. These guarantees are generally in the form of asset buy-back or make-whole provisions that are triggered upon a credit event or a change in the tax-qualifying status of the related projects, as applicable, and remain in effect until the loans are collected or final tax credits are realized, respectively. The maximum potential future payments guaranteed by the Company under these arrangements were approximately \$10.3 billion \$12.7 billion at December 31, 2023 December 31, 2024, and represented the proceeds received from the buyer or the guaranteed portion in these transactions where the buy-back or make-whole provisions have not yet expired. At December 31, 2023 December 31, 2024, the Company had reserved \$93 million \$103 million for potential losses related to the sale or syndication of tax-advantaged investments.

The maximum potential future payments do not include loan sales where the Company provides standard representation and warranties to the buyer against losses related to loan underwriting documentation defects that may have existed at the time of sale that generally are identified after the occurrence of a triggering event such as delinquency. For these types of loan sales, the maximum potential future payments is generally the unpaid principal balance of loans sold measured at the end of the current reporting period. Actual losses will be significantly less than the maximum exposure, as only a fraction of loans sold will have a representation and warranty breach, and any losses on repurchase would generally be mitigated by any collateral held against the loans.

The Company regularly sells loans to GSEs as part of its mortgage banking activities. The Company provides customary representations and warranties to GSEs in conjunction with these sales. These representations and warranties generally require the Company to repurchase assets if it is subsequently determined that a loan did not meet specified criteria, such as a documentation deficiency or rescission of mortgage insurance. If the Company is unable to cure or refute a repurchase request, the Company is generally obligated to repurchase the loan or otherwise reimburse the GSE for losses. At December 31, 2023 December 31, 2024, the Company had reserved \$13 million \$9 million for potential losses from representation and warranty obligations, compared with \$17 million \$13 million at December 31, 2022 December 31, 2023. The Company's reserve reflects management's best estimate of losses for representation and warranty obligations. The Company's repurchase reserve is modeled at the loan level, taking into consideration the individual credit quality and borrower activity that has transpired since origination. The model applies credit quality and economic risk factors to derive a probability of default and potential repurchase that are based on the Company's historical loss experience, and estimates loss severity based on expected collateral value. The Company also considers qualitative factors that may result in anticipated losses differing from historical loss trends.

As of December 31, 2023 December 31, 2024 and 2022, 2023, the Company had \$18 million \$15 million and \$39 million \$18 million, respectively, of unresolved representation and warranty claims from GSEs. The

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Company does not have a significant amount of unresolved claims from investors other than GSEs.

financial institutions, and liens or

**Merchant Processing** The Company, through its subsidiaries, provides merchant processing services. Under the rules of credit card associations, a merchant processor retains a contingent liability for credit card transactions processed. This contingent liability arises in the event of a billing dispute between the merchant and a cardholder that is ultimately resolved in the cardholder's favor. In this situation, the transaction is "charged-back" to the merchant and the disputed amount is credited or otherwise refunded to the cardholder. If the Company is unable to collect this amount from the merchant, it bears the loss for the amount of the refund paid to the cardholder.

A cardholder, through its issuing bank, generally has until the later of up to four months after the date the transaction is processed or the receipt of the product or service to present a charge-back to the Company as the merchant processor. The absolute maximum potential liability is estimated to be the total volume of credit card transactions that meet the associations' requirements to be valid charge-back transactions at any given time. Management estimates that the maximum potential exposure for charge-backs would approximate the total amount of merchant transactions processed through the credit card associations for the last four months. For the last four months of 2023 2024 this amount totaled approximately \$140.3 billion \$144.7 billion. In most cases, this contingent liability is unlikely to arise, as most products and services are delivered when purchased and amounts are refunded when items are returned to merchants. However, where the product or service has been purchased but is not provided until a future date ("future delivery"), the potential for this contingent liability increases. To mitigate this risk, the Company may require the merchant to make an escrow deposit, place maximum volume limitations on future delivery transactions processed by the merchant at any point in time, or require various credit enhancements (including letters of credit and bank guarantees). Also, merchant processing contracts may include event triggers to provide the Company more financial and operational control in the event of financial deterioration of the merchant.

The Company currently processes card transactions in the United States, Canada and Europe through wholly-owned subsidiaries. In the event a merchant was unable to fulfill product or services subject to future delivery, such as airline tickets, the Company could become financially liable for refunding the purchase price of such products or services purchased through the credit card associations under the charge-back provisions. Charge-back risk related to these merchants is evaluated in a manner similar to credit risk assessments and, as such, merchant processing contracts contain various provisions to protect the Company in the event of default. At December 31, 2023 December 31, 2024, the value of airline tickets purchased to be delivered at a future date through card transactions processed by the Company was \$13.1 billion \$12.0 billion. The Company held collateral of \$679 million \$689 million in escrow deposits, letters of credit and indemnities from

assets related to these airline processing arrangements. In addition to specific collateral or other credit enhancements, the Company maintains a liability for its implied guarantees associated with future delivery. At December 31, 2023 December 31, 2024, the liability was \$50 million \$40 million primarily related to these airline processing arrangements.

In the normal course of business, the Company has unresolved charge-backs. The Company assesses the likelihood of its potential liability based on the extent and nature of unresolved charge-backs and its historical loss experience. At December 31, 2023 December 31, 2024, the Company held \$135 million \$127 million of merchant escrow deposits as collateral and had a recorded liability for potential losses of \$21 million. related to these charge-backs.

**Tender Option Bond Program Guarantee** As discussed in Note 8,7, the Company sponsors previously sponsored a municipal bond securities tender option bond program and consolidates consolidated the program's entities on its Consolidated Balance Sheet. The Company provides provided financial performance guarantees related to the program's entities. At December 31, 2023, During 2024, the Company guaranteed \$589 million of borrowings of the program's entities, included on the Consolidated Balance Sheet in short-term borrowings. The Company also included on its Consolidated Balance Sheet the ended this arrangement, effectively eliminating any outstanding related \$607 million of available-for-sale investment securities serving as collateral for this arrangement. guarantees.

**Other Guarantees and Commitments** As of December 31, 2023 December 31, 2024, the Company sponsored, and owned 100 percent of the common equity of, USB Capital IX, a wholly-owned unconsolidated trust, formed for the purpose of issuing redeemable Income Trust Securities ("ITS") to third-party investors, originally investing the proceeds in junior subordinated debt securities ("Debentures") issued by the Company and entering into stock purchase contracts to purchase the Company's preferred stock in the future. As of December 31, 2023 December 31, 2024, all of the Debentures issued by the Company have either matured or been retired. Total assets of USB Capital IX were \$686 million \$685 million at December 31, 2023 December 31, 2024, consisting primarily of the Company's Series A Preferred Stock. The Company's obligations under the transaction documents, taken together, have the effect of providing a full and unconditional guarantee by the Company, on a junior subordinated basis, of the payment obligations of the trust to third-party investors totaling \$685 million \$684 million at December 31, 2023 December 31, 2024.

The Company has also made other financial performance guarantees and commitments primarily related to the operations of its subsidiaries. At December 31, 2023 December 31, 2024, the maximum potential future payments guaranteed or committed by the Company under these arrangements were approximately \$2.0 billion \$2.6 billion.

## Litigation and Regulatory Matters

The Company is subject to various litigation and regulatory matters that arise from the conduct of its business activities. The Company establishes reserves for such matters when potential losses become probable and can be reasonably estimated. The Company believes the ultimate resolution of existing legal and regulatory matters will not have a material adverse effect on the financial condition, results of

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operations or cash flows of the Company. However, in light of the uncertainties inherent in these matters, it is possible that the ultimate resolution of one or more of these matters

may have a material adverse effect on the Company's results of operations for a particular period, and future changes in circumstances or additional information could result in additional accruals or resolution in excess of established accruals, which could adversely affect the Company's results of operations, potentially materially.

advised by an investment advise services to the fund. The Division USBFS, and USBFS is has enga

**Residential Mortgage-Backed Securities Litigation** Starting in 2011, the Company and other large financial institutions have been sued in their capacity as trustee for residential mortgage-backed securities trusts for losses arising out of the 2008 financial crisis. In the lawsuits brought against the Company, the investors allege that the Company's banking subsidiary, USBNA, as trustee caused them to incur substantial losses by failing to enforce loan repurchase obligations and failing to abide by appropriate standards of care after events of default allegedly occurred. The plaintiffs in these matters seek monetary damages in unspecified amounts and most also seek equitable relief.

**Regulatory Matters** The Company is continually subject to examinations, inquiries, investigations and other forms of regulatory and governmental inquiry or scrutiny covering a wide range of issues in its financial services businesses including in areas of heightened regulatory scrutiny, such as compliance, risk management, third-party risk management and consumer protection. In some cases, these matters are part of reviews of specified activities at multiple industry participants; in others, they are directed at the Company individually. For example, the Division of Enforcement of the SEC has been investigating **investigated** U.S. Bancorp Fund Services, LLC ("USBFS"), a subsidiary of USBNA, relating to its role providing fund administration services to a third-party investment fund. This investment fund was

all pending examinations, inquiries and investigations, any of which could lead to administrative or legal proceedings or settlements. Remedies in these proceedings or settlements may include fines, penalties, restitution or alterations in the Company's business practices (which may increase the Company's operating expenses and decrease its revenue).

On December 19, 2023, USBNA agreed to the issuance of consent orders with the OCC and the Consumer Financial Protection Bureau ("CFPB") resolving the previously disclosed investigations of the Company's administration of unemployment insurance benefit prepaid debit cards during the pandemic timeframe. Also, on February 9, 2024, the SEC announced a settlement with U.S. Bancorp Investments, Inc., resolving the previously disclosed inquiry regarding record retention requirements relating to electronic business communications. The Commodity Futures Trading Commission ("CFTC") has conducted an inquiry concerning similar issues and the Company is currently in resolution discussions with the CFTC on that matter. The financial impact of the resolution of these matters was not material to the Company's financial condition, results of operations or cash flows and the anticipated resolution of the CFTC matter is also not expected to be material.

**Outlook** Due to their complex nature, it can be years before litigation and regulatory matters are resolved. The Company may be unable to develop an estimate or range of loss where matters are in early stages, there are significant factual or legal issues to be resolved, damages are unspecified or uncertain, or there is uncertainty as to a litigation class being certified or the outcome of pending motions, appeals or proceedings. For those litigation and regulatory matters where the Company has information to develop an estimate or range of loss, the Company believes the upper end of the range of reasonably possible losses in aggregate, in excess of any reserves established for matters where a loss is considered probable, will not be material to its financial condition, results of operations or cash flows. The Company's estimates are subject to significant judgment and uncertainties, and the matters underlying the estimates will change from time to time. Actual results may vary significantly from the current estimates.

#### NOTE 24.23

#### Business Segments

Within the Company, financial performance The Company's management reporting is measured organized into three reportable operating segments aligned by major lines of business based on the products and services provided to customers through its distribution channels. These All other business activities not included in the reportable operating segments are components of included in the Company about which financial information is prepared Treasury and is evaluated regularly by management Corporate Support business segment. The chief operating decision maker uses net interest income on a taxable-equivalent basis, noninterest income and net income (loss) before income taxes for all reportable segments in deciding how to allocate resources during the annual budget and monthly forecasting process. The chief operating decision maker considers variances in reported results to forecasts and variances to prior periods to assess performance. The Company's chief operating decision maker is the Chief Executive Officer. The Company has the following reportable operating and other business segments:

services to wealth, middle marke

#### Consumer and Business Bank

Products and services are delive devices, distributed mortgage lo

#### Payment Services Payment Se

**Wealth, Corporate, Commercial and Institutional Banking** Wealth, Corporate, Commercial and Institutional Banking provides core banking, specialized lending, transaction and payment processing, capital markets, asset management, and brokerage and investment related

corporate, government and purchasing card services and merchant processing.

**Treasury and Corporate Support** Treasury and Corporate Support includes the Company's investment portfolios, funding, capital management, interest rate risk management, income taxes not allocated to business segments, including most investments in tax-advantaged projects, and the residual aggregate of those expenses

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associated with corporate activities that are managed on a consolidated basis.

**Basis of Presentation** Business segment results are derived from the Company's business unit profitability reporting systems by specifically attributing managed balance sheet assets, deposits and other liabilities and their related income or expense. The allowance for credit losses and related provision expense are allocated to the business segments according to the volume and credit quality of the loan balances managed, but with the impact of changes in economic forecasts recorded in Treasury and Corporate Support. Goodwill and other intangible assets are assigned to the business segments based on the mix of business of an entity acquired by the Company. Within the Company, capital levels are evaluated and managed centrally; however, capital is allocated to the business segments to support evaluation of business performance. Business segments are allocated capital on a risk-adjusted basis considering economic and regulatory capital requirements. Generally, the determination of the amount of capital allocated to each business segment includes credit allocations following a Basel III regulatory framework. Interest income and expense is determined based on the assets and liabilities managed by the business segment. Because funding and asset/liability management is a central function, funds transfer-pricing methodologies are utilized to allocate a cost of funds used or credit for funds provided to all business segment assets and liabilities, respectively, using a matched funding concept. Also, each business unit is allocated the taxable-equivalent benefit of tax-exempt products. The residual effect on net interest income of asset/liability management activities is included in Treasury

Occupancy costs are allocated based on utilization of facilities by the business segments. Generally, operating losses are charged to the business segment when the loss event is realized in a manner similar to a loan charge-off. Noninterest expenses incurred by centrally managed operations or business segments that directly support another business segment's operations are charged to the applicable business segment based on its utilization of those services, primarily measured by the volume of customer activities, number of employees or other relevant factors. These allocated expenses are reported as net shared services expense within noninterest expense. Certain activities that do not directly support the operations of the business segments or for which the business segments are not considered financially accountable in evaluating their performance are not charged to the business segments. The income or expenses associated with these corporate activities, including merger and integration charges, are reported within the Treasury and Corporate Support business segment. Income taxes are assessed to each business segment at a standard tax rate with the residual tax expense or benefit to arrive at the consolidated effective tax rate included in Treasury and Corporate Support.

Designations, assignments and allocations change from time to time as management systems are enhanced, methods of evaluating performance or product lines change or business segments are realigned to better respond to the Company's diverse customer base. During 2024 and 2023, certain organization and methodology changes were made, including revising the Company's business segment funds transfer-pricing methodology related to deposits and loans during the second quarter of 2024 and combining its Wealth Management and Investment Services and Corporate and Commercial Banking lines of businesses to create the Wealth, Corporate, Commercial and Institutional Banking line of business segment during the third quarter of 2023. Prior period results were restated recast and presented on a comparable basis.

and Corporate Support. Noninterest benefits, and other direct revenue statements.

Business Condensed income statement results by business segment results for the years ended December 31 were as follows:

(Dollars in Millions)	Wealth, Corporate, Commercial and Institutional Banking		
	2023	2022	2021
<b>Condensed Income Statement</b>			
Net interest income (taxable-equivalent basis)	\$ 6,129	\$ 5,213	\$ 5,183
Noninterest income	4,143	3,561	4,135
Total net revenue	10,272	8,774	9,318
Noninterest expense	5,183	4,135	4,135

Income (loss) before provision and income taxes	5,089	4,639	
Provision for credit losses	334	154	
Income (loss) before income taxes	4,755	4,485	
Income taxes and taxable-equivalent adjustment	1,190	1,122	
Net income (loss)	3,565	3,363	
Net (income) loss attributable to noncontrolling interests	—	—	
Net income (loss) attributable to U.S. Bancorp	\$ 3,565	\$ 3,363	\$

#### Average Balance Sheet

Loans	\$ 175,780	\$ 150,512	\$
Other earning assets	6,615	4,771	
Goodwill	4,682	3,634	
Other intangible assets	1,007	365	
Assets	202,642	169,554	
Noninterest-bearing deposits	70,977	82,671	
Interest-bearing deposits	199,780	175,345	
Total deposits	270,757	258,016	
Total U.S. Bancorp shareholders' equity	22,362	18,159	

	Treasury and Corporate Support		
(Dollars in Millions)	2023	2022	2021
<b>Condensed Income Statement</b>			
Net interest income (taxable-equivalent basis)	\$ 365	\$ 365	\$ 365
Noninterest income	756	565	
Total net revenue	1,121	930	
Noninterest expense	2,954	1,467	
Income (loss) before provision and income taxes	(1,833)	(537)	
Provision for credit losses	468	768	
Income (loss) before income taxes	(2,301)	(1,305)	
Income taxes and taxable-equivalent adjustment	(788)	(602)	
Net income (loss)	(1,513)	(703)	
Net (income) loss attributable to noncontrolling interests	(29)	(13)	
Net income (loss) attributable to U.S. Bancorp	\$ (1,542)	\$ (716)	\$

#### Average Balance Sheet

Loans	\$ 5,162	\$ 3,993	\$
Other earning assets	214,824	203,248	
Goodwill	—	—	
Other intangible assets	17	5	
Assets	237,403	221,349	
Noninterest-bearing deposits	2,728	2,594	
Interest-bearing deposits	8,864	3,293	
Total deposits	11,592	5,887	
Total U.S. Bancorp shareholders' equity	5,972	11,346	

	Wealth, Corporate, Commercial and Institutional Banking			Consumer Banking
(Dollars in Millions)	2024	2023	2022	2021
Net interest income (taxable-equivalent basis)(a)	\$ 7,645	\$ 7,862	\$ 5,680	\$ 7,658
Noninterest income(b)(c)	4,548	4,141	3,561	1,606
Total net revenue	12,193	12,003	9,241	9,264

Compensation and employee benefits	2,191	2,151	1,803	2,221
Other intangibles	206	230	37	266
Net shared services	2,116	2,132	1,547	2,800
Other direct expenses <sup>(d)</sup>	936	931	748	1,282
<b>Total noninterest expense</b>	<b>5,449</b>	<b>5,444</b>	<b>4,135</b>	<b>6,569</b>
Income (loss) before provision and income taxes	6,744	6,559	5,106	2,695
Provision for credit losses	385	340	154	182
Income (loss) before income taxes	6,359	6,219	4,952	2,513
Income taxes and taxable-equivalent adjustment	1,590	1,555	1,239	629
Net income (loss)	4,769	4,664	3,713	1,884
Net (income) loss attributable to noncontrolling interests	—	—	—	—
<b>Net income (loss) attributable to U.S. Bancorp</b>	<b>\$ 4,769</b>	<b>\$ 4,664</b>	<b>\$ 3,713</b>	<b>\$ 1,884</b>

(Dollars in Millions)	Treasury and Corporate Support			
	2024	2023	2022	2024
Net interest income (taxable-equivalent basis) <sup>(a)</sup>	\$ (1,725)	\$ (1,627)	\$ (604)	\$ 16,409
Noninterest income <sup>(b)(c)</sup>	694	746	565	11,046
Total net revenue	(1,031)	(881)	(39)	27,455
Compensation and employee benefits	5,236	5,091	4,478	10,554
Other intangibles	—	—	—	569
Net shared services	(7,042)	(7,105)	(5,858)	—
Other direct expenses <sup>(d)</sup>	2,921	4,654	2,847	6,065
<b>Total noninterest expense</b>	<b>1,115</b>	<b>2,640</b>	<b>1,467</b>	<b>17,188</b>
Income (loss) before provision and income taxes	(2,146)	(3,521)	(1,506)	10,267
Provision for credit losses	57	463	768	2,238
Income (loss) before income taxes	(2,203)	(3,984)	(2,274)	8,029
Income taxes and taxable-equivalent adjustment	(859)	(1,208)	(844)	1,700
Net income (loss)	(1,344)	(2,776)	(1,430)	6,329
Net (income) loss attributable to noncontrolling interests	(30)	(29)	(13)	(30)
<b>Net income (loss) attributable to U.S. Bancorp</b>	<b>\$ (1,374)</b>	<b>\$ (2,805)</b>	<b>\$ (1,443)</b>	<b>\$ 6,299</b>

(a) Presented Total net interest income includes a taxable-equivalent adjustment of \$120 million, \$131 million and \$118 million for 2024, 2023 and 2022, respectively. See Non-GAAP Financial Measures beginning on page 57.

(b) Payment services noninterest income presented net of related rewards and rebate costs and certain partner payments of \$3.1 billion, \$3.0 billion and \$2.9 billion \$2.9 billion for 2024, 2023 and 2022, respectively.

(b) (c) Includes Total noninterest income includes revenue generated from certain contracts with customers of \$9.2 billion, \$8.8 billion and \$8.0 billion \$8.0 billion for 2024, 2023 and 2022, respectively.

(d) Other direct expenses for each reportable segment includes: net occupancy and equipment, professional services, marketing and business development, technology and communications, and other.

Average balances by business segment for the years ended December 31 were as follows:

(Dollars in Millions)	Wealth, Corporate, Commercial and Institutional Banking			Consumer
	2024	2023	2022	2024
Loans	\$ 172,466	\$ 175,836	\$ 150,512	\$ 155,088
Other earning assets	10,122	6,613	4,771	2,410
Goodwill	4,825	4,682	3,634	4,326
Other intangible assets	981	1,007	365	4,539

Assets	201,362	202,701	169,554	168,913
Noninterest-bearing deposits	56,760	70,908	82,671	20,810
Interest-bearing deposits	214,622	203,038	175,345	200,611
Total deposits	271,382	273,946	258,016	221,421
Total U.S. Bancorp shareholders' equity	21,438	22,366	18,159	14,426
Treasury and Corporate Support				
(Dollars in Millions)				
	2024	2023	2022	2024
Loans	\$ 5,240	\$ 4,956	\$ 3,993	\$ 373,875
Other earning assets	220,092	214,826	203,248	232,766
Goodwill	—	—	—	12,508
Other intangible assets	9	16	5	5,806
Assets	246,570	237,201	221,349	664,014
Noninterest-bearing deposits	2,752	2,912	2,594	83,007
Interest-bearing deposits	11,179	9,042	3,293	426,508
Total deposits	13,931	11,954	5,887	509,515
Total U.S. Bancorp shareholders' equity	11,337	5,958	11,346	57,206

NOTE 25 [24](#)

### U.S. Bancorp (Parent Company)

#### Condensed Balance Sheet

At December 31 (Dollars in Millions)

At December 31 (Dollars in Millions)

##### Assets

##### Assets

Due from banks, principally interest-bearing  
Available-for-sale investment securities  
Investments in bank subsidiaries  
Investments in nonbank subsidiaries  
Advances to bank subsidiaries  
Advances to nonbank subsidiaries  
Other assets  
Total assets

##### Liabilities and Shareholders' Equity

Long-term debt  
Long-term debt  
Long-term debt  
Other liabilities  
Shareholders' equity  
Total liabilities and shareholders' equity

#### Condensed Income Statement

Year Ended December 31 (Dollars in Millions)

Year Ended December 31 (Dollars in Millions)

##### Income

##### Income

Dividends from bank subsidiaries

Dividends from nonbank subsidiaries	
Interest from subsidiaries	
Other income	
Total income	
<b>Expense</b>	<b>Expense</b>
Interest expense	
Other expense	
Total expense	
Income before income taxes and equity in undistributed income of subsidiaries	
Applicable income taxes	
Income of parent company	
Equity in undistributed income of subsidiaries	
Net income attributable to U.S. Bancorp	

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### Condensed Statement of Cash Flows

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023	2024
<b>Operating Activities</b>	<b>Operating Activities</b>		
Net income attributable to U.S. Bancorp			
Adjustments to reconcile net income to net cash provided by operating activities	Adjustments to reconcile net income to net cash provided by operating activities		
Equity in undistributed income of subsidiaries			
Other, net			
Net cash provided by operating activities			
<b>Investing Activities</b>	<b>Investing Activities</b>		
Proceeds from sales and maturities of investment securities			
Investments in subsidiaries			
Net (increase) decrease in short-term advances to subsidiaries			
Long-term advances to subsidiaries			
Principal collected on long-term advances to subsidiaries			
Cash paid for acquisition			
Other, net			
Net cash used in investing activities			
<b>Financing Activities</b>	<b>Financing Activities</b>		
Proceeds from issuance of long-term debt			
Principal payments or redemption of long-term debt			
Proceeds from issuance of preferred stock			
Proceeds from issuance of common stock			
Repurchase of preferred stock			
Repurchase of common stock			
Cash dividends paid on preferred stock			
Cash dividends paid on common stock			
Net cash provided by (used in) financing activities			
Change in cash and due from banks			
Cash and due from banks at beginning of year			
Cash and due from banks at end of year			

Transfer of funds (dividends, loans or advances) from bank subsidiaries to the Company is restricted. Federal law requires loans to the Company or its affiliates to be secured and generally limits loans to the Company or an individual affiliate to 10 percent of each bank's unimpaired capital and surplus. In the aggregate, loans to the Company and all affiliates cannot exceed 20 percent of each bank's unimpaired capital and surplus.

Dividend payments to the Company require regulatory approval. In general, the Company may not pay dividends on its common stock unless it has sufficient income for regulators to define as "adequate."

## NOTE 26 Subsequent Events

The Company has evaluated the impact of events that have occurred subsequent to December 31, 2023 December 31, 2024 through the date the consolidated financial statements were filed with the SEC. Based on this evaluation, the Company has determined

none of these events were required to be reflected in the financial statements.

## U.S. Bancorp

### Consolidated Daily Average Balance Sheet and Related Yields and Rates<sup>(a)</sup>(Unaudited)

Year Ended December 31 (Dollars in Millions)	Year Ended December 31 (Dollars in Millions)	2023		2022		2021		Year Ended December 31 (Dollars in Millions)	Average Balances
		Average Balances	Yields and Rates	Average Balances	Yields and Rates	Average Balances	Yields and Rates		
Year Ended December 31	Year Ended December 31								
<b>Assets</b>									
Investment securities (b)									
Investment securities (b)									
Investment securities (b)		\$162,757	\$4,566 2.81 2.81 %	\$169,442	\$3,457 2.04 2.04 %	\$154,702	\$2,434 1.57 1.57 %	\$166,634	\$5,189
Loans held for sale									
Loans(b) (c)									
Commercial									
Commercial									
Commercial									
Commercial real estate									
Residential mortgages									
Credit card									
Other retail									
Total loans									
Interest-bearing deposits with banks									
Other earning assets									
Total earning assets									
Allowance for loan losses									
Unrealized gain (loss) on investment securities									
Unrealized gain (loss) on investment securities									
Unrealized gain (loss) on investment securities									
Other assets									
Other assets									
Other assets									
Total assets									
Total assets									
Total assets									
<b>Liabilities and Shareholders' Equity</b>									

**Liabilities and Shareholders' Equity****Liabilities and Shareholders' Equity**

Noninterest-bearing deposits

Noninterest-bearing deposits

Noninterest-bearing deposits

Interest-bearing deposits

Interest-bearing deposits

Interest-bearing deposits

Interest checking

Interest checking

Interest checking

Money market savings

Savings accounts

Time deposits

Total interest-bearing deposits

Short-term borrowings

Federal funds purchased

Federal funds purchased

Federal funds purchased

Securities sold under agreements to

repurchase

Commercial paper

Other short-term borrowings (d)

Total short-term borrowings

Long-term debt

Total interest-bearing liabilities

Other liabilities

Shareholders' equity

Shareholders' equity

Shareholders' equity

Preferred equity

Preferred equity

Preferred equity

Common equity

Common equity

Common equity

Total U.S. Bancorp shareholders' equity

Total U.S. Bancorp shareholders' equity

Total U.S. Bancorp shareholders' equity

Noncontrolling interests

Noncontrolling interests

Noncontrolling interests

Total equity

Total equity

Total equity

Total liabilities and equity

Total liabilities and equity

Total liabilities and equity

Net interest income

Net interest income

Net interest income

Gross interest margin		
Gross interest margin		
Gross interest margin	2.33 %	2.51 %
Gross interest margin without taxable-equivalent increments	Gross interest margin without taxable-equivalent increments	2.31 %
		2.49 %
<b>Percent of Earning Assets</b>		
Interest income		
Interest income		
Interest income	4.98 %	3.31 %
Interest expense		
Net interest margin	Net interest margin	2.90 %
Net interest margin without taxable-equivalent increments	Net interest margin without taxable-equivalent increments	2.88 %
		2.70 %

(a) Interest and rates are presented on a fully taxable-equivalent basis based on a federal income tax rate of 21 percent.

(b) Yields on investment securities are computed based on amortized cost balances, excluding any premiums or discounts recorded related to the transfer of investment securities at fair value from available-for-sale to held-to-maturity. Yields include impacts of hedge accounting, including portfo

(c) Interest income and rates on loans include loan fees. Nonaccrual loans are included in average loan balances.

(d) Interest expense and rates includes interest paid on collateral associated with derivative positions.

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## U.S. Bancorp Supplemental Financial Data (Unaudited)

Earnings Per Common Share Summary	Earnings Per Common Share Summary	2023	2024
Earnings per common share			
Diluted earnings per common share	Diluted earnings per common share	3.27	3.6
Dividends declared per common share	Dividends declared per common share	1.93	1.8
<b>Other Statistics (Dollars and Shares in Millions)</b>			
Common shares outstanding <sup>(a)</sup>			
Common shares outstanding <sup>(a)</sup>			
Common shares outstanding <sup>(a)</sup>		1,558	1,558
Average common shares outstanding and common stock equivalents			
Earnings per common share			
Earnings per common share			
Earnings per common share			
Diluted earnings per common share			
Number of shareholders <sup>(b)</sup>	Number of shareholders <sup>(b)</sup>	29,094	30,284
Common dividends declared			

(a) Defined as total common shares issued less common stock held in treasury at December 31.

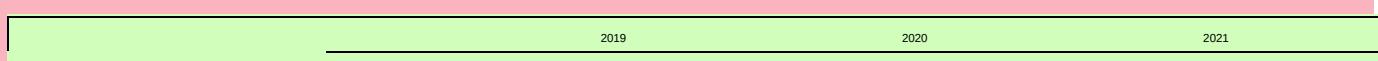
(b) Based on number of common stock shareholders of record at December 31.

The common stock of U.S. Bancorp is traded on the New York Stock Exchange, under the ticker symbol "USB." At January 31, 2024 January 31, 2025, there were 29,006 27,433 holders of record of the Com

### Stock Performance Chart

The following chart compares the cumulative total shareholder return on the Company's common stock during the five years ended December 31, 2023 December 31, 2024, with the cumulative total return on December 31, 2018 December 31, 2019, in the Company's common stock and in each of the foregoing indices and assumes the reinvestment of all dividends. The comparisons in the graph are based upon historical data.

1003



USB	100	82	102
S&P 500	100	118	152
BKX	100	90	124

## Company Information

and purchasing card services an

**General Business Description** U.S. Bancorp is a financial services holding company headquartered in Minneapolis, Minnesota, serving millions of local, national and global customers. U.S. Bancorp is registered as a bank holding company under the Bank Holding Company Act of 1956 (the "BHC Act"), and has elected to be treated as a financial holding company under the BHC Act. The Company provides a full range of financial services, including lending and depository services, cash management, capital markets, and trust and investment management services. It also engages in credit card services, merchant and ATM processing, mortgage banking, insurance, brokerage and leasing.

U.S. Bancorp's banking subsidiary, USBNA, is engaged in the general banking business, principally in domestic markets, and holds all of the Company's consolidated deposits of **\$512.3 billion** \$518.3 billion at December 31, 2023 December 31, 2024. USBNA provides a wide range of products and services to individuals, businesses, institutional organizations, governmental entities and other financial institutions. Commercial and consumer lending services are principally offered to customers within the Company's domestic markets, to domestic customers with foreign operations and to large national customers operating in specific industries targeted by the Company, such as healthcare, utilities, oil and gas, and state and municipal government. Lending services include traditional credit products as well as credit card services, lease financing and import/export trade, asset-backed lending, agricultural finance and other products. Depository services include checking accounts, savings accounts and time certificate contracts. Ancillary services such as capital markets, treasury management and receivable lock-box collection are provided to corporate and governmental entity customers. U.S. Bancorp's bank and trust subsidiaries provide a full range of asset management and fiduciary services for individuals, estates, foundations, business corporations and charitable organizations.

Other U.S. Bancorp non-banking subsidiaries offer investment and insurance products to the Company's customers principally within its domestic markets, and fund administration services to a broad range of mutual and other funds.

Banking and investment services are provided through a network of 2,274 branches and banking offices across 26 states as of December 31, 2023, principally operating the United States, primarily in the Midwest and West regions, including 2,165 branches across 26 states as of the United States. December 31, 2024. A significant percentage of consumer transactions are completed using USBNA's digital banking services, both online and through its digital app. The Company operates a network of **4,524** 4,489 ATMs as of December 31, 2023 December 31, 2024, and provides 24-hour, seven day a week telephone customer service. Mortgage banking services are provided through banking offices and loan production offices throughout the Company's domestic markets. Lending products may be originated through banking offices, indirect correspondents, brokers or other lending sources. The Company is also one of the largest providers of corporate

Company's wholly-owned subsidiary, Elavon, Inc. ("Elavon"), provides subsidiaries provide domestic merchant processing services directly to merchants. Wholly-owned subsidiaries of Elavon provide merchants, as well as similar merchant services in Canada and segments of Europe. The Company also provides corporate trust and fund administration services in Europe. These foreign operations are not significant to the Company.

As of December 31, 2023 December 31, 2024, U.S. Bancorp employed more than **75,000** 70,000 people.

## Risk Factors

An investment in the Company involves risk, including the possibility that the value of the investment could fall substantially and that dividends or other distributions on the investment could be reduced or eliminated. Below are material risk factors that make an investment in the Company speculative or risky.

### Economic and Market Conditions Risk

**Deterioration in business and economic conditions could adversely affect the Company's lending business and the value of loans and debt securities it holds** The Company's business activities and earnings are affected by general business conditions in the United States and abroad, including factors such as the level and volatility of short-term and long-term interest rates, inflation, home prices, unemployment and under-employment levels, bankruptcies, household income, consumer spending, fluctuations in both debt and equity capital markets, liquidity of the global financial markets, the availability and cost of capital and credit, investor sentiment and confidence in the financial markets, the strength of the domestic and global economies in which the Company operates, and customer deposit behavior. These conditions can change suddenly and negatively. For example, changes in these conditions caused by the COVID-19 pandemic adversely affected the Company's consumer and commercial businesses and securities portfolios, its level of charge-offs and provision for credit losses, and its results of operations from the start of the pandemic in early 2020 through 2022, and changes in these conditions caused by Russia's invasion of Ukraine impacted the Company's results of operations in 2022 and 2023. Inflation continued to impact the Company's financial condition in 2023, as the COVID-19 era fiscal and monetary stimulus as well as geopolitical pressures continued to drive inflationary pressure. Further, recent bank failures prompted by sudden and significant withdrawals of deposits at the failing banks resulted in significant volatility in the stock prices of certain financial services institutions. In addition, volatility due to failures of other banks or general uncertainty regarding the health of banks may affect customer deposit behavior and cause deposit withdrawals. **withdrawals, even in situations where USBNA is not itself experiencing the same uncertainty.** Other future changes in these conditions, whether related to a pandemic, the war in Ukraine, geopolitical conflict, in the Middle East, the threat or occurrence of a U.S. sovereign default or government shutdown, **bank failures, other** disruptions in the financial services industry or otherwise, could have additional adverse effects on the Company and its businesses.

Given the high percentage of the Company's assets represented directly or indirectly by loans, and the

importance of lending to its overall business, weak economic conditions have in the past negatively affected, and may continue to in the future negatively affect, the Company's business and results of operations, including new loan origination activity, existing loan utilization rates and delinquencies, defaults and the ability of customers to meet obligations under the loans. In addition, future deterioration in economic conditions could have adverse effects on loan origination activity, loan utilization rates and delinquencies, defaults and the ability of customers to meet loan obligations. The value to the Company of other assets such as investment securities, most of which are debt securities or other financial instruments supported by loans, similarly have been, and would be, negatively impacted by widespread decreases deterioration in credit quality resulting from a weakening of the economy.

In addition, volatility and uncertainty related to inflation or a possible recession and their effects which could potentially continue to contribute to poor economic conditions, may contribute to or enhance some of the risks described herein. For example, higher inflation, slower growth or a recession has in the past reduced demand for borrowing from both corporate and consumer customers and could in the future reduce demand for the Company's products, adversely affect the creditworthiness of its borrowers or result in lower values for its interest-earning assets and investment securities. In 2023, demand for borrowing from both corporate and consumer customers, specifically for residential mortgage and auto loans, slowed as borrowing costs rose due to increased interest rates. Any of these effects, or others that the Company is not able to predict, could adversely affect its financial condition or results of operations.

Any deterioration in global economic conditions could damage the domestic economy or negatively affect the Company's borrowers or other counterparties that have direct or indirect exposure to these regions. Such global disruptions, including disruptions in supply chains or geopolitical risk, can undermine investor confidence, cause a contraction of available credit, or create market volatility, any of which could have material adverse effects on the Company's businesses, results of operations, financial condition and liquidity, even if the Company's direct exposure to the affected region is limited. Global political trends toward nationalism and isolationism could increase the probability of a deterioration in global economic conditions.

Changes in domestic economic, labor, trade or tax policies may arise from recent transitions in political leadership in the United States. Such policy changes could disrupt economic conditions, cause uncertainty, negatively affect some sectors of the domestic market more than others, erode consumer confidence levels, cause adverse changes in payment patterns, lead to increases in delinquencies and default rates in certain industries or regions, or have other negative market or customer impacts. Any of these developments could increase the Company's loan charge-offs and provision for credit losses. Any future economic deterioration that affects household or corporate incomes, or that causes or amplifies concerns regarding the possibility of a return to recessionary conditions, could also result in reduced demand for credit or fee-based products and services.

**Changes in interest rates have in the past reduced, and could in the future reduce, the Company's net interest income** The Company's earnings are dependent to a large degree on net interest income, which is the difference between interest income from loans and investments and interest expense on deposits and borrowings. Net interest income is significantly affected by market rates of interest, which in turn are affected by prevailing economic conditions, by the fiscal and monetary policies of the federal government and by the policies of various regulatory agencies. Volatility in interest rates can also result in the flow of funds away from financial institutions into direct investments. Direct investments, such as United States government and corporate securities and other investment vehicles (including mutual funds), generally pay higher rates of return than financial institutions because institutions. In order to prevent outflows and compete for a shrinking pool of the absence deposits, banks, including USBNA, have historically and

may in the future increase deposits USBNA to lose some of its low-cost deposits, thus increasing overall deposit costs. High or increasing interest rates could affect the Company's operations and liquidity, and the speed with which deposits may be withdrawn.

United States interest rates affect net interest income. The Federal Reserve's response to economic conditions can affect interest rates, in future periods, while volatility in interest rates can affect net interest income.

When Historically, when interest rates have been expected to earn high net interest income, compressed relative to, or lower rates can also lead to fewer originations. The Company's revenues and its higher net interest income but experience continue in the future if interest rates remain high. On loans that are scheduled to make payments, those borrowers may be required to service a higher volume of debt at higher interest rates but experienced elevated, which drove funding costs began to decrease.

The Company's results may be affected by changes in the value of securities, derivatives and other financial instruments due to market fluctuations. Market volatility can affect the value of certain financial instruments. Such changes in the value of these instruments can affect the Company's earnings.

Company ultimately realizes will depend on the demand and liquidity in the market at that time and may be materially lower than their current fair value. Any of these factors could cause a decline in the value of financial instruments that the Company owns or in which it makes markets, which may

have an adverse effect on the Company's results of operations. In addition, losses in the value of the Company's investment securities or loan portfolio could affect market perception of the Company and create volatility in the Company's stock price. Losses in the value of the Company's investment securities, even if they do not affect earnings or capital, could also cause some depositors, particularly those who maintain uninsured and uncollateralized deposits, to question the stability of USBNA and to move their deposits away from USBNA. Such events could negatively affect the Company's liquidity, financial condition and results of operations.

**The Company's risk management** **Changes in United States trade policies, including the imposition of tariffs and monitoring processes, including its stress testing framework, seek to quantify and control retaliatory tariffs, may adversely impact the Company's exposure business, financial condition and results of operations** There have been recent changes to more extreme market moves. However, **United States trade policies and tariffs, including trade policies and tariffs affecting China, Canada and Mexico, and the imposition of, or the potential for the imposition of, retaliatory tariffs by such countries.** There could be additional changes to trade policies, tariffs and treaties with these and other countries in the future. Such tariffs, retaliatory tariffs or other trade restrictions on products and materials that the Company's hedging customers import or export could cause the prices of its customers' products to increase, which could reduce demand for, or margins on, such products. Any of these effects could adversely affect the ability of the Company's customers to service debt. Additionally, if prices of consumer goods increase materially as a result of tariffs, the ability of individual households to service debt may be negatively affected. If the Company's customers are unable to service their debt, it would adversely affect the Company's financial condition and other risk management strategies results of operations. At this time, the Company and others are unable to predict whether and to what extent further tariffs and retaliatory tariffs may not be effective, and it could incur significant losses imposed or what effect changes in the event of unexpected or unmitigated market volatility. **U.S. political administration may have on existing international trade agreements and policies.** This uncertainty complicates business planning for the Company's customers in certain industries, which may adversely affect the Company's financial results if such customers change their spending and borrowing patterns in response to the current uncertainty.

#### Operations and Business Risk

**A breach in the security of the Company's information systems, or the information systems of certain third parties, or a critical technology failure could disrupt the Company's businesses, result in the disclosure of confidential information, damage its reputation and create significant financial and legal exposure risk** The Company continues to experience an increasing number of attempted attacks on its information systems, software, networks and other technologies. Although the Company devotes significant resources to maintain, improve, and regularly upgrade its systems and processes that are designed to protect the security of the Company's computer systems, software, networks, technologies and intellectual property, and to protect the confidentiality, integrity and availability of information belonging to the Company, its employees, and its customers, the **The** Company's security measures may

Third parties that facilitate the Company's business activities, including exchanges, clearinghouses, payment and ATM networks, financial intermediaries and vendors that provide services or technology solutions for the Company's operations, are also sources of operational and security risks to the Company due to operational or technical failures of their systems, misconduct or negligence by their employees or cyber attacks that could affect their ability to deliver a product or service to the Company, resulting in lost or compromised Company or customer information. Furthermore, a third party may not reveal an attack or system failure to the Company in a timely manner, which could compromise the Company's ability to respond effectively. Some of these third parties may engage vendors of their own, which introduces the risk that the third party's vendors and subcontractors could be the source of operational and security failures. In addition, if a third party obtains access to the customer account data on the Company's systems, and that party experiences a breach via an external or internal threat or misappropriates such data, the Company and its customers could suffer material harm, including heightened risk of fraudulent transactions, losses from fraudulent transactions, increased operational costs to remediate any security breach and legal and reputational harm. These risks are expected to continue to increase as the Company expands its interconnectivity with its customers and other third parties.

Within the past several years, multiple companies have disclosed significant cybersecurity breaches **incidents** affecting debit and credit card accounts of their customers, some of whom were the Company's cardholders and who may experience fraud on their card accounts because of the breach. The

not be effective against all threat attacks methods of attack that co models and other tools. Many fin information technology service p unauthorized access to confiden of software that is intentionally in

Attacks on government institu financial system could also adva and complexity of financial entit and means that a technology fail systems or data of one or more f

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Company has suffered, and will expects to suffer in the future, suffer, losses associated with reimbursing its customers for such fraudulent transactions and for other costs related to data security compromise events, such as replacing cards associated with compromised card accounts. These attacks involving Company cards are likely expected to continue and could, individually or in the aggregate, have a material adverse effect on the Company's financial condition or results of operations.

The Company may not be able to anticipate or to implement effective preventive measures against all cyberattacks **cyber attacks** because malicious actor methods and techniques change frequently, increase in sophistication, often are not recognized until launched, sometimes go undetected even when successful, and originate from a wide variety of sources, including organized crime, hackers, terrorists, activists, hostile foreign governments and other external parties. Those parties may attempt to place their information technology workers as employees or contractors of the Company or the Company's third-party vendors to attempt to gain access to the Company's systems. Those parties may also attempt to fraudulently induce employees, customers or other users of the Company's systems to disclose sensitive information to gain access to the Company's data or that of its customers or clients, such as through "phishing" and other social engineering schemes. For example, recent advances in artificial intelligence **AI** may allow a bad actor to create so-called "deep fakes" to impersonate the voice or likeness of another individual, which could be used in social engineering schemes that may be more difficult to detect than other social engineering efforts. Other types of attacks **Attack methods** may include the introduction of computer viruses and/or

malicious or destructive code, denial-of-service attacks (DDoS), and cyber extortion with accompanying ransom demands. The Company's information security risks may increase in the future as the Company continues to increase its mobile and internet-based product offerings and expands its internal usage of web-based products, data storage and other applications. In addition, the Company's customers often use their own devices, such as computers, smart phones and tablet computers, tablets, to make payments and manage their accounts, and are subject to "phishing," social engineering schemes, scam websites, and other attempts from cyber criminals to compromise or deny access to their accounts. The Company has limited ability to assure the safety and security of its customers' transactions with the Company to the extent they are using their own devices, which have been, and likely will continue to be, subject to such threats.

If the Company's physical or cybersecurity systems are penetrated or circumvented, or an authorized user intentionally or unintentionally removes, loses or destroys critical business data, serious negative consequences for the Company can follow, including significant disruption of the Company's operations, misappropriation of confidential Company and/or customer information, or damage to the Company's, customers' or counterparties' computers or systems. These consequences could result in violations of applicable privacy and other applicable laws; financial loss to the Company or to its customers; loss of confidence in the

Company's security measures; c reimbursement or other compensation; and reputation, all of which could adversely affect the Company.

Because the investigation of a cybersecurity incident may not be complete, the Company may not be able to determine the negative consequences associated with the breach, cybersecurity incident, or other consequences.

**The Company relies on its employees and third parties** to support its operations. The Company's ability to rely on the ability of its employees and third parties to support its operations may be affected by various factors, including the performance of employees and third parties, the reliability of their equipment and other operating systems and the quality of their work. The Company's operations may be compromised because of spikes in internet or website availability, natural disasters, or other factors that affect the Company's ability to rely on its employees and third parties.

significant disruption to the operating systems that support its businesses and customers. The Company's backup resiliency systems could become compromised, which could negatively impact the ability to back up data.

The Company could also incur losses resulting from the risk of human error by employees, misconduct or fraud by employees or persons outside the Company, unauthorized access to its computer systems, the execution of unauthorized transactions by employees, errors relating to transaction processing and technology, breaches of the internal control system and compliance requirements, and failures of business continuation and disaster recovery processes and systems. This risk of loss also includes customer remediation costs, potential legal actions, fines or civil money penalties that could arise resulting from an operational deficiency or noncompliance with applicable regulatory standards, adverse business decisions or their implementation, reputational harm, and customer attrition due to potential negative publicity.

Third parties provide key components of the Company's business infrastructure, such as internet connections, cloud services, network access and mutual fund distribution. Any problems caused by third-party service providers, including failing to comply with their contractual obligations or performing their services negligently, which could cause

critical technology failures, could adversely affect the Company's ability to deliver products and services to the Company's customers and otherwise to conduct its business. Replacing third-party service providers could also entail significant delay and expense. In addition, failure of third-party service providers to handle current or higher volumes of use could adversely affect the Company's ability to deliver products and services to clients and otherwise to conduct its business. Technological or financial difficulties of a third-party service provider could adversely affect the Company's businesses to the extent those difficulties result in the interruption or discontinuation of services provided by that party.

Operational risks for large financial institutions such as the Company have generally increased in recent years, in part because of the proliferation of new technologies, implementation of work-from-home and hybrid work arrangements, the use of internet services and telecommunications technologies to conduct financial transactions, the increased number and complexity of transactions being processed, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. In the event of a breakdown in the Company's internal control system, systems, or improper operation of systems or improper employee or third-party actions, the Company could suffer financial loss, face legal or regulatory action and suffer damage to its reputation.

**The Company could face material legal and reputational harm if it fails to safeguard personal information** The Company is subject to complex and evolving laws and regulations, both inside and outside the United States, governing the privacy and protection of personal information. Individuals whose personal information may be protected by law can include the Company's customers and their customers, prospective customers, job applicants, current and former employees, employees of the Company's suppliers, and other individuals. Complying with

laws and regulations applicable to the Company's collection, use, transfer and storage of personal information can increase operating costs, impact the development and marketing of new products or services, and reduce operational efficiency. Any mishandling or misuse of personal information by the Company or its suppliers, including data breaches at third parties exposing personal information that have occurred and could expose occur in the future, have resulted in litigation against the Company and could result in additional litigation or regulatory fines, penalties or other sanctions. For example, in 2024, a state attorney general recently announced an action filed in federal court against a bank for alleged failure to protect consumer accounts from fraud.

In the United States, several states have enacted consumer privacy laws that impose compliance obligations with respect to personal information. In particular, the California Consumer Privacy Act (the "CCPA" "CCPA"), as amended by the California Privacy Rights Act, and its implementing regulations impose significant requirements on covered businesses with respect to consumer data privacy rights. Compliance with the CCPA and other state statutes,

common law, or regulations designed to process changes across many of the regulatory fines and penalties, damage. The Company cannot predict legislation on the Company. Future financial condition, and results of

In addition, legal requirements in various jurisdictions, such as in the European Union, require data transfers from the EEA. These transfers must be supplemented by appropriate channels used to transmit personal information. The Company announced a final adequacy decision under the Privacy Shield that was invalidated by the European Court of Justice, compelling the Company to make significant changes to its data processing activities to ensure continued compliance with applicable law.

Additional risks could arise from the handling of personal information.

collected from them and the use of such information; to receive, document, and honor the privacy preferences expressed by the Company's customers; to protect personal information from unauthorized disclosure; or to maintain proper training on privacy practices for all employees or third parties who have access to personal information. Concerns regarding the effectiveness of the Company's measures to safeguard personal information and abide by privacy preferences, or even the perception that those measures are inadequate or that the Company does not abide by such privacy preferences, could cause the Company to lose existing or potential customers and thereby reduce its revenues. In addition, any failure or perceived failure by the Company to comply with applicable privacy or data protection laws and regulations has subjected, and may in the future subject, the Company to litigation and could result in requirements to modify or cease certain operations or practices, and/or incur material liabilities or regulatory fines, penalties, or other sanctions. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for additional information regarding data privacy laws and regulations. Any of these outcomes could materially damage the Company's reputation and otherwise adversely affect its business.

**The Company could lose market share and experience increased costs if it does not effectively develop and implement new technology** The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services, including innovative ways that customers can make payments or manage their accounts, such as through the use of mobile payments, digital wallets or digital currencies. The Company believes its success depends, in

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part, upon its ability to address customer needs by using technology to provide products and services and create additional efficiencies in the Company's operations. When launching a new product or service or introducing a new platform for the delivery of products and services, the Company might not identify or fully appreciate new operational risks arising from those innovations or might inadvertently fail to implement adequate controls to mitigate those risks. Developing and deploying new technology-driven products and services can also involve costs that the Company may not recover and divert resources away from other product development efforts. The Company's products and services may also rely on certain hardware, software, or service companies for which there are few alternatives, and the costs charged by these vendors may increase significantly year to year. In addition to the risk posed by critical technology failures, the Company may not be able to effectively develop and implement profitable new technology-driven products and services or be successful in marketing these products and services to its customers. Failure to successfully keep pace with technological change affecting the financial services industry, including because larger competitors may have spent more resources to spend on developing new technologies or because non-bank competitors have a lower cost structure and more flexibility, could harm the Company's competitive position and negatively affect its revenue and profit.

**The use of new technologies, including artificial intelligence ("AI") AI and machine learning, may result in reputational harm, increased regulatory scrutiny and increased liability** The banking industry is subject to rapid and significant technological change. To compete effectively, the Company may use new and evolving

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technologies, including AI and machine learning, to help improve its customer service, marketing, and products, to increase productivity for internal code development and testing, and to automate certain business decisions or and risk management practices. practices, such as fraud identification. The Company's use of AI and machine learning is subject to risks that algorithms and datasets are flawed or may be insufficient or contain biased information. In addition, the models and processes relating to AI and machine learning are not always transparent, which could increase the risk of unintended deficiencies. These deficiencies could result in inaccurate or ineffective decisions, predictions or analysis, which could subject the Company to competitive harm, legal liability, increased regulatory scrutiny, reputational harm or other consequences that the Company may not be able to predict, any of which could negatively affect the Company's financial condition and results of operations.

**The Company may not realize Furthermore, the full value of its strategic plans and initiatives** As the Company develops its strategic initiatives, it scans the internal and external environment to inform any changes required, take advantage of new opportunities and/or respond to unexpected challenges. Initiatives include focusing on customer growth with tailored products and experiences that meet customer needs; executing disciplined strategies to grow and maintain sufficient capital levels as part of preserving the Company's financial excellence and risk appetite; acquiring and integrating financial services businesses or assets; cultivating a future-focused and diverse talent strategy; and increasing access to banking services and economic empowerment. The Company's initiatives are impacted by internal factors, rapid pace of change from an evolving competitive landscape, increased cybersecurity threats, accelerated digitalization, and emerging technologies. In addition, execution is impacted by the Company's response to external economic conditions, global uncertainty, legal and regulatory factors that are beyond its control. The Company's future growth landscape impacting new technologies such as AI is evolving rapidly, and the value inability to predict how this regulation will take shape and the absence of its stock will depend, a uniform regulatory framework for AI may present unforeseen challenges in part, applying and relying on its ability existing compliance systems. Complying with existing and new AI and data usage laws, and inconsistencies in regulation from jurisdiction to effectively implement its business strategy. If the Company is not able jurisdiction, could increase expenses and exposure to successfully execute its business strategy, then the Company's competitive position, reputation, prospects for growth, and results of operations may be adversely affected. legal or regulatory proceedings.

and community organizations in response to that conduct. Additionally, the Company's stakeholders often hold differing views on how the Company should address environmental, social and governance ("ESG") goals as it relates sustainability matters, including diversity-related matters, and the Company may not be able to serving customers, including certain "anti-ESG" sentiment among some individuals and government institutions. The Company's approach to ESG and customers may meet the diverging expectations of different stakeholder groups, which could result in negative attention in traditional and social media, resulting in a negative perception of the Company depending on an individual's view. In addition, failure to make accurate disclosures on these or other topics, or to deliver against established ESG announced goals, commitments and objectives plans on these or other topics, could present reputational, legal and financial harm to the Company. The Company may also be targeted by groups or influential individuals who disagree with its public positions on social or environmental issues, which could result in reduced revenue or reputational harm. If the Company is unable to design or execute against business strategies, that balance conflicting views on how it supports ESG initiatives, while continuing including with respect to support customers from differing industries, environmental, social or sustainability matters, reputational damage could result, leading to a loss of customers or negative investor sentiment. As a large diversified financial services company with a high industry profile, the Company is inherently exposed to this risk.

In addition, environmental matters have been the subject of increased focus by regulators, particularly with respect to the accuracy of statements made by issuers regarding their ESG practices, initiatives and investment strategies. The SEC has established an enforcement task force to examine ESG practices and disclosures by public companies and identify inaccurate or misleading statements, often referred to as "greenwashing." There have been enforcement actions relating to ESG disclosures and policies and procedures failures, and the Company expects that there will be a greater level of enforcement activity in the future. A perception or accusation of greenwashing could damage the Company's reputation, result in litigation or enforcement actions, or adversely affect the Company's ability to raise capital and attract and retain customers.

**The Company's business and financial performance could be adversely affected, directly or indirectly, by natural disasters, pandemics, terrorist activities, civil unrest or international hostilities** Neither the occurrence nor the potential impact of natural disasters, pandemics, terrorist activities, civil unrest or international hostilities can be predicted. However, these occurrences could impact the Company directly (for example, by interrupting the Company's systems, which could prevent the Company from obtaining deposits, originating loans and processing and controlling its flow of business; causing significant damage to the Company's facilities; or otherwise preventing the Company from conducting business in the ordinary course), or indirectly as a result of their impact on the Company's borrowers, depositors, other customers, vendors or other counterparties (for example, by damaging properties pledged as collateral for the Company's loans or impairing the ability of certain borrowers to repay their loans). The Company has also suffered, and could in the future suffer, adverse consequences to the extent that natural disasters, pandemics, including the COVID-19 pandemic, terrorist activities, civil unrest or international hostilities, including the ongoing war in

**Damage to the Company's reputation** business, earnings and capital from industry generally or the Company's investors, and employees and customers actual or alleged conduct in any way that may damage the Company's ability to safeguard personal information, toward other employees or customers, in mergers and acquisitions, and any other conduct that may damage the Company's reputation.

hostilities, including Russia's invasion of Ukraine and conflict in the Middle East, affect the financial markets or the economy in general or in any particular region.

For example, the COVID-19 pandemic created economic and financial disruptions that **These occurrences** have adversely affected, **caused**, and may in the future adversely affect, the Company's business, financial condition, capital **cause**, **operational disruptions** and results of operations. During the COVID-19 pandemic, the Company experienced significant disruptions to its normal operations, including the temporary closing of branches and a sudden increase in the volume of work-from-home arrangements. In addition, the Company has been indirectly negatively affected by the pandemic's effects on the Company's borrowers and other customers, and by its effects on global financial markets. The COVID-19 pandemic caused, and other future natural disasters, pandemics, terrorist activities, civil unrest or international hostilities, may cause, an increase **increases** in delinquencies, bankruptcies or defaults that could result in the Company experiencing higher levels of nonperforming assets, net charge-offs and provisions for credit losses.

Depending on the lingering impact of the pandemic and the impact of current international hostilities on general economic and market conditions, there is a risk that adverse conditions could occur or worsen, including supply chain disruptions; higher inflation; a possible recession; decreased demand for the Company's products and services or those of its borrowers, which could increase credit risk; challenges related to maintaining sufficient qualified personnel due to labor shortages, talent attrition, employee illness, or willingness to return to work; increased risk of cyber attacks; increased volatility in commodity, currency and other financial markets; and disruptions to business operations at the Company and at counterparties, vendors and other service providers.

The United States has in recent years faced periods of significant civil unrest. Although civil unrest has not materially affected the Company's businesses to date, similar events could, directly or indirectly, have a material adverse effect on the Company's operations (for example, by causing shutdowns of branches or working locations of vendors or other counterparties or damaging property pledged as collateral for the Company's loans).

The Company's ability to mitigate the adverse consequences of these occurrences is in part dependent on the quality of the Company's resiliency planning and the Company's ability, if any, to anticipate the nature of any such event that occurs. The adverse effects of natural disasters, pandemics, terrorist activities, civil unrest or international hostilities also could be increased to the extent that there is a lack of preparedness on the part of national or regional emergency responders or on the part of other organizations and businesses that the Company transacts with, particularly those that it depends upon, but has no control over. Additionally, both the frequency and severity of some kinds of natural disasters, including wildfires, flooding, tornadoes and hurricanes, have increased, and the Company expects will continue to increase, as a result of climate change.

significant costs as the Company implements compliance, disclosure and other programs. Failure to comply with any new applicable laws or regulations could result in legal or regulatory sanctions and harm to the Company's reputation. The **Failure to adequately consider transition risks in the Company's operations could lead to a loss of market share, lower revenues, decreased asset values and higher credit costs.** For example, a transition to a low-carbon economy could also negatively affect the business of customers in carbon-intensive industries and reduce their creditworthiness.

These physical risks and transition risks could increase expenses or otherwise adversely impact the Company's business strategy, operations, financial performance and customers. In particular, new **laws**, **regulations** or **guidance**, or the attitudes of regulators, shareholders, **employees** and **employees** **customers** regarding climate change, may affect the activities in which the Company engages and the products that the Company offers. An inability to adjust the Company's business to mitigate the effects of physical and transition risks could result in higher operational and credit losses. In addition, an increasing perspective that financial institutions, including the Company, play an important role in managing risks related to **Company's stakeholders' views on climate change** including indirectly with respect to their customers, may result in increased pressure on the Company to take additional steps to disclose are **diverse**, **dynamic**, and manage its climate risks and related lending and other activities, **rapidly changing**, and the Company could suffer reputational harm related **may not be able to meet the environmental impacts diverging expectations and priorities of** industries different stakeholder groups, including regulators in which certain of **different jurisdictions** as further discussed in the

**The Company's business strategy related to climate change** **There** climate change may have on **corporate** shifts in the climate, such as increasing temperatures and natural disasters, including **increased** in recent years and **more** severity of natural disasters reduced by climate change, such as rising sea levels. **Company's** **customers**, **vendors** and **suppliers** in **coastal** areas and **low-lying** areas and **coastlines** that are **more** exposed to **climate** could also result **adversely** affect **business** negatively impact **impacting** **customers** with **clients**, damage **damaging** **collateral**, or **reducing** **value** of **Company** **loans**, which could negatively impact **ability** **extending** **loans**.

**To** **The Company's** **ability** **extend** **loans**. Additionally, climate change could result in **changes** in **consumer** **preference** associated with the transition to **renewable** **energy**.

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Company's customers do business. **risk factor** "The Company is subject to significant financial and reputation risks from potential legal liability and governmental actions". The Company could also experience increased expenses resulting from strategic planning, litigation and technology and market changes, and reputational harm as a result of negative public sentiment, regulatory scrutiny and reduced investor and stakeholder confidence due to the Company's response to climate change and the Company's climate change strategy.

Risks associated with climate change are continuing to evolve rapidly, making it difficult to assess the effects of climate change on the Company, and the Company expects that climate change-related risks will continue to evolve and increase over time.

#### Regulatory and Legal Risk

**The Company is subject to extensive and evolving government regulation and supervision, which can increase the cost of doing business, limit the Company's ability to make investments and generate revenue, and lead to costly enforcement actions.** Banking regulations are primarily intended to protect depositors' funds, the federal Deposit Insurance Fund, and the United States financial system as a whole, and not the Company's debt holders or shareholders. These regulations, and the Company's inability to act in certain instances without receiving prior regulatory approval, affect the Company's lending practices, capital structure, investment practices, dividend policy, ability to repurchase common stock, and ability to pursue strategic acquisitions, among other activities.

The Company expects that its business will remain subject to extensive regulation and supervision and that the

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level of scrutiny and the enforcement environment may fluctuate over time, based on numerous factors, including recent bank failures, changes in the United States presidential administration or one or both houses of Congress and public sentiment regarding financial institutions (which can be influenced by scandals and other incidents that involve participants in the industry). In particular, recent changes in national political leadership have introduced uncertainty into the direction and timing of any future regulation. The Company expects the Trump administration will seek to implement a regulatory reform agenda that is significantly different than that of the Biden administration, impacting the rulemaking, supervision, examination and enforcement priorities of the federal banking agencies. Any potential new regulations or modifications to existing regulations and supervisory expectations may result in necessitate changes to the Company's existing regulatory compliance and other large financial institutions becoming subject to increased scrutiny and/or more extensive legal and regulatory requirements than under prior presidential and congressional regimes. risk management infrastructure. In addition, changes in key personnel at the agencies that regulate the Company, including the federal banking regulators, may result in differing interpretations of existing rules and guidelines and potentially more stringent enforcement and more severe penalties than previously experienced. In June 2024, the U.S. Supreme Court reversed its longstanding approach under the Chevron doctrine, which provided for judicial deference to regulatory agencies. As a result of this decision, there may be increased challenges to existing agency regulations, and it is uncertain how lower courts will apply the decision in the context of other regulatory schemes.

New regulations or modifications to existing regulations and supervisory expectations have increased, and may in the future increase, the Company's costs over time and necessitate changes to the Company's existing regulatory compliance and risk management infrastructure. In addition, regulatory changes may reduce the Company's revenues (including by limiting the fees the Company may charge), limit the types of financial services and products it may offer, alter the investments it makes, affect the manner in which it operates its businesses, increase its litigation and regulatory costs should it fail to appropriately comply with new or modified laws and regulatory requirements, and increase the ability of

likely to result in changing federal or state regulatory priorities. Any shifts in state or federal regulatory priorities may also result in increased compliance costs and regulatory risks as new regulations are issued and enforcement priorities shift. Failure to comply with any new law or regulation could result in litigation, regulatory enforcement actions and harm to the Company's reputation.

General regulatory practices, such as longer time frames to obtain regulatory approvals for acquisitions and other activities (and the resultant impact on businesses the Company may seek to acquire), and initiatives to reduce fees on certain products, could affect the Company's ability or willingness to make certain acquisitions or introduce new products or services. In addition, the Biden Administration has called on all regulatory agencies to reduce or eliminate certain fees relating to a number of services, including banking services. Similarly, the CFPB launched an initiative to reduce the amounts and types of fees financial institutions may charge, including by issuing a proposed rule that would significantly reduce the permissible amount of credit card late fees. These and other changes could affect the Company's ability or willingness to provide certain products or services, necessitate changes to the Company's business practices or reduce the Company's revenues.

Federal law grants substantial supervisory and enforcement powers to federal banking regulators and law enforcement agencies, including, among other things, the ability to assess significant civil or criminal monetary penalties, fines, or restitution; to issue cease and desist or removal orders; and to initiate injunctive actions against banking organizations and institution-affiliated parties. The financial services industry continues to face scrutiny from bank supervisors in the examination process and stringent enforcement of regulations on both the federal and state levels, including with respect to mortgage-related practices, fair lending practices, fees charged by banks, student lending practices, sales practices and related incentive

non-banks to offer competing financial products. Changes to statutes, regulatory expectations, could affect the Company's ability to engage in corporate bond redemptions, and mergers and acquisitions with these activities. More recent changes in the financial industry result in significant changes to the Company's business model. The FDIC also issued a proposed rule arising from the protection of uninsured depositors. Complying with these changes could result in further significant costs to the Company. In particular, regulators have increased compliance costs for the Company, as well as the recent changes in

compensation programs, and other consumer compliance matters, as well as compliance with Bank Secrecy Act/anti-money laundering ("BSA/AML") requirements and sanctions compliance requirements as administered by the Office of Foreign Assets Control, and consumer protection issues more generally. This regulatory scrutiny, or the results of an investigation or examination, may lead to additional regulatory investigations or enforcement actions. There is no assurance that those actions will not result in regulatory settlements or other enforcement actions against the Company or any of the Company's subsidiaries (including USBNA), which could cause the Company material financial and reputational harm. Furthermore, a single event involving a potential violation of law or regulation may give rise to numerous and overlapping investigations and proceedings, either by multiple federal and state agencies and officials in the United States or, in some instances, regulators and other governmental officials in foreign jurisdictions. In addition, another financial institution's violation of law or regulation relating to a business activity or practice often will give rise to an investigation of the same or similar activities or practices of the Company.

In general, the amounts paid by financial institutions in settlement of proceedings or investigations and the severity of other terms of regulatory settlements are likely to remain elevated. In some cases, governmental authorities have required criminal pleas or other extraordinary terms, including admissions of wrongdoing and the imposition of

monitors, as part of such settlements, which could have significant consequences for a financial institution, including loss of customers, reputational harm, increased exposure to civil litigation, restrictions on the ability to access the capital markets, and the inability to operate certain businesses or offer certain products for a period of time.

Non-compliance with sanctions laws and/or BSA/AML laws or failure to maintain an adequate BSA/AML compliance program can lead to significant monetary penalties and reputational damage. In addition, federal regulators evaluate the effectiveness of an applicant in combating money laundering when determining whether to approve a proposed bank merger, acquisition, restructuring, or other expansionary activity. There have been a number of significant enforcement actions against banks, broker-dealers and non-bank financial institutions with respect to sanctions laws and BSA/AML laws, and some have resulted in substantial penalties, including against the Company and USBNA in 2018. The adoption of cryptocurrency and blockchain technology has rapidly expanded in recent years, and future regulatory changes may lead to additional growth of digital assets. Cryptocurrency and other new forms of payment have resulted in increased BSA/AML compliance risks, particularly with respect to "know-your-customer" and transaction monitoring requirements.

Violations of laws and regulations or deemed deficiencies in risk management practices or consumer compliance also may be incorporated into the Company's confidential supervisory ratings. A downgrade in these ratings, or these or other regulatory actions and settlements, could limit the Company's ability to conduct expansionary activities for a period of time and require new or additional regulatory approvals before engaging in certain other business activities.

**Differences in regulation can affect the Company's ability to compete effectively** The content and application of laws and regulations applicable to financial institutions vary according to the size of the institution, the jurisdictions in which the institution is organized and operates and other

III Endgame Endgame" rules discussed above, would result in significant changes to regulatory capital rules for banking organizations with total consolidated assets of \$100 billion or more, such as applicable to the Company. The Company expects that, if adopted, the final rules will result in requirements for the Company to hold significantly more capital than is required under current regulations. In addition, in response to bank failures that occurred in 2023, the Federal Reserve Vice Chair for Supervision and the Acting Comptroller maintain increased levels of the Currency have indicated that the Federal Reserve and OCC, respectively, are considering additional liquidity risk management rules that they may propose in 2024. regulatory capital. These and other future changes to the implementation of these rules including the stress capital buffer, or additional capital- and liquidity-related rules, could require the Company to take further steps to increase its capital, increase its investment security holdings, divest assets or operations, or otherwise change aspects of its capital and/or liquidity measures, including in ways that may be dilutive to shareholders or could limit the Company's ability to pay common stock dividends, repurchase its common stock, invest in its businesses or provide loans to its customers.

The effects of the COVID-19 pandemic external events and actions by the Federal Reserve Board have in the past limited and may in the future limit capital distributions, including suspension of the Company's share repurchase program or reduction or suspension of the Company's common stock dividend. In addition, recent events in the banking industry, including three high-profile bank failures in 2023 and the results of regulatory investigations into the failures has resulted in, and could result in further, increased regulatory scrutiny and heightened regulatory requirements, any of which could require the Company to expend significant time and effort to implement appropriate compliance procedures or to incur other expenses, and could negatively affect the Company's financial condition or results of operations.

Further, in August 2023, the Federal Reserve Board, OCC and FDIC issued a proposed rule that would require, among other institutions, each Category III U.S. bank holding company, including the Company, and each insured depository institution with \$100 billion or more in total consolidated assets that is a consolidated subsidiary of a Category III U.S. bank holding company, such as USBNA,

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to have minimum levels of outstanding long-term debt. The proposed rule is intended to improve the resolvability of the banking organizations covered by the rule. The Company continues to evaluate the potential effects of the proposed rule. Although any Any effects on the Company and USBNA will depend on the final form of any rulemaking, and may require the Company may need to change its current funding mix, including being required to raise additional long-term debt, which could adversely impact net interest margin and net interest income.

Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for additional information regarding the Company's capital and liquidity requirements.

**The Company is subject to significant financial and reputation risks from potential legal liability and governmental actions** The Company faces significant legal risks in its businesses, and the volume of claims and amount of damages and penalties claimed in litigation and governmental proceedings against it and other financial institutions are substantial. Customers, clients and other counterparties are making make claims for substantial or indeterminate amounts of damages, while banking regulators and certain other governmental authorities have focused on enforcement. The Company is named as a defendant or is otherwise involved in many legal proceedings, including

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factors. Large institutions, such as addition, financial technology companies are less regulated and that do not

**Stringent requirements related to the Company's ability to return**

class actions and other litigation. As a participant in the financial services industry, it is likely that the Company will continue to experience a high level of litigation and government scrutiny related to its businesses and operations in the future. Substantial legal liability or significant governmental action against the Company could materially impact the Company's financial condition and results of operations (including because such matters may be resolved for amounts that exceed established accruals for a particular period) or cause significant reputational harm to the Company.

For example, banking organizations have been subject to claims regarding patent infringement or other violations of intellectual property rights in recent years which, in some cases, have resulted in large judgments against the banks. Such claims have in the past been brought against the Company, and if the Company is not successful in defending such claims or if new claims are brought or damages sought increase, the Company may incur substantial costs in defending such claims, regardless of their merit. If such claims are successful, the Company could be required to pay substantial damages and could suffer reputational and other harm.

Additionally, the previously disclosed discontinuance of LIBOR and the complex transition of relevant contracts from LIBOR to alternative rates could still have a range of adverse impacts on the Company's business and results of operations as a result of future disputes, litigation or other actions with clients, counterparties or investors related to the transition. The transition may also result in additional inquiries or other actions from regulators regarding the Company's replacement of LIBOR.

In addition, there is an increasing focus from lawmakers and regulators concerning ESG ~~have proposed or adopted expansive requirements on environmental, social and sustainability matters. Some~~ These requirements are emerging and evolving rapidly, and some have been subject to judicial challenges, leading to significant legal uncertainty. The diverging approach of lawmakers and regulators on these matters further amplify such uncertainty. For example, some states in which the Company does business have implemented "anti-ESG" measures and may seek to implement additional

measures in the future. Such measures may include sustainability-related disclosures, the Company's certain Company requirements, it could harm the Company's reputation, or could otherwise harm the Company's business.

The Company assumed responsibility for the transition with an OCC consent order, which may result in other liabilities related to indemnification from Mitsui Sumitomo, regulatory scrutiny, consent orders or fines. Any of those events could have a material impact on the Company's condition, growth, or other financial performance.

The Company may be required to make customary representations and warranties to the Company, which may include representations and warranties that are not remediable, and the Company may be required to pay remedies and penalties that could be significant.

requests. If economic conditions and the housing market deteriorate or the GSEs increase their claims for breached representations and warranties, the Company could have increased repurchase obligations and increased losses on repurchases, requiring material increases to its repurchase reserve.

**The Company's failure to satisfy its obligations as servicer for automobile consumer loan securitizations and residential mortgage loans owned by other entities, and other losses the Company could incur as servicer, could adversely impact the Company's reputation, servicing costs or results of operations** The Company services both automobile and unsecured consumer installment loans on behalf of third-party securitization vehicles and also acts as servicer and master servicer for mortgage loans included in securitizations and for unsecuritized mortgage loans owned by investors. As a servicer or master servicer for those loans, the Company has certain contractual obligations to the securitization trusts, investors, or other third parties. As a servicer, the Company's obligations include foreclosing on defaulted loans collecting all payments due by the borrower consistent with accepted servicing practices and applicable law, which in the case of borrower delinquency or default may include, as applicable to the extent consistent with the applicable securitization or other investor agreement, loan, considering alternatives to repossession or foreclosure upon the collateral securing the loan, such as loan modifications or short sales, as applicable. sales. In the Company's capacity as a

master servicer, obligations include overseeing the servicing of mortgage loans by the servicer. Generally, the Company's servicing obligations are set by contract, for which the Company receives a contractual fee. However, with respect to mortgage loans, GSEs can amend their servicing guidelines, which can increase the scope or costs of the services required without any corresponding increase in the Company's servicing fee. As a servicer, the Company also advances expenses on behalf of investors which it may be unable to collect. A material breach of the Company's obligations as servicer or master servicer may result in contract termination if the breach is not cured within a specified period of time following notice. notice which would negatively impact the Company's ongoing servicing fee compensation and could adversely impact the Company's reputation. In addition, the Company may be required to indemnify the securitization trustee against losses from any failure by the Company, as a servicer or master servicer, to perform the Company's servicing obligations or any act or omission on the Company's part that involves willful misfeasance, bad faith, or gross negligence. For certain investors and certain transactions, the Company may be contractually obligated to repurchase a loan or reimburse the investor for credit losses incurred on the loan as a remedy for servicing errors with respect to the loan. The Company may be subject to increased repurchase obligations as loan or a result of claims made that the Company did not satisfy its obligations as a servicer or master servicer. The Company may also experience increased loss severity on repurchases, which may require a material increase to the Company's repurchase reserve. The Company has and may continue to receive indemnification requests related to the Company's servicing of mortgage loans owned or insured by other parties, primarily GSEs.

## Credit and Mortgage Business Risk

**Heightened credit risk could require the Company to increase its provision for credit losses, which could have a material adverse effect on the Company's results of operations and financial condition** When the Company lends money, or enters into commitments to lend money, it incurs credit risk, or the risk of loss if its borrowers do not repay their loans. The credit performance of the Company's loan portfolios significantly affects its financial results and condition. If the current economic environment were to worsen, the Company's customers may have more difficulty in repaying their loans or other obligations, which could result in a higher level of credit losses and higher provisions for credit losses. Stress on the United States economy or the local economies in which the Company does business, including the economic stress caused by the pandemic, high commercial real estate vacancy rates, escalating geopolitical tensions, **trade tariffs or other fiscal policies**, and elevated interest rates and inflation has resulted, and in the future may result, in, among other things, borrowers' inability to refinance loans at maturity and unexpected deterioration in credit quality of the loan portfolio or in the value of collateral securing those loans, which has caused, and in the future could cause, the Company to establish higher provisions for credit losses.

The Company reserves for credit losses by establishing an allowance through a charge to earnings to provide for loan defaults and nonperformance. The Company's allowance for credit losses is compliant with CECL.

**A concentration of credit and market risk in the Company's loan portfolio could increase the potential for significant losses** The Company may have higher credit risk, or experience higher credit losses, to the extent its loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral. For example, high vacancy rates in commercial properties may affect the value of commercial real estate, including by causing the value of properties securing commercial real estate loans to be less than the amounts owed on such loans. In addition, elevated interest rates may make it more difficult for borrowers to refinance maturing loans. Any of these or other events could increase the level of defaults on commercial real estate loans and result in higher credit losses to the Company. The Company's credit risk and credit losses can also increase if borrowers who engage in similar activities are uniquely or disproportionately affected by economic or market conditions, or by regulation, such as regulation related to climate change. Deterioration in economic conditions or real estate values in states or regions where the Company has relatively larger concentrations of residential or commercial real estate could result in higher credit costs. For example, the Company's acquisition of MUB increased the Company's exposure to the markets in California. Deterioration in real estate **or collateral values** and underlying economic conditions in California, **including as a result of wildfires**, could result in higher credit losses to the Company.

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**Changes in interest rates can impact the value of the Company's mortgage servicing rights and mortgages held for sale, and can make its mortgage banking revenue volatile from quarter to quarter, which can reduce its earnings** The Company has a portfolio of MSRs, which is the right to service a mortgage loan—collect principal, interest and escrow amounts—for a fee. The Company's MSR portfolio had a fair value of \$3.4 billion as of **December 31, 2023** **December 31, 2024**. The Company initially carries its MSRs using a fair value measurement of the present value of the estimated future net servicing income, which includes assumptions about the likelihood of prepayment by borrowers. Changes in interest rates can affect prepayment assumptions and thus fair value. When interest rates fall, prepayments tend to increase as borrowers refinance, and the fair value of MSRs can decrease, which in turn reduces the Company's earnings. Further, it is possible that, because of economic conditions such as a weak or deteriorating housing market, even when interest rates fall, mortgage originations may fall or any increase in mortgage originations may not be enough to offset the decrease in the MSRs' value caused by the lower rates.

**The Company relies on GSEs for some of its revenue and liquidity capacity to fund new loans** The Company sells a portion of the mortgage loans that it originates to increase revenue through origination fees and ongoing servicing of such loans and to provide funding capacity for originating additional loans. GSEs could limit their purchases of conforming loans due to capital constraints.

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accounting guidance, under which credit losses is constructed based on the portfolio, the portfolio's historical quality, **value**. These forecasts are based on these economic predictions might not reflect these economic conditions and/or the Company makes loans to borrowers where the Company may not have accurate information to cover actual loan losses, and the Company's ability to assess the creditworthiness of its customers become less predictive.

other changes in their criteria for conforming loans or other reasons. This potential reduction in purchases could limit the Company's ability to fund new loans. In addition, if GSEs limited **limit** their purchases of conforming loans, the Company may limit its originations of mortgage loans that it intends to sell, which could reduce the Company's revenue from origination fees of such loans and the ongoing servicing fees it receives from such loans. Proposals have been presented to reform the housing finance market in the U.S., including the role of the GSEs in the housing **residential** finance market. The extent and timing of any such regulatory reform of the housing finance market and the GSEs, as well as any effect on the Company's business and financial results, are uncertain.

**A decline in the soundness, strength or stability of other financial institutions could adversely affect the Company's results of operations**

Actual or perceived issues with, or rumors or questions about, one or more financial institutions, or about the financial services industry more generally, have recently **lead** to, and may in the future lead to, among other things, (i) **things**: market-wide liquidity problems; (ii) rapid and significant deposit withdrawals at certain institutions, particularly those with elevated levels of uninsured deposits; (iii) losses or defaults by certain institutions, up to and including failures of certain banks; and (iv) significant volatility in the stock of financial services institutions. **institutions**; and an increase in fear of **skepticism of the safety of banks generally**. In addition, the Company's ability to engage in routine funding or settlement transactions could be adversely affected by any of these events or by other events that affect the commercial soundness of other domestic or foreign financial institutions. Failures of one or more banks

the Company's predominately United States-based businesses or the less significant merchant processing, corporate trust and fund administration services businesses it operates in foreign countries. Many of these transactions expose the Company to credit risk in the event of a default by a counterparty or client. In addition, the Company's credit risk may be further increased when the collateral held by the Company cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due the Company. Any such losses could adversely affect the Company's results of operations.

**Change in residual value of leased assets may have an adverse impact on the Company's financial results** The Company engages in leasing activities and is subject to the risk that the residual value of the property under lease will be less than the Company's recorded asset value. Adverse changes in the residual value of leased assets can have a negative impact on the Company's financial results. The risk of changes in the realized value of the leased assets compared to recorded residual values depends on many factors outside of the Company's control, including supply and demand for the assets, condition of the assets at the end of the lease term, and other economic factors.

**Liquidity Risk**

**If the Company does not effectively manage its liquidity, its business could suffer** The Company's liquidity is essential for the operation of its business. **businesses**. Market conditions, the threat or occurrence of a U.S. sovereign default, unforeseen outflows of funds or other events could negatively affect the Company's level or cost of funding, **in turn** affecting its ongoing ability to accommodate liability maturities and deposit withdrawals, meet contractual obligations, and fund asset growth and new business transactions at a reasonable cost and in a timely manner. If

the Company's access to stable and low-cost sources of funding, such as customer deposits, is reduced, the Company might need to use alternative funding, which could be more expensive or of limited availability. Any substantial, unexpected or prolonged changes in the level or cost of liquidity could materially and adversely affect the Company's business. **businesses**.

In addition, recent bank failures **in 2023** led to significant volatility in the financial services industry and to liquidity problems at certain institutions. Although governmental support was provided in connection with recent **these** bank failures, including the FDIC's **FDIC** invoking the systemic risk exception to guarantee uninsured deposits, there can be no guarantee that the FDIC will invoke the systemic risk exception in connection with any future bank failures or that the government would otherwise take any action to provide liquidity to troubled institutions. Further, even if governmental support for financial institutions is available in the future, it may not be sufficient to address systemic risks.

**Loss of customer deposits could increase the Company's funding costs** The Company relies on bank **customer** deposits to be **as** a low-cost and stable source of funding. The Company competes with banks and other financial services companies for deposits, including those that offer online channels. Recent increases **declines** **in short-term**

that are unrelated to USBNA have **assessment** relating to bank fail or failing banks and USBNA, whi customer confidence in USBNA ; and negatively affect the Compa which customers can withdraw ft failures).

Financial services institutions many different counterparties, ar including brokers and dealers, cc defaults by, or even rumors or qu industry generally, could lead to l

interest rates have generally lowered the Company's deposit funding costs. However, competition for deposits could increase to the extent the Federal Reserve continues the normalization of its balance sheet through quantitative tightening. Increased competition could negatively impact the Company's ability to realize further improvement in deposit funding costs, even if short-term rates continue to decline. If short-term interest rates have resulted in and are expected to continue to result in increase, the Company would expect more intense competition in deposit pricing. Competition and increasing higher short-term interest rates have caused may cause the Company to increase the interest rates it pays on deposits. If the Company's competitors raise the interest rates they pay on deposits, or lower the interest rates they pay on deposits by less than the Company, the Company's funding costs may increase, either because the Company raises the interest rates it pays on deposits to avoid losing deposits to competitors or because the Company loses deposits to competitors and must rely on more expensive sources of funding. Higher funding costs reduce the Company's net interest margin and net interest income.

Checking and savings account balances and other forms of customer deposits may decrease when customers perceive alternative investments, such as the stock market, as providing a better risk/return tradeoff. When customers move money out of bank deposits and into other investments, the Company may lose a relatively low-cost source of funds, increasing the Company's funding costs and reducing the Company's net interest income. In addition, mass withdrawals of deposits occurred at certain banks that failed in 2023, seemingly triggered by losses in the banks' investment securities portfolios and concerns about uninsured and uncollateralized deposits. A loss in the value of the Company's investment or loan portfolio, perceived concerns regarding the Company's and USBNA's capital positions or perceived concerns regarding the level of USBNA's uninsured and uncollateralized deposits could cause rapid and significant deposit outflows. This risk is exacerbated by technological developments and changes in banking relationships, such as customers maintaining accounts at multiple banks, which increase the ease and speed with which depositors are able to move their deposits, as well as by deposits. The potential speed of deposit withdrawals may be further accelerated due to the way information, including false information or unfounded rumors, can be spread quickly through social media and other online channels. If USBNA

Reserve Board or FHLB) or that the Company and USBNA maintain minimum supervisory ratings. If the Company or USBNA were to experience financial or regulatory issues, it could affect the Company's or USBNA's ability to access liquidity facilities, including at times when the Company or USBNA needs additional liquidity for the operation of its business. If the Company or USBNA were to lose access to these liquidity sources, it could have a material adverse effect on the Company's operations and financial condition.

**The Company relies on dividends from its subsidiaries for its liquidity needs, and the payment of those dividends is limited by laws and regulations** The Company is a separate and distinct legal entity from USBNA and the Company's non-bank subsidiaries. The Company receives a significant portion of its cash from dividends paid by its subsidiaries. These dividends are the principal source of funds to pay dividends on the Company's stock and interest and principal on its debt. Various federal and state laws and regulations limit the amount of dividends that USBNA and certain of the Company's non-bank subsidiaries may pay to the Company without regulatory approval. Also, the Company's right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to prior claims of the subsidiary's creditors, except to the extent that any of the Company's claims as a creditor of that subsidiary may be recognized. Refer to "Supervision and Regulation" in the Company's Annual Report on Form 10-K for additional information regarding limitations on the amount of dividends USBNA may pay.

#### **Competitive and Strategic Risk**

**The financial services industry is highly competitive, and competitive pressures could intensify and adversely affect the Company's financial results** The Company operates in a highly competitive industry that could become even more competitive as a result of legislative, regulatory and technological changes, as well as continued industry consolidation, which may increase in connection with current economic and market conditions. **consolidation** This consolidation may produce larger, better-capitalized and more geographically diverse companies that are capable of offering a wider array of financial products and services at more competitive prices. The Company competes with other commercial banks, savings and loan

were to experience a significant reduction in liquidity, which could significantly reduce the Company's ability to meet its obligations. The Company could lose access to sources of liquidity provided by the Federal Reserve Board may estimate that the Company's liquidity needs would be met by the Federal Home Loan Bank ("FHLB"). FHLB. To access these liquidity sources, the Company would need to meet certain financial condition (as defined by the FHLB).

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associations, mutual savings banks, finance companies, mortgage banking companies, credit unions, investment companies, credit card companies, and a variety of other financial services and advisory companies. Legislative or regulatory changes also could lead to increased competition in the financial services sector.

The adoption and rapid growth of new technologies, including generative artificial intelligence, AI, cryptocurrencies and blockchain and other distributed ledger technologies, have required the Company to invest resources to adapt its systems, products and services, and it expects to continue to make similar investments. In addition, technology has lowered barriers to entry and made it possible for non-banks to offer products and services, such as loans and payment services, that traditionally were banking products, and made it possible for technology companies to compete with

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financial institutions in providing electronic, internet-based, and mobile phone-based financial solutions. Competition with non-banks, including technology companies, to provide financial products and services is intensifying. In particular, the activity of financial technology companies ("fintechs") has grown significantly over recent years and is expected to continue to grow. Fintechs have and may continue to offer bank or bank-like products. For example, a number of fintechs have applied for bank or industrial loan charters, which, in some cases, have been granted. In addition, other fintechs have partnered with existing banks to allow them to offer deposit products or payment services to their customers. Many of these companies, including the Company's competitors, have fewer regulatory constraints, and some have lower cost structures, in part due to lack of physical structures. In addition, future regulatory developments may increase the ability of fintechs and other competitors to compete with traditional banks, including through the use of cryptocurrency and other digital assets or alternative payment systems. Also, the potential need to adapt to industry changes in information technology systems, including potential upgrades relating to digital assets, on which the Company and financial services industry are highly dependent, could present operational issues and require capital spending. The Company's ability to compete successfully depends on a number of factors, including, among others, its ability to develop and execute strategic plans and initiatives; developing, maintaining and building long-term customer relationships based on quality service, competitive prices, high ethical standards and safe, sound assets; and industry and general economic trends. A failure to compete effectively could contribute to downward price pressure on the Company's products or services or a loss of market share.

**The Company may need to lower prices on existing products and services and develop and introduce new products and services to maintain market share** The Company's success depends, in part, on its ability to adapt its products and services to evolving customer preferences and industry standards. There is increasing pressure to provide products and services at lower prices. Lower prices can reduce the Company's net interest margin and revenues from its fee-based products and services. In addition, the adoption of new technologies or further developments in current technologies require the Company to make substantial expenditures to modify or adapt its existing products and services. Also, these and other capital investments in the Company's businesses may not produce expected growth in earnings anticipated at the time of the expenditure. The Company might not be successful in developing or

environment to inform any changes required, take advantage of new opportunities and/or respond to unexpected challenges. Initiatives include focusing on customer growth with tailored products and experiences that meet customer needs; executing disciplined strategies to grow and maintain sufficient capital levels as part of preserving the Company's financial position and risk appetite; and partnering with or acquiring and integrating financial services businesses or assets. The Company's initiatives are impacted by internal factors, rapid pace of change from an evolving competitive landscape, increased cybersecurity threats, accelerated digitalization, and emerging technologies. Execution of these initiatives is also impacted by the Company's response to external economic conditions, global political and economic uncertainty, and regulatory factors that are beyond its control. The Company's future growth and the value of its businesses will depend, in part, on its ability to effectively implement its business strategy. If the Company is not able to successfully execute its business strategy, then the Company's competitive position, reputation, prospects for growth, and results of operations may be adversely affected.

**The Company may not be able to complete future acquisitions, and completed acquisitions may not produce revenue enhancements or cost savings at levels or within timeframes originally anticipated, may result in unforeseen integration difficulties, and may dilute existing shareholders' interests** The Company regularly explores opportunities to acquire financial services businesses or assets and may also consider opportunities to acquire other banks or financial institutions. The Company cannot predict the number, size or timing of acquisitions it might pursue.

The Company must generally receive federal regulatory approval before it can acquire a bank or bank holding company. The Company's ability to pursue or complete an attractive acquisition could be negatively impacted by regulatory delay or other regulatory issues. The Company cannot be certain when or if, or on what terms and conditions, any required regulatory approvals will be granted. For example, the Company may be required to sell branches as a condition to receiving regulatory approval for bank acquisitions. In addition, in 2024 the OCC issued a policy statement on bank mergers that may result in more scrutiny being applied to mergers with a resulting institution with \$50 billion or more in total assets. The Company is unable to predict at this time what effects the OCC's policy statement may have on mergers involving USBNA, but it may result in extended timelines for merger approvals. If the Company commits certain regulatory violations, including those that result in a downgrade in certain of the Company's bank regulatory ratings, governmental authorities could, as a consequence, preclude it from pursuing future acquisitions for a period of time. In addition, the Company's ability to complete future acquisitions may depend on factors outside its control, including changes in the presidential administration or in one or both houses of Congress and public sentiment regarding bank mergers. Acquisition activity by large banking organizations, such as

the Company, continues to draw regulatory and policy focus, and future changes could impact consideration of and regulatory approval processes for certain acquisitions. In addition, acquisitions by large banking organizations such as the Company may receive negative coverage in the media or negative attention by certain members of Congress or other policymakers. If the Company were to receive significant negative publicity in connection with a proposed acquisition, it could damage the Company's reputation and impede the Company's ability to complete the acquisition.

There can be no assurance that acquisitions the Company completes including its recently completed acquisition of MUB, will have the anticipated positive results, including results related to expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits. The Company may incur substantial expenses related to acquisitions and integration of acquired companies. Successful integration of an acquired company has in the past presented and may in the future present challenges due to differences in systems, operations, policies and procedures, management teams and corporate cultures and may be more costly or difficult to complete than anticipated or have unanticipated adverse results. Integration efforts could divert management's

introducing new products and services with little warning), achieving

**The Company may not realize**  
internal and external

attention and resources, which could adversely affect the Company's operations or results. Integration efforts could result in higher than expected customer loss, deposit attrition, loss of key employees, issues with systems and technology, disruption of the Company's businesses or the businesses of the acquired company, or otherwise adversely affect the Company's ability to maintain relationships with customers and employees or achieve the anticipated benefits of the acquisition. Also, the negative effect of any divestitures required by regulatory authorities in acquisitions or business combinations may be greater than expected. In addition, future acquisitions may also expose the Company to increased legal or regulatory risks. Finally, future acquisitions could be material to the Company, and it may issue additional shares of stock to pay for those acquisitions, which would dilute current shareholders' ownership interests.

#### Accounting and Tax Risk

**The Company's reported financial results depend on management's selection of accounting methods and certain assumptions and estimates, which, if incorrect, could cause unexpected losses in the future** The Company's accounting policies and methods are fundamental to how the Company records and reports its financial condition and results of operations. The Company's management must exercise judgment in selecting and applying many of these accounting policies and methods, so they comply with generally accepted accounting principles and reflect management's judgment regarding the most appropriate manner to report the Company's financial condition and results of operations. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the

circumstances, yet might result in certain accounting policies as difficult, subjective or complex just using different assumptions or estimates of MSRs, and income taxes. Because following: significantly increase the recognition of significant losses on the information, refer to "Critical Accounting Policies" for more information, amend existing accounting and financial statements.

**The Company's investments in certain tax-advantaged projects may not generate returns as anticipated and may have an adverse impact on the Company's financial results** The Company invests in certain tax-advantaged projects promoting affordable housing, community development and renewable energy resources. The Company's investments in these projects are designed to generate a return primarily through the realization of federal and state income tax credits, and other tax benefits, over specified time periods. The Company is subject to the risk that previously recorded tax credits, which remain subject to recapture by taxing authorities based on compliance features required to be met at the project level, will fail to meet certain government compliance requirements and will not be able to be realized. The possible inability to realize these tax credit and other tax benefits can have a negative impact on the Company's financial results. The risk of not being able to realize the tax credits and other tax benefits depends on many factors outside of the Company's control, including changes in the applicable tax code and the ability of the projects to be completed.

#### General Risk Factors

**The Company's framework for managing risks may not be effective in mitigating risk and loss to the Company** The Company's risk management framework seeks to mitigate risk and loss. The Company has established processes and procedures intended to identify, measure, monitor, report, and analyze the types of risk to which it is subject, including liquidity risk, credit risk, market risk, interest rate risk, compliance risk, strategic risk, reputation risk, and operational risk related to its employees, systems and vendors, among others. However, as with any risk management framework, there are inherent limitations to

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the Company's risk management strategies as there may exist, or develop in the future, risks that it has not appropriately anticipated or identified. In addition, the Company relies on quantitative models to measure certain risks and to estimate certain financial values, and these models could fail to predict future events or exposures accurately. The Company must also develop and maintain a culture of risk management among its employees, as well as manage risks associated with third parties, and could fail to do so effectively. If the Company's risk management framework proves ineffective, the Company could incur litigation and negative regulatory consequences and suffer unexpected losses that could affect its financial condition or results of operations.

**The Company's business could suffer if it fails to attract and retain skilled employees** The Company's success depends, in large part, on its ability to attract and retain key employees. Competition for the best people in most activities the Company engages in can be intense.

The employment market has continued to evolve, influenced by macroeconomic shifts, changes in social norms post-pandemic and technology advancements. Heightened **Continued** pressures on competitive pay levels **compensation, benefits** and flexible work arrangements continue to be main focus areas.

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Employees have also shifted **continued to shift** their focus to expectations that extend beyond traditional compensation and benefits, including better work-life balance, improved advancement opportunities and improved training, **skill specific development**, and many businesses, including the Company, have had to adapt quickly to the changing environment. The Company's ability to compete successfully for talent has been and may continue to be affected by its ability to adapt quickly to such shifts in employee focus, and there is no assurance that these developments will not cause increased turnover or impede the Company's ability to retain and attract the highest **high caliber** employees.

**A downgrade in the Company's credit ratings** The Company's credit ratings, which are subject to change by rating agencies, are important to the Company's funding costs or limit its access to capital, contractually or otherwise, and there can be no assurance that the Company will be able to maintain its current ratings.

## Managing Committee

### Andrew Cecere

Mr. Cecere, 64, is Chairman President and Chief Executive Officer of U.S. Bancorp. Mr. Cecere 63, has served as President of U.S. Bancorp since January 2016, Chief Executive Officer since April 2017 and Chairman since April 2018. He also served as Vice Chairman and Chief Operating Officer **President from January 2015 2016** to January 2016 and was **May 2024**. In April 2025, he will serve as **Executive Chairman of U.S. Bancorp's Vice Chairman Board of Directors**, continuing to lead the **Board** and supporting **Gunjan Kedia** as she assumes the role of **Chief Financial Officer** from February 2007 until January 2015. Until that time, he served as Vice Chairman, Wealth Management and Investment Services, of U.S. Bancorp since the merger of Firststar Corporation and U.S. Bancorp in February 2001. Previously, he had served as an executive officer of the former U.S. Bancorp, including as Chief Financial Officer from 2000 through 2001. **Executive Officer.**

### Souheil S. Badran

Mr. Badran, 60, is Senior Executive Vice President and Chief Operations Officer of U.S. Bancorp. Mr. Badran 59, has served in this position since joining U.S. Bancorp in December 2022. From January 2019 until November 2022, he served as Executive Vice President and Chief Operating Officer at Northwestern Mutual, having also served as Chief Innovation Officer from January 2019 until September 2019. Previously Mr. Badran served as President of Alibaba's Alipay business in the Americas from August 2016 until August 2018. From 2015 to 2016, Mr. Badran served as CEO at Edo Interactive, and from 2011 to 2015, he served as Senior Vice President and General Manager at Digital River.

### Elcio R.T. Barcelos

Mr. Barcelos, 54, is Senior Executive Vice President and Chief Human Resources Officer of U.S. Bancorp. Mr. Barcelos 53, has served in this position since joining U.S. Bancorp in September 2020. From April 2018 until August 2020, **Prior to joining U.S. Bancorp**, he served as Senior Vice President and Chief People and Places Officer of the **in a leadership role at Federal National Mortgage Association (Fannie Mae)**, having served as Senior Vice President, Human Resources of the DXC Technology Company from April 2017 to March 2018. Previously, Mr. Barcelos served as Senior Vice President and Head of Human Resources for the Enterprise Services business of Hewlett Packard Enterprise Company from June 2015 to April 2017, and in other human resources senior leadership positions at Hewlett-Packard Company and Hewlett Packard Enterprise Company from July 2009 to June 2015. He previously served in various leadership roles at Wells Fargo and Bank of America.

### James L. Chosy

Mr. Chosy, 61, is Senior Executive Vice President and General Counsel of U.S. Bancorp. Mr. Chosy 60, has served in this position since March 2013. He also served as Corporate Secretary of U.S. Bancorp from June 2022 until December 2023 and from March 2013 until April 2016. From 2001 to 2013, he served as the General Counsel and Secretary of Piper Jaffray Companies. From 1995 to 2001, Mr. Chosy

### Terrance R. Dolan

Mr. Dolan, 63, is Vice Chair and Chief Administration Officer of U.S. Bancorp. Mr. Dolan 62, has served in this position since September 2023. From August 2016 to August 2023, he served as Vice Chair and Chief Financial Officer of U.S. Bancorp. From July 2010 to July 2016, he served as Vice Chair, Wealth Management and Investment

was Vice President and Associate General Counsel of U.S. Bancorp, having also served as Assistant Secretary of U.S. Bancorp from 1995 through 2000 and as Secretary from 2000 until 2001.

### Gregory G. Cunningham

Mr. Cunningham, 61, is Senior Executive Vice President and Chief Diversity Officer of U.S. Bancorp. Mr. Cunningham 60, has served in this position since July 2020. From July 2019 until July 2020, he served as Senior Vice President and Chief Diversity Officer of U.S. Bancorp, having served as Vice President of Customer Engagement of U.S. Bancorp from October 2015, when he joined U.S. Bancorp, until July 2019. Previously, Mr. Cunningham served in various roles in the marketing department of Target Corporation from January 1998 until March 2015.

### Venkatachari Dilip

Mr. Dilip, 65, is Senior Executive Vice President and Chief Information and Technology Officer of U.S. Bancorp. Mr. Dilip 64, previously was an Executive Vice President from September 2018 to April 2023 and has served as Chief Information and Technology Officer since September 2018, when he joined U.S. Bancorp. From May 2014 until July 2017, he served as Vice President at McKinsey Digital where he helped banks accelerate their digital transformation. From April 2009 to September 2013, he served as CEO at Compass Labs leading an innovative marketing analytics company. From March 2006 until April 2008, he served as Director of Products at Google where he led product teams for mobile ads and Google Checkout. From March 2004 until March 2006, he served as Vice President of PayPal/eBay and on the Board of PayPal Europe, where he was responsible for Payments Services, Risk and Fraud Management. Previously, Mr. Dilip co-founded and led startup companies CashEdge and CommerceSoft from 1996 until 2003.

He served as Vice Chair, Wealth Management and Investment Services, of U.S. Bancorp. From September 1998 to July 2010, Mr. Dolan served as U.S. Bancorp's Controller. He additionally held the title of Executive Vice President from January 2002 until June 2010 and Senior Vice President from September 1998 until January 2002.

#### **Revathi N. Dominski**

Ms. Dominski, 54, is Senior Executive Vice President and Chief Social Responsibility Officer of U.S. Bancorp Bancorp and President of the U.S. Bank Foundation. Ms. Dominski 53, has served as Senior Executive Vice President and Chief Social Responsibility Officer since April 2023. She joined U.S. Bancorp in June 2015 as President of the U.S. Bank Foundation and Senior Vice President of Corporate Social Responsibility. Before

#### **Sekou Kaalund**

Mr. Kaalund, 49, is Senior Executive Vice President, Head of Branch and Small Business Banking of U.S. Bancorp. Mr. Kaalund previously was Executive Vice President from December 2022 to January 2025 and has served as Head of Branch and Small Business Banking since joining U.S. Bancorp Ms. Dominski spent 21 years with Target Corporation in leadership positions including sourcing, merchandising, merchandise

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planning and operations before moving December 2022. Prior to Target's Corporate Social Responsibility team, where she joining U.S. Bancorp, he served as Senior the Head of Consumer Banking for the Northeast Division at JPMorgan Chase from September 2020 to December 2022. He served as Managing Director and Head of Education Advancing Black Pathways at JPMorgan Chase from August 2018 to September 2020 and Community Relations. was a Managing Director across several areas in the Corporate Investment Bank at JPMorgan Chase, including U.S. Public and Corporate Pensions and Global Private Equity and Real Estate Fund Services, from July 2007 to September 2020.

#### **Gunjan Kedia**

Ms. Kedia, 54, is President of U.S. Bancorp and a member of U.S. Bancorp's Board of Directors. Ms. Kedia has served as President since May 2024. From June 2023 to May 2024, she served as Vice Chair, Wealth, Corporate, Commercial and Institutional Banking, of U.S. Bancorp. Ms. Kedia, 53, has served in this position since June 2023. From December 2016 to June 2023, she served as Vice Chair, Wealth Management and Investment Services, of U.S. Bancorp. From October 2008 until May 2016, In April 2025, she served as will assume the additional role of Chief Executive Officer.

#### **Courtney Kelso**

Ms. Kelso, 47, is Senior Executive Vice President, Head of State Street Corporation where she led the core investment servicing business in North Payments: Consumer and South America and served as a member of State Street's management committee, its senior most strategy and policy committee. Previously, Ms. Kedia was an Executive Vice President of global product management at Bank of New York Mellon from 2004 to 2008 and a Partner and associate at McKinsey from 1996 to 2004.

#### **Shailesh M. Kotwal**

Mr. Kotwal is Vice Chair, Payment Services, Small Business of U.S. Bancorp. Mr. Kotwal, 59, Ms. Kelso has served in this position since joining U.S. Bancorp in March 2015. From July 2008 until May 2014, he February 2025. Prior to joining U.S. Bancorp, she served as Executive Vice President of TD Bank Group with responsibility for retail banking products and services and as Chair of its enterprise payments council. From 2006 until 2008, he served as President, International, of eFunds Corporation. Previously, Mr. Kotwal served in various leadership roles at American Express Company from 1989 until 2006, including responsibility for operations in North and South America, Europe and the Asia-Pacific regions.

**Stephen L. Phillips**

## Stephen L. Philipson

Mr. Philipson is Senior Executive Vice President and Head of Card Products, Global Commercial Services at American Express from February 2021 to February 2024. From February 2018 to February 2021, she served as Senior Vice President of US Small Business, Co-Brand and Corporate Cards, Global Commercial Services at American Express.

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### Felicia La Forgia

Ms. La Forgia, 56, is Senior Executive Vice President, Head of the Institutional Client Group (ICG) of U.S. Bancorp. Ms. La Forgia previously was Executive Vice President from July 2016 to January 2025 and has served as Head of ICG since June 2024. From June 2020 to June 2024, she served as Head of Corporate Banking of U.S. Bancorp.

### Stephen L. Philipson

Mr. Philipson, 46, is Senior Executive Vice President, Head of Wealth, Corporate, Commercial and Institutional Banking (WCIB). Mr. Philipson has served as Head of WCIB since June 2024 and Senior Executive Vice President since April 2023. From April 2023 to June 2024, he served as Head of Global Markets and Specialized Finance of U.S. Bancorp. Mr. Philipson, 45, has served in this position since April 2023. From October 2017 to April 2023, he served as Head of Fixed Income and Capital Markets. Previously, he led Credit & Municipal Fixed Income at Markets of U.S. Bank and, prior to that, held roles in fixed income and capital markets at Wachovia/Wells Fargo Securities and Morgan Stanley Bancorp.

### Jodi L. Richard

Ms. Richard, 56, is Vice Chair and Chief Risk Officer of U.S. Bancorp. Ms. Richard 55, has served in this position since October 2018. She served as Executive Vice President and Chief Operational Risk Officer of U.S. Bancorp from January 2018 until October 2018, having 2018.

### Arijit Roy

Mr. Roy, 48, is Senior Executive Vice President, Head of Consumer and Business Banking Products of U.S. Bancorp. Mr. Roy previously was an Executive Vice President from August 2023 to October 2024 and has served as Senior Vice President Head of Consumer and Chief Operational Risk Officer from 2014 until January 2018. Business Banking Products since July 2024. Prior to that time, Ms. Richard July 2024, he served as Head of Consumer and Segment Solutions since joining U.S. Bancorp in July 2022. Prior to joining U.S. Bancorp, he held various senior leadership roles positions at HSBC from 2003 until 2014, Truist, including Executive Vice President and Head of Operational Risk Consumer Products from April 2022 to July 2022, Executive Vice President of Deposits, Small Business Banking, Strategy and Internal Control at HSBC North America Analytics from 2008 July 2021 to 2014. Ms. Richard started her career at the Office April 2022, and Senior Vice President of the Comptroller of the Currency in 1990 as a national bank examiner. Strategy, Digital Integration and Transformation from September 2019 to July 2021.

### Mark G. Runkel

Mr. Runkel, 48, is Senior Executive Vice President, Head of Payments: Merchant and Institutional. Mr. Runkel has served in this position since January 2025. From August 2021 to January 2025, he served as Chief Transformation Officer of U.S. Bancorp. Mr. Runkel, 47, has served in this position since August 2021. From December 2013 to August 2021, he served as Senior Executive Vice President and Chief Credit Officer. From February 2011 until December 2013, he served as Senior Vice President and Credit Risk Group Manager of U.S. Bancorp Retail and Payment Services Credit Risk Management, having served as Senior Vice President and Risk Manager of U.S. Bancorp Retail and Small Business Credit Risk Management from June 2009 until February 2011. From March 2005 until May 2009, he served as Vice President and Risk Manager Officer of U.S. Bancorp.

### John C. Stern

Mr. Stern, 46, is Senior Executive Vice President and Chief Financial Officer of U.S. Bancorp. Mr. Stern 46, has served as Senior Executive Vice President since April 2023 and Chief Financial Officer since September 2023. He also served as Head of Finance of U.S. Bancorp from May 2023 to August 2023. He served as Executive Vice President of U.S. Bancorp from July 2013 through April 2023. From May 2021 until May 2023, he served as President of the Global Corporate Trust and Custody business of U.S. Bancorp. Previously, he served as Treasurer of U.S. Bancorp from July 2013 to May 2021 and has held various other leadership positions in his nearly 25 years at U.S. Bancorp.2021.

### Dominic V. Venturo

Mr. Venturo, 58, is Senior Executive Vice President and Chief Digital Officer of U.S. Bancorp. Mr. Venturo 57, has served in this position since July 2020. From January 2015 until July 2020, he served as Executive Vice President and Chief Innovation Officer of U.S. Bancorp, having served as Senior Vice President and Chief Innovation Officer of U.S. Bancorp Payment Services from January 2010 until January 2015. From January 2007 to December 2009, Mr. Venturo served as Senior Vice President and Chief Innovation Officer of U.S. Bancorp Retail Payment Solutions. Prior to that time, he served as Senior Vice President and held product management positions in various U.S. Bancorp Payment Services business lines from December 1998 to December 2006.

### Timothy A. Welsh

Mr. Welsh is Vice Chair, Consumer and Business Banking, of U.S. Bancorp. Mr. Welsh, 58, has served in this position since March 2019. Prior to that, he served as Vice Chair, Consumer Banking Sales and Support since joining U.S. Bancorp in July 2017. From July 2006 until June 2017, he served as a Senior Partner at McKinsey & Company where he specialized in financial services and the consumer experience. Previously, Mr. Welsh served as a Partner at McKinsey from 1999 to 2006.

## Directors

### Andrew Cecere<sup>1,6</sup>

*Chairman President and Chief Executive Officer*  
U.S. Bancorp

### Warner L. Baxter<sup>1,2,3</sup>

*Retired Executive Chairman and Former Chairman, President and Chief Executive Officer*  
Ameren Corporation  
(Energy)

### Dorothy J. Bridges<sup>1,5,6</sup>

*Chief Executive Officer*  
Metropolitan Economic Development Association (Meda)  
(Economic Development)

### Elizabeth L. Buse<sup>2,6</sup>

*Former Chief Executive Officer*  
Monitise plc  
(Financial services)

### Alan B. Colberg<sup>2,5</sup>

*Retired President and Chief Executive Officer*  
Assurant, Inc.  
(Financial services and specialty insurance)

### Kimberly N. Ellison-Taylor<sup>2,5</sup>

*Founder and Chief Executive Officer*  
KET Solutions, LLC  
(Technology)

### Aleem Gillani<sup>2,6</sup>

*Retired Corporate Executive Vice President and Chief Financial Officer*  
SunTrust Banks, Inc.  
(Financial services)

### Kimberly J. Harris<sup>1,3,4</sup>

*Retired President and Chief Executive Officer*  
Puget Energy, Inc.  
(Energy)

### Roland A. Hernandez<sup>2,1,3,4</sup>

*Founding Principal and Chief Executive Officer*  
Hernandez Media Ventures  
(Media)

### Gunjan Kedia<sup>1</sup>

*President*  
U.S. Bancorp

### Richard P. McKenney<sup>1,4,6 4,6</sup>

*President and Chief Executive Officer*  
Unum Group  
(Financial protection benefits)

### Yusuf I. Mehdiz<sup>5,6</sup>

*Executive Vice President, Consumer Chief Marketing Officer*  
Microsoft Corporation  
(Technology)

### Loretta E. Reynolds<sup>6 5,6</sup>

*Founder and Chief Executive Officer*  
LEReynolds Group, LLC  
(Information Technology)

### John P. Wiehoff<sup>6 1,6</sup>

*Retired Chairman and Chief Executive Officer*  
C.H. Robinson Worldwide, Inc.  
(Transportation and logistics services)

### Scott W. Wine<sup>1,3,4</sup>

*Former Chief Executive Officer*  
CNH Industrial N.V.  
(Agricultural machinery)

1. Executive Committee

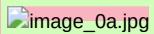
2. Audit Committee

3. Compensation and Human Resources Committee

4. Governance Committee

5. Public Responsibility Committee

6. Risk Management Committee



# Insider Trading Policy

Last Approval Date  
October 11, 2024

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## Introduction/Background

Under federal securities law, it is illegal for a person to trade in a company's securities while in possession of material, nonpublic information obtained through his or her employment or other involvement with the company. It is also illegal for such individuals to "tip," or to disclose material, nonpublic information to another person who might trade based on that information. These insider trading violations are pursued vigorously by the Securities and Exchange Commission (the "SEC") and Department of Justice. Punishment for insider trading violations is severe, and could result in significant fines and imprisonment. While regulatory authorities generally concentrate their efforts on individuals who trade illegally, or who tip material, nonpublic information to others who trade, the federal securities laws may also impose liability on companies and their officers and directors if they fail to take reasonable steps to prevent illegal insider trading by their directors, officers and employees.

This Insider Trading Policy (the "Policy") provides guidelines with respect to transactions in the common stock and other securities of U.S. Bancorp and U.S. Bank National Association (together, "USB") and the handling of confidential information about USB and the companies with which USB does business. It supplements the requirements under USB's Code of Ethics and Business Conduct applicable to all of our employees and directors. USB's Board of Directors has adopted this Policy to promote compliance with federal securities laws that prohibit directors, officers, employees and certain other individuals who possess material, nonpublic information about a company from:

- trading in securities of that company; or
- providing material, nonpublic information to other persons who may trade on the basis of that information.

## Scope/Applicability

This Policy applies to you if you are:

- a member of USB's Board of Directors (a "Director");
- a member of USB's Managing Committee;
- an officer of USB who has been designated by USB's Board of Directors as a "executive officer" of the Company as that term is used in Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and/or an "officer" of the Company as that term is used in Rule 16a-1(f) under the Exchange Act ("Section 16 Officers"); or
- an employee of USB or one of its subsidiaries or affiliates who has been designated by USB as an employee who routinely has access to material, nonpublic information about USB, including corporate earnings information, in the course of your employment duties (a "Designated Employee").

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This Policy also applies to your family members who reside with you, anyone else who lives in your household, and family members who do not live in your household but whose transactions in USB securities are directed by you or subject to your influence or control. It also applies to any entities you control (including corporations, partnerships or trusts). You are deemed to "beneficially own" any USB securities owned by those individuals or entities and are responsible for ensuring that transactions by such individuals and entities comply with this Policy. In addition, USB may determine that other individuals or entities (e.g., contractors or consultants who have access to material nonpublic information), should be subject to the Policy.

If you are aware of material nonpublic information when your employment or service relationship with USB terminates, or when you cease to be a member of the Board, you still may not trade in USB securities until that information becomes public or is no longer material.

## **Roles and Responsibilities**

The General Counsel is responsible for identifying Designated Employees and informing those employees of their designation and corresponding obligation to follow this Policy. The General Counsel has authority to change the list of Designated Employees at any time.

This Policy is administered by the Office of the Corporate Secretary, under the direction of the General Counsel.

## **Policy Requirements**

While you are aware of material, nonpublic information relating to USB, you must not:

- trade, directly or indirectly, in any USB securities;
- recommend the purchase or sale of any USB securities;
- disclose material, nonpublic information to persons within the company whose jobs do not require them to have that information, or outside of the company to other persons, unless any such disclosure is made in accordance with the company's policies regarding the protection or authorized external disclosure of information regarding the company; or
- assist any other person in the above activities.

Note that all USB securities are covered by this Policy, including USB common stock or any other type of securities that USB may issue (including preferred stock, bonds and debentures), as well as derivative securities that are not issued by USB, such as exchange-traded put or call options or swaps relating to USB securities. Examples of securities covered by this Policy include the following:

- stock options or restricted stock units received from USB as long-term incentive compensation;

- USB common stock or derivatives purchased or sold on the open market through brokerage accounts;

- shares of USB common stock owned through the Company Stock Fund in the 401(k) Savings Plan or held in book-entry form through a Company deferred compensation plan; and
- any USB securities received as a gift or inheritance.

Any purchase or sale of a security, directly or indirectly, constitutes a "trade" under insider trading laws and this Policy. Examples of trades include the following:

- purchases or sales on the open market made through a brokerage account;
- changing your fund allocation elections in the 401(k) Savings Plan or a Company deferred compensation plan, including any election to direct future contributions into the Company Stock Fund and any election or transfer to increase or decrease your investment in the Company Stock Fund;
- exercising stock options (unless you pay the exercise price in cash and then hold the resulting shares);
- selling shares obtained by an option exercise or the vesting of restricted stock units; and
- taking a "long" or "short" position in any USB securities.

Information is considered "material" if a reasonable investor would consider it important in making a decision to buy, hold or sell securities. Any information that could be expected to affect the price of USB common stock, whether it is positive or negative, should be considered material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight. Information deemed material could relate to, among other things, proposed acquisitions, dispositions or mergers; regulatory actions; cyber incidents; a significant disruption in USB's operations; senior management changes; financial results or projections; financing or capital plans; changes in credit ratings; and changes in dividend rates.

Information is considered "nonpublic" if it has not been disclosed to the public and widely disseminated. Information generally is considered widely disseminated if it has been disclosed through the Business Wire newswire service; published in a widely available newspaper, magazine or news website; or publicly disclosed in a document filed with the SEC that is available on the SEC's website. By contrast, information would likely not be considered widely disseminated if it is available only to the company's employees, or if it is only available to a select group of analysts, brokers and institutional investors. Once information is widely disseminated, it is still necessary to afford the investing public sufficient time to absorb the information before it is considered "public."

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In addition, if you learn of material, nonpublic information about any company, including but not limited to USB's existing or potential customers, suppliers or competitors, or if you learn of material, nonpublic information that could affect the share price of a company, you must not trade in that company's securities until the information becomes public or is no longer material.

When a person is prohibited from trading in USB securities or the securities of another company because such person is aware of material nonpublic information, such person may not have a third party trade in securities on his or her behalf or disclose such information to any third party, other than on a need-to-know basis. Any trades made by a third party on behalf of a person will be attributed to that person. Thus, trades in USB securities held in street name in a person's account or for his or her benefit at a brokerage firm are also prohibited if the person is otherwise prohibited from trading in USB securities. If a person invests in a "managed account" or arrangement (other than a Rule 10b5-1 plan as discussed below), such person should instruct the broker or advisor not to trade in USB securities on his or her behalf.

### **Trading Blackout Periods**

In order to minimize any concern that you might possess material, nonpublic information at the time of a trade in USB securities, you must not buy or sell USB securities during trading blackout periods that have been announced by the Office of the Corporate Secretary. If applicable to you, you will be informed of regular quarterly trading blackout period dates each quarter by the Office of the Corporate Secretary.

In addition, you may be subject to event-specific blackout periods at any time if you are, or are likely deemed to be, in possession of material, nonpublic information outside of the quarterly earnings cycle. The Office of the Corporate Secretary will inform you of any event-specific blackout period applicable to you. The fact that an event-specific blackout period has been announced constitutes confidential information and must not be communicated to any other person inside or outside the company.

You may purchase or sell USB securities during an announced blackout period only if you receive the approval of the General Counsel. Of course, you must never trade in USB securities if you are actually in possession of material, nonpublic information, even if no trading blackout is in effect or applies to you.

USB might place a trading block on the account(s) you hold with the administrator of USB's stock incentive, deferred compensation, and other plans to facilitate compliance with trading restrictions during announced blackout periods. The obligation to abstain from trading in USB securities during announced blackout periods remains yours, however, and applies to securities acquired through the stock incentive plan or elections you may make for future contributions or current balances under the 401(k) Savings Plan or any Company deferred compensation plan involving the Company Stock Fund even if no block is implemented with respect to that account, as well as to securities held in other accounts.

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### **Additional Procedures, Restrictions and Obligations**

In addition to this Policy and the trading blackouts, USB has established certain procedures applicable specifically to Directors, Managing Committee members, and Section 16 Officers in order to assist the company in the administration of this Policy, to facilitate compliance with laws governing insider trading, and to avoid the appearance of any impropriety. The Corporate Secretary or the General Counsel also may determine that other employees subject to this Policy must adhere to such additional procedures.

Additionally, the federal securities laws impose restrictions and obligations on Directors and Section 16 Officers beyond the prohibition against trading while in possession of material, nonpublic information. Directors and Section 16 Officers are therefore required to abide by additional procedures, restrictions and obligations as specified below.

**Pre-Clearance Procedures.** Directors, Section 16 Officers, and other members of the Managing Committee must not engage in any transaction in USB securities without first obtaining pre-clearance of the transaction from the Corporate Secretary or the General Counsel. This requirement applies to all trades, as well as any transaction that does not involve a purchase or sale (for example, a gift or a transfer of shares you beneficially own from one trust to another and an election to change fund allocations under a company plan involving the Company Stock Fund).

Please submit your request for pre-clearance at least two business days in advance of the proposed transaction to ensure there is adequate time for us to help you analyze the proposed transaction and comply with your obligations under the federal securities laws.

When you request pre-clearance of a transaction, you should carefully consider whether you may be aware of any material, nonpublic information about USB, and should describe fully those circumstances. You should also indicate whether you have effected any other transactions recently, and Directors and Section 16 Officers should be prepared to report the proposed transaction on a Form 4 or Form 5 with our assistance. Directors and Section 16

Officers also should also be prepared to comply with SEC Rule 144 and file Form 144 at the time of any sale with the assistance of your broker.

The responsibility for determining whether you are in possession of material, nonpublic information rests with you, and pre-clearance from the Corporate Secretary or General Counsel does not in any way constitute legal advice or insulate you from liability under insider trading laws. Please be aware that the Corporate Secretary and the General Counsel are under no obligation to approve the proposed transaction submitted for pre-clearance.

**Section 16 Reporting.** The reporting requirements of Section 16(a) of the Exchange Act are designed to disclose whether directors and executive officers of public companies have complied with Section 16(b). Section 16(a) requires Directors and Section 16 officers to file a report with the SEC initially disclosing the USB securities owned by you (Form 3) and thereafter to report

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promptly any changes in these holdings (on Forms 4 or 5, as applicable). A Form 4 must be filed with the SEC within two business days following the date of most transactions by a Director or Section 16 Officer in USB securities, though certain transactions exempt from the operation of Section 16(b) of the Exchange Act may be reported annually on Form 5. The Office of the Corporate Secretary will assist you in preparing and filing any Form 3, 4 or 5.

**Short-Swing Profits.** Under Section 16(b) of the Exchange Act, all profit realized by directors and executive officers of public companies from any purchase and sale (or any sale and purchase) of USB securities within a period of less than six months is recoverable by the company. Qualifying transactions pursuant to stock incentive or retirement plans are exempt from the operation of Section 16(b). From a practical standpoint, Section 16(b) prohibits Directors and Section 16 Officers from buying and selling USB securities on the open market within a period of six months (or vice versa).

**Short Sales.** Short sales of USB securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the company's prospects. Section 16(c) of the Exchange Act prohibits directors and executive officers of public companies from engaging in short sales. Directors, Managing Committee members, and Section 16 Officers are therefore prohibited from engaging in short sales with respect to USB securities.

**Rule 144.** All securities that directors and executive officers of public companies sell in the public market must be sold in accordance with the technical requirements of SEC Rule 144 (including the filing of a Form 144 with the SEC prior to or concurrently with the trade). A knowledgeable broker can assist Directors and Section 16 Officers with the necessary Rule 144 paperwork.

**Brokerage Account.** In order to facilitate compliance with the pre-clearance, Exchange Act Section 16(a) reporting, and Rule 144 obligations set forth above, Directors and Section 16 Officers are prohibited from making trades in USB securities from an online brokerage account.

**Publicly Traded Options.** Given the relatively short term of publicly traded options, transactions in options may create the appearance that you are trading based on material, nonpublic information and focusing your attention on the company's short-term performance at the expense of the company's long-term objectives. Accordingly, Directors and Section 16 Officers, and other members of the Managing Committee are prohibited from engaging in put options, call options, covered call options or other derivative securities, on an exchange or in any other organized market.

**Hedging Transactions.** Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including the use of short sales or trading in financial instruments such as puts, calls, prepaid variable forwards, equity swaps, collars, exchange funds and other options or derivatives. Such hedging transactions may

USB securities without the full risks and rewards of ownership. When this situation occurs, you may no longer have the same objectives as the company's other shareholders. Therefore, Directors, Section 16 Officers, and other members of the Managing Committee are prohibited from engaging in any hedging transactions with respect to USB securities.

**Margin Accounts and Pledged Securities.** Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material, nonpublic information or otherwise is not permitted to trade in USB securities, Directors, Section 16 Officers, and other members of the Managing Committee are prohibited from holding USB securities in a margin account or otherwise pledging the USB securities as collateral for a loan.

**Rule 10b5-1 Plans.** Exchange Act Rule 10b5-1 provides a defense from insider trading liability under the federal securities laws. In order to be eligible to rely on this defense, you must enter into a Rule 10b5-1 trading plan for transactions in USB securities that meets certain conditions (a "Rule 10b5-1 Plan"). In general, a Rule 10b5-1 Plan must be entered into at a time when the person entering into the plan is not aware of material, nonpublic information. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. If the plan meets the requirements of Rule 10b5-1, USB securities may be purchased or sold without regard to certain insider trading restrictions.

USB has established certain additional procedures specifically applicable to any Director, Section 16 Officer, other member of the Managing Committee, or Designated Employee planning to enter into a Rule 10b5-1 Plan, including a requirement to first have it pre-approved by the Office of the Corporate Secretary.

## Policy Monitoring and Reporting

While the Office of the Corporate Secretary is responsible for informing you of this policy, it does not monitor your trading activities or provide any reporting, except as specified above with respect to Section 16 reporting and pre-clearance procedures as applicable to Directors, Section 16 Officers, and other Managing Committee members. Compliance with this Policy is solely your obligation. Any suspected violations of the Policy should be reported to the General Counsel, and any monitoring of reported violations is handled by the General Counsel. Any action on the part of USB (including the pre-clearance of any transaction) does not in any way constitute legal advice or insulate an individual from liability under applicable securities. USB also reserves all rights it may have against anyone who violates this Policy.

## Policy Exceptions

Exceptions from and waivers to this Policy described above must adhere to enterprise policy requirements and follow the applicable exception process.

## **Policy Governance/Oversight**

This Policy is subject to the review of the Executive Risk Committee and requires the approval of USB's Board of Directors.

Through the Office of the Corporate Secretary, Directors, Section 16 Officers and other Managing Committee members receive individualized training on their obligations under this Policy, and Designated Employees receive annual online training.

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## **EXHIBIT 21**

### **SUBSIDIARIES OF U.S. BANCORP**

**(JURISDICTIONS OF ORGANIZATION SHOWN IN PARENTHESES)**

111 Tower Investors, Inc. (Minnesota)  
Banctech Processing Services, LLC (Florida)  
Bento Technologies, Inc. (Delaware)  
BondResource Partners, LLC (Pennsylvania)  
BondResource Partners, LP (Delaware)  
CenPOS, LLC (Florida)  
Collateral Title Co. (Delaware)  
DM Liens Inc. (Delaware)  
DSL Service Company (California)  
Eclipse Funding LLC (Delaware)  
EFS Depositary Nominees Limited (Ireland)  
Elavon Canada Company (Canada)  
Elavon Digital (GB) Limited (United Kingdom)  
Elavon Digital Europe Limited (United Kingdom)  
Elavon European Holdings B.V. (Ireland)  
Elavon Financial Services DAC (Ireland)  
Elavon Latin American Holdings, LLC (Delaware)  
Elavon Puerto Rico, Inc. (Puerto Rico)  
Elavon, Inc. (Georgia)  
Fairfield Financial Group, Inc. (Illinois)  
Finn Title Co. (Delaware)  
First Bank LaCrosse Building Corp. (Wisconsin)  
First LaCrosse Properties (Wisconsin)  
First Payment System Holdings, Inc. (Florida)  
First Payment Systems, LLC (Florida)  
Firststar Capital Corporation (Ohio)  
Firststar Development, LLC (Delaware)  
Firststar Realty, L.L.C. (Illinois)

Fixed Income Client Solutions LLC (Delaware)  
FSV Payment Systems, Inc. (Delaware)  
HighMark Capital Management, Inc. (California)  
HTD Leasing LLC (Delaware)  
HVT, Inc. (Delaware)  
Integrated Logistics, LLC (Georgia)

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Mercantile Mortgage Financial Company (Illinois)  
Midwest Indemnity Inc. (Vermont)  
Mississippi Valley Company (Arizona)

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MMCA Lease Services, Inc. (Delaware)  
Norse Nordics AB (Sweden)  
NuMaMe, LLC (Delaware)  
One Eleven Investors LLC (Delaware)  
Park Bank Initiatives, Inc. (Illinois)  
PFM Asset Management LLC (Delaware)  
PFM Financial Services LLC (Delaware)  
PFM Fund Distributors, Inc. (Pennsylvania)  
Pomona Financial Services, Inc. (California)  
Pullman Transformation, Inc. (Delaware)  
Red Sky Risk Services, LLC (Delaware)  
RTRT, Inc. (Delaware)  
Rushmore Loan Solutions, LLC (Delaware)  
Salucro Healthcare Solutions India Pvt Ltd (India)  
Salucro Healthcare Solutions, LLC (Arizona)  
Salucro International LLC (Nevada)  
Salucro IT, LLC (Nevada)  
Salucro Software Development Pvd Ltd (India)  
SCBD, LLC (Delaware)  
SCDA, LLC (Delaware)  
SCFD LLC (Delaware)  
SFS Lien Agent, LLC (Delaware)

Syncada Asia Pacific Private Limited (Singapore)  
Syncada Canada ULC (Canada)  
Syncada India Operations Private Limited (India)  
Syncada LLC (Delaware)  
Talech Belize Limited (Belize)  
Talech International Limited (Ireland)  
Talech Lithuania, UAB (Lithuania)  
Talech, Inc. (Delaware)

Tarquad Corporation (Missouri)  
The Miami Valley Insurance Company (Arizona)  
TLT Leasing Corp. (Delaware)  
TMTT, Inc. (Delaware)  
Travelator Inc. (Delaware)  
U.S. Bancorp Advisors, LLC (Delaware)  
U.S. Bancorp Asset Management, Inc. (Delaware)  
U.S. Bancorp Community Development Corporation (Minnesota)  
U.S. Bancorp Community Investment Corporation (Delaware)  
U.S. Bancorp Fund Services, LLC (Wisconsin)  
U.S. Bancorp Government Leasing and Finance, Inc. (Minnesota)  
**U.S. Bancorp Insurance Company, Inc. (Vermont)**

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U.S. Bancorp Insurance Company, Inc. (Vermont)  
U.S. Bancorp Insurance Services, LLC (Wisconsin)  
U.S. Bancorp Investments, Inc. (Delaware)  
U.S. Bancorp Missouri Low-Income Housing Tax Credit Fund, L.L.C. (Missouri)  
U.S. Bancorp Municipal Lending and Finance, Inc. (Minnesota)  
**U.S. Bank Europe DAC (Ireland)**  
U.S. Bank Global Corporate Trust Limited (United Kingdom)  
U.S. Bank Global Fund Services (Cayman) Limited (Cayman Islands)  
U.S. Bank Global Fund Services (Guernsey) Limited (Guernsey)  
U.S. Bank Global Fund Services (Ireland) Limited (Ireland)  
U.S. Bank Global Fund Services (Luxembourg) S.a.r.l. (Luxembourg)  
U.S. Bank National Association (a nationally chartered banking association)  
U.S. Bank Trust Company, National Association (a nationally chartered banking association)  
U.S. Bank Trust National Association (a nationally chartered banking association)  
U.S. Bank Trust National Association SD (a nationally chartered banking association)  
U.S. Bank Trustees Limited (United Kingdom)  
UBOC Community Development Corporation (California)  
UnionBanCal Mortgage Corporation (California)  
USB Americas Holdings Company (Delaware)  
USB Capital IX (Delaware)  
USB European Holdings Company (Delaware)  
**USB European (Holdings) Limited (Ireland)**  
USB Investment Services (Holdings) Limited (Ireland)  
USB Leasing LLC (Delaware)  
USB Leasing LT (Delaware)  
USB Nominees (GCT) Limited (Ireland)  
USB Nominees (UK) Limited (United Kingdom)  
USB Realty Corp. (Delaware)  
USB Securities Data Services Limited (Ireland)  
USB Service Company Holdings, Inc. (Delaware)  
USBCDE, LLC (Delaware)

VT Inc. (Alabama)

Wideworld Payment Solutions, LLC (Florida)

**Exhibit 23**

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

<b>Registration</b>		
<b>Form</b>	<b>Statement No.</b>	<b>Purpose</b>
S-3	333-270467	Shelf Registration Statement
S-8	333-74036	U.S. Bancorp 2001 Stock Incentive Plan
S-8	333-100671	U.S. Bancorp 401(k) Savings Plan
S-8	333-203620	U.S. Bancorp 2015 Stock Incentive Plan
S-8	333-142194	Various benefit plans of U.S. Bancorp
S-8	333-166193	Various benefit plans of U.S. Bancorp
S-8	333-189506	Various benefit plans of U.S. Bancorp
S-8	333-195375	Various benefit plans of U.S. Bancorp
S-8	333-203620	Various benefit plans of U.S. Bancorp
S-8	333-227999	Various benefit plans of U.S. Bancorp
S-8	333-268116	Various benefit plans of U.S. Bancorp
S-8	333-278752	U.S. Bancorp 2024 Stock Incentive Plan

of our reports dated **February 20, 2024** **February 21, 2025**, with respect to the consolidated financial statements of U.S. Bancorp and the effectiveness of internal control over financial reporting of U.S. Bancorp, included in this 2023 the 2024 Annual Report to Shareholders of U.S. Bancorp, which is incorporated by reference in this Annual Report (Form 10-K) of U.S. Bancorp for the year ended **December 31, 2023** **December 31, 2024**.

/s/ Ernst & Young LLP

Minneapolis, Minnesota

February 20, 2024 **21, 2025**

**Exhibit 24**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors of U.S. Bancorp, a Delaware corporation (the "Company"), hereby makes, constitutes and appoints Andrew Cecere and James L. Chosy, and each of them acting individually, his or her true and lawful attorney-in-fact and agent, with power to act without any other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign one or more Annual Reports on Form 10-K of the Company for the Company's fiscal year ended December 31, 2023 on Form 10-K December 31, 2024, under the Securities Exchange Act of 1934, as amended, or such other form as any such attorney-in-fact may deem necessary or desirable, and any amendments or supplements thereto, and all additional amendments or supplements thereto, each in such form as they or any one of them may approve, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite necessary or incidental to the performance and

necessary to be done so that such Annual Report shall comply with execution of the Securities Exchange Act of 1934, as amended, and the applicable rules and regulations adopted or issued pursuant thereto, powers granted herein, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has set his or her hand this 23rd 28th day of January, 2024, 2025.

/s/ Warner L. Baxter  
Warner L. Baxter

/s/ Dorothy J. Bridges  
Dorothy J. Bridges

/s/ Elizabeth L. Buse  
Elizabeth L. Buse

/s/ Alan B. Colberg  
Alan B. Colberg

/s/ Kimberly N. Ellison-Taylor  
Kimberly N. Ellison-Taylor

/s/ Kimberly J. Harris Aleem Gillani  
Aleem Gillani

/s/ Kimberly J. Harris  
Kimberly J. Harris

/s/ Roland A. Hernandez  
Roland A. Hernandez

/s/ Richard P. McKenney  
Richard P. McKenney

/s/ Yusuf I. Mehdi  
Yusuf I. Mehdi

/s/ Loretta E. Reynolds  
Loretta E. Reynolds

/s/ John P. Wiehoff  
John P. Wiehoff

/s/ Scott W. Wine  
Scott W. Wine

Scott W. Wine

#### EXHIBIT 31.1

#### CERTIFICATION PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Andrew Cecere, certify that:

- (1) I have reviewed this Annual Report on Form 10-K of U.S. Bancorp;
- (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 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 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.

/s/ ANDREW CECERE

Andrew Cecere

*Chief Executive Officer*

Dated: **February 20, 2024** February 21, 2025

#### EXHIBIT 31.2

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

I, John C. Stern, certify that:

- (1) I have reviewed this Annual Report on Form 10-K of U.S. Bancorp;
- (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 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 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.

*/s/ JOHN C. STERN* \_\_\_\_\_

John C. Stern

*Chief Financial Officer*

Dated: **February 20, 2024** **February 21, 2025**

#### **EXHIBIT 32**

**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 U.S. Bancorp, a Delaware corporation (the "Company"), do hereby certify that:

- (1) The Annual Report on Form 10-K for the fiscal year ended **December 31, 2023** **December 31, 2024** (the "Form 10-K") 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-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ ANDREW CECERE* \_\_\_\_\_

Andrew Cecere

*Chief Executive Officer*

*/s/ JOHN C. STERN* \_\_\_\_\_

John C. Stern

*Chief Financial Officer*

Dated: **February 20, 2024** **February 21, 2025**

#### **Exhibit 97**

**U.S. BANCORP**  
**INCENTIVE-BASED COMPENSATION RECOVERY POLICY**

**dated as of December 1, 2023**

1. **Purpose.** This U.S. Bancorp Incentive Compensation Recovery Policy (this "**Policy**") applies to U.S. Bancorp (the "**Company**") and its subsidiaries and is designed to implement a mandatory incentive-based compensation recovery policy in compliance with applicable U.S. Securities and Exchange Commission

("SEC") and New York Stock Exchange ("NYSE") rules.

2. **Administration.** This Policy shall be administered in the sole discretion of the Compensation and Human Resources Committee (the "**Committee**") of the Company's Board of Directors (the "**Board**"). The Committee shall have the discretion to interpret the Policy and make all determinations with respect to this Policy, consistent with applicable law and this Policy. Any interpretations and determinations made by the Committee shall be final and binding on all affected individuals. Without limiting the foregoing, this Policy shall be interpreted in a manner that is consistent with the requirements of the Applicable Rules, and compliance with this Policy shall not be waived by the Committee, the Board or the Company in any respect. Subject to any limitation under the Applicable Rules, the Committee may authorize and empower any officer or employee of the Company or its subsidiaries to take any and all actions necessary or appropriate to carry out the purposes and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

3. **Defined Terms.** The following capitalized terms used in this Policy have the following meanings:

- (a) "**Applicable Rules**" means Section 10D of the Securities Exchange Act of 1934, as amended, and Rule 10D-1 promulgated thereunder and Section 303A.14 of the NYSE Listed Company Manual.
- (b) "**Accounting Restatement**" means an accounting restatement required to be prepared by the Company due to a material noncompliance of the Company with any financial reporting requirement under the securities laws, including (i) any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
- (c) "**Effective Date**" means October 2, 2023, which is the effective date of the Applicable Rules.
- (d) "**Erroneously Awarded Compensation**" has the meaning set forth in Section 5 of this Policy.

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- (e) "**Executive Officer**" means any person who is or was designated by the Board as an "executive officer" of the Company as set forth in Section 303A.14 of the NYSE Listed Company Manual and under applicable SEC rules.
- (f) "**Financial Reporting Measures**" means (i) measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures, (ii) the Company's stock price, and (iii) total shareholder return in respect of the Company. A "Financial Reporting Measure" need not be presented within the financial statements or included in a filing with the SEC.
- (g) "**Incentive-Based Compensation**" means any compensation that is granted, earned, or vested, based wholly or in part upon the attainment of a Financial Reporting Measure.
- (h) "**Received**" means, with respect to any Incentive-Based Compensation, actual or deemed receipt and any Incentive-Based Compensation shall be deemed "Received" in the Company's fiscal period during which the Financial Reporting Measure applicable to the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.
- (i) "**Recovery Period**" means, with respect to any Accounting Restatement, the three completed fiscal years immediately preceding the Restatement Date and any transition period (that results from a

change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(j) **"Restatement Date"**means the date on which the Company is required to prepare an Accounting Restatement, which date is the earlier of (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement or (ii) a date that a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

4. **Recovery of Erroneously Awarded Compensation.** In the event of an Accounting Restatement, the Company shall reasonably promptly recover from an Executive Officer the amount of any Erroneously Awarded Compensation that is Received by such Executive Officer during the Recovery Period. The amount of "**Erroneously Awarded Compensation**" subject to recovery under the Policy, as determined by the Committee, is the amount of Incentive-Based Compensation Received by the Executive Officer that exceeds the amount of Incentive-Based Compensation that would have been Received by the Executive Officer had it been determined based on the restated results, without respect to any tax liabilities incurred or paid by the Executive Officer; *provided, however,* that for Incentive-Based Compensation based on the Company's stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Accounting Restatement: (i) the amount to be repaid or returned shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting

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Restatement on the Company's stock price or total shareholder return upon which the Incentive-Based Compensation was Received; and (ii) the Company shall maintain documentation of the determination of such reasonable estimate and provide the relevant documentation as required to the NYSE.

5. **Coverage and Application.** This Policy covers all persons who are Executive Officers at any time during the Recovery Period for which Incentive-Based Compensation is Received or during the performance period applicable to such Incentive-Based Compensation. Incentive-Based Compensation shall not be recovered under this Policy to the extent Received by any person before the date the person served as an Executive Officer. Subsequent changes in an Executive Officer's employment status, including retirement or termination of employment, do not affect the Company's right to recover Incentive-Based Compensation pursuant to this Policy.

This Policy shall apply to Incentive-Based Compensation that is Received by any Executive Officer on or after the Effective Date and that results from attainment of a Financial Reporting Measure based on or derived from financial information for any fiscal period ending on or after the Effective Date.

Recovery of any Erroneously Awarded Compensation under this Policy is not dependent on fraud or misconduct by any Executive Officer in connection with a Restatement.

6. **Methods of Recovery; Limited Exceptions.** The Committee shall determine, in its sole discretion, the method of recovering any Erroneously Awarded Compensation pursuant to this Policy, consistent with applicable law. In the event of an Accounting Restatement contemplated by this Policy, to the extent permitted by applicable law, the Company shall, as determined by the Committee in its sole discretion, take any such actions as it deems necessary or appropriate to recover Erroneously Awarded Compensation. The actions may include, without limitation (and as applicable):

- (a) forfeit, reduce or cancel any Erroneously Awarded Compensation (whether vested or unvested) that has not been distributed or otherwise settled;
- (b) seek recovery of any Erroneously Awarded Compensation that was previously paid to the Executive Officer;
- (c) seek recovery of any amounts realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based Erroneously Awarded Compensation;
- (d) recoup any amount in respect of Erroneously Awarded Compensation that was contributed or deferred to a plan that takes into account Erroneously Awarded Compensation (excluding certain tax-qualified plans, but including deferred compensation plans, and supplemental executive retirement plans, and insurance plans) and any earnings accrued on such Erroneously Awarded Compensation;

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- (e) offset, withhold or eliminate any compensation that could be paid or awarded to the Executive Officer after the date of determination; and
- (f) take any other remedial and recovery action permitted by law, as determined by the Committee.

In addition, in the event that an Executive Officer fails to repay or reimburse Erroneously Awarded Compensation that is subject to recovery, the Committee may require such individual to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering Erroneously Awarded Compensation under this Policy.

No recovery shall be required if any of the following conditions are met and the Committee determines that, on such basis, recovery would be impracticable:

- (a) the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; *provided* that prior to making a determination that it would be impracticable to recover any Incentive-Based Compensation based on the expense of enforcement, the Company shall (i) have made a reasonable attempt to recover the Incentive-Based Compensation, (ii) have documented such reasonable attempts to recover, and (iii) provide the documentation to the NYSE;
- (b) recovery would violate home country law where that law was adopted prior to November 28, 2022; *provided* that, prior to making a determination that it would be impracticable to recover any Incentive-Based Compensation based on a violation of home country law, the Company shall (i) have obtained an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such violation, and (ii) provide a copy of such opinion to the NYSE; or
- (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended, and U.S. Treasury regulations promulgated thereunder.

7. **Reporting; Disclosure; Monitoring.** The Company shall make all required disclosures and filings with the SEC and NYSE with respect to this Policy in accordance with the requirements of the Applicable Rules, and any other requirements applicable to the Company, including the disclosures required in connection with SEC filings.

8. **No Substitution of Rights; Non-Exhaustive Rights.** Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights that may be available to the Company under any

similar policy, or any compensatory or employment agreement, plan or arrangement or any other legal remedies available to the Company under applicable law. This Policy shall not limit the rights of the Company to take any other actions or pursue other remedies that the Company may deem appropriate under the circumstances and under applicable law.

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9. **No Indemnification.** As required under Applicable Rules relating to this Policy, the Company shall not indemnify any current or former Executive Officer against the loss of erroneously awarded compensation and shall not pay or reimburse any Executive Officer for premiums incurred or paid for any insurance policy to fund such Executive Officer's potential recovery obligations.

10. **Amendment.** The Board or the Committee may amend this Policy from time to time in its discretion, subject to any limitations under applicable law or listing standards, including the Applicable Rules.

11. **Governing Law.** This Policy and all determinations made and actions taken pursuant hereto, to the extent not otherwise governed by mandatory provisions of the Applicable Rules, shall be governed by and construed in accordance with the laws of the State of Delaware without regard to choice of law principles.

12. **Severability.** If any provision of this Policy shall be held illegal or invalid for any reason, such illegality or invalidity shall not affect the remaining parts of this Policy, but this Policy shall be construed and enforced as if the illegal or invalid provision had never been included in this Policy.

13. **Acknowledgement.** Each Executive Officer shall sign and return to the Company an acknowledgement in the form attached hereto as Exhibit A pursuant to which the Executive Officer agrees to be bound by, and comply with, the terms and conditions of this Policy.

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#### Exhibit A

##### **Attestation and Acknowledgement of U.S. Bancorp Incentive-Based Compensation Recovery Policy**

By my signature below, I acknowledge and agree that:

- I have received and read the U.S. Bancorp Incentive-Based Compensation Recovery Policy; and
- I hereby agree to abide by all of the terms of such Policy both during and after my employment with the Company, including, without limitation, by promptly repaying or returning any Erroneously Awarded Compensation to the Company as determined in accordance with such Policy.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_