
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2023

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

Commission File Number: 1-31987

Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or organization)

84-1477939
(I.R.S. Employer Identification No.)

**6565 Hillcrest Avenue
Dallas, TX**
(Address of principal executive offices)

75205
(Zip Code)

(214) 855-2177
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	HTH	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

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

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

The number of shares of the registrant's common stock outstanding at October 20, 2023 was 65,169,821.

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HILLTOP HOLDINGS INC.
FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2023

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

**HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(Unaudited)**

	September 30, 2023	December 31, 2022
Assets		
Cash and due from banks	\$ 1,513,747	\$ 1,579,512
Federal funds sold	3,650	650
Assets segregated for regulatory purposes	47,491	67,737
Securities purchased under agreements to resell	123,719	118,070
Securities:		
Trading, at fair value	578,901	755,032
Available for sale, at fair value, net (amortized cost of \$1,606,340 and \$1,788,557, respectively)	1,456,238	1,658,766
Held to maturity, at amortized cost, net (fair value of \$703,366 and \$785,335, respectively)	825,079	875,532
Equity, at fair value	264	200
	<u>2,860,482</u>	<u>3,289,530</u>
Loans held for sale	1,058,806	982,616
Loans held for investment, net of unearned income	8,204,052	8,092,673
Allowance for credit losses	(110,822)	(95,442)
Loans held for investment, net	8,093,230	7,997,231
Broker-dealer and clearing organization receivables	1,460,352	1,038,055
Premises and equipment, net	172,097	184,950
Operating lease right-of-use assets	93,057	102,443
Mortgage servicing rights	104,951	100,825
Other assets	588,751	518,899
Goodwill	267,447	267,447
Other intangible assets, net	9,078	11,317
Total assets	<u>\$ 16,396,858</u>	<u>\$ 16,259,282</u>
Liabilities and Stockholders' Equity		
Deposits:		
Noninterest-bearing	\$ 3,200,247	\$ 3,968,862
Interest-bearing	7,902,850	7,346,887
Total deposits	<u>11,103,097</u>	<u>11,315,749</u>
Broker-dealer and clearing organization payables	1,368,064	966,470
Short-term borrowings	882,999	970,056
Securities sold, not yet purchased, at fair value	51,527	53,023
Notes payable	347,020	346,654
Operating lease liabilities	114,334	126,759
Other liabilities	422,955	417,042
Total liabilities	<u>14,289,996</u>	<u>14,195,753</u>
Commitments and contingencies (see Notes 13 and 14)		
Stockholders' equity:		
Hilltop stockholders' equity:		
Common stock, \$0.01 par value, 125,000,000 shares authorized; 65,169,821 and 64,684,625 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively	652	647
Additional paid-in capital	1,052,867	1,046,331
Accumulated other comprehensive loss	(145,083)	(133,531)
Retained earnings	1,171,250	1,123,636
Deferred compensation employee stock trust, net	340	481
Employee stock trust (15,711 and 22,566 shares, at cost, at September 30, 2023 and December 31, 2022, respectively)	(446)	(640)
Total Hilltop stockholders' equity	<u>2,079,580</u>	<u>2,036,924</u>
Noncontrolling interests	27,282	26,605
Total stockholders' equity	<u>2,106,862</u>	<u>2,063,529</u>
Total liabilities and stockholders' equity	<u>\$ 16,396,858</u>	<u>\$ 16,259,282</u>

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(U unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Interest income:				
Loans, including fees	\$ 142,402	\$ 109,165	\$ 404,179	\$ 298,301
Securities borrowed	17,683	10,938	53,265	30,252
Securities:				
Taxable	27,166	19,642	79,487	52,512
Tax-exempt	2,464	2,451	8,218	7,011
Other	27,040	14,276	76,459	23,066
Total interest income	<u>216,755</u>	<u>156,472</u>	<u>621,608</u>	<u>411,142</u>
Interest expense:				
Deposits	64,290	12,525	154,840	22,174
Securities loaned	16,169	9,407	47,928	25,390
Short-term borrowings	14,212	5,550	44,361	10,615
Notes payable	4,026	3,907	11,852	12,154
Other	2,408	1,597	7,005	5,276
Total interest expense	<u>101,105</u>	<u>32,986</u>	<u>265,986</u>	<u>75,609</u>
Net interest income	115,650	123,486	355,622	335,533
Provision for (reversal of) credit losses	(40)	(780)	17,127	4,671
Net interest income after provision for (reversal of) credit losses	115,690	124,266	338,495	330,862
Noninterest income:				
Net gains from sale of loans and other mortgage production income	47,262	57,998	135,763	266,435
Mortgage loan origination fees	41,478	39,960	111,695	114,400
Securities commissions and fees	28,044	34,076	88,873	105,979
Investment and securities advisory fees and commissions	39,662	35,031	98,546	96,738
Other	40,403	39,910	115,117	79,124
Total noninterest income	<u>196,849</u>	<u>206,975</u>	<u>549,994</u>	<u>662,676</u>
Noninterest expense:				
Employees' compensation and benefits	173,195	200,450	517,920	605,796
Occupancy and equipment, net	21,912	25,041	67,802	74,038
Professional services	12,639	10,631	35,930	36,939
Other	52,271	52,616	155,812	156,858
Total noninterest expense	<u>260,017</u>	<u>288,738</u>	<u>777,464</u>	<u>873,631</u>
Income before income taxes	52,522	42,503	111,025	119,907
Income tax expense	13,211	9,249	24,008	27,191
Net income	39,311	33,254	87,017	92,716
Less: Net income attributable to noncontrolling interest	2,269	1,186	6,042	5,138
Income attributable to Hilltop	\$ 37,042	\$ 32,068	\$ 80,975	\$ 87,578
Earnings per common share:				
Basic	\$ 0.57	\$ 0.50	\$ 1.25	\$ 1.21
Diluted	<u>\$ 0.57</u>	<u>\$ 0.50</u>	<u>\$ 1.25</u>	<u>\$ 1.21</u>
Weighted average share information:				
Basic	65,106	64,552	65,011	72,400
Diluted	<u>65,108</u>	<u>64,669</u>	<u>65,014</u>	<u>72,557</u>

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 39,311	\$ 33,254	\$ 87,017	\$ 92,716
Other comprehensive income (loss):				
Change in fair value of cash flow hedges, net taxes of \$(91), \$2,188, \$(87) and \$5,099, respectively	(306)	21,749	(169)	58,158
Net unrealized gains (losses) on securities available-for-sale, net taxes of \$(4,349), \$(14,506), \$(4,497) and \$(34,747), respectively	(14,585)	(48,361)	(15,819)	(115,679)
Reclassification adjustment for gains (losses) included in net income, net taxes of \$0, \$0, \$1 and \$3, respectively	(2)	—	4	10
Adjustment for unrealized losses on securities transferred from available-for-sale to held-to-maturity, net taxes of \$0, \$0, \$0 and \$(17,033), respectively	—	—	—	(56,690)
Amortization of unrealized losses on securities transferred from available-for-sale to held-to-maturity, net taxes of \$459, \$609, \$1,332 and \$1,369, respectively	1,528	2,027	4,432	4,556
Comprehensive income (loss)	25,946	8,669	75,465	(16,929)
Less: comprehensive income attributable to noncontrolling interest	2,269	1,186	6,042	5,138
Comprehensive income (loss) applicable to Hilltop	<u>\$ 23,677</u>	<u>\$ 7,483</u>	<u>\$ 69,423</u>	<u>\$ (22,067)</u>

See accompanying notes.

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(Unaudited)

	Accumulated				Deferred		Total			Total	
	Common Stock	Additional Paid-in Capital	Other Comprehensive Loss	Retained Earnings	Employee Stock Compensation Trust, Net	Employee Stock Trust Shares	Employee Stock Trust Amount	Hilltop Stockholders' Equity	Noncontrolling Interest		
Shares	Amount				Shares	Amount					
Balance, June 30, 2022	64,576	\$ 646	\$1,039,261	\$ (95,279)	\$1,085,208	\$ 695	34	\$ (954)	\$ 2,029,577	\$ 27,826	\$ 2,057,403
Net income	—	—	—	—	32,068	—	—	—	32,068	1,186	33,254
Other comprehensive loss	—	—	—	(24,585)	—	—	—	—	(24,585)	—	(24,585)
Stock-based compensation expense	—	—	4,334	—	—	—	—	—	4,334	—	4,334
Common stock issued to board members	6	—	146	—	—	—	—	—	146	—	146
Issuance of common stock related to share-based awards, net	9	—	(136)	—	—	—	—	—	(136)	—	(136)
Dividends on common stock (\$0.15 per share)	—	—	—	—	(9,690)	—	—	—	(9,690)	—	(9,690)
Deferred compensation plan	—	—	—	—	(216)	(11)	313	97	—	—	97
Net cash distributed to noncontrolling interest	—	—	—	—	—	—	—	—	(1,940)	—	(1,940)
Balance, September 30, 2022	64,591	\$ 646	\$1,043,605	\$ (119,864)	\$1,107,586	\$ 479	23	\$ (641)	\$ 2,031,811	\$ 27,072	\$ 2,058,883
Balance, June 30, 2023	65,071	\$ 651	\$1,050,191	\$ (131,718)	\$1,144,624	\$ 450	21	\$ (599)	\$ 2,063,599	\$ 26,655	\$ 2,090,254
Net income	—	—	—	—	37,042	—	—	—	37,042	2,269	39,311
Other comprehensive loss	—	—	—	(13,365)	—	—	—	—	(13,365)	—	(13,365)
Stock-based compensation expense	—	—	2,936	—	—	—	—	—	2,936	—	2,936
Common stock issued to board members	4	—	128	—	—	—	—	—	128	—	128
Issuance of common stock related to share-based awards, net	95	1	(388)	—	—	—	—	—	(387)	—	(387)
Dividends on common stock (\$0.16 per share)	—	—	—	—	(10,416)	—	—	—	(10,416)	—	(10,416)
Deferred compensation plan	—	—	—	—	(110)	(5)	153	43	—	—	43
Net cash distributed to noncontrolling interest	—	—	—	—	—	—	—	—	(1,642)	—	(1,642)
Balance, September 30, 2023	65,170	\$ 652	\$1,052,867	\$ (145,083)	\$1,171,250	\$ 340	16	\$ (446)	\$ 2,079,580	\$ 27,282	\$ 2,106,862

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (continued)
(in thousands)
(Unaudited)

	Accumulated										Deferred			Total		
	Common Stock		Additional Paid-in Capital		Other Comprehensive Loss		Retained Earnings		Employee Stock Compensation Trust, Net		Employee Stock Trust		Hilltop Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity	
	Shares	Amount									Shares	Amount				
Balance, December 31, 2021	78,965	\$ 790	\$1,274,446		\$ (10,219)	\$1,257,014		\$ 752	6	\$ (115)	\$ 2,522,668		\$ 26,535	\$ 2,549,203		
Net income	—	—	—	—	—	87,578		—	—	—	87,578		5,138	92,716		
Other comprehensive loss	—	—	—	—	(109,645)	—	—	—	—	—	(109,645)		—	(109,645)		
Stock-based compensation expense	—	—	11,553		—	—	—	—	—	—	11,553		—	11,553		
Common stock issued to board members	17	—	451		—	—	—	—	—	—	451		—	451		
Issuance of common stock related to share-based awards, net	478	4	(4,206)		—	—	—	—	—	—	(4,202)		—	(4,202)		
Repurchases of common stock	(14,869)	(148)	(238,639)		—	(203,549)		—	—	—	(442,336)		—	(442,336)		
Dividends on common stock (\$0.45 per share)	—	—	—		—	(33,457)		—	—	—	(33,457)		—	(33,457)		
Deferred compensation plan	—	—	—		—	—	(273)	17	(526)	—	(799)		—	(799)		
Net cash distributed to noncontrolling interest	—	—	—		—	—	—	—	—	—	(4,601)		—	(4,601)		
Balance, September 30, 2022	<u>64,591</u>	<u>\$ 646</u>	<u>\$1,043,605</u>		<u>\$ (119,864)</u>	<u>\$1,107,586</u>		<u>\$ 479</u>	<u>23</u>	<u>\$ (641)</u>	<u>\$ 2,031,811</u>		<u>\$ 27,072</u>	<u>\$ 2,058,883</u>		
Balance, December 31, 2022	64,685	\$ 647	\$1,046,331		\$ (133,531)	\$1,123,636		481	23	\$ (640)	\$ 2,036,924		\$ 26,605	\$ 2,063,529		
Net income	—	—	—	—	—	80,975		—	—	—	80,975		6,042	87,017		
Other comprehensive loss	—	—	—	—	(11,552)	—	—	—	—	—	(11,552)		—	(11,552)		
Stock-based compensation expense	—	—	12,967		—	—	—	—	—	—	12,967		—	12,967		
Common stock issued to board members	14	—	428		—	—	—	—	—	—	428		—	428		
Issuance of common stock related to share-based awards, net	616	7	(4,542)		—	—	—	—	—	—	(4,535)		—	(4,535)		
Repurchases of common stock	(145)	(2)	(2,317)		—	(2,184)		—	—	—	(4,503)		—	(4,503)		
Dividends on common stock (\$0.48 per share)	—	—	—		—	(31,177)		—	—	—	(31,177)		—	(31,177)		
Deferred compensation plan	—	—	—		—	—	(141)	(7)	194	—	53		—	53		
Net cash distributed to noncontrolling interest	—	—	—		—	—	—	—	—	—	(5,365)		—	(5,365)		
Balance, September 30, 2023	<u>65,170</u>	<u>\$ 652</u>	<u>\$1,052,867</u>		<u>\$ (145,083)</u>	<u>\$1,171,250</u>		<u>\$ 340</u>	<u>16</u>	<u>\$ (446)</u>	<u>\$ 2,079,580</u>		<u>\$ 27,282</u>	<u>\$ 2,106,862</u>		

See accompanying notes.

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2023	2022
Operating Activities		
Net income	\$ 87,017	\$ 92,716
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	17,127	4,671
Depreciation, amortization and accretion, net	15,267	20,207
Deferred income taxes	5,268	2,258
Other, net	12,531	11,814
Net change in securities purchased under agreements to resell	(5,649)	(27,103)
Net change in trading securities	176,131	6,134
Net change in broker-dealer and clearing organization receivables	(348,318)	748,584
Net change in other assets	(40,165)	(52,021)
Net change in broker-dealer and clearing organization payables	360,433	(470,426)
Net change in other liabilities	(13,295)	66,479
Net change in securities sold, not yet purchased	(1,496)	2,929
Proceeds from sale of mortgage servicing rights asset	19,055	1,876
Change in valuation of mortgage servicing rights asset	678	(23,575)
Net gains from sales of loans	(135,763)	(266,435)
Loans originated for sale	(7,297,473)	(11,706,056)
Proceeds from loans sold	7,328,562	12,823,759
Net cash provided by operating activities	<u>179,910</u>	<u>1,235,811</u>
Investing Activities		
Proceeds from maturities and principal reductions of securities held to maturity	55,006	78,144
Proceeds from sales, maturities and principal reductions of securities available for sale	204,903	259,774
Purchases of securities held to maturity	—	(11,432)
Purchases of securities available for sale	(31,567)	(625,522)
Purchases of equity securities	—	(30)
Net change in loans held for investment	(184,341)	(391,040)
Purchases of premises and equipment and other assets	(6,090)	(7,335)
Proceeds from sales of premises and equipment and other real estate owned	3,431	1,808
Net cash received from (paid to) Federal Home Loan Bank and Federal Reserve Bank stock	689	(175)
Net cash provided by (used in) investing activities	<u>42,031</u>	<u>(695,808)</u>
Financing Activities		
Net change in deposits	(171,491)	(1,296,781)
Net change in short-term borrowings	(87,251)	82,178
Proceeds from notes payable	490,151	638,498
Payments on notes payable	(490,151)	(636,394)
Payments to repurchase common stock	(4,503)	(442,336)
Dividends paid on common stock	(31,177)	(33,457)
Net cash distributed to noncontrolling interest	(5,365)	(4,601)
Other, net	(5,165)	(4,768)
Net cash used in financing activities	<u>(304,952)</u>	<u>(1,697,661)</u>
Net change in cash, cash equivalents and restricted cash	(83,011)	(1,157,658)
Cash, cash equivalents and restricted cash, beginning of period	<u>1,647,899</u>	<u>3,045,263</u>
Cash, cash equivalents and restricted cash, end of period	<u>\$ 1,564,888</u>	<u>\$ 1,887,605</u>
Reconciliation of Cash, Cash Equivalents and Restricted Cash to Consolidated Balance Sheets		
Cash and due from banks	\$ 1,513,747	\$ 1,777,584
Federal funds sold	3,650	663
Assets segregated for regulatory purposes	47,491	109,358
Total cash, cash equivalents and restricted cash	<u>\$ 1,564,888</u>	<u>\$ 1,887,605</u>
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest	\$ 252,409	\$ 69,681
Cash paid for income taxes, net of refunds	<u>\$ 14,076</u>	<u>\$ 14,956</u>
Supplemental Schedule of Non-Cash Activities		
Conversion of loans to other real estate owned	\$ 5,168	\$ 326
Additions to mortgage servicing rights	<u>\$ 23,859</u>	<u>\$ 47,850</u>

See accompanying notes.

Hilltop Holdings Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

1. Summary of Significant Accounting and Reporting Policies

Nature of Operations

Hilltop Holdings Inc. ("Hilltop" and, collectively with its subsidiaries, the "Company") is a financial holding company registered under the Bank Holding Company Act of 1956. The Company's primary line of business is to provide business and consumer banking services from offices located throughout Texas through PlainsCapital Bank (the "Bank"). In addition, the Company provides an array of financial products and services through its broker-dealer and mortgage origination subsidiaries.

The Company, headquartered in Dallas, Texas, provides its products and services through two primary business units, PlainsCapital Corporation ("PCC") and Hilltop Securities Holdings LLC ("Securities Holdings"). PCC is a financial holding company that provides, through its subsidiaries, traditional banking, wealth and investment management and treasury management services primarily in Texas and residential mortgage lending throughout the United States. Securities Holdings is a holding company that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, clearing, securities lending, structured finance and retail brokerage services throughout the United States.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"), and in conformity with the rules and regulations of the Securities and Exchange Commission ("SEC"). In the opinion of management, these financial statements contain all adjustments necessary for a fair statement of the results of the interim periods presented. Accordingly, the financial statements do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 ("2022 Form 10-K"). Results for interim periods are not necessarily indicative of results to be expected for a full year or any future period.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates regarding the allowance for credit losses, the fair values of financial instruments, the mortgage loan indemnification liability, and the potential impairment of goodwill and identifiable intangible assets are particularly subject to change. The Company has applied its critical accounting policies and estimation methods consistently in all periods presented in these consolidated financial statements. Actual amounts and values as of the balance sheet dates may be materially different than the amounts and values reported due to the inherent uncertainty in the estimation process. Also, future amounts and values could differ materially from those estimates due to changes in values and circumstances after the balance sheet date.

Hilltop owns 100% of the outstanding stock of PCC. PCC owns 100% of the outstanding stock of the Bank and 100% of the membership interest in Hilltop Opportunity Partners LLC, a merchant bank utilized to facilitate investments in companies engaged in non-financial activities. The Bank owns 100% of the outstanding stock of PrimeLending, a PlainsCapital Company ("PrimeLending").

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC ("Ventures Management"), which holds a controlling ownership interest in and is the managing member of certain affiliated business arrangements ("ABAs").

Hilltop has a 100% membership interest in Securities Holdings, which operates through its wholly owned subsidiaries, Hilltop Securities Inc. ("Hilltop Securities"), Momentum Independent Network Inc. ("Momentum Independent Network" and collectively with Hilltop Securities, the "Hilltop Broker-Dealers") and Hilltop Securities Asset Management, LLC. Hilltop Securities is a broker-dealer registered with the SEC and Financial Industry Regulatory Authority ("FINRA") and a member of the New York Stock Exchange ("NYSE"). Momentum Independent Network is an introducing broker-dealer

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Hilltop Holdings Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)
(Unaudited)

that is also registered with the SEC and FINRA. Hilltop Securities, Momentum Independent Network and Hilltop Securities Asset Management, LLC are registered investment advisers under the Investment Advisers Act of 1940.

In addition, Hilltop owns 100% of the membership interest in each of HTH Hillcrest Project LLC ("HTH Project LLC") and Hilltop Investments I, LLC. Hilltop Investments I, LLC owns 50% of the membership interest in HTH Diamond Hillcrest Land LLC ("Hillcrest Land LLC") which is consolidated under the aforementioned VIE Subsections of the ASC. These entities are related to the Hilltop Plaza investment discussed in detail in Note 18 to the consolidated financial statements included in the Company's 2022 Form 10-K and are collectively referred to as the "Hilltop Plaza Entities."

The consolidated financial statements include the accounts of the above-named entities. Intercompany transactions and balances have been eliminated. Noncontrolling interests have been recorded for minority ownership in entities that are not wholly owned and are presented in compliance with the provisions of Noncontrolling Interest in Subsidiary Subsections of the ASC.

Certain reclassifications have been made to the prior period consolidated financial statements to conform with the current period presentation. In preparing these consolidated financial statements, subsequent events were evaluated through the time the financial statements were issued. Financial statements are considered issued when they are widely distributed to all stockholders and other financial statement users, or filed with the SEC.

Significant accounting policies are detailed in Note 1 to the consolidated financial statements included in the Company's 2022 Form 10-K.

2. Recently Issued Accounting Standards

Accounting Standards Adopted During 2023

In March 2022, the FASB issued Accounting Standards Update ("ASU") 2022-02 to eliminate the recognition and measurement guidance on troubled debt restructurings ("TDRs") for creditors, and require enhanced disclosures about loan modifications for borrowers experiencing financial difficulty. The amendments are effective in periods beginning after December 15, 2022 using either a prospective or modified retrospective transition. The Company adopted the provisions of ASU 2022-02 as of January 1, 2023 on a prospective basis. The adoption of this amendment did not have a material impact on the Company's future consolidated financial statements.

In September 2022, the FASB issued ASU 2022-04 to require entities that use supplier finance programs in connection with the purchase of goods and services to disclose the key terms of such programs and information about obligations outstanding at the end of the reporting period, including a rollforward of those obligations and a description of where in the financial statements outstanding amounts are present. The guidance does not affect the recognition, measurement or financial statement presentation of supplier finance program obligations. The amendments are effective in periods beginning after December 15, 2022, except that the amendments to disclose a rollforward of obligations outstanding will be effective beginning after December 15, 2023. The Company adopted the provisions as of January 1, 2023. The adoption of this amendment did not have a material impact on the Company's future consolidated financial statements.

In March 2023, the FASB issued ASU 2023-01 to require entities to classify and account for leases with related parties on the basis of legally enforceable terms and conditions of the arrangement. The amendments are effective in periods beginning after December 15, 2023, including interim periods within those fiscal years, with early adoption permitted. The Company elected to early adopt the provisions of ASU 2023-01 as of January 1, 2023 on a prospective basis for new and existing leasehold improvements. The adoption of this amendment did not have a material impact on the Company's future consolidated financial statements.

Accounting Standards Issued But Not Yet Adopted

In August 2023, the FASB issued ASU 2023-05 to require joint ventures to initially measure all contributions received upon its formation at fair value. The guidance is applicable to joint venture entities with a formation date on or after

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January 1, 2025. The Company is currently evaluating the provisions of the amendments and the impact on its future consolidated statements.

In October 2023, the FASB issued ASU 2023-06 to clarify or improve disclosure and presentation requirements of a variety of topics, which will allow users to more easily compare entities subject to the SEC's existing disclosures with those entities that were not previously subject to the requirements, and align the requirements in the FASB accounting standard codification with the SEC's regulations. The Company is currently evaluating the provisions of the amendments and the impact on its future consolidated statements.

3. Fair Value Measurements

Fair Value Measurements and Disclosures

The Company determines fair values in compliance with The Fair Value Measurements and Disclosures Topic of the ASC (the "Fair Value Topic"). The Fair Value Topic defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. The Fair Value Topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Fair Value Topic assumes that transactions upon which fair value measurements are based occur in the principal market for the asset or liability being measured. Further, fair value measurements made under the Fair Value Topic exclude transaction costs and are not the result of forced transactions.

The Fair Value Topic includes a fair value hierarchy that classifies fair value measurements based upon the inputs used in valuing the assets or liabilities that are the subject of fair value measurements. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs, as indicated below.

- *Level 1 Inputs:* Unadjusted quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.
- *Level 2 Inputs:* Observable inputs other than Level 1 prices. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, yield curves, prepayment speeds, default rates, credit risks and loss severities), and inputs that are derived from or corroborated by market data, among others.
- *Level 3 Inputs:* Unobservable inputs that reflect an entity's own estimates about the assumptions that market participants would use in pricing the assets or liabilities. Level 3 inputs include pricing models and discounted cash flow techniques, among others.

Fair Value Option

The Company has elected to measure substantially all of PrimeLending's mortgage loans held for sale and the retained mortgage servicing rights ("MSR") asset at fair value, under the provisions of the Fair Value Option. The Company elected to apply the provisions of the Fair Value Option to these items so that it would have the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. At September 30, 2023 and December 31, 2022, the aggregate fair value of PrimeLending's mortgage loans held for sale accounted for under the Fair Value Option was \$933.5 million and \$855.7 million, respectively, and the unpaid principal balance of those loans was \$933.6 million and \$850.3 million, respectively. The interest component of fair value is reported as interest income on loans in the accompanying consolidated statements of operations.

The Company holds a number of financial instruments that are measured at fair value on a recurring basis, either by the application of the Fair Value Option or other authoritative pronouncements. The fair values of those instruments are determined primarily using Level 2 inputs, as further described below. Those inputs include quotes from mortgage loan

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investors and derivatives dealers and data from independent pricing services. The fair value of loans held for sale is determined using an exit price method.

The following tables present information regarding financial assets and liabilities measured at fair value on a recurring basis (in thousands).

September 30, 2023	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading securities	\$ 10,636	\$ 568,265	\$ —	\$ 578,901
Available for sale securities	—	1,444,238	12,000	1,456,238
Equity securities	264	—	—	264
Loans held for sale	—	897,285	36,198	933,483
Loans held for investment	—	—	9,999	9,999
Derivative assets	—	117,072	—	117,072
MSR asset	—	—	104,951	104,951
Securities sold, not yet purchased	28,975	22,552	—	51,527
Derivative liabilities	—	28,446	—	28,446

December 31, 2022	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading securities	\$ 15,456	\$ 739,576	\$ —	\$ 755,032
Available for sale securities	—	1,658,766	—	1,658,766
Equity securities	200	—	—	200
Loans held for sale	—	814,990	40,707	855,697
Loans held for investment	—	—	9,181	9,181
Derivative assets	—	88,977	—	88,977
MSR asset	—	—	100,825	100,825
Securities sold, not yet purchased	25,506	27,517	—	53,023
Derivative liabilities	—	11,405	—	11,405

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The following tables include a rollforward for those material financial instruments measured at fair value using Level 3 inputs (in thousands).

	Balance, Beginning of Period	Purchases/ Additions	Sales/ Reductions	Transfers to (from) Level 3	Total Gains or Losses (Realized or Unrealized)		Balance, End of Period
					Included in Net Income	Included in Other Comprehensive Income (Loss)	
Three months ended September 30, 2023							
Available for sale securities	\$ —	\$ 11,696	\$ —	\$ —	\$ 304	\$ —	\$ 12,000
Loans held for sale	41,292	17,219	(9,171)	—	(13,142)	—	36,198
Loans held for investment	9,714	—	—	—	285	—	9,999
MSR asset	95,101	3,759	—	—	6,091	—	104,951
Total	\$ 146,107	\$ 32,674	\$ (9,171)	\$ —	\$ (6,462)	\$ —	\$ 163,148
Nine months ended September 30, 2023							
Available for sale securities	\$ —	\$ 11,696	\$ —	\$ —	\$ 304	\$ —	\$ 12,000
Loans held for sale	40,707	54,727	(39,900)	(446)	(18,890)	—	36,198
Loans held for investment	9,181	—	—	—	818	—	9,999
MSR asset	100,825	23,859	(19,055)	—	(678)	—	104,951
Total	\$ 150,713	\$ 90,282	\$ (58,955)	\$ (446)	\$ (18,446)	\$ —	\$ 163,148
Three months ended September 30, 2022							
Loans held for sale	\$ 41,732	\$ 18,012	\$ (19,594)	\$ (251)	\$ (2,485)	\$ —	\$ 37,414
Loans held for investment	9,027	—	—	—	(115)	—	8,912
MSR asset	121,688	29,340	—	—	5,511	—	156,539
Total	\$ 172,447	\$ 47,352	\$ (19,594)	\$ (251)	\$ 2,911	\$ —	\$ 202,865
Nine months ended September 30, 2022							
Loans held for sale	\$ 47,716	\$ 38,454	\$ (44,342)	\$ 5,587	\$ (10,001)	\$ —	\$ 37,414
Loans held for investment	—	9,611	(562)	—	(137)	—	8,912
MSR asset	86,990	47,850	(1,876)	—	23,575	—	156,539
Total	\$ 134,706	\$ 95,915	\$ (46,780)	\$ 5,587	\$ 13,437	\$ —	\$ 202,865

All net realized and unrealized gains (losses) in the tables above are reflected in the accompanying consolidated financial statements. The unrealized gains (losses) relate to financial instruments still held at September 30, 2023.

For material Level 3 financial instruments measured at fair value on a recurring basis at September 30, 2023 and December 31, 2022, the significant unobservable inputs used in the fair value measurements were as follows.

Financial instrument	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)	
			September 30, 2023	December 31, 2022
Available for sale securities	Discounted cash flow	Discount rate	15.00 %	—
Loans held for sale	Market comparable	Projected price	78 - 89 % (87 %)	88 - 95 % (89 %)
Loans held for investment	Discounted cash flow	Discount rate	11.50 %	11.88 %
MSR asset	Discounted cash flow	Constant prepayment rate	7.30 %	8.14 %
		Discount rate	11.70 %	12.10 %

The fair value of certain loans held for sale that cannot be sold through normal sale channels or are non-performing is measured using Level 3 inputs. The fair value of such loans is generally based upon estimates of expected cash flows using unobservable inputs, including listing prices of comparable assets, uncorroborated expert opinions, and/or management's knowledge of underlying collateral.

The fair value of certain available for sale securities and loans held for investment by the Company's merchant bank subsidiary are measured using the income approach with Level 3 inputs. The fair value of such financial instruments are based upon estimates of expected cash flows using unobservable inputs, including credit spreads derived from comparable securities and benchmark credit curves, and management's knowledge of underlying collateral.

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The MSR asset is reported at fair value using Level 3 inputs. The MSR asset is valued by projecting net servicing cash flows, which are then discounted to estimate the fair value. The fair value of the MSR asset is impacted by a variety of factors. Prepayment and discount rates, the most significant unobservable inputs, are discussed further in Note 7 to the consolidated financial statements.

The Company had no transfers between Levels 1 and 2 during the periods presented. Any transfers are based on changes in the observability and/or significance of the valuation inputs and are assumed to occur at the beginning of the quarterly reporting period in which they occur.

The following table presents those changes in fair value of material instruments recognized in the consolidated statements of operations that are accounted for under the Fair Value Option (in thousands).

	Three Months Ended September 30, 2023			Three Months Ended September 30, 2022		
	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value
Loans held for sale	\$ (3,330)	\$ —	\$ (3,330)	\$ (37,526)	\$ —	\$ (37,526)
Loans held for investment	—	—	—	(377)	—	(377)
MSR asset	6,091	—	6,091	5,511	—	5,511

	Nine Months Ended September 30, 2023			Nine Months Ended September 30, 2022		
	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value
Loans held for sale	\$ (5,563)	\$ —	\$ (5,563)	\$ (73,520)	\$ —	\$ (73,520)
Loans held for investment	—	—	—	(660)	—	(660)
MSR asset	(678)	—	(678)	23,575	—	23,575

Financial Assets and Liabilities Not Measured at Fair Value on Recurring or Non-Recurring Basis

The Fair Value of Financial Instruments Subsection of the ASC requires disclosure of the fair value of financial assets and liabilities, including the financial assets and liabilities previously discussed. There have been no changes to the methods for determining estimated fair value for financial assets and liabilities as described in detail in Note 4 to the consolidated financial statements included in the Company's 2022 Form 10-K.

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The following tables present the carrying values and estimated fair values of financial instruments not measured at fair value on either a recurring or non-recurring basis (in thousands).

	Carrying Amount	Estimated Fair Value			
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total
September 30, 2023					
Financial assets:					
Cash and cash equivalents	\$ 1,517,397	\$ 1,517,397	\$ —	\$ —	\$ 1,517,397
Assets segregated for regulatory purposes	47,491	47,491	—	—	47,491
Securities purchased under agreements to resell	123,719	—	123,719	—	123,719
Held to maturity securities	825,079	—	703,366	—	703,366
Loans held for sale	125,324	—	99,479	26,361	125,840
Loans held for investment, net	8,083,231	—	357,244	7,661,201	8,018,445
Broker-dealer and clearing organization receivables	1,460,352	—	1,460,352	—	1,460,352
Other assets	79,704	—	78,059	1,645	79,704
Financial liabilities:					
Deposits	11,103,097	—	11,086,261	—	11,086,261
Broker-dealer and clearing organization payables	1,368,064	—	1,368,064	—	1,368,064
Short-term borrowings	882,999	—	882,999	—	882,999
Debt	347,020	—	324,346	—	324,346
Other liabilities	18,793	—	18,793	—	18,793
December 31, 2022					
Financial assets:					
Cash and cash equivalents	\$ 1,580,162	\$ 1,580,162	\$ —	\$ —	\$ 1,580,162
Assets segregated for regulatory purposes	67,737	67,737	—	—	67,737
Securities purchased under agreements to resell	118,070	—	118,070	—	118,070
Held to maturity securities	875,532	—	785,335	—	785,335
Loans held for sale	126,919	—	82,684	42,908	125,592
Loans held for investment, net	7,988,050	—	431,223	7,434,038	7,865,261
Broker-dealer and clearing organization receivables	1,038,055	—	1,038,055	—	1,038,055
Other assets	77,052	—	75,386	1,666	77,052
Financial liabilities:					
Deposits	11,315,749	—	11,295,153	—	11,295,153
Broker-dealer and clearing organization payables	966,470	—	966,470	—	966,470
Short-term borrowings	970,056	—	970,056	—	970,056
Debt	346,654	—	350,104	—	350,104
Other liabilities	5,410	—	5,410	—	5,410

The Company held equity investments other than securities of \$ 55.0 million and \$57.6 million at September 30, 2023 and December 31, 2022, respectively, which are included within other assets in the consolidated balance sheets. Of the \$55.0 million of such equity investments held at September 30, 2023, \$23.2 million do not have readily determinable fair values and each is measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

The following table presents the adjustments to the carrying value of these investments during the periods presented (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 22,654	\$ 28,183	\$ 27,264	\$ 16,817
Additional investments	374	—	374	11,000
Upward adjustments	186	234	611	679
Impairments and downward adjustments	(21)	(1,013)	(5,056)	(1,092)
Balance, end of period	<u>\$ 23,193</u>	<u>\$ 27,404</u>	<u>\$ 23,193</u>	<u>\$ 27,404</u>

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4. Securities

The fair value of trading securities is summarized as follows (in thousands).

	September 30, 2023	December 31, 2022
U.S. Treasury securities	\$ 5,488	\$ 10,466
U.S. government agencies:		
Bonds	26,776	20,878
Residential mortgage-backed securities	93,285	214,100
Collateralized mortgage obligations	159,171	182,717
Other	13,423	—
Corporate debt securities	57,707	42,685
States and political subdivisions	183,755	260,271
Private-label securitized product	29,020	9,265
Other	10,276	14,650
Totals	\$ 578,901	\$ 755,032

In addition to the securities shown above, the Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligations may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheets, had a value of \$51.5 million and \$53.0 million at September 30, 2023 and December 31, 2022, respectively.

The amortized cost and fair value of available for sale and held to maturity securities are summarized as follows (in thousands).

September 30, 2023	Available for Sale			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	\$ 4,984	\$ —	\$ (493)	\$ 4,491
U.S. government agencies:				
Bonds	166,637	163	(1,421)	165,379
Residential mortgage-backed securities	404,042	2	(56,194)	347,850
Commercial mortgage-backed securities	177,618	—	(9,598)	168,020
Collateralized mortgage obligations	804,096	6	(77,667)	726,435
Corporate debt securities	12,000	—	—	12,000
States and political subdivisions	36,963	1	(4,901)	32,063
Totals	\$ 1,606,340	\$ 172	\$ (150,274)	\$ 1,456,238

December 31, 2022	Available for Sale			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	\$ 19,655	\$ 3	\$ (514)	\$ 19,144
U.S. government agencies:				
Bonds	202,834	323	(900)	202,257
Residential mortgage-backed securities	455,121	12	(48,775)	406,358
Commercial mortgage-backed securities	183,266	65	(7,832)	175,499
Collateralized mortgage obligations	887,521	—	(68,627)	818,894
States and political subdivisions	40,160	57	(3,603)	36,614
Totals	\$ 1,788,557	\$ 460	\$ (130,251)	\$ 1,658,766

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	Held to Maturity			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
September 30, 2023				
U.S. government agencies:				
Residential mortgage-backed securities	\$ 283,620	\$ —	\$ (42,001)	\$ 241,619
Commercial mortgage-backed securities	173,191	—	(18,997)	154,194
Collateralized mortgage obligations	290,843	—	(49,016)	241,827
States and political subdivisions	<u>77,425</u>	<u>—</u>	<u>(11,699)</u>	<u>65,726</u>
Totals	<u>\$ 825,079</u>	<u>\$ —</u>	<u>\$ (121,713)</u>	<u>\$ 703,366</u>

	Held to Maturity			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
December 31, 2022				
U.S. government agencies:				
Residential mortgage-backed securities	\$ 301,583	\$ —	\$ (29,727)	\$ 271,856
Commercial mortgage-backed securities	180,942	—	(14,935)	166,007
Collateralized mortgage obligations	314,705	—	(38,343)	276,362
States and political subdivisions	<u>78,302</u>	<u>26</u>	<u>(7,218)</u>	<u>71,110</u>
Totals	<u>\$ 875,532</u>	<u>\$ 26</u>	<u>\$ (90,223)</u>	<u>\$ 785,335</u>

Additionally, the Company had unrealized net gains of \$ 0.2 million and \$0.1 million at September 30, 2023 and December 31, 2022, respectively, from equity securities with fair values of \$0.3 million and \$0.2 million held at September 30, 2023 and December 31, 2022, respectively. The Company recognized nominal net gains during the three months ended September 30, 2023 and 2022, respectively, and recognized net gains of \$0.1 million and net losses of \$ 0.1 million during the nine months ended September 30, 2023 and 2022, respectively, due to changes in the fair value of equity securities still held at the balance sheet date. During the three and nine months ended September 30, 2023 and 2022, net gains and losses recognized from equity securities sold were nominal.

The Company transferred certain agency-issued securities from the available-for-sale to held-to-maturity portfolio on March 31, 2022 having a book value of approximately \$782 million and a market value of approximately \$ 708 million. As of the date of transfer, the related pre-tax net unrecognized losses of approximately \$74 million within the accumulated other comprehensive loss balance are being amortized over the remaining term of the securities using the effective interest method. This transfer was completed after careful consideration of the Company's intent and ability to hold these securities to maturity. Factors used in assessing the ability to hold these securities to maturity were future liquidity needs and sources of funding.

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Information regarding available for sale and held to maturity securities that were in an unrealized loss position is shown in the following tables (dollars in thousands).

	September 30, 2023			December 31, 2022		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Available for Sale						
U.S. treasury securities:						
Unrealized loss for less than twelve months	—	\$ —	\$ —	—	\$ —	\$ —
Unrealized loss for twelve months or longer	1	4,491	493	1	4,465	514
	<u>1</u>	<u>4,491</u>	<u>493</u>	<u>1</u>	<u>4,465</u>	<u>514</u>
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	17	109,390	951	15	98,246	388
Unrealized loss for twelve months or longer	9	46,161	470	3	15,263	512
	<u>26</u>	<u>155,551</u>	<u>1,421</u>	<u>18</u>	<u>113,509</u>	<u>900</u>
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	2	761	33	95	168,351	10,036
Unrealized loss for twelve months or longer	124	346,191	56,161	30	236,739	38,739
	<u>126</u>	<u>346,952</u>	<u>56,194</u>	<u>125</u>	<u>405,090</u>	<u>48,775</u>
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	3	14,456	858	11	79,337	2,047
Unrealized loss for twelve months or longer	18	184,326	8,740	8	86,923	5,785
	<u>21</u>	<u>198,782</u>	<u>9,598</u>	<u>19</u>	<u>166,260</u>	<u>7,832</u>
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	4	30,975	338	97	563,872	30,980
Unrealized loss for twelve months or longer	137	704,787	77,329	48	244,917	37,647
	<u>141</u>	<u>735,762</u>	<u>77,667</u>	<u>145</u>	<u>808,789</u>	<u>68,627</u>
States and political subdivisions:						
Unrealized loss for less than twelve months	19	11,099	398	34	20,555	964
Unrealized loss for twelve months or longer	50	18,988	4,503	29	7,892	2,639
	<u>69</u>	<u>30,087</u>	<u>4,901</u>	<u>63</u>	<u>28,447</u>	<u>3,603</u>
Total available for sale:						
Unrealized loss for less than twelve months	45	166,681	2,578	252	930,361	44,415
Unrealized loss for twelve months or longer	339	1,304,944	147,696	119	596,199	85,836
	<u>384</u>	<u>\$ 1,471,625</u>	<u>\$ 150,274</u>	<u>371</u>	<u>\$ 1,526,560</u>	<u>\$ 130,251</u>
	September 30, 2023			December 31, 2022		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Held to Maturity						
U.S. government agencies:						
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	—	\$ —	\$ —	14	\$ 59,089	\$ 5,928
Unrealized loss for twelve months or longer	45	241,618	42,001	31	212,768	23,799
	<u>45</u>	<u>241,618</u>	<u>42,001</u>	<u>45</u>	<u>271,857</u>	<u>29,727</u>
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	—	—	—	30	163,172	14,483
Unrealized loss for twelve months or longer	30	154,194	18,997	1	2,834	452
	<u>30</u>	<u>154,194</u>	<u>18,997</u>	<u>31</u>	<u>166,006</u>	<u>14,935</u>
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	—	—	—	18	33,836	3,225
Unrealized loss for twelve months or longer	54	241,827	49,016	38	242,527	35,118
	<u>54</u>	<u>241,827</u>	<u>49,016</u>	<u>56</u>	<u>276,363</u>	<u>38,343</u>
States and political subdivisions:						
Unrealized loss for less than twelve months	52	24,904	2,192	150	59,459	5,362
Unrealized loss for twelve months or longer	129	40,821	9,507	27	8,093	1,856
	<u>181</u>	<u>65,725</u>	<u>11,699</u>	<u>177</u>	<u>67,552</u>	<u>7,218</u>
Total held to maturity:						
Unrealized loss for less than twelve months	52	24,904	2,192	212	315,556	28,998
Unrealized loss for twelve months or longer	258	678,460	119,521	97	466,222	61,225
	<u>310</u>	<u>\$ 703,364</u>	<u>\$ 121,713</u>	<u>309</u>	<u>\$ 781,778</u>	<u>\$ 90,223</u>

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Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without penalties. The amortized cost and fair value of securities, excluding trading and equity securities, at September 30, 2023 are shown by contractual maturity below (in thousands).

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 11,653	\$ 11,469	\$ 310	\$ 309
Due after one year through five years	84,392	82,835	2,730	2,505
Due after five years through ten years	59,722	58,814	35,679	31,128
Due after ten years	64,817	60,815	38,706	31,784
	220,584	213,933	77,425	65,726
Residential mortgage-backed securities	404,042	347,850	283,620	241,619
Commercial mortgage-backed securities	177,618	168,020	173,191	154,194
Collateralized mortgage obligations	804,096	726,435	290,843	241,827
	<u>\$ 1,606,340</u>	<u>\$ 1,456,238</u>	<u>\$ 825,079</u>	<u>\$ 703,366</u>

The Company recognized net gains of \$ 4.9 million and net losses of \$ 3.2 million from its trading portfolio during the three months ended September 30, 2023 and 2022, respectively, and net gains of \$24.6 million and net losses of \$ 7.9 million during the nine months ended September 30, 2023 and 2022, respectively. In addition, the Hilltop Broker-Dealers realized net gains from structured product trading activities of \$7.6 million and \$16.6 million during the three months ended September 30, 2023 and 2022, respectively, and net gains from structured product trading activities of \$51.5 million and \$25.6 million during the nine months ended September 30, 2023 and 2022, respectively. The Company had nominal other realized gains and losses on securities during the three and nine months ended September 30, 2023 and 2022, respectively. All such realized gains and losses are recorded as a component of other noninterest income within the consolidated statements of operations.

Securities with a carrying amount of \$492.7 million and \$778.6 million (with a fair value of \$439.8 million and \$717.6 million, respectively) at September 30, 2023 and December 31, 2022, respectively, were pledged by the Bank to secure public and trust deposits, federal funds purchased and securities sold under agreements to repurchase, and for other purposes as required or permitted by law. Substantially all of these pledged securities were included in the available for sale and held to maturity securities portfolios at September 30, 2023 and December 31, 2022.

Mortgage-backed securities and collateralized mortgage obligations consist primarily of Government National Mortgage Association ("GNMA"), Federal National Mortgage Association ("FNMA") and Federal Home Loan Mortgage Corporation ("FHLMC") pass-through and participation certificates. GNMA securities are guaranteed by the full faith and credit of the United States, while FNMA and FHLMC securities are fully guaranteed by those respective United States government-sponsored enterprises, and conditionally guaranteed by the full faith and credit of the United States.

5. Loans Held for Investment

The Bank originates loans to customers primarily in Texas. Although the Bank has diversified loan and leasing portfolios and, generally, holds collateral against amounts advanced to customers, its debtors' ability to honor their contracts is substantially dependent upon the general economic conditions of the region and of the industries in which its debtors operate, which consist primarily of real estate (including construction and land development), wholesale/retail trade, agribusiness and energy. The Hilltop Broker-Dealers make loans to customers and correspondents through transactions originated by both employees and independent retail representatives throughout the United States. The Hilltop Broker-Dealers control risk by requiring customers to maintain collateral in compliance with various regulatory and internal guidelines, which may vary based upon market conditions. Securities owned by customers and held as collateral for loans are not included in the consolidated financial statements.

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Loans held for investment summarized by portfolio segment are as follows (in thousands).

	September 30, 2023	December 31, 2022
Commercial real estate	\$ 3,285,899	\$ 3,245,873
Commercial and industrial	1,662,737	1,639,980
Construction and land development	1,088,701	980,896
1-4 family residential	1,783,259	1,767,099
Consumer	26,212	27,602
Broker-dealer ⁽¹⁾	357,244	431,223
	8,204,052	8,092,673
Allowance for credit losses	(110,822)	(95,442)
Total loans held for investment, net of allowance	\$ 8,093,230	\$ 7,997,231

(1) Primarily represents margin loans to customers and correspondents associated with broker-dealer segment operations.

Past Due Loans and Nonaccrual Loans

An analysis of the aging of the Company's loan portfolio is shown in the following tables (in thousands).

September 30, 2023	Loans Past Due			Total Past Due Loans	Current Loans	Total Loans	Accruing Loans	
	30-59 Days	60-89 Days	90 Days or More				Past Due	90 Days or More
Commercial real estate:								
Non-owner occupied	\$ 957	\$ —	\$ —	\$ 957	\$ 1,877,206	\$ 1,878,163	\$ —	\$ —
Owner occupied	1,072	3,893	12	4,977	1,402,759	1,407,736	—	—
Commercial and industrial	2,032	193	3,613	5,838	1,656,899	1,662,737	—	—
Construction and land development	4,941	1	—	4,942	1,083,759	1,088,701	—	—
1-4 family residential	4,269	1,804	2,706	8,779	1,774,480	1,783,259	—	—
Consumer	41	9	8	58	26,154	26,212	—	—
Broker-dealer	—	—	—	357,244	357,244	357,244	—	—
	\$ 13,312	\$ 5,900	\$ 6,339	\$ 25,551	\$ 8,178,501	\$ 8,204,052	\$ —	\$ —

December 31, 2022	Loans Past Due			Total Past Due Loans	Current Loans	Total Loans	Accruing Loans	
	30-59 Days	60-89 Days	90 Days or More				Past Due	90 Days or More
Commercial real estate:								
Non-owner occupied	\$ 567	\$ —	\$ 235	\$ 802	\$ 1,869,750	\$ 1,870,552	\$ —	\$ —
Owner occupied	1,037	2,880	—	3,917	1,371,404	1,375,321	—	—
Commercial and industrial	609	82	5,598	6,289	1,633,691	1,639,980	49	—
Construction and land development	3,665	—	—	3,665	977,231	980,896	—	—
1-4 family residential	9,733	773	4,467	14,973	1,752,126	1,767,099	1	1
Consumer	177	7	14	198	27,404	27,602	1	1
Broker-dealer	—	—	—	431,223	431,223	431,223	—	—
	\$ 15,788	\$ 3,742	\$ 10,314	\$ 29,844	\$ 8,062,829	\$ 8,092,673	\$ 51	\$ —

In addition to the loans shown in the tables above, PrimeLending had \$ 106.3 million and \$92.0 million of loans included in loans held for sale (with an aggregate unpaid principal balance of \$106.6 million and \$92.4 million, respectively) that were 90 days past due and accruing interest at September 30, 2023 and December 31, 2022, respectively. These loans are guaranteed by U.S. government agencies and include loans that are subject to repurchase, or have been repurchased, by PrimeLending.

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The following table provides details associated with non-accrual loans, excluding those classified as held for sale (in thousands).

	Non-accrual Loans											
	September 30, 2023			December 31, 2022			Interest Income Recognized					
	With Allowance	With No Allowance	Total	With Allowance	With No Allowance	Total	Three Months Ended September 30, 2023	2022	Three Months Ended September 30, 2023	2022	Nine Months Ended September 30, 2023	2022
Commercial real estate:												
Non-owner occupied	\$ 432	\$ 1,943	\$ 2,375	\$ 688	\$ 562	\$ 1,250	\$ 83	\$ 265	\$ 264	\$ 422		
Owner occupied	4,649	315	4,964	2,862	157	3,019	141	88	465	505		
Commercial and industrial	714	9,476	10,190	3,727	5,368	9,095	1,564	303	1,833	930		
Construction and land development	562	—	562	1	—	1	9	7	45	22		
1-4 family residential	560	8,911	9,471	433	10,862	11,295	432	561	1,267	2,286		
Consumer	7	—	7	14	—	14	—	—	—	—		
Broker-dealer	—	—	—	—	—	—	—	—	—	—		
	\$ 6,924	\$ 20,645	\$ 27,569	\$ 7,725	\$ 16,949	\$ 24,674	\$ 2,229	\$ 1,224	\$ 3,874	\$ 4,165		

At September 30, 2023 and December 31, 2022, \$ 3.9 million and \$4.8 million, respectively, of real estate loans secured by residential properties and classified as held for sale were in non-accrual status.

As shown in the table above, loans accounted for on a non-accrual basis increased from December 31, 2022 to September 30, 2023 by \$2.9 million. The change in non-accrual loans was primarily due to increases in commercial real estate owner occupied loans of \$1.9 million, commercial real estate non-owner occupied loans of \$1.1 million and commercial and industrial loans of \$1.1 million, partially offset by a decrease in 1-4 family residential loans of \$ 1.8 million. The increase in commercial real estate owner occupied loans in non-accrual status was primarily due to the addition of a single relationship with an aggregate loan balance of \$3.9 million since December 31, 2022, partially offset by the foreclosure of one office property in Texas. The increase in commercial real estate non-owner occupied loans in non-accrual status was primarily due to the addition of a single relationship with an aggregate loan balance of \$1.4 million since December 31, 2022, partially offset by principal payoffs. The increase in commercial and industrial loans was primarily due to the addition of four relationships with an aggregate loan balance of \$ 7.5 million to non-accrual status since December 31, 2022, partially offset by principal payoffs. The decrease in 1-4 family residential loans in non-accrual status since December 31, 2022 was primarily due to principal payoffs and foreclosures.

The Company considers non-accrual loans to be collateral-dependent unless there are underlying mitigating circumstances, such as expected cash flow recovery. The practical expedient to measure the allowance using the fair value of the collateral has been implemented.

Loan Modifications

As previously discussed, as of January 1, 2023, the Company adopted the new guidance which eliminated the recognition and measurement guidance on TDRs for creditors, and requires enhanced disclosures about loan modifications for borrowers experiencing financial difficulty. Loan modifications are typically structured to create affordable payments for the debtor and can be achieved in a variety of ways. The Bank modifies loans by reducing interest rates and/or lengthening loan amortization schedules. The Bank may also reconfigure a single loan into two or more loans ("A/B Note"). The typical A/B Note restructure results in a "bad" loan which is charged off and a "good" loan or loans, the terms of which comply with the Bank's customary underwriting policies. The debt charged off on the "bad" loan is not forgiven to the debtor.

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The following table presents the amortized cost basis of the loans held for investment modified for borrowers experiencing financial difficulty grouped by portfolio segment and type of modification granted during the periods presented (in thousands).

Three Months Ended September 30, 2023	Interest Rate		Term		Principal		Payment	Total Modifications as a % of Portfolio
	Reduction	Extension	Forgiveness	Delay	Segment			
Commercial real estate:								
Non-owner occupied	\$ —	\$ 382	\$ —	\$ —				— %
Owner occupied	—	12	—	—				— %
Commercial and industrial	—	11,440	—	—				0.7 %
Construction and land development	—	—	—	—				— %
1-4 family residential	—	—	—	—				— %
Consumer	—	—	—	—				— %
Broker-dealer	—	—	—	—				— %
Total	\$ —	\$ 11,834	\$ —	\$ —				0.1 %

Nine Months Ended September 30, 2023	Interest Rate		Term		Principal		Payment	Total Modifications as a % of Portfolio
	Reduction	Extension	Forgiveness	Delay	Segment			
Commercial real estate:								
Non-owner occupied	\$ —	\$ 34,784	\$ —	\$ —				1.9 %
Owner occupied	—	2,205	—	—				0.2 %
Commercial and industrial	—	15,057	—	2,868				1.1 %
Construction and land development	—	286	—	—				— %
1-4 family residential	—	—	—	—				— %
Consumer	—	—	—	—				— %
Broker-dealer	—	—	—	—				— %
Total	\$ —	\$ 52,332	\$ —	\$ 2,868				0.7 %

The following table presents the financial effects of the loans held for investment modified for borrowers experiencing financial difficulty during the periods presented (in thousands).

	Weighted-Average Term Extension (in months)	
	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Commercial real estate:		
Non-owner occupied	12	26
Owner occupied	24	35
Commercial and industrial	11	11
Construction and land development	—	9
1-4 family residential	—	—
Consumer	—	—
Broker-dealer	—	—
Total	11	22

There were no loans that have been modified during the nine months ended September 30, 2023 for which a payment was at least 30 days past due.

Troubled Debt Restructurings

There were no TDRs granted during the three months ended September 30, 2022. There were three TDRs granted during the nine months ended September 30, 2022 with an aggregate balance at date of extension of \$3.6 million and an aggregate balance at September 30, 2022 of \$2.9 million. The Bank had no unadvanced commitments to borrowers whose loans had been restructured in TDRs at September 30, 2022. There were no TDRs granted during the twelve months preceding September 30, 2022 for which a payment was at least 30 days past due.

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Credit Risk Profile

Management tracks credit quality trends on a quarterly basis related to: (i) past due levels, (ii) non-performing asset levels, (iii) classified loan levels, and (iv) general economic conditions in state and local markets. The Company defines classified loans as loans with a risk rating of substandard, doubtful or loss. There have been no changes to the risk rating internal grades utilized for commercial loans as described in detail in Note 6 to the consolidated financial statements in the Company's 2022 Form 10-K.

The following table presents loans held for investment grouped by asset class and credit quality indicator, segregated by year of origination or renewal (in thousands).

September 30, 2023	Amortized Cost Basis by Origination Year						Loans		
	2023	2022	2021	2020	2019	2018 and Prior	Revolving	Converted to Term Loans	Total
Commercial real estate: non-owner occupied									
Internal Grade 1-3 (Pass low risk)	\$ 3,163	\$ 31,616	\$ 32,778	\$ 17,913	\$ 7,735	\$ 5,594	\$ (26)	\$ 189	\$ 98,962
Internal Grade 4-7 (Pass normal risk)	129,170	286,269	370,985	118,082	69,726	48,999	34,867	16,725	1,074,823
Internal Grade 8-11 (Pass high risk and watch)	107,113	176,060	102,960	92,100	55,752	77,102	13,320	814	625,221
Internal Grade 12 (Special mention)	—	—	—	—	—	—	—	—	—
Internal Grade 13 (Substandard accrual)	40,821	11,736	14,108	2,553	6,812	752	—	—	76,782
Internal Grade 14 (Substandard non-accrual)	382	1,414	—	—	—	579	—	—	2,375
Current period gross charge-offs	—	—	—	—	—	34	—	—	34
Commercial real estate: owner occupied									
Internal Grade 1-3 (Pass low risk)	\$ 37,769	\$ 30,817	\$ 105,834	\$ 41,817	\$ 17,690	\$ 45,379	\$ 2,238	\$ 14,321	\$ 295,865
Internal Grade 4-7 (Pass normal risk)	93,484	172,896	148,564	71,022	63,119	123,573	16,538	—	689,196
Internal Grade 8-11 (Pass high risk and watch)	47,496	79,546	72,988	89,217	19,041	66,033	5,149	1,505	380,975
Internal Grade 12 (Special mention)	—	—	—	—	1,024	—	—	—	1,024
Internal Grade 13 (Substandard accrual)	2,546	3,384	5,166	7,548	5,656	11,314	98	—	35,712
Internal Grade 14 (Substandard non-accrual)	12	4,053	655	—	—	244	—	—	4,964
Current period gross charge-offs	—	—	—	—	—	977	—	—	977
Commercial and industrial									
Internal Grade 1-3 (Pass low risk)	\$ 19,309	\$ 30,115	\$ 30,538	\$ 15,463	\$ 20,118	\$ 1,857	\$ 28,897	\$ 17	\$ 146,314
Internal Grade 4-7 (Pass normal risk)	58,360	80,794	135,009	25,721	4,521	10,508	279,576	21,522	616,011
Internal Grade 8-11 (Pass high risk and watch)	85,308	127,147	39,601	38,824	7,464	8,063	234,197	2,688	543,292
Internal Grade 12 (Special mention)	—	—	132	—	—	—	33,841	—	33,973
Internal Grade 13 (Substandard accrual)	4,106	1,453	4,066	3,992	3,806	370	24,681	22,691	65,165
Internal Grade 14 (Substandard non-accrual)	69	370	147	1,917	—	3,776	—	3,911	10,190
Current period gross charge-offs	276	3,041	87	—	25	586	—	—	4,015
Construction and land development									
Internal Grade 1-3 (Pass low risk)	\$ 5,322	\$ 15,201	\$ 12,927	\$ —	\$ 812	\$ 341	\$ —	\$ —	\$ 34,603
Internal Grade 4-7 (Pass normal risk)	213,083	255,710	98,331	28,393	868	1,786	27,943	—	626,114
Internal Grade 8-11 (Pass high risk and watch)	141,367	163,554	46,959	4,073	2,370	232	1,436	9,486	369,477
Internal Grade 12 (Special mention)	—	—	373	—	—	—	—	—	373
Internal Grade 13 (Substandard accrual)	14,613	3,788	—	11,247	—	—	—	2,393	32,041
Internal Grade 14 (Substandard non-accrual)	277	285	—	—	—	—	—	—	562
Current period gross charge-offs	—	—	—	—	—	—	—	—	—
Construction and land development - individuals									
FICO less than 620	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
FICO between 620 and 720	2,750	867	—	—	—	919	—	—	4,536
FICO greater than 720	17,035	3,432	121	51	—	—	—	—	20,639
Substandard non-accrual	—	—	—	—	—	—	—	—	—
Other (1)	356	—	—	—	—	—	—	—	356
Current period gross charge-offs	—	—	—	—	—	—	—	—	—
1-4 family residential									
FICO less than 620	\$ —	\$ 1,457	\$ 646	\$ 756	\$ 255	\$ 23,792	\$ 237	\$ —	\$ 27,143
FICO between 620 and 720	3,333	16,876	12,627	6,739	4,837	25,693	1,714	—	71,819
FICO greater than 720	136,432	546,544	742,656	90,218	38,609	55,815	3,547	630	1,614,451
Substandard non-accrual	—	534	—	—	—	8,937	—	—	9,471
Other (1)	20,233	21,387	12,008	1,385	2,238	3,122	2	—	60,375
Current period gross charge-offs	—	—	—	—	—	73	—	—	73

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September 30, 2023	Amortized Cost Basis by Origination Year					Loans			
	2023	2022	2021	2020	2019	2018 and Prior	Revolving	Converted to Term Loans	Total
Consumer									
FICO less than 620	\$ 709	\$ 546	\$ 47	\$ 88	\$ 8	\$ 4	\$ 352	\$ 7	\$ 1,761
FICO between 620 and 720	2,879	2,084	571	316	159	40	1,926	10	7,985
FICO greater than 720	2,527	3,163	1,011	726	78	2	2,416	1	9,924
Substandard non-accrual	—	—	—	—	—	7	—	—	7
Other (1)	3,598	2,064	336	312	64	15	146	—	6,535
Current period gross charge-offs	194	54	6	6	3	11	—	—	274
Total loans with credit quality measures	\$ 1,193,622	\$ 2,075,162	\$ 1,992,144	\$ 670,473	\$ 332,762	\$ 524,848	\$ 713,095	\$ 96,910	\$ 7,599,016
Commercial and industrial (mortgage warehouse lending)								\$ 237,793	
Commercial and industrial (loans accounted for at fair value)								\$ 9,999	
Broker-dealer (margin loans and correspondent receivables)								\$ 357,244	
Total loans held for investment								\$ 8,204,052	

(1) Loans classified in this category were assigned a FICO score for credit modeling purposes.

6. Allowance for Credit Losses

Available for Sale Securities and Held to Maturity Securities

The Company has evaluated available for sale debt securities that are in an unrealized loss position and has determined that any decline in value is unrelated to credit loss and related to changes in market interest rates since purchase. None of the available for sale debt securities held were past due at September 30, 2023. In addition, as of September 30, 2023, the Company had not made a decision to sell any of its debt securities held, nor did the Company consider it more likely than not that it would be required to sell such securities before recovery of their amortized cost basis. The Company does not expect to have credit losses associated with the debt securities and no allowance was recognized on the debt securities portfolio.

Loans Held for Investment

The allowance for credit losses for loans held for investment represents management's best estimate of all expected credit losses over the expected contractual life of our existing portfolio. Management's methodology for determining the allowance for credit losses uses the current expected credit losses ("CECL") standard. Management considers the level of allowance for credit losses to be a reasonable and supportable estimate of expected credit losses inherent within the loans held for investment portfolio as of September 30, 2023. While the Company believes it has an appropriate allowance for the existing loan portfolio at September 30, 2023, additional provision for losses on existing loans may be necessary in the future. Future changes in the allowance for credit losses are expected to be volatile given dependence upon, among other things, the portfolio composition and quality, as well as changes in macroeconomic forecasts and loan cash flow assumptions. In addition to the allowance for credit losses, the Company maintains a separate allowance for credit losses related to off-balance sheet credit exposures, including unfunded loan commitments, and this amount is included in other liabilities within the consolidated balance sheets. For further information on the policies that govern the estimation of the allowances for credit losses levels, see Note 1 to the consolidated financial statements in the Company's 2022 Form 10-K.

One of the most significant judgments involved in estimating the Company's allowance for credit losses relates to the macroeconomic forecasts used to estimate credit losses over the reasonable and supportable forecast period. To determine our best estimate of expected credit losses as of September 30, 2023, the Company utilized a single macroeconomic alternative scenario, or S7, published by Moody's Analytics in September 2023 that was updated to reflect the U.S. economic outlook. This alternative economic scenario expects inflation persistently higher than the baseline scenario as uneven supply chain and labor market conditions continue to reflect the impact of international armed conflicts, tighter lending standards resulting from bank failures earlier in 2023, and still elevated interest rates contribute to a mild U.S recession starting in the first quarter of 2024. Federal Reserve monetary policy maintains the elevated interest rates to a federal funds rate at the baseline target range of 5.25% to 5.50% into early 2024. Significant variables that impact the modeled losses across our loan portfolios are the U.S. Real Gross Domestic Product, or GDP, growth rates and unemployment rate assumptions. Changes in these assumptions and forecasts of economic conditions could significantly affect the estimate of expected credit losses at the balance sheet date or between reporting periods.

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During the three months ended September 30, 2022, the reversal of credit losses reflected modest improvements in the U.S. economic outlook compared to assumptions in the prior quarter outlook, and in specific reserves and credit metrics since the prior quarter, while the increase in provision for credit losses during the nine months ended September 30, 2022 was driven by a deteriorating U.S. economic outlook since December 31, 2021. The net impact to the allowance of changes associated with individually evaluated loans during the three and nine months ended September 30, 2022 included reversals of credit losses of \$0.2 million and \$1.2 million, respectively, while collectively evaluated loans included a reversal of credit losses of \$0.5 million, compared to a provision for credit losses of \$ 5.9 million, respectively. The changes in the allowance for credit losses during the noted periods were primarily attributable to the Bank and also reflected other factors including, but not limited to, loan mix, and changes in loan balances and qualitative factors from the prior quarter. The changes in the allowance during the three and nine months ended September 30, 2022 were also impacted by net charge-offs of \$2.7 million and \$4.2 million, respectively.

During the three months ended September 30, 2023, the slight reversal of credit losses reflected improvements to the U.S. economic outlook and decreases in specific reserves of \$0.7 million within our broker dealer segment, offset by increases in specific reserves and net portfolio changes within the banking segment. The increase in the provision for credit losses during the nine months ended September 30, 2023 reflected a significant build in the allowance related to loan portfolio changes since December 31, 2022 and a deteriorating outlook for commercial real estate markets. Specific to the Bank, the net impact to the allowance of changes associated with collectively evaluated loans during the three and nine months ended September 30, 2023 included a reversal of credit losses of \$0.3 million, compared to a provision for credit losses of \$14.2 million, respectively, on collectively evaluated loans, while the net impact to the allowance of changes associated with individually evaluated loans during the three and nine months ended September 30, 2023 included a provision for credit losses of \$0.9 million and \$3.0 million, respectively. The changes in the allowance for credit losses during the noted periods were primarily attributable to the Bank and also reflected other factors including, but not limited to, loan mix, and changes in loan balances and qualitative factors from the prior quarter. The changes in the allowance during the three and nine months ended September 30, 2023 were also impacted by net recoveries of \$1.6 million and net charge-offs of \$ 1.7 million, respectively.

Changes in the allowance for credit losses for loans held for investment, distributed by portfolio segment, are shown below (in thousands).

Three Months Ended September 30, 2023	Balance, Beginning of Period	Provision for (Reversal of) Credit Losses	Loans Charged Off	Recoveries on Charged Off Loans	Balance, End of Period
Commercial real estate	\$ 71,462	\$ (1,567)	\$ (34)	\$ 10	\$ 69,871
Commercial and industrial	17,315	838	(936)	2,505	19,722
Construction and land development	7,395	1,575	—	—	8,970
1-4 family residential	11,618	(179)	—	33	11,472
Consumer	615	8	(152)	130	601
Broker-dealer	901	(715)	—	—	186
Total	\$ 109,306	\$ (40)	\$ (1,122)	\$ 2,678	\$ 110,822

Nine Months Ended September 30, 2023	Balance, Beginning of Period	Provision for (Reversal of) Credit Losses	Loans Charged Off	Recoveries on Charged Off Loans	Balance, End of Period
Commercial real estate	\$ 63,255	\$ 7,586	\$ (1,011)	\$ 41	\$ 69,871
Commercial and industrial	16,035	4,417	(4,015)	3,285	19,722
Construction and land development	6,051	2,919	—	—	8,970
1-4 family residential	9,313	2,147	(73)	85	11,472
Consumer	554	106	(274)	215	601
Broker-dealer	234	(48)	—	—	186
Total	\$ 95,442	\$ 17,127	\$ (5,373)	\$ 3,626	\$ 110,822

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Hilltop Holdings Inc. and Subsidiaries
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Three Months Ended September 30, 2022	Balance, Beginning of Period	Provision for (Reversal of) Credit Losses	Loans Charged Off	Recoveries on Charged Off Loans	Balance, End of Period
Commercial real estate	\$ 63,719	\$ (560)	\$ —	\$ 41	\$ 63,200
Commercial and industrial	19,836	(1,002)	(3,096)	370	16,108
Construction and land development	4,996	(228)	—	—	4,768
1-4 family residential	5,554	1,049	(14)	23	6,612
Consumer	542	91	(149)	90	574
Broker-dealer	651	(130)	—	—	521
Total	\$ 95,298	\$ (780)	\$ (3,259)	\$ 524	\$ 91,783

Nine Months Ended September 30, 2022	Balance, Beginning of Period	Provision for (Reversal of) Credit Losses	Loans Charged Off	Recoveries on Charged Off Loans	Balance, End of Period
Commercial real estate	\$ 59,354	\$ 3,762	\$ —	\$ 84	\$ 63,200
Commercial and industrial	21,982	(1,681)	(6,197)	2,004	16,108
Construction and land development	4,674	94	—	—	4,768
1-4 family residential	4,589	2,014	(62)	71	6,612
Consumer	578	136	(361)	221	574
Broker-dealer	175	346	—	—	521
Total	\$ 91,352	\$ 4,671	\$ (6,620)	\$ 2,380	\$ 91,783

Unfunded Loan Commitments

The Bank uses a process similar to that used in estimating the allowance for credit losses on the funded portion to estimate the allowance for credit loss on unfunded loan commitments. The allowance is based on the estimated exposure at default, multiplied by the lifetime Probability of Default grade and Loss Given Default grade for that particular loan segment. The Bank estimates expected losses by calculating a commitment usage factor based on industry usage factors. The commitment usage factor is applied over the relevant contractual period. Loss factors from the underlying loans to which commitments are related are applied to the results of the usage calculation to estimate any liability for credit losses related for each loan type. The expected losses on unfunded commitments align with statistically calculated parameters used to calculate the allowance for credit losses on the funded portion. There is no reserve calculated for letters of credit as they are issued primarily as credit enhancements and the likelihood of funding is low.

Changes in the allowance for credit losses for loans with off-balance sheet credit exposures are shown below (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 7,992	\$ 6,931	\$ 7,784	\$ 5,880
Other noninterest expense	559	87	767	1,138
Balance, end of period	\$ 8,551	\$ 7,018	\$ 8,551	\$ 7,018

The increase in the reserve for unfunded commitments during the nine months ended September 30, 2022 was due to increases in both loan expected loss rates and available commitment balances. During the three and nine months ended September 30, 2023, the increases in the reserve for unfunded commitments were primarily due to increases in expected loss rates.

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7. Mortgage Servicing Rights

The following tables present the changes in fair value of the Company's MSR asset and other information related to the serviced portfolio (dollars in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 95,101	\$ 121,688	\$ 100,825	\$ 86,990
Additions	3,759	29,340	23,859	47,850
Sales	—	—	(19,055)	(1,876)
Changes in fair value:				
Due to changes in model inputs or assumptions ⁽¹⁾	7,373	7,942	2,834	32,035
Due to customer payoffs	(1,282)	(2,431)	(3,512)	(8,460)
Balance, end of period	<u>\$ 104,951</u>	<u>\$ 156,539</u>	<u>\$ 104,951</u>	<u>\$ 156,539</u>
			September 30, 2023	December 31, 2022
Mortgage loans serviced for others ⁽²⁾			\$ 5,105,947	\$ 5,144,558
MSR asset as a percentage of serviced mortgage loans			2.06 %	1.96 %

(1) Primarily represents normal customer payments, the impact of changes in interest rates, changes in discount rates and prepayment speed assumptions, and the refinement of other MSR model assumptions.
(2) Represents unpaid principal balance of mortgage loans serviced for others.

The key assumptions used in measuring the fair value of the Company's MSR asset were as follows.

	September 30, 2023	December 31, 2022
Weighted average constant prepayment rate	7.30 %	8.14 %
Weighted average discount rate	11.70 %	12.10 %
Weighted average life (in years)	9.0	8.4

A sensitivity analysis of the fair value of the Company's MSR asset to certain key assumptions is presented in the following table (in thousands).

	September 30, 2023	December 31, 2022
Constant prepayment rate:		
Impact of 10% adverse change	\$ (3,207)	\$ (3,288)
Impact of 20% adverse change	(6,227)	(6,375)
Discount rate:		
Impact of 10% adverse change	(5,100)	(4,797)
Impact of 20% adverse change	(9,718)	(9,147)

This sensitivity analysis presents the effect of hypothetical changes in key assumptions on the fair value of the MSR asset. The effect of such hypothetical change in assumptions generally cannot be extrapolated because the relationship of the change in one key assumption to the change in the fair value of the MSR asset is not linear. In addition, in the analysis, the impact of an adverse change in one key assumption is calculated independent of any impact on other assumptions. In reality, changes in one assumption may change another assumption.

Contractually specified servicing fees, late fees and ancillary fees earned of \$ 8.5 million and \$9.9 million during the three months ended September 30, 2023 and 2022, respectively, and \$24.2 million and \$27.3 million during the nine months ended September 30, 2023 and 2022, respectively, were included in net gains from sale of loans and other mortgage production income within the consolidated statements of operations.

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8. Deposits

Deposits are summarized as follows (in thousands).

	September 30, 2023	December 31, 2022
Noninterest-bearing demand	\$ 3,200,247	\$ 3,968,862
Interest-bearing:		
Demand accounts	4,406,393	4,110,418
Brokered - demand	308,513	5,336
Money market	1,739,708	2,045,554
Brokered - money market	7,376	9,031
Savings	264,111	312,140
Time	1,084,276	864,408
Brokered - time	92,473	—
	<u><u>\$ 11,103,097</u></u>	<u><u>\$ 11,315,749</u></u>

At September 30, 2023, remaining maturities of estimated uninsured time deposits greater than \$250,000 were \$ 432.5 million.

9. Short-term Borrowings

Short-term borrowings are summarized as follows (in thousands).

	September 30, 2023	December 31, 2022
Federal funds purchased	\$ 447,858	\$ 397,108
Securities sold under agreements to repurchase	226,812	297,856
Federal Home Loan Bank	—	—
Short-term bank loans	—	57,500
Commercial paper	208,329	217,592
	<u><u>\$ 882,999</u></u>	<u><u>\$ 970,056</u></u>

Federal Funds Purchased and Securities Sold under Agreements to Repurchase

Federal funds purchased and securities sold under agreements to repurchase generally mature one to ninety days from the transaction date, on demand, or on some other short-term basis. The Bank and the Hilltop Broker-Dealers execute transactions to sell securities under agreements to repurchase with both customers and other broker-dealers. Securities involved in these transactions are held by the Bank, the Hilltop Broker-Dealers or a third-party dealer.

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Information concerning federal funds purchased and securities sold under agreements to repurchase is shown in the following tables (dollars in thousands).

	<u>Nine Months Ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Average balance during the period	\$ 797,489	\$ 530,180
Average interest rate during the period	5.40 %	1.36 %
	<u>September 30,</u>	<u>December 31,</u>
	<u>2023</u>	<u>2022</u>
Average interest rate at end of period	5.56 %	4.37 %
Securities underlying the agreements at end of period:		
Carrying value	\$ 226,846	\$ 296,075
Estimated fair value	\$ 243,825	\$ 318,409

Federal Home Loan Bank ("FHLB")

FHLB short-term borrowings mature over terms not exceeding 365 days and are collateralized by FHLB Dallas stock, nonspecified real estate loans and certain specific commercial real estate loans. Other information regarding FHLB short-term borrowings is shown in the following table (dollars in thousands).

	<u>Nine Months Ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Average balance during the period	\$ 180,861	\$ —
Average interest rate during the period	5.08 %	— %
	<u>September 30,</u>	<u>December 31,</u>
	<u>2023</u>	<u>2022</u>
Average interest rate at end of period	— %	— %

Short-Term Bank Loans

The Hilltop Broker-Dealers use short-term bank loans periodically to finance securities owned, margin loans to customers and correspondents and underwriting activities. Interest on the borrowings varies with the federal funds rate. At September 30, 2023 there were no outstanding short-term bank loans.

Commercial Paper

Hilltop Securities uses the net proceeds (after deducting related issuance expenses) from the sale of two commercial paper programs for general corporate purposes, including working capital and the funding of a portion of its securities inventories. The commercial paper notes ("CP Notes") may be issued with maturities of 14 days to 270 days from the date of issuance. The CP Notes are issued under two separate programs, Series 2019-1 CP Notes and Series 2019-2 CP Notes, in maximum aggregate amounts of \$300 million and \$200 million, respectively. The CP Notes are not redeemable prior to maturity or subject to voluntary prepayment and do not bear interest, but are sold at a discount to par. The CP Notes are secured by a pledge of collateral owned by Hilltop Securities. As of September 30, 2023, the weighted average maturity of the CP Notes was 133 days at a rate of 6.22%, with a weighted average remaining life of 65 days. At September 30, 2023, the aggregate amount outstanding under these secured arrangements was \$208.3 million, which was collateralized by securities held for Hilltop Securities accounts valued at \$231.7 million.

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10. Notes Payable

Notes payable consisted of the following (in thousands).

	September 30, 2023	December 31, 2022
Senior Notes due April 2025, net of discount of \$ 552 and \$699, respectively	\$ 149,448	\$ 149,301
Subordinated Notes due May 2030, net of discount of \$ 536 and \$610, respectively	49,464	49,390
Subordinated Notes due May 2035, net of discount of \$ 1,892 and \$2,037, respectively	148,108	147,963
	<u><u>\$ 347,020</u></u>	<u><u>\$ 346,654</u></u>

11. Leases

Supplemental balance sheet information related to finance leases is as follows (in thousands).

	September 30, 2023	December 31, 2022
Finance leases:		
Premises and equipment	\$ 7,780	\$ 7,780
Accumulated depreciation	(6,390)	(5,948)
Premises and equipment, net	<u><u>\$ 1,390</u></u>	<u><u>\$ 1,832</u></u>

The components of lease costs, including short-term lease costs, are as follows (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating lease cost	\$ 8,488	\$ 9,121	\$ 26,231	\$ 28,078
Less operating lease and sublease income	(655)	(633)	(1,965)	(1,762)
Net operating lease cost	<u><u>\$ 7,833</u></u>	<u><u>\$ 8,488</u></u>	<u><u>\$ 24,266</u></u>	<u><u>\$ 26,316</u></u>
Finance lease cost:				
Amortization of ROU assets	\$ 147	\$ 147	\$ 442	\$ 442
Interest on lease liabilities	104	118	324	363
Total finance lease cost	<u><u>\$ 251</u></u>	<u><u>\$ 265</u></u>	<u><u>\$ 766</u></u>	<u><u>\$ 805</u></u>

Supplemental cash flow information related to leases is as follows (in thousands).

	Nine Months Ended September 30,	
	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 27,899	\$ 27,387
Operating cash flows from finance leases	326	366
Financing cash flows from finance leases	628	563
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	\$ 11,396	\$ 12,336
Finance leases	—	—

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Hilltop Holdings Inc. and Subsidiaries
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Information regarding the lease terms and discount rates of the Company's leases is as follows.

Lease Classification	September 30, 2023		December 31, 2022	
	Weighted Average Remaining Lease Term (Years)	Weighted Average Discount Rate	Weighted Average Remaining Lease Term (Years)	Weighted Average Discount Rate
Operating	5.4	4.48 %	5.7	3.89 %
Finance	3.4	4.95 %	4.0	4.89 %

Future minimum lease payments under lease agreements as of September 30, 2023, are presented below (in thousands).

	Operating Leases	Finance Leases
2023	\$ 8,530	\$ 325
2024	29,882	1,163
2025	23,898	886
2026	18,833	813
2027	14,987	448
Thereafter	32,115	149
Total minimum lease payments	128,245	3,784
Less amount representing interest	(13,911)	(1,009)
Lease liabilities	\$ 114,334	\$ 2,775

As of September 30, 2023, the Company had an additional operating lease that has not yet commenced with aggregate future minimum lease payments of approximately \$2.2 million. This operating lease is expected to commence in March 2024 with a lease term of two years.

12. Income Taxes

The Company applies an estimated annual effective rate to interim period pre-tax income to calculate the income tax provision for the quarter in accordance with the principal method prescribed by the accounting guidance established for computing income taxes in interim periods. The Company's effective tax rates were 25.2% and 21.8% for the three months ended September 30, 2023 and 2022, respectively, and 21.6% and 22.7% for the nine months ended September 30, 2023 and 2022, respectively. The effective tax rate during the three months ended September 30, 2023 was higher than the applicable statutory rate primarily due to the impact of non-deductible compensation expense and other permanent adjustments. During the nine months ended September 30, 2023, the effective tax rate differs from the applicable statutory rate primarily due to the impacts of excess tax benefits on share-based payment awards, investments in tax-exempt instruments and changes in accumulated tax reserves, partially offset by nondeductible expenses and the booking of additional taxes from a recent change in the source of funding for an acquired non-qualified, deferred compensation plan.

13. Commitments and Contingencies

Legal Matters

The Company is subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. The Company evaluates these contingencies based on information currently available, including advice of counsel. The Company establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. A portion of the Company's exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies, the Company does not take into account the availability of insurance coverage. When it is practicable, the Company estimates loss contingencies for possible litigation and claims, whether or not there is an accrued probable loss. When the Company is able to estimate such probable losses, and when it estimates that it is reasonably possible it could incur losses in excess of amounts accrued, the Company is required to make a disclosure of

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the aggregate estimation. As available information changes, however, the matters for which the Company is able to estimate, as well as the estimates themselves, will be adjusted accordingly.

Assessments of litigation and claims exposures are difficult due to many factors that involve inherent unpredictability. Those factors include the following: the varying stages of the proceedings, particularly in the early stages; unspecified, unsupported, or uncertain damages; damages other than compensatory, such as punitive damages; a matter presenting meaningful legal uncertainties, including novel issues of law; multiple defendants and jurisdictions; whether discovery has begun or is complete; whether meaningful settlement discussions have commenced; and whether the claim involves a class action and if so, how the class is defined. As a result of some of these factors, the Company may be unable to estimate reasonably possible losses with respect to some or all of the pending and threatened litigation and claims asserted against the Company.

The Company is involved in information-gathering requests and investigations (both formal and informal), as well as reviews, examinations and proceedings (collectively, "Inquiries") by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding certain of its businesses, business practices and policies, as well as the conduct of persons with whom it does business. Additional Inquiries will arise from time to time. In connection with those Inquiries, the Company receives document requests, subpoenas and other requests for information. The Inquiries could develop into administrative, civil or criminal proceedings or enforcement actions that could result in consequences that have a material effect on the Company's consolidated financial position, results of operations or cash flows as a whole. Such consequences could include adverse judgments, findings, settlements, penalties, fines, orders, injunctions, restitution, or alterations in the Company's business practices, and could result in additional expenses and collateral costs, including reputational damage.

On June 8, 2022, WR Investments, LP ("WR") filed claims against Hilltop Securities, et al. through FINRA Dispute Resolution, Midwest Region. WR alleges it suffered a \$13.0 million loss in its sale of subordinated bonds related to a portfolio of senior living facilities sold by an affiliate of WR. Hilltop Securities believes the claims are without merit and intends to vigorously defend against such claims. There can be no assurance, however, that Hilltop Securities will be successful. At present, Hilltop Securities is unable to estimate the probability or amount of potential losses, if any, related to these claims.

In September 2020, PrimeLending received an investigative inquiry from the United States Attorney for the Western District of Virginia regarding PrimeLending's float down option. The United States Attorney has issued grand jury subpoenas to PrimeLending and PlainsCapital Bank for additional materials regarding this matter. PrimeLending has, and PrimeLending and PlainsCapital Bank will, cooperate with requests for information with respect to this matter.

While the final outcome of litigation and claims exposures or of any Inquiries is inherently unpredictable, management is currently of the opinion that the outcome of pending and threatened litigation and inquiries will not, except related to specific matters disclosed above, have a material effect on the Company's business, consolidated financial position, results of operations or cash flows as a whole. However, in the event of unexpected future developments, it is reasonably possible that an adverse outcome in any matter, including the matters discussed above, could be material to the Company's business, consolidated financial position, results of operations or cash flows for any particular reporting period of occurrence.

Indemnification Liability Reserve

The mortgage origination segment may be responsible to agencies, investors, or other parties for errors or omissions relating to its representations and warranties that each loan sold meets certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan. If determined to be at fault, the mortgage origination segment either repurchases the affected loan from or indemnifies the claimant against loss. The mortgage origination segment has established an indemnification liability reserve for such probable losses.

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Generally, the mortgage origination segment first becomes aware that an agency, investor, or other party believes a loss has been incurred on a sold loan when it receives a written request from the claimant to repurchase the loan or reimburse the claimant's losses. Upon completing its review of the claimant's request, the mortgage origination segment establishes a specific claims reserve for the loan if it concludes its obligation to the claimant is both probable and reasonably estimable.

An additional reserve has been established for probable agency, investor or other party losses that may have been incurred, but not yet reported to the mortgage origination segment based upon a reasonable estimate of such losses. Factors considered in the calculation of this reserve include, but are not limited to, the total volume of loans sold exclusive of specific claimant requests, actual claim inquiries, claim settlements and the severity of estimated losses resulting from future claims, and the mortgage origination segment's history of successfully curing defects identified in claim requests.

While the mortgage origination segment's sales contracts typically include borrower early payment default repurchase provisions, these provisions have not been a primary driver of claims to date, and therefore, are not a primary factor considered in the calculation of this reserve.

At September 30, 2023 and December 31, 2022, the mortgage origination segment's indemnification liability reserve totaled \$13.6 million and \$20.5 million, respectively. The provision for indemnification losses was \$ 0.5 million and \$0.1 million during the three months ended September 30, 2023 and 2022, respectively, and \$1.3 million and \$1.3 million during the nine months ended September 30, 2023 and 2022, respectively.

The following tables provide for a rollforward of claims activity for loans put-back to the mortgage origination segment based upon an alleged breach of a representation or warranty with respect to a loan sold and related indemnification liability reserve activity (in thousands).

	Representation and Warranty Specific Claims Activity - Origination Loan Balance			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 27,567	\$ 28,715	\$ 31,244	\$ 31,407
Claims made	6,572	14,247	37,582	42,305
Claims resolved with no payment	(1,633)	(4,378)	(11,418)	(12,352)
Repurchases	(4,430)	(11,320)	(25,430)	(34,096)
Indemnification payments	(386)	—	(4,288)	—
Balance, end of period	<u>\$ 27,690</u>	<u>\$ 27,264</u>	<u>\$ 27,690</u>	<u>\$ 27,264</u>

	Indemnification Liability Reserve Activity			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 15,058	\$ 23,750	\$ 20,528	\$ 27,424
Additions for new sales	480	608	1,317	2,123
Repurchases	(1,896)	(1,591)	(7,781)	(6,367)
Early payment defaults	(65)	(90)	(295)	(212)
Indemnification payments	(27)	—	(219)	—
Change in reserves for loans sold in prior years	—	(553)	—	(844)
Balance, end of period	<u>\$ 13,550</u>	<u>\$ 22,124</u>	<u>\$ 13,550</u>	<u>\$ 22,124</u>

	September 30,	December 31,
	2023	2022
Reserve for Indemnification Liability:		
Specific claims	\$ 1,109	\$ 627
Incurred but not reported claims	12,441	19,901
Total	<u>\$ 13,550</u>	<u>\$ 20,528</u>

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Although management considers the total indemnification liability reserve to be appropriate, there may be changes in the reserve over time to address incurred losses due to unanticipated adverse changes in the economy and historical loss patterns, discrete events adversely affecting specific borrowers or industries, and/or actions taken by institutions or investors. The impact of such matters is considered in the reserving process when probable and estimable.

14. Financial Instruments with Off-Balance Sheet Risk

Banking

The Bank is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit that involve varying degrees of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements. Such financial instruments are recorded in the consolidated financial statements when they are funded or related fees are incurred or received. The contract amounts of those instruments reflect the extent of involvement (and therefore the exposure to credit loss) the Bank has in particular classes of financial instruments.

Commitments to extend credit are agreements to lend to a customer provided that the terms established in the contract are met. Commitments generally have fixed expiration dates and may require payment of fees. Because some commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third-party. These letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan commitments to customers.

In the aggregate, the Bank had outstanding unused commitments to extend credit of \$ 2.2 billion at September 30, 2023 and outstanding financial and performance standby letters of credit of \$49.5 million at September 30, 2023.

The Bank uses the same credit policies in making commitments and standby letters of credit as it does for loans held for investment. The amount of collateral obtained, if deemed necessary, in these transactions is based on management's credit evaluation of the borrower. Collateral held varies but may include real estate, accounts receivable, marketable securities, interest-bearing deposit accounts, inventory, and property, plant and equipment.

Broker-Dealer

In the normal course of business, the Hilltop Broker-Dealers execute, settle, and finance various securities transactions that may expose the Hilltop Broker-Dealers to off-balance sheet risk in the event that a customer or counterparty does not fulfill its contractual obligations. Examples of such transactions include the sale of securities not yet purchased by customers or for the accounts of the Hilltop Broker-Dealers, use of derivatives to support certain non-profit housing organization clients and to hedge changes in the fair value of certain securities, clearing agreements between the Hilltop Broker-Dealers and various clearinghouses and broker-dealers, secured financing arrangements that involve pledged securities, and when-issued underwriting and purchase commitments.

15. Stock-Based Compensation

Since 2012, the Company has issued stock-based incentive awards pursuant to the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "2012 Plan"). In July 2020, pursuant to stockholders' approval, the Company adopted the Hilltop Holdings Inc. 2020 Equity Incentive Plan (the "2020 Plan"). The 2020 Plan serves as successor to the 2012 Plan.

During the nine months ended September 30, 2023 and 2022, Hilltop granted 14,440 and 16,501 shares of common stock, respectively, pursuant to the 2020 Equity Plan to certain non-employee members of the Company's board of directors for services rendered to the Company.

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Restricted Stock Units

The following table summarizes information about nonvested restricted stock unit ("RSU") activity for the nine months ended September 30, 2023 (shares in thousands).

	RSUs		
	Outstanding	Weighted Average Grant Date	Fair Value
Balance, December 31, 2022	1,548	\$ 28.09	
Granted	479	\$ 34.36	
Vested/Released	(751)	\$ 21.93	
Forfeited	(16)	\$ 31.57	
Balance, September 30, 2023	<u>1,260</u>	<u>\$ 34.03</u>	

Vested/Released RSUs include an aggregate of 134,731 shares withheld to satisfy employee statutory tax obligations during the nine months ended September 30, 2023.

During the nine months ended September 30, 2023, the Compensation Committee of the board of directors of the Company awarded certain executives and key employees an aggregate of 386,850 RSUs pursuant to the 2020 Equity Plan. Of the RSUs granted during the nine months ended September 30, 2023, 292,262 that were outstanding at September 30, 2023, are subject to time-based vesting conditions and generally cliff vest on the third anniversary of the grant date. Of the RSUs granted during the nine months ended September 30, 2023, 88,073 that were outstanding at September 30, 2023, provide for cliff vesting based upon the achievement of certain performance goals over a three-year period.

At September 30, 2023, in the aggregate, 886,096 of the outstanding RSUs are subject to time-based vesting conditions and generally cliff vest on the third anniversary of the grant date, and 374,299 outstanding RSUs cliff vest based upon the achievement of certain performance goals over a three-year period. At September 30, 2023, unrecognized compensation expense related to outstanding RSUs of \$18.5 million is expected to be recognized over a weighted average period of 1.35 years.

16. Regulatory Matters

Banking and Hilltop

PlainsCapital, which includes the Bank and PrimeLending, and Hilltop are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory — and possibly additional discretionary — actions by regulators that, if undertaken, could have a direct, material effect on the consolidated financial statements. The regulations require PlainsCapital and Hilltop to meet specific capital adequacy guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company performs reviews of the classification and calculation of risk-weighted assets to ensure accuracy and compliance with the Basel III regulatory capital requirements as implemented by the Board of Governors of the Federal Reserve System. The capital classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Quantitative measures established by regulation to ensure capital adequacy require the companies to maintain minimum amounts and ratios (set forth in the following table) of Tier 1 capital (as defined in the regulations) to total average assets (as defined), and minimum ratios of common equity Tier 1, Tier 1 and total capital (as defined) to risk-weighted assets (as defined).

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III requires banking organizations to maintain a capital conservation buffer above minimum risk-based capital requirements measured relative to risk-weighted assets.

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The following table shows PlainsCapital's and Hilltop's actual capital amounts and ratios in accordance with Basel III compared to the regulatory minimum capital requirements including conservation buffer ratio in effect at the end of the period (dollars in thousands). Based on actual capital amounts and ratios shown in the following table, PlainsCapital's ratios place it in the "well capitalized" (as defined) capital category under regulatory requirements. Actual capital amounts and ratios as of September 30, 2023 reflect PlainsCapital's and Hilltop's decision to elect the transition option as issued by the federal banking regulatory agencies in March 2020 that permits banking institutions to mitigate the estimated cumulative regulatory capital effects from CECL over a five-year transitional period.

	September 30, 2023		December 31, 2022		Minimum Capital Requirements Including Conservation Buffer Ratio	To Be Well Capitalized Ratio
	Amount	Ratio	Amount	Ratio		
Tier 1 capital (to average assets):						
PlainsCapital	\$ 1,438,971	10.62 %	\$ 1,405,164	10.26 %	4.0 %	5.0 %
Hilltop	1,954,422	11.92 %	1,900,701	11.47 %	4.0 %	N/A
Common equity Tier 1 capital (to risk-weighted assets):						
PlainsCapital	1,438,971	15.31 %	1,405,164	14.98 %	7.0 %	6.5 %
Hilltop	1,954,422	18.60 %	1,900,701	18.23 %	7.0 %	N/A
Tier 1 capital (to risk-weighted assets):						
PlainsCapital	1,438,971	15.31 %	1,405,164	14.98 %	8.5 %	8.0 %
Hilltop	1,954,422	18.60 %	1,900,701	18.23 %	8.5 %	N/A
Total capital (to risk-weighted assets):						
PlainsCapital	1,546,036	16.45 %	1,492,576	15.91 %	10.5 %	10.0 %
Hilltop	2,262,945	21.54 %	2,187,652	20.98 %	10.5 %	N/A

Broker-Dealer

Pursuant to the net capital requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Hilltop Securities has elected to determine its net capital requirements using the alternative method. Accordingly, Hilltop Securities is required to maintain minimum net capital, as defined in Rule 15c3-1 promulgated under the Exchange Act, equal to the greater of \$1,000,000 or 2% of aggregate debit balances, as defined in Rule 15c3-3 promulgated under the Exchange Act. Additionally, the net capital rule of the NYSE provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than 5% of the aggregate debit items. Momentum Independent Network follows the primary (aggregate indebtedness) method, as defined in Rule 15c3-1 promulgated under the Exchange Act, which requires the maintenance of the larger of \$250,000 or 6-2/3% of aggregate indebtedness.

At September 30, 2023, the net capital position of each of the Hilltop Broker-Dealers was as follows (in thousands).

	Hilltop Securities	Momentum Independent Network
Net capital	\$ 233,291	\$ 4,602
Less: required net capital	7,109	250
Excess net capital	<u>\$ 226,182</u>	<u>\$ 4,352</u>
Net capital as a percentage of aggregate debit items		65.6 %
Net capital in excess of 5% aggregate debit items		<u>\$ 215,518</u>

Under certain conditions, Hilltop Securities may be required to segregate cash and securities in a special reserve account for the benefit of customers under Rule 15c3-3 promulgated under the Exchange Act. Assets segregated for regulatory purposes under the provisions of the Exchange Act are restricted and not available for general corporate purposes. At September 30, 2023 and December 31, 2022, the Hilltop Broker-Dealers held cash of \$47.5 million and \$67.7 million,

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respectively, segregated in special reserve bank accounts for the benefit of customers. The Hilltop Broker-Dealers were not required to segregate cash and securities in special reserve accounts for the benefit of proprietary accounts of introducing broker-dealers at September 30, 2023.

Mortgage Origination

As a mortgage originator, PrimeLending and its subsidiaries are subject to minimum capital, net worth and liquidity requirements established by HUD and GNMA, as applicable. On an annual basis, PrimeLending and its subsidiaries submit audited financial statements to HUD and GNMA, as applicable, documenting their respective compliance with minimum net worth and liquidity requirements. As of September 30, 2023, PrimeLending and its subsidiaries' minimum capital, net worth and liquidity exceeded the amounts required by both HUD and GNMA, as applicable.

17. Stockholders' Equity

Dividends

During the nine months ended September 30, 2023 and 2022, the Company declared and paid cash dividends of \$ 0.48 and \$0.45 per common share, or an aggregate of \$ 31.2 million and \$33.5 million, respectively.

On October 19, 2023, Hilltop's board of directors declared a quarterly cash dividend of \$ 0.16 per common share, payable on November 28, 2023, to all common stockholders of record as of the close of business on November 13, 2023.

Stock Repurchases

In January 2023, the Hilltop board of directors authorized a new stock repurchase program through January 2024, pursuant to which the Company is authorized to repurchase, in the aggregate, up to \$75.0 million of our outstanding common stock, inclusive of repurchases to offset dilution related to grants of stock-based compensation. During the nine months ended September 30, 2023, Hilltop paid \$4.5 million to repurchase an aggregate of 144,403 shares of our common stock at an average price of \$31.15 per share pursuant to the stock repurchase program.

The Company's stock repurchase program, prior year repurchases, and related accounting policy are discussed in detail in Note 1 and Note 23 to the consolidated financial statements included in the Company's 2022 Form 10-K.

18. Derivative Financial Instruments

The Company uses various derivative financial instruments to mitigate interest rate risk. The Bank's interest rate risk management strategy involves effectively managing the re-pricing characteristics of certain assets and liabilities to mitigate potential adverse impacts from changes in interest rates on the Bank's net interest margin. Additionally, the Bank manages variability of cash flows associated with its variable rate debt in interest-related cash outflows with interest rate swap contracts. PrimeLending has interest rate risk relative to interest rate lock commitments ("IRLCs") and its inventory of mortgage loans held for sale. PrimeLending is exposed to such interest rate risk from the time an IRLC is made to an applicant to the time the related mortgage loan is sold. To mitigate interest rate risk, PrimeLending executes forward commitments to sell mortgage-backed securities ("MBSs") and futures contracts. Additionally, PrimeLending has interest rate risk relative to its MSR asset and uses derivative instruments, including interest rate swaps and U.S. Treasury bond futures and options to hedge this risk. The Hilltop Broker-Dealers use forward commitments to both purchase and sell MBSs to facilitate customer transactions and as a means to hedge related exposure to interest rate risk in certain inventory positions. Additionally, Hilltop Securities uses various derivative instruments, including U.S. Treasury bond futures and options, futures contracts, credit default swaps and municipal market data ("MMD") rate locks, to hedge changes in the fair value of its securities.

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Non-Hedging Derivative Instruments and the Fair Value Option

As discussed in Note 3 to the consolidated financial statements, the Company has elected to measure substantially all mortgage loans held for sale at fair value under the provisions of the Fair Value Option. The election provides the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without applying hedge accounting provisions. The fair values of PrimeLending's IRLCs and forward commitments are recorded in other assets or other liabilities, as appropriate, and changes in the fair values of these derivative instruments are recorded as a component of net gains from sale of loans and other mortgage production income. These changes in fair value are attributable to changes in the volume of IRLCs, mortgage loans held for sale, commitments to purchase and sell MBSs and MSR assets, and changes in market interest rates. Changes in market interest rates also conversely affect the value of PrimeLending's mortgage loans held for sale and its MSR asset, which are measured at fair value under the Fair Value Option. The effect of the change in market interest rates on PrimeLending's loans held for sale and MSR asset is discussed in Note 7 to the consolidated financial statements. The fair values of the Hilltop Broker-Dealers' and the Bank's derivative instruments are recorded in other assets or other liabilities, as appropriate. Changes in the fair value of derivatives are presented in the following table (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Increase (decrease) in fair value of derivatives during period:				
PrimeLending	\$ (946)	\$ 2,276	\$ 5,840	\$ (10,975)
Hilltop Broker-Dealers	13,214	14,240	(4,016)	23,819
Bank	92	7	76	53

Hedging Derivative Instruments

The Company has entered into interest rate swap contracts to manage the exposure to changes in fair value associated with certain available for sale fixed rate collateralized mortgage-backed securities and fixed rate loans held for investment attributable to changes in the designated benchmark interest rate. Certain of these fair value hedges have been designated as a portfolio layer, which provides the Company the ability to execute a fair value hedge of the interest rate risk associated with a portfolio of similar prepayable assets whereby the last dollar amount estimated to remain in the portfolio of assets is identified as the hedged item. Additionally, the Company has outstanding interest rate swap contracts designated as cash flow hedges and utilized to manage the variability of cash flows associated with its variable rate borrowings.

Under each of its interest rate swap contracts designated as hedges, the Company receives a floating rate and pays a fixed rate on the outstanding notional amount. The Company assesses the hedge effectiveness both at the onset of the hedge and at regular intervals throughout the life of the derivative. To the extent that the derivative instruments are highly effective in offsetting the variability of the hedged cash flows or fair value, changes in the fair value of the derivatives designated as hedges of cash flows are included as a component of accumulated other comprehensive loss on our consolidated balance sheets and changes in the fair value of the derivatives designated as hedges of fair value are included in current earnings. Although the Company has determined at the onset of the hedges that the derivative instruments will be highly effective hedges throughout the term of the contract, any portion of derivative instruments subsequently determined to be ineffective will be recognized in earnings.

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Derivative positions are presented in the following table (in thousands).

	September 30, 2023		December 31, 2022	
	Notional Amount	Estimated Fair Value	Notional Amount	Estimated Fair Value
Derivative instruments (not designated as hedges):				
IRLCs	\$ 621,604	\$ 2,752	\$ 506,278	\$ 1,767
Commitments to purchase MBSs	2,283,755	(16,834)	819,681	2,435
Commitments to sell MBSs	3,074,491	31,497	2,188,964	10,711
Interest rate swaps	46,500	4,334	35,784	(1,421)
Interest rate swaps back-to-back (asset) ⁽¹⁾	1,421	120	—	—
Interest rate swaps back-to-back (liability) ⁽¹⁾	1,421	(124)	—	—
U.S. Treasury bond futures and options ⁽²⁾	338,600	(3,883)	395,500	(449)
Interest rate and other futures ⁽²⁾	399,200	—	2,612,000	—
Credit default swaps	4,000	2	3,000	(2)
Derivative instruments (designated as hedges):				
Interest rate swaps designated as cash flow hedges	\$ 410,000	\$ 21,447	\$ 430,000	\$ 21,703
Interest rate swaps designated as fair value hedges ⁽³⁾	325,272	49,315	365,323	42,828

(1) Noted derivative instruments include both customer-facing derivatives as well as offsetting derivatives facing other dealer banks. The fair value of these derivatives include a net credit valuation adjustment that was nominal at September 30, 2023, reducing the fair value of the liability.

(2) Noted derivative instruments include contracts between the Hilltop Broker-Dealers and counterparties with changes in fair value of the contracts that are settled daily.

(3) The Company designated \$325.3 million and \$365.3 million as the hedged amount (from a closed portfolio of prepayable available for sale securities and loans held for investment with a carrying value of \$275.8 million and \$322.5 million as of September 30, 2023 and December 31, 2022, respectively), of which, a subset of these hedges are in portfolio layer hedging relationships. The cumulative basis adjustment included in the carrying value of the hedged items totaled \$49.5 million and \$42.8 million as of September 30, 2023 and December 31, 2022, respectively.

The Bank and PrimeLending held cash collateral advances, in other liabilities within the consolidated balance sheets, of \$86.1 million and \$65.0 million to offset net asset derivative positions on its commitments to sell MBSs and derivative instruments designated as hedges at September 30, 2023 and December 31, 2022, respectively. PrimeLending had advanced cash collateral totaling \$0.1 million and \$8.4 million to offset net liability positions on its commitments to sell MBSs at September 30, 2023 and December 31, 2022, respectively. In addition, PrimeLending and the Hilltop Broker-Dealers had advanced cash collateral totaling \$13.4 million and \$10.6 million on various derivative instruments at September 30, 2023 and December 31, 2022, respectively. The advanced cash collateral amounts are included in other assets within the consolidated balance sheets.

Derivatives on Behalf of Customers

The Bank offers derivative contracts to certain customers in connection with their risk management needs. These derivatives include back-to-back interest rate swaps. The Bank manages the risk associated with these contracts by entering into an equal and offsetting derivative with a third-party dealer bank. These derivatives generally work together as an economic interest rate hedge, but the Bank does not designate them for hedge accounting treatment. Consequently, changes in fair value of the corresponding derivative financial asset or liability were recorded as either a charge or credit to current earnings during the period in which the changes in fair value occurred, typically resulting in no net earnings impact.

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19. Balance Sheet Offsetting

Certain financial instruments, including resale and repurchase agreements, securities lending arrangements and derivatives, may be eligible for offset in the consolidated balance sheets and/or subject to master netting arrangements or similar agreements. The following tables present the assets and liabilities subject to enforceable master netting arrangements, repurchase agreements, or similar agreements with offsetting rights (in thousands).

	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral Pledged	
September 30, 2023						
Securities borrowed:						
Institutional counterparties	\$ 1,368,945	\$ —	\$ 1,368,945	\$ (1,308,458)	\$ —	\$ 60,487
Interest rate swaps:						
Institutional counterparties	75,216	—	75,216	(4,334)	(73,650)	(2,768)
Credit default swaps:						
Institutional counterparties	2	—	2	(2)	—	—
Reverse repurchase agreements:						
Institutional counterparties	123,719	—	123,719	(120,140)	—	3,579
Forward MBS derivatives:						
Institutional counterparties	33,379	(482)	32,897	(21,280)	(12,337)	(720)
	<u>\$ 1,601,261</u>	<u>\$ (482)</u>	<u>\$ 1,600,779</u>	<u>\$ (1,454,214)</u>	<u>\$ (85,987)</u>	<u>\$ 60,578</u>
December 31, 2022						
Securities borrowed:						
Institutional counterparties	\$ 1,012,573	\$ —	\$ 1,012,573	\$ (964,517)	\$ —	\$ 48,056
Interest rate swaps:						
Institutional counterparties	64,729	—	64,729	—	(64,630)	99
Reverse repurchase agreements:						
Institutional counterparties	118,070	—	118,070	(115,302)	—	2,768
Forward MBS derivatives:						
Institutional counterparties	16,694	(3,410)	13,284	(9,957)	—	3,327
Treasury futures and options derivatives:						
Institutional counterparties	57	(506)	(449)	—	—	(449)
	<u>\$ 1,212,123</u>	<u>\$ (3,916)</u>	<u>\$ 1,208,207</u>	<u>\$ (1,089,776)</u>	<u>\$ (64,630)</u>	<u>\$ 53,801</u>

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Hilltop Holdings Inc. and Subsidiaries
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	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		
				Financial Instruments	Cash Collateral Pledged	Net Amount
September 30, 2023						
Securities loaned:						
Institutional counterparties	\$ 1,304,884	\$ —	\$ 1,304,884	\$ (1,245,860)	\$ —	\$ 59,024
Repurchase agreements:						
Institutional counterparties	226,061	—	226,061	(226,061)	—	—
Forward MBS derivatives:						
Institutional counterparties	18,234	—	18,234	(18,234)	—	—
Treasury futures and options derivatives:						
Institutional counterparties	3,891	(8)	3,883	—	(6,790)	(2,907)
	<u>\$ 1,553,070</u>	<u>\$ (8)</u>	<u>\$ 1,553,062</u>	<u>\$ (1,490,155)</u>	<u>\$ (6,790)</u>	<u>\$ 56,117</u>
December 31, 2022						
Securities loaned:						
Institutional counterparties	\$ 916,570	\$ —	\$ 916,570	\$ (871,037)	\$ —	\$ 45,533
Interest rate swaps:						
Institutional counterparties	1,619	—	1,619	(1,438)	—	181
Credit default swaps:						
Institutional counterparties	2	—	2	(2)	—	—
Repurchase agreements:						
Institutional counterparties	296,978	—	296,978	(319,897)	—	(22,919)
Forward MBS derivatives:						
Institutional counterparties	138	—	138	(138)	—	—
	<u>\$ 1,215,307</u>	<u>\$ —</u>	<u>\$ 1,215,307</u>	<u>\$ (1,192,512)</u>	<u>\$ —</u>	<u>\$ 22,795</u>

Secured Borrowing Arrangements

Secured Borrowings (Repurchase Agreements) — The Company participates in transactions involving securities sold under repurchase agreements, which are secured borrowings and generally mature one to ninety days from the transaction date or involve arrangements with no definite termination date. Securities sold under repurchase agreements are reflected at the amount of cash received in connection with the transactions. The Company may be required to provide additional collateral based on the fair value of the underlying securities, which is monitored on a daily basis.

Securities Lending Activities — The Company's securities lending activities include lending securities for other broker-dealers, lending institutions and its own clearing and retail operations. These activities involve lending securities to other broker-dealers to cover short sales, to complete transactions in which there has been a failure to deliver securities by the required settlement date and as a conduit for financing activities.

When lending securities, the Company receives cash or similar collateral and generally pays interest (based on the amount of cash deposited) to the other party to the transaction. Securities lending transactions are executed pursuant to written agreements with counterparties that generally require securities loaned to be marked-to-market on a daily basis. The Company receives collateral in the form of cash in an amount generally in excess of the fair value of securities loaned. The Company monitors the fair value of securities loaned on a daily basis, with additional collateral obtained or refunded, as necessary. Collateral adjustments are made on a daily basis through the facilities of various clearinghouses. The Company is a principal in these securities lending transactions and is liable for losses in the event of a failure of any other party to honor its contractual obligation. Management sets credit limits with each counterparty and reviews these limits regularly to monitor the risk level with each counterparty. The Company is subject to credit risk through its securities lending activities if securities prices decline rapidly because the value of the Company's collateral could fall below the amount of the indebtedness it secures. In rapidly appreciating markets, credit risk increases due to short positions. The Company's securities lending business subjects the Company to credit risk if a counterparty fails to perform or if collateral securing its obligations is insufficient. In securities transactions, the Company is subject to credit risk during the period between the execution of a trade and the settlement by the customer.

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The following tables present the remaining contractual maturities of repurchase agreement and securities lending transactions accounted for as secured borrowings (in thousands). The Company had no repurchase-to-maturity transactions outstanding at both September 30, 2023 and December 31, 2022.

	Remaining Contractual Maturities				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	Total
September 30, 2023					
Repurchase agreement transactions:					
U.S. government agency securities	\$ 8,729	\$ 4,494	\$ —	\$ —	\$ 13,223
Asset-backed securities	93,895	62,336	8,599	48,008	212,838
Securities lending transactions:					
Corporate securities	113	—	—	—	113
Equity securities	1,304,771	—	—	—	1,304,771
Total	<u>\$ 1,407,508</u>	<u>\$ 66,830</u>	<u>\$ 8,599</u>	<u>\$ 48,008</u>	<u>\$ 1,530,945</u>
Gross amount of recognized liabilities for repurchase agreement and securities lending transactions in offsetting disclosure above					\$ 1,530,945
Amount related to agreements not included in offsetting disclosure above					\$ —
December 31, 2022					
Repurchase agreement transactions:					
Asset-backed securities	\$ 130,616	\$ 2,539	\$ 141,461	\$ 22,362	\$ 296,978
Securities lending transactions:					
Corporate securities	113	—	—	—	113
Equity securities	916,457	—	—	—	916,457
Total	<u>\$ 1,047,186</u>	<u>\$ 2,539</u>	<u>\$ 141,461</u>	<u>\$ 22,362</u>	<u>\$ 1,213,548</u>
Gross amount of recognized liabilities for repurchase agreement and securities lending transactions in offsetting disclosure above					\$ 1,213,548
Amount related to agreements not included in offsetting disclosure above					\$ —

20. Broker-Dealer and Clearing Organization Receivables and Payables

Broker-dealer and clearing organization receivables and payables consisted of the following (in thousands).

	September 30, 2023	December 31, 2022
Receivables:		
Securities borrowed	\$ 1,368,945	\$ 1,012,573
Securities failed to deliver	12,422	11,350
Trades in process of settlement	67,270	3,476
Other	11,715	10,656
	<u>\$ 1,460,352</u>	<u>\$ 1,038,055</u>
Payables:		
Securities loaned	\$ 1,304,884	\$ 916,570
Correspondents	19,471	22,760
Securities failed to receive	36,970	20,167
Other	6,739	6,973
	<u>\$ 1,368,064</u>	<u>\$ 966,470</u>

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21. Segment and Related Information

The Company has two primary business units, PCC (banking and mortgage origination) and Securities Holdings (broker-dealer). Under GAAP, the Company's business units are comprised of three reportable business segments organized primarily by the core products offered to the segments' respective customers: banking, broker-dealer and mortgage origination. These segments reflect the manner in which operations are managed and the criteria used by the chief operating decision maker, the Company's President and Chief Executive Officer, to evaluate segment performance, develop strategy and allocate resources.

The banking segment includes the operations of the Bank. The broker-dealer segment includes the operations of Securities Holdings and the mortgage origination segment is composed of PrimeLending.

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, merchant banking investment opportunities and management and administrative services to support the overall operations of the Company.

Balance sheet amounts not discussed previously and the elimination of intercompany transactions are included in "All Other and Eliminations." The following tables present certain information about reportable business segment revenues, operating results, goodwill and assets (in thousands).

Three Months Ended September 30, 2023	Banking	Broker-Dealer	Mortgage Origination	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	\$ 99,047	\$ 12,215	\$ (5,482)	\$ (3,175)	\$ 13,045	\$ 115,650
Provision for (reversal of) credit losses	675	(715)	—	—	—	(40)
Noninterest income	11,668	106,488	88,747	3,159	(13,213)	196,849
Noninterest expense	56,887	97,865	91,505	13,937	(177)	260,017
Income (loss) before taxes	<u>\$ 53,153</u>	<u>\$ 21,553</u>	<u>\$ (8,240)</u>	<u>\$ (13,953)</u>	<u>\$ 9</u>	<u>\$ 52,522</u>
Nine Months Ended September 30, 2023	Banking	Broker-Dealer	Mortgage Origination	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	\$ 304,804	\$ 39,279	\$ (15,590)	\$ (9,976)	\$ 37,105	\$ 355,622
Provision for (reversal of) credit losses	17,175	(48)	—	—	—	17,127
Noninterest income	34,046	297,164	247,655	8,944	(37,815)	549,994
Noninterest expense	170,450	283,063	278,918	45,750	(717)	777,464
Income (loss) before taxes	<u>\$ 151,225</u>	<u>\$ 53,428</u>	<u>\$ (46,853)</u>	<u>\$ (46,782)</u>	<u>\$ 7</u>	<u>\$ 111,025</u>
Three Months Ended September 30, 2022	Banking	Broker-Dealer	Mortgage Origination	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	\$ 110,939	\$ 13,386	\$ (2,939)	\$ (3,276)	\$ 5,376	\$ 123,486
Provision for (reversal of) credit losses	(650)	(130)	—	—	—	(780)
Noninterest income	12,200	100,798	98,200	1,809	(6,032)	206,975
Noninterest expense	60,160	96,843	118,345	14,034	(644)	288,738
Income (loss) before taxes	<u>\$ 63,629</u>	<u>\$ 17,471</u>	<u>\$ (23,084)</u>	<u>\$ (15,501)</u>	<u>\$ (12)</u>	<u>\$ 42,503</u>
Nine Months Ended September 30, 2022	Banking	Broker-Dealer	Mortgage Origination	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	\$ 304,269	\$ 37,481	\$ (6,066)	\$ (9,856)	\$ 9,705	\$ 335,533
Provision for (reversal of) credit losses	4,325	346	—	—	—	4,671
Noninterest income	37,438	249,139	381,477	5,655	(11,033)	662,676
Noninterest expense	175,921	268,307	386,372	44,388	(1,357)	873,631
Income (loss) before taxes	<u>\$ 161,461</u>	<u>\$ 17,967</u>	<u>\$ (10,961)</u>	<u>\$ (48,589)</u>	<u>\$ 29</u>	<u>\$ 119,907</u>
September 30, 2023	Banking	Broker-Dealer	Mortgage Origination	Corporate	All Other and Eliminations	Hilltop Consolidated
Goodwill	<u>\$ 247,368</u>	<u>\$ 7,008</u>	<u>\$ 13,071</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 267,447</u>
Total assets	<u>\$ 13,323,789</u>	<u>\$ 2,905,822</u>	<u>\$ 1,321,313</u>	<u>\$ 2,500,705</u>	<u>\$ (3,654,771)</u>	<u>\$ 16,396,858</u>
December 31, 2022	Banking	Broker-Dealer	Mortgage Origination	Corporate	All Other and Eliminations	Hilltop Consolidated
Goodwill	<u>\$ 247,368</u>	<u>\$ 7,008</u>	<u>\$ 13,071</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 267,447</u>
Total assets	<u>\$ 13,420,110</u>	<u>\$ 2,672,709</u>	<u>\$ 1,249,284</u>	<u>\$ 2,465,513</u>	<u>\$ (3,548,334)</u>	<u>\$ 16,259,282</u>

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Hilltop Holdings Inc. and Subsidiaries
Notes to Consolidated Financial Statements (continued)
(Unaudited)

22. Earnings per Common Share

The following table presents the computation of basic and diluted earnings per common share (in thousands, except per share data).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Basic earnings per share:				
Income attributable to Hilltop	\$ 37,042	\$ 32,068	\$ 80,975	\$ 87,578
Weighted average shares outstanding - basic	65,106	64,552	65,011	72,400
Basic earnings per common share:	<u>\$ 0.57</u>	<u>\$ 0.50</u>	<u>\$ 1.25</u>	<u>\$ 1.21</u>
Diluted earnings per share:				
Income attributable to Hilltop	\$ 37,042	\$ 32,068	\$ 80,975	\$ 87,578
Weighted average shares outstanding - basic	65,106	64,552	65,011	72,400
Effect of potentially dilutive securities	2	117	3	157
Weighted average shares outstanding - diluted	<u>65,108</u>	<u>64,669</u>	<u>65,014</u>	<u>72,557</u>
Diluted earnings per common share:	<u>\$ 0.57</u>	<u>\$ 0.50</u>	<u>\$ 1.25</u>	<u>\$ 1.21</u>

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the consolidated historical financial statements and notes appearing elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report") and the financial information set forth in the tables herein.

Unless the context otherwise indicates, all references in this Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, to the "Company," "we," "us," "our" or "ours" or similar words are to Hilltop Holdings Inc. and its direct and indirect wholly owned subsidiaries, references to "Hilltop" refer solely to Hilltop Holdings Inc., references to "PCC" refer to PlainsCapital Corporation (a wholly owned subsidiary of Hilltop), references to "Securities Holdings" refer to Hilltop Securities Holdings LLC (a wholly owned subsidiary of Hilltop), references to "Hilltop Securities" refer to Hilltop Securities Inc. (a wholly owned subsidiary of Securities Holdings), references to "Momentum Independent Network" refer to Momentum Independent Network Inc. (a wholly owned subsidiary of Securities Holdings), Hilltop Securities and Momentum Independent Network are collectively referred to as the "Hilltop Broker-Dealers", references to the "Bank" refer to PlainsCapital Bank (a wholly owned subsidiary of PCC), references to "FNB" refer to First National Bank, references to "SWS" refer to the former SWS Group, Inc., references to "PrimeLending" refer to PrimeLending, a PlainsCapital Company (a wholly owned subsidiary of the Bank) and its subsidiaries as a whole.

FORWARD-LOOKING STATEMENTS

This Quarterly Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended by the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included in this Quarterly Report that address results or developments that we expect or anticipate will or may occur in the future, and statements that are preceded by, followed by or include, words such as "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goal," "intends," "may," "might," "plan," "probable," "projects," "seeks," "should," "target," "view" or "would" or the negative of these words and phrases or similar words or phrases, including such things as our business strategy, our financial condition, our revenue, our liquidity and sources of funding, market trends, operations and business, taxes, the impact of natural disasters or public health emergencies, information technology expenses, cybersecurity incidents, capital levels, mortgage servicing rights ("MSR") assets, stock repurchases, dividend payments, expectations concerning mortgage loan origination volume, servicer advances and interest rate compression, expected levels of refinancing as a percentage of total loan origination volume, projected losses on mortgage loans originated, total expenses, the effects of government regulation applicable to our operations, the appropriateness of, and changes in, our allowance for credit losses and provision for (reversal of) credit losses, expected future benchmark rates, anticipated investment yields, our expectations regarding accretion of discount on loans in future periods, the collectability of loans, cybersecurity incidents and the outcome of litigation are forward-looking statements.

These forward-looking statements are based on our beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If an event occurs, our business, business plan, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Certain factors that could cause actual results to differ include, among others:

- the credit risks of lending activities, including our ability to estimate credit losses and the allowance for credit losses, as well as the effects of changes in the level of, and trends in, loan delinquencies and write-offs;
- effectiveness of our data security controls in the face of cyber attacks and any legal, reputational and financial risks following a cybersecurity incident;
- changes in general economic, market and business conditions in areas or markets where we compete, including changes in the price of crude oil;
- changes in the interest rate environment;
- risks associated with concentration in real estate related loans;
- the effects of our indebtedness on our ability to manage our business successfully, including the restrictions imposed by the indenture governing our indebtedness;

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- disruptions to the economy and the U.S. banking system caused by bank failures during early 2023, risks associated with uninsured deposits and responsive measures by federal or state governments or banking regulators, including increases in the cost of our deposit insurance assessments;
- cost and availability of capital;
- changes in state and federal laws, regulations or policies affecting one or more of our business segments, including changes in regulatory fees, deposit insurance premiums, capital requirements and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act");
- changes in key management;
- competition in our banking, broker-dealer and mortgage origination segments from other banks and financial institutions as well as investment banking and financial advisory firms, mortgage bankers, asset-based non-bank lenders and government agencies;
- legal and regulatory proceedings;
- risks associated with merger and acquisition integration; and
- our ability to use excess capital in an effective manner.

For a more detailed discussion of these and other factors that may affect our business and that could cause the actual results to differ materially from those anticipated in these forward-looking statements, see "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022 ("2022 Form 10-K"), which was filed with the Securities and Exchange Commission ("SEC") on February 17, 2023, this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and other filings we have made with the SEC. We caution that the foregoing list of factors is not exhaustive, and new factors may emerge, or changes to the foregoing factors may occur, that could impact our business. All subsequent written and oral forward-looking statements concerning our business attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements above. We do not undertake any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed in this Quarterly Report except to the extent required by federal securities laws.

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OVERVIEW

We are a financial holding company registered under the Bank Holding Company Act of 1956. Our primary line of business is to provide business and consumer banking services from offices located throughout Texas through the Bank. We also provide an array of financial products and services through our broker-dealer and mortgage origination segments. The following includes additional details regarding the financial products and services provided by each of our primary business units.

PCC. PCC is a financial holding company that provides, through its subsidiaries, traditional banking and wealth, investment and treasury management services primarily in Texas and residential mortgage loans throughout the United States.

Securities Holdings. Securities Holdings is a holding company that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, clearing, securities lending, structured finance and retail brokerage services throughout the United States.

The following historical consolidated data for the periods indicated has been derived from our historical consolidated financial statements included elsewhere in this Quarterly Report (dollars and shares in thousands, except per share data).

	<u>Three Months Ended September 30,</u>	<u>Nine Months Ended September 30,</u>	
	<u>2023</u>	<u>2022</u>	
Statement of Operations Data:			
Net interest income	\$ 115,650	\$ 123,486	\$ 355,622
Provision for (reversal of) credit losses	(40)	(780)	17,127
Total noninterest income	196,849	206,975	549,994
Total noninterest expense	260,017	288,738	777,464
Income before income taxes	52,522	42,503	111,025
Income tax expense	13,211	9,249	24,008
Net income	39,311	33,254	87,017
Less: Net income attributable to noncontrolling interest	2,269	1,186	6,042
Income attributable to Hilltop	<u>\$ 37,042</u>	<u>\$ 32,068</u>	<u>\$ 80,975</u>
	<u><u>\$ 37,042</u></u>	<u><u>\$ 32,068</u></u>	<u><u>\$ 80,975</u></u>
Per Share Data:			
Diluted earnings per common share	\$ 0.57	\$ 0.50	\$ 1.25
Diluted weighted average shares outstanding	65,108	64,669	65,014
Cash dividends declared per common share	\$ 0.16	\$ 0.15	\$ 0.48
Dividend payout ratio ⁽¹⁾	28.12 %	30.19 %	38.54 %
Book value per common share (end of period)		\$ 31.91	\$ 31.46
Tangible book value per common share ⁽²⁾ (end of period)		\$ 27.67	\$ 27.13
	<u><u>September 30,</u></u>	<u><u>December 31,</u></u>	
	<u><u>2023</u></u>	<u><u>2022</u></u>	
Balance Sheet Data:			
Total assets		\$ 16,396,858	\$ 16,259,282
Cash and due from banks		1,513,747	1,579,512
Securities		2,860,482	3,289,530
Loans held for sale		1,058,806	982,616
Loans held for investment, net of unearned income		8,204,052	8,092,673
Allowance for credit losses		(110,822)	(95,442)
Total deposits		11,103,097	11,315,749
Notes payable		347,020	346,654
Total stockholders' equity		2,106,862	2,063,529
Capital Ratios:			
Common equity to assets ratio		12.68 %	12.53 %
Tangible common equity to tangible assets ⁽²⁾		11.18 %	11.00 %

(1) Dividend payout ratio is defined as cash dividends declared per common share divided by basic earnings per common share.

(2) For a reconciliation to the nearest GAAP measure, see "—Reconciliation and Management's Explanation of Non-GAAP Financial Measures."

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Consolidated income before income taxes during the three and nine months ended September 30, 2023 included the following contributions from our reportable business segments.

- The banking segment contributed \$53.2 million and \$151.2 million of income before income taxes during the three and nine months ended September 30, 2023;
- The broker-dealer segment contributed \$21.6 million and \$53.4 million of income before income taxes during the three and nine months ended September 30, 2023; and
- The mortgage origination segment incurred \$8.2 million and \$46.9 million of losses before income taxes during the three and nine months ended September 30, 2023.

During the nine months ended September 30, 2023, we declared and paid total common dividends of \$31.2 million.

On October 19, 2023, our board of directors declared a quarterly cash dividend of \$0.16 per common share, payable on November 28, 2023 to all common stockholders of record as of the close of business on November 13, 2023.

In January 2023, our board of directors authorized a new stock repurchase program through January 2024, pursuant to which we are authorized to repurchase, in the aggregate, up to \$75.0 million of our outstanding common stock, inclusive of repurchases to offset dilution related to grants of stock-based compensation. During the nine months ended September 30, 2023, we paid \$4.5 million to repurchase an aggregate of 144,403 shares of our common stock at an average price of \$31.15 per share pursuant to the stock repurchase program.

Reconciliation and Management's Explanation of Non-GAAP Financial Measures

We present certain measures in our selected financial data that are not measures of financial performance recognized by accounting principles generally accepted in the United States ("GAAP"). "Tangible book value per common share" is defined as our total stockholders' equity reduced by goodwill and other intangible assets, divided by total common shares outstanding. "Tangible common equity to tangible assets" is defined as our total stockholders' equity reduced by goodwill and other intangible assets, divided by total assets reduced by goodwill and other intangible assets. These measures are important to investors interested in changes from period to period in tangible common equity per share exclusive of changes in intangible assets. For companies such as ours that have engaged in business combinations, purchase accounting can result in the recording of significant amounts of goodwill and other intangible assets related to those transactions. You should not view this disclosure as a substitute for results determined in accordance with GAAP, and our disclosure is not necessarily comparable to that of other companies that use non-GAAP measures. The following table reconciles these non-GAAP financial measures to the most comparable GAAP financial measures, "book value per common share" and "equity to total assets" (dollars in thousands, except per share data).

	September 30,	
	2023	2022
Book value per common share	\$ 31.91	\$ 31.46
Effect of goodwill and intangible assets per share	(4.24)	(4.33)
Tangible book value per common share	\$ 27.67	\$ 27.13
	September 30,	
	2023	December 31,
Hilltop stockholders' equity	\$ 2,079,580	\$ 2,036,924
Less: goodwill and intangible assets, net	276,525	278,764
Tangible common equity	\$ 1,803,055	\$ 1,758,160
Total assets	\$ 16,396,858	\$ 16,259,282
Less: goodwill and intangible assets, net	276,525	278,764
Tangible assets	\$ 16,120,333	\$ 15,980,518
Equity to assets	12.68 %	12.53 %
Tangible common equity to tangible assets	11.18 %	11.00 %

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Recent Developments

Economic Environment

Beginning in 2022, and continuing through the first nine months of 2023, our operational and financial results have been volatile due to economic headwinds including tight housing inventories on mortgage volumes, declining deposit balances, rapid increases in market interest rates and a volatile economic forecast. The impacts of such headwinds during the remainder of 2023 remain uncertain and will depend on several developments outside of our control including, among others, the timing and significance of further changes in U.S. treasury yields and mortgage interest rates, exposure to increasing funding costs, inflationary pressures associated with compensation, occupancy and software costs and labor market conditions, and international armed conflicts and their impact on supply chains.

In addition, the banking sector experienced increased uncertainty and concerns associated with liquidity positions primarily due to high-profile bank failures during early 2023 as depositors sought to reduce risks associated with uninsured deposits and withdraw such deposits from existing bank relationships. As a result, both regulatory scrutiny and market focus on liquidity increased. While immediate financial institution safety and soundness concerns have somewhat subsided, these failures underscore the importance of maintaining access to diverse sources of funding.

In light of the above events, we have continued our efforts to monitor deposit flows and balance sheet trends to ensure that our liquidity needs and financial flexibility are maintained. During 2023, we began increasing interest-bearing deposit rates to address rising market interest rates and intense competition for liquidity to combat deposit outflows. The Bank also accessed additional core deposits from our Hilltop Securities Federal Deposit Insurance Corporation ("FDIC") insured sweep program and utilized its Federal Home Loan Bank ("FHLB") borrowing capacity through the use of short-term borrowings. Further, to bolster our liquidity position, we increased brokered deposits at the Bank by approximately \$390 million during the second quarter of 2023. At September 30, 2023, we continued to access approximately \$300 million of additional core deposits from our Hilltop Securities FDIC insured sweep program, while the Bank is not utilizing any of its FHLB borrowing capacity.

Market conditions and external factors may unpredictably impact the competitive landscape for deposits such as those experienced during the first quarter of 2023. Additionally, the rising market interest rate environment has increased competition for liquidity and the premium at which liquidity is available to meet funding needs. An unexpected influx of withdrawals of deposits could adversely impact our ability to rely on organic deposits to primarily fund our operations, potentially requiring greater reliance on secondary sources of liquidity to meet withdrawal deposits or to fund continuing operations. These sources may include proceeds from FHLB advances, sales of investment securities and loans, federal fund lines of credit with correspondent banks, securities sold under agreements to repurchase, brokered time deposits, borrowings from the Federal Reserve and borrowings under lines of credit with other financial institutions. Refer to the discussions in the "Segment Results – Banking Segment" and "Liquidity and Capital Resources – Banking Segment" sections that follow for more details regarding the Bank's deposits, available liquidity and borrowing capacity at September 30, 2023.

As a result of the bank failures during early 2023 and in an effort to strengthen public confidence in the banking system and protect depositors, regulators announced that any losses to the Deposit Insurance Fund to support uninsured depositors will be recovered by a special assessment on banks, as required by law, which could increase the cost of our FDIC insurance assessments, depending on the final rule. Additionally, on March 12, 2023, the Treasury Department, Federal Reserve and FDIC jointly announced the Bank Term Funding Program ("BTFP"). The BTFP aims to enhance liquidity by allowing institutions to pledge certain securities at par value, and at a borrowing rate of ten basis points over the one-year overnight index swap rate. The BTFP is available to eligible U.S. federally insured depository institutions, with advances having a term of up to one year and no prepayment penalties. The future impact of these failures on the economy, financial institutions and their depositors, as well as a governmental regulatory response or actions resulting from the same, is uncertain at this time. To date, we have not leveraged the discount window at the Federal Reserve or the BTFP.

We expect uncertainties related to economic headwinds discussed above, the impact of interest rate movements on the shape and inversions of the yield curve, the increasing cost and challenge for deposits, as well as disruptions to the economy and the U.S. banking system caused by bank failures during early 2023, to persist through the remainder of 2023.

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Asset Valuation

As discussed in more detail within "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2022 Form 10-K, at each reporting date between annual impairment tests, we consider potential indicators of impairment including the condition of the economy and financial services industry; government intervention and regulatory updates; the impact of recent events to financial performance and cost factors of the reporting unit; performance of our stock and other relevant events.

Given the potential impacts as a result of the operating performance of these reporting segments and overall economic conditions, actual results may differ materially from our current estimates as the scope of such impacts evolves or if the duration of business disruptions is longer than currently anticipated. We continue to monitor developments regarding overall economic conditions, market capitalization, and any other triggering events or circumstances that may indicate an impairment in the future.

In light of the recent and continuing macroeconomic challenges in the mortgage industry given tight housing inventories and mortgage interest rate levels, and specifically the inability of our mortgage origination segment to meet forecasted projections, we identified these collective factors as a triggering event during the second quarter of 2023. As a result, we performed an interim quantitative impairment test on the mortgage origination segment's goodwill as of June 1, 2023 using revised forecasts and considering sensitivities of assumptions, the decline in its carrying value, and the resulting increase in the excess of its estimated fair value compared to the carrying value since October 1, 2022, concluded that it was more likely than not that the mortgage origination segment's estimated fair value of goodwill exceeded its carrying value.

To the extent future operating performance of our reporting segments remain challenged and below forecasted projections during 2023, significant assumptions such as expected future cash flows or the risk-adjusted discount rate used to estimate fair value are adversely impacted, or upon the occurrence of what management would deem to be a triggering event that could, under certain circumstances, cause us to perform impairment tests on our goodwill and other intangible assets, an impairment charge may be recorded for that period. In the event that we conclude that all or a portion of our goodwill and other intangible assets are impaired, a non-cash charge for the respective amount of such impairment would be recorded to earnings. Such a charge would have no impact on tangible capital or regulatory capital.

Outlook

Our balance sheet, operating results and certain metrics during 2023 reflected economic headwinds including tight housing inventories on mortgage volumes, declining deposit balances, increases in U.S. treasury yields and mortgage interest rates, and a volatile economic forecast. As noted within our 2022 Form 10-K, these headwinds, coupled with exposure to increasing funding costs, inflationary pressures associated with compensation, occupancy and software costs and labor market conditions, international armed conflicts and their impact on supply chains within our business segments during 2022 and the first nine months of 2023 have had, and are expected to continue to have, an adverse impact on our operating results during the remainder of 2023.

Factors Affecting Results of Operations

As a financial institution providing products and services through our banking, broker-dealer and mortgage origination segments, we are directly affected by general economic and market conditions, many of which are beyond our control and unpredictable. A key factor impacting our results of operations is changes in the level of interest rates in addition to twists in the shape of the yield curve with the magnitude and direction of the impact varying across the different lines of business. Other factors impacting our results of operations include, but are not limited to, fluctuations in volume and price levels of securities, inflation, political events, investor confidence, investor participation levels, legal, regulatory, and compliance requirements and competition. All of these factors have the potential to impact our financial position, operating results and liquidity. In addition, the recent economic and political environment has led to legislative and regulatory initiatives, both enacted and proposed, that could substantially change the regulation of the financial services industry and may significantly impact us.

Factors Affecting Comparability of Results of Operations

LIBOR Cessation

As discussed in more detail within "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2022 Form 10-K, one week and two-month LIBOR ceased to be published on December 31, 2021, and all remaining USD LIBOR tenors ceased to be published or lost representativeness immediately after June 30, 2023.

Certain loans we originated bore interest at a floating rate based on LIBOR. We also paid interest on certain borrowings based on LIBOR, were counterparty to derivative agreements that were based on LIBOR and had contracts with payment calculations that used LIBOR as the reference rate.

In light of the LIBOR phase out, we took necessary actions, including the negotiation of certain of our agreements based on established alternative benchmark rates. Since the third quarter of 2020, PrimeLending has been originating conventional adjustable-rate mortgage, or ARM, loan products utilizing a SOFR rate with terms consistent with government-sponsored enterprise, or GSE, guidelines. In addition, the Bank's management team has completed its efforts to amend LIBOR-based contractual terms and establish an alternative benchmark rate. To date, an immaterial amount of expenses have been incurred as a result of our efforts related to the transition of our systems and processes away from LIBOR.

Segment Information

The Company has two primary business units, PCC (banking and mortgage origination) and Securities Holdings (broker-dealer). Under GAAP, the Company's units are comprised of three reportable business segments organized primarily by the core products offered to the segments' respective customers: banking, broker-dealer and mortgage origination. Consistent with our historical segment operating results, we anticipate that future revenues will be driven primarily from the banking segment, with the remainder being generated by our broker-dealer and mortgage origination segments. Operating results for the mortgage origination segment have historically been more volatile than operating results for the banking and broker-dealer segments.

The banking segment includes the operations of the Bank. The banking segment primarily provides business and consumer banking services from offices located throughout Texas and generates revenue from its portfolio of earning assets. The Bank's results of operations are primarily dependent on net interest income. The Bank also derives revenue from other sources, including service charges on customer deposit accounts and trust fees.

The broker-dealer segment includes the operations of Securities Holdings, which operates through its wholly owned subsidiaries Hilltop Securities, Momentum Independent Network and Hilltop Securities Asset Management, LLC. The broker-dealer segment generates a majority of its revenues from fees and commissions earned from investment advisory and securities brokerage services. Hilltop Securities is a broker-dealer registered with the SEC and the Financial Industry Regulatory Authority ("FINRA") and a member of the New York Stock Exchange ("NYSE"). Momentum Independent Network is an introducing broker-dealer that is also registered with the SEC and FINRA. Hilltop Securities, Momentum Independent Network and Hilltop Securities Asset Management, LLC are registered investment advisers under the Investment Advisers Act of 1940.

The mortgage origination segment includes the operations of PrimeLending, which offers a variety of loan products and generates revenue predominantly from fees charged on the origination and servicing of loans and from selling these loans in the secondary market.

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, merchant banking investment opportunities, and management and administrative services to support the overall operations of the Company.

The eliminations of intercompany transactions are included in "All Other and Eliminations." Additional information concerning our reportable segments is presented in Note 21, Segment and Related Information, in the notes to our consolidated financial statements.

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The following table presents certain information about the results of our reportable segments (in thousands). This table serves as a basis for the discussion and analysis in the segment operating results sections that follow.

	Three Months Ended September 30,		Variance 2023 vs 2022		Nine Months Ended September 30,		Variance 2023 vs 2022	
	2023	2022	Amount	Percent	2023	2022	Amount	Percent
Net interest income (expense):								
Banking	\$ 99,047	\$ 110,939	\$ (11,892)	(11)	\$ 304,804	\$ 304,269	\$ 535	0
Broker-Dealer	12,215	13,386	(1,171)	(9)	39,279	37,481	1,798	5
Mortgage Origination	(5,482)	(2,939)	(2,543)	(87)	(15,590)	(6,066)	(9,524)	(157)
Corporate	(3,175)	(3,276)	101	3	(9,976)	(9,856)	(120)	(1)
All Other and Eliminations ⁽¹⁾	<u>13,045</u>	<u>5,376</u>	<u>7,669</u>	<u>143</u>	<u>37,105</u>	<u>9,705</u>	<u>27,400</u>	<u>282</u>
Hilltop Consolidated	\$ 115,650	\$ 123,486	\$ (7,836)	(6)	\$ 355,622	\$ 335,533	\$ 20,089	6
Provision for (reversal of) credit losses:								
Banking	\$ 675	\$ (650)	\$ 1,325	204	\$ 17,175	\$ 4,325	\$ 12,850	297
Broker-Dealer	(715)	(130)	(585)	(450)	(48)	346	(394)	(114)
Mortgage Origination	—	—	—	—	—	—	—	—
Corporate	—	—	—	—	—	—	—	—
All Other and Eliminations	—	—	—	—	—	—	—	—
Hilltop Consolidated	\$ (40)	\$ (780)	\$ 740	95	\$ 17,127	\$ 4,671	\$ 12,456	267
Noninterest income:								
Banking	\$ 11,668	\$ 12,200	\$ (532)	(4)	\$ 34,046	\$ 37,438	\$ (3,392)	(9)
Broker-Dealer	106,488	100,798	5,690	6	297,164	249,139	48,025	19
Mortgage Origination	88,747	98,200	(9,453)	(10)	247,655	381,477	(133,822)	(35)
Corporate	3,159	1,809	1,350	75	8,944	5,655	3,289	58
All Other and Eliminations ⁽¹⁾	<u>(13,213)</u>	<u>(6,032)</u>	<u>(7,181)</u>	<u>(119)</u>	<u>(37,815)</u>	<u>(11,033)</u>	<u>(26,782)</u>	<u>(243)</u>
Hilltop Consolidated	\$ 196,849	\$ 206,975	\$ (10,126)	(5)	\$ 549,994	\$ 662,676	\$ (112,682)	(17)
Noninterest expense:								
Banking	\$ 56,887	\$ 60,160	\$ (3,273)	(5)	\$ 170,450	\$ 175,921	\$ (5,471)	(3)
Broker-Dealer	97,865	96,843	1,022	1	283,063	268,307	14,756	5
Mortgage Origination	91,505	118,345	(26,840)	(23)	278,918	386,372	(107,454)	(28)
Corporate	13,937	14,034	(97)	(1)	45,750	44,388	1,362	3
All Other and Eliminations	<u>(177)</u>	<u>(644)</u>	<u>467</u>	<u>73</u>	<u>(717)</u>	<u>(1,357)</u>	<u>640</u>	<u>47</u>
Hilltop Consolidated	\$ 260,017	\$ 288,738	\$ (28,721)	(10)	\$ 777,464	\$ 873,631	\$ (96,167)	(11)
Income (loss) before taxes:								
Banking	\$ 53,153	\$ 63,629	\$ (10,476)	(16)	\$ 151,225	\$ 161,461	\$ (10,236)	(6)
Broker-Dealer	21,553	17,471	4,082	23	53,428	17,967	35,461	197
Mortgage Origination	(8,240)	(23,084)	14,844	64	(46,853)	(10,961)	(35,892)	(327)
Corporate	(13,953)	(15,501)	1,548	10	(46,782)	(48,589)	1,807	4
All Other and Eliminations	<u>9</u>	<u>(12)</u>	<u>21</u>	<u>175</u>	<u>7</u>	<u>29</u>	<u>(22)</u>	<u>(76)</u>
Hilltop Consolidated	\$ 52,522	\$ 42,503	\$ 10,019	24	\$ 111,025	\$ 119,907	\$ (8,882)	(7)

⁽¹⁾ All other and eliminations amounts during each period include FDIC sweep program revenues and expenses earned on broker-dealer segment deposits placed with the banking segment that are eliminated in consolidation.

Key Performance Indicators

We utilize several key indicators of financial condition and operating performance to evaluate the various aspects of our business. In addition to traditional financial metrics, such as revenue and growth trends, we monitor several other financial measures and non-financial operating metrics to help us evaluate growth trends, measure the adequacy of our capital based on regulatory reporting requirements, measure the effectiveness of our operations and assess operational efficiencies. These indicators change from time to time as the opportunities and challenges in our businesses change.

Specifically, performance ratios and asset quality ratios are typically used for measuring the performance of banking and financial institutions. We consider return on average stockholders' equity, return on average assets and net interest margin to be important supplemental measures of operating performance that are commonly used by securities analysts, investors and other parties interested in the banking and financial industry. The net recoveries (charge-offs) to average loans outstanding ratio is also considered a key measure for our banking segment as it indicates the performance of our loan portfolio.

In addition, we consider regulatory capital ratios to be key measures that are used by us, as well as banking regulators, investors and analysts, to assess our regulatory capital position and to compare our regulatory capital to that of other financial services companies. We monitor our capital strength in terms of both leverage ratio and risk-based capital ratios based on capital requirements administered by the federal banking agencies. The risk-based capital ratios are minimum supervisory ratios generally applicable to banking organizations, but banking organizations are widely expected to operate with capital positions well above the minimum ratios. Failure to meet minimum capital requirements can initiate certain mandatory actions by regulators that, if undertaken, could have a material effect on our financial condition or results of operations.

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How We Generate Revenue

We generate revenue from net interest income and from noninterest income. Net interest income represents the difference between the income earned on our assets, including our loans and investment securities, and our cost of funds, including the interest paid on the deposits and borrowings that are used to support our assets. Net interest income is a significant contributor to our operating results. Fluctuations in interest rates, as well as the amounts and types of interest-earning assets and interest-bearing liabilities we hold, affect net interest income. The change in reportable segment net interest income during the nine months ended September 30, 2023, compared with the same period in 2022, primarily reflected a decrease within our mortgage origination segment, partially offset by an increase within our broker-dealer segment.

The other component of our revenue is noninterest income, which is primarily comprised of the following:

- (i) *Income from broker-dealer operations.* Through Securities Holdings, we provide investment banking and other related financial services that generated \$187.4 million and \$202.7 million in securities commissions and fees and investment and securities advisory fees and commissions, respectively, and \$72.1 million and \$41.5 million in gains from derivative and trading portfolio activities (included within other noninterest income), respectively, during the nine months ended September 30, 2023 and 2022.
- (ii) *Income from mortgage operations.* Through PrimeLending, we generate noninterest income by originating and selling mortgage loans. During the nine months ended September 30, 2023 and 2022, we generated \$247.5 million and \$380.8 million, respectively, in net gains from sale of loans, other mortgage production income (including income associated with retained mortgage servicing rights), and mortgage loan origination fees.

In the aggregate, we experienced a decrease in noninterest income during the nine months ended September 30, 2023, compared to the same period in 2022, as noted in the segment results table previously presented, primarily due to a decrease of \$133.4 million in net gains from sale of loans, other mortgage production income and mortgage loan origination fees within our mortgage origination segment, partially offset by increases in gains from derivative and trading portfolio activities.

We also incur noninterest expenses in the operation of our businesses. Our businesses engage in labor intensive activities and, consequently, employees' compensation and benefits represent the majority of our noninterest expenses.

Consolidated Operating Results

Income applicable to common stockholders during the three months ended September 30, 2023 was \$37.0 million, or \$0.57 per diluted share, compared with \$32.1 million, or \$0.50 per diluted share, during the three months ended September 30, 2022. Income applicable to common stockholders during the nine months ended September 30, 2023 was \$81.0 million, or \$1.25 per diluted share, compared with \$87.6 million, or \$1.21 per diluted share, during the nine months ended September 30, 2022. Hilltop's financial results for the three months ended September 30, 2023, compared with the same period in 2022, included decreases in year-over-year mortgage origination segment net gains from sales of loans and other mortgage production income, a decline in net interest income within the banking segment, and increases in net revenues within certain of the broker-dealer segment's business lines. Hilltop's financial results for the nine months ended September 30, 2023, compared with the same period in 2022, included changes consistent with those noted above within the mortgage origination and broker-dealer segments, as well as an increase in the provision for credit losses from a build in the allowance within the banking segment.

Certain items included in net income for the three and nine months ended September 30, 2023 and 2022 resulted from purchase accounting associated with the merger of PlainsCapital Corporation with and into a wholly owned subsidiary of Hilltop on November 30, 2012, the FDIC-assisted transaction whereby the Bank acquired certain assets and assumed certain liabilities of FNB, the acquisition of SWS Group, Inc. in a stock and cash transaction, and the acquisition of The Bank of River Oaks in an all-cash transaction (collectively, the "Bank Transactions"). Income before income taxes during the three months ended September 30, 2023 and 2022 included net accretion on earning assets and liabilities of \$2.5 million and \$2.9 million, respectively, and amortization of identifiable intangibles of \$0.7 million and \$1.1 million, respectively, related to the Bank Transactions. During the nine months ended September 30, 2023 and 2022, income before income taxes included net accretion on earning assets and liabilities of \$7.6 million and \$8.5 million, respectively, and amortization of identifiable intangibles of \$2.2 million and \$3.3 million, respectively, related to the Bank Transactions.

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The information shown in the table below includes certain key performance indicators on a consolidated basis.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Return on average stockholders' equity ⁽¹⁾	7.11 %	6.26 %	5.26 %	5.15 %
Return on average assets ⁽²⁾	0.94 %	0.79 %	0.70 %	0.70 %
Net interest margin ^{(3) (4)}	3.02 %	3.19 %	3.11 %	2.75 %
Leverage ratio ⁽⁵⁾ (end of period)			11.92 %	11.41 %
Common equity Tier 1 risk-based capital ratio ⁽⁶⁾ (end of period)			18.60 %	17.45 %

(1) Return on average stockholders' equity is defined as consolidated income attributable to Hilltop divided by average total Hilltop stockholders' equity.

(2) Return on average assets is defined as consolidated net income divided by average assets.

(3) Net interest margin is defined as net interest income divided by average interest-earning assets. We consider net interest margin as a key indicator of profitability, as it represents interest earned on our interest-earning assets compared to interest incurred.

(4) The securities financing operations within our broker-dealer segment had the effect of lowering both the net interest margin and taxable equivalent net interest margin by 25 basis points and 21 basis points during the three months ended September 30, 2023 and 2022, respectively, and 27 basis points and 20 basis points during the nine months ended September 30, 2023 and 2022, respectively.

(5) The leverage ratio is a regulatory capital ratio and is defined as Tier 1 risk-based capital divided by average consolidated assets.

(6) The common equity Tier 1 risk-based capital ratio is a regulatory capital ratio and is defined as common equity Tier 1 risk-based capital divided by risk weighted assets. Common equity includes common equity Tier 1 capital (common stockholders' equity and certain minority interests in the equity capital accounts of consolidated subsidiaries, but excluding goodwill and various intangible assets) and additional Tier 1 capital (certain qualifying minority interests not included in common equity Tier 1 capital, certain preferred stock and related surplus, and certain subordinated debt).

We present net interest margin and net interest income below on a taxable-equivalent basis. Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest-earning assets. Taxable equivalent adjustments are based on the applicable corporate federal income tax rate of 21% for all periods presented. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

During the three months ended September 30, 2023 and 2022, purchase accounting contributed 7 and 8 basis points, respectively, to our consolidated taxable equivalent net interest margin of 3.04% and 3.20%, respectively. During the nine months ended September 30, 2023 and 2022, purchase accounting contributed 7 and 8 basis points respectively, to our consolidated taxable equivalent net interest margin of 3.12% and 2.76% respectively. The purchase accounting activity was primarily related to the accretion of discount of loans which totaled \$2.2 million and \$2.9 million during the three months ended September 30, 2023 and 2022, respectively, associated with the Bank Transactions. The purchase accounting activity was primarily related to the accretion of discount of loans which totaled \$7.4 million and \$8.4 million during the nine months ended September 30, 2023 and 2022, respectively, associated with the Bank Transactions.

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The tables below provide additional details regarding our consolidated net interest income (dollars in thousands).

	Three Months Ended September 30,					
	2023			2022		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets						
Interest-earning assets						
Loans held for sale	\$ 1,075,518	\$ 15,649	5.82 %	\$ 1,166,265	\$ 14,414	4.94 %
Loans held for investment, gross ⁽¹⁾	7,972,604	126,753	6.31 %	7,911,833	94,751	4.75 %
Investment securities - taxable	2,690,977	27,166	4.04 %	2,883,412	19,642	2.72 %
Investment securities - non-taxable ⁽²⁾	315,294	3,069	3.89 %	312,312	2,817	3.61 %
Federal funds sold and securities purchased under agreements to resell	142,324	2,313	6.45 %	137,728	1,309	3.77 %
Interest-bearing deposits in other financial institutions	1,550,991	20,320	5.20 %	1,780,220	9,542	2.13 %
Securities borrowed	1,371,625	17,683	5.04 %	1,116,837	10,938	3.83 %
Other	69,827	4,407	25.04 %	56,331	3,425	24.12 %
Interest-earning assets, gross ⁽²⁾	<u>15,189,160</u>	<u>217,360</u>	<u>5.68 %</u>	<u>15,364,938</u>	<u>156,838</u>	<u>4.05 %</u>
Allowance for credit losses	<u>(110,398)</u>			<u>(95,083)</u>		
Interest-earning assets, net	<u>15,078,762</u>			<u>15,269,855</u>		
Noninterest-earning assets	<u>1,448,834</u>			<u>1,399,228</u>		
Total assets	<u><u>\$ 16,527,596</u></u>			<u><u>\$ 16,669,083</u></u>		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 7,893,384	\$ 64,290	3.23 %	\$ 7,136,779	\$ 12,525	0.70 %
Securities loaned	1,303,883	16,169	4.92 %	980,530	9,407	3.81 %
Notes payable and other borrowings	<u>1,527,371</u>	<u>20,646</u>	<u>5.36 %</u>	<u>1,262,985</u>	<u>11,054</u>	<u>3.47 %</u>
Total interest-bearing liabilities	<u>10,724,638</u>	<u>101,105</u>	<u>3.74 %</u>	<u>9,380,294</u>	<u>32,986</u>	<u>1.40 %</u>
Noninterest-bearing liabilities						
Noninterest-bearing deposits	3,347,752			4,543,067		
Other liabilities	<u>362,133</u>			<u>685,843</u>		
Total liabilities	<u>14,434,523</u>			<u>14,609,204</u>		
Stockholders' equity	2,066,564			2,032,717		
Noncontrolling interest	<u>26,509</u>			<u>27,162</u>		
Total liabilities and stockholders' equity	<u><u>\$ 16,527,596</u></u>			<u><u>\$ 16,669,083</u></u>		
Net interest income ⁽²⁾	<u><u>\$ 116,255</u></u>			<u><u>\$ 123,852</u></u>		
Net interest spread ⁽²⁾			1.94 %			2.65 %
Net interest margin ⁽²⁾			3.04 %			3.20 %
Nine Months Ended September 30,						
	2023			2022		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets						
Interest-earning assets						
Loans held for sale	\$ 979,099	\$ 40,497	5.51 %	\$ 1,335,447	\$ 40,680	4.06 %
Loans held for investment, gross ⁽¹⁾	7,967,075	363,682	6.17 %	7,863,257	257,621	4.43 %
Investment securities - taxable	2,759,436	79,487	3.84 %	2,810,993	52,512	2.49 %
Investment securities - non-taxable ⁽²⁾	380,269	10,306	3.61 %	295,523	8,270	3.73 %
Federal funds sold and securities purchased under agreements to resell	142,970	6,872	6.43 %	162,893	1,925	1.58 %
Interest-bearing deposits in other financial institutions	1,581,345	57,708	4.88 %	2,494,687	15,953	0.85 %
Securities borrowed	1,422,798	53,265	4.94 %	1,280,551	30,252	3.12 %
Other	71,909	11,879	22.09 %	54,971	5,187	12.62 %
Interest-earning assets, gross ⁽²⁾	<u>15,304,901</u>	<u>623,696</u>	<u>5.45 %</u>	<u>16,298,322</u>	<u>412,400</u>	<u>3.38 %</u>
Allowance for credit losses	<u>(101,664)</u>			<u>(92,991)</u>		
Interest-earning assets, net	<u>15,203,237</u>			<u>16,205,331</u>		
Noninterest-earning assets	<u>1,380,989</u>			<u>1,439,017</u>		
Total assets	<u><u>\$ 16,584,226</u></u>			<u><u>\$ 17,644,348</u></u>		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 7,625,569	\$ 154,840	2.71 %	\$ 7,698,557	\$ 22,174	0.39 %
Securities loaned	1,333,652	47,928	4.80 %	1,154,323	25,390	2.94 %
Notes payable and other borrowings	<u>1,626,306</u>	<u>63,218</u>	<u>5.20 %</u>	<u>1,272,012</u>	<u>28,045</u>	<u>2.95 %</u>
Total interest-bearing liabilities	<u>10,585,527</u>	<u>265,986</u>	<u>3.36 %</u>	<u>10,124,892</u>	<u>75,609</u>	<u>1.00 %</u>
Noninterest-bearing liabilities						
Noninterest-bearing deposits	3,557,765			4,534,513		
Other liabilities	<u>357,547</u>			<u>683,288</u>		
Total liabilities	<u>14,500,839</u>			<u>15,342,693</u>		
Stockholders' equity	2,056,885			2,274,911		
Noncontrolling interest	<u>26,502</u>			<u>26,744</u>		
Total liabilities and stockholders' equity	<u><u>\$ 16,584,226</u></u>			<u><u>\$ 17,644,348</u></u>		
Net interest income ⁽²⁾	<u><u>\$ 357,710</u></u>			<u><u>\$ 336,791</u></u>		
Net interest spread ⁽²⁾			2.09 %			2.38 %
Net interest margin ⁽²⁾			3.12 %			2.76 %

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(1) Average balance includes non-accrual loans.

(2) Presented on a taxable equivalent basis with annualized taxable equivalent adjustments based on the applicable corporate federal income tax rate of 21% for the periods presented. The adjustment to interest income was \$0.6 million and \$0.4 million for the three months ended September 30, 2023 and 2022, respectively, and \$2.1 million and \$1.3 million for the nine months ended September 30, 2023 and 2022, respectively.

The banking segment's net interest margin exceeds our consolidated net interest margin shown above. Our consolidated net interest margin includes certain items that are not reflected in the calculation of our net interest margin within our banking segment and reduce our consolidated net interest margin, such as the borrowing costs of Hilltop and the yields and costs associated with certain items within interest-earning assets and interest-bearing liabilities, such as securities borrowed in the broker-dealer segment and securities loaned in the broker-dealer segment, including items related to securities financing operations that particularly decrease net interest margin. In addition, yields and costs on certain interest-earning assets, such as lines of credit extended to other operating segments by the banking segment, are eliminated from the consolidated financial statements.

On a consolidated basis, the changes in net interest income during the three and nine months ended September 30, 2023, compared with the same periods in 2022, were primarily due to the effects of volume and rate changes within the mortgage warehouse lending, securities and deposits portfolios within the banking segment, decreased net yields on mortgage loans held for sale, partially offset by a decrease in the average warehouse line balance with an unaffiliated bank within the mortgage origination segment. Refer to the discussion in the "Banking Segment" section that follows for more details on the changes in net interest income, including the component changes in the volume of average interest-earning assets and interest-bearing liabilities and changes in the rates earned or paid on those items.

The provision for (reversal of) credit losses is determined by management as the amount necessary to maintain the allowance for credit losses at the amount of expected credit losses inherent within the loans held for investment portfolio. The amount of expense and the corresponding level of allowance for credit losses for loans are based on our evaluation of the collectability of the loan portfolio based on historical loss experience, reasonable and supportable forecasts, and other significant qualitative and quantitative factors. During the three months ended September 30, 2023, the slight reversal of credit losses reflected improvements to the U.S. economic outlook and decreases in specific reserves within our broker dealer segment, offset by increases in specific reserves and net portfolio changes within the banking segment. The provision for credit losses during the nine months ended September 30, 2023 reflected a significant build in the allowance related to loan portfolio changes since December 31, 2022 and a deteriorating outlook for commercial real estate markets. Refer to the discussion under the heading "Financial Condition – Allowance for Credit Losses on Loans" for more details regarding the significant assumptions and estimates involved in estimating credit losses.

Noninterest income decreased during the three months ended September 30, 2023, compared with the same period in 2022, primarily due to decreases in total mortgage loan sales volume and average loan sales margin within our mortgage origination segment, partially offset by net increases primarily within the broker-dealer segment's wealth management business lines and public finance services. Noninterest income decreased during the nine months ended September 30, 2023, compared with the same period in 2022, primarily due to the changes noted above within our mortgage origination segment, partially offset by net increases primarily within the broker-dealer segment's fixed income services, structured finance, public finance services and wealth management business lines.

Noninterest expense decreased during the three months ended September 30, 2023, compared with the same period in 2022, primarily due to decreases in both variable and non-variable compensation and other segment costs within our mortgage origination segment associated with the decreased mortgage loan originations. Noninterest expense decreased during the nine months ended September 30, 2023, compared with the same period in 2022, primarily due to the changes previously noted within our mortgage origination segment, partially offset by increases in non-variable compensation and other segment operating costs within our broker-dealer segment. We have experienced an increase in certain noninterest expenses during 2023 and 2022, compared with respective prior periods, including compensation, occupancy, and software costs, due to inflationary pressures. We expect such inflationary headwinds to continue and result in higher fixed costs through the remainder of 2023.

Effective income tax rates during the three months ended September 30, 2023 and 2022 were 25.2% and 21.8%, respectively, and for the nine months ended September 30, 2023 and 2022, were 21.6% and 22.7% respectively. The effective tax rate during the third quarter of 2023 was higher than the applicable statutory rate primarily due to the impact of non-deductible compensation expense and other permanent adjustments. During the nine months ended September 30, 2023, the effective tax rate differs from the applicable statutory rate primarily due to the impacts of excess tax benefits on share-based payment awards, investments in tax-exempt instruments and changes in accumulated tax

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reserves, partially offset by nondeductible expenses and the booking of additional taxes from a recent change in the source of funding for an acquired non-qualified, deferred compensation plan.

Segment Results

Banking Segment

The following table presents certain information about the operating results of our banking segment (in thousands).

	Three Months Ended September 30,		Variance 2023 vs 2022	Nine Months Ended September 30,		Variance 2023 vs 2022
	2023	2022		2023	2022	
Net interest income	\$ 99,047	\$ 110,939	\$ (11,892)	\$ 304,804	\$ 304,269	\$ 535
Provision for (reversal of) credit losses	675	(650)	1,325	17,175	4,325	12,850
Noninterest income	11,668	12,200	(532)	34,046	37,438	(3,392)
Noninterest expense	56,887	60,160	(3,273)	170,450	175,921	(5,471)
Income before income taxes	<u>\$ 53,153</u>	<u>\$ 63,629</u>	<u>\$ (10,476)</u>	<u>\$ 151,225</u>	<u>\$ 161,461</u>	<u>\$ (10,236)</u>

The decrease in income before income taxes during the three months ended September 30, 2023, compared with the same period in 2022, was primarily due to a decline in net interest income, partially offset by a decrease in noninterest expenses. The decrease in income before income taxes during the nine months ended September 30, 2023, compared with the same period in 2022, was driven by an increase in the provision for credit losses and a decrease in noninterest income, partially offset by a decline in noninterest expense. Changes to net interest income related to the component changes in the volume of average interest-earning assets and interest-bearing liabilities and changes in the rates earned or paid on those items are discussed in more detail below.

As discussed in more detail below, given the intense competition for liquidity and as customers seek higher yields on deposits, the banking segment's cost of deposits has increased and we expect it will continue to increase during the remainder of 2023. The resulting net interest income spread compression has had, and is expected to continue to have, a negative impact on banking segment operating results.

The information shown in the table below includes certain key indicators of the performance and asset quality of our banking segment.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Efficiency ratio (1)	51.38 %	48.85 %	50.30 %	51.48 %
Return on average assets (2)	1.20 %	1.41 %	1.17 %	1.16 %
Net interest margin (3)	3.08 %	3.42 %	3.19 %	3.01 %
Net recoveries (charge-offs) to average loans outstanding (4)	0.08 %	(0.15)%	(0.03)%	(0.08)%

- (1) Efficiency ratio is defined as noninterest expenses divided by the sum of total noninterest income and net interest income for the period. We consider the efficiency ratio to be a measure of the banking segment's profitability.
- (2) Return on average assets is defined as net income divided by average assets.
- (3) Net interest margin is defined as net interest income divided by average interest-earning assets. We consider net interest margin as a key indicator of profitability, as it represents interest earned on interest-earning assets compared to interest incurred.
- (4) Net recoveries (charge-offs) to average loans outstanding is defined as the greater of recoveries or charge-offs during the reported period minus charge-offs or recoveries divided by average loans outstanding. We use the ratio to measure the credit performance of our loan portfolio.

The banking segment presents net interest margin and net interest income in the following discussion and table below on a taxable equivalent basis. Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest-earning assets. Taxable equivalent adjustments are based on the applicable corporate federal income tax rate of 21% for all periods presented. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

During the three months ended September 30, 2023 and 2022, purchase accounting contributed 8 and 10 basis points, respectively, to the banking segment's taxable equivalent net interest margin of 3.09% and 3.43%, respectively. During the nine months ended September 30, 2023 and 2022, purchase accounting contributed 9 and 9 basis points, respectively, to the banking segment's taxable equivalent net interest margin of 3.20% and 3.01% respectively. These purchase accounting items are primarily related to accretion of discount of loans associated with the Bank Transactions presented in the Consolidated Operating Results section.

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The tables below provide additional details regarding our banking segment's net interest income (dollars in thousands).

	Three Months Ended September 30,					
	2023			2022		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets						
Interest-earning assets						
Loans held for investment, gross ⁽¹⁾	\$ 7,831,250	\$ 118,307	5.99 %	\$ 7,460,437	\$ 88,054	4.68 %
Subsidiary warehouse lines of credit	982,621	20,515	8.17 %	1,078,422	16,012	5.81 %
Investment securities - taxable	2,227,564	18,070	3.24 %	2,426,451	12,203	2.01 %
Investment securities - non-taxable ⁽²⁾	112,161	960	3.42 %	111,775	989	3.54 %
Federal funds sold and securities purchased under agreements to resell	51,518	725	5.58 %	80,811	541	— %
Interest-bearing deposits in other financial institutions	1,496,590	20,320	5.39 %	1,662,342	9,542	2.28 %
Other	54,599	649	4.72 %	36,849	2,154	23.19 %
Interest-earning assets, gross ⁽²⁾	12,756,303	179,546	5.58 %	12,857,087	129,495	4.00 %
Allowance for credit losses	(109,798)			(94,690)		
Interest-earning assets, net	12,646,505			12,762,397		
Noninterest-earning assets	841,953			937,190		
Total assets	\$ 13,488,458			\$ 13,699,587		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 7,774,751	\$ 75,728	3.86 %	\$ 6,871,441	\$ 16,409	0.95 %
Notes payable and other borrowings	494,660	4,611	3.70 %	352,299	1,938	2.18 %
Total interest-bearing liabilities	8,269,411	80,339	3.85 %	7,223,740	18,347	1.01 %
Noninterest-bearing liabilities						
Noninterest-bearing deposits	3,493,995			4,741,624		
Other liabilities	159,681			151,313		
Total liabilities	11,923,087			12,116,677		
Stockholders' equity	1,565,371			1,582,910		
Total liabilities and stockholders' equity	\$ 13,488,458			\$ 13,699,587		
Net interest income ⁽²⁾	\$ 99,207			\$ 111,148		
Net interest spread ⁽²⁾			1.73 %			2.99 %
Net interest margin ⁽²⁾			3.09 %			3.43 %
Nine Months Ended September 30,						
	2023			2022		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets						
Interest-earning assets						
Loans held for investment, gross ⁽¹⁾	\$ 7,797,199	\$ 337,811	5.79 %	\$ 7,307,478	\$ 241,170	4.41 %
Subsidiary warehouse lines of credit	889,810	53,147	7.88 %	1,239,312	43,211	4.60 %
Investment securities - taxable	2,328,786	54,541	3.12 %	2,374,314	30,886	1.73 %
Investment securities - non-taxable ⁽²⁾	113,257	2,970	3.50 %	108,946	2,852	3.49 %
Federal funds sold and securities purchased under agreements to resell	55,788	2,142	5.19 %	120,790	1,025	1.15 %
Interest-bearing deposits in other financial institutions	1,525,746	57,708	5.06 %	2,349,273	15,953	0.91 %
Other	55,261	1,880	4.55 %	36,824	2,176	7.90 %
Interest-earning assets, gross ⁽²⁾	12,765,847	510,199	5.34 %	13,536,937	337,273	3.33 %
Allowance for credit losses	(100,653)			(92,562)		
Interest-earning assets, net	12,665,194			13,444,375		
Noninterest-earning assets	849,505			920,984		
Total assets	\$ 13,514,699			\$ 14,365,359		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 7,481,101	\$ 186,557	3.33 %	\$ 7,523,367	\$ 28,684	0.51 %
Notes payable and other borrowings	623,179	18,293	3.92 %	277,152	3,711	1.79 %
Total interest-bearing liabilities	8,104,280	204,850	3.38 %	7,800,519	32,395	0.56 %
Noninterest-bearing liabilities						
Noninterest-bearing deposits	3,696,399			4,797,683		
Other liabilities	150,247			135,825		
Total liabilities	11,950,926			12,734,027		
Stockholders' equity	1,563,773			1,631,332		
Total liabilities and stockholders' equity	\$ 13,514,699			\$ 14,365,359		
Net interest income ⁽²⁾	\$ 305,349			\$ 304,878		
Net interest spread ⁽²⁾			1.96 %			2.77 %
Net interest margin ⁽²⁾			3.20 %			3.01 %

(1) Average balance includes non-accrual loans.

(2) Presented on a taxable equivalent basis with annualized taxable equivalent adjustments based on the applicable corporate federal income tax rates of 21% for all the periods presented. The adjustment to interest income was \$0.2 million and \$0.2 million for the three months ended September 30, 2023 and 2022, respectively, and \$0.6 million and \$0.6 million for the nine months ended September 30, 2023 and 2022, respectively.

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The banking segment's net interest margin exceeds our consolidated net interest margin. Our consolidated net interest margin includes certain items that are not reflected in the calculation of our net interest margin within our banking segment and reduce our consolidated net interest margin, such as the borrowing costs of Hilltop and the yields and costs associated with certain items within interest-earning assets and interest-bearing liabilities, such as securities borrowed in the broker-dealer segment and securities loaned in the broker-dealer segment, including items related to securities financing operations that particularly decrease net interest margin. In addition, yields and costs on certain interest-earning assets, such as lines of credit extended to other operating segments by the banking segment, are eliminated from the consolidated financial statements.

The following table summarizes the changes in the banking segment's net interest income for the periods indicated below, including the component changes in the volume of average interest-earning assets and interest-bearing liabilities and changes in the rates earned or paid on those items (in thousands).

	Three Months Ended September 30, 2023 vs. 2022			Nine Months Ended September 30, 2023 vs. 2022		
	Change Due To ⁽¹⁾		Change	Change Due To ⁽¹⁾		Change
	Volume	Yield/Rate		Volume	Yield/Rate	
Interest income						
Loans held for investment, gross ⁽²⁾	\$ 4,374	\$ 25,879	\$ 30,253	\$ 16,153	\$ 80,488	\$ 96,641
Subsidiary warehouse lines of credit ⁽³⁾	(1,403)	5,906	4,503	(12,019)	21,955	9,936
Investment securities - taxable	(1,008)	6,875	5,867	(591)	24,246	23,655
Investment securities - non-taxable ⁽⁴⁾	3	(32)	(29)	113	5	118
Federal funds sold and securities purchased under agreements to resell	—	184	184	(558)	1,675	1,117
Interest-bearing deposits in other financial institutions	(951)	11,729	10,778	(5,592)	47,347	41,755
Other	1,038	(2,543)	(1,505)	1,089	(1,385)	(296)
Total interest income ⁽⁴⁾	2,053	47,998	50,051	(1,405)	174,331	172,926
Interest expense						
Deposits	\$ 2,157	\$ 57,162	\$ 59,319	\$ (161)	\$ 158,034	\$ 157,873
Notes payable and other borrowings	783	1,890	2,673	4,633	9,949	14,582
Total interest expense	2,940	59,052	61,992	4,472	167,983	172,455
Net interest income ⁽⁴⁾	\$ (887)	\$ (11,054)	\$ (11,941)	\$ (5,877)	\$ 6,348	\$ 471

(1) Changes attributable to both volume and yield/rate are included in yield/rate column.

(2) Changes in the yields earned on loans held for investment, gross included declines of \$0.6 million and \$0.9 million in accretion of discount on loans during the three and nine months ended September 30, 2023, compared with the same periods in 2022. Accretion of discount on loans is expected to decrease in future periods as loans acquired in the Bank Transactions are repaid, refinanced or renewed.

(3) Subsidiary warehouse lines of credit extended to PrimeLending are eliminated from the consolidated financial statements.

(4) Annualized taxable equivalent.

With regard to net interest income, as of September 30, 2023, the banking segment maintained an asset sensitive rate risk position, meaning the amount of its interest-earning assets maturing or repricing within a given period exceeds the amount of its interest-bearing liabilities also maturing or repricing within that time period. During a period of rising interest rates, being asset sensitive tends to result in an increase in net interest income, but during a period of declining interest rates, tends to result in a decrease in net interest income.

Our portfolio includes loans that periodically reprice or mature prior to the end of an amortized term. The extent and timing of this impact on interest income will ultimately be driven by the timing, magnitude and frequency of interest rate and yield curve movements, as well as changes in market conditions and timing of management strategies. At September 30, 2023, approximately \$761 million of our floating rate loans held for investment remained at or below their applicable rate floor, exclusive of our mortgage warehouse lending program, of which approximately 85% are not scheduled to reprice for more than one year based upon agreed-upon terms. If interest rates rise further, yields on the portion of our loan portfolio that remain at applicable rate floors would rise more slowly than increases in market interest rates, unless such loans are refinanced or repaid. Competition for loan growth could also continue to put pressure on new loan origination rates. If interest rates were to fall, the impact on our interest income for certain variable-rate loans would be limited by these rate floors.

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Additionally, within our banking segment, the composition of the deposit base and ultimate cost of funds on deposits and net interest income are affected by the level of market interest rates, the interest rates and products offered by competitors, the volatility of equity markets and other factors. Deposit products and pricing structures relative to the market are regularly evaluated to maintain competitiveness over time. During a period of rising interest rates, the cost of funds on deposits, and therefore, interest expense, tends to increase. Given the intense competition for liquidity and the banking industry disruption, and as customers seek higher yields on deposits, our cost of deposits increased during the three and nine months ended September 30, 2023 compared to the same periods of 2022 and we expect that the Bank's interest expense related to certain deposits will continue to increase during the remainder of 2023. The Bank's deposit base primarily includes a combination of commercial, wealth and public funds deposits, without a high level of industry concentration. At September 30, 2023, total estimated uninsured deposits were \$4.4 billion, or approximately 40% of total deposits, while estimated uninsured deposits, excluding collateralized deposits of \$276.3 million, were \$4.2 billion, or approximately 37% of total deposits.

Refer to the discussion in the "Liquidity and Capital Resources – Banking Segment" section that follows for more detail regarding the Bank's activities regarding deposits, available liquidity and borrowing capacity.

To help mitigate net interest income spread compression between our assets and liabilities as the Federal Reserve increases interest rates, management continues to execute certain derivative trades, as either cash flow hedges or fair value hedges, that benefit the banking segment as interest rates rise. Any changes in interest rates across the term structure will continue to impact net interest income and net interest margin. The impact of rate movements will change with the shape of the yield curve, including any changes in steepness or flatness and inversions at any points on the yield curve.

The banking segment retained approximately \$8.8 million and \$130.1 million in mortgage loans originated by the mortgage origination segment during the three months ended September 30, 2023 and 2022, respectively, and \$135.2 million and \$343.1 million in mortgage loans originated by the mortgage origination segment during the nine months ended September 30, 2023 and 2022, respectively. These loans are purchased by the banking segment at par. For origination services provided, the banking segment reimburses the mortgage origination segment for direct origination costs associated with these mortgage loans, in addition to payment of a correspondent fee. The correspondent fees are eliminated in consolidation. The determination of mortgage loan retention levels by the banking segment will be impacted by, among other things, an ongoing review of the prevailing mortgage rates, balance sheet positioning at Hilltop and the banking segment's outlook for commercial loan growth.

The banking segment's provision for (reversal of) credit losses has been subject to significant year-over-year and quarterly changes primarily attributable to the effects of changes in economic outlook, macroeconomic forecast assumptions and the resulting impact on reserves. Specifically, during the three months ended September 30, 2023, the provision for credit losses reflected increases in specific reserves and net portfolio changes since the prior period, while the provision for credit losses during the nine months ended September 30, 2023, reflected a significant build in the allowance related to loan portfolio changes since December 31, 2022 and a deteriorating outlook for commercial real estate markets. The net impact to the allowance of changes associated with collectively evaluated loans during the three and nine months ended September 30, 2023 included a reversal of credit losses of \$0.3 million, compared to a provision for credit losses of \$14.2 million, respectively, while individually evaluated loans included a provision for credit losses of \$0.9 million and \$3.0 million, respectively. The change in the allowance for credit losses during the three and nine months ended September 30, 2023 were also impacted by net recoveries of \$1.6 million and net charge-offs of \$1.7 million, respectively. During the three months ended September 30, 2022, the banking segment's reversal of credit losses reflected modest improvements in the U.S. economic outlook compared to assumptions in the prior quarter outlook, and in specific reserves and credit metrics since the prior quarter, while the provision for credit losses during the nine months ended September 30, 2022 was driven by a deteriorating U.S. economic outlook since December 31, 2021. The net impact to the allowance of changes associated with individually evaluated loans during the three and nine months ended September 30, 2022 included reversals of credit losses of \$0.1 million and \$1.6 million, respectively, while collectively evaluated loans included a reversal of credit losses of \$0.5 million, compared to a provision for credit losses of \$5.9 million, respectively. The changes in the allowance for credit losses during the three and nine months ended September 30, 2022 were also impacted by net charge-offs of \$2.7 million and \$4.2 million, respectively. The changes in the allowance for credit losses during the noted periods also reflected other factors including, but not limited to, loan growth, loan mix and changes in risk grades and qualitative factors from the prior quarter. Refer to the discussion in the "Financial Condition – Allowance for Credit Losses on Loans" section that follows for more details regarding the significant assumptions and estimates involved in estimating credit losses.

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The banking segment's noninterest income decreased during the three and nine months ended September 30, 2023, compared to the same periods in 2022, primarily due to a decline in service charges on depositor accounts and wealth management fee income.

The banking segment's noninterest expense decreased during the three and nine months ended September 30, 2023, compared to the same periods in 2022, primarily due to decreases in compensation-related expenses, partially offset by an increase in FDIC assessment expenses.

Broker-Dealer Segment

The following table provides additional details regarding our broker-dealer segment operating results (in thousands).

	Three Months Ended September 30,		Variance 2023 vs 2022	Nine Months Ended September 30,		Variance 2023 vs 2022
	2023	2022		2023	2022	
Net interest income:						
Wealth management:						
Securities lending	\$ 1,514	\$ 1,531	\$ (17)	\$ 5,337	\$ 4,862	\$ 475
Clearing services	2,458	1,888	570	5,416	5,998	(582)
Structured finance	1,603	1,544	59	5,980	4,995	985
Fixed income services	(895)	4,550	(5,445)	1,827	15,163	(13,336)
Other	7,535	3,873	3,662	20,719	6,463	14,256
Total net interest income	12,215	13,386	(1,171)	39,279	37,481	1,798
Noninterest income:						
Securities commissions and fees by business line (1):						
Fixed income services	6,283	6,984	(701)	19,360	25,658	(6,298)
Wealth management:						
Retail	21,340	19,341	1,999	65,887	56,964	8,923
Clearing services	10,073	7,440	2,633	30,501	18,922	11,579
Structured finance	2,389	3,652	(1,263)	6,310	8,237	(1,927)
Other	606	958	(352)	2,273	2,917	(644)
	40,691	38,375	2,316	124,331	112,698	11,633
Investment and securities advisory fees and commissions by business line:						
Public finance services	29,317	25,399	3,918	68,858	65,549	3,309
Fixed income services	1,477	1,677	(200)	4,481	5,055	(574)
Wealth management:						
Retail	7,888	7,313	575	23,068	23,793	(725)
Clearing services	427	406	21	1,250	1,354	(104)
Structured finance	479	153	326	698	719	(21)
Other	74	83	(9)	191	268	(77)
	39,662	35,031	4,631	98,546	96,738	1,808
Other:						
Structured finance	17,976	23,966	(5,990)	49,059	40,357	8,702
Fixed income services	7,763	3,626	4,137	23,080	1,008	22,072
Other	396	(200)	596	2,148	(1,662)	3,810
	26,135	27,392	(1,257)	74,287	39,703	34,584
Total noninterest income	106,488	100,798	5,690	297,164	249,139	48,025
Net revenue (2)	118,703	114,184	4,519	336,443	286,620	49,823
Noninterest expense:						
Variable compensation (3)	39,929	42,567	(2,638)	105,548	106,663	(1,115)
Non-variable compensation and benefits	30,001	27,707	2,294	92,101	83,930	8,171
Segment operating costs (4)	27,220	26,439	781	85,366	78,060	7,306
Total noninterest expense	97,150	96,713	437	283,015	268,653	14,362
Income (loss) before income taxes	\$ 21,553	\$ 17,471	\$ 4,082	\$ 53,428	\$ 17,967	\$ 35,461

(1) Securities commissions and fees includes income from FDIC sweep investments with the banking segment of \$12.7 million and \$4.3 million during the three months ended September 30, 2023 and 2022, respectively, and \$35.5 million and \$6.7 million during the nine months ended September 30, 2023 and 2022, respectively, that is eliminated in consolidation.

(2) Net revenue is defined as the sum of total net interest income and total noninterest income. We consider net revenue to be a key performance measure in the evaluation of the broker-dealer segment's financial position and operating performance as we believe it is the primary revenue performance measure used by investors and analysts. Net revenue provides for some level of comparability of trends across the financial services industry as it reflects both noninterest income, including investment and securities advisory fees and commissions, as well as net interest income. Internally, we assess the broker-dealer segment's performance on a revenue basis for comparability with our banking segment.

(3) Variable compensation represents performance-based commissions and incentives.

(4) Segment operating costs include provision for (reversal of) credit losses associated with the broker-dealer segment within other noninterest expenses.

The increase in net revenue and income before income taxes for the three months ended September 30, 2023, compared with the same period in 2022, was primarily due to improved period-over-period results within our wealth management and public finance services business lines, partially offset by declines within our fixed income services and structured finance business lines. The wealth management business line's net revenue improvement was driven by improved customer balance revenues, which included increases in FDIC sweep revenue, despite weaker retail division transactional production. The increase in net revenues in the broker-dealer segment's public finance services business line was primarily due to fees earned from managed assets within our treasury management division and municipal

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advisory revenues, despite the overall decline in national issuances. This increase was partially offset by a decrease in underwriting revenues due to weaker investment grade underwriting results. The decrease in net revenues in the broker-dealer segment's fixed income services business line was primarily due to declines from trading activities, trading profits and net interest income from the increase in the cost to carry inventory positions, while the broker-dealer segment's structured finance business line experienced a decrease in net revenues due to the overall volatility in the market, largely driven by activity related to a small number of clients.

The increase in net revenue and income before income taxes for the nine months ended September 30, 2023, compared to the same period in 2022, was primarily related to the combined impacts of the rising interest rate environment and a more favorable housing environment in certain areas of the country, which was evidenced by improved results period-over-period within our various business lines. All the broker-dealer business lines experienced an increase in net revenues when compared to the nine months ended September 30, 2022. Specifically, the broker-dealer segment's structured finance business line experienced an increase in net revenues due to increased production volumes, and support from certain state legislatures for down payment assistance programs. The wealth management business line's net revenue improvement was driven by improved customer balance revenues, which included increases in FDIC sweep revenue, despite weaker retail division transactional production. The increase in net revenues in the broker-dealer segment's fixed income services business line was primarily due to improved trading revenues in both taxable and municipal products offset by a decrease in net interest income from the increase in the cost to carry inventory positions. The increase in net revenues in the broker-dealer segment's public finance services business line was primarily due to fees earned from managed assets within our treasury management division and underwriting transactions, offset by a decrease in advisory revenue due to the unfavorable national issuance trends.

The broker-dealer segment is subject to interest rate risk as a consequence of maintaining inventory positions, trading in interest rate sensitive financial instruments and maintaining a matched stock loan book. Changes in interest rates are likely to have a meaningful impact on our overall financial performance. Our broker-dealer segment has historically earned a significant portion of its revenues from advisory fees upon the successful completion of client transactions, which could be adversely impacted by interest rate volatility. Rapid or significant changes in interest rates could adversely affect the broker-dealer segment's bond trading, sales, underwriting activities and other interest spread-sensitive activities described below. The broker-dealer segment also receives administrative fees for providing money market and FDIC investment alternatives to clients, which tend to be sensitive to short-term interest rates. In addition, the profitability of the broker-dealer segment depends, to an extent, on the spread between revenues earned on customer loans and excess customer cash balances, and the interest expense paid on customer cash balances, as well as the interest revenue earned on trading securities, net of financing costs. The broker-dealer segment is also exposed to interest rate risk through its structured finance business line, which is dependent on mortgage loan production that tends to be adversely impacted by increasing interest rates and may result in valuation-related adjustments.

The broker-dealer segment experienced lower-than-forecasted operating results during 2022 given trends related to the combination of rapid or significant changes in interest rates, the sharp decline in mortgage loan origination volumes, customer sensitivity to interest rates and resulting demand for certain products. Such trends have resulted in a challenging environment associated with the broker-dealer segment's short- and long-term financial condition, resulting in variability in its operating results. In the event future operating performance remains challenged and below our forecasted projections, there are negative changes to long-term growth rates or discount rates increase, the fair value of the broker-dealer segment reporting unit may decline and we may be required to record a goodwill impairment charge. These conditions will continue to be considered during future impairment evaluations of reporting unit goodwill.

In the broker-dealer segment, interest is earned from securities lending activities, interest charged on customer margin loan balances and interest earned on investment securities used to support sales, underwriting and other customer activities. The decrease in net interest income during the three months ended September 30, 2023, compared with the same period in 2022, was primarily due to the decrease in net interest income from the fixed income services business line due to the increased cost to carry those inventories. The increase in net interest income during the nine months ended September 30, 2023, compared with the same period in 2022 was primarily due to the increase in the amount of interest received on a structured product investment.

Noninterest income increased during the three and nine months ended September 30, 2023, compared with the same periods in 2022, primarily due to increases in securities commissions and fees, investment and securities advisory fees and commissions and, for the nine months ended September 30, 2023, other noninterest income, partially offset by the decrease in other noninterest income for the three months ended September 30, 2023.

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Securities commissions and fees increased during the three and nine months ended September 30, 2023, compared with the same periods in 2022, primarily due to an increase in FDIC sweep revenue given higher short-term interest rates, partially offset by a decrease in fixed income and retail commissions. As FDIC sweep revenues are closely correlated to short-term interest rates, changes in short-term interest rates may affect these revenues. FDIC sweep program revenues earned on deposits placed with the banking segment are eliminated in consolidation.

Investment and securities advisory fees and commissions increased during the three and nine months ended September 30, 2023, compared with the same periods in 2022. For the three months ended September 30, 2023, the increase was primarily due to increases in fees earned from managed assets within our treasury management division of our public finance services business line and municipal advisory. For the nine months ended September 2023, the increase was primarily due to increases in fees earned from managed assets within our treasury management division of our public finance services business line and underwriting transactions.

The increase in other noninterest income during the nine months ended September 30, 2023, compared with the same period in 2022, was primarily due to increases in trading gains earned from structured finance and fixed income trading activities. Specifically, mortgage originations increased 86% for the nine months ended September 30, 2023 and customer demand improved when compared with the same period in 2022. Increased fixed income trading gains for the nine months ended September 30, 2023, compared with the same period in 2022, were primarily driven by municipal and mortgage-backed securities trading. Also contributing to the overall increase in noninterest income was an increase in the value of the broker-dealer segment's deferred compensation plan's assets of \$2.4 million for the nine months ended September 30, 2023 when compared with the same period in 2022. For the three months ended September 30, 2023, other noninterest income decreased when compared to the same period in 2022 primarily due to the volatility in the housing market which contributed to decreased structured finance trading activities. This decrease was partially offset by increases in trading gains earned from fixed income trading activities, which were primarily driven by asset-backed securities trading. With the expected rise in interest rates continuing throughout 2023, we anticipate continued volatility in trading revenues.

The increase in noninterest expenses during the three and nine months ended September 30, 2023, compared with the same periods in 2022, were due to increases in segment compensation and operating costs. For the three months ended September 30, 2023, the increase in noninterest expense was primarily due to increases in travel expenses, transaction clearing costs and legal fees. For the nine months ended September 30, 2023, the increase in segment compensation was primarily due to the impact of changes in variable compensation on improved results, increases in deferred compensation expenses from both the restricted stock plan and the broker-dealer segment's deferred compensation plan as well as overall increases in fixed compensation. The remaining increase in noninterest expenses during the nine months ended September 30, 2023, compared with the same period in 2022, were attributable to an increase in software expenses, travel expenses, quotation and transaction clearing costs and legal fees.

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Selected information concerning the broker-dealer segment, including key performance indicators, follows (dollars in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Total compensation as a % of net revenue (1)	58.9 %	61.5 %	58.7 %	66.5 %
Pre-tax margin (2)	18.2 %	15.3 %	15.9 %	6.3 %
FDIC insured program balances at the Bank (end of period)			\$ 1,382,088	\$ 663,730
Other FDIC insured program balances (end of period)			\$ 686,920	\$ 1,376,741
Customer funds on deposit, including short credits (end of period)			\$ 223,582	\$ 329,948
Public finance services:				
Number of issues (3)	230	246	648	760
Aggregate amount of offerings (3)	\$ 16,808,056	\$ 15,726,654	\$ 37,838,865	\$ 33,919,594
Structured finance:				
Lock production/TBA volume	\$ 2,967,155	\$ 1,300,944	\$ 5,735,003	\$ 3,088,340
Fixed income services:				
Total volumes	\$ 69,964,657	\$ 50,276,258	\$ 177,028,598	\$ 175,487,156
Net inventory (end of period)			\$ 527,302	\$ 542,257
Wealth management (Retail and Clearing services groups):				
Retail employee representatives (end of period)			94	96
Independent registered representatives (end of period)			188	171
Correspondents (end of period)			109	110
Correspondent receivables (end of period)			\$ 125,874	\$ 115,810
Customer margin balances (end of period)			\$ 231,369	\$ 286,691
Wealth management (Securities lending group):				
Interest-earning assets - stock borrowed (end of period)			\$ 1,368,945	\$ 1,182,934
Interest-bearing liabilities - stock loaned (end of period)			\$ 1,304,884	\$ 1,072,408

(1) Total compensation includes the sum of non-variable compensation and benefits and variable compensation. We consider total compensation as a percentage of net revenue to be a key performance measure and indicator of segment profitability.

(2) Pre-tax margin is defined as income before income taxes divided by net revenue. We consider pre-tax margin to be a key performance measure given its use as a profitability metric representing the percentage of net revenue earned that results in a profit.

(3) Noted balances during all prior periods include certain reclassifications to conform to current period presentation.

Mortgage Origination Segment

The following table presents certain information regarding the operating results of our mortgage origination segment (in thousands).

	Three Months Ended September 30,		Variance 2023 vs 2022	Nine Months Ended September 30,		Variance 2023 vs 2022
	2023	2022		2023	2022	
Net interest income (expense)	\$ (5,482)	\$ (2,939)	\$ (2,543)	\$ (15,590)	\$ (6,066)	\$ (9,524)
Noninterest income	88,747	98,200	(9,453)	247,655	381,477	(133,822)
Noninterest expense	91,505	118,345	(26,840)	278,918	386,372	(107,454)
Loss before income taxes	\$ (8,240)	\$ (23,084)	\$ 14,844	\$ (46,853)	\$ (10,961)	\$ (35,892)

The mortgage lending business is subject to variables that can impact loan origination volume, including seasonal transaction volumes and interest rate fluctuations. Historically, the mortgage origination segment has experienced increased loan origination volume from purchases of homes during the spring and summer months, when more people tend to move and buy or sell homes. An increase in mortgage interest rates tends to result in decreased loan origination volume from refinancings, while a decrease in mortgage interest rates tends to result in increased loan origination volume from refinancings. While changes in mortgage interest rates have historically had a lesser impact on home purchases volume than on refinancing volume, increases in mortgage interest rates that began in 2022 and have continued into 2023 have also continued to negatively impact home purchase volume through the first nine months of 2023. See details regarding loan origination volume in the table below.

Recent trends, as well as typical historical patterns in loan origination volume from purchases of homes or from refinancings because of movements in mortgage interest rates, may not be indicative of future loan origination volumes. During 2022 and continuing through the first nine months of 2023, certain events have adversely impacted total mortgage market origination volumes because of their effect on the economy, including inflation and rising interest rates, the Federal Reserve's actions and communications, and geopolitical threats. These events have also adversely impacted the willingness and ability of the mortgage origination segment's customers to conduct mortgage transactions. Specifically, current home inventory shortages and affordability challenges are impacting customers' abilities to purchase homes. In addition, continued mortgage industry excess capacity has adversely impacted PrimeLending's individual loan origination volume. The increase in interest rates that began during 2022, which has led to a sharp

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reduction in national refinancing volume and a reduction of willing and eligible home buyers, has resulted in competitive mortgage pricing pressure, leading to a decline in the average combined net gains from mortgage loan sales and mortgage loan origination fees through March 31, 2023. Between March 31, 2023 and September 30, 2023, the average combined net gains from loan sales and mortgage loan origination fees increased slightly, but still remained below the average for the three months ended March 31, 2022. Currently, we anticipate that lower seasonal transaction volumes and the continuation of the mortgage loan production and operating results trends experienced by the mortgage origination segment during the first nine months of 2023 will continue through the remainder of 2023. Given these expectations, PrimeLending continues to evaluate its cost structure to address the current mortgage environment.

We believe that ongoing initiatives are critical to improving PrimeLending's short- and long-term financial condition and operating results. As noted under the section titled "Asset Valuation" earlier in this Item 2, the mortgage origination segment experienced operating losses during the second half of 2022 which have continued as expected into the first quarter of 2023 due to conditions discussed in detail within this discussion of segment results. However, beginning in the second quarter of 2023, the mortgage origination segment's operating losses continued and did not meet our forecasted projections. In light of these macroeconomic challenges in the mortgage industry given tight housing inventories and mortgage interest rate levels, and specifically the inability of our mortgage origination segment to meet forecasted projections, we identified these collective factors as a triggering event during the second quarter of 2023. As a result, we performed an interim quantitative impairment test as of June 1, 2023 using revised forecasts and concluded that it was more likely than not that the mortgage origination segment's estimated fair value of goodwill exceeded its carrying value. However, in the event future operating performance remains challenged, the fair value of the mortgage origination reporting unit may decline and we may be required to record a goodwill impairment charge. These conditions will continue to be considered during future impairment evaluations of reporting unit goodwill.

As a GNMA approved lender, we are subject to certain HUD reporting requirements, including timely reporting if a quarter's operating loss exceeds more than 20% of its previous quarter or year-end net worth ("the operating loss ratio"). If this occurs, certain additional financial reporting submissions are required. During the first quarter of 2023, the operating loss ratio was 21.2%, which was reported to HUD. During the second and third quarters of 2023, the operating loss ratio decreased to 15.8% and 10.0%, respectively.

In addition, as a FNMA and FHLMC approved lender, we are subject to certain minimum capital, net worth and liquidity requirements established by FNMA and FHLMC. These agencies may also monitor additional financial performance trends at their discretion, including risk-based analyses focused on loans that the mortgage origination segment is currently responsible for representation and warranties that agency loans sold meet certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan.

The loss before income taxes decreased moderately during the three months ended September 30, 2023 and increased significantly during the nine months ended September 30, 2023, compared with the same periods in 2022. The decrease during the three months ended September 30, 2023 was primarily the result of an increase in the average value of mortgage loan origination fees and a decrease in noninterest expense, partially offset by decreases in the volume of interest rate lock commitments ("IRLCs") related to a decrease in mortgage loan applications, mortgage loan originations and loan sales, compared to the same period in 2022. The increase during the nine months ended September 30, 2023, was primarily the result of decreases in the volume of IRLCs, mortgage loan originations and mortgage loan sales and an increase in the net interest expense, partially offset by a decrease in noninterest expense, compared to the same period in 2022.

During 2022 and continuing into the third quarter of 2023, the U.S. 10-Year Treasury Rate and mortgage interest rates increased significantly. Average interest rates during the three and nine months ended September 30, 2023, exceeded average interest rates during the same periods in 2022. Refinancing volume as a percentage of total origination volume was relatively flat during the three months ended September 30, 2023 and decreased during the nine months ended September 30, 2023, as compared to the same periods in 2022. Although we anticipate a lower percentage of refinancing volume relative to total loan origination volume during the year ending in December 31, 2023, as compared to the year ended December 31, 2022, a higher refinance percentage could be driven by a slowing of purchase volume due to the negative impact on new and existing home sales resulting from existing home inventory shortages and affordability challenges related to new home construction, and/or an increase in all-cash buyers.

The mortgage origination segment primarily originates its mortgage loans through a retail channel, with limited lending through its affiliated business arrangements ("ABAs"). For the nine months ended September 30, 2023, funded volume through ABAs was approximately 12% of the mortgage origination segment's total loan volume. During March 2023

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and July 2023, respectively, all of the respective members of two ABAs mutually agreed to dissolve the entities, effective June 2023 and September 2023, respectively. Currently, PrimeLending owns a greater than 50% membership interest in two ABAs. We expect total production within the ABA channel to approximate 18% of loan volume of the mortgage origination segment during the remainder of 2023.

The following table provides further details regarding our mortgage loan originations and sales for the periods indicated below (dollars in thousands).

	Three Months Ended September 30,				Nine Months Ended September 30,				Variance 2023 vs 2022	
	2023		2022		2023		2022			
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total		
Mortgage Loan Originations - units	7,353		10,098		(2,745)		21,004		34,407	(13,403)
Mortgage Loan Originations - volume:										
Conventional	\$ 1,403,008	62.53 %	\$ 1,934,614	63.57 %	\$ (531,606)	\$ 4,038,367	62.82 %	\$ 6,971,138	65.66 %	\$ (2,932,771)
Government	497,055	22.15 %	736,895	24.21 %	(239,840)	1,486,169	23.12 %	2,085,949	19.65 %	(599,780)
Jumbo	73,769	3.29 %	198,846	6.53 %	(125,077)	237,304	3.69 %	949,498	8.94 %	(712,194)
Other	269,869	12.03 %	172,856	5.69 %	97,013	666,264	10.37 %	610,329	5.75 %	55,935
	<u>\$ 2,243,701</u>	<u>100.00 %</u>	<u>\$ 3,043,211</u>	<u>100.00 %</u>	<u>\$ (799,510)</u>	<u>\$ 6,428,104</u>	<u>100.00 %</u>	<u>\$ 10,616,914</u>	<u>100.00 %</u>	<u>\$ (4,188,810)</u>
Home purchases										
Refinancings	\$ 2,091,444	93.21 %	\$ 2,832,136	93.06 %	\$ (740,692)	\$ 6,003,749	93.40 %	\$ 8,927,270	84.09 %	\$ (2,923,521)
	<u>152,257</u>	<u>6.79 %</u>	<u>211,075</u>	<u>6.94 %</u>	<u>(58,818)</u>	<u>424,355</u>	<u>6.60 %</u>	<u>1,689,644</u>	<u>15.91 %</u>	<u>(1,265,289)</u>
	<u><u>\$ 2,243,701</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ 3,043,211</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ (799,510)</u></u>	<u><u>\$ 6,428,104</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ 10,616,914</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ (4,188,810)</u></u>
Texas										
Texas	\$ 624,953	27.85 %	\$ 716,764	23.55 %	\$ (91,811)	\$ 1,762,179	27.41 %	\$ 2,311,567	21.77 %	\$ (549,388)
California	176,879	7.88 %	196,502	6.46 %	(19,623)	536,718	8.35 %	921,194	8.68 %	(384,476)
South Carolina	119,124	5.31 %	137,628	4.52 %	(18,504)	344,224	5.36 %	480,444	4.53 %	(136,220)
Florida	96,945	4.32 %	139,698	4.59 %	(42,753)	308,155	4.79 %	523,442	4.93 %	(215,287)
Arizona	84,103	3.75 %	116,535	3.83 %	(32,432)	290,972	4.53 %	473,870	4.46 %	(182,898)
New York	101,560	4.53 %	139,381	4.58 %	(37,821)	271,929	4.23 %	432,543	4.07 %	(160,614)
Missouri	79,735	3.55 %	104,914	3.45 %	(25,179)	225,068	3.50 %	346,173	3.26 %	(121,105)
Ohio	71,467	3.19 %	155,904	5.12 %	(84,437)	200,273	3.12 %	469,165	4.42 %	(268,892)
North Carolina	67,342	3.00 %	90,287	2.97 %	(22,945)	196,764	3.06 %	325,931	3.07 %	(129,167)
Maryland	57,931	2.58 %	74,493	2.45 %	(16,562)	165,234	2.57 %	269,728	2.54 %	(104,494)
All other states	763,662	34.04 %	1,171,105	38.48 %	(407,443)	2,126,588	33.08 %	4,062,857	38.27 %	(1,936,269)
	<u>\$ 2,243,701</u>	<u>100.00 %</u>	<u>\$ 3,043,211</u>	<u>100.00 %</u>	<u>\$ (799,510)</u>	<u>\$ 6,428,104</u>	<u>100.00 %</u>	<u>\$ 10,616,914</u>	<u>100.00 %</u>	<u>\$ (4,188,810)</u>
Mortgage Loan Sales - volume:										
Third parties	\$ 2,386,552	99.63 %	\$ 3,289,846	96.20 %	\$ (903,294)	\$ 6,037,382	97.81 %	\$ 10,818,341	96.93 %	\$ (4,780,959)
Banking segment	8,805	0.37 %	130,104	3.80 %	(121,299)	135,201	2.19 %	343,140	3.07 %	(207,939)
	<u><u>\$ 2,395,357</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ 3,419,950</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ (1,024,593)</u></u>	<u><u>\$ 6,172,583</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ 11,161,481</u></u>	<u><u>100.00 %</u></u>	<u><u>\$ (4,988,898)</u></u>

We consider the mortgage origination segment's total loan origination volume to be a key performance measure. Loan origination volume is central to the segment's ability to generate income by originating and selling mortgage loans, resulting in net gains from the sale of loans, mortgage loan origination fees, and other mortgage production income. Total loan origination volume is a measure utilized by management, our investors, and analysts in assessing market share and growth of the mortgage origination segment.

The mortgage origination segment's total loan origination volume decreased 26.3% and 39.5% during the three and nine months ended September 30, 2023, compared to the same periods in 2022, while loss before income taxes decreased 64.3% and increased 327.5%, respectively, during those same periods. The decrease in loss before income taxes during the three months ended September 30, 2023, was primarily due to an increase in the average value of mortgage loan origination fees and decreases in variable compensation, non-variable compensation and benefits expense and segment operating costs, compared to the same period in 2022. These trends were partially offset by decreases in the volume of IRLCs, mortgage loan originations and mortgage loans sales, compared to the same period in 2022. The increase in the loss before income taxes during the nine months ended September 30, 2023, was primarily due to decreases in the volume of IRLCs, mortgage loan originations, and mortgage loans sales, compared to the same period in 2022. These trends were partially offset by decreases in variable compensation, and to a lesser extent, decreases in non-variable compensation and benefits expense, compared to the same period in 2022. The net impact of a decrease in the average value of IRLCs and an increase in the average value of mortgage loan origination fees, compared to the same period in 2022, was minimal.

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The information shown in the table below includes certain additional key performance indicators for the mortgage origination segment.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net gains from mortgage loan sales (basis points):				
Loans sold to third parties	199	227	200	271
Impact of loans retained by banking segment	(1)	(9)	(4)	(8)
As reported	198	218	196	263
Variable compensation as a percentage of total compensation	51.7 %	51.5 %	48.1 %	54.3 %
Mortgage servicing rights asset (\$000's) (end of period) ⁽¹⁾			\$ 104,951	\$ 156,539

(1) Reported on a consolidated basis and therefore does not include mortgage servicing rights assets related to loans serviced for the banking segment, which are eliminated in consolidation.

Net interest expense was comprised of interest income earned on loans held for sale offset by interest incurred on warehouse lines of credit primarily held with the Bank, and related intercompany financing costs. The year-over-year change in net interest expense between the three and nine months ended September 30, 2023 and 2022 reflected the effects of decreased net yields on mortgage loans held for sale, partially offset by a decrease in the average warehouse line balance between each of the periods compared.

Noninterest income was comprised of the items set forth in the table below (in thousands).

	Three Months Ended September 30,		Variance 2023 vs 2022	Nine Months Ended September 30,		Variance 2023 vs 2022
	2023	2022		2023	2022	
Net gains from sale of loans						
	\$ 47,494	\$ 74,696	\$ (27,202)	\$ 120,857	\$ 293,630	\$ (172,773)
Mortgage loan origination fees and other related income	41,478	39,960	1,518	111,695	114,400	(2,705)
Other mortgage production income:						
Change in net fair value and related derivative activity:						
IRLCs and loans held for sale	(5,774)	(22,163)	16,389	3,719	(59,353)	63,072
Mortgage servicing rights asset	(2,987)	(4,146)	1,159	(12,797)	5,490	(18,287)
Servicing fees	8,536	9,853	(1,317)	24,181	27,310	(3,129)
Total noninterest income	\$ 88,747	\$ 98,200	\$ (9,453)	\$ 247,655	\$ 381,477	\$ (133,822)

The decreases in net gains from sale of loans during the three and nine months ended September 30, 2023, compared with the same periods in 2022, were primarily the result of decreases of 30.0% and 44.7% in total loan sales volume, in addition to decreases in average loan sales margin during both periods. Since PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, the decreases in loan sales volume during the three and nine months ended September 30, 2023 were consistent with decreases in loan origination volume during the periods.

The decrease in mortgage loan origination fees during the nine months ended September 30, 2023, compared with the same period in 2022, was primarily the result of a decrease in loan origination volume, partially offset by an increase in average mortgage loan origination fees.

Fluctuations in mortgage loan origination fees and net gains on sale of loans are not always aligned with fluctuations in loan origination and loan sale volumes, respectively, since customers may opt to pay PrimeLending discount fees on their mortgage loans, which are included in mortgage loan origination fees, in exchange for a lower interest rate, which decreases the value of a loan in the secondary market.

We consider the mortgage origination segment's net gains from sale of loans margin, in basis points, to be a key performance measure. Net gains from mortgage loan sales margin is defined as net gains from sale of loans divided by mortgage loan sales volume. The net gains from sale of loans is central to the segment's generation of income and may include loans sold to third parties and loans sold to and retained by the banking segment. For origination services provided, the mortgage origination segment was reimbursed direct origination costs associated with loans retained by the banking segment, in addition to payment of a correspondent fee. The reimbursed origination costs and correspondent fees are included in the mortgage origination segment operating results, and the correspondent fees are eliminated in consolidation. Loan volumes to be originated on behalf of and retained by the banking segment are evaluated each quarter. Loans sold to and retained by the banking segment during the three months ended September 30, 2023 and 2022 were \$8.8 million and \$130.1 million, respectively, and \$135.2 million and \$343.1 million during the nine months ended September 30, 2023 and 2022, respectively. Loan volumes to be originated on behalf of and retained by the banking segment are expected to be impacted by, among other things, an ongoing review of the prevailing mortgage rates, balance sheet positioning at Hilltop and the banking segment's outlook for commercial loan growth.

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Noninterest income included changes in the net fair value of the mortgage origination segment's IRLCs and loans held for sale and the related activity associated with forward commitments used by the mortgage origination segment to mitigate interest rate risk associated with its IRLCs and mortgage loans held for sale ("net fair value of IRLCs and loans held for sale"). The decrease in net fair value of IRLCs and loans held for sale during the three months ended September 30, 2023 was primarily the result of a decrease in the total volume of individual IRLCs and loans held for sale between June 30, 2023 and September 30, 2023. The increase in net fair value of IRLCs and loans held for sale during the nine months ended September 30, 2023, was primarily the result of an increase in the total volume of individual IRLCs and loans held for sale, partially offset by a decrease in the average value of IRLCs and loans held for sale, between December 31, 2022 and September 30, 2023.

The mortgage origination segment sells substantially all mortgage loans it originates to various investors in the secondary market. In addition, the mortgage origination segment originates loans on behalf of the Bank. The mortgage origination segment's determination of whether to retain or release servicing on mortgage loans it sells is impacted by, among other things, changes in mortgage interest rates, refinancing and market activity, and balance sheet positioning at Hilltop. During the three and nine months ended September 30, 2023, PrimeLending retained servicing on approximately 9% and 20%, respectively, of loans sold, compared with approximately 45% and 25%, respectively, of loans sold during the same periods in 2022. A reduction in third-party mortgage servicers purchasing mortgage servicing rights may result in PrimeLending increasing the rate of retained servicing on mortgage loans sold during the remainder of 2023. The mortgage origination segment may, from time to time, manage its MSR asset through different strategies, including varying the percentage of mortgage loans sold, servicing released and opportunistically selling MSR assets. The mortgage origination segment has also retained servicing on certain loans sold to and retained by the banking segment. Gains and losses associated with such sales to the banking segment and the related MSR asset are eliminated in consolidation.

The mortgage origination segment uses derivative financial instruments, including U.S. Treasury bond futures and options and MBS commitments, to mitigate interest rate risk associated with its MSR asset. Changes in the net fair value of the MSR asset and the related derivatives are associated with normal customer payments, changes in discount rates, prepayment speed assumptions and customer payoffs. The operating results of the mortgage origination segment were impacted during the three and nine months ended September 30, 2023 by an increase of \$6.1 million and a decrease of \$0.7 million, respectively, in the net fair value of the MSR asset, of which \$5.5 million of the decrease during the nine months ended September 30, 2023, was primarily driven by market sales trends during the first quarter of 2023. The remaining fluctuations in the net fair value of the MSR asset during the respective periods were primarily due to the net gains driven by net changes in long-term U.S. Treasury bond rates and customer payoffs during the three and nine months ended September 30, 2023, and losses of \$9.1 million and \$12.3 million generated by the derivatives used to hedge the MSR. During June 2023, the mortgage origination segment sold MSR assets of \$19.1 million, which represented \$991.0 million of its serviced loan volume at the time. There were no MSR assets sold during the nine months ended September 30, 2022. In addition to gains and losses generated by changes in the net fair value of the MSR asset, net servicing income of \$3.7 million and \$10.5 million, respectively, were recognized during the three and nine months ended September 30, 2023.

Noninterest expenses were comprised of the items set forth in the table below (in thousands).

	Three Months Ended September 30,		Variance 2023 vs 2022	Nine Months Ended September 30,		Variance 2023 vs 2022
	2023	2022		2023	2022	
Variable compensation	\$ 33,070	\$ 44,312	\$ (11,242)	\$ 94,892	\$ 157,079	\$ (62,187)
Non-variable compensation and benefits	30,946	41,767	(10,821)	102,461	131,954	(29,493)
Segment operating costs	21,471	23,479	(2,008)	64,125	72,506	(8,381)
Lender paid closing costs	1,179	3,541	(2,362)	3,741	11,002	(7,261)
Servicing expense	4,839	5,246	(407)	13,699	13,831	(132)
Total noninterest expense	<u>\$ 91,505</u>	<u>\$ 118,345</u>	<u>\$ (26,840)</u>	<u>\$ 278,918</u>	<u>\$ 386,372</u>	<u>\$ (107,454)</u>

Total employees' compensation and benefits accounted for the majority of noninterest expenses incurred during all periods presented. Historically, variable compensation comprises the majority of total employees' compensation and benefits expenses, but during the nine months ended September 30, 2023, non-variable compensation was greater than variable compensation. Variable compensation, which is primarily driven by loan origination volume, tends to fluctuate to a greater degree than loan origination volume, because mortgage loan originator and fulfillment staff incentive compensation plans are structured to pay at increasing rates as higher monthly volume tiers are achieved. However, certain other incentive compensation plans driven by non-mortgage production criteria may alter this trend.

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While total loan origination volume decreased 26.3% and 39.5% during the three and nine months ended September 30, 2023, respectively, compared to the same periods in 2022, the aggregate non-variable compensation and benefits of the mortgage origination segment decreased by 25.9% and 22.4% during the same periods, respectively, compared to the same periods in 2022. These decreases during the three and nine months ended September 30, 2023, compared to the same periods in 2022, were primarily due to a decrease in salaries associated with a reduction in underwriting and loan fulfillment, operations and corporate staff in response to the decreases in loan origination volume that started at the end of 2021, and has continued through the third quarter of 2023. Severance costs, included in non-variable compensation above, incurred because of this continued initiative were \$0.3 million and \$1.2 million, respectively, during the three and nine months ended September 30, 2023. These actions during 2023 are expected to have an aggregate favorable impact on annualized pre-tax expenses of approximately \$10 million. PrimeLending remains committed to evaluating staffing levels and maintaining an appropriate cost structure to address the dynamic mortgage loan origination trends. Segment operating costs decreased during the three and nine months ended September 30, 2023, compared to the same periods in 2022, primarily due to decreases in occupancy and equipment expense, advertising expense, professional fees, and net loan related expenses, excluding credit report expense. An increase in credit report expense primarily driven by increases in vendor individual report costs, partially offset the noted decreases.

In exchange for a higher interest rate, customers may opt to have PrimeLending pay certain costs associated with the origination of their mortgage loans ("lender paid closing costs"). Fluctuations in lender paid closing costs are not always aligned with fluctuations in loan origination volume. Other loan pricing conditions, including the mortgage loan interest rate, loan origination fees paid by the customer, and a customer's willingness to pay closing costs, may influence fluctuations in lender paid closing costs.

Between January 1, 2014 and September 30, 2023, the mortgage origination segment sold mortgage loans totaling \$146.2 billion. These loans were sold under sales contracts that generally include provisions that hold the mortgage origination segment responsible for errors or omissions relating to its representations and warranties that loans sold meet certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan. In addition, the sales contracts typically require the refund of purchased servicing rights plus certain investor servicing costs if a loan experiences an early payment default. While the mortgage origination segment sold loans prior to 2014, it does not anticipate experiencing significant losses in the future on loans originated prior to 2014 as a result of investor claims under these provisions of its sales contracts.

When a claim for indemnification of a loan sold is made by an agency, investor, or other party, the mortgage origination segment evaluates the claim and determines if the claim can be satisfied through additional documentation or other deliverables. If the claim is valid and cannot be satisfied in that manner, the mortgage origination segment negotiates with the claimant to reach a settlement of the claim. Settlements typically result in either the repurchase of a loan or reimbursement to the claimant for losses incurred on the loan.

Following is a summary of the mortgage origination segment's claims resolution activity relating to loans sold between January 1, 2014 and September 30, 2023 (dollars in thousands).

	Original Loan Balance		Loss Recognized	
	Amount	% of Loans Sold	Amount	% of Loans Sold
Claims resolved with no payment	\$ 230,606	0.16 %	\$ —	- %
Claims resolved because of a loan repurchase or payment to an investor for losses incurred ⁽¹⁾	285,169	0.20 %	21,686	0.01 %
	<u>\$ 515,775</u>	<u>0.36 %</u>	<u>\$ 21,686</u>	<u>0.01 %</u>

(1) Losses incurred include refunded purchased servicing rights.

For each loan, the mortgage origination segment concludes its obligation to a claimant is both probable and reasonably estimable, the mortgage origination segment has established a specific claims indemnification liability reserve.

An additional indemnification liability reserve has been established for probable agency, investor or other party losses that may have been incurred, but not yet reported to the mortgage origination segment based upon a reasonable estimate of such losses. Factors considered in the calculation of this reserve include, but are not limited to, the total volume of loans sold exclusive of specific claimant requests, actual claim inquiries, claim settlements and the severity of estimated losses resulting from future claims, and the mortgage origination segment's history of successfully curing defects identified in claim requests.

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Although management considers the total indemnification liability reserve to be appropriate, there may be changes in the reserve over time to address incurred losses due to unanticipated adverse changes in the economy and historical loss patterns, discrete events adversely affecting specific borrowers or industries, and/or actions taken by institutions or investors. The impact of such matters is considered in the reserving process when probable and estimable. Between March and June 2023 PrimeLending experienced an increase in agency claim inquiries relative to historical trending. However, during the third quarter of 2023, agency claims decreased to more closely approximate historical trends. While no adjustment has been made to the factors considered in the calculation of the indemnification liability reserve as a result of these trends as of September 30, 2023, PrimeLending will continue to monitor agency claim inquiry trends and assess its potential impact on the indemnification liability reserve.

At September 30, 2023 and December 31, 2022, the mortgage origination segment's total indemnification liability reserve totaled \$13.6 million and \$20.5 million, respectively. The related provision for indemnification losses was \$0.5 million and \$0.1 million during the three months ended September 30, 2023 and 2022, respectively, and \$1.3 million and \$1.3 million during the nine months ended September 30, 2023 and 2022, respectively.

Corporate

The following table presents certain financial information regarding the operating results of corporate (in thousands).

	Three Months Ended September 30,		Variance 2023 vs 2022	Nine Months Ended September 30,		Variance 2023 vs 2022
	2023	2022		2023	2022	
Net interest income (expense)	\$ (3,175)	\$ (3,276)	\$ 101	\$ (9,976)	\$ (9,856)	\$ (120)
Noninterest income	3,159	1,809	1,350	8,944	5,655	3,289
Noninterest expense	13,937	14,034	(97)	45,750	44,388	1,362
Loss before income taxes	<u>\$ (13,953)</u>	<u>\$ (15,501)</u>	<u>\$ 1,548</u>	<u>\$ (46,782)</u>	<u>\$ (48,589)</u>	<u>\$ 1,807</u>

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, merchant banking investment opportunities and management and administrative services to support the overall operations of the Company. Hilltop's merchant banking investment activities include the identification of attractive opportunities for capital deployment in companies engaged in non-financial activities through its merchant bank subsidiary, Hilltop Opportunity Partners LLC. These merchant banking activities currently include investments within various industries, including power generation, consumer services, dental health, industrial equipment manufacturing and animal health, with an aggregate carrying value of approximately \$58 million at September 30, 2023.

As a holding company, Hilltop's primary investment objectives are to support capital deployment for organic growth and to preserve capital to be deployed through acquisitions, dividend payments and potential stock repurchases. Investment and interest income earned during the three and nine months ended September 30, 2023 was primarily comprised of dividend income from merchant banking investment activities, in addition to interest income earned on intercompany notes.

Interest expense during each of the three months ended September 30, 2023 and 2022 included recurring quarterly interest expense of \$5.0 million incurred on our \$150.0 million aggregate principal amount of 5% senior notes due 2025 ("Senior Notes"), on our \$50 million aggregate principal amount of subordinated notes due 2030 ("2030 Subordinated Notes") and on our \$150 million aggregate principal amount of subordinated notes due 2035 ("2035 Subordinated Notes," the 2030 Subordinated Notes and the 2035 Subordinated Notes, collectively, the "Subordinated Notes").

Noninterest income during each period included activity related to our investment in a real estate development in Dallas' University Park, which also serves as headquarters for both Hilltop and the Bank, and net noninterest income associated with activity within our merchant bank subsidiary.

Noninterest expenses were primarily comprised of employees' compensation and benefits, occupancy expenses and professional fees, including corporate governance, legal and transaction costs. During the three months ended September 30, 2023, noninterest expenses decreased slightly, compared to the same period in 2022, primarily due to declines in professional fees and occupancy expenses, significantly offset by inflationary increases associated with employees' compensation and benefits. During the nine months ended September 30, 2023, noninterest expenses increased, compared to the same period in 2022, primarily due to inflationary increases associated with employees' compensation and benefits, partially offset by decreases in professional fees and occupancy expenses.

[Table of Contents](#)**Financial Condition**

The following discussion contains a more detailed analysis of our financial condition at September 30, 2023, as compared with December 31, 2022.

Securities Portfolio

At September 30, 2023, investment securities consisted of securities of the U.S. Treasury, U.S. government and its agencies, obligations of municipalities and other political subdivisions, primarily in the State of Texas, as well as mortgage-backed, corporate debt, and equity securities. We may categorize investments as trading, available for sale, held to maturity and equity securities.

Trading securities are bought and held principally for the purpose of selling them in the near term and are carried at fair value, marked to market through operations and held at the Bank and the Hilltop Broker-Dealers. Securities classified as available for sale may, from time to time, be bought and sold in response to changes in market interest rates, changes in securities' prepayment risk, increases in loan demand, general liquidity needs and to take advantage of market conditions that create more economically attractive returns. Such securities are carried at estimated fair value, with unrealized gains and losses recorded in accumulated other comprehensive income (loss). Equity investments are carried at fair value, with all changes in fair value recognized in net income. Securities are classified as held to maturity based on the intent and ability of our management, at the time of purchase, to hold such securities to maturity. These securities are carried at amortized cost.

The table below summarizes our securities portfolio (in thousands).

	September 30, 2023	December 31, 2022
Trading securities, at fair value		
U.S. Treasury securities	\$ 5,488	\$ 10,466
U.S. government agencies:		
Bonds	26,776	20,878
Residential mortgage-backed securities	93,285	214,100
Collateralized mortgage obligations	159,171	182,717
Other	13,423	—
Corporate debt securities	57,707	42,685
States and political subdivisions	183,755	260,271
Private-label securitized product	29,020	9,265
Other	10,276	14,650
	<u>578,901</u>	<u>755,032</u>
Securities available for sale, at fair value		
U.S. Treasury securities	4,491	19,144
U.S. government agencies:		
Bonds	165,379	202,257
Residential mortgage-backed securities	347,850	406,358
Commercial mortgage-backed securities	168,020	175,499
Collateralized mortgage obligations	726,435	818,894
Corporate debt securities	12,000	—
States and political subdivisions	32,063	36,614
	<u>1,456,238</u>	<u>1,658,766</u>
Securities held to maturity, at amortized cost		
U.S. government agencies:		
Residential mortgage-backed securities	283,620	301,583
Commercial mortgage-backed securities	173,191	180,942
Collateralized mortgage obligations	290,843	314,705
States and political subdivisions	77,425	78,302
	<u>825,079</u>	<u>875,532</u>
Equity securities, at fair value		
Total securities portfolio	<u><u>\$ 2,860,482</u></u>	<u><u>\$ 3,289,530</u></u>

We had net unrealized losses of \$150.1 million and \$129.8 million at September 30, 2023 and December 31, 2022, respectively, related to the available for sale investment portfolio, and net unrealized losses of \$121.7 million and \$90.2 million at September 30, 2023 and December 31, 2022, respectively, associated with the securities held to maturity

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portfolio. Equity securities included net unrealized gains of \$0.2 million and \$0.1 million at September 30, 2023 and December 31, 2022, respectively. In future periods, we expect changes in prevailing market interest rates, coupled with changes in the aggregate size of the investment portfolio, to be significant drivers of changes in the unrealized losses or gains in these portfolios, and therefore accumulated other comprehensive income (loss).

We transferred certain agency-issued securities from the available-for-sale to held-to-maturity portfolio on March 31, 2022 having a book value of approximately \$782 million and a market value of approximately \$708 million. As of the date of transfer, the related pre-tax net unrecognized losses of approximately \$74 million within the accumulated other comprehensive loss balance are being amortized over the remaining term of the securities using the effective interest method. This transfer was completed after careful consideration of our intent and ability to hold these securities to maturity. Factors used in assessing the ability to hold these securities to maturity were future liquidity needs and sources of funding.

Banking Segment

The banking segment's securities portfolio plays a role in the management of our interest rate sensitivity and generates additional interest income. In addition, the securities portfolio is used to meet collateral requirements for public and trust deposits, securities sold under agreements to repurchase and other purposes. The available for sale and equity securities portfolios serve as a source of liquidity. Historically, the Bank's policy has been to invest primarily in securities of the U.S. government and its agencies, obligations of municipalities in the State of Texas and other high grade fixed income securities to minimize credit risk. At September 30, 2023, the banking segment's securities portfolio of \$2.3 billion was comprised of trading securities of \$0.1 million, available for sale securities of \$1.4 billion, held to maturity securities of \$825.1 million and equity securities of \$0.3 million, in addition to \$11.7 million of other investments included in other assets within the consolidated balance sheets.

Broker-Dealer Segment

The broker-dealer segment holds securities to support sales, underwriting and other customer activities. The interest rate risk inherent in holding these securities is managed by setting and monitoring limits on the size and duration of positions and on the length of time the securities can be held. The Hilltop Broker-Dealers are required to carry their securities at fair value and record changes in the fair value of the portfolio to the statement of operations. Accordingly, the securities portfolio of the Hilltop Broker-Dealers included trading securities of \$578.8 million at September 30, 2023. In addition, the Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligation may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheets, had a value of \$51.5 million at September 30, 2023.

Corporate

At September 30, 2023, the corporate portfolio included other investments, including those associated with merchant banking, of available for sale securities of \$12.0 million and other assets of \$38.5 million within the consolidated balance sheets.

Allowance for Credit Losses for Available for Sale Securities and Held to Maturity Securities

We have evaluated available for sale debt securities that are in an unrealized loss position and have determined that any declines in value are unrelated to credit loss and related to changes in market interest rates since purchase. None of the available for sale debt securities held were past due at September 30, 2023. In addition, as of September 30, 2023, we had evaluated our held to maturity debt securities, considering the current credit ratings and recognized losses, and determined the potential credit loss to be minimal. With respect to these securities, we considered the risk of credit loss to be negligible, and therefore, no allowance was recognized on the debt securities portfolio at September 30, 2023.

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Loan Portfolio

Consolidated loans held for investment are detailed in the table below, classified by portfolio segment (in thousands).

	September 30, 2023	December 31, 2022
Commercial real estate	\$ 3,285,899	\$ 3,245,873
Commercial and industrial	1,662,737	1,639,980
Construction and land development	1,088,701	980,896
1-4 family residential	1,783,259	1,767,099
Consumer	26,212	27,602
Broker-dealer	357,244	431,223
Loans held for investment, gross	8,204,052	8,092,673
Allowance for credit losses	(110,822)	(95,442)
Loans held for investment, net of allowance	<u>\$ 8,093,230</u>	<u>\$ 7,997,231</u>

Banking Segment

The loan portfolio constitutes the primary earning asset of the banking segment and typically offers the best alternative for obtaining the maximum interest spread above the banking segment's cost of funds. The overall economic strength of the banking segment generally parallels the quality and yield of its loan portfolio.

The banking segment's total loans held for investment, net of the allowance for credit losses, were \$8.7 billion and \$8.5 billion at September 30, 2023 and December 31, 2022, respectively. At September 30, 2023, the banking segment's loan portfolio included warehouse lines of credit extended to PrimeLending and its ABAs of \$1.6 billion, of which \$1.0 billion was drawn. At December 31, 2022, amounts drawn on the available warehouse lines of credit was \$0.9 billion. Amounts advanced against the warehouse lines of credit are eliminated from net loans held for investment on our consolidated balance sheets. The banking segment does not generally participate in syndicated loan transactions and has no foreign loans in its portfolio.

At September 30, 2023, the banking segment had loan concentrations (loans to borrowers engaged in similar activities) that exceeded 10% of total loans in its real estate portfolio. The areas of concentration within our real estate portfolio were non-construction commercial real estate loans, non-construction residential real estate loans, and construction and land development loans, which represented 41.9%, 22.8% and 13.9%, respectively, of the banking segment's total loans held for investment at September 30, 2023. The banking segment's loan concentrations were within regulatory guidelines at September 30, 2023.

In addition, the Bank's loan portfolio includes collateralized loans extended to businesses that depend on the energy industry, including those within the exploration and production, field services, pipeline construction and transportation sectors. Crude oil prices remain uncertain given future supply and demand for oil are influenced by international armed conflicts, return to business travel, new energy policies and government regulation, and the pace of transition towards renewable energy resources. At September 30, 2023, the Bank's energy loan exposure was approximately \$53 million of loans held for investment with unfunded commitment balances of approximately \$12 million. The allowance for credit losses on the Bank's energy portfolio was \$0.1 million, or 0.3% of loans held for investment at September 30, 2023.

The following table provides information regarding the maturities of the banking segment's gross loans held for investment, net of unearned income (in thousands).

	September 30, 2023				
	Due Within One Year	Due From One To Five Years	Due from Five To Fifteen Years	Due After Fifteen Years	Total
Commercial real estate	\$ 828,253	\$ 1,438,622	\$ 956,910	\$ 62,114	\$ 3,285,899
Commercial and industrial	2,190,430	311,231	144,789	—	2,646,450
Construction and land development	879,115	167,897	40,658	1,031	1,088,701
1-4 family residential	128,782	421,775	446,128	786,574	1,783,259
Consumer	13,607	12,231	360	14	26,212
Total	<u>\$ 4,040,187</u>	<u>\$ 2,351,756</u>	<u>\$ 1,588,845</u>	<u>\$ 849,733</u>	<u>\$ 8,830,521</u>
Fixed rate loans	\$ 1,754,624	\$ 1,702,763	\$ 1,330,703	\$ 849,733	\$ 5,637,823
Floating rate loans	2,285,563	648,993	258,142	—	3,192,698
Total	<u>\$ 4,040,187</u>	<u>\$ 2,351,756</u>	<u>\$ 1,588,845</u>	<u>\$ 849,733</u>	<u>\$ 8,830,521</u>

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In the table above, commercial and industrial includes amounts advanced against the warehouse lines of credit extended to PrimeLending. Floating rate loans that have reached their applicable rate floor or ceiling are classified as fixed rate loans rather than floating rate loans. As of September 30, 2023, floating rate loans totaling \$761 million had reached their applicable rate floor and were expected to reprice, subject to their scheduled repricing timing and frequency terms. The majority of floating rate loans carry an interest rate tied to a SOFR rate or The Wall Street Journal Prime Rate, as published in The Wall Street Journal.

Broker-Dealer Segment

The loan portfolio of the broker-dealer segment consists primarily of margin loans to customers and correspondents that are due within one year. The interest rate on margin accounts is computed on the settled margin balance at a fixed rate established by management. These loans are collateralized by the securities purchased or by other securities owned by the clients and, because of collateral coverage ratios, are believed to present minimal collectability exposure. Additionally, these loans are subject to a number of regulatory requirements as well as the Hiltop Broker-Dealers' internal policies. The broker-dealer segment's total loans held for investment, net of the allowance for credit losses, were \$357.1 million and \$431.0 million at September 30, 2023 and December 31, 2022, respectively. This decrease from December 31, 2022 to September 30, 2023 was primarily attributable to a decrease of \$31.0 million, or 20%, in receivables from correspondents, and a decrease of \$43.0 million, or 16%, in customer margin accounts.

Mortgage Origination Segment

The loan portfolio of the mortgage origination segment consists of loans held for sale, primarily single-family residential mortgages funded through PrimeLending, and IRLCs with customers pursuant to which we agree to originate a mortgage loan on a future date at an agreed-upon interest rate. The components of the mortgage origination segment's loans held for sale and IRLCs are as follows (in thousands).

	September 30, 2023	December 31, 2022
Loans held for sale:		
Unpaid principal balance	\$ 933,626	\$ 850,277
Fair value adjustment	(143)	5,420
	<u>\$ 933,483</u>	<u>\$ 855,697</u>
IRLCs:		
Unpaid principal balance	\$ 621,604	\$ 506,278
Fair value adjustment	2,752	1,767
	<u>\$ 624,356</u>	<u>\$ 508,045</u>

The mortgage origination segment uses forward commitments to mitigate interest rate risk associated with its loans held for sale and IRLCs. The notional amounts of these forward commitments at September 30, 2023 and December 31, 2022 were \$1.3 billion and \$1.2 billion, respectively, while the related estimated fair values were \$11.6 million and \$3.3 million, respectively.

Allowance for Credit Losses on Loans

For additional information regarding the allowance for credit losses, refer to the section captioned "Critical Accounting Estimates" set forth in Part II, Item 7 of our 2022 Form 10-K.

Loans Held for Investment

The Bank has lending policies in place with the goal of establishing an asset portfolio that will provide a return on stockholders' equity sufficient to maintain capital to assets ratios that meet or exceed established regulations. Loans are underwritten with careful consideration of the borrower's financial condition, the specific purpose of the loan, the primary sources of repayment and any collateral pledged to secure the loan. As discussed in more detail within the section captioned "Financial Condition – Allowance for Credit Losses on Loans" set forth in Part II, Item 7 of our 2022 Form 10-K, the Bank's underwriting procedures address financial components based on the size and complexity of the credit, while the Bank's loan policy provides specific underwriting guidelines by portfolio segment, including commercial and industrial, real estate, construction and land development, and consumer loans.

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The allowance for credit losses for loans held for investment represents management's best estimate of all expected credit losses over the expected contractual life of our existing portfolio. Determining the appropriateness of the allowance is complex and requires judgment by management about the effect of matters that are inherently uncertain. Subsequent evaluations of the then-existing loan portfolio, in light of the factors then prevailing, may result in significant changes in the allowance for credit losses in those future periods. Such future changes in the allowance for credit losses are expected to be volatile given dependence upon, among other things, the portfolio composition and quality, as well as the impact of significant drivers, including prepayment assumptions and macroeconomic conditions and forecasts.

Significant judgment is required to estimate the severity and duration of the current economic uncertainties, as well as its potential impact on borrower defaults and loss severity. In particular, macroeconomic conditions and forecasts are rapidly changing and remain highly uncertain.

One of the most significant judgments involved in estimating our allowance for credit losses relates to the macroeconomic forecasts used to estimate credit losses over the reasonable and supportable forecast period. To determine the allowance for credit losses as of September 30, 2023, we utilized a single macroeconomic alternative scenario, or S7, published by Moody's Analytics in September 2023. During our previous quarterly macroeconomic assessment as of June 30, 2023, we also utilized a single macroeconomic alternative scenario, or S7, published by Moody's Analytics in June 2023.

The following table summarizes the U.S. Real Gross Domestic Product ("GDP") growth rates and unemployment rate assumptions used in our economic forecast to determine our best estimate of expected credit losses.

	As of				
	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
GDP growth rates:					
Q3 2022					1.3%
Q4 2022				0.8%	0.4%
Q1 2023			2.5%	0.1%	0.3%
Q2 2023		1.4%	0.4%	(1.4)%	(1.8)%
Q3 2023	2.9%	0.1%	0.4%	(2.5)%	(2.2)%
Q4 2023	0.2%	0.3%	(3.1)%	(2.4)%	(2.2)%
Q1 2024	(1.9)%	(3.1)%	(2.2)%	0.4%	0.7%
Q2 2024	(3.0)%	(2.7)%	(1.1)%	1.1%	
Q3 2024	(1.5)%	(0.9)%	2.1%		
Q4 2024	1.4%	2.0%			
Q1 2025	3.1%				
Unemployment rates:					
Q3 2022					3.7%
Q4 2022				3.7%	3.9%
Q1 2023			3.5%	4.0%	4.0%
Q2 2023		3.5%	3.7%	4.6%	4.6%
Q3 2023	3.8%	3.8%	4.0%	5.3%	5.5%
Q4 2023	4.1%	4.0%	4.7%	6.0%	6.2%
Q1 2024	4.9%	4.9%	5.6%	5.9%	6.0%
Q2 2024	5.7%	5.6%	6.0%	5.6%	
Q3 2024	6.0%	6.0%	5.7%		
Q4 2024	5.7%	5.8%			
Q1 2025	5.3%				

As of September 30, 2023, we updated our economic forecast for 2023 as the U.S. economy has remained resilient and real GDP growth from consumer spending and business investment was higher than expected. Labor market conditions are still tight, but improving as the unemployment rate increased to 3.8% during the current quarter. We expect monetary policy will remain restrictive with the federal funds rate target range between 5.25% and 5.50% longer as a projected mild U.S. recession in 2024 is likely to bring stubborn inflation rates back to the Federal Reserve's target. Vacancy data for the office properties trended higher, while less demand and tighter financial conditions continue to impact commercial real estate.

As of December 31, 2022, our economic forecast was updated from September 30, 2022 to reflect higher interest rate expectations and slower real GDP growth during the reasonable and supportable period. The Federal Reserve increased the federal funds rate target twice during the quarter to 4.25% to 4.50% and the quarter's economic forecast assumed an

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average federal funds rate of 5.3% by the second quarter of 2023. As interest rates increased, inflation rates have decreased from historical highs as the goods sector improves; however, we still observed supply chain disruptions especially in the services sector. Unemployment rate forecasts were updated based on then recent economic data as tight labor market conditions continued.

During the three months ended September 30, 2023, the slight reversal of credit losses reflected improvements to the U.S. economic outlook and decreases in specific reserves of \$0.7 million within our broker dealer segment, offset by increases in specific reserves and net portfolio changes within the banking segment. The provision for credit losses during the nine months ended September 30, 2023, reflected a significant build in the allowance related to loan portfolio changes since the prior quarter and a deteriorating outlook for commercial real estate markets. Specific to the Bank, the net impact to the allowance of changes associated with collectively evaluated loans during the three and nine months ended September 30, 2023 included a reversal of credit losses of \$0.3 million, compared to a provision for credit losses of \$14.2 million, respectively, on collectively evaluated loans, while the net impact to the allowance of changes associated with individually evaluated loans during the three and nine months ended September 30, 2023 included a provision for credit losses of \$0.9 million and \$3.0 million, respectively. The changes in the allowance for credit losses during the noted periods were primarily attributable to the Bank and also reflected other factors including, but not limited to, loan mix, and changes in loan balances and qualitative factors from the prior quarter. The changes in the allowance during the three and nine months ended September 30, 2023 were also impacted by net recoveries of \$1.6 million and net charge-offs of \$1.7 million, respectively.

During 2022, and continuing through the first nine months of 2023, the impact of changes in the U.S. economic outlook and resulting impact on collectively evaluated loans has resulted in a net build in the allowance at September 30, 2023, compared to both December 31, 2022 and December 31, 2021. The resulting allowance for credit losses as a percentage of our total loan portfolio, excluding margin loans in the broker-dealer segment and banking segment mortgage warehouse lending programs, was 1.45% and 1.27% as of September 30, 2023 and December 31, 2022. While changes in the U.S. economic outlook have been reflected in our current allowance at September 30, 2023, uncertainties that include, among others, the uncertain timing, duration and significance of further increases in market interest rates and a worsening macroeconomic forecast could adversely impact borrower cash flows and result in further increases in the allowance during future periods. While all industries could experience adverse impacts, certain of our loan portfolio industry sectors and subsectors, including real estate collateralized by office buildings, have an increased level of risk.

The respective distribution of the allowance for credit losses as a percentage of our total loan portfolio, excluding margin loans in the broker-dealer segment and banking segment mortgage warehouse lending programs, are presented in the following table (dollars in thousands).

September 30, 2023	Total Loans Held For Investment	Allowance For Credit Losses		as a % of Total Loans Held For Investment
		Total	Allowance for Credit	
		Losses		
Commercial real estate (1)	\$ 3,285,899	\$ 69,871		2.13 %
Commercial and industrial (2)	1,424,944	19,602		1.38 %
Construction and land development (3)	<u>1,088,701</u>	<u>8,970</u>		0.82 %
Total commercial loans	5,799,544	98,443		1.70 %
1-4 family residential	1,783,259	11,472		0.64 %
Consumer	<u>26,212</u>	<u>601</u>		2.29 %
Total retail loans	1,809,471	12,073		0.67 %
Total commercial and retail loans	7,609,015	110,516		1.45 %
Broker-dealer	357,244	186		0.05 %
Mortgage warehouse lending	237,793	120		0.05 %
Total loans held for investment	<u>\$ 8,204,052</u>	<u>\$ 110,822</u>		1.35 %

(1) Included within commercial real estate portfolio are loans within the office and retail portfolio industry subsectors. At September 30, 2023, the office and retail loans held for investment balances of approximately \$801 million and \$375 million, respectively, had an allowance for credit losses of approximately \$30 million and \$6 million, respectively, and an allowance for credit losses as a % of total loans held for investment of 3.8% and 1.6%, respectively.

(2) Commercial and industrial portfolio amounts reflect balances excluding banking segment mortgage warehouse lending.

(3) Included within construction and land development portfolio are loans within the office and retail portfolio industry subsectors. At September 30, 2023, the office and retail loans held for investment balances of approximately \$45 million and \$21 million, respectively, had an allowance for credit losses of approximately \$0.4 million and \$0.3 million, respectively, and an allowance for credit losses as a % of total loans held for investment of 0.9% and 1.6%, respectively.

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Allowance Model Sensitivity

Our allowance model was designed to capture the historical relationship between economic and portfolio changes. As such, evaluating shifts in individual portfolio attributes or macroeconomic variables in isolation may not be indicative of past or future performance. It is difficult to estimate how potential changes in any one factor or input might affect the overall allowance for credit losses because we consider a wide variety of factors and inputs in the allowance for credit losses estimate. Changes in the factors and inputs considered may not occur at the same rate and may not be consistent across all geographies or product types, and changes in factors and inputs may be directionally inconsistent, such that improvement in one factor may offset deterioration in others.

However, to consider the sensitivity of credit loss estimates to alternative macroeconomic forecasts, we compared the Company's allowance for credit loss estimates as of September 30, 2023, excluding margin loans in the broker-dealer segment, and the banking segment mortgage warehouse programs, with modeled results using both upside ("S1") and downside ("S3") economic scenario forecasts published by Moody's Analytics.

Compared to our economic forecast, the upside scenario assumes the economic impacts from international armed conflicts and global supply chain concerns recede faster than expected. Real GDP is expected to grow 3.8% in the fourth quarter of 2023, 3.6% in the first quarter of 2024, 3.3% in the second quarter of 2024, and 3.2% in the third quarter of 2024. Average unemployment rates are expected to decline to 3.1% by the first quarter of 2024 before reverting to historical data. Inflation is expected to trend back toward the Federal Reserve's target sooner than expected and we expect the federal funds rate to peak at 5.3% during 2023.

Compared to our economic forecast, the downside scenario assumes the Federal Reserve's efforts to resolve bank failures are not successful at restoring consumer and business confidence, causing banks to tighten lending standards while the Fed keeps the federal funds rate elevated due to inflation concerns. The international armed conflicts persist longer than anticipated and global supply chain issues worsen causing weaker manufacturing, increased good shortages, and the economy to fall back into recession. Real GDP is expected to decrease 3.3% in the fourth quarter of 2023, 3.4% in the first quarter of 2024, and 3.6% in the second quarter of 2024. Average unemployment rates are expected to increase to 7.7% by the fourth quarter of 2024, but improve to 6.5% by year-end 2025 and revert back to historical average rates over time. The Federal Reserve reduces the federal funds rate to support the economy to a 1.1% target by the third quarter of 2025. Disagreements in Congress prevent any additional fiscal measures to stem the recession.

The impact of applying all of the assumptions of the upside economic scenario during the reasonable and supportable forecast period would have resulted in a decrease in the allowance for credit losses of approximately \$35 million or a weighted average expected loss rate of 1.0% as a percentage of our total loan portfolio, excluding margin loans in the broker-dealer segment and the banking segment mortgage warehouse lending programs.

The impact of applying all of the assumptions of the downside economic scenario during the reasonable and supportable forecast period would have resulted in an increase in the allowance for credit losses of approximately \$47 million or a weighted average expected loss rate of 2.1% as a percentage of our total loan portfolio, excluding margin loans in the broker-dealer segment and the banking segment mortgage warehouse lending programs.

This analysis relates only to the modeled credit loss estimates and is not intended to estimate changes in the overall allowance for credit losses as they do not reflect any potential changes in the adjustment to the quantitative calculation, which would also be influenced by the judgment management applies to the modeled lifetime loss estimates to reflect the uncertainty and imprecision of these modeled lifetime loss estimates based on then-current circumstances and conditions.

Our allowance for credit losses reflects our best estimate of current expected credit losses, which is highly dependent on several assumptions, including the macroeconomic outlook, inflationary pressures and labor market conditions, international armed conflicts and their impact on supply chains, and uncertain impacts from bank failures during early 2023. Future allowance for credit losses may vary considerably for these reasons.

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Allowance Activity

The following table presents the activity in our allowance for credit losses within our loan portfolio for the periods presented (in thousands). Substantially all of the activity shown below occurred within the banking segment.

Loans Held for Investment	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 109,306	\$ 95,298	\$ 95,442	\$ 91,352
Provision for (reversal of) credit losses	(40)	(780)	17,127	4,671
Recoveries of loans previously charged off:				
Commercial real estate	10	41	41	84
Commercial and industrial	2,505	370	3,285	2,004
Construction and land development	—	—	—	—
1-4 family residential	33	23	85	71
Consumer	130	90	215	221
Broker-dealer	—	—	—	—
Total recoveries	<u>2,678</u>	<u>524</u>	<u>3,626</u>	<u>2,380</u>
Loans charged off:				
Commercial real estate	34	—	1,011	—
Commercial and industrial	936	3,096	4,015	6,197
Construction and land development	—	—	—	—
1-4 family residential	—	14	73	62
Consumer	152	149	274	361
Broker-dealer	—	—	—	—
Total charge-offs	<u>1,122</u>	<u>3,259</u>	<u>5,373</u>	<u>6,620</u>
Net recoveries (charge-offs)	<u>1,556</u>	<u>(2,735)</u>	<u>(1,747)</u>	<u>(4,240)</u>
Balance, end of period	<u>\$ 110,822</u>	<u>\$ 91,783</u>	<u>\$ 110,822</u>	<u>\$ 91,783</u>
Average total loans for the period	<u>\$ 7,972,604</u>	<u>\$ 7,911,833</u>	<u>\$ 7,967,075</u>	<u>\$ 7,863,257</u>
Total loans held for investment (end of period)			<u>\$ 8,204,052</u>	<u>\$ 7,944,246</u>
Ratios:				
Net recoveries (charge-offs) to average total loans held for investment (1)	<u>0.08 %</u>	<u>(0.14)%</u>	<u>(0.03)%</u>	<u>(0.07)%</u>
Non-accrual loans to total loans held for investment (end of period)			<u>0.34 %</u>	<u>0.37 %</u>
Allowance for credit losses on loans held for investment to:				
Total loans held for investment (end of period)			<u>1.35 %</u>	<u>1.16 %</u>
Non-accrual loans held for investment (end of period)			<u>401.98 %</u>	<u>309.26 %</u>

(1) Net recoveries (charge-offs) to average total loans held for investment ratio presented on a consolidated basis for all periods given relative immateriality of resulting measure by loan portfolio segment.

Total non-accrual loans increased by \$2.0 million from December 31, 2022 to September 30, 2023. This change in non-accrual loans was impacted by loans secured by residential real estate within our mortgage origination segment, which were classified as loans held for sale, of \$3.9 million and \$4.8 million at September 30, 2023 and December 31, 2022, respectively.

In addition to changes in non-accrual loans classified as loans held for sale, the remaining increase in non-accrual loans during 2023 was primarily due to the addition of a single commercial real estate owner occupied loan, a single commercial real estate non-owner occupied loan, and four commercial and industrial loans to non-accrual status, partially offset by decreases in 1-4 family residential loans.

As previously discussed in detail within this section, the allowance for credit losses has fluctuated from period to period, which impacted the resulting ratios noted in the table above. The distribution of the allowance for credit losses among loan types and the percentage of the loans for that type to gross loans, excluding unearned income, within our loan portfolio are presented in the table below (dollars in thousands).

Allocation of the Allowance for Credit Losses	September 30, 2023		December 31, 2022	
	Reserve	% of Gross Loans	Reserve	% of Gross Loans
Commercial real estate	\$ 69,871	40.05 %	\$ 63,255	40.11 %
Commercial and industrial	19,722	20.27 %	16,035	20.26 %
Construction and land development	8,970	13.27 %	6,051	12.12 %
1-4 family residential	11,472	21.74 %	9,313	21.84 %
Consumer	601	0.32 %	554	0.34 %
Broker-dealer	186	4.35 %	234	5.33 %
Total	\$ 110,822	100.00 %	\$ 95,442	100.00 %

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The following table summarizes historical levels of the allowance for credit losses on loans held for investment, distributed by portfolio segment (in thousands).

	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Commercial real estate	\$ 69,871	\$ 71,462	\$ 61,521	\$ 63,255	\$ 63,200
Commercial and industrial	19,722	17,315	16,615	16,035	16,108
Construction and land development	8,970	7,395	5,999	6,051	4,768
1-4 family residential	11,472	11,618	11,691	9,313	6,612
Consumer	601	615	563	554	574
Broker-dealer	186	901	965	234	521
	<u>\$ 110,822</u>	<u>\$ 109,306</u>	<u>\$ 97,354</u>	<u>\$ 95,442</u>	<u>\$ 91,783</u>

Unfunded Loan Commitments

In order to estimate the allowance for credit losses on unfunded loan commitments, the Bank uses a process similar to that used in estimating the allowance for credit losses on the funded portion. The allowance is based on the estimated exposure at default, multiplied by the lifetime probability of default grade and loss given default grade for that particular loan segment. The Bank estimates expected losses by calculating a commitment usage factor based on industry usage factors. The commitment usage factor is applied over the relevant contractual period. Loss factors from the underlying loans to which commitments are related are applied to the results of the usage calculation to estimate any liability for credit losses related for each loan type. Letters of credit are not currently reserved because they are issued primarily as credit enhancements and the likelihood of funding is low.

Changes in the allowance for credit losses for loans with off-balance sheet credit exposures are shown below (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance, beginning of period	\$ 7,992	\$ 6,931	\$ 7,784	\$ 5,880
Other noninterest expense	559	87	767	1,138
Balance, end of period	<u>\$ 8,551</u>	<u>\$ 7,018</u>	<u>\$ 8,551</u>	<u>\$ 7,018</u>

The increase in the reserve for unfunded commitments during the nine months ended September 30, 2022 was due to increases in both loan expected loss rates and available commitment balances. During the three and nine months ended September 30, 2023, the increases in the reserve for unfunded commitments were primarily due to increases in expected loss rates.

Potential Problem Loans

Potential problem loans consist of loans that are performing in accordance with contractual terms but for which management has concerns about the ability of an obligor to continue to comply with repayment terms because of the obligor's potential operating or financial difficulties. Management monitors these loans and reviews their performance on a regular basis. Potential problem loans contain potential weaknesses that could improve, persist or further deteriorate. If such potential weaknesses persist without improving, the loan is subject to downgrade, typically to substandard, in three to six months. Potential problem loans are assigned a grade of special mention within our risk grading matrix. Potential problem loans do not include purchased credit deteriorated ("PCD") loans because PCD loans exhibited evidence of more than insignificant credit deterioration at acquisition that made it probable that all contractually required principal payments would not be collected. Within our loan portfolio, we had five credit relationship totaling \$35.4 million of potential problem loans at September 30, 2023, compared with four credit relationships totaling \$4.0 million of potential problem loans at December 31, 2022. Of the \$35.4 million of potential problem loans at September 30, 2023, \$32.3 million was associated with a single credit relationship.

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Non-Performing Assets

The following table presents components of our non-performing assets (dollars in thousands).

	September 30, 2023	December 31, 2022	Variance
Loans accounted for on a non-accrual basis:			
Commercial real estate	\$ 7,339	\$ 4,269	\$ 3,070
Commercial and industrial	10,190	9,095	1,095
Construction and land development	760	198	562
1-4 family residential	13,202	15,941	(2,739)
Consumer	7	14	(7)
Broker-dealer	—	—	—
	<u>\$ 31,498</u>	<u>\$ 29,517</u>	<u>\$ 1,981</u>
Troubled debt restructurings included in accruing loans held for investment			
(1)	—	803	(803)
Non-performing loans (1)	<u>\$ 31,498</u>	<u>\$ 30,320</u>	<u>\$ 1,178</u>
Non-performing loans as a percentage of total loans (1)	<u>0.34 %</u>	<u>0.33 %</u>	<u>0.01 %</u>
Other real estate owned	<u>\$ 5,386</u>	<u>\$ 2,325</u>	<u>\$ 3,061</u>
Other repossessed assets	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Non-performing assets (1)	<u>\$ 36,884</u>	<u>\$ 32,645</u>	<u>\$ 4,239</u>
Non-performing assets as a percentage of total assets (1)	<u>0.22 %</u>	<u>0.20 %</u>	<u>0.02 %</u>
Loans past due 90 days or more and still accruing	<u>\$ 106,346</u>	<u>\$ 92,099</u>	<u>\$ 14,247</u>

(1) Effective January 1, 2023, we adopted Accounting Standards Update ("ASU") 2022-02 which eliminated the recognition and measurement guidance on troubled debt restructurings for creditors. Therefore, we no longer present troubled debt restructurings as a component of non-performing loans and assets.

At September 30, 2023, non-accrual loans included 36 commercial and industrial relationships with loans secured by notes receivable, accounts receivable and equipment. Non-accrual loans at September 30, 2023 also included \$3.9 million of loans secured by residential real estate which were classified as loans held for sale. At December 31, 2022, non-accrual loans included 40 commercial and industrial relationships with loans secured by accounts receivable, automobiles, equipment and notes receivable. Non-accrual loans at December 31, 2022 also included \$4.8 million of loans secured by residential real estate which were classified as loans held for sale.

OREO increased from December 31, 2022 to September 30, 2023, primarily due to additions totaling \$5.1 million, partially offset by disposals and valuation adjustments totaling \$2.0 million. At both September 30, 2023 and December 31, 2022, OREO was primarily comprised of commercial properties.

Loans past due 90 days or more and still accruing at September 30, 2023 and December 31, 2022, were primarily comprised of loans held for sale and guaranteed by U.S. government agencies, including GNMA related loans subject to repurchase within our mortgage origination segment. As of September 30, 2023, \$29.0 million of loans subject to repurchase under a forbearance agreement had delinquencies on or after April 2020.

Deposits

The banking segment's major source of funds and liquidity is its deposit base. Deposits provide funding for its investments in loans and securities. Interest paid for deposits must be managed carefully to control the level of interest expense and overall net interest margin. The composition of the deposit base (time deposits versus interest-bearing demand deposits and savings), as discussed in more detail within the section titled "Liquidity and Capital Resources — Banking Segment" below, is constantly changing due to the banking segment's needs and market conditions. Currently, the banking segment is facing intense competition for its deposit base as customers seek higher yields on deposits. Consistent with the consolidated trend in average rates paid on interest-bearing deposits noted in the table below, the banking segment's average rate paid on interest-bearing deposits during the three and nine months ended September 30, 2023 was 3.86% and 3.33%, respectively, compared to 3.50% during the three months ended June 30, 2023 and 0.95% during the three months ended September 30, 2022. We expect that the Bank's costs related to interest-bearing deposits will continue to increase during the remainder of 2023.

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The table below presents the average balance of, and rate paid on, consolidated deposits (dollars in thousands).

	Nine Months Ended September 30,			
	2023		2022	
	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid
Noninterest-bearing demand deposits	\$ 3,557,765	0.00 %	\$ 4,534,513	0.00 %
Interest-bearing deposits:				
Demand	6,324,203	2.76 %	6,436,557	0.38 %
Savings	289,191	1.05 %	336,617	0.12 %
Time	1,012,175	2.90 %	925,383	0.54 %
	7,625,569	2.71 %	7,698,557	0.39 %
Total deposits	\$ 11,183,334	1.85 %	\$ 12,233,070	0.24 %

At September 30, 2023, total estimated uninsured deposits were \$4.4 billion, or approximately 40% of total deposits, while estimated uninsured deposits, excluding collateralized deposits of \$276.3 million, were \$4.2 billion, or approximately 37% of total deposits. Total estimated uninsured deposits were \$4.1 billion, or approximately 36% of total deposits, as of December 31, 2022.

The following table presents the scheduled maturities of the portion of our time deposits that are in excess of the FDIC insurance limit of \$250,000 as of September 30, 2023 (in thousands).

Months to maturity:	
3 months or less	\$ 40,560
3 months to 6 months	200,492
6 months to 12 months	152,237
Over 12 months	39,226
	<u>\$ 432,515</u>

Borrowings

Our consolidated borrowings are shown in the table below (dollars in thousands).

	September 30, 2023		December 31, 2022		
	Balance	Average Rate Paid	Balance	Average Rate Paid	Variance
Short-term borrowings	\$ 882,999	4.71 %	\$ 970,056	2.27 %	\$ (87,057)
Notes payable	347,020	4.31 %	346,654	4.33 %	366
	<u>\$ 1,230,019</u>	<u>4.62 %</u>	<u>\$ 1,316,710</u>	<u>2.86 %</u>	<u>\$ (86,691)</u>

Short-term borrowings consisted of federal funds purchased, securities sold under agreements to repurchase, borrowings at the FHLB, short-term bank loans and commercial paper. The decrease in short-term borrowings at September 30, 2023, compared with December 31, 2022, primarily reflected decreases in short term bank loans and securities sold under agreements to repurchase by the broker-dealer segment, partially offset by an increase in federal funds purchased. Notes payable at September 30, 2023 was comprised of \$149.4 million related to the Senior Notes, net of loan origination fees, and Subordinated Notes, net of origination fees, of \$197.6 million.

Liquidity and Capital Resources

Hilltop is a financial holding company whose assets primarily consist of the stock of its subsidiaries and invested assets. Hilltop's primary investment objectives, as a holding company, are to support capital deployment for organic growth and to preserve capital to be deployed through acquisitions, dividend payments and stock repurchases. At September 30, 2023, Hilltop had \$198.9 million in cash and cash equivalents, an increase of \$26.4 million from \$172.5 million at December 31, 2022. This increase in cash and cash equivalents included the receipt of \$70.5 million of dividends from subsidiaries, partially offset by cash outflows of \$31.2 million in cash dividends declared, \$4.5 million in stock repurchases and other general corporate expenses. Subject to regulatory restrictions, Hilltop has received, and may also continue to receive, dividends from its subsidiaries. If necessary or appropriate, we may also finance acquisitions with the proceeds from equity or debt issuances. We believe that Hilltop's liquidity is sufficient for the foreseeable future,

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with current short-term liquidity needs including operating expenses, interest on debt obligations, dividend payments to stockholders and potential stock repurchases.

Economic Environment

As previously discussed, operational and financial headwinds during 2022 and continuing through the first nine months of 2023 have had, and are expected to continue to have, an adverse impact on our operating results during the remainder of 2023. The impacts of noted headwinds during the remainder of 2023 are highly uncertain and will depend on several developments outside of our control, including, among others, the timing and significance of changes in U.S. treasury yields and mortgage interest rates, exposure to increasing funding costs, inflationary pressures associated with compensation, occupancy and software costs and labor market conditions, and international armed conflicts and their impact on supply chains. In addition, during March 2023, the banking sector experienced increased uncertainty and concerns associated with its liquidity positions as depositors sought to reduce risks associated with uninsured deposits and withdraw such deposits from existing bank relationships primarily due to bank failures during early 2023. As demonstrated during the extreme volatility and disruptions in the capital and credit markets beginning in March 2020 resulting from the pandemic crisis and its negative impact on the economy, we will continue to monitor the economic environment and evaluate appropriate actions to enhance our financial flexibility, protect capital, minimize losses and ensure target liquidity levels.

Dividend Declaration

On October 19, 2023, our board of directors declared a quarterly cash dividend of \$0.16 per common share, payable on November 28, 2023 to all common stockholders of record as of the close of business on November 13, 2023.

Future dividends on our common stock are subject to the determination by the board of directors based on an evaluation of our earnings and financial condition, liquidity and capital resources, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to our common stock and other factors.

Stock Repurchases

In January 2023, our board of directors authorized a new stock repurchase program through January 2024, pursuant to which we are authorized to repurchase, in the aggregate, up to \$75.0 million of our outstanding common stock, inclusive of repurchases to offset dilution related to grants of stock-based compensation. During the nine months ended September 30, 2023, Hilltop paid \$4.5 million to repurchase an aggregate of 144,403 shares of our common stock at an average price of \$31.15 per share pursuant to the stock repurchase program.

Senior Notes due 2025

The Senior Notes bear interest at a rate of 5% per year, payable semi-annually in arrears in cash on April 15 and October 15 of each year, commencing on October 15, 2015. The Senior Notes will mature on April 15, 2025, unless we redeem the Senior Notes, in whole at any time or in part from time to time, on or after January 15, 2025 (three months prior to the maturity date of the Senior Notes) at our election at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date. At September 30, 2023, \$150.0 million of our Senior Notes was outstanding.

Subordinated Notes due 2030 and 2035

On May 7, 2020, we completed a public offering of \$50 million aggregate principal amount of 2030 Subordinated Notes and \$150 million aggregate principal amount of 2035 Subordinated Notes. The price to the public for the Subordinated Notes was 100% of the principal amount of the Subordinated Notes. The net proceeds from the offering, after deducting underwriting discounts and fees and expenses of \$3.4 million, were \$196.6 million.

The 2030 Subordinated Notes and the 2035 Subordinated Notes will mature on May 15, 2030 and May 15, 2035, respectively. We may redeem the Subordinated Notes, in whole or in part, from time to time, subject to obtaining Federal Reserve approval, beginning with the interest payment date of May 15, 2025 for the 2030 Subordinated Notes and beginning with the interest payment date of May 15, 2030 for the 2035 Subordinated Notes at a redemption price equal to 100% of the principal amount of the Subordinated Notes being redeemed plus accrued and unpaid interest to but excluding the date of redemption.

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The 2030 Subordinated Notes bear interest at a rate of 5.75% per year, payable semi-annually in arrears commencing on November 15, 2020. The interest rate for the 2030 Subordinated Notes will reset quarterly beginning May 15, 2025 to an interest rate, per year, equal to the then-current benchmark rate, which is expected to be three-month term SOFR rate, plus 5.68%, payable quarterly in arrears. The 2035 Subordinated Notes bear interest at a rate of 6.125% per year, payable semi-annually in arrears commencing on November 15, 2020. The interest rate for the 2035 Subordinated Notes will reset quarterly beginning May 15, 2030 to an interest rate, per year, equal to the then-current benchmark rate, which is expected to be three-month term SOFR rate plus 5.80%, payable quarterly in arrears. At September 30, 2023, \$200.0 million of our Subordinated Notes was outstanding.

Regulatory Capital

We are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements may prompt certain actions by regulators that, if undertaken, could have a direct material adverse effect on our financial condition and results of operations. Under capital adequacy and regulatory requirements, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III requires banking organizations to maintain a capital conservation buffer above minimum risk-based capital requirements measured relative to risk-weighted assets.

The following table shows PlainsCapital's and Hilltop's actual capital amounts and ratios in accordance with Basel III compared to the regulatory minimum capital requirements including conservation buffer ratio in effect at September 30, 2023 (dollars in thousands). Based on actual capital amounts and ratios shown in the following table, PlainsCapital's ratios place it in the "well capitalized" (as defined) capital category under regulatory requirements. Actual capital amounts and ratios as of September 30, 2023 reflect PlainsCapital's and Hilltop's decision to elect the transition option as issued by the federal banking regulatory agencies in March 2020 that permits banking institutions to mitigate the estimated cumulative regulatory capital effects from CECL over a five-year transitional period.

	September 30, 2023		Minimum Capital Requirements Including Conservation Buffer		To Be Well Capitalized
	Amount	Ratio	Ratio	Ratio	Ratio
Tier 1 capital (to average assets):					
PlainsCapital	\$ 1,438,971	10.62 %		4.0 %	5.0 %
Hilltop	1,954,422	11.92 %		4.0 %	N/A
Common equity Tier 1 capital (to risk-weighted assets):					
PlainsCapital	1,438,971	15.31 %		7.0 %	6.5 %
Hilltop	1,954,422	18.60 %		7.0 %	N/A
Tier 1 capital (to risk-weighted assets):					
PlainsCapital	1,438,971	15.31 %		8.5 %	8.0 %
Hilltop	1,954,422	18.60 %		8.5 %	N/A
Total capital (to risk-weighted assets):					
PlainsCapital	1,546,036	16.45 %		10.5 %	10.0 %
Hilltop	2,262,945	21.54 %		10.5 %	N/A

We discuss regulatory capital requirements in more detail in Note 16 to our consolidated financial statements, as well as under the caption "Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and BASEL III" set forth in Part I, Item 1, of our 2022 Form 10-K.

Banking Segment

Within our banking segment, our primary uses of cash are for customer withdrawals and extensions of credit as well as our borrowing costs and other operating expenses. Our corporate treasury group is responsible for continuously monitoring our liquidity position to ensure that our assets and liabilities are managed in a manner that will meet our short-term and long-term cash requirements. Our goal is to manage our liquidity position in a manner such that we can meet our customers' short-term and long-term deposit withdrawals and anticipated and unanticipated increases in loan

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demand without penalizing earnings. Funds invested in short-term marketable instruments, the continuous maturing of other interest-earning assets, cash flows from self-liquidating investments such as mortgage-backed securities and collateralized mortgage obligations, the possible sale of available for sale securities and the ability to securitize certain types of loans provide sources of liquidity from an asset perspective. The liability base provides sources of liquidity through deposits and the maturity structure of short-term borrowed funds. For short-term liquidity needs, we utilize federal fund lines of credit with correspondent banks, securities sold under agreements to repurchase, borrowings from the Federal Reserve and borrowings under lines of credit with other financial institutions. For intermediate liquidity needs, we utilize advances from the FHLB. To supply liquidity over the longer term, we have access to brokered time deposits, term loans at the FHLB and borrowings under lines of credit with other financial institutions.

The above sources of liquidity allow the banking segment to meet increased liquidity demands without adversely affecting daily operations. The Bank's borrowing capacity through access to secured funding sources is summarized in the following table (in millions). Available liquidity noted below does not include borrowing capacity available through the discount window at the Federal Reserve.

	September 30, 2023	December 31, 2022
FHLB capacity	\$ 4,387	\$ 4,139
Investment portfolio (available)	1,588	1,606
Fed deposits (excess daily requirements)	1,326	1,332
	<u><u>\$ 7,301</u></u>	<u><u>\$ 7,077</u></u>

As previously discussed, the banking sector experienced increased uncertainty and concerns associated with its liquidity positions primarily due to high-profile bank failures during early 2023 as depositors sought to reduce risks associated with uninsured deposits and withdraw such deposits from existing bank relationships. As a result, both regulatory scrutiny and market focus on liquidity increased. These failures underscore the importance of maintaining access to diverse sources of funding. In light of these events, we have continued our efforts to monitor deposit flows and balance sheet trends to ensure that our liquidity needs are maintained. During 2023, we began increasing interest-bearing deposit rates to address rising market interest rates and intense competition for liquidity to combat deposit outflows. At September 30, 2023, the Bank also accessed and included additional core deposits on its balance sheet of approximately \$300 million from our Hilltop Securities FDIC-insured sweep program, while the Bank is not utilizing any of its FHLB borrowing capacity noted above through the use of short-term borrowings.

Further, to bolster our liquidity position, we increased brokered deposits at the Bank during the second quarter of 2023 by approximately \$390 million. To date, we have not leveraged the discount window at the Federal Reserve or the BTFP.

Within our banking segment, deposit flows are affected by the level of market interest rates, the interest rates and products offered by competitors, the volatility of equity markets and other factors. An economic recovery and improved commercial real estate investment outlook may result in an outflow of deposits at an accelerated pace as customers utilize such available funds for expanded operations and investment opportunities. The Bank regularly evaluates its deposit products and pricing structures relative to the market to maintain competitiveness over time. Currently, the Bank is facing significant competition from bank and non-bank competitors for its deposit base and expects that its interest expense on certain deposits will continue to increase during 2023 as customers seek higher yields on deposits.

The Bank's 15 largest depositors, excluding Hilltop and Hilltop Securities, collectively accounted for 8.67% of the Bank's total deposits, and the Bank's five largest depositors, excluding Hilltop and Hilltop Securities, collectively accounted for 3.95% of the Bank's total deposits at September 30, 2023. The loss of one or more of our largest Bank customers, or a significant decline in our deposit balances due to ordinary course fluctuations related to these customers' businesses, could adversely affect our liquidity and might require us to raise deposit rates to attract new deposits, purchase federal funds or borrow funds on a short-term basis to replace such deposits.

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Broker-Dealer Segment

The Hilltop Broker-Dealers rely on their equity capital, short-term bank borrowings, interest-bearing and noninterest-bearing client credit balances, correspondent deposits, securities lending arrangements, repurchase agreement financing, commercial paper issuances and other payables to finance their assets and operations, subject to their respective compliance with broker-dealer net capital and customer protection rules. At September 30, 2023, Hilltop Securities had credit arrangements with two unaffiliated banks, with maximum aggregate commitments of up to \$425.0 million. These credit arrangements are used to finance securities owned, securities held for correspondent accounts, receivables in customer margin accounts and underwriting activities. These credit arrangements are provided on an "as offered" basis and are not committed lines of credit. In addition, Hilltop Securities has committed revolving credit facilities with two unaffiliated banks, with aggregate availability of up to \$200.0 million. At September 30, 2023, Hilltop Securities had no borrowings under its credit arrangements or under its credit facilities.

Hilltop Securities uses the net proceeds (after deducting related issuance expenses) from the sale of two commercial paper programs for general corporate purposes, including working capital and the funding of a portion of its securities inventories. The commercial paper notes ("CP Notes") may be issued with maturities of 14 days to 270 days from the date of issuance. The CP Notes are issued under two separate programs, Series 2019-1 CP Notes and Series 2019-2 CP Notes, in maximum aggregate amounts of \$300 million and \$200 million, respectively. As of September 30, 2023, the weighted average maturity of the CP Notes was 133 days at a rate of 6.22% with a weighted average remaining life of 65 days. At September 30, 2023, the aggregate amount outstanding under these secured arrangements was \$208.3 million, which was collateralized by securities held for Hilltop Securities accounts valued at \$231.7 million.

Mortgage Origination Segment

PrimeLending funds the mortgage loans it originates through a warehouse line of credit maintained with the Bank, which had a total commitment of \$1.5 billion, of which \$950 million was drawn at September 30, 2023. PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, historically with the majority with servicing released. As these mortgage loans are sold in the secondary market, PrimeLending pays down its warehouse line of credit with the Bank. In addition, PrimeLending has an available line of credit with an unaffiliated bank of up to \$1.0 million, of which no borrowings were drawn at September 30, 2023.

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC ("Ventures Management") which holds a controlling ownership interest in and is the managing member of certain ABAs. At September 30, 2023, these ABAs had combined available lines of credit totaling \$95.0 million, \$30.0 million of which was with a single unaffiliated bank, and the remaining \$65.0 million of which was with the Bank. At September 30, 2023, Ventures Management had outstanding borrowings of \$37.5 million, all of which was with the Bank. On September 14, 2023, Ventures Management provided a thirty-day notice to the unaffiliated bank to terminate the \$30.0 million line of credit. Once this line is terminated, ABA lines of credit will total \$65.0 million, all with the Bank. This \$65.0 million balance reflects a September 2023 increase of \$20 million in ABA available lines of credit with the Bank to partially offset the elimination of the unaffiliated bank line of credit.

Other Material Contractual Obligations, Off-Balance Sheet Arrangements, Commitments and Guarantees

Since December 31, 2022, there have been no material changes in other material contractual obligations disclosed within the section captioned "Other Material Contractual Obligations, Off-Balance Sheet Arrangements, Commitments and Guarantees" set forth in Part II, Item 7 of our 2022 Form 10-K.

Additionally, in the normal course of business, we enter into various transactions, which, in accordance with GAAP, are not included in our consolidated balance sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in our consolidated balance sheets.

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Banking Segment

We enter into contractual loan commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of our commitments to extend credit are contingent upon customers maintaining specific credit standards until the time of loan funding. We minimize our exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. We assess the credit risk associated with certain commitments to extend credit and have recorded a liability related to such credit risk in our consolidated financial statements.

Standby letters of credit are written conditional commitments issued by us to guarantee the performance of a customer to a third-party. In the event the customer does not perform in accordance with the terms of the agreement with the third-party, we would be required to fund the commitment. The maximum potential amount of future payments we could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, we would be entitled to seek recovery from the customer. Our policies generally require that standby letter of credit arrangements contain security and debt covenants similar to those contained in loan agreements.

In the aggregate, the Bank had outstanding unused commitments to extend credit of \$2.2 billion at September 30, 2023 and outstanding financial and performance standby letters of credit of \$49.5 million at September 30, 2023.

Broker-Dealer Segment

The Hilltop Broker-Dealers execute, settle and finance various securities transactions that may expose the Hilltop Broker-Dealers to off-balance sheet risk in the event that a customer or counterparty does not fulfill its contractual obligations. Examples of such transactions include the sale of securities not yet purchased by customers or for the account of the Hilltop Broker-Dealers, use of derivatives to support certain non-profit housing organization clients, clearing agreements between the Hilltop Broker-Dealers and various clearinghouses and broker-dealers, secured financing arrangements that involve pledged securities, and when-issued underwriting and purchase commitments.

Impact of Inflation and Changing Prices

Our consolidated financial statements included herein have been prepared in accordance with GAAP, which presently require us to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on our operations is reflected in increased operating costs. Historically, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. However, inflation rose sharply at the end of 2021 and has continued to rise through the first nine months of 2023 at levels not seen for over 40 years. Inflationary pressures are currently expected to remain elevated throughout the remainder of 2023. Furthermore, a prolonged period of inflation could cause our costs, including compensation, occupancy and software costs, to increase, which could adversely affect our results of operations and financial condition.

While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond our control, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the U.S. government, its agencies and various other governmental regulatory authorities.

Critical Accounting Estimates

We have identified certain accounting estimates which involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. Our accounting policies are more fully described in Note 1 to the consolidated financial statements. Actual amounts and values as of the balance sheet dates may be materially different than the amounts and values reported due to the inherent uncertainty in the estimation process. Also, future amounts and values could differ materially from those estimates due to changes in values and circumstances after the balance sheet date. The critical accounting estimates, as summarized below, which we believe to be the most critical in preparing our consolidated financial statements relate to allowance for credit losses, mortgage servicing rights asset, goodwill and identifiable intangible assets, mortgage loan indemnification liability and acquisition accounting. Since December 31, 2022, there have been no changes in critical accounting estimates as further described under "Critical Accounting Estimates" in our 2022 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Our assessment of market risk as of September 30, 2023 indicates there are no material changes in the quantitative and qualitative disclosures from those previously reported in our 2022 Form 10-K, except as discussed below.

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. Market risk represents the risk of loss that may result from changes in value of a financial instrument as a result of changes in interest rates, market prices and the credit perception of an issuer. The disclosure is not meant to be a precise indicator of expected future losses, but rather an indicator of reasonably possible losses, and therefore our actual results may differ from any of the following projections. This forward-looking information provides an indicator of how we view and manage our ongoing market risk exposures.

Banking Segment

The banking segment is engaged primarily in the business of investing funds obtained from deposits and borrowings in interest-earning loans and investments, and our primary component of market risk is sensitivity to changes in interest rates. Consequently, our earnings depend to a significant extent on our net interest income, which is the difference between interest income on loans and investments and our interest expense on deposits and borrowings. To the extent that our interest-bearing liabilities do not reprice or mature at the same time as our interest-bearing assets, we are subject to interest rate risk and corresponding fluctuations in net interest income.

There are several common sources of interest rate risk that must be effectively managed if there is to be minimal impact on our earnings and capital. Repricing risk arises largely from timing differences in the pricing of assets and liabilities. Reinvestment risk refers to the reinvestment of cash flows from interest payments and maturing assets at lower or higher rates. Basis risk exists when different yield curves or pricing indices do not change at precisely the same time or in the same magnitude such that assets and liabilities with the same maturity are not all affected equally. Yield curve risk refers to unequal movements in interest rates across a full range of maturities.

We have employed asset/liability management policies that attempt to manage our interest-earning assets and interest-bearing liabilities, thereby attempting to control the volatility of net interest income, without having to incur unacceptable levels of risk. We employ procedures which include interest rate shock analysis, repricing gap analysis and balance sheet decomposition techniques to help mitigate interest rate risk in the ordinary course of business. In addition, the asset/liability management policies permit the use of various derivative instruments to manage interest rate risk or hedge specified assets and liabilities. To help mitigate net interest income spread compression between our assets and liabilities as the Federal Reserve increases interest rates, management continues to execute certain derivative trades, as either cash flow hedges or fair value hedges, that benefit the banking segment as interest rates rise. Any changes in interest rates across the term structure will continue to impact net interest income and net interest margin. The impact of rate movements will change with the shape of the yield curve, including any changes in steepness or flatness and inversions at any points on the yield curve.

An interest rate sensitive asset or liability is one that, within a defined time period, either matures or experiences an interest rate change in line with general market interest rates. The management of interest rate risk is performed by analyzing the maturity and repricing relationships between interest-earning assets and interest-bearing liabilities at specific points in time ("GAP") and by analyzing the effects of interest rate changes on net interest income over specific periods of time by projecting the performance of the mix of assets and liabilities in varied interest rate environments. Interest rate sensitivity reflects the potential effect on net interest income resulting from a movement in interest rates. A company is considered to be asset sensitive, or have a positive GAP, when the amount of its interest-earning assets maturing or repricing within a given period exceeds the amount of its interest-bearing liabilities also maturing or repricing within that time period. Conversely, a company is considered to be liability sensitive, or have a negative GAP, when the amount of its interest-bearing liabilities maturing or repricing within a given period exceeds the amount of its interest-earning assets also maturing or repricing within that time period. During a period of rising interest rates, a negative GAP would tend to affect net interest income adversely, while a positive GAP would tend to result in an increase in net interest income. During a period of falling interest rates, a negative GAP would tend to result in an increase in net interest income, while a positive GAP would tend to affect net interest income adversely.

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As illustrated in the table below, the banking segment is currently asset sensitive overall. Loans that adjust daily or monthly to the Wall Street Journal Prime rate comprise a large percentage of interest sensitive assets and are the primary cause of the banking segment's asset sensitivity. To help neutralize interest rate sensitivity, the banking segment has kept the terms of most of its borrowings under one year as shown in the following table (dollars in thousands).

	September 30, 2023					
	3 Months or Less	> 3 Months to 1 Year	> 1 Year to 3 Years	> 3 Years to 5 Years	> 5 Years	Total
Interest sensitive assets:						
Loans	\$ 4,296,266	\$ 1,263,744	\$ 1,856,072	\$ 786,047	\$ 628,718	\$ 8,830,847
Securities	546,334	191,735	422,277	324,445	1,019,418	2,504,209
Federal funds sold and securities purchased under agreements to resell	1,430,032	—	—	—	—	1,430,032
Other interest sensitive assets	7,711	—	—	—	29,683	37,394
Total interest sensitive assets	6,280,343	1,455,479	2,278,349	1,110,492	1,677,819	12,802,482
Interest sensitive liabilities:						
Interest bearing checking	\$ 6,356,466	\$ —	\$ —	\$ —	\$ —	\$ 6,356,466
Savings	264,111	—	—	—	—	264,111
Time deposits	166,454	899,518	99,365	11,394	18	1,176,749
Notes payable and other borrowings	448,014	102	333	444	1,865	450,758
Total interest sensitive liabilities	7,235,045	899,620	99,698	11,838	1,883	8,248,084
Interest sensitivity gap	\$ (954,702)	\$ 555,859	\$ 2,178,651	\$ 1,098,654	\$ 1,675,936	\$ 4,554,398
Cumulative interest sensitivity gap	\$ (954,702)	\$ (398,843)	\$ 1,779,808	\$ 2,878,462	\$ 4,554,398	
Percentage of cumulative gap to total interest sensitive assets	(7.46)%	(3.12)%	13.90 %	22.48 %	35.57 %	

The positive GAP in the interest rate analysis indicates that banking segment net interest income would generally rise if rates increase. Because of inherent limitations in interest rate GAP analysis, the banking segment uses multiple interest rate risk measurement techniques. Simulation analysis is used to subject the current repricing conditions to rising and falling interest rates in increments and decrements of 50 to 100 basis points to determine the effect on net interest income changes for the next twelve months. The banking segment also measures the effects of changes in interest rates on economic value of equity by discounting projected cash flows of deposits and loans. Economic value changes in the investment portfolio are estimated by discounting future cash flows and using duration analysis. Investment security prepayments are estimated using current market information. We believe the simulation analysis presents a more accurate picture than the GAP analysis. Simulation analysis recognizes that deposit products may not react to changes in interest rates as quickly or with the same magnitude as earning assets contractually tied to a market rate index. The sensitivity to changes in market rates varies across deposit products. Also, unlike GAP analysis, simulation analysis takes into account the effect of embedded options in the securities and loan portfolios as well as any off-balance sheet derivatives.

The table below shows the estimated impact of a range of changes in interest rates on net interest income and on economic value of equity for the banking segment at September 30, 2023 (dollars in thousands).

Change in Interest Rates (basis points)	Changes in Net Interest Income		Changes in Economic Value of Equity	
	Amount	Percent	Amount	Percent
+200	\$ 33,557	7.94 %	\$ 132,814	7.57 %
+100	\$ 18,112	4.29 %	\$ 87,372	4.98 %
-50	\$ (9,324)	(2.21)%	\$ (68,790)	(3.92)%
-100	\$ (18,978)	(4.49)%	\$ (144,705)	(8.24)%
-200	\$ (40,830)	(9.66)%	\$ (336,915)	(19.19)%

The projected changes in net interest income and economic value of equity to changes in interest rates at September 30, 2023 were in compliance with established internal policy guidelines. These projected changes are based on numerous assumptions of growth and changes in the mix of assets or liabilities. The projected changes in net interest income are being impacted by the heightened level of cash balances, which represent a significant portion of the Bank's sensitivity given simulation analysis assumptions/limitations. As a result, the timing and magnitude of future changes in interest rates and any runoff of deposits, and related decline in cash, may impact projected changes in net interest income as noted in the table above. Given projected impacts on net interest income associated with the expected transition into the next phase of the interest rate cycle, we continue to evaluate our current GAP position, which may result in a repositioning of the banking segment towards a more neutral or liability sensitive balance sheet.

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Our portfolio includes loans that periodically reprice or mature prior to the end of an amortized term. Some of our variable-rate loans remain at applicable rate floors, which may delay and/or limit changes in interest income during a period of changing rates. If interest rates were to fall, the impact on our interest income would be limited by these rate floors. In addition, declining interest rates may negatively affect our cost of funds on deposits. The extent of this impact will ultimately be driven by the timing, magnitude and frequency of interest rate and yield curve movements, as well as changes in market conditions and timing of management strategies. If interest rates were to rise, yields on the portion of our portfolio that remain at applicable rate floors would rise more slowly than increases in market interest rates. Any changes in interest rates across the term structure will continue to impact net interest income and net interest margin. The impact of rate movements will change with the shape of the yield curve, including any changes in steepness or flatness and inversions at any points on the yield curve.

Broker-Dealer Segment

Our broker-dealer segment is exposed to market risk primarily due to its role as a financial intermediary in customer transactions, which may include purchases and sales of securities, use of derivatives and securities lending activities, and in our trading activities, which are used to support sales, underwriting and other customer activities. We are subject to the risk of loss that may result from the potential change in value of a financial instrument as a result of fluctuations in interest rates, market prices, investor expectations and changes in credit ratings of the issuer.

Our broker-dealer segment is exposed to interest rate risk as a result of maintaining inventories of interest rate sensitive financial instruments and other interest-earning assets including customer and correspondent margin loans and receivables and securities borrowing activities. Our funding sources, which include customer and correspondent cash balances, bank borrowings, repurchase agreements and securities lending activities, also expose the broker-dealer to interest rate risk. Movement in short-term interest rates could reduce the positive spread between the broker-dealer segment's interest income and interest expense.

With respect to securities held, our interest rate risk is managed by setting and monitoring limits on the size and duration of positions and on the length of time securities can be held. Much of the interest rates on customer and correspondent margin loans and receivables are indexed and can vary daily. Our funding sources are generally short term with interest rates that can vary daily.

The following table categorizes the broker-dealer segment's net trading securities which are subject to interest rate and market price risk (dollars in thousands).

	September 30, 2023				
	1 Year or Less	> 1 Year to 5 Years	> 5 Years to 10 Years	> 10 Years	Total
Trading securities, at fair value					
Municipal obligations	\$ 91	\$ 25,056	\$ 45,301	\$ 113,108	\$ 183,556
U.S. government and government agency obligations	18,789	(6,678)	(6,490)	263,475	269,096
Corporate obligations	16,756	25,092	17,512	5,904	65,264
Total debt securities	35,636	43,470	56,323	382,487	517,916
Corporate equity securities	20	—	—	—	20
Other	9,366	—	—	—	9,366
	\$ 45,022	\$ 43,470	\$ 56,323	\$ 382,487	\$ 527,302
Weighted average yield					
Municipal obligations	0.13 %	4.25 %	3.68 %	4.40 %	4.22 %
U.S. government and government agency obligations	5.07 %	2.83 %	3.31 %	5.97 %	5.53 %
Corporate obligations	4.31 %	5.17 %	4.79 %	3.80 %	4.61 %

Derivatives are used to support certain customer programs and hedge our related exposure to interest rate risks.

Our broker-dealer segment is engaged in various brokerage and trading activities that expose us to credit risk arising from potential non-performance from counterparties, customers or issuers of securities. This risk is managed by setting and monitoring position limits for each counterparty, conducting periodic credit reviews of counterparties, reviewing concentrations of securities and conducting business through central clearing organizations.

Collateral underlying margin loans to customers and correspondents and with respect to securities lending activities is marked to market daily and additional collateral is required as necessary.

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Mortgage Origination Segment

Within our mortgage origination segment, our principal market exposure is to interest rate risk due to the impact on our mortgage-related assets and commitments, including mortgage loans held for sale, IRLCs and MSR. Changes in interest rates could also materially and adversely affect our volume of mortgage loan originations.

IRLCs represent an agreement to extend credit to a mortgage loan applicant, whereby the interest rate on the loan is set prior to funding. Our mortgage loans held for sale, which we hold in inventory while awaiting sale into the secondary market, and our IRLCs are subject to the effects of changes in mortgage interest rates from the date of the commitment through the sale of the loan into the secondary market. As a result, we are exposed to interest rate risk and related price risk during the period from the date of the lock commitment until (i) the lock commitment cancellation or expiration date or (ii) the date of sale into the secondary mortgage market. Loan commitments generally range from 20 to 60 days, and our average holding period of the mortgage loan from funding to sale is approximately 30 days. An integral component of our interest rate risk management strategy is our execution of forward commitments to sell MBSs to minimize the impact on earnings resulting from significant fluctuations in the fair value of mortgage loans held for sale and IRLCs caused by changes in interest rates.

We have expanded, and may continue to expand, our residential mortgage servicing operations within our mortgage origination segment. As a result of our mortgage servicing business, we have a portfolio of retained MSR. One of the principal risks associated with MSR is that in a declining interest rate environment, they will likely lose a substantial portion of their value as a result of higher than anticipated prepayments. Moreover, if prepayments are greater than expected, the cash we receive over the life of the mortgage loans would be reduced. The mortgage origination segment uses derivative financial instruments, including U.S. Treasury bond futures and options, futures contracts and forward MBS commitments, as a means to mitigate market risk associated with MSR assets. No hedging strategy can protect us completely, and hedging strategies may fail because they are improperly designed, improperly executed and documented or based on inaccurate assumptions and, as a result, could actually increase our risks and losses. The increasing size of our MSR portfolio may increase our interest rate risk and, correspondingly, the volatility of our earnings, especially if we cannot adequately hedge the interest rate risk relating to our MSR.

The goal of our interest rate risk management strategy within our mortgage origination segment is not to eliminate interest rate risk, but to manage it within appropriate limits. To mitigate the risk of loss, we have established policies and procedures, which include guidelines on the amount of exposure to interest rate changes we are willing to accept.

Consolidated

At September 30, 2023, total debt obligations on our consolidated balance sheet, excluding short-term borrowings and unamortized debt issuance costs and premiums, were \$350 million, and was all subject to fixed interest rates. If interest rates were to increase by one eighth of one percent (0.125%), the increase in interest expense on the variable rate debt would not have a significant impact on our future consolidated earnings or cash flows.

As noted above within the discussion for each business segment, on a consolidated basis, our primary component of market risk is sensitivity to changes in interest rates. Consequently, and in large part due to the significance of our banking segment, our consolidated earnings depend to a significant extent on our net interest income. Refer to the discussion in the "Banking Segment" section above that provides more details regarding sources of interest rate risk and asset/liability management policies and procedures employed to manage our interest-earning assets and interest-bearing liabilities, and potential future repositioning of our GAP position, thereby attempting to control the volatility of net interest income, without having to incur unacceptable levels of risk.

The table below shows the estimated impact of a range of changes in interest rates on net interest income on a consolidated basis at September 30, 2023 (dollars in thousands).

Change in Interest Rates (basis points)	Changes in Net Interest Income	
	Amount	Percent
+200	\$ 50,556	10.26 %
+100	\$ 26,577	5.39 %
-50	\$ (13,474)	(2.73)%
-100	\$ (27,246)	(5.53)%
-200	\$ (57,333)	(11.63)%

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The projected changes in net interest income to changes in interest rates at September 30, 2023 were in compliance with established internal policy guidelines. These projected changes are based on numerous assumptions of growth and changes in the mix of assets or liabilities. The projected changes in net interest income are being impacted by the heightened level of cash balances, which represent a significant portion of our asset sensitivity given simulation analysis assumptions/limitations. As a result, the timing and magnitude of future changes in interest rates including runoff of deposits, and related decline in cash, may impact projected changes in net interest income as noted in the table above.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the supervision and participation of our Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report.

Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to the Company's management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the third fiscal quarter covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

For a description of material pending legal proceedings, see the discussion set forth under the heading "Legal Matters" in Note 13 to our Consolidated Financial Statements, which is incorporated by reference herein.

Item 1A. Risk Factors.

The following risk factor represents a material change to the risk factors disclosed under "Item 1A. Risk Factors" of our 2022 Form 10-K. For additional information concerning our risk factors, please refer to "Item 1A. Risk Factors" of our 2022 Form 10-K.

Adverse developments affecting the financial services industry, such as bank failures or concerns involving liquidity, may have a material effect on the Company's operations.

Events in early 2023 relating to the failures of certain banking entities have caused general uncertainty and concern regarding the liquidity adequacy of the banking sector as a whole. Although we were not directly affected by these bank failures, the resulting speed and ease in which news, including social media commentary, led depositors to withdraw or attempt to withdraw their funds from these and other financial institutions as well as caused the stock prices of many financial institutions to become volatile. In the future, events such as these bank failures could have an adverse effect on our financial condition and results of operations, either directly or through an adverse impact on certain of our customers.

In response to these failures and the resulting market reaction, the Secretary of the Treasury approved actions enabling the FDIC to complete its resolutions of the failed banks in a manner that fully protects depositors by utilizing the Deposit Insurance Fund, including the use of Bridge Banks to assume all of the deposit obligations of the failed banks, while leaving unsecured lenders and equity holders of such institutions exposed to losses. In addition, the Federal Reserve Bank announced it would make available additional funding to eligible depository institutions under a Bank Term Funding Program to help assure banks have the ability to meet the needs of all their depositors. In an effort to strengthen public confidence in the banking system and protect depositors, regulators announced that any losses to the Deposit Insurance Fund to support uninsured depositors will be recovered by a special assessment on banks, as required by law, which could increase the cost of our FDIC insurance assessments. However, it is uncertain whether these steps by the government will be sufficient to reduce the risk of additional bank failures in the future or resultant significant depositor withdrawals at other institutions. As a result of this uncertainty, we face the potential for reputational risk, deposit outflows, increased costs and competition for liquidity, and increased credit risk which, individually or in the aggregate, could have a material adverse effect on our business, financial condition and results of operations.

Our operational systems and networks have been, and will continue to be, subject to an increasing risk of continually evolving cybersecurity or other technological risks, which could result in a loss of customer business, financial liability, regulatory penalties, damage to our reputation or the disclosure of confidential information.

We rely heavily on communications and information systems to conduct our business and maintain the security of confidential information and complex transactions, which subjects us to an increasing risk of cyber incidents from these activities due to a combination of new technologies and the increasing use of the Internet to conduct financial transactions, as well as a potential failure, interruption or breach in the security of these systems, including those that could result from attacks or planned changes, upgrades and maintenance of these systems. Such cyber incidents could result in failures or disruptions in our customer relationship management, securities trading, general ledger, deposits, computer systems, electronic underwriting servicing or loan origination systems; or unauthorized disclosure of confidential and non-public information maintained within our systems. We also utilize relationships with third parties to aid in a significant portion of our information systems, communications, data management and transaction processing. These third parties with which we do business may also be sources of cybersecurity or other technological risks, including operational errors, system interruptions or breaches, unauthorized disclosure of confidential information and misuse of intellectual property, and have experienced cyber attacks. If our third-party service providers encounter any of these issues, we could be exposed to disruption of service, reputation damages, and litigation risk, any of which could have a material adverse effect on our business.

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On June 27, 2023, a third-party vendor of the Bank confirmed that data specific to the Bank's customers was likely obtained in a security incident targeting the vendor's instance of the MOVEit Transfer Application (the "Vendor Incident"). As a result of this Vendor Incident, an unauthorized party likely obtained information in the vendor's possession about substantially all of the Bank's customers, including social security numbers and account numbers. On July 11, 2023, Hilltop Securities was notified by the same vendor that certain of its data also was likely obtained in the Vendor Incident; however, based on the review conducted to date, we do not have indication that protected or confidential information was present within the information obtained related to Hilltop Securities. Given the widespread use of the MOVEit Transfer Application, additional vendors of ours may have been impacted. We are in the process of evaluating the full scope of the costs and impact of the Vendor Incident, however we do not expect the costs to have a material impact to the Company's future consolidated financial statements. We have incurred, and may continue to incur, expenses related to this incident, and we remain subject to risks and uncertainties as a result of the incident, including litigation and additional regulatory scrutiny.

The continued occurrence of cybersecurity incidents across a range of industries has resulted in increased legislative and regulatory scrutiny over cybersecurity and calls for additional data privacy laws and regulations at both the state and federal levels. For example, in 2018, the State of California adopted the California Consumer Privacy Act of 2018, which imposes requirements on companies operating in California and provides consumers with a private right of action if covered companies suffer a data breach related to their failure to implement reasonable security measures. These laws and regulations could result in increased operating expenses or increase our exposure to the risk of litigation or regulatory inquiries or proceedings.

Although we devote significant resources to maintain and regularly upgrade our systems and networks to safeguard critical business applications, there is no guarantee that these measures or any other measures can provide absolute security. Our computer systems, software and networks may be adversely affected by cyber incidents such as unauthorized access; loss or destruction of data (including confidential client information); account takeovers; unavailability of service; computer viruses or other malicious code; cyber attacks; and other events. In addition, our protective measures may not promptly detect intrusions, and we may experience losses or incur costs or other damage related to intrusions that go undetected or go undetected for significant periods of time, at levels that adversely affect our financial results or reputation. Further, because the methods used to cause cyber attacks change frequently, or in some cases cannot be recognized until launched, we may be unable to implement preventative measures or proactively address these methods until they are discovered. Cyber threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. For example, during the second quarter of 2018, we became the victim of a "spear phishing" attack on one of our employees in which we suffered a \$4.0 million wire fraud loss and sensitive customer information was stolen. As a result of this attack, we incurred costs to provide identity protection services, including credit monitoring, to customers who may have been impacted and other legal and professional services, and may also incur expenses in the future including legal and professional expenses and claims for damages. Additional challenges are posed by external extremist parties, including foreign state actors, in some circumstances, as a means to promote political ends. If one or more of these events occurs, it could result in the disclosure of confidential client or customer information, damage to our reputation with our clients, customers and the market, customer dissatisfaction, additional costs such as repairing systems or adding new personnel or protection technologies, regulatory penalties, fines, remediation costs, exposure to litigation and other financial losses to both us and our clients and customers. Such events could also cause interruptions or malfunctions in our operations. We maintain cyber risk insurance, but this insurance may not be sufficient to cover all of our losses from any future breaches of our systems.

We continue to evaluate our cybersecurity program and will consider incorporating new practices as necessary to meet the expectations of regulatory agencies in light of such cybersecurity guidance and regulatory actions and settlements for cybersecurity-related failures and violations by other industry participants. Such procedures include management-level engagement and corporate governance, risk management and assessment, technical controls, incident response planning, vulnerability testing, vendor management, intrusion detection monitoring, patch management and staff training. Even with these procedures, we cannot assure you that we will be fully protected from a cybersecurity incident, the occurrence of which could adversely affect our reputation and financial condition.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds .

The following table details our repurchases of shares of common stock during the three months ended September 30, 2023.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1 - July 31, 2023	—	\$ —	—	\$ 70,501,138
August 1 - August 31, 2023	—	—	—	70,501,138
September 1 - September 30, 2023	—	—	—	70,501,138
Total	—	\$ —	—	70,501,138

(1) In January 2023, our board of directors authorized a new stock repurchase program through January 2024, pursuant to which we are authorized to repurchase, in the aggregate, up to \$75.0 million of our outstanding common stock, inclusive of repurchases to offset dilution related to grants of stock-based compensation.

Item 5. Other Information

Pursuant to Item 408(a) of Regulation S-K, none of our directors or executive officers adopted, terminated or modified a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the three months ended September 30, 2023.

Item 6. Exhibits.

Exhibit Number	Description of Exhibit
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

SIGNATURES

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

HILLTOP HOLDINGS INC.

Date: October 23, 2023

By: /s/ William B. Furr

William B. Furr
Chief Financial Officer
(Principal Financial Officer and duly authorized officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Jeremy B. Ford, certify that:

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

Date: October 23, 2023

By: /s/ Jeremy B. Ford

Jeremy B. Ford
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, William B. Furr, certify that:

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

Date: October 23, 2023

By: /s/ William B. Furr
William B. Furr
Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2023 (the "Report") of Hilltop Holdings Inc. (the "Company"), the undersigned hereby certify in their capacities as President and Chief Executive Officer and Chief Financial Officer, respectively, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Report.

Date: October 23, 2023

By: /s/ Jeremy B. Ford
Jeremy B. Ford
President and Chief Executive Officer

Date: October 23, 2023

By: /s/ William B. Furr
William B. Furr
Chief Financial Officer

The foregoing certification is furnished as an exhibit to the Report and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.
