

REFINITIV

DELTA REPORT

10-K

FIRST INTERSTATE BANCYSY

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	6218
CHANGES	523
DELETIONS	1723
ADDITIONS	3972

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-K

(Mark One)

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934For the fiscal year ended **December 31, 2022** **December 31, 2023**

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission File Number: 001-34653

FIRST INTERSTATE BANCSYSTEM, INC.

(Exact name of registrant as specified in its charter)

Montana **Delaware****81-0331430**

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

401 North 31st Street**Billings, MT****59101**

(Address of principal executive offices)

(zip code)

(406) 255-5311

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Class A common Common stock, no \$0.00001 par value	FIBK	NASDAQ

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

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☐ NoIndicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ NoIndicate 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 ☐ NoIndicate 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 (§223.405 of this chapter) during the preceding 12 months (or for such shorter period that **the** registrant was required to submit such files). ☐ Yes ☐ No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements ☐Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act.) ☐ Yes ☒ NoThe aggregate market value of voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common equity was last sold on the NASDAQ, as of the last business day of the registrant's most recently completed second fiscal quarter was **\$3.4 billion** **\$2.1 billion**.As of **January 31, 2023** **January 31, 2024**, there were **104,441,157** **103,935,844** shares outstanding of the registrant's **Class A common** **Common** stock.

Documents Incorporated by Reference

The registrant intends to file a definitive Proxy Statement for the Annual Meeting of Shareholders scheduled to be held **May 24, 2023** **May 22, 2024**. The information required by Part III of this Form 10-K is incorporated by reference to such Proxy Statement.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

Index

December 31, 2022 2023

		Page Nos.
	PART I	
Item 1	Business	2
Item 1A	Risk Factors	14
Item 1B	Unresolved Staff Comments	28 30
Item 1C	Cybersecurity	30
Item 2	Properties	29 32
Item 3	Legal Proceedings	29 32
Item 4	Mine Safety Disclosure	29 32
	PART II	
Item 5	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	29 32
Item 6	Reserved	30 34
Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	31 35
Item 7A	Quantitative and Qualitative Disclosures About Market Risk	56 58
Item 8	Financial Statements and Supplementary Data	58 60
Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	58 60
Item 9A	Controls and Procedures	59 60
Item 9B	Other Information	61 65
Item 9C	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	61 65
	PART III	
Item 10	Directors, Executive Officers and Corporate Governance	61 65
Item 11	Executive Compensation	61 65
Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	61 65
Item 13	Certain Relationships and Related Transactions and Director Independence	61 65
Item 14	Principal Accountant Fees and Services	61 66
	PART IV	
Item 15	Exhibits and Financial Statement Schedules	61 66
	Report of Independent Registered Public Accounting Firm	62 67
	Consolidated Balance Sheets	65 70
	Consolidated Statements of Income	66 71
	Consolidated Statements of Comprehensive Income (Loss)	67 72
	Consolidated Statements of Stockholders' Equity	68 73
	Consolidated Statements of Cash Flows	69 74
	Notes to Consolidated Financial Statements	71 76
	Exhibits	134 140
Item 16	Form 10-K Summary	135 142

[Table of Contents](#)

PART I

Cautionary Note Regarding Forward-Looking Statements

When we refer to “we,” “our,” “us,” “First Interstate,” or the “Company” in this report, we mean First Interstate BancSystem, Inc. and our consolidated subsidiaries, including our wholly-owned wholly-owned subsidiary, First Interstate Bank, unless the context indicates that we refer only to the parent company, First Interstate BancSystem, Inc. When we refer to the “Bank” or “FIB” in this report, we mean only First Interstate Bank.

This report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Rule 3b-6 promulgated thereunder, that involve inherent risks and uncertainties. Any statements about our plans, objectives, expectations, strategies, beliefs, or future performance or events constitute forward-looking statements. Such statements are identified by words or phrases such as “believes,” “expects,” “anticipates,” “plans,” “trends,” “objectives,” “continues,” or similar expressions, or future or conditional verbs such as “will,” “would,” “should,” “could,” “might,” “may,” or similar expressions. Forward-looking statements involve known and unknown risks, uncertainties, assumptions, estimates, and other important factors that could cause actual results to differ materially from any results, performance or events expressed or implied by such forward-looking statements. The factors included below under the caption “Summary Risk Factors” and described in further detail below under Item 1A Risk Factors of this report, among others, may cause actual results to differ materially from current expectations in the forward-looking statements, including those set forth in this report.

All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth herein. Forward-looking statements speak only as of the date they are made and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information, or future events, changes in assumptions, or changes in other factors affecting forward-looking statements, except to the extent required by applicable law. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

Summary Risk Factors

An investment in shares of our Class A common stock involves a high degree of risk. If any of the factors enumerated below and described in more detail in the section entitled “Risk Factors” under Item 1A of this report occurs, our business, financial condition, liquidity, results of operations, and prospects could be materially and adversely affected. In that case, the market price of our Class A common stock could decline, and you may lose some or all of your investment. Some of the most material risks relating to an investment in our Class A common stock include the impact or effect on our Company and its operating results, or its investors, of:

Regulatory and Compliance Risks, including:

- new or changes in existing governmental regulations;
- negative developments in the banking industry and increased regulatory scrutiny;
- tax legislative initiatives or assessments;
- more stringent capital requirements, to the extent they may become applicable to us;
- changes in accounting standards; and
- any failure to comply with applicable laws and regulations, including, but not limited to, the CRA and fair lending laws, the USA PATRIOT ACT, OFAC guidelines and requirements, the BSA, and the related FinCEN and FFIEC Guidelines and regulations (as each of such terms and acronyms is defined below); and
- federal deposit insurance increases;

Credit Risks, including:

- lending risks and risks associated with loan sector concentrations;
- a decline in economic conditions that could reduce demand for our products and services and negatively impact the credit quality of loans;
- loan credit losses exceeding estimates;
- exposure to losses in collateralized loan obligation securities;
- changes to United States trade policies, including the imposition of tariffs and retaliatory tariffs; and
- the soundness of other financial institutions; and

Liquidity Risks, including:

- the ability to meet cash flow needs and availability of financing sources for working capital and other needs; and
- a loss of deposits or a change in product mix that increases the Company's funding costs; and
- inability to access funding or to monetize liquid assets;

[Table of Contents](#)

Market Risks, including:

- changes in interest rates;
- changes to United States trade policies, including the imposition of tariffs and retaliatory tariffs;
- competition from new or existing financial institutions and non-banks;
- variable interest rates tied to LIBOR (defined below) that may no longer be available, or may become unreliable, to us; and
- exposure to losses in collateralized loan obligation interest rate effect on the value of our investment securities;

[Table of Contents](#)

Operational Risks, including:

- cyber-security cybersecurity risks, including “denial-of-service attacks,” “hacking,” and “identity theft” that could result in the disclosure of confidential information;

- privacy, information security, and data protection laws, rules, and regulations that affect or limit how we collect and use personal information;
- the potential impairment of our goodwill and other intangible assets;
- our reliance on other companies that provide key components of our business infrastructure;
- events that may tarnish our reputation;
- **main stream and social media contagion;**
- the loss of the services of key members of our management team and directors;
- our ability to attract and retain qualified employees to operate our business;
- costs associated with repossessed properties, including environmental remediation;
- the effectiveness of our systems of internal operating and accounting controls; and
- our ability to implement technology-facilitated products and services or be successful in marketing these products and services to our clients;

Strategic Risks, including:

- difficulties we may face in combining the operations of acquired entities or assets with our own operations or assessing the effectiveness of businesses in which we make strategic investments or with which we enter into strategic contractual relationships;
- **competition from new or existing financial institutions and non-banks;**
- **investing in technology;** and
- incurrence of significant costs related to mergers and related integration activities;

Common Stock Risks, including:

- the volatility in the price and trading volume of our common stock;
- “anti-takeover” provisions **in our certificate of incorporation** and **the** regulations, which may make it more difficult for a third party to acquire control of us even in circumstances that could be deemed beneficial to stockholders;
- changes in our dividend policy or our ability to pay dividends;
- our common stock not being an insured deposit;
- the potential dilutive effect of future equity issuances; and
- the subordination of our common stock to our existing and future indebtedness; **and**

General Risk Factors, including:

- the **ongoing** impact of the **COVID-19 pandemic and the U.S., state and local government’s response to the pandemic;** **combined deficiencies resulting in a material weakness in our internal control over financial reporting;**
- the effect of global conditions, earthquakes, volcanoes, tsunamis, floods, fires, drought, and other natural catastrophic events; and
- the impact of climate change and environmental sustainability matters.

The foregoing risk factors are not necessarily all of the factors that could cause our actual results, performance, or achievements to differ materially from expectations. Other unknown or unpredictable factors also could harm our results. Investors and other interested parties are encouraged to read the information included under the section captioned “Risk Factors” below in its entirety before making an investment decision about our securities.

Item 1. Business

Our Company

We are a financial and bank holding company focused on community banking. Since our incorporation in Montana in 1971, we have grown both organically and through strategic acquisitions, most recently through our acquisition on February 1, 2022 of Great Western Bancorp, Inc. (“Great Western”) and its wholly-owned banking subsidiary, Great Western Bank (“GWB”). As of December 31, 2022, we operated 307 acquisitions. We operate 304 banking offices, including branches and detached drive-up facilities, in communities across 14 states—Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming. For additional information regarding the Great Western and GWB acquisition see Part II, Item 7, “Management’s Discussion and Analysis of Financial Information and Results of Operations—Recent Trends and Developments.”

Through our bank subsidiary, First Interstate Bank, we deliver a comprehensive range of banking products and services—including online and mobile banking—to individuals, businesses, municipalities, government entities, and others throughout our market areas.

[Table of Contents](#)

We are proud to provide lending opportunities to clients that participate in a wide variety of industries, including:

- | | | |
|---|---------------------------------|---------------------------|
| • Agriculture | • Hospitality Healthcare | • Technology |
| • Construction | • Housing | • Tourism |
| • Education | • Professional services | • Technology |
| • Governmental services Construction | • Hospitality | • Real Estate Development |
| • Education | • Retail | • Tourism |
| • Healthcare Governmental services | • Retail | • Wholesale trade |

We completed a recapitalization of our previously-existing Historically, the Company's authorized common stock in March 2010, pursuant to had consisted of 200,000,000 shares, of which we effected a 4-for-1 split of our previously-existing common stock, a redesignation of our previously-existing common stock into Class B common stock, which was entitled to five votes per share, and the creation of a new class of common stock 100,000,000 shares were designated as Class A common stock which has been since creation and continues to be entitled to 100,000,000 were designated as Class B common stock. The Class A common stock had one vote per share. Holders of share while the Class B common stock had five votes per share and was convertible to Class A common stock voted together as on a single class on all matters submitted to a vote of shareholders, except as otherwise required by law or by our articles of incorporation. The recapitalization was completed in preparation for our initial public offering, or IPO, of Class A common stock later that same month on the NASDAQ stock market, or NASDAQ, under the symbol "FIBK." Since our IPO, we have expanded our market reach through organic growth and strategic acquisitions, including our acquisitions of Mountain West Bank, United Bank, N.A. share-for-share basis. On March 24, 2022, Flathead Bank of Bigfork, Bank of the Cascades, Inland Northwest Bank, Idaho Independent Bank, Community 1st Bank, and most recently, as mentioned above, GWB. At the record date for our first annual stockholders' meeting following the completion of the GWB Great Western Bank ("GWB") acquisition on February 1, 2022, all outstanding shares and rights to acquire shares of Class B common stock were automatically converted into the same number of outstanding shares and rights to acquire the same number of shares, as applicable, of Class A common stock. As a result, we now have only one class of common stock outstanding and issuable upon exercise of outstanding rights to acquire common stock, all with equivalent voting rights: namely, common stock. The Class A common stock, stock is traded on the NASDAQ stock market, or NASDAQ, under the symbol "FIBK." Since our initial public offering, we have expanded our market reach through organic growth and strategic acquisitions, including our acquisitions of Mountain West Bank, United Bank, N.A., Flathead Bank of Bigfork, Bank of the Cascades, Inland Northwest Bank, Idaho Independent Bank, Community 1st Bank, and GWB. As of December 31, 2022 December 31, 2023, we had consolidated assets of \$32.3 billion \$30.7 billion, deposits of \$25.1 billion \$23.3 billion, loans held for investment of \$18.1 billion \$18.3 billion, and total stockholders' equity of \$3.1 billion \$3.2 billion.

Our mission is to help people and their money work better together. With that as our guiding focus, we strive to be the most relevant everyday experience our clients have with their money. With our focus on community banking, we adhere to common values that have long provided a foundation for our growth and success:

- (1) Put people first, always;
- (2) Seek greatness;
- (3) Demonstrate integrity;
- (4) Celebrate success; and
- (5) Be committed to our communities.

These values support our commitment to our employees, our clients, our communities, and our shareholders.

Our business model is strategically focused around four key pillars, which help us align, organize, and prioritize business strategies. These pillars guide our actions related to our employees, our clients, and our operations, ultimately leading to our financial success and creating value for our shareholders.

- The first pillar is **Our People, Our Priority**. The success of our Company is a reflection of our people. We are building a diverse company, attracting the right people, retaining them in the right jobs, and developing them to meet our long-term needs. Our people are informed, capable, and resilient.
- The second pillar is **Relentless Client Focus**. Our client loyalty is cultivated by our focus on every interaction, every time. By listening to our clients and learning about their needs, we are better able to connect their goals and dreams to the right products and services.
- The third pillar is **Future Ready, Today**. We live in a world in constant motion, which requires agility and resiliency; adapting our products and processes to be scalable and sustainable is essential. Robust and relevant systems and processes create a foundation for our employees to excel—not only in their personal performance, but in their delivery of our products and services to our clients.
- The fourth pillar is **Financial Vitality**. Our strategic focus on balance sheet management and goal-oriented financial rigor keeps us a top-performing bank. Our emphasis on accountability and our collaborative approach to aligning our efforts under our four pillars allows our community banking model to flourish.

By adhering to a strong set of values, we have significantly and strategically grown our business. Our long-term philosophy emphasizes providing high-quality financial products and services, delivering exceptional client service, influencing business leadership within our communities through professional and dedicated bankers, supporting our communities through financial contributions and socially responsible leadership, and cultivating a strong corporate culture. We plan to continue to advance our business in a disciplined and prudent manner, fueled by organic growth in our existing market areas and expansion into new and complementary markets when appropriate acquisition and other opportunities arise.

Community Banking

We have one operating segment—community banking. Community banking encompasses commercial, governmental, and consumer banking services provided through our Bank: primarily the acceptance of deposits, the extension of credit, mortgage loan origination and servicing, and wealth management, which includes trust, employee benefit, investment management, insurance, agency, and custodial services to individuals, businesses, and nonprofit organizations. Our philosophy emphasizes a local focus through a personalized service approach while also strengthening the communities in our market areas through community involvement, service activities, and philanthropy. We grant our banking offices significant authority in delivering products in response to local market considerations and client needs. This autonomy enables our banking offices to remain competitive by quickly responding to local market conditions and enhancing relationships with our clients in those markets. While our banking offices enjoy a level of authority and flexibility, they remain accountable to company-wide standards and established limits on the their authority and discretion. This combination of authority and accountability allows our banking offices to provide personalized service and localized community support while at the same time remaining focused on our overall financial vitality.

Lending Activities

We offer real estate, consumer, commercial, agricultural, and other loans to individuals, **government entities**, and businesses in our market areas. We have comprehensive credit policies **establishing that establish** company-wide underwriting and documentation standards to **assist management in manage** the lending process and **to** limit our risk. Each loan must meet minimum underwriting standards specified in our credit policies and **procedures. Minimum underwriting standards procedures, which** generally specify that loans:

- (1) are made to borrowers generally located within or adjacent to our market footprint or own businesses and/or real estate within or adjacent to our footprint, with limited exceptions that may include participation loans and loans to national accounts;
- (2) are made only for identified legal purposes;
- (3) have specifically identified sources of repayment;
- (4) mature within designated maximum maturity periods that coincide with repayment sources;
- (5) are appropriately collateralized whenever possible;
- (6) are supported by current credit information;
- (7) do not exceed the Bank's legal lending limit;
- (8) include medium-term fixed interest rates or variable rates that are adjusted within designated time frames; and
- (9) require compliance with laws and regulations including a flood zone and risk determination prior to closing.

In addition, our credit policies include lending limitations to minimize concentrations of credit in agricultural, commercial, real estate, or consumer loans. Furthermore, **each minimum the criteria meeting our** underwriting **standard standards** must be documented, with exceptions noted, as a part of the loan approval process.

While each loan must meet minimum underwriting standards, **established in our credit policies**, qualified bankers are granted levels of credit authority **in for** approving and pricing loans to assure that banking offices are responsive to competitive issues and community needs in each market area. Lending **authorities are authorization is** established at individual, branch, and market levels. Credit **authorities are authorization is** established and assigned based on the credit experience and credit acumen of each branch loan officer. Credit **authority authorization** is under the direction of our Chief Credit Officer or such officer's designee and is reviewed on an ongoing basis. Credit granted over the authority of our loan officers are approved by designated Credit Officers and/or the Chief Credit Officer with the concurrence of our Chief Risk Officer as necessary.

Deposit Products

We offer traditional depository products including checking, savings, and time deposits. Deposits at the Bank are insured by the Federal Deposit Insurance Corporation, or the FDIC, up to statutory limits. We also offer repurchase agreements primarily to commercial and municipal depositors. Under repurchase agreements, we sell investment securities held by the Bank to our clients under an agreement to repurchase the investment securities at a specified time or on demand. All outstanding repurchase agreements are due in one business day. **Additionally, the Company is a member of the IntraFi Network, which allows banking clients insured cash sweep products with access to FDIC insurance protection on deposits that exceed FDIC insurance limits.**

Wealth Management

We provide a wide range of trust, employee benefit, investment management, insurance, agency, and custodial services to individuals, businesses, and nonprofit organizations. These services include the administration of estates and personal trusts, management of investment accounts for individuals, employee benefit plans and charitable foundations, and insurance planning.

[Table of Contents](#)

Centralized Services

We have centralized certain operational activities to provide consistent service levels to our clients across the Bank, which helps us gain efficiency in management of those activities as well as ensure regulatory compliance. Centralized operational activities generally support our banking offices in the delivery of products and services to clients and include:

- marketing;
- credit review;
- loan servicing;
- credit card issuance and servicing;
- mortgage loan sales and servicing;
- indirect consumer loan purchasing and processing;
- loan collections; and
- other operational activities.

Additionally, specialized staff support services have been centralized to enable our branches to more efficiently serve their markets. These services include:

- credit risk management;
- finance;
- human resource management;
- internal audit;
- facilities management;
- technology;
- risk management;
- legal;
- compliance; and
- other support services.

Market Area

The following table reflects our deposit market share and branch locations by state:

Deposit Market Share and Branch Locations by State	Deposit Market Share and Branch Locations by State	Deposit Market Share and Branch Locations by State			Deposit Market Share and Branch Locations by State		
Deposit Market Share and Branch Locations by State	Deposit Market Share and Branch Locations by State	% of Market Deposits (1)	Rank (1)	Number of Branches (2)	% of Market Deposits (1)	Deposit Market Share Rank (1)	Number of Branches (2)
Arizona	Arizona	0.3	25	9	Arizona	0.3	21
Colorado	Colorado	0.6	22	20	Colorado	0.5	26
Idaho	Idaho	4.3	7	22	Idaho	4.3	8
Iowa	Iowa	2.4	7	46	Iowa	1.9	9
Kansas	Kansas	0.2	106	2	Kansas	0.1	158
Minnesota	Minnesota	—	309	1	Minnesota	—	305
Missouri	Missouri	0.1	147	6	Missouri	0.1	142
Montana	Montana	16.9	2	43	Montana	16.6	2
Nebraska	Nebraska	3.1	7	45	Nebraska	2.5	7
North Dakota	North Dakota	0.1	76	1	North Dakota	0.1	74
Oregon	Oregon	2.4	10	33	Oregon	2.5	9
South Dakota	South Dakota	0.6	4	46	South Dakota	0.5	5
Washington	Washington	0.3	32	18	Washington	0.4	29
Wyoming	Wyoming	13.7	1	15	Wyoming	13.7	1
Total	Total			307	Total		304

(1) Source: FDIC.gov data as of June 30, 2022 June 30, 2023.

(2) As of December 31, 2022 December 31, 2023.

We operate in markets with a diverse employment base covering numerous industries and we believe our community bank approach to providing client service is a competitive advantage that strengthens the Company's ability to effectively provide financial products and services to businesses and individuals in its markets.

[Table of Contents](#)

Competition

There is significant competition among commercial banks in our market areas. We also compete with other providers of financial services that actively engage in providing various types of loans and other financial services to their clients, such as:

- savings and loan associations;
- credit unions;
- financial technology companies;
- internet banks;
- consumer finance companies;
- brokerage firms;
- mortgage banking companies;
- insurance companies;
- securities firms;
- mutual funds;
- government agencies; and
- major retailers.

To remain competitive in this congested industry, we continue to develop our omni-channel experience across our website, social media, and email, in addition to our offline channels, such as brick and mortar banking offices. Some of our competitors have greater resources and, as such, may have higher lending limits and may offer other services that we do not provide. We generally compete on the basis of service and responsiveness to client needs, available loan and deposit products, rates of interest charged on loans, rates of interest paid for deposits, and the availability and pricing of services such as trust, employee benefit, investment, and insurance services.

Government Regulation and Supervision

We are subject to extensive government regulation and supervision under federal and state laws. Summaries of the material laws and regulations that are applicable to us are provided below. The descriptions that follow are not intended to summarize all laws and regulations applicable to us. Furthermore, the descriptions that follow do not purport to be

complete and are qualified in their entirety by reference to the full provisions of those laws and regulations. In addition to laws and regulations, state and federal banking regulatory agencies may issue policy statements, interpretive letters, and similar written guidance that may impose additional regulatory obligations or otherwise affect the conduct of our business. Additionally, proposals to change laws and regulations are frequently introduced at both the federal and state levels. The likelihood and timing of any such changes and their impact on the Company cannot be determined with certainty.

Regulatory Authorities

As a public company with our securities listed for trading on the NASDAQ stock market, we are subject to the disclosure and regulatory requirements of the Securities and Exchange Commission, or SEC, including under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the rules and listing standards of the NASDAQ stock market.

As a financial and bank holding company, we are subject to regulation under the Bank Holding Company Act of 1956, as amended, and to supervision, regulation, and regular examination by the Board of Governors of the Federal Reserve System (the "Federal Reserve").

The Bank is subject to supervision and regular examination by its primary banking regulators, the Federal Reserve and the Montana Department of Administration, Division of Banking and Financial Institutions (the "Montana Division"). The Bank is also subject to supervision and regular examination by the Consumer Financial Protection Bureau ("CFPB").

The Bank's deposits are insured by the Deposit Insurance Fund ("DIF") administered by the FDIC in the manner and to the extent provided by law. As such, the Bank is subject to the Federal Deposit Insurance Act (the "FDIA") and FDIC regulations relating to deposit insurance and may also be subject to supervision and examination by the FDIC.

We are currently subject to the regulatory capital framework and guidelines reached by Basel III as adopted by the Federal Reserve. The Federal Reserve has risk-based capital adequacy guidelines intended to measure capital adequacy with regard to a banking organization's balance sheet, including off-balance sheet exposures such as unused portions of loan commitments, letters of credit, and recourse arrangements.

The extensive regulation of the Bank limits both the activities in which the Bank may engage and the conduct of its permitted activities. Further, the laws and regulations impose reporting and information collection obligations on the Bank. The Bank incurs significant costs relating to compliance with various laws and regulations and the collection and retention of information. As the regulatory framework for bank holding companies and banks continues to grow evolve and become more complex, the cost of complying with regulatory requirements continues to increase.

[Table of Contents](#)

Financial and Bank Holding Company

First Interstate BancSystem, Inc. is a bank holding company and has registered as a financial holding company under regulations issued by the Federal Reserve. As a financial holding company, we may engage in business activities that are determined by the Federal Reserve to be financial in nature or incidental to financial activities as well as all activities authorized generally to bank holding companies. We may continue to engage in authorized financial activities provided that we remain a financial holding company and are "well-capitalized" and "well-managed." We do not currently engage in significant financial holding company business or activities not otherwise permitted generally for bank holding companies.

Under federal law, First Interstate BancSystem, Inc. is required to serve as a source of financial and managerial strength to the Bank, which may include providing financial assistance to the Bank if the Bank experiences financial distress. Under existing Federal Reserve source of strength policies, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank. The Federal Reserve may also determine that the bank holding company is engaging in unsafe and unsound practices if it fails to commit resources to a subsidiary bank.

We are required by the Bank Holding Company Act to obtain Federal Reserve approval prior to acquiring, directly or indirectly, ownership or control of voting shares of any bank, if, after such acquisition, we would own or control more than 5% of its voting stock. The Federal Reserve considers a number of factors in evaluating acquisitions, including the financial and managerial resources and future prospects of the parties, the convenience and needs of the communities served, and competitive factors. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), when considering an application, the Federal Reserve is also required to evaluate whether the transaction would result in more concentrated risks to the United States banking or financial system. Under federal law and regulations, a bank holding company may acquire banks in states other than its home state if, among other things, the bank holding company is both "well-capitalized" and "well-managed" both before and after the acquisition.

Banks may also merge across state lines. With additional changes made to federal statutes under the Dodd-Frank Act, banks are also permitted to establish new interstate branches if a bank located in the target state could establish a new branch at the proposed location without regard to state laws limiting interstate de novo branching. A state can prohibit interstate mergers entirely or prohibit them if the continuing bank would control insured bank deposits in excess of a specified percentage of total insured bank deposits in the state. Under Montana law, a bank cannot acquire control of a bank located in Montana if, after the acquisition, the acquiring institution would control, in the aggregate, more than 30% of the total deposits of insured depository institutions located in Montana. As of June 30, 2022 June 30, 2023, based on publicly available information provided by the FDIC, we believe the Bank controlled approximately 16.9% 16.6% of the total deposits of all insured depository institutions located in Montana. As such, the state limitation may limit our ability to directly or indirectly acquire additional banks located in Montana.

In order to assess the financial strength of the bank holding company, the Federal Reserve and the State of Montana may conduct periodic on-site and off-site inspections and credit reviews throughout the year. The federal banking agencies, including the Federal Reserve, may require additional information and reports from us. In addition, the Federal Reserve may examine, and require reports and information regarding, any entity that we control, including entities other than banks or entities engaged in financial activities. In certain circumstances, the Federal Reserve may require us to divest of non-bank entities or limit the activities of those entities even if the activities are otherwise permitted to bank holding companies under governing law.

Dividends and Restrictions on Transfers of Funds

Dividends from the Bank are the primary source of funds for the payment of our operating expenses and for the payment of dividends to our shareholders. Dividends are also limited by state and federal laws and regulations. We are also subject to various regulatory restrictions relating to capital distributions, including dividends, regulatory capital minimums, and the requirement to remain "well-capitalized" under the prompt corrective action regulations summarized below under the caption "Business – Government Regulation and Supervision – Capital Standards and Prompt Corrective Action." In general, the Bank is limited to paying dividends that do not exceed the current year net profits together with

retained earnings from the two preceding calendar years unless prior consent of the Federal Reserve is obtained. In addition, the Bank may not pay dividends in excess of the previous two years' net earnings without providing notice to the Montana Division.

The capital buffer rules adopted by the federal banking regulators in accordance with the Basel Accords impose further limitations on the Bank's ability to pay dividends. In general, the Bank's ability to pay dividends is limited under the capital buffer rules unless the Bank's common equity conservation buffer exceeds the minimum required capital ratio by 2.5% of risk-weighted assets.

A state or federal banking regulator may also impose, by regulatory order or agreement of the Bank, specific dividend limitations or prohibitions. The Bank is not, however, currently subject to a specific regulatory dividend limitation.

[Table of Contents](#)

The Federal Reserve has issued a policy statement regarding the payment of dividends and the repurchase of common stock by bank holding companies. In general, the policy provides that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization's capital needs, asset quality, and overall financial condition. Regulatory guidance provides for prior regulatory consultation with respect to capital distributions in certain circumstances such as where the company's net income for the past four quarters (net of previous capital distributions) is insufficient to fully fund the dividend or the company's overall rate of earnings retention is inconsistent with the company's capital needs and overall financial condition. The ability of a holding company to pay dividends may be restricted if a subsidiary bank becomes under-capitalized. The policy statement also states that a holding company should inform the Federal Reserve supervisory staff prior to redeeming or repurchasing common stock or perpetual preferred stock if the holding company is experiencing financial weaknesses or if the repurchase or redemption would result in a net reduction, as of the end of a quarter, in the amount of such equity instruments outstanding compared with the beginning of the quarter in which the redemption or repurchase occurred. These regulatory policies may affect our ability to pay dividends, repurchase shares of common stock, or otherwise engage in capital distributions.

Capital Standards and Prompt Corrective Action

Banks and bank holding companies are subject to various regulatory capital requirements administered by state and federal banking agencies, which involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting, and other factors. The capital requirements are intended to ensure that banking organizations have adequate capital given the risk levels of assets and off-balance sheet financial instruments and are applied separately to the Bank and its parent holding company.

Federal regulations require FDIC-insured depository institutions and bank holding companies to meet several minimum capital standards:

- a common equity Tier 1 capital to risk-based assets ratio of 4.5%;
- a Tier 1 capital to risk-based assets ratio of 6.0%;
- a total capital to risk-based assets ratio of 8.0%; and
- a 4.0% Tier 1 capital to total assets leverage ratio.

The existing capital requirements were effective January 1, 2015, and are based on recommendations of the Basel Committee on Banking Supervision and requirements of the Dodd-Frank Act.

For purposes of the regulatory capital requirements, common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings and is reduced by substantially all of the regulatory deductions including items such as goodwill and other intangibles and certain deferred tax assets. Tier 1 capital is generally defined as common equity Tier 1 capital and additional Tier 1 capital. Additional Tier 1 capital includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is composed of capital instruments and related surplus, meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock, and subordinated debt. Also included in Tier 2 capital is the allowance for credit losses limited to a maximum of 1.25% of risk-weighted assets and, for institutions like us that have exercised an opt-out election regarding the treatment of Accumulated Other Comprehensive Income ("AOCI"), up to 45.0% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Institutions that have not exercised the AOCI opt-out have AOCI incorporated into common equity Tier 1 capital (including unrealized gains and losses on available-for-sale securities). Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations.

In determining the amount of risk-weighted assets for purposes of calculating risk-based capital ratios, all assets, including certain off-balance sheet assets (for example, recourse obligations, direct credit substitutes, residual interests), are multiplied by a risk weight factor assigned by the regulations based on the risks believed inherent in the type of asset.

Higher levels of capital are required for asset categories believed to present greater risk. For example, a risk weight of 0% is assigned to cash and United States government securities, a risk weight of 50% generally is assigned to prudently underwritten first lien one- to four-family residential mortgages, a risk weight of 100% is assigned to commercial and consumer loans, a risk weight of 150% is assigned to certain past due loans, and a risk weight of between 0% to 600% is assigned to permissible equity interests, depending on certain specified factors.

[Table of Contents](#)

In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. In assessing an institution's capital adequacy, the Federal Reserve takes into consideration not only these numeric factors, but qualitative factors as well and has the authority to establish higher capital requirements in individual cases where deemed necessary. The Federal Reserve has not established individual capital requirements applicable to us.

The Dodd-Frank Act and the revised regulations limit the use of hybrid capital instruments in meeting regulatory capital requirements, including instruments similar to those which we currently have issued and outstanding. As of December 31, 2021, we met the criteria for grandfathering under the Dodd-Frank Act, therefore, the limitations on use of hybrid capital instruments did not then apply to our outstanding instruments which included Tier 1 qualification for trust preferred securities. Our acquisition by merger of Great Western, however, negated qualification for the grandfathering provisions as the Company surpassed \$15.0 billion in assets by that acquisition, effective February 1, 2022, with the result that our trust preferred securities now qualify only as Tier 2 capital.

Federal law requires the federal banking agencies to take "prompt corrective action" in respect of depository institutions that do not meet minimum capital requirements. The law sets forth the following five capital tiers:

- "well capitalized;"
- "adequately capitalized;"
- "under-capitalized;"
- "significantly under-capitalized;" and
- "critically under-capitalized."

A depository institution's capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation. The relevant capital measures are the common equity tier 1 capital ratio, total capital ratio, the tier 1 capital ratio, and the leverage ratio.

A depository institution is generally prohibited from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be under-capitalized. Under-capitalized institutions may be subject to growth limitations and other restrictions and are required to submit a capital restoration plan. If a depository institution fails to submit an acceptable plan, it is treated as if it is "significantly under-capitalized."

"Significantly under-capitalized" depository institutions are subject to additional requirements and restrictions, such as orders to sell sufficient stock to become "adequately capitalized," to reduce total assets, restrict interest rates paid, remove management and directors, and cease receipt of deposits from correspondent banks. "Critically under-capitalized" institutions are subject to the appointment of a receiver or conservator.

The capital stock of banks organized under Montana law, such as the Bank, may be subject to assessment upon the direction of the Montana Department of Administration under the Montana Bank Act. Under the Montana Bank Act, if the Department of Administration determines an impairment of a bank's capital exists, it may notify the bank's board of directors of the impairment and require payment of an assessment on the bank stock. If the bank fails to do so, the Department of Administration may, among other things, take charge of the bank and proceed to liquidate the bank.

Restrictions on Transactions with Affiliates, Directors, and Officers

Under the Federal Reserve Act, the Bank may not lend funds or otherwise extend credit to its parent holding company or any other affiliate, except on specified types and amounts of collateral generally upon market terms and conditions. The Federal Reserve also has authority to define and limit the transactions between banks and their affiliates. The Federal Reserve's Regulation W and relevant federal statutes and regulations, among other authorities, impose significant limitations on transactions in which the Bank may engage with us or with other affiliates, including per-affiliate and aggregate limits on affiliate transactions.

Federal Reserve Regulation O restricts loans to the Bank and its parent holding company's insiders, which includes directors, certain officers, and principal shareholders and their respective related interests. All extensions of credit to the insiders and their related interests must be on the same terms as, and subject to the same loan underwriting requirements as, loans to persons who are not insiders. In addition, Regulation O imposes lending limits on loans to insiders and their related interests and imposes, in certain circumstances, requirements for prior approval of the loans by the Bank board of directors.

[Table of Contents](#)

Safety and Soundness Standards and Other Supervisory and Enforcement Mechanisms

The federal banking agencies have adopted guidelines establishing standards for safety and soundness, asset quality and earnings, loan documentation, credit underwriting, interest rate risk exposure, internal controls, and audit systems. These standards are designed to identify potential concerns and ensure action is taken to address those concerns before they pose a risk to the DIF. If a federal banking agency determines that an institution fails to meet any of these standards, the agency may require the institution to submit an acceptable plan to achieve compliance with the standard. If the institution fails to submit an acceptable plan within the time allowed by the agency or fails in any material respect to implement an accepted plan, the agency must, by order, require the institution to correct the deficiency and may take other supervisory action.

[Table of Contents](#)

Pursuant to the Dodd-Frank Act, federal banking regulators impose additional supervisory measures on banking organizations such as us when they exceed \$10 billion in assets. These include enhanced risk management and corporate governance processes specified by the regulators.

The Federal Reserve has authority to bring an enforcement action against a bank or bank holding company and all "institution-affiliated parties" of a bank or bank holding company, including directors, officers, stockholders, and under certain circumstances, attorneys, appraisers, and accountants for the bank or holding company. Formal enforcement actions may include measures such as the issuance of a capital directive or cease and desist order for the removal of officers and/or directors or the appointment of a receiver or conservator. Civil money penalties cover a wide range of violations and actions, and can range up to \$5,000 per day, unless a finding of knowing or reckless disregard is made, in which case penalties may be as high as \$1 million per day. The FDIC also has the authority to terminate deposit insurance or recommend to the Federal Reserve that enforcement action be taken with respect to a particular bank. If such action is not taken, the FDIC has authority to take the action under specified circumstances. Montana law also provides the Montana Division with various enforcement mechanisms and, ultimately, authority to appoint a receiver or conservator for a Montana bank.

Deposit Insurance

The FDIC insures our client deposits through the DIF up to \$250,000 per depositor. The amount of FDIC assessments paid by each DIF member institution is based on financial measures and supervisory ratings derived from a statistical model estimating the probability of failure within a three-year period, with banks deemed more risky paying higher assessments.

The FDIC was required by the Dodd-Frank Act to take actions necessary to cause the DIF to reach a reserve ratio of 1.35% of total estimated insured deposits by September 30, 2020. On September 30, 2018, the DIF Reserve Ratio reached 1.36%. As of September 30, 2020, the FDIC had announced that the ratio had declined to 1.30% due largely to consequences of the COVID-19 pandemic. The FDIC adopted a plan to restore the fund to the 1.35% ratio within eight years, but did not change its assessment schedule. On October 18, 2022, the FDIC finalized a rule that would increase initial base deposit insurance assessment rates by two basis points, beginning with the first quarterly assessment period of 2023. **Based**

In addition, to recover costs associated with protecting uninsured depositors during the bank failures in the first half of 2023, in November 2023, the FDIC implemented a 13.4 basis point annual special assessment on uninsured deposits above \$5 billion, to be collected during an anticipated eight consecutive quarters beginning with the first quarter of 2024. The Company accrued \$10.5 million in the fourth quarter of 2023 for the special assessment. The ultimate impact and timing of recognition will depend on the final outcome of the ongoing FDIC deliberations. The special assessment is in addition to the assessment rates finalized as part of FDIC's recent projections, however, Amended Restoration Plan. As of June 30, 2023, the DIF balance was \$117 billion and the DIF Reserve Ratio had decreased from 1.25% as of December 31, 2022 to 1.1% as of June 30, 2023. Despite this decrease, caused in part by the costs associated with the bank failures in the first half of 2023, the FDIC determined projects that the DIF reserve ratio is at risk of not reaching Reserve Ratio will reach the statutory minimum by ahead of the statutory deadline of September 30, 2028 without increasing the deposit insurance assessment rates. The increased assessment would improve the likelihood that the DIF reserve ratio would reach the required minimum by the statutory deadline, consistent with the FDIC's Amended Restoration Plan. The rule will become Plan which became effective as of January 1, 2023.

All FDIC-insured institutions are also required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation, or the FICO, an agency of the Federal government established to recapitalize the predecessor to the DIF. The assessment rate is applied to total average assets less tangible equity, as defined under the Dodd-Frank Act. The assessment rate schedule can change from time-to-time at the discretion of the FDIC, subject to certain limits. Under the current system, premiums are assessed quarterly.

Interchange Fees

Under the Durbin Amendment to the Dodd-Frank Act, also known as Regulation II, the Federal Reserve adopted rules establishing standards for assessing whether the interchange fees that may be charged with respect to certain electronic debit transactions are "reasonable and proportional" to the costs incurred by issuers for processing such transactions, which alters the competitive structure of the debit card payment processing industry and caps debit card interchange fees for banks with over \$10 billion in assets. Interchange fees are charges that merchants pay to us and other card-issuing banks for processing electronic payment transactions. The Federal Reserve also has rules governing routing and exclusivity that require issuers to offer two unaffiliated networks for routing transactions on each debit or prepaid product. On October 3, 2022, the Federal Reserve finalized a rule that amends Regulation II to specify, among other things, that debit card issuers should enable all debit card transactions, including card-not-present transactions such as online payments, to be processed on at least two unaffiliated payment card networks. The final rule becomes became effective July 1, 2023. In October 2023, the Federal Reserve proposed revising Regulation II to lower the cap from its current rate of 21 cents and .05% of the transaction, plus a one-cent fraud-prevention adjustment, to 14.4 cents and .04% per transaction and a 1.3 cents fraud-prevention adjustment, effective June 30, 2025. We are subject to the interchange fee cap and having at least two unaffiliated payment card networks because our assets exceed \$10 billion.

[Table of Contents](#)

Client Privacy and Other Consumer Protections

Federal and State laws impose client privacy requirements on any company engaged in financial activities, including us. Under these requirements, a financial company is required to protect the security and confidentiality of clients' nonpublic personal information. In addition, for clients who obtain a financial product such as a loan for personal, family, or household purposes, a financial holding company is required to disclose its privacy policy to the client at the time the relationship is established and annually thereafter. The financial company must also disclose its policies concerning the sharing of the client's nonpublic personal information with affiliates and third parties. Finally, a financial company is prohibited from disclosing an account number or similar item to a third party for use in telemarketing, direct mail marketing, or marketing through electronic mail.

The Bank is subject to a variety of federal and state laws, regulations, and reporting obligations aimed at protecting consumers and Bank clients. Failure to comply with these laws and regulations may, among other things, impair the collection of loans made in violation of the laws and regulations, provide borrowers or other clients certain rights and remedies, or result in the imposition of penalties on the Bank. Certain of these laws and regulations are described below.

The Equal Credit Opportunity Act generally prohibits discrimination in credit transactions on, among other things, the basis of race, color, religion, national origin, sex, marital status, or age and, in certain circumstances, limits the Bank's ability to require co-obligors or guarantors as a condition of the extension of credit to an individual.

The Real Estate Settlement Procedures Act ("RESPA") requires certain disclosures be provided to borrowers in real estate loan closings or other real estate settlements. In addition, RESPA limits or prohibits certain settlement practices, fee sharing, "kickbacks," and similar practices that are considered to be abusive.

The Truth in Lending Act ("TILA") requires disclosures to borrowers and other parties in consumer loans, including, among other things, disclosures relating to interest rates and other finance charges, payments and payment schedules, and annual percentage rates.

The Fair Housing Act regulates, among other things, lending practices in residential housing and prohibits discrimination in housing-related lending activities on the basis of race, color, religion, national origin, sex, handicap, disability, or familial status.

The Home Mortgage Disclosure Act requires certain lenders and other firms engaged in the home mortgage industry to collect and report information relating to applicants, borrowers, and home mortgage lending activities in which they engage in their market areas or communities. The information is used for, among other purposes, evaluation of discrimination or other impermissible acts in home mortgage lending.

The Home Ownership and Equity Protection Act regulates terms and disclosures of certain closed-end home mortgage loans that are not purchase money loans and includes loans classified as "high-cost loans."

The Fair Credit Reporting Act, as amended by the Fair and Accurate Credit Transactions Act, generally limits lenders and other financial firms in their collection, use, or dissemination of client credit information, gives clients some access to, and control over, their credit information, and requires financial firms to establish policies and procedures intended to deter identity theft and related frauds.

The Fair Debt Collection Practices Act regulates actions that may be taken in the collection of consumer debts and provides consumers with certain rights of access to information related to collection actions.

The Electronic Fund Transfer Act regulates fees and other terms on electronic funds transactions.

The Dodd-Frank Wall Street Reform and Consumer Protection Act prohibits, among other things, lending practices to consumers that are unfair, deceptive, or abusive.

The CFPB has promulgated numerous regulations relating to consumer financial services-related topics, such as mortgage origination disclosures, mortgage servicing practices, and others.

The Community Reinvestment Act ("CRA") generally requires the federal banking agencies to evaluate the record of a financial institution in meeting the credit needs of its local communities, including low- and moderate-income neighborhoods. In addition to substantial penalties and corrective measures that may be assessed for a violation of fair lending laws, the federal banking agencies may take compliance with such laws and the CRA into account when evaluating applications for transactions such as mergers and for new branches.

[Table of Contents](#)

In connection with its assessment of CRA performance, the appropriate bank regulatory agency assigns a rating of "outstanding," "satisfactory," "needs to improve," or "substantial noncompliance." The Bank received an "outstanding" rating on its most recently published CRA examination. Although the Bank's policies and procedures are designed to achieve compliance with all fair lending and CRA requirements, instances of non-compliance are occasionally identified through normal operational activities. Management endeavors to respond proactively to any instances of non-compliance and to implement and update appropriate procedures to prevent instances of non-compliance and other violations from occurring.

[Table of Contents](#)

USA PATRIOT Act

The USA PATRIOT Act of 2001 amended the Bank Secrecy Act of 1970 and the Money Laundering Control Act of 1986 and adopted additional measures requiring insured depository institutions, broker-dealers, and certain other financial institutions to have policies, procedures, and controls to detect, prevent, and report money laundering and terrorist financing. The laws and related regulations also provide for information sharing, subject to conditions, between federal law enforcement agencies and financial institutions, as well as among financial institutions, for counter-terrorism purposes. Federal banking regulators are required, when reviewing bank holding company acquisition or merger applications, to take into account the effectiveness of the anti-money laundering activities of the applicants.

Office of Foreign Asset Control

The United States Treasury Office of Foreign Asset Control enforces economic and trade sanctions imposed by the United States on foreign persons and governments. Among other authorities, the Office of Foreign Asset Control, or OFAC, may require United States financial institutions to block or "freeze" assets of identified foreign persons or governments which come within the control of the financial institution. Financial institutions are required to adopt procedures for identification of new and existing deposit accounts and other relationships with persons or governments identified by OFAC and to timely report the accounts or relationships to OFAC.

Incentive Compensation

In May 2016, the Federal Reserve Board, other federal banking agencies, and the SEC jointly published a re-proposed rule-making designed to implement provisions of the Dodd-Frank Act prohibiting incentive compensation arrangements that would encourage inappropriate risk taking at a covered institution, which includes a bank or bank holding company with \$1 billion or more of assets, such as us. The proposed rule (i) prohibits incentive-based compensation arrangements that encourage executive officers, employees, directors, or principal shareholders to expose the institution to inappropriate risks by providing excessive compensation (based on the standards for excessive compensation adopted pursuant to the FDIA) and (ii) prohibits incentive-based compensation arrangements for executive officers, employees, directors or principal shareholders that could lead to a material financial loss for the institution. The proposed rule requires covered institutions to establish policies and procedures for monitoring and evaluating their compensation practices. The comment period ended in July 2016. 2016, but the SEC is expected to resurrect this issue as a new proposed rule in 2024. Although final rules had not been adopted as of as of December 31, 2022 December 31, 2023, if these or other regulations are adopted in a form similar to the proposed rule-making, they could impose limitations on the manner in which we may structure compensation for our executives.

Cyber-security Cybersecurity

Federal regulators have issued two related statements regarding cyber-security. cybersecurity. One statement indicates that financial institutions should design multiple layers of security controls to establish lines of defense and ensure their risk management processes also address the risk posed by compromised client credentials, including security measures to reliably authenticate clients accessing internet-based services of the financial institution. The other statement indicates that a financial institution's management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption, and maintenance of the institution's operations after a cyber-attack involving destructive malware. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution or its critical service providers fall victim to this type of cyber-attack. If we fail to observe the regulatory guidance, we could be subject to various regulatory sanctions, including financial penalties.

In the ordinary course of business, we rely For additional discussion on electronic communications and information systems to conduct our operations and to store sensitive data. We employ a variety of preventative and detective controls and tools to monitor, block, and provide alerts regarding suspicious activity and to report on any suspected advanced persistent threats. We also offset cyber risk through internal training, testing of our employees, and we procure insurance to provide assistance on significant incidents and to offset potential liability. cybersecurity, see Part I, Item 1C, "Cybersecurity" included herein.

We have not experienced a significant compromise, significant data loss, or any material financial losses related to cyber-security attacks. Risks and exposures related to cyber-security attacks are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of third-party service providers, internet banking, mobile banking, and other technology-based products and services by us and our clients.

[Table of Contents](#)

Human Capital

Culture is critically important to the Company's success; our people are our number one priority. During this past year, we focused on integrating the employees of Great Western Bank into our culture. We approach our culture with an aspirational lens. It is not a stand-alone initiative or program—it is integrated in our systems, our processes, and our DNA. Our values guide how we make decisions, treat each other, and serve our clients.

Employee Base

As of December 31, 2022 December 31, 2023, we employed 3,783 3,585 full-time equivalent employees, with none represented by a collective bargaining agreement. This represents an increase a decrease of 1,425 198 employees from December 31, 2021 December 31, 2022. As of December 31, 2022 December 31, 2023, approximately 68.4% 68.2% of our workforce was female, 31.4% 31.6% was male, and 0.2% have not declared. The executive team is comprised equally of men 75.0% female and women, 25.0% male, and the Company's senior leadership team was 54.5% 45.5% female and 45.5% 54.5% male.

[Table of Contents](#)

Commitment to Community / Community / Volunteerism

We are "all-in" when it comes to giving back—with time, money, and heart. We have a vested interest in the strength of our communities and strive to make them better places to live and work. Each year, the Company creates commitment to community plans for all our markets, which includes donating 2% a portion of our net income before tax for charitable purposes. These plans help align strategies for philanthropy, volunteering and leadership, financial education outreach, community development, and sustainability.

We encourage employees to take active leadership roles within their communities to further demonstrate our values and help us respond to the needs of the markets we serve. The Company provides employees an opportunity to participate in a Bank-sponsored service project annually, marking the second Wednesday in September as our Commitment to Community Volunteer Day. We close all offices in the afternoon on Volunteer Day so employees can lend a hand in their community, either as teams or as individuals.

Employee Engagement

Our employee engagement strategy is focused on creating and maintaining a work environment where all employees' voices are heard. The organization's success is measured by assessing the consistency in which we meet workplace needs and the activation of progress by local-level leaders. An annual census survey is conducted each fall and strategic pulse surveys help us dig deeper into organizational nuances, allowing us to gain additional insight into the needs of our organization and task appropriate departments with creating solutions.

Leaders in our organization are held accountable for encouraging participation, reviewing and sharing team results, holding action-oriented engagement discussions, and submitting an annual action plan to encourage engagement throughout the year. Aggregated employee engagement data is provided to the Board of Directors as a key indicator of the health of our workforce.

Compensation and Benefits

We strive to provide competitive wages, benefits, and programs that meet the varying needs of our workforce. We continually review our programs to ensure we remain competitive and take care of our employees. In 2022, 2023, we increased the salary threshold for the Childcare Assistance Program (CCAP) from \$60,000 to \$70,000. We added a second Dental Plan option giving our employees a more affordable option. To our VSP vision Plan we added two weeks of Parental/Caregiver Leave to facilitate family bonding after birth, adoption, VSP Lightcare which gives non-prescription wearers a sun glass or foster care placement; or to care for a family member that may be suffering from a serious health condition. In April 2022, in response to high fuel costs, we created a fuel stipend program that provided an extra \$130 per month to eligible employees through September 2022. In the fourth quarter of 2022, we raised our company minimum hourly wage to \$17 per hour and adjusted other compensation for those directly and indirectly impacted. These programs impacted 64% of our total employees. blue light filtering glass option.

Our compensation strategies are designed to pay for performance, pay competitively within our markets, and support pay equity among comparable jobs and markets across the company. We make data-driven decisions regarding employee compensation based on the job, experience, and performance.

The approach we take in our benefit offerings is a holistic one to address our employees' total well-being, which includes aspects of their health, physical, mental/emotional, social, and financial needs.

We offer the following compensation and benefit programs as part of our total rewards package:

- Competitive Total Compensation
 - Base salary
 - Pay for performance short-term and long-term incentive programs for eligible employees

[Table of Contents](#)

- Comprehensive Benefit Programs
 - Medical, dental, and vision plans
 - 401(k) plan with a 100% match on the first 6% contributed
 - Paid time off
 - Health savings accounts with employer contribution
 - Flexible spending accounts
 - Company paid childcare assistance program
 - Student debt employer repayment program
 - Additional Benefits: short-term disability; long-term disability; employee assistance program; free or discounted banking products and services; wellness program; and flexible work arrangements

Growth and Development

We invest in our ongoing commitment to fostering a dynamic and competitive workforce, we have dedicated significant time and resources to develop the talent needed to remain competitive, nurture our talent. In 2023, we made strides in our markets and remain an employer of choice. In 2022, we offered our employees a leadership employee development, program offering multifaceted development programs centered around neuroscience and self-awareness; foundational emotional intelligence. This initiative was complimented by role-based training programs; programs and on-demand learning opportunities and resources, reinforcing our commitment to equipping our workforce with the skills needed to excel in our markets. We have expanded our Individual Development plan process and instituted executive coaching programs for successors, ensuring preparedness for the future.

[Table of Contents](#)

Diversity, Equity, and Inclusion

We work to foster a culture of diversity, equity, and inclusion, or DEI, not only within our Company, but within the communities where we live and work. We take pride in creating a workplace environment that values our employees for their differences while ensuring equity in all we do. We are committed to advocating for the rights and respect of all and actively participate in achieving this by setting an example.

To further promote the importance of DEI, in 2021 In 2023 the Company formed focused its efforts on education, employee connection, and communications. We expanded our DEI Council to help formulate ensure further geographic representation and implement strategic ways we can support DEI as part of everything we do. Our efforts focus on educating employees about DEI and celebrating the differences within formalized our workforce, Council Governance, We champion championed DEI initiatives in the communities we serve and engage engaged with new partners to ensure we are recruiting and retaining diverse talent across our footprint. In 2022, Kevin Riley, CEO and President, signed the CEO Action Pledge that aligns First Interstate Bank with 2,000 other organizations which pledge to take action to cultivate environments where diverse experiences and perspectives are welcomed.

In September the second quarter of 2023, we invited all employees to complete our customized LinkedIn Learning Path. During that time frame, 2,870 employees completed the Learning Path. This Learning Path has been added to new employee onboarding materials to provide them the opportunity to experience the same robust learning opportunities our existing employees received. This Learning Path serves as the foundation for our 3-part Leading the Way to DEI training, our in-house training program. In 2022, we added a DEI Specialist with a full-time focus on implementing our DEI efforts, Council, HR team, and in October of 2022, 40 employees from across the Bank Executive and Senior Leadership Team participated in the first iterations of Leading the Way. We then rolled the training out to the people leaders in our company with multiple session options over a 3-month period; over 600 leaders participated in Leading the Way training. We created bridge resources for managers to use with their teams to prepare them for the Leading the Way training that will be rolled out to all employees in the spring of 2024.

We also spent time updating and refining our DEI implementation training. This training provided participants with new perspectives, tools, resources and skills for employees to lead communications both internally and facilitate conversations about DEI, externally. We will begin facilitating and deploying this experience throughout the Bank's footprint during 2023 and beyond.

In October 2022, we launched the Diversity, Equity, and Inclusion page of our corporate site to further the visibility of our commitment to our communities and potential candidates. We invested time in our internal intranet page to provide additional resources and align our internal and external DEI messaging.

We continued our Collective Learning Series where we host a monthly educational and community-building webinar series series. These hour-long, web-based connections allow for a more in-depth look into the DEI topics we have explored in Inet articles, as well as other topics employees and leaders are passionate and curious about. The Collective Learning Series is an opportunity to show the explicit link between our Mission to help people and their money work better together and DEI. In 2023, we engaged employees at every level of the Company on topics ranging from Heritage month celebrations to Neurodiversity to mental health. Over 1,400 employees attended in 2023.

We believe that provides opportunities when nobody gets left behind, everybody moves forward. We are committed to moving forward with our work while making an impact and difference for our employees to learn about our DEI efforts. The intent of this series is to provide a safe space to ask questions communities and learn and grow together as an organization. Each event features a rotating panel of employees, community members, and external partners who share about designated topics on DEI and belonging, employees.

Website Access to SEC Filings

The Company's electronic filings with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and Proxy Statements, as well as amendments to these reports and statements filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, are made available at no cost through our website at www.FIBK.com by clicking through the "Financials" tab found there and selecting "SEC Filings," as soon as reasonably practicable after the Company files such material with, or furnishes such materials to, the SEC. The Company's SEC filings are also available through the SEC's website at www.sec.gov. In addition, we routinely post important information for investors on our website at www.FIBK.com. We use this website as a means of disclosing material information in compliance with our disclosure obligations under Regulation FD. Accordingly, investors should monitor our website, in addition to following our press releases, SEC filings, public conference calls, presentations and webcasts. Our website and the information contained therein or connected thereto is not intended to be incorporated by reference into this report and should not be considered a part of this report, and the referenced websites are not intended to act as active hyperlinks.

Item 1A. Risk Factors

Like other financial institutions and bank holding companies, the success of our business is subject to a number of risks and uncertainties, many of which are outside of our control. The material risks and uncertainties of which we are currently aware are set forth below under headings that are provided for convenience and intended to organize the risks and uncertainties into related categories to improve readability for investors; no inference should be drawn, however, that the placement of a risk factor under a particular category means it is not applicable to another category of risks or that it may be more or less material than another risk factor. Regardless, if any of the events or circumstances described below actually occur, our business, financial condition, results of operations, and prospects could be harmed. These risks are not the only ones we may face. Other risks of which we are not aware, including those which relate to the banking and financial services industry in general and us in particular, or those which we do not currently believe are material, may harm our future business, financial condition, results of operations, and prospects. You should consider carefully the following important factors in evaluating us and our business before you make an investment decision about our securities.

[Table of Contents](#)

Regulatory and Compliance Risks

New governmental regulations and/or changes in existing governmental regulations could have a material adverse effect on the Company.

The Company is extensively regulated under federal and state banking laws and regulations that are intended primarily for the protection of depositors, clients, the DIF, and the banking system as a whole. Both the scope of the laws and regulations and the intensity of the supervision to which our business is subject have increased in recent years in response, we believe, to a number of various factors including the 2008 financial crisis as well as technological and market changes. Regulatory enforcement and fines have also increased across the banking and financial services sector. Many of these changes have occurred as a result of the Dodd-Frank Act and its implementing regulations. The Company expects its business will remain subject to extensive regulation and supervision.

Regulations, along with the currently existing tax, accounting, securities, insurance, employment, monetary, and other laws and regulations, rules, standards, policies, and interpretations control the methods by which we conduct business, implement strategic initiatives and tax compliance, and govern financial reporting and disclosures. In addition, the Company is subject to changes in federal and state laws as well as changes in banking and credit regulations and governmental economic and monetary policies. Congress may enact legislation from time-to-time that affects the regulation of the financial services industry, and state legislatures may enact legislation from time-to-time affecting the regulation of financial institutions chartered by or operating in those states. Federal and state regulatory agencies also periodically propose and adopt changes to their regulations or change the manner in which application of existing regulations are applied. In recent years, the CFPB has increased its scrutiny of fee-based business models and various fees on consumer financial products and services, including depositor, overdraft and late fee charges. For example, in February 2023, the CFPB proposed changes that would limit the amount of late fees that could be charged for late credit card payments. Certain members of the executive branch elements of the federal government have also expressed an interest in increased regulation of these types of fees. Any of these changes or new legislation could increase our future compliance and other operating expenses and could have a material adverse effect on our business, financial condition, and results of operation.

Negative developments in the banking industry could result in increased regulatory scrutiny.

High profile bank failures in 2023 have led to disruption and volatility, including deposit outflows and an increased need for liquidity at some banks. Events involving adverse developments that affect financial institutions, transactional counterparties or other companies in the banking industry, or concerns or rumors about these or similar events, have in the past and may in the future lead to erosion of confidence in the banking system, deposit volatility, liquidity issues, stock price volatility, and other adverse developments.

The recent negative developments in the banking industry are expected to result in modifications to or additional laws and regulations governing banks and bank holding companies. These may include, an increase in capital requirements, modifications to regulatory requirements with respect to liquidity risk management, increased supervision over deposit concentrations, enhanced capital adequacy requirements, more stress testing and contingency planning requirements, implementation of other safe and sound banking practices, or other enhanced supervisory or enforcement activities. Other legislative initiatives could detrimentally impact our operations in the future. Regulatory bodies may enact new laws or promulgate new regulations or view matters or interpret laws and regulations differently than they have in the past, or commence investigations or inquiries into our business practices. Increased regulatory scrutiny, whether by virtue of new regulations (if any) or during routine examinations, could increase our cost of doing business and reduce our profitability. Among other things, there may be increased focus by both regulators and investors on deposit composition, the level of uninsured deposits, collateralized deposits, brokered deposits, unrealized losses in securities portfolios, liquidity, commercial real estate composition and concentration, and capital and general oversight and control of the foregoing.

Tax legislative initiatives or assessments could adversely affect our results of operations and financial condition.

We are subject to income and other taxes in the United States and in the various state and local jurisdictions in which we operate. The laws and regulations related to tax matters are extremely complex and subject to varying interpretations. Although management believes our positions are reasonable, we are subject to audit by the Internal Revenue Service in the United States and by state and local tax authorities in all the jurisdictions in which we conduct business operations. While we believe we comply with all applicable tax laws, rules, and regulations in the relevant jurisdictions, the tax authorities may determine that we owe additional taxes or apply existing laws and regulations more broadly, differently, which could result in a significant increase in liabilities for taxes and interest in excess of accrued liabilities and harm our business and financial condition.

[Table of Contents](#)

New tax legislative initiatives, including increases in the corporate tax rate, may be enacted, negatively impacting negatively our effective tax rate at the federal and state level, and potentially adversely affecting our tax positions or tax liabilities. For example, the U.S. has implemented a 15% minimum tax on corporations and a 1% excise tax on certain share buybacks. We have adopted and completed material share repurchase programs over the past several years as a means by which to return value to shareholders, and the new excise tax may materially negatively have a material and negative impact on our willingness to engage in such programs in the future or may materially increase or our costs associated with engaging in any such programs to the extent we determine to engage in them in the future. In addition, unilateral or multi-jurisdictional actions by various tax authorities, including an increase in tax audit activity, could have an adverse impact on our tax liabilities. In any event, significant uncertainties exist with respect to the amount of our

tax liabilities, including those arising from potential and already implemented changes in tax laws. These and other tax related items could increase our future tax expense, could change our future intentions regarding the use of our earnings, and could have a material adverse effect on our business, financial condition and results of operations.

We may be subject to more stringent capital requirements in the future, the impact of which could have a material risk on to our operations.

Federal and state banking regulators also possess broad powers to take supervisory actions as they deem appropriate. These supervisory actions may result in higher capital requirements, higher deposit insurance premiums, and limitations on the Company's activities that could have a material adverse effect on its business and profitability. For example, the FDIC and the federal banking agencies approved a new rule that substantially amended the regulatory risk-based capital rules applicable to us by adopting "Basel III" regulatory capital reforms and other changes required by the Dodd-Frank Act.

The Basel III-based U.S. capital rules, among other things, impose a capital measure called Common Equity Tier 1 Capital, or CET1 capital, to which most deductions/adjustments to regulatory capital measures must be made. In addition, the Basel III-based U.S. capital rules specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain specified requirements.

[Table of Contents](#)

Under the U.S. Basel III-based capital rules, the minimum capital ratios are:

- 4.5% CET1 capital to risk-weighted assets;
- 6.0% tier 1 capital (that is, CET1 capital plus additional tier 1 capital) to risk-weighted assets;
- 8.0% total capital (that is, tier 1 capital plus tier 2 capital) to risk-weighted assets; and
- 4.0% tier 1 capital to total average consolidated assets as defined under U.S. Basel III Standardized approach (known as the "leverage ratio").

The minimum risk-based capital and leverage ratios, which became effective for us on January 1, 2015, refined the definition of what constitutes "capital" for calculating these ratios. The rule required unrealized gains and losses on certain "available-for-sale" securities holdings to be included for calculating regulatory capital requirements unless a one-time opt-out is exercised. In addition, the final rule established a "capital conservation buffer" that, once fully phased in and combined with established minimum common equity, risk-based assets capital, and total capital ratios, will exceed the prompt corrective action "well-capitalized" thresholds. thresholds (According to the FDIC Improvement Act of 1991, a depository institution is "well-capitalized" if it has a total risk-based capital ratio of 10% or greater; a Tier 1 risk-based capital ratio of 8.0% or greater; a Tier 1 leverage ratio of 5.0% or greater; a common equity Tier 1 capital ratio of 6.5% or greater; and is not subject to a regulatory order, agreement, or directive to meet and maintain a specific capital level for any capital measure.).

In January 2019, the phase-in of the new capital conservation buffer requirement was completed. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that can be utilized for such actions.

In December 2017, the Basel Committee published standards that it described as the finalization of the Basel III post-crisis regulatory reforms (the standards are commonly referred to as "Basel IV"). Changes include, among other things:

- Changes to risk-weights under the standardized approach
- Restrictions on the use of models under the advanced approaches
- Revisions to the credit valuation adjustment risk framework
- An overhaul of the operational risk framework, including a more explicit operational risk capital charge under the standardized approach
- Refinements to the leverage ratio framework
- Creation of an output floor on the regulatory capital benefits that a banking organization using the advanced approaches can derive relative to the standardized approach

On September 9, 2022,

[Table of Contents](#)

In September 2022, the federal banking regulators announced their intent to revise U.S. regulatory capital requirements to align with Basel IV requirements. requirements, more recently referred to as the Basel III "Endgame," and in July 2023 issued a notice of proposed rulemaking for comment that would substantially revise the regulatory capital framework for banking organizations with total assets of \$100 billion or more and their depository institutions subsidiaries and banking organizations with significant trading activity. The proposal would not amend the capital requirements applicable to smaller, less complex banking organizations. It is unclear, however, when further guidance will become available and when any changes will go into effect. The impact of Basel IV will depend upon the manner in which way it is implemented in the U.S. with respect to institutions like First Interstate and FIB.

Changes in accounting standards could materially negatively impact our financial statements.

From time-to-time, the Financial Accounting Standards Board ("FASB") and the SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can materially impact how we record and report our financial condition and results of operations. For example, the FASB issued amendments to its guidance on the credit impairment of financial instruments. The amendments were effective for fiscal year 2020, which introduced a new impairment model based on current expected credit losses ("CECL") rather than incurred losses. As a result of the amendments, we increased our allowance for credit losses, which had a significant impact on our results of operations.

Any failure to comply with laws and regulations, including the Community Reinvestment Act (CRA) and fair lending laws, could lead to material penalties.

We must comply with the CRA, the Equal Credit Opportunity Act, the Fair Housing Act, and other fair lending laws and regulations that impose non-discriminatory lending and other requirements on financial institutions. A failure to comply with these laws could result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on mergers and acquisitions activity, and restrictions on expansion. In addition to actions by the U.S. Department of Justice and other federal agencies, including the Federal Reserve and CFPB, who are responsible for enforcing these laws, our compliance with fair lending laws could be

challenged in private class action litigation. The costs of defending any such challenge and any adverse outcome arising from such a challenge could damage our reputation or could have a material adverse effect on our business, financial condition, or results of operations.

[Table of Contents](#)

We are subject to the USA PATRIOT Act, OFAC guidelines and requirements, the Bank Secrecy Act ("BSA"), and related Financial Crimes Enforcement Network ("FinCEN") and Federal Financial Institutions Examination Council ("FFIEC") Guidelines and regulations and any failure to comply with them could result in material implications that could harm our business.

We are routinely examined by our regulators for compliance with the USA PATRIOT Act, OFAC guidelines and requirements, the BSA, and related FinCEN and FFIEC Guidelines. Failure to maintain and implement adequate programs and fully comply with **all of the** relevant laws or regulations could have serious legal, financial, and reputational consequences for us, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required, or to prohibit such transactions even if approval is not required. Regulatory authorities have imposed cease and desist orders and significant civil money penalties against institutions found to be violating these regulations. If any of the foregoing were to come to pass, our business, financial condition, or results of operations could be materially and adversely affected.

Federal deposit insurance premiums could increase further in the future.

The FDIC insures deposits at FDIC-insured financial institutions, including the Bank. The FDIC charges insured financial institutions premiums to maintain the DIF at a specific level. Historically, unfavorable economic conditions increased bank failures and these additional bank failures decreased the DIF. Extraordinary growth in insured deposits during the COVID-19 pandemic caused the ratio of the DIF to total insured deposits to fall below the current statutory minimum of 1.35%. To restore the DIF to its statutorily mandated minimums, the FDIC significantly increased deposit insurance premium rates, including the Bank's premium rates, resulting in increased expenses.

In addition to the FDIC's restoration plan, the FDIC implemented a special assessment to cover the losses incurred by the DIF in response to the 2023 bank failures. Under this additional special assessment, the Bank was assessed 13.4 basis points annually on an assessment base equal to its estimated uninsured deposits, after excluding the first \$5 billion of uninsured deposits. The special assessment will be collected on a quarterly basis for eight quarters beginning with the first quarter of 2024, although the FDIC retained the flexibility to extend the special assessment period and/or impose a one-time shortfall assessment to collect any necessary amounts to fully recover the losses to the DIF.

[Table of Contents](#)

The FDIC may further increase the assessment rates or impose additional special assessments in the future to restore and then steadily increase the DIF to these statutory target levels. Any increase in the Bank's FDIC premiums could have an adverse effect on its business, financial condition and results of operations. FDIC insurance premiums could increase in the future in response to similar declining economic conditions.

Credit Risks

We may be subject to lending risks and risks associated with loan sector concentrations, to which other companies may not be exposed, which could adversely affect the Company.

We take on credit risk by virtue of making loans and extending loan commitments and letters of credit. Our credit standards, procedures, and policies may not prevent us from incurring substantial credit losses, particularly **in light of considering** recent market developments including the recent increases by the Federal Reserve to its benchmark interest rate.

Our loans held for investment portfolio are concentrated in commercial real estate and commercial business loans. As of **December 31, 2022** **December 31, 2023**, we had **\$11.4 billion** **\$11.8 billion** of commercial loans, including **\$8.5 billion** **\$8.9 billion** of commercial real estate loans, representing approximately **63.0%** **64.5%** of our loans held for investment portfolio.

Commercial loans may involve greater risks than our other types of lending. Because payments on such loans are often dependent on the successful operation or development of the property or business involved, repayment of such loans can be more sensitive to adverse conditions in the real estate market or the general economy. Commercial loans typically are made based on borrowers' ability to make repayment from the cash flow of their commercial venture. If the cash flow from business operations is reduced **as a result because** of adverse conditions, the borrower's ability to repay the loan may be impaired. Commercial loans are, on average, larger loans as compared to other loans with less **readily-marketable** **readily marketable** collateral. Given these factors, losses incurred on commercial real estate and commercial loans could have a material adverse impact on our business, financial condition, and results of operations.

In addition, many of our borrowers operate in industries that are directly or indirectly impacted by changes in commodity prices, such as agriculture and livestock businesses, as well as businesses indirectly impacted by commodities prices, such as businesses that transport commodities or manufacture equipment used in production of commodities. Changes in commodity products prices depend on local, regional, and global events or conditions that affect supply and demand for the relevant commodity. Deterioration in economic conditions or in the real estate market could result in increased delinquencies and foreclosures and could have an adverse effect on the collateral value for many of these loans and on the repayment ability of many of our borrowers. Deterioration in economic conditions or in the real estate market could also reduce the number of loans we make to businesses in the construction and real estate industry, which could negatively impact our interest income and results of operations. Similarly, the occurrence of a natural or man-made disaster in our market areas could impair the value of the collateral we hold for real estate secured loans. Any factor or combination of factors identified above could negatively impact our business, financial condition, results of operations, and prospects.

A decline in economic conditions could reduce demand for our products and services and negatively impact the credit quality of loans, which could have an adverse effect on our results of operations.

Our clients are located predominantly in Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming. Unlike larger banks that are more geographically diversified, our profitability largely depends on the general economic conditions in these areas. Deterioration in

economic conditions could result in the following consequences, any of which could have a material adverse effect on our business, financial condition, liquidity, and results of operations:

- demand for our products and services may decline;
- loan delinquencies, problem assets, and foreclosures may increase;
- increases in the provisions for credit losses and loans and lease charge-offs;
- decrease in net interest income derived from lending activities;
- collateral for loans, especially real estate, may decline in value;
- future borrowing power of our clients may be reduced;
- the value of our securities portfolio may decline;
- the net worth and liquidity of loan guarantors may decline, impairing their ability to honor commitments to us; and
- increases in our operating expenses associated with attending to the effects of the above noted consequences.

[Table of Contents](#)

Volatility and uncertainty related to inflation and the effects of inflation, which may lead to increased costs for businesses and consumers and potentially contribute to poor business and economic conditions generally, may enhance or contribute to some of the risks discussed herein. For example, higher inflation, or volatility and uncertainty related to inflation, could reduce demand for our products, adversely affect the creditworthiness of the Company's borrowers, or result in lower values for our investment securities and other interest-earning assets. In response The Federal Reserve stated its current objective is to sustained inflationary pressures, return the rate of inflation to 2% and it has been aggressively acting to achieve this goal. Throughout 2022 and 2023, the Federal Reserve increased has raised the federal funds rate to its current targeted rate between 5.25% and 5.5% in an effort to curb inflation. With the general inflationary pressures easing, the Federal Reserve slowed its pace of raising interest rates by 25 basis points on March 16, 2022, by 50 basis points on May 4, 2022, by 75 basis points on June 15, 2022, by 75 basis points on July 27, 2022, by 75 basis points on September 21, 2022, by 75 basis points on November 2, 2022, by 50 basis points on December 14, 2022, and an additional 25 basis points on February 1, 2023. The Federal Reserve has also signaled its intention to continue to raise in the second half of 2023. As market interest rates as necessary in 2023 rise, we experience competitive pressures to increase the rates we pay on deposits, which may decrease our net interest income. In addition, inflationary pressures will increase our operating costs and will continue to taper its purchases could have a significant negative effect on our borrowers and the values of agency mortgage-backed securities and treasury securities. collateral securing loans, which could negatively affect our financial performance. To the extent these monetary policies do not mitigate the volatility and uncertainty related to inflation and the effects of inflation, or to the extent conditions otherwise worsen, we could experience adverse effects on our business, financial condition, and results of operations.

Deflationary pressures, while possibly lowering our operating costs, could also have a significant negative effect on our borrowers, especially our business borrowers, and the values of underlying collateral securing loans, which could negatively affect our business, financial condition, and results of operations.

Additionally, a significant decline in general economic conditions caused by the economic slowdown in Europe and the United States, the impact of trade negotiations, escalating tensions with China, economic conditions in China, including the global economic impacts of the Chinese economy, China's regulation of commerce, escalating military tensions in Europe as a result of Russia's invasion of military action in Ukraine, or elsewhere, and the conflict in Israel and the surrounding regions, the outbreak of other international or domestic hostilities or other unrest, a default by the United States or other governments in repaying financial obligations, a shutdown of all or part of the United States government or other governments, the effects of the pandemic pandemics or other health crises, acts of terrorism, climate-related events such as prolonged drought, unemployment, or other economic and geopolitical factors beyond our control, could further impact these local economic conditions and negatively affect our business and results of operations.

If we experience loan credit losses in excess of estimated amounts, our earnings could be adversely affected.

The risk of credit losses on loans varies with, among other things, general economic conditions, the composition of our loan portfolio, the creditworthiness of the borrower over the term of the loan, and, in the case of a collateralized loan, the value and marketability of the collateral for the loan. We maintain an allowance for credit losses based upon, among other things, historical experience, delinquency trends, economic conditions, and regular reviews of loan portfolio quality. Based upon such factors, management makes various assumptions and judgments about the ultimate collectability of our loan portfolio and provides an allowance for credit losses. These assumptions and judgments are complex and difficult to determine given the significant uncertainty surrounding future conditions in the general economy and banking industry. If management's assumptions and judgments prove to be incorrect and the allowance for credit losses is inadequate, or if banking authorities or regulations require us to increase the allowance for credit losses, our net income may be adversely affected. As a result, an increase in credit losses could have a material adverse effect on our earnings, financial condition, results of operations, and prospects.

We invest in Collateralized Loan Obligations (CLO) securities, which may expose us to losses in connection with such investments.

We invest in certain AAA senior tranches of the capital structure in CLO securities. The senior tranche takes priority with respect to the interest and principal cash flows of the CLO security, while retaining the last priority in a loss scenario. The senior tranches are relatively more liquid than the subordinated notes due to the accompanying credit enhancement. The value of any investment in this asset class could decrease depending on the performance of the underlying collateral in the CLO. As of December 31, 2023, we had available-for-sale CLO securities with an estimated fair value of \$1,119.7 million, or 19.2% of our available-for-sale investment portfolio.

United States trade policies and other factors beyond the Company's control, including the imposition of tariffs and retaliatory tariffs, may adversely impact our business, financial condition, and results of operations.

Uncertainties continue regarding the potential for a renegotiation of international trade agreements by the Biden administration after changes in United States trade policies, legislation, treaties, and tariffs were enacted by the Trump administration. These changes, including trade policies and tariffs affecting other countries, including China, countries comprising the European Union or Middle East, Canada, and Mexico, and retaliatory tariffs by such countries, could materially harm our business. Tariffs and retaliatory tariffs have been imposed, and additional tariffs and retaliatory tariffs are periodically discussed.

[Table of Contents](#)

A trade war or other governmental action related to tariffs or international trade agreements or policies, as well as COVID-19 or other potential epidemics or pandemics, have the potential to negatively impact our and/or our clients' costs, demand for our clients' products, and/or the U.S. economy or certain sectors thereof and, thus, adversely affect our business, financial condition, and results of operations.

The soundness of other financial institutions could adversely affect the Company.

Financial services companies are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties. For example, we execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies or the financial services industry generally at times have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to increased credit risk in the event of default of a counterparty or client.

Liquidity Risks

We are subject to liquidity risks which could impair our cash flows and adversely affect the Company.

Liquidity is the ability to meet current and future cash flow needs on a timely basis at a reasonable cost. Our liquidity is used to make loans and repay deposit liabilities as they become due or are demanded by clients. We rely on our ability to generate deposits and effectively manage the repayment and maturity schedules of our loans and investment securities, respectively, to provide adequate liquidity to fund our operations. While scheduled loan repayments are a relatively stable source of funds, they are subject to the ability of borrowers to repay the loans. The ability of borrowers to repay loans can be adversely affected by a number of factors, including changes in economic conditions, adverse trends or events affecting business industry groups, reductions in real estate values or markets, business closings or lay-offs, inclement weather, natural disasters, which could be exacerbated by potential climate change, and international instability.

[Table of Contents](#)

Additionally, deposit levels may be affected by a number of several factors, including rates paid by competitors, general interest rate levels, regulatory capital requirements, returns available to clients on alternative investments and general economic conditions. We may experience potential stresses on liquidity management. We may see deposit levels decrease as clients adjust to distressed economic conditions by using the funds that would otherwise be savings. Accordingly, we may be required from time to time to rely on secondary sources of liquidity to meet withdrawal demands or otherwise fund operations. We maintain a portfolio of investment securities that may be used as a secondary source of liquidity to the extent the securities are not pledged for as collateral. Other potential sources of liquidity include the sale of loans, the utilization of available government and regulatory assistance programs, the ability to acquire brokered deposits, the issuance of additional collateralized borrowings such as Federal Home Loan Bank advances, the issuance of debt or equity securities, the sale of available-for-sale securities which may require the sale of securities in a loss position, securities sold under repurchase agreements, federal funds purchased, and borrowings through the Federal Reserve's discount window. Without sufficient liquidity from these potential sources, we may not be able to meet the cash flow requirements of our depositors and borrowers.

Additionally, our access to funding sources in amounts adequate to finance our activities or on terms that are acceptable to us could be impaired by factors specific to us, the financial services industry, or the economy in general. Factors that could reduce our access to liquidity sources include a downturn in our local or national economies, unfavorable market conditions, difficult or illiquid credit markets, impairments on the value of the collateral we use to secure certain of our borrowings, or adverse regulatory actions against us. A failure to maintain adequate liquidity could have a material, adverse effect on our regulatory standing, business, financial condition, and results of operations.

Loss of deposits or a change in deposit mix could increase the Company's funding costs and negatively affect the Company's operations.

Deposits are a low cost and stable source of funding. We depend on checking and savings, negotiable order of withdrawal, money market deposit account balances, and other forms of client deposits as our primary source of funding. Deposit levels may be affected by a number of several factors, including interest rates paid by competitors, general interest rate levels, returns available to customers on alternative investments and general economic conditions that affect savings levels and the amount of liquidity in the economy, including government stimulus efforts in response to economic crises. The availability of internet banking products has increased the mobility of client deposits. We compete with banks and other financial institutions for deposits. Funding costs may increase because the Company may lose deposits and replace them with more expensive sources of funding. Clients may shift their deposits into higher-cost products, or the Company may need to raise its interest rates to remain competitive in the marketplace. Higher funding costs reduce the Company's net interest income and net income.

[Table of Contents](#)

We experienced modest changes in our total outstanding deposit balances following the bank closures in March and May 2023 and related events. We also experienced changes in deposit balances resulting from typical seasonal fluctuations due to the nature of our business and the business of our customers. We cannot be assured that unusual deposit withdrawal activity will not affect banks generally in the future or the Bank specifically.

Our Liquidity could be impacted by an inability to access funding, by an unforeseen outflow of cash, or by the inability to monetize liquid assets.

Factors outside of the Company's control, such as a general market disruption or an operational problem that affects third parties, could impair the Company's ability to access short-term funding or create an unforeseen outflow of cash due to, among other factors, draws on unfunded commitments or deposit attrition. Large-scale withdrawals of deposits could require us to access short-term funding sources to meet immediate cash needs or pay significantly higher interest rates to obtain or maintain our deposits, which would have an adverse impact on our net interest income and net income. In addition, changes to the underwriting guidelines or lending policies may limit or restrict our ability to borrow, and therefore could have a significant adverse impact on our liquidity. In the event of future turmoil in the banking industry or other events, there is no guarantee that the U.S. government will invoke the systemic risk exception, create additional liquidity programs, or take any other action to stabilize the banking industry or provide liquidity. The Company's inability to monetize liquid assets or to access short-term funding or capital markets could limit the Company's ability to make new loans or meet existing lending commitments and could impact the Company's liquidity and capitalization.

Market Risks

Changes in interest rates may have an adverse effect on demand for our products and services and on our profitability.

Our earnings and cash flows are largely dependent on net interest income, which is the difference between interest income earned on interest-earning assets, such as loans and investment securities, and interest expense paid on interest-bearing liabilities, such as deposits and borrowed funds. The level of net interest income is primarily a function of the average balance of interest-earning assets, the average balance of interest-bearing liabilities, and the spread between the yield on such assets and the cost of such liabilities. The narrowing of interest rate spreads could adversely affect our earnings and financial condition. The Federal Reserve increased the federal funds target range by 425 525 basis points during 2022 between March 16, 2022 and July 26, 2023 in an effort to dampen increasing inflation rates. Interest rate increases have continued into With the general inflationary pressures easing, the Federal Reserve slowed its pace of raising interest rates in the second half of 2023. The Federal Reserve also indicated in December 2023 with a 25 basis point increase on February 1, 2023. We anticipate that there may be further increases throughout 2023, interest rate decreases during 2024, although we cannot control or predict with certainty changes in interest rates. Regional and local economic conditions, competitive pressures, and the policies of regulatory authorities, including monetary policies of the Federal Reserve and the speed of their implementation, affect interest income and interest expense.

As of December 31, 2022 December 31, 2023, 42.0% 40.2% of our loans were advanced to our clients on a variable or adjustable-rate basis. The prolonged higher borrowing costs resulting from the increases by the Federal Reserve may cause financial hardship on our borrowers, reducing the ability of borrowers to repay their current loan obligations. As a result, these increases in interest rates could result in increased loan defaults, foreclosures, and charge-offs and could necessitate further increases to the allowance for credit losses, any of which could have a material adverse effect on our business, financial condition, or results of operations. In addition, a decrease in interest rates could negatively impact our margins and profitability and uncertainty about the timing and magnitude of future interest rate increases changes could reduce borrowing demand and, thus, the need for our lending services.

[Table of Contents](#)

Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but could also adversely affect (1) our ability to originate loans and obtain deposits, (2) the fair value of our financial assets and liabilities, including mortgage servicing rights, (3) our ability to realize gains on the sale of assets, and (4) the average duration of our mortgage-backed securities and collateralized mortgage obligations portfolios. For example, rising interest rates could adversely affect our mortgage banking business because higher interest rates could cause clients to apply for fewer mortgages. Similarly, rising interest rates would increase the required periodic payment for variable rate loans and may result in an increase in non-performing loans. Additionally, rising interest rates may increase the cost of our deposits, which are a primary source of funding. Any substantial, unexpected, or prolonged change in market interest rates could have a material, adverse effect on our cash flows, financial condition, and results of operations.

Changes in interest rates can also affect the slope of the yield curve. The impact from a decline in the current yield curve or a flatter or inverted yield curve could cause our net interest income and net interest margin to contract, which could have a material adverse effect on our net income and cash flows, as well as the value of our assets. An inverted yield curve or downward shift in interest rates may also adversely affect the yield on investment securities by increasing the prepayment risk on certain securities. A flattening or inversion of the yield curve or a negative interest rate environment in the United States could create downward pressure on our net interest margin.

United States trade policies and other factors beyond the Company's control, including the imposition of tariffs and retaliatory tariffs, may adversely impact our business, financial condition, and results of operations.

Uncertainties continue regarding the potential for a renegotiation of international trade agreements by the Biden administration after changes in United States trade policies, legislation, treaties, and tariffs were enacted by the Trump administration. These changes, including trade policies and tariffs affecting other countries, including China, countries comprising the European Union or Middle East, Canada, and Mexico, and retaliatory tariffs by such countries, could materially harm our business. Tariffs and retaliatory tariffs have been imposed, and additional tariffs and retaliatory tariffs are periodically discussed. In addition, COVID-19 and concerns regarding the extent to which it may continue to spread, including the currently discovered and potential future variants of COVID-19, have affected, and may increasingly affect, international trade (including supply chains and export levels), travel, employee productivity and other economic activities.

A trade war or other governmental action related to tariffs or international trade agreements or policies, as well as COVID-19 or other potential epidemics or pandemics, have the potential to negatively impact our and/or our clients' costs, demand for our clients' products, and/or the U.S. economy or certain sectors thereof and, thus, adversely affect our business, financial condition, and results of operations.

The Company may experience significant competition from new or existing competitors, which may reduce its client base or cause it to adjust prices for its products and services in order to maintain market share.

There is intense competition among banks in the Company's market area. In addition, the Company competes with other providers of financial services, such as savings and loan associations, credit unions, consumer finance companies, securities firms, insurance companies, commercial finance and leasing companies, factoring companies, the mutual funds industry, financial technology ("fintech") companies, full-service brokerage firms, and discount brokerage firms, some of which are subject to less extensive regulations than us with respect to the products and services they provide. Our success depends, in part, on our ability to adapt our products and services to evolving industry standards and client expectations. There is increasing pressure to provide products and services at lower prices. Lower prices can reduce our net interest margin and revenues from our fee-based products and services.

In addition, the adoption of new technologies by competitors, including internet banking services, mobile applications, and advanced ATM functionality, could require us to make substantial expenditures to modify or adapt our existing products and services. Also, these and other capital investments in our business may not produce expected growth in earnings anticipated at the time of the expenditure. The Company may not be successful in introducing new products and services, achieving market acceptance of its products and services, anticipating or reacting to consumers' changing technological preferences, or developing and maintaining loyal clients. In addition, we could lose market share to the shadow banking system or other non-traditional banking organizations. Some of our larger competitors may have greater capital and resources than the Company, higher lending limits, and products and services not offered by us. Any potential adverse reactions to our financial condition or status in the marketplace, as compared to its competitors, could limit our ability to attract and retain clients and to compete for new business opportunities. The inability to attract and retain clients or to effectively compete for new business may have a material and adverse effect on our financial condition and results of operations.

The Company also experiences competition from non-bank companies inside and outside of its market area and, **Changes** in some cases, from companies other than those traditionally considered financial sector participants. In particular, technology companies have begun to focus on the financial sector and offer software and products primarily over the internet, with an increasing focus on mobile device delivery. These companies generally are not subject to regulatory requirements comparable to those to which financial institutions are subject and may accordingly realize certain cost savings and offer products and services at more favorable rates and with greater convenience to the client. For example, a number of companies offer bill pay and funds transfer services that allow clients to avoid using a bank. Technology companies are generally positioned and structured to quickly adapt to technological advances and directly focus resources on implementing those advances. This competition could result in the loss of fee income and client deposits and related income. In addition, changes in consumer spending and saving habits could adversely affect our operations, and the Company may be unable to develop competitive and timely new products and services in response. As the pace of technology and change advance, continuous innovation is expected to exert long-term pressure on the financial services industry.

Many of our loans held for investment and our obligations for borrowed money are priced based on variable interest rates tied to the London Inter-Bank Offered Rate, or LIBOR, which became unavailable for new originations as of December 31, 2021, and uncertainties caused by any transition away from LIBOR may have material an adverse effect on the value of our business, financial condition, or results of operations. **investment securities.**

LIBOR has been used extensively. Inflation and rapid increases in interest rates have led to a decline in the United States as a reference rate trading value of previously issued government securities with interest rates below current market interest rates. Any sale of investment securities that are held in an unrealized loss position by us for various financial contracts, including adjustable-rate loans, asset-backed securities, and interest rate swaps. On March 5, 2021, the United Kingdom's Financial Conduct Authority (the "FCA"), which regulates LIBOR, announced that (i) 24 LIBOR settings would cease to exist immediately after December 31, 2021 (all seven euro LIBOR settings; all seven Swiss franc LIBOR settings; the Spot Next, 1-week, 2-month, and 12-month Japanese yen LIBOR settings; the overnight, 1-week, 2-month, and 12-month sterling LIBOR settings; and the 1-week and 2-month US dollar LIBOR settings); (ii) the 1-month, 3-month, 6-month and 12-month US LIBOR settings would cease to exist after June 30, 2023; and (iii) the FCA would consult on whether the remaining nine LIBOR settings should continue liquidity or other purposes will cause actual losses to be published on a synthetic basis for a certain period using the FCA's proposed new powers that the UK government is legislating to grant to them. Central banks and regulators in a number of major jurisdictions (for example, United States, United Kingdom, European Union, Switzerland and Japan) have convened working groups to find, and implement the transition to, suitable replacements for interbank offered rates. The Company relies on USD LIBOR, which ceased to be available for new origination as of December 31, 2021.

The Federal Reserve, FDIC and the Office of the Comptroller of the Currency, because of concerns associated with consumer protection, litigation and reputational risks that could in turn create safety and soundness risks, encouraged banks to cease entering into new contracts that use U.S. dollar LIBOR as a reference rate as soon as practical. The Company ceased USD LIBOR origination as of December 31, 2021. The cessation of or practical inability to use LIBOR quotes or the future unavailability or unreliability of LIBOR creates substantial risks to the banking industry, including us with LIBOR exposure. Unless alternative rates realized. There can be negotiated no assurance that there will not be additional bank failures or issues such as liquidity concerns in the broader financial services industry or in the U.S. financial system. Adverse financial market and become accepted. our variable-rate loans, funding, and derivative obligations that specify the use of a LIBOR index would no longer be able to adjust as anticipated. This could adversely affect our asset and liability management and could lead to more asset and liability mismatches and interest rate risk unless appropriate LIBOR alternatives are developed. It could also disrupt the capital economic conditions can exert downward pressure on stock prices, security prices, and credit markets as a result of confusion or uncertainty. availability for financial institutions without regard to their underlying financial strength. The Company has programmatically applied LIBOR unavailability within financial contracts, as well as defined alternative indexes for new origination. Legacy LIBOR contracts are being prepared for transition away volatility and economic disruption resulting from LIBOR prior to the June 30, 2023, final cessation date.

The market transition away from LIBOR to an alternative reference rate is complex. If LIBOR rates are no longer available and we are required to implement replacement reference rates for the calculation of interest rates under our loan agreements with borrowers, we may incur significant expense in effecting the transition and may be subject to disputes or litigation with our borrowers over the appropriateness or comparability of the replacement reference rates to LIBOR. On December 16, 2022, the Federal Reserve formally adopted a final rule that implements the Adjustable Interest Rate (LIBOR) Act by identifying the Secured Overnight Financing Rate ("SOFR") to replace LIBOR in certain financial contracts after June 30, 2023. SOFR is a broad measure of the cost of overnight borrowings collateralized by Treasury securities. SOFR is different from LIBOR in that it is a backward-looking secured rate rather than a forward-looking unsecured rate. These differences could lead to a greater disconnect between the Company's preparation and readiness for the replacement of LIBOR with alternative reference rates. The Company is working through this transition via a multi-disciplinary project team, while there could be operational issues that may create a delay bank closures in the transition to SOFR or other substitute indices, leading to uncertainty across first two quarters of 2023 particularly impacted the industry. These consequences cannot be predicted with certainty and could have an adverse impact on the market value price of LIBOR-linked securities loans, and other issued by financial obligations or extensions of credit, institutions, including us.

We invest in Collateralized Loan Obligations (CLO) securities, which may expose us to losses in connection with such investments.

We invest in certain AAA senior tranches of the capital structure in CLO securities. The senior tranche takes priority with respect to the interest and principal cash flows of the CLO security, while retaining the last priority in a loss scenario. The senior tranches are relatively more liquid than the subordinated notes due to the accompanying credit enhancement. The value of any investment in this asset class could decrease depending on the performance of the underlying collateral in the CLO. As of December 31, 2022, we had available-for-sale CLO securities with an estimated fair value of \$1,111.6 million, or 16.0% of our available-for-sale investment portfolio.

Operational Risks

Our Company faces **cyber-security cybersecurity risks, including "denial-of-service attacks," "hacking," and "identity theft" that could result in the disclosure of confidential information, adversely affect our business or reputation, and create significant legal and financial exposure.**

Our computer systems and network infrastructure are subject to security risks and could be susceptible to cyber-attacks, such as denial-of-service attacks, hacking, malware, terrorist activities, or identity theft. Financial services institutions and companies engaged in data processing have reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disable or degrade

service, or sabotage systems, often through the introduction of computer viruses, malware, ransomware, cyber-attacks, and other means. Denial-of-service attacks have been launched against a number of several large financial services institutions, primarily resulting in inconvenience. Future ransomware and cyber-attacks could be more disruptive and damaging. Hacking and identity theft risks, in particular, could cause serious reputational harm to the Company and the Bank.

The hardware and software we purchase from suppliers to facilitate financial services and perform company operations are also at risk of having embedded malware, viruses, and other methods intended to develop unauthorized access to confidential information. These types of attacks, known as "supply-chain attacks," have become more prevalent and are creating additional risks through the solutions and tools upon which we rely. While we have a third-party risk management program to oversee our vendors and procurement, our ability to successfully mitigate these risks that occur in the hardware and software of these vendors is limited. To the extent we experience supply-chain attacks, our business and reputation could be materially adversely affected.

In addition, we provide our clients with the ability to bank remotely, including online, through their mobile device, and over the telephone. The secure transmission of confidential information over the internet and other remote channels is a critical element of remote banking. Our network could be vulnerable to unauthorized access, computer viruses, malware, phishing schemes, and other internal and external security breaches. We may be required to spend significant capital and other resources to protect against threats, or to alleviate problems caused by security breaches or malicious software. To the extent that our activities or the activities of our clients involve the storage and transmission of confidential information, security breaches, and viruses could expose us to claims, regulatory scrutiny, litigation, and other possible liabilities. Other possible points of intrusion or disruption not within the Company's control include internet service providers, electronic mail portal providers, social media portals, distant-server (cloud) service providers, electronic data security providers, telecommunications companies, and smart phone manufacturers.

Despite efforts to ensure the integrity of our systems, cyber threats are rapidly evolving and we may not be able to anticipate or prevent all such attacks, nor may we be able to implement guaranteed preventive measures against such security breaches. The techniques used by cyber criminals change frequently, may not be recognized until launched or later, and can originate from a wide variety of sources, including outside groups such as external service providers. These risks may increase in the future as we continue to increase our mobile payment and other internet-based product offerings and expand our internal usage of web-based products and applications. Further, targeted social engineering attacks may be sophisticated and difficult to prevent and our employees, clients, or other users of our systems may be fraudulently induced to disclose sensitive information, allowing cyber criminals to gain access to our systems or data of our clients.

In addition, some of our employees work remotely, including while traveling for business, which increases our cybersecurity risk, creates data accessibility concerns, and makes us more susceptible to security breaches or business disruptions.

A successful penetration or circumvention of system security could cause us serious negative consequences, including significant disruption of operations, misappropriation of confidential information, or damage to our computers or systems or to those of our clients and counterparties. A successful security breach could result in violations of applicable privacy and other laws, financial loss to us or to our clients, loss of confidence in our security measures, significant litigation exposure, and harm to our reputation, all of which could have a material adverse effect on our business, financial condition, results of operations, and prospects.

[Table of Contents](#)

Privacy, information security, and data protection laws, rules, and regulations could affect or limit how we collect and use personal information, increase our costs, and adversely affect our business opportunities.

We are subject to various privacy, information security, and data protection laws, including: (i) certain limitations on our ability to share non-public personal information about our clients with non-affiliated third parties; (ii) requirements for certain disclosures to clients about our information collection, sharing, and security practices and that afford clients the right to "opt out" of any information sharing by us with non-affiliated third parties (with certain exceptions); and (iii) requirements that we develop, implement, and maintain a written information security program containing appropriate safeguards based on our size and complexity, the nature and scope of our activities, and the sensitivity of client information we process, as well as plans for responding to data security breaches. Compliance with current or future privacy, data protection, and information security laws (including those regarding security breach notification) affecting client or employee data could result in higher compliance and technology costs and could restrict our ability to provide certain products and services, which could have a material adverse effect on our business, financial conditions, or results of operations. Our failure to comply with privacy, data protection, and information security laws could result in potentially significant regulatory or governmental investigations or actions, litigation, fines, sanctions, and damage to our reputation, which could have a material adverse effect on our business, financial condition, or results of operations.

Moreover, many U.S. and foreign laws and regulations, including those promulgated by the SEC, require companies to provide notice of cybersecurity incidents involving certain types of personal data or unauthorized access to, or interference with, our information systems to the public, certain individuals, the media, government authorities, or other third parties. Certain of these laws and regulations include notice or disclosure obligations contingent upon the result of complex analyses, including in some cases a determination of materiality. The nature of cybersecurity incidents can make it difficult to assess an incident's overall impact quickly and comprehensively to our business, and we may make errors in our assessments. If we are unable to appropriately assess a cybersecurity incident in the context of required analyses then we could face compliance issues under these laws and regulations, and we could be subject to lawsuits, regulatory fines or investigations, or other liabilities, any of which could adversely affect our business and operating results. Furthermore, cybersecurity incidents experienced by us, or by our customers or vendors, that lead to public disclosures may also lead to widespread negative publicity and increased government or regulatory scrutiny. Any security compromise in our industry, whether actual or perceived, could harm our reputation; erode customer confidence in our security measures; negatively affect our ability to attract new customers; or subject us to third-party lawsuits, regulatory fines or investigations, or other liability, any of which could adversely affect our business and operating results. Even the perception of inadequate security may damage our reputation and negatively impact our ability to win new customers and retain existing customers.

Additionally, we could be required to expend significant capital and other resources to investigate and address any actual or suspected cybersecurity incident or to prevent further or additional incidents. To maintain business relationships, we may find it necessary or desirable to incur costs to provide remediation and incentives to customers or other business partners following an actual or suspected security incident. We also cannot be sure that our existing cybersecurity insurance will continue to be available on acceptable terms, in sufficient amounts to cover any claims we submit, or at all. Further, we cannot be sure that insurers will not deny coverage as to any claim, and some security incidents may be outside the scope of our coverage, including in instances where they are considered force majeure events. Security incidents may result in increased costs for cybersecurity insurance. One or more large, successful claims against us in excess of our available insurance coverage, or changes in our insurance policies, including premium increases or large deductible or co-insurance requirements, could have an adverse effect on our business, operating results, and financial condition.

Our goodwill and other intangible assets may become impaired, which may adversely impact our results of operations and financial condition.

The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates it is likely an impairment has occurred. In testing for impairment, the Company performs a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is in excess of its carrying value. If it is not more likely than not that the fair value of the reporting unit is in excess of the carrying value, the fair value of net assets is estimated based on analyses of our market value, discounted cash flows, and peer values. Consequently, the determination of the fair value of goodwill is sensitive to market-based economics and other key assumptions. Variability in market conditions or in key assumptions could result in impairment of goodwill, which is recorded as a non-cash adjustment to income. An impairment of goodwill could have a material adverse effect on our business, financial condition, and results of operations. As of **December 31, 2022** **December 31, 2023**, we had goodwill of \$1,100.9 million, or **35.8%** **34.1%** of our total stockholders' equity.

Identifiable intangible assets other than goodwill consist of core deposit intangibles and other intangible assets (primarily customer relationships). Adverse events or circumstances could impact the recoverability of these intangible assets including loss of core deposits, significant losses of customer accounts and/or balances, increased competition or adverse changes in the economy. To the extent these intangible assets are deemed unrecoverable, a non-cash impairment charge would be recorded which could have a material adverse effect on our results of operations.

[Table of Contents](#)

The Company relies on other companies to provide certain key components of its business infrastructure.

We are reliant upon certain external vendors to provide products and services necessary to maintain our day-to-day operations and we outsource many of our major systems, such as certain data processing, loan servicing, and deposit processing systems. Through our contractual relationships, external vendors are subject to some of the same rules and regulations that are applicable to the Company and their compliance with regulatory requirements is our responsibility. While the Company has selected these external vendors and systems carefully and continues to manage and oversee these vendors, it does not control their operations. Failure of certain external vendors or systems to perform or provide services in accordance with contractual arrangements could be disruptive to our operations and limit our ability to provide certain products and services demanded by our clients. Because our information technology and telecommunications systems interface with and depend on third-party systems, we could experience disruptions if demand for such services exceeds capacity or such third-party systems fail or experience interruptions. If significant, sustained, or repeated, a system failure or disruption could compromise our ability to operate effectively, damage our reputation, result in a loss of client business, and/or subject us to additional regulatory scrutiny and possible financial liability. Any of the failures or disruptions mentioned above could negatively impact our financial condition, results of operations, cash flows, and prospects. Replacing these third-party vendors could also entail significant delay and expense.

[Table of Contents](#)

Our reputation is very important to our ability to maintain, attract and retain client relationships and if our reputation were impaired, it could have an adverse effect on the Company.

Our clients expect us to deliver personalized financial services with the highest standards of performance, professionalism, compliance, and ethics. Damage to our reputation could undermine retention of our current clients and our ability to attract potential clients while also impairing the confidence of our counterparties and vendors, the result of which affects our ability to effect transactions. Maintaining our reputation depends, in part, on our ability to identify and address issues that may arise such as potential conflicts of interest, anti-money laundering, fair lending issues, client personal information and privacy issues, **cyber-security**, **cybersecurity**, employee, client and other third-party fraud, record-keeping, regulatory investigations, and any litigation that may arise from the failure or perceived failure of us to comply with legal and regulatory requirements. To maintain our reputation, we also must prevent third parties from infringing on the "First Interstate Bank" brand and associated trademarks and our other intellectual property. Our reputation or prospects could be significantly damaged by adverse publicity or negative information regarding our Company, whether or not true, that may be posted on social media, reported in the news, or posted in other parts of the internet. Defending our reputation, trademarks, and other intellectual property, including through litigation, could result in costs that could have a material adverse effect on our business, financial condition, or results of operations.

The results of mainstream media and social media contagion and speculation could impact the banking system and have an adverse effect on us.

Dissemination of information by mainstream media and social media platforms is extensive and can occur at a rapid pace. Adverse conditions at financial institutions of significant size can negatively impact other financial institutions, despite the quality of leadership and decision making of the other financial institutions or their ability to effectively identify, measure, manage and control risk. Misinformed or inaccurate reporting regarding an incident or incidents at any financial institution can impact the broader banking industry, particularly given the speed and breadth of such reporting. Any adverse condition could be reported in a way to negatively affect the price of financial institution securities and could impact credit availability for certain issuers without regard to their underlying financial strength. This contagion risk can also occur when a perceived lack of trust in the banking system spreads throughout the industry based upon the results of a few poorly managed larger financial institutions.

We are dependent upon the services of our management team and directors and if the services of any of them were to become unavailable, it could have an adverse effect on the Company.

Our future success and profitability **is** **are** substantially dependent upon the management skills of senior management and directors. The unanticipated loss or unavailability of key employees could harm our ability to operate our business or execute our business strategy. The Company faces significant competition in the recruitment of highly motivated individuals who can deliver our Company's purpose, mission, and values, which has recently intensified as a result of changes in the labor **market** and **COVID-19**. **market**. The FRB, FDIC, SEC, and other federal regulatory agencies have jointly proposed rules, which would affect incentive compensation. If finalized, these rules may result in additional costs and restrictions on the form of the Company's incentive compensation. We may not be successful in retaining key employees or finding and integrating suitable successors in the event of key employee loss or unavailability.

[Table of Contents](#)

We may not be able to attract and retain qualified employees to operate our business effectively, which could have an adverse effect on our business.

There is substantial competition to attract and retain talented and diverse employees in our markets. It may be difficult for us to attract and retain qualified employees at all management and staffing levels. Failure to attract and retain employees and maintain adequate staffing of qualified personnel could adversely impact our operations and our ability to execute our business strategy. Furthermore, relatively low unemployment rates may lead to significant increases in labor costs such as salaries, wages, and employee benefits expenses as we compete for qualified and skilled employees, which could negatively impact our results of operations and prospects.

In addition, in order to continue to hire and retain highly qualified personnel, we will need to continue to manage remote working policies, which may add to the complexity and costs of our business operations. From time to time, we have experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications. Many of the companies with which we compete for experienced personnel have greater acceptance of remote or hybrid work environments, which may increase the competition for talent.

Costs associated with repossessed properties, including environmental remediation, may adversely impact our results of operations, cash flows, and financial condition.

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties serving as collateral for certain loans. There are significant costs associated with our ownership of these properties including, but not limited to, personnel costs, taxes and insurance, completion and repair costs, and valuation adjustments. Additionally, we may experience unfavorable pricing in connection with our disposition of foreclosed properties. These costs, along with unfavorable pricing upon disposition, may adversely affect our cash flows, financial condition, and results of operations.

If hazardous or toxic substances are found on these properties, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material, adverse effect on our cash flows, financial condition, and results of operations.

[Table of Contents](#)

If our systems of internal operating and accounting controls were to become ineffective, our financial information could be negatively impacted.

We establish and maintain systems of internal operational and accounting controls that provide us with critical information used to manage our business. These systems are subject to various inherent limitations, including cost, judgments used in decision-making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, controls may become inadequate because of changes in conditions or processes and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, any system of internal operating controls may not be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management. From time-to-time, control deficiencies and losses from operational malfunctions or fraud have occurred and may occur in the future. Any future deficiencies, weaknesses, or losses related to internal operating control systems could have an adverse effect on our business, financial condition, results of operations, and prospects.

We may not effectively implement technology-facilitated products and services or be successful in marketing these products and services to our clients, which could negatively impact our business.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-facilitated products and services. The effective use of technology enables financial institutions to better serve clients and perform more efficiently. Our future success depends, in part, upon our ability to use technology to provide products and services that will satisfy clients' demands for convenience, as well as create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-facilitated products and services or be successful in marketing these products and services to our clients. Failure to successfully keep pace with technological change affecting the financial services industry could have a material, adverse impact on our business and, in turn, on our financial condition, results of operations, and prospects.

[Table of Contents](#)

Strategic Risks

Difficulties We may encounter difficulties in combining the operations of future acquired entities or assets with our own operations or assessing the effectiveness of businesses in which we make strategic investments or with which we enter into strategic contractual relationships may prevent us from achieving the expected benefits from these acquisitions, investments, or relationships.

Acquisitions of other companies or of financial assets and related deposits and other liabilities present risks and uncertainties to us based in part on the nature of the business or assets and liabilities acquired. For example, if an acquisition includes loan portfolios, the extent of credit losses following completion of the acquisition could adversely affect our combined results of operations. Similarly, if an acquisition includes deposits, the extent of deposit attrition after closing could adversely affect our combined results of operations. Acquisitions of banking companies typically include both loans and deposits, and the extent of any post-closing credit losses and deposit attrition could be affected by a number of factors, including the state of the economy following the acquisition and the geographic area or markets in which the target operates. If the markets were to react negatively to the announcement of the acquisition, or if the economy were to suffer or enter into a recession following an acquisition, we may not timely, or at all, achieve the expected benefits of an acquisition and our business and the value of our Class A common stock could be harmed.

Acquisitions of other companies or of financial assets and related deposits and other liabilities also present risks and uncertainties to us in addition to those presented by the nature of the business acquired. These risks include unanticipated costs incurred in connection with the integration of the acquired business. For example, the total cost and time required to complete the integration successfully could be greater than estimated and result in higher acquisition costs than expected or a loss of market opportunity due to any such delay. Furthermore, the results of litigation or governmental investigations that may have been pending at the time of an acquisition, or may be filed or commenced thereafter, as a

result of an acquisition or otherwise, may be materially underestimated and harm our operating results more than originally anticipated. On the other hand, some or all of the anticipated benefits of a particular acquisition, such as cost savings from synergies or strategic gains from being able to offer product sets to a broader potential client base, may not be realized. It can take longer or require greater resources than originally expected to achieve any of such benefits. It also may prove impossible to achieve them at all or in their entirety as a result of unexpected factors or events. As a result, any acquisition could ultimately prove dilutive to our equity and shareholders' earnings per share, thereby adversely affecting our financial condition and results of operations.

[Table of Contents](#)

Acquisitions may also result in business disruptions that could cause clients to remove their accounts from us and move their business to competing financial institutions. It is possible that the integration process related to acquisitions could also result in the disruption of our ongoing businesses or inconsistencies in standards, controls, procedures, and policies that could adversely affect our ability to maintain relationships with clients and employees. The loss of key employees in connection with an acquisition could also adversely affect our ability to successfully conduct our business. Acquisition and integration efforts could divert management attention and resources, which could have an adverse effect on our financial condition and results of operations. Additionally, the operation of the acquired branches may adversely affect our existing profitability, and we may not be able to achieve results in the future similar to those achieved by the existing banking business or manage growth resulting from the acquisition effectively, any of which could harm our business and reputation.

In addition to post-acquisition integration related risks, inherent uncertainties exist when assessing or integrating the operations of another business into which we may make an investment or with which we may enter into a commercial relationship. We may not be able to fully achieve the strategic objectives and planned operating efficiencies relevant to an investment or strategic relationship. In addition, the markets and industries in which we and the potential investment targets operate are highly competitive. Investment targets and commercial contract counterparties may lose clients or otherwise perform poorly or unprofitably, or in the case of a strategic relationship, cause us to lose clients or perform poorly or unprofitably. Future investment activities and efforts to monitor or reap the benefits of a new strategic relationship may require us to devote substantial time and resources and may cause these investments and relationships to be unprofitable or cause us to be unable to pursue other business opportunities, any of which could harm our business.

The Company may experience significant competition from new or existing competitors, which may reduce its client base or cause it to adjust prices for its products and services in order to maintain market share.

There is intense competition among banks in the Company's market areas. In addition, the Company competes with other providers of financial services, such as savings and loan associations, credit unions, consumer finance companies, securities firms, insurance companies, commercial finance and leasing companies, factoring companies, the mutual funds industry, financial technology ("fintech") companies, full-service brokerage firms, and discount brokerage firms, some of which are subject to less extensive regulations than us with respect to the products and services they provide. Our success depends, in part, on our ability to adapt our products and services to evolving industry standards and client expectations. There is increasing pressure to provide products and services at lower prices. Lower prices can reduce our net interest margin and revenues from our fee-based products and services.

[Table of Contents](#)

In addition, the adoption of new technologies by competitors, including internet banking services, mobile applications, and advanced ATM functionality, could require us to make substantial expenditures to modify or adapt our existing products and services. Also, these and other capital investments in our business may not produce expected growth in earnings anticipated at the time of the expenditure. The Company may not be successful in introducing new products and services, achieving market acceptance of its products and services, anticipating or reacting to consumers' changing technological preferences, or developing and maintaining loyal clients. In addition, we could lose market share to the shadow banking system or other non-traditional banking organizations. Some of our larger competitors may have greater capital and resources than the Company, higher lending limits, and products and services not offered by us. Any potential adverse reactions to our financial condition or status in the marketplace, as compared to its competitors, could limit our ability to attract and retain clients and to compete for new business opportunities. The inability to attract and retain clients or to effectively compete for new business may have a material and adverse effect on our financial condition and results of operations.

The Company also experiences competition from non-bank companies inside and outside of its market area and, in some cases, from companies other than those traditionally considered financial sector participants. In particular, technology companies have begun to focus on the financial sector and offer software and products primarily over the internet, with an increasing focus on mobile device delivery. These companies generally are not subject to regulatory requirements comparable to those to which financial institutions are subject and may accordingly realize certain cost savings and offer products and services at more favorable rates and with greater convenience to the client. For example, a number of companies offer bill pay and funds transfer services that allow clients to avoid using a bank. Technology companies are generally positioned and structured to quickly adapt to technological advances and directly focus resources on implementing those advances. This competition could result in the loss of fee income and client deposits and related income. In addition, changes in consumer spending and saving habits could adversely affect our operations, and the Company may be unable to develop competitive and timely new products and services in response. As technology continues to advance, continuous innovation is expected to exert long-term pressure on the financial services industry.

Investing in technology, and the inability or failure to integrate technologies into the Company's operations may affect our business and earnings negatively.

Our success in the competitive environment in which we operate requires consistent investment of capital and human resources in innovation and technology, particularly in light of the current "FinTech" environment, in which financial institutions are investing significantly in new technologies, such as artificial intelligence (AI), machine learning, blockchain and other distributed ledger technologies, and developing potentially industry-changing new products, services and industry standards in order to attract clients. Our investment is directed at meeting the needs of our clients, adapting existing products and services to consider the evolving demands of the marketplace, and maintaining the security of our systems and building a platform for future innovation, technology, and a competitive advantage that is scalable. Our investment focuses on enhancing the delivery of our products and services, such as our recent implementation of Encompass Mortgage Loan Origination System, Mortgage Online Banking and Mobile Application, Commercial Center Online Banking, Healthcare Receivables Manager, Contactless Credit and Debit Cards and Zelle. Falling significantly behind our competition in technology, or if the Company is not able to properly or timely anticipate or implement such technologies, or effectively train its staff to use such technologies, its business, financial condition, or operating results could be adversely affected.

In addition, the recent emerging technology trends, such as AI, including large language models, require us to keep pace with evolving regulations and industry standards. In the United States, there are various current and proposed regulatory frameworks relating to the use of AI in products and services. We expect that the legal and regulatory environment relating to emerging technologies such as AI will continue to develop and could increase the cost of doing business, and create compliance risks and potential liability, all which may have a material adverse effect on our financial condition and results of operations. Governments are also considering the new issues in intellectual property law that AI creates, which could result in different intellectual property rights in technology we create with AI and development processes and procedures and could have a material adverse effect on our business.

We may incur significant costs related to future acquisitions by merger and subsequent integration activities.

We have incurred and expect to incur certain non-recurring costs associated with mergers. These costs include financial advisory, legal, accounting, consulting and other advisory fees, severance/employee benefit-related costs, public company filing fees and other regulatory fees, printing costs, and other related costs.

[Table of Contents](#)

We are also expected to may incur substantial costs in connection with the integration of acquired companies. There are a large number of many processes, policies, procedures, operations, technologies, and systems that may need to be integrated, including purchasing, accounting and finance, payroll, compliance, treasury management, branch operations, vendor management, risk management, lines of business, pricing, and benefits. While we have assumed that a certain level of costs will be incurred, there are many factors beyond our control that could affect the total amount or the timing of the integration costs. Moreover, many of the costs that will be incurred are, by their nature, difficult to estimate accurately. These integration costs may result in us taking charges against earnings, the amount and timing of which are uncertain at present.

Common Stock Risks

Volatility in the price and volume of our common stock may be unfavorable.

The market price of our common stock is volatile and could be subject to wide fluctuations in price in response to various factors, some of which are beyond our control. These factors include:

- general economic conditions;
- prevailing market conditions;
- our historical performance and capital structure;
- estimates of our business potential and earnings prospects;
- an overall assessment of our management;
- our performance relative to our peers;
- market demand for our shares;
- impact of potential large sales by investors with significant holdings, including members of the Scott Family shareholder group;
- perceptions of the banking industry in general;
- political influences on investor sentiment;
- consumer confidence;
- consummation of a strategic acquisition or other implementation of our expansion plans;
- international or domestic hostilities, or other international or domestic calamities, including wars or international conflicts with respect to which the United States may or may not be directly involved; and
- global conditions, earthquakes, tsunamis, tornados, floods, fires, pandemics, and other natural catastrophic events.

At times, the stock markets, including the NASDAQ Stock Market on which our common stock is listed, may experience significant price and volume fluctuations. As a result, the market price of our common stock is likely to be similarly volatile and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects.

In addition, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

[Table of Contents](#)

"Anti-takeover" provisions and the regulations to which we are subject may also make it more difficult for a third party to acquire control of us, even if the change in control could be deemed beneficial to stockholders.

We are a financial and bank holding company incorporated in the State of Montana, Delaware. Anti-takeover provisions in Montana Delaware law and our articles certificate of incorporation and bylaws, as well as regulatory approvals that would be required under federal law, could make it more difficult for a third party to acquire control of us and may prevent stockholders from receiving a premium for their shares of our common stock. These provisions could adversely affect the market price of our common stock and could reduce the amount stockholders might receive if we are sold.

Our articles certificate of incorporation provide provides that our Board may issue up to 100,000 shares of preferred stock, in one or more series, without stockholder approval and with such terms, conditions, rights, privileges, and preferences as the Board may deem appropriate. In addition, our articles certificate of incorporation provide provides for staggered terms for our Board and limitations on persons authorized to call a special meeting of stockholders. stockholders and advance notice requirements for stockholder proposals at stockholder meetings. In addition, certain while we have opted out of Section 203 of the General Corporation Law of the State of Delaware, in order to effect a change of control transaction as such term is used in our certificate of incorporation, our certificate of incorporation requires approval of stockholders holding the greater of (A) a majority of the voting power of the issued and outstanding shares of our capital stock then entitled to vote thereon, voting together as a single class, and (B) sixty-six and two-thirds percent (66.67%) of

the voting power of the shares of our capital stock present in person or represented by proxy at the stockholder meeting called to consider such transaction and entitled to vote thereon. These and other provisions of Montana law may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of our common stock with the opportunity to realize a premium over the then-prevailing market price of such common stock.

[Table of Contents](#)

Further, the acquisition of specified amounts of our common stock (in some cases, the acquisition or control of more than 5% of our voting stock) may require certain regulatory approvals, including the approval of the Federal Reserve and one or more of our state banking regulatory agencies. The filing of applications with these agencies and the accompanying review process can take several months. This and the other factors described above may hinder or even prevent a change in control of us, even if a change in control would be beneficial to our stockholders.

Our dividend policy, or our ability to pay dividends, may change.

We are a legal entity separate and distinct from our subsidiary Bank. Since we are a holding company with no significant assets other than the capital stock of our subsidiaries, we depend upon dividends from our Bank for a substantial part of our revenue. Accordingly, our ability to pay dividends, cover operating expenses, and acquire other institutions depends primarily upon the receipt of dividends or other capital distributions from the Bank. The ability of our Bank to pay dividends to us is subject to, among other things, its earnings, financial condition, and need for funds, as well as federal and state governmental policies and regulations applicable to us and the Bank, which limit the amount that may be paid as dividends without prior approval.

Although we have historically paid dividends to our stockholders, we have no obligation to continue doing so and may change our dividend policy at any time without notice to our stockholders. Holders of our common stock are only entitled to receive such cash dividends as our board of directors may declare out of funds legally available for such payments. The amount of any dividend declaration is subject to our evaluation of our strategic plans, growth initiatives, capital availability, projected liquidity needs, and other factors.

An investment in our common stock is not an insured deposit.

Our common stock is not a bank savings account or deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund, or any other public or private entity. As a result, holders of our common stock could lose some or all of their investment.

Future equity issuances could result in dilution, which could cause our common stock price to decline.

We may issue additional shares of common stock in the future pursuant to current or future employee equity compensation plans or in connection with future acquisitions or financings. Should we choose to raise capital by selling shares of common stock for any reason, the issuance would have a dilutive effect on the holders of our common stock and could have a material negative effect on the market price of our common stock.

The common stock is equity and is subordinate to our existing and future indebtedness.

Shares of our Class A common stock are equity interests and do not constitute indebtedness. As such, shares of our Class A common stock rank junior to all our indebtedness, including any subordinated term loans, subordinated debentures held by trusts that have issued trust-preferred securities, and other non-equity claims on us with respect to assets available to satisfy claims on us. In the future, we may make additional offerings of debt or equity securities, or we may issue additional debt or equity securities as consideration for future mergers and acquisitions.

[Table of Contents](#)

General Risk Factors

The COVID-19 pandemic and government response to the pandemic has caused a significant global disruption which has adversely affected, and may continue to adversely affect, our business, results of operations, liquidity, and financial condition.

Since the onset of the pandemic in the spring of 2020, Federal, state, and local governments have responded to the disease caused by the novel coronavirus (also known as, and referred to herein, as "COVID-19") pandemic. We recently identified combined deficiencies resulting in a variety of material weaknesses in our internal control over financial reporting, which, if we are unable to remediate appropriately or timely, could result in a loss of ways including, without limitation, by declaring states of emergency, investor confidence and implementing various measures to slow the spread of COVID-19. The initial restrictions adversely impact our stock price, and other developments of the COVID-19 pandemic resulted in significant adverse effects for many different types of businesses, including, among others, our clients, whether in the retail sales, travel, hospitality, entertainment, or food and beverage industries. These other developments include, among others, supply chain disruptions, decreased demand for our products and services or those of our borrowers, which could increase our credit risk, rising inflation, impair our ability to accurately and timely report our financial results and harm our business.

As an SEC reporting company, we are required to, among other things, maintain sufficient qualified personnel due a system of effective internal control over financial reporting. As disclosed in Part II - Item 9A. Controls and Procedures, management has identified deficiencies in our internal control over financial reporting, which, when considered together in their entirety, have resulted in a material weakness. As a result, management concluded that our internal control over financial reporting was not effective as of December 31, 2023.

Remediation efforts place a significant burden on management and add increased pressure to labor shortages, talent attrition, employee illness, quarantine, willingness of our financial resources and processes. As a result, we may not be successful in making the improvements necessary to return remediate the material weakness identified by management, or do so in a timely manner, or identify and remediate additional control deficiencies, including material weaknesses, in the future.

[Table of Contents](#)

If we are unable to **work, face-coverings** remediate these combined deficiencies resulting in a material weakness, or are otherwise unable to maintain effective internal control over financial reporting: our ability to record, process and report financial information accurately, and to prepare financial statements within required time periods, could be adversely affected; our liquidity, our access to capital markets, the perceptions of our creditworthiness, and our ability to complete acquisitions may be adversely affected; and we may be unable to maintain compliance with applicable securities laws and the Nasdaq Stock Market LLC listing requirements, which could subject us to litigation or investigations requiring management resources and payment of legal and other **safety requirements, or travel and other restrictions**, and the actions taken by governments, businesses and individuals to contain the expenses which may negatively impact of COVID-19, as well as further actions taken by governmental authorities to limit the resulting economic impact. The initial restrictions have been largely lifted nationally and within the Company's operating footprint. An increase in virus spread or infection rates, or the emergence of new variants of the virus could result in restrictions being re-implemented with negative impacts on economic activity.

The extent to which the continuation of the COVID-19 pandemic and its aftermath economic results in sectors disproportionately affected by the pandemic or recession in the U.S. economy or the world economy in general and the Federal, state, and local government responses to it, fiscal stimulus, interest rate policies, and other government intervention, and the recovery in the United States economy impacts our business, results of operations and financial condition, as well as **could negatively affect investor confidence in the accuracy and completeness of our regulatory capital financial statements**, and liquidity ratios, will depend on future developments that remain uncertain and cannot be predicted. could adversely impact our stock price.

Our business is subject to the risks of certain global conditions, earthquakes, volcanoes, tsunamis, tornados, floods, fires, drought, and other natural catastrophic events.

A major catastrophe, such as a pandemic, disease outbreak, or other natural disaster including extreme weather or other events, such as an earthquake, tornados, tsunami, flood, fire, drought, winter storms, or other type of natural disaster, could adversely affect our financial condition or results in a prolonged interruption of our business. We have operations and clients in the West and Midwest, a geographical region that has been or may be affected by disease, earthquake, volcano, tsunami, tornados, fires, drought, and flooding activity, which could be adversely impacted by these natural disasters or other severe weather in the region. Unpredictable natural and other disasters could have an adverse effect on the Company in that such events could materially disrupt our operations or the ability or willingness of our clients to access the financial services offered by the Company. These events could reduce our earnings and cause volatility in its financial results for any fiscal quarter or year and have a material, adverse effect on our financial condition and/or results of operations and prospects.

Climate change manifesting as physical or transition risks could adversely affect our operations, businesses and customers.

There is an increasing concern over the risks of climate change and related environmental sustainability matters. The physical risks of climate change include discrete events, such as flooding and wildfires, and longer-term shifts in climate patterns, such as extreme heat, sea level rise, and more frequent and prolonged drought. Such events could disrupt our operations or those of our clients or third parties on which we rely, including through direct damage to assets and indirect impacts from supply chain disruption and market volatility. Additionally, transitioning to a low carbon economy may entail extensive policy, legal, technology, and market initiatives. Transition risks, including changes in consumer preferences and additional regulatory requirements or taxes, could increase our expenses and undermine our strategies. In addition, our reputation and client relationships may be damaged as a result of our practices related to climate change, including our involvement, or our clients' involvement, in certain industries or projects associated with causing or exacerbating climate change, as well as any decisions we make to continue to conduct or change our activities in response to considerations relating to climate change. As climate risk is interconnected with all key risk types, we have developed and continue to enhance processes to embed climate risk considerations into our risk management strategies such as market, credit and operational risks; however, because the timing and severity of climate change may not be predictable, our risk management strategies may not be effective in mitigating climate risk exposure.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

The Company provides cybersecurity services to the Bank. In the ordinary course of business, we rely on electronic communications and information systems to conduct our operations and to store sensitive data. Cybersecurity risk management is overseen both as a critical component of our overall risk management program and as a standalone program. As further described below, we have implemented a risk-based, cross-functional approach to identifying, preventing and mitigating cybersecurity threats and incidents, while also implementing controls and procedures that provide for the prompt escalation of certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by management in a timely manner. We also offset cyber risk through internal training and testing of our employees, among other processes, in accordance with our policies and procedures.

Risk Management and Strategy

We have developed policies and procedures to provide processes and guidelines for managing cybersecurity incidents with the goal of minimizing disruption, damage, protecting data, and helping recover from a cybersecurity incident as quickly as possible.

[Table of Contents](#)

In addition, in furtherance of our fiduciary responsibility to protect and account for information and information systems that are recognized as critical bank assets, we have established policies that require, among other things, that we perform an information security risk and vulnerability assessment at least annually, and implement corresponding risk management controls; implement a defense-in-depth security architecture, which may include firewalled network segmentation, malicious software protection, and data loss prevention; leverage data loss prevention technology to assist in preventing unauthorized disclosure of non-public information; and engage independent third parties to review, audit, and test the information security control structure and program to ensure processes and controls are functioning properly.

As part of our overall cybersecurity risk management process, employees receive annual training on incident preparedness, response, and recovery which we believe to be commensurate with their responsibilities. Employees are given directions on where to report actual or suspected incidents, both with respect to cybersecurity incidents as well as other risks, such as office closures, robbery, physical security, and employee or client injury. In addition to employees, individuals with a leadership role in the cybersecurity incident response processes are trained on their responsibilities annually, and the processes and those responsible for implementing them will be tested at least annually to assist in improving performance of the incident handlers and to identify issues with policies, procedures, and communication process.

To manage the information security processes related to relationships with third parties and contractors, we maintain a policy which requires all third parties and contractors to implement controls and abide by a non-disclosure agreement, and we regularly evaluate existing critical third-party service providers to ensure they continue to meet our minimum information security practices. Proposed relationships with new third-party service providers are evaluated to ensure the technology provided is in alignment with our standards and guidelines.

We have not experienced a significant compromise, significant data loss, or any material financial losses related to cybersecurity attacks, and no risks from cybersecurity threats that are known to us are believed to be reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. Risks and exposures related to cybersecurity attacks, however, are expected to remain high for the foreseeable future, due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of third-party service providers, internet banking, mobile banking, and other technology-based products and services.

Governance

While all employees, including members of our information technology ("IT") team, are required to report any known or suspected security event, pursuant to our policies and procedures, the following members of Company management and the Board of Directors are tasked specifically with the responsibilities described below:

- **Cybersecurity Incident Response Team ("CIRT")** – The CIRT was established to provide quick, effective, and orderly responses to serious successful cybersecurity related incidents such as system and application outages, virus infections, hacker attempts, system compromises, improper disclosure of confidential information, system service interruptions, breach of personal identifiable information, or other technology related events with serious security implications or business disruptions.

The CIRT consists of various IT groups with the knowledge and expertise needed to execute the technical aspect of the Company's cybersecurity policies and procedures, including our Chief Information Officer ("CIO") and Chief Information Security Officer ("CISO"). As further described below, these officers are responsible for facilitating communications with the Risk Committee.

When an incident is reported, the CIRT determines the scope, scale and severity of the event and determines if the event is an incident. When the CIRT has determined an incident has occurred, the team is responsible for responding to such incident in a timely, cost-effective manner and reporting findings as necessary and appropriate, including communicating to other key stakeholders for the duration of such incident. In general, the CIRT reports such findings to the CISO, the CISO reports the information to the Chief Risk Officer ("CRO"), and the CRO ultimately reports those findings to the Risk Committee.

- **Risk Committee** – The Risk Committee of our Board of Directors is responsible for overseeing our enterprise-wide risk management program and corporate risk function, including cyber risk. The Risk Committee assesses whether the risk-management programs are capable of managing our significant risks and monitors whether our most significant enterprise-wide risk exposures are in alignment with our appetite for risk.
- **Enterprise Risk Management Committee ("ERMC")** – The ERMC is a management committee of the Bank. The Risk Committee delegates oversight responsibility of the Company's cybersecurity programs to the ERMC. The ERMC presents summary reporting to the Risk Committee pertaining to the status of such programs.

Table of Contents

- **Chief Risk Officer ("CRO")** – Karlyn M. Knieriem has served as our Executive Vice President and CRO since 2022. As CRO, Ms. Knieriem is responsible for reporting serious incidents to external authorities pursuant to advice from internal or external legal counsel, unless otherwise delegated. Ms. Knieriem has over 25 years of experience in financial services across a variety of roles including finance, treasury, retail, credit, and risk management.
- **Chief Information Officer ("CIO")** – Lori Meyer has served as our CIO since June 30, 2023, after serving in several leadership roles in the Company, including Director of Enterprise Program Management, Director of IT Business Management, Director of IT Business Relations, and Business Process Improvement Lead. As CIO, Ms. Meyer is responsible for oversight of the Company's cybersecurity policies and informing the ERMC on current computer security readiness, information security standards, procedures, regulatory compliance, data security and privacy concerns, and the remediation plans annually, or as needed.
- **Chief Information Security Officer ("CISO")** – Dale Daugherty has served as our CISO since 2021. As CISO, Mr. Daugherty is responsible for establishing and monitoring the effectiveness of the Company's cybersecurity policies and reporting the status and a summary of cybersecurity incidents to the CRO, CIO, ERMC, and Risk Committee. In this role, Mr. Daugherty serves as an intermediary between the CRO and the CIRT. Since 2002, Mr. Daugherty has served in the roles of Information Security Officer, AVP – IT Audit Manager, and Director of IT Compliance, Risk, and Security for the Bank and holds the CISSP, CISA, GCIH, GCIA, and GSEC certifications.
- **Chief Human Resources Officer ("CHRO")** – Rachel B. Turitto has served as our CHRO since 2019. As CHRO, Ms. Turitto is responsible for appropriate administration of the Company's cybersecurity policies with respect to employee-related cybersecurity incidents. Ms. Turitto joined us with over 15 years of diverse experience across multiple human resource disciplines, including human resource information systems.

The Company believes its risk management strategy and governance programs related to cybersecurity matters are appropriate for a growing banking system of its size, but we continue to monitor them and improve upon them as warranted under our programs, policies, and procedures. Finally, we maintain customary cybersecurity insurance that we believe is appropriate for our industry and comparable to our peers.

Item 2. Properties

Our principal executive offices and one of our banking offices are anchor tenants in an 18-story commercial building located in Billings, Montana. The building is owned by a joint venture limited liability company in which FIB owns a 50.0% interest. We lease approximately 100,107 square feet of office space in the building. We also own a 66,112 square foot building that houses our operations center in Billings, Montana. As of December 31, 2022 December 31, 2023, we provided banking services at 307 304 locations in Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming, of which 72 74 properties are leased from independent third parties, one property was leased from a related entity, and 234 229 physical properties are owned by us. We believe each of our facilities is suitable and adequate to meet our current operational needs.

Item 3. Legal Proceedings

In the normal course of business, we may be named or threatened to be named as a defendant in various lawsuits. We record accruals for outstanding legal matters when it is believed to be probable that a loss will be incurred and the amount can be reasonably estimated. Management, following consultation with legal counsel, does not expect the ultimate disposition of any or a combination of any such ongoing or anticipated matters to have a material, adverse effect on our business, financial condition, or operating results.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

The Company's common stock is listed on the NASDAQ Stock Market under the symbol "FIBK." As of **December 31, 2022** **December 31, 2023**, we had **2,488** **1,761** record shareholders, including the Wealth Management division of FIB as trustee for **376,464** **306,734** shares of common stock held on behalf of **508** **447** individual participants in the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., or the Savings Plan.

[Table of Contents](#)

Dividends

It is our policy to pay a quarterly dividend to all common shareholders. On **January 25, 2023** **January 26, 2024**, the Company declared a quarterly cash dividend amount of \$0.47 per share of common stock. While we currently intend to continue paying quarterly dividends, the Board may change or eliminate the payment of future dividends.

Dividend Restrictions

For a description of restrictions on the payment of dividends, see Part I, Item 1, "Business — Government Regulation and Supervision — Dividends and Restrictions on Transfers of Funds," and Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Capital Resources and Liquidity Management" included herein.

Sales of Unregistered Securities

There were no sales of equity securities by us during the years ended **December 31, 2022** **December 31, 2023**, **2021, 2022**, or **2020 2021** that were not registered under the Securities Act of 1933.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information with respect to purchases made by or on behalf of us or any "affiliated purchasers" (as defined in Rule 10b-18(a)(3) under the Exchange Act), of our common stock during the three months ended **December 31, 2022** **December 31, 2023**.

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
October 2022	—	\$ —	—	—
November 2022	1,112	44.88	—	—
December 2022	—	—	—	—
Total	1,112	\$ 44.88	—	—

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
October 1, 2023 to October 31, 2023	103	\$ 23.31	—	—
November 1, 2023 to November 30, 2023	28	23.15	—	—
December 1, 2023 to December 31, 2023	1,000,138	32.14	—	—
Total	1,000,269	\$ 32.14	—	—

- (1) Stock repurchases were redemptions of vested restricted shares tendered in lieu of cash for payment of income tax withholding amounts by participants of the Company's 2015 Equity Compensation Plan. Plan and the repurchase of one million shares of common stock from the estate of a stockholder on December 14, 2023.

[Table of Contents](#)

Performance Graph

The performance graph below compares the cumulative total shareholder return on our common stock with the cumulative total return on equity securities of companies included in the NASDAQ Composite Index, KBW NASDAQ Bank Index, and the KBW NASDAQ Regional Banking Index, measured on the last trading day of each year shown. The NASDAQ Composite Index is a comparative broad market index comprised of all domestic and international common stocks listed on the NASDAQ Stock Market. The KBW NASDAQ Bank Index is designed to track the performance of the leading banks and thrifts that are publicly-traded in the U.S. and includes 24 banking stocks representing the large U.S. national money centers, regional banks and thrift institutions. The KBW NASDAQ Regional Banking Index seeks to reflect the performance of U.S. companies that do business as publicly traded regional banks or thrifts in the U.S.

This graph assumes a \$100 investment in our **Class A** common stock on **December 31, 2017** **December 31, 2018**, and reinvestment of dividends on the date of payment without commissions. The plot points on the graph were provided by S&P Global Market Intelligence. The performance graph represents past performance, which may not be indicative of the future performance of our common stock.

 1782[illegible]

Item 6. Reserved [Reserved]

Table of Contents

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

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**. We make statements in this section that are forward-looking statements within the meaning of the federal securities laws. All of such forward-looking statements are expressly qualified by reference to the cautionary statements provided under the caption “Cautionary Note Regarding Forward-Looking Statements” included on page 1 in Part I of this report. Furthermore, a number of known and unknown factors may cause our actual results, performance or achievements to differ materially from those expressed or implied by the following discussion. Therefore, you are encouraged to read in its entirety the information provided under the caption “Risk Factors” included under Item 1A in Part I of this report for a discussion of risk factors that may negatively impact our expected results, performance, or achievements discussed below.

Non-GAAP Financial Measures

In addition to financial measures presented in accordance with GAAP, this document contains GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding our results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found herein.

Fully-Taxable Equivalent Basis. Interest income, yields, and ratios on an FTE basis are considered non-GAAP financial measures. Management believes net interest income on an FTE basis provides an insightful picture of the interest margin for comparison purposes. The FTE basis also allows management to assess the comparability of revenue arising from

both taxable and tax-exempt sources. The FTE basis assumes a federal statutory tax rate of 21 percent. We encourage readers to consider the Consolidated Financial Statements and other financial information contained in this Form 10-K in their entirety, and not to rely on any single financial measure.

Executive Overview

We are a financial and bank holding company headquartered in Billings, Montana. As of December 31, 2022 December 31, 2023, we had consolidated assets of \$32.3 billion \$30.7 billion, deposits of \$25.1 billion \$23.3 billion, loans held for investment of \$18.1 billion \$18.3 billion, and total stockholders' equity of \$3.1 billion \$3.2 billion.

As of December 31, 2022 December 31, 2023, we had 307 304 banking offices in operation, including branches and detached drive-up facilities, in communities across Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming. Through our bank subsidiary, FIB, we deliver a comprehensive range of banking products and services—including online and mobile banking—to individuals, businesses, municipalities, governmental entities, and others throughout our market areas. Our clients participate in a wide variety of industries, including:



Our Business

Our principal business activity is lending to, accepting deposits from, and conducting financial transactions for individuals, businesses, municipalities, governmental entities, and other entities located in the communities we serve. We derive our income principally from interest charged on loans and, to a lesser extent, from interest and dividends earned on fixed income investments. We also derive income from non-interest sources such as: (i) fees received in connection with various lending and deposit services; (ii) wealth management services, such as trust, employee benefit, investment, and insurance services; (iii) mortgage loan originations, sales, and servicing; (iv) merchant and electronic banking services; and (v) from time-to-time, gains on sales of assets and securities.

Our principal expenses include: (i) interest expense on deposits deposit accounts and other borrowings; (ii) salaries and employee benefits; (iii) furniture, equipment, and occupancy expenses for maintaining our facilities; (iv) data processing and communication costs primarily associated with maintaining loan and deposit functions; (iv) furniture, equipment, and occupancy expenses for maintaining our facilities; (v) professional fees, including FDIC insurance assessments; (vi) income tax expense; (vii) provisions for credit losses; (viii) intangible amortization; (ix) other real estate owned expenses; and (x) other ancillary expenses including legal expenses, credit card rewards expense, fees associated with originating and closing loans, insurance, and other expenses necessary to support our employees and service our clients. From time to time, we also incur acquisition costs related to our strategic acquisitions.

[Table of Contents](#)

Our loan portfolio consists of a mix of real estate, consumer, commercial, agricultural, and other loans, including fixed and variable rate loans. Our real estate loans comprise commercial real estate, construction (including residential, commercial, and land development construction loans), residential, agricultural, and other real estate loans. Fluctuations in the loan portfolio are directly related to the economies of the communities we serve. While each loan we originate must meet minimum underwriting standards we establish through our credit policies, our bankers are granted limited discretion to approve and price loans within pre-approved limits which assures that we are responsive to community needs in each market area and remain competitive. We fund our loan portfolio primarily with the core deposits from our clients and cash flows off of the investment portfolio. We generally do not rely on brokered deposits to fund our loans and rely to a limited extent on wholesale funding sources. For additional information about our underwriting standards and loan approval process, see "Business—Lending Activities," included in Part I, Item 1 of this report.

[Table of Contents](#)

Recent Trends and Developments

Acquisitions

During the past few years, we have increased our community banking footprint across the Rocky Mountain and Pacific Northwest regions and have expanded into the Midwest and Southwest regions, in large part due to our acquisition activity. As part of our overall growth strategy, we will continue to evaluate bank acquisitions and other strategic opportunities in a strategic thoughtful manner in which that we believe will enhance our franchise and provide greater shareholder value.

We recently During 2022, we acquired Great Western Bancorp, Inc., the parent company of GWB, a Sioux Falls, South Dakota based community bank, for total consideration of \$1,723.3 million, consisting of the issuance of 46.9 million shares of the Company's Class A common stock valued at \$36.76 per share, which was the opening price of the Company's Class A common stock as quoted on the NASDAQ stock market on the acquisition date. share. The merger was completed on February 1, 2022 and the core systems were converted in May 2022, at which point GWB's operations were integrated with the Company's operations. The acquisition of GWB's 174 banking offices across Arizona, Colorado, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, and South Dakota expanded the Company's geographical footprint. The accompanying consolidated

statements of income for the period ended **December 31, 2022** **December 31, 2023**, include the results of operations of the acquired entity from the February 1, 2022 acquisition date.

Common Stock

On March 25, 2022, all outstanding shares of the Company's Class B common stock automatically converted into shares of the Company's Class A common stock on a one-for-one basis, pursuant to the terms of the Company's Third Amended and Restated Articles of Incorporation, as amended (the "Charter"). No additional shares of Class B common stock are permitted to be issued. On May 24, 2023, the Company's shareholders approved a conversion of the Company's state of incorporation from Montana to Delaware. At the effective time of the conversion, each outstanding share of the Company's Class A common stock became an outstanding share of common stock of the Company and each outstanding option, warrant or other right to acquire shares of the Company's previously designated Class A common stock became an outstanding option, warrant or other right to acquire shares of common stock of the Company. The former holders of Class A and Class B common stock now hold Class A common stock with the same voting powers, preferences, rights and qualifications, limitations and restrictions as the other holders of Class A common stock. All shares of the Company's outstanding capital stock are now composed solely of shares of Class A common stock and are entitled to one vote per share. The Company's Class A common stock will continue continues to trade on the NASDAQ Stock Market under the ticker symbol "FIBK."

Economic Conditions

During the first half of 2023, the banking industry experienced significant volatility with multiple high-profile bank failures leading to broader industry concerns related to funding and liquidity. Despite these developments, the Company's liquidity position and balance sheet remains strong, and the capital ratios continue to exceed all regulatory well-capitalized requirements as of December 31, 2023. Our deposit base is diversified, including by depositor, which includes individuals, businesses across multiple industries, municipalities, and other entities, as well as geographically, across our 14-state footprint. As of December 31, 2023, our FDIC insured deposits were 65.6% of total deposits, including accounts eligible for pass-through insurance.

Beginning in the third quarter of 2022, the Bank began borrowing from the FHLB to fund loan growth and provide excess liquidity for deposit outflows. Total deposits decreased \$1.8 billion at December 31, 2023 compared to December 31, 2022. As a result of the declines in deposits, and limited re-investment of portfolio cash flows, at December 31, 2023, other borrowed funds which are comprised of FHLB advances increased \$0.3 billion to \$2.6 billion at December 31, 2023, from \$2.3 billion at December 31, 2022 at an average rate of 5.32% and 3.72%, respectively.

As of February 23, 2024, the Bank had available borrowing capacity of \$3.8 billion with the FHLB and \$2.0 billion with the Federal Reserve Bank based on pledged investment securities and loan collateral.

[Table of Contents](#)

During the first quarter of 2023, the Federal Reserve Bank ("FRB") offered a new Bank Term Funding Program ("BTFP") for eligible depository institutions. The BTFP offers loans of up to one-year to institutions pledging collateral eligible for purchase by the FRB in open market operations such as U.S. Treasuries, U.S. Agency securities, and U.S. agency mortgage-backed securities. These assets will be valued at par for pledging purposes. In January 2024, the Company accessed borrowings through the BTFP which enabled the Company to pay off higher rate FHLB advances and support its current cash position.

U.S. inflation, as reported by the Bureau of Labor Statistics, has been volatile with data hit showing a multi-decade high in June 2022, climbing to 9.1%, going as reported by the Bureau of Labor Statistics, low as 3.0% in June 2023, and then decreased to 6.5% finishing at 3.4% in December 2022. The effect of inflation on the Company differs significantly from the effect on other industries. 2023. While our operating expenses are affected by general inflation, the asset and liability structure of the Company is largely consists of monetary items. Monetary items, such as cash, investments, loans, deposits and other borrowings, are those assets and liabilities which are or will be converted into a fixed number of dollars regardless of changes in prices. As a result, changes in interest rates have a more of an significant impact on a Company's financial institution's performance than does general inflation. However, inflation may have negative impacts on the Company's clients including on and their businesses and consumers and customers, impacting their ability or willingness to invest, save repay loans or spend. It may also impact their ability to repay loans, maintain deposits.

The Federal Reserve has stated its current objective is to return the rate of returning inflation to 2% and it has been aggressively acting to achieve this goal. In response to sustained inflationary pressures, the Federal Reserve increased short-term interest rates 450 525 basis points between March 16, 2022 and February 2, 2023 July 26, 2023. While there have been some signs that With the general inflation inflationary pressures are easing, the Federal Reserve has continued to raise slowed it's pace of raising interest rates into 2023 and is currently reducing its ownership in the second half of agency mortgage-backed securities and treasury securities. With these 2023. The recent interest rate increases have resulted in increased returns on our interest earning assets. The Company's yield on interest earning assets increased to 4.57% as of December 31, 2023 from 3.63% as of December 31, 2022, and 2.96% as of December 31, 2021.

However, as the short end (up to two years) of the yield curve on the U.S. Treasuries has increased. Net increased, interest income continued rates have had a more significant impact on the Company's cost of funds, primarily as a result of the shift of non-interest-bearing deposits into higher-cost interest-bearing and time deposit balances and higher levels of variable rate debt. The Company's cost of funds increased to rise into 1.46% at December 31, 2023, from 0.29% at December 31, 2022, and 0.10% at December 31, 2021. Overall, the end change in the mix and cost of 2022 funds has offset the changes in the mix and yield on earning assets, resulting in compression of the Company's FTE net interest margin, a non-GAAP measure, to 3.14% at December 31, 2023, from 3.36% at December 31, 2022, and expansion from 2.85% at December 31, 2021, as a result of higher levels and yields on earning assets more than offsetting higher levels and a more favorable asset mix. However, increases in costs of interest rates may have negative impacts on the Company's funding base, as the Company's deposits have recently declined, following industry-wide trends, and could potentially diminish our clients demand for and their ability to repay loans, bearing liabilities.

Gross While gross domestic product declined 2.2% for has expanded at or above 2.0% since the first and second quarters of 2022, increased 3.2% for the third quarter of 2022, and increased 2.9% in the fourth quarter of 2022. It is unclear whether the volatility of 2022 and 2023 in the economic performance of the U.S. economy in 2022 will result in lead to an economic slowdown, downturn, or recession in 2023 or after; any one whether its regular pattern of which growth will continue. Any economic slowdown, downturn, or recession could impact the Company. Such changes impact Company and one of its primary funding sources, by impacting the level of deposits held by our clients, and thus impact one of our primary lending sources, by causing whether through a higher volumes volume of withdrawals or through a lower volume of deposits by our clients, inflows to deposits.

The credit quality of the Company's loans may also be impacted **as if clients must** weather adverse economic conditions which could result in an increase in credit losses or other related expenses.

COVID-19

Management continues to monitor the impact of COVID-19 on the Company's financial results. Over the past year, the COVID-19 pandemic has affected our operations to a limited degree, although it has had varying degrees of disruptions and restrictions on our clients and to our clients' operations, staffing, and demand for certain products and services.

[Table of Contents](#)

Primary Factors Used in Evaluating Our Business

As a banking institution, we manage and evaluate our financial condition and our results of operations. We monitor and evaluate the levels and trends of the line items included in our balance sheet and statements of income, as well as various financial ratios that are commonly used in our industry. We analyze these ratios and financial trends against both our own historical levels as well as and the financial condition and performance of comparable banking institutions in our region and nationally.

Results of Operations

Principal tools we use to manage and evaluate the results of our operations include tracking performance through metrics such as return on average equity, return on average assets, efficiency ratio, non-interest expense as a percent of total average assets, earnings per share, total shareholder return, net interest income, non-interest income, non-interest expense, and net income.

Net interest income is affected by a number of factors such as the level of interest rates, **changes in interest rates, the speed of** changes in interest rates, and changes in the volume and composition of interest earning assets and interest-bearing liabilities. Changes in interest rate spread, which is the difference between interest earned on assets and interest paid on liabilities, has the most significant impact on net interest income. Other factors like volume of loans, investment securities, and other interest earning assets, compared to the volume of interest-bearing deposits, **short-term borrowings**, and other indebtedness, also cause changes in our net interest income between periods. Non-interest bearing sources of funds, such as demand deposits and stockholders' equity, help support earning assets.

[Table of Contents](#)

The impact of funding, including non-interest-bearing deposit sources, is captured in the net interest margin, which is calculated as net interest income divided by average earning assets. We evaluate our net interest income by assessing the yields on our loans and other earning assets, the costs of our deposits and other funding sources, and the levels of our net interest spread and net interest margin.

We seek to increase our non-interest income over time, and we evaluate our non-interest income relative to the trends of the individual types of non-interest income in view of changes in the regulatory environment and prevailing market conditions. We manage our non-interest expenses in consideration of growth opportunities and our community banking model that emphasizes client service and responsiveness. We evaluate our non-interest expense on factors that include our non-interest expense relative to our average assets, our efficiency ratio, and the trends of the individual categories of non-interest expense.

Finally, we seek to increase our net income and provide favorable shareholder returns over time, and we evaluate our net income relative to the performance of similar bank holding companies on factors that include return on average assets, return on average equity, total shareholder return, and growth in earnings.

Financial Condition

We manage and evaluate our financial condition by focusing on liquidity, the diversification and quality of our loans, the adequacy of our allowance for credit losses, the diversification and terms of our deposits, **short-term borrowings** and other funding sources, the re-pricing characteristics and maturities of our assets and liabilities, including potential interest rate exposure, and the adequacy of our capital levels. We seek to maintain sufficient levels of cash and investment securities to meet potential payment and funding obligations, and we evaluate our liquidity on factors that include the levels of cash and highly liquid assets relative to our liabilities, the quality and maturities of our investment securities, the ratio of loans held for investment to deposits, and any reliance on brokered certificates of deposit or other wholesale funding sources.

We seek to maintain a diverse and high-quality loan portfolio and evaluate our asset quality on factors that include the allocation of our loans among loan types, credit exposure to any single borrower or industry type, non-performing assets as a percentage of loans held for investment and OREO, and loan charge-offs as a percentage of average loans. We maintain our allowance for credit losses based on an estimate of expected credit losses in the loans held for investment portfolio over the life of the loan, including the incorporation of a **one-year two-year** forecast period at each balance sheet date, and we evaluate the level of our allowance for credit losses relative to our overall loan portfolio and the level of non-performing loans and potential charge-offs.

We seek to fund our assets primarily using core client deposits spread among various deposit categories, and we evaluate our deposit and funding mix on factors that include the allocation of our deposits among deposit types, the level of our non-interest-bearing deposits, the ratio of our core deposits (i.e. excluding time deposits above \$250,000) to our total deposits, and our reliance on brokered deposits or other wholesale funding sources, such as borrowings from other banks or agencies. We seek to manage the mix, maturities, and re-pricing characteristics of our assets and liabilities to **maintain relative stability mitigate the impact of our net interest rate margin in** a changing interest rate environment **on our net interest margin**, and we evaluate our asset-liability management using models to evaluate the changes to our net interest income under different interest rate scenarios.

[Table of Contents](#)

Finally, we seek to maintain adequate capital levels to absorb unforeseen operating losses and to help support the growth of our balance sheet. We evaluate our capital adequacy using the regulatory and financial capital ratios including [tangible common equity to tangible assets](#), leverage capital ratio, tier 1 common capital to total risk-weighted assets, tier 1 risk-based capital ratio, and total risk-based capital ratio.

Critical Accounting Estimates and Significant Accounting Policies

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles ("GAAP") in the United States and follow practices prescribed within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. The most significant accounting policies we follow are summarized in "Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies" included in Part IV, Item 15 of this report.

Our critical accounting estimates are summarized below. Management considers an accounting estimate to be critical if: (1) the accounting estimate requires management to make particularly difficult, subjective, and/or complex judgments about matters that are inherently uncertain, and (2) changes in the estimate that are reasonably likely to occur from period to period, or the use of different estimates that management could have reasonably used in the current period, would have a material impact on our consolidated financial statements, results of operations, or liquidity.

[Table of Contents](#)

Allowance for Credit Losses

The allowance for credit losses is a valuation account that creates an allowance for credit losses expected over the life of loans at each balance sheet date, which is deducted from the loans' amortized cost basis to present the net amount expected to be collected on the loans. Increases in the allowance are recorded through net income as a provision for credit loss expense. Decreases in the allowance are recorded through net income as a reversal of provision for credit loss expense. Loans are charged-off against the allowance when management confirms the uncollectibility of a loan balance. Expected recoveries recorded in the valuation account do not exceed the aggregate of loan amounts previously [charged-off and loans expected to be](#) charged-off. The allowance for credit losses represents management's estimate of expected credit losses in the loans held for investment portfolio over the life of the loan, including the incorporation of a [two-year forecast period with one-year forecast reversion](#) period for economic conditions.

We perform a quarterly assessment of the risks inherent in our loan portfolio, as well as a detailed review of each significant loan we have assessed to have weaknesses that does not share common risk characteristics with other loans. Based on this analysis, we record a provision for credit losses in order to maintain the allowance for credit losses at appropriate levels. In determining the allowance for credit losses, management estimates the allowance balance using relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts.

Historical credit loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for differences in current loan-specific risk characteristics such as differences in underwriting standards, portfolio mix, delinquency level, or term as well as for changes in environmental and economic conditions, such as changes in unemployment rates, property values, or other relevant factors. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist.

For loans acquired in a business combination with no significant evidence of credit deterioration since origination, the Company estimates an allowance for credit losses of the loans determined using the same methodology as other loans held for investment.

The allowance for credit losses is maintained at an amount we believe to be sufficient to provide for estimated losses expected over the life of the loans at each balance sheet date resulting from management's assessment of the quantitative and qualitative factors utilized to determine the allowance for credit losses. Management monitors [qualitative and quantitative](#) trends in the loan portfolio, including changes in the levels of past due, internally classified, and non-performing loans. Changes in the estimates and assumptions are possible and may have a material impact on our allowance, and as a result, on our consolidated financial statements or results of operations.

See "Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies" for a description of the methodology used to determine the allowance for credit losses and our policy pertaining to acquired loans. See "Notes to Consolidated Financial Statements—Loans" for a discussion on the factors driving changes in the amount of the allowance for credit losses. See also Part I, Item 1A, "Risk Factors—Credit Risks."

[Table of Contents](#)

Goodwill

The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates it is likely impairment has occurred. Goodwill impairment is determined by comparing the fair value of a reporting unit to its carrying amount. In any given year, the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is in excess of its carrying value. If it is not more likely than not that the fair value of the reporting unit is in excess of the carrying value, or if the Company elects to bypass the qualitative assessment, a quantitative impairment test is performed. In performing a quantitative test for impairment, the fair value of net assets is estimated based on analyses of the Company's market value, discounted cash flows, and peer values. The determination of goodwill impairment is sensitive to market-based economics and other key assumptions used in determining or allocating fair value. Variability in the market and changes in assumptions or subjective measurements used to estimate fair value are reasonably possible and may have a material impact on our consolidated financial statements or results of operations.

Our annual goodwill impairment test is performed each year as of July 1. The Company performed its [2022 2023](#) annual goodwill impairment qualitative assessment [as of July 1, 2023 and performed a quantitative assessment as of October 31, 2023](#) and determined the Company's goodwill was not considered impaired.

For additional information regarding goodwill, see "Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies," included in Part IV, Item 15 of this report and "Risk Factors—Operational Risks," included in Part I, Item 1A of this report.

Fair Values of Loans Acquired in Business Combinations

Loans acquired in business combinations are initially recorded at fair value as adjusted for credit risk and an allowance for credit losses at the date of acquisition. For loans with no significant evidence of credit deterioration since origination, the difference between the fair value and the unpaid principal balance of the loan at the acquisition date is amortized into interest income using the effective interest method over the remaining period to contractual maturity.

Loans acquired with evidence of deterioration in credit quality since origination, or PCD loans, are accounted for in accordance with ASC Topic 326-20 "Financial instruments - credit losses." Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows initially expected to be collected on the loans and then discounting those cash flows at an appropriate market rate of interest. An allowance for credit losses is recognized by estimating the expected credit losses of the purchased asset and recording an adjustment to the acquisition date fair value to establish the initial amortized cost basis of the asset. Differences between the established fair value, or amortized cost basis, and the unpaid principal balance of the asset is considered to be a non-credit discount/premium and is accreted/amortized into interest income using the interest method accounted for in accordance with ASC 310-10. Subsequent changes to the allowance for credit losses are recorded through provision for credit loss expense using the same methodology as other loans held for investment.

For additional information regarding acquired loans, see "Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies," "Notes to Consolidated Financial Statements—Acquisitions," and "Notes to Consolidated Financial Statements—Loans Held for Investment," included in Part IV, Item 15 of this report.

Results of Operations

The following discussion and analysis is intended to provide detail about the results of operations by comparing the years ended December 31, 2022 December 31, 2023 to December 31, 2021 December 31, 2022. A similar discussion and analysis that compares the fiscal year 2021 2022 to the fiscal year ended December 31, 2020 December 31, 2021, may be found in Part II, Item 7, "Results of Operations" of our Form 10-K for the fiscal year ended December 31, 2021 December 31, 2022, which is incorporated herein by reference.

Net Income

Net income increased \$10.1 million \$55.3 million, or 5.3% 27.3%, to \$257.5 million, or \$2.48 per diluted share, in 2023, compared to \$202.2 million, or \$1.96 per diluted share, in 2022, 2022. There were no acquisition related expenses in 2023 compared to \$192.1 million, or \$3.11 per diluted share, in 2021. This included \$118.9 million of acquisition related expenses incurred in 2022 related to the 2022 acquisition of GWB compared to \$11.6 million of acquisition related expenses incurred in 2021, GWB. The after-tax impact of acquisition related expenses on earnings per share was \$0.90 and \$0.15 in 2022 and 2021, respectively. 2022.

Performance Ratios								
As of or for the year ended	As of or for the year ended							
December 31,	December 31,	2022	2021	2020	As of or for the year ended December 31,	2023	2022	2021
Return on average assets	Return on average assets	0.65 %	1.02 %	1.00 %	Return on average assets	0.83 %	0.65 %	1.02 %
Return on average common stockholders' equity	Return on average common stockholders' equity	6.34	9.73	8.12				
Efficiency ratio (1)	Efficiency ratio (1)	67.83	61.94	57.61				
Common stock dividend payout ratio (2)	Common stock dividend payout ratio (2)	86.73	52.56	79.05				

(1) Our efficiency ratio definition conforms with the FDIC definition for all periods presented as non-interest expense less amortization of intangible assets divided by net interest income plus non-interest income.

(2) Common stock dividend payout ratio represents dividends per common share divided by basic earnings per common share.

Net Interest Income

Net interest income, the largest source of our operating income, is derived from interest, dividends, and fees received on interest earning assets, less interest expense incurred on interest bearing liabilities. Interest earning assets primarily include loans and investment securities. Interest bearing liabilities include deposits, short-term borrowings, and various other forms of indebtedness. Net interest income is affected by the level of interest rates, changes in interest rates, volume the speed of loans, changes to interest rates, and changes in the volume and composition of interest earning assets and interest-bearing liabilities.

Changes in interest rate spread, which is the difference between interest earned on assets and interest paid on liabilities, has the most significant impact on net interest income. Other factors like volume of loans, investment securities, and other interest earning assets compared to the volume of interest-bearing deposits, short-term borrowings, and other indebtedness also cause changes in our net interest income between periods. Non-interest-bearing sources of funds, such as demand deposits and stockholders' equity, help to support earning assets.

[Table of Contents](#)

Net interest income increased \$453.4 million to \$942.6 million decreased \$63.8 million during 2022, 2023, as compared to \$489.2 million the same period in 2021. On 2022, primarily due to a fully taxable equivalent (FTE) basis, net decrease in interest income increased \$459.3 million during 2022. The accretion related to the fair valuation of acquired loans and an increase is in interest expense as a result of the impact cost of higher levels of earning assets largely related to the GWB acquisition and higher market yields on earning assets following the Federal Fund rate increases during 2022. Also contributing to the increase in net interest-bearing liabilities.

Net interest income during 2022, as compared to 2021, was included interest accretion related to the fair value of acquired loans of \$50.4 million \$20.4 million during 2022 2023 as compared to \$9.1 million \$50.4 million in 2021, 2022, of which \$21.8 million \$2.5 million was the result of early loan payoffs during 2022, 2023, as compared to \$5.0 million \$21.8 million in 2021, 2022. There were no material recoveries of previously charged-off loan interest in 2022 2023 or 2021. Partially offsetting these increases in net interest income were decreased levels of interest income earned as the Payroll Protection Program ("PPP") loans were forgiven, and increased interest expense on other borrowed funds, and higher cost of funds on interest-bearing deposit balances. 2022.

The Company's Our net interest margin ratio increased 51 decreased 21 basis points to 3.36% 3.12% during 2022, 2023, as compared to 2.85% 3.33% in 2021, 2022. Our net FTE interest margin ratio, a non-GAAP financial measure, decreased 22 basis points to 3.14% during 2023, as compared to 3.36% in 2022. Exclusive of the impact of interest accretion related to on acquired loans acquired through acquisition and the impact of recoveries of charged-off interest, our 2022 2023 net FTE interest margin ratio increased 38 decreased 11 basis points over our similarly calculated net interest margin ratio in 2021, as a result of a shift in the mix of earning assets toward investment securities and loans and increases in yields on earning assets, partially offset by higher costs associated with interest bearing liabilities.

[Table of Contents](#)

2022.

The following table presents, for the periods indicated, condensed average balance sheet information using daily average balances, together with interest income and yields earned on average interest earning assets and interest expense and rates paid on average interest-bearing liabilities.

Average Balance Sheets, Yields, and Rates										
	Year Ended December 31,									
	2022			2021			2020			
	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate	
(Dollars in millions)										
<i>Interest earning assets:</i>										
Loans (1) (2)	\$ 16,802.2	\$ 797.2	4.74 %	\$ 9,788.9	\$ 431.2	4.40 %	\$ 9,825.0	\$ 454.7	4.63 %	
Investment securities (2)	9,973.4	218.9	2.19	5,423.3	73.9	1.36	3,303.5	66.8	2.02	
Investment in FHLB and FRB Stock	116.6	4.8	4.12	53.4	1.0	1.87	53.4	0.8	1.50	
Interest bearing deposits in banks	1,432.8	8.7	0.61	1,946.7	2.6	0.13	1,255.2	4.1	0.33	
Federal funds sold	0.5	—	—	0.1	—	—	0.1	—	—	
Total interest earnings assets	28,325.5	1,029.6	3.63	17,212.4	508.7	2.96	14,437.2	526.4	3.65	
Non-earning assets	2,804.2			1,631.8			1,672.1			
Total assets	\$ 31,129.7			\$ 18,844.2			\$ 16,109.3			
<i>Interest-bearing liabilities:</i>										
Demand deposits	\$ 7,549.8	\$ 15.7	0.21 %	\$ 4,459.6	\$ 1.8	0.04 %	\$ 3,631.1	\$ 2.2	0.06 %	
Savings deposits	8,732.7	24.5	0.28	4,770.8	1.5	0.03	3,968.7	2.4	0.06	
Time deposits	1,577.0	8.1	0.51	1,009.3	4.8	0.48	1,225.2	13.5	1.10	
Repurchase agreements	1,114.5	2.5	0.22	1,025.2	0.4	0.04	765.8	0.9	0.12	
Other borrowed funds	411.1	15.3	3.72	—	—	—	—	—	—	
Long-term debt	122.2	6.0	4.91	112.4	6.0	5.34	76.1	4.6	6.04	
Subordinated debentures held by subsidiary trusts	156.6	6.8	4.34	87.0	2.8	3.22	86.9	3.0	3.45	

Total interest-bearing liabilities	19,663.9	78.9	0.40	11,464.3	17.3	0.15	9,753.8	26.6	0.27
Non-interest-bearing deposits	7,911.6			5,227.9			4,158.8		
Other non-interest-bearing liabilities	364.7			177.9			211.5		
Stockholders' equity	3,189.5			1,974.1			1,985.2		
Total liabilities and stockholders' equity	\$ 31,129.7			\$ 18,844.2			\$ 16,109.3		
Net FTE interest income	\$ 950.7			\$ 491.4			\$ 499.8		
Less FTE adjustments (2)	(8.1)			(2.2)			(2.0)		
Net interest income from consolidated statements of income	\$ 942.6			\$ 489.2			\$ 497.8		
Interest rate spread			3.23 %			2.81 %			3.38 %
Net FTE interest margin (3)			3.36			2.85			3.46
Cost of funds, including non-interest-bearing demand deposits (4)			0.29			0.10			0.19

(1) Average loan balances include mortgage loans held for sale and non-accrual loans. Interest income on loans includes amortization [Table of deferred loan fees net of deferred loan costs of \\$7.5 million, \\$40.6 million, and \\$32.5 million during 2022, 2021, and 2020, respectively](#), [Contents](#)

(2) Management believes fully taxable equivalent, or FTE, interest income is useful to investors in evaluating the Company's performance as a comparison of the returns between a tax-free investment and a taxable alternative. The Company adjusts interest income and average rates for tax exempt loans and securities to a FTE basis utilizing a 26.25%, 21.00%, and 21.00% tax rate for 2022, 2021, and 2020, respectively.

(3) Net FTE interest margin during the period equals (i) the difference between interest income on interest earning assets and the interest expense on interest bearing liabilities, divided by (ii) average interest earning assets for the period.

(4) Calculated by dividing total interest on interest-bearing liabilities by the sum of total interest-bearing liabilities plus non-interest-bearing deposits.

Average Balance Sheets, Yields, and Rates

	Year Ended December 31,								
	2023			2022			2021		
	Average Balance	Average Interest ⁽²⁾	Average Rate	Average Balance	Average Interest ⁽²⁾	Average Rate	Average Balance	Average Interest ⁽²⁾	Average Rate
<i>(Dollars in millions)</i>									
<i>Interest earning assets:</i>									
Loans ⁽¹⁾	\$ 18,299.6	\$ 986.0	5.39 %	\$ 16,802.2	\$ 797.2	4.74 %	\$ 9,788.9	\$ 431.2	4.40 %
Investment securities									
Taxable	9,173.1	269.1	2.93	9,729.8	213.9	2.20	5,180.5	68.6	1.32
Tax-exempt	199.7	3.9	1.95	243.6	5.0	2.05	242.8	5.3	2.18
Investment in FHLB and FRB stock	207.5	12.4	5.98	116.6	4.8	4.12	53.4	1.0	1.87
Interest-bearing deposits in banks	303.0	15.7	5.18	1,432.8	8.7	0.61	1,946.7	2.6	0.13
Federal funds sold	0.5	—	—	0.5	—	—	0.1	—	—
Total interest-earning assets	28,183.4	1,287.1	4.57	28,325.5	1,029.6	3.63	17,212.4	508.7	2.96
Non-interest-earning assets	2,951.1			2,804.2			1,631.8		
Total assets	\$ 31,134.5			\$ 31,129.7			\$ 18,844.2		
<i>Interest-bearing liabilities:</i>									
Demand deposits	\$ 6,553.3	\$ 47.2	0.72 %	\$ 7,549.8	\$ 15.7	0.21 %	\$ 4,459.6	\$ 1.8	0.04 %
Savings deposits	7,989.3	122.2	1.53	8,732.7	24.5	0.28	4,770.8	1.5	0.03
Time deposits	2,676.3	73.2	2.74	1,577.0	8.1	0.51	1,009.3	4.8	0.48
Repurchase agreements	940.4	6.4	0.68	1,114.5	2.5	0.22	1,025.2	0.4	0.04
Other borrowed funds	2,514.6	133.8	5.32	411.1	15.3	3.72	—	—	—
Long-term debt	120.8	5.8	4.80	122.2	6.0	4.91	112.4	6.0	5.34
Subordinated debentures held by subsidiary trusts	163.1	12.7	7.79	156.6	6.8	4.34	87.0	2.8	3.22
Total interest-bearing liabilities	20,957.8	401.3	1.91	19,663.9	78.9	0.40	11,464.3	17.3	0.15
Non-interest-bearing deposits	6,549.9			7,911.6			5,227.9		
Other non-interest-bearing liabilities	475.9			364.7			177.9		
Stockholders' equity	3,150.9			3,189.5			1,974.1		

Total liabilities and stockholders' equity	\$	31,134.5	\$	31,129.7	\$	18,844.2
Net FTE interest income (non-GAAP) ⁽³⁾	\$	885.8	\$	950.7	\$	491.4
Less FTE adjustments ⁽²⁾		(7.0)		(8.1)		(2.2)
Net interest income from consolidated statements of income	\$	878.8	\$	942.6	\$	489.2
Interest rate spread		2.66 %		3.23 %		2.81 %
Net interest margin		3.12		3.33		2.84
Net FTE interest margin (non-GAAP) ⁽³⁾		3.14		3.36		2.85
Cost of funds, including non-interest-bearing demand deposits ⁽⁴⁾		1.46		0.29		0.10
⁽¹⁾ Average loan balances include mortgage loans held for sale and non-accrual loans. Interest income on loans includes amortization of deferred loan fees net of deferred loan costs of \$1.3 million, \$7.5 million, and \$40.6 million during 2023, 2022, and 2021, respectively.						
⁽²⁾ Management believes fully taxable equivalent, or FTE, interest income is useful to investors in evaluating the Company's performance as a comparison of the returns between a tax-free investment and a taxable alternative. The Company adjusts interest income and average rates for tax exempt loans and securities to a FTE basis utilizing a 21.00%, 26.25%, and 21.00% tax rate for 2023, 2022, and 2021, respectively.						
⁽³⁾ Non-GAAP financial measure - see Non-GAAP Financial Measures included herein for a reconciliation to GAAP measures.						
⁽⁴⁾ Calculated by <i>dividing</i> total interest on interest-bearing liabilities <i>by</i> the sum of total interest-bearing liabilities plus non-interest-bearing deposits.						

[Table of Contents](#)
[Contents](#)
[is](#)

The table below sets forth, for the periods indicated, a summary of the changes in interest income and interest expense resulting from estimated changes in average asset and liability balances (volume) and estimated changes in average interest rates (rate). Changes which are not due solely to volume or rate have been allocated to these categories based on the respective percent changes in average volume and average rate as they compare to each other.

Analysis of Interest Changes Due To Volume and Rates	Analysis of Interest Changes Due To Volume and Rates																			
	Year Ended December 31, 2022 compared with December 31, 2021						Year Ended December 31, 2021 compared with December 31, 2020						Year Ended December 31, 2020 compared with December 31, 2019							
	Year Ended December 31, 2023 compared with December 31, 2022						Year Ended December 31, 2023 compared with December 31, 2022						Year Ended December 31, 2023 compared with December 31, 2022							
	Year Ended December 31, 2023 compared with December 31, 2022						Year Ended December 31, 2023 compared with December 31, 2022						Year Ended December 31, 2023 compared with December 31, 2022							
		Year Ended December 31, 2022 compared with December 31, 2021												Year Ended December 31, 2022 compared with December 31, 2021			Year Ended December 31, 2021 compared with December 31, 2020			
(Dollars in millions)	(Dollars in millions)	Volume	Rate	Net	Volume	Rate	Net	Volume	Rate	Net	(Dollars in millions)	Volume	Rate	Net	Volume	Rate	Net	Volume	Rate	Net
Interest earning assets:	Interest earning assets:										Interest earning assets:									
Loans (1)	Loans (1)	\$308.6	\$57.4	\$366.0	\$ (1.7)	\$(21.8)	\$(23.5)	\$ 50.3	\$(67.8)	\$(17.5)										
Investment Securities (1)	Investment Securities (1)	61.9	83.1	145.0	42.8	(35.7)	7.1	13.8	(12.0)	1.8										
Investment in FHLB and FRB Stock	Investment in FHLB and FRB Stock	1.2	2.6	3.8	—	0.2	0.2	0.1	(0.5)	(0.4)										

Interest bearing deposits in banks	Interest bearing deposits in banks	(0.7)	6.8	6.1	2.3	(3.8)	(1.5)	9.2	(23.9)	(14.7)
Total change	Total change	371.0	149.9	520.9	43.4	(61.1)	(17.7)	73.4	(104.2)	(30.8)
Total change										
Total change										
Interest bearing liabilities:	Interest bearing liabilities:									
Demand deposits										
Demand deposits										
Demand deposits	Demand deposits	1.2	12.7	13.9	0.5	(0.9)	(0.4)	1.7	(8.1)	(6.4)
Savings deposits	Savings deposits	1.2	21.8	23.0	0.5	(1.4)	(0.9)	2.7	(18.7)	(16.0)
Time deposits	Time deposits	2.7	0.6	3.3	(2.4)	(6.3)	(8.7)	(3.8)	(5.0)	(8.8)
Repurchase agreements	Repurchase agreements	—	2.1	2.1	0.3	(0.8)	(0.5)	0.5	(3.5)	(3.0)
Other borrowed funds	Other borrowed funds	—	15.3	15.3	—	—	—	—	—	—
Long-term debt	Long-term debt	0.5	(0.5)	—	2.2	(0.8)	1.4	5.2	(1.9)	3.3
Subordinated debentures held by subsidiary trusts	Subordinated debentures held by subsidiary trusts	2.2	1.8	4.0	—	(0.2)	(0.2)	—	(1.5)	(1.5)
Total change	Total change	7.8	53.8	61.6	1.1	(10.4)	(9.3)	6.3	(38.7)	(32.4)
Increase in FTE net interest income (1)	Increase in FTE net interest income (1)	\$363.2	\$96.1	\$459.3	\$ 42.3	\$(50.7)	\$ (8.4)	\$ 67.1	\$(65.5)	\$ 1.6

(1) Interest income and average rates for tax exempt loans and securities are presented on a FTE basis.

Non-GAAP Reconciliation

The table below provides a reconciliation of the GAAP measure of net interest margin to the non-GAAP measure of net FTE interest margin.

(In millions, except % and per share data)		For the Year Ended		
		Dec 31, 2023	Dec 31, 2022	Dec 31, 2021
Net interest income	(A)	\$ 878.8	\$ 942.6	\$ 489.2
FTE interest income		7.0	8.1	2.2
Net FTE interest income	(B)	885.8	950.7	491.4
Average interest-earning assets	(C)	\$ 28,183.4	\$ 28,325.5	\$ 17,212.4
Net interest margin (GAAP)	(A) / (C)	3.12	3.33	2.84
Net interest margin (FTE) (Non-GAAP)	(B) / (C)	3.14	3.36	2.85

Provision for (reduction of) Credit Losses

Fluctuations in the provision for credit losses reflect management's estimate of possible credit losses based upon the composition of our loan portfolio, evaluation of the borrowers' ability to repay, collateral value underlying loans, loan loss trends, and estimated effects of current and forecasted economic conditions on our loans held for investment and investment securities portfolios.

During 2022, 2023, the Company recorded a provision for credit losses of \$82.7 million \$32.2 million, as compared to a \$14.6 million reversal of \$82.7 million provision for credit losses in 2021, 2022. The provision during 2022 2023 includes \$68.4 million a provision for credit losses of \$31.1 million related to loans held for investment, provision for credit losses of which \$59.5 million was related to acquired non-PCD loans related to the acquisition of GWB, \$12.4 million \$2.2 million related to unfunded commitments, and \$1.9 million a reduction of credit losses of \$1.1 million related to held-to-maturity securities. The allowance for credit losses is updated quarterly based on the current loan and investment securities portfolios, asset quality metrics, and a review of the current economic outlook. The provision for credit losses is reflective of net charge-offs of \$23.5 million, or 0.13% of average loans outstanding, for 2023, compared to \$30.1 million, or 0.18% of average loans outstanding for 2022, compared to \$7.3 million, or 0.07% in 2022.

[Table of average loans outstanding in 2021](#). [Contents](#)

For information regarding our non-performing loans, see “Non-Performing Assets” included herein. For information regarding our allowance for credit losses, see “Financial Condition—Allowance for Credit Losses” included herein.

[Table of Contents](#)

Non-interest Income

Our principal sources of non-interest Non-interest income primarily include also contributes to our operating results with fee-based revenues such as payment services, mortgage banking and wealth management revenues, service charges on deposit accounts, and other service charges, commissions, and fees. The following table presents the composition of our non-interest income as of the dates indicated:

Non-interest Income	Non-interest Income	Year Ended December			\$ Change		% Change	
		31,						
					2022	2021	2022 vs	2021 vs
(Dollars in millions)	(Dollars in millions)	2022	2021	2020	2021	2020	2021 vs	2020
(Dollars in millions)								
(Dollars in millions)								
Payment services revenues								
Payment services revenues								
Payment services revenues	Payment services revenues	\$ 74.1	\$ 45.1	\$ 41.1	\$29.0	\$ 4.0	64.3 %	9.7 %
Mortgage banking revenues	Mortgage banking revenues	18.7	40.8	47.3	(22.1)	(6.5)	(54.2)	(13.7)
Mortgage banking revenues								
Mortgage banking revenues								
Wealth management revenues								
Wealth management revenues								
Wealth management revenues	Wealth management revenues	34.3	26.3	23.8	8.0	2.5	30.4	10.5
Service charges on deposit accounts	Service charges on deposit accounts	24.6	16.5	17.6	8.1	(1.1)	49.1	(6.3)
Service charges on deposit accounts								
Service charges on deposit accounts								
Other service charges, commissions, and fees								
Other service charges, commissions, and fees								
Other service charges, commissions, and fees	Other service charges, commissions, and fees	15.5	7.9	12.1	7.6	(4.2)	96.2	(34.7)
Investment securities (losses)	Investment securities (losses)							
gains, net	gains, net	(24.4)	1.1	0.3	(25.5)	0.8	NM	266.7

Other income*	20.4	11.8	13.7	8.6	(1.9)	72.9	(13.9)	
Investment securities (losses) gains, net								
Investment securities (losses) gains, net								
Other income								
Other income								
Other income								
Total non-interest income	Total non-interest income	\$163.2	\$149.5	\$155.9	\$13.7	\$(6.4)	9.2	(4.1)

* Certain reclassifications, none of which were material, have been made to conform 2020 and 2021 amounts to the 2022 presentation.

Total non-interest income	
Total non-interest income	

Non-interest income increased \$13.7 million, or 9.2%, to \$163.2 million decreased \$16.2 million in 2022, 2023 as compared to \$149.5 million the same period in 2021, 2022. Significant components of these fluctuations are discussed below.

Payment services revenues consist of interchange revenue that merchants pay for processing electronic payment transactions, associated fees earned from the issuance of business credit cards, consumer credit cards, and debit cards, and ATM service fees. Payment services revenues increased \$29.0 million, or 64.3%, to \$74.1 million in 2022, as compared to \$45.1 million for the same period in 2021, mainly as result of increased volume associated with the acquisition of GWB.

Mortgage banking revenues include origination and processing fees on residential real estate loans held for sale, gains on residential real estate loans sold to third parties, income earned from the servicing of mortgages originated by the Company which are held by third parties, and any impairments to or subsequent recovery of the Company's mortgage servicing rights valuation. Mortgage banking revenues decreased \$22.1 million, or 54.2%, to \$18.7 million \$10.3 million in 2022, 2023 as compared to \$40.8 million the same period in 2021, 2022, primarily as a result of the decline in both home loan production volume as a result of rising interest rates, along with tighter gain-on-sale spreads compared to 2021, 2022. The realized revenue during 2023 was also not impacted by a \$3.4 million recovery of a previous impairment of our mortgage servicing rights during 2022 as compared with a \$6.9 million \$3.4 million recovery in 2021, 2022.

Wealth management revenues are principally comprised of fees earned for management of trust assets and investment services. Wealth management revenues increased \$8.0 million in 2022, or 30.4%, to \$34.3 million, as compared to \$26.3 million in 2021, primarily due to increased volume associated with the acquisition of GWB, which were partially offset by the decline in market values impacting assets under management, which is the basis on which we assess fees. The Company had \$7.5 billion of assets under management at December 31, 2022 compared to \$5.9 billion at December 31, 2021.

Service charge fees are primarily driven by service and overdraft charges on deposit accounts. These service charges increased \$8.1 million, or 49.1%, to \$24.6 million in 2022, as compared to \$16.5 million in 2021. The increase in 2022 is primarily due to increased volume as a result of the acquisition of GWB, partially offset by the Company's decision to discontinue assessing non-sufficient fund charges and reducing overdraft fees mid-year, and the decision to increase the earnings credit rate on business deposits late in the year.

Other service charges, commissions, and fees primarily include fees earned on certain derivative interest rate contracts, insurance commissions, and safe deposit boxes. Other service charges, commissions, and fees increased \$7.6 million, or 96.2%, to \$15.5 million decreased \$6.0 million in 2022, 2023 as compared to \$7.9 million to the same period in 2021, 2022, primarily due to increased volume as a result decrease of the acquisition of GWB and increased \$4.5 million in swap fee revenues earned on derivative interest rate swap contracts offered to clients.

Investment securities gains (losses), net includes realized gains and losses associated with the sales of investment securities. Investment securities gain (losses), net decreased \$25.5 million to a loss of \$24.4 million as compared to a gain of \$1.1 million during 2021. The decrease was primarily due to a loss of \$46.3 million incurred on the sale of \$500 million in U.S. treasury notes previously swapped, partially offset by the recognition of the remaining deferred swap termination gain of \$22.1 million. Notional proceeds from the transactions were reinvested back into the securities portfolio at higher yields, with the incremental interest income recovering the net realized loss in approximately 2.5 years.

[Table of Contents](#)

Other income primarily includes company-owned life insurance revenues, check printing income, agency stock dividends, and gains on sales of miscellaneous assets. Other income increased \$8.6 million, or 72.9%, to \$20.4 million in 2022, as compared to \$11.8 million for the same period in 2021, primarily due to an increase in the cash surrender value of life insurance of \$4.9 million, a \$1.7 million recovery in the credit valuation discount on derivatives acquired in the GWB acquisition, and a \$1.4 million gain on the disposition of the GWB acquired subordinated debt.

Non-interest Expense

Non-interest expense increased \$360.5 million, or 88.9%, to \$766.0 million decreased \$109.2 million in 2022, 2023 as compared to \$405.5 million the same period in 2021, 2022. The increase decrease was mainly primarily a result of the \$118.9 million of decrease in acquisition expenses related to the GWB acquisition incurred during 2022, in addition to lower incentive compensation accruals, partially offset by increased operating expenses related to the GWB acquisition, and higher incentive and donation expenses in 2023 as a result of Company performance, a full year of combined operations, post-GWB acquisition and a special FDIC insurance assessment of \$10.5 million. Expenses related to

acquisitions include legal fees, consulting fees, investment banking fees, conversion and contract termination costs, and retention and severance compensation costs. Other significant components of non-interest expense are discussed below. For additional information regarding acquisitions, see "Note 2 – Acquisition" in the accompanying "Notes to Consolidated Financial Statements" included in this report.

[Table of Contents](#)

The following table presents the composition of our non-interest expense as of the dates indicated:

Non-interest Expense	Non-interest Expense	Year Ended December 31,			\$ Change		% Change	
Non-interest Expense	Non-interest Expense							
Non-interest Expense	Non-interest Expense							
(Dollars in millions)	(Dollars in millions)							
(Dollars in millions)	(Dollars in millions)							
(Dollars in millions)	(Dollars in millions)	2022	2021	2020	2022 vs 2021	2021 vs 2020	2022 vs 2021	2021 vs 2020
Salaries and wages	Salaries and wages	\$ 282.1	\$ 164.9	\$ 173.7	\$ 117.2	\$ (8.8)	71.1 %	(5.1) %
Salaries and wages	Salaries and wages							
Salaries and wages	Salaries and wages							
Employee benefits	Employee benefits							
Employee benefits	Employee benefits							
Employee benefits	Employee benefits	77.5	55.8	49.4	21.7	6.4	38.9	13.0
Outsourced technology services	Outsourced technology services	54.3	32.8	32.8	21.5	—	65.5	—
Outsourced technology services	Outsourced technology services							
Outsourced technology services	Outsourced technology services							
Occupancy, net	Occupancy, net							
Occupancy, net	Occupancy, net							
Occupancy, net	Occupancy, net	44.0	28.7	28.5	15.3	0.2	53.3	0.7
Furniture and equipment	Furniture and equipment	23.4	17.6	15.5	5.8	2.1	33.0	13.5
Furniture and equipment	Furniture and equipment							
Furniture and equipment	Furniture and equipment							
OREO expense, net of income	OREO expense, net of income							
OREO expense, net of income	OREO expense, net of income							
OREO expense, net of income	OREO expense, net of income	2.3	(0.2)	(0.5)	2.5	0.3	NM	(60.0)
Professional fees	Professional fees	19.1	12.1	10.9	7.0	1.2	57.9	11.0
Professional fees	Professional fees							
Professional fees	Professional fees							
FDIC insurance premiums	FDIC insurance premiums							
FDIC insurance premiums	FDIC insurance premiums							
FDIC insurance premiums	FDIC insurance premiums	14.0	6.6	5.9	7.4	0.7	112.1	11.9
Other intangibles amortization	Other intangibles amortization	15.9	9.9	10.9	6.0	(1.0)	60.6	(9.2)
Other intangibles amortization	Other intangibles amortization							

Other intangibles amortization								
Other expenses								
Other expenses								
Other expenses	Other expenses	114.5	65.7	60.4	48.8	5.3	74.3	8.8
Acquisition related expenses	Acquisition related expenses	118.9	11.6	—	107.3	11.6	NM	—
Acquisition related expenses								
Acquisition related expenses								
Total non-interest expense								
Total non-interest expense								
Total non-interest expense	Total non-interest expense	\$ 766.0	\$ 405.5	\$ 387.5	\$ 360.5	\$ 18.0	88.9	4.6

Salaries and wages expense increased \$117.2 million, or 71.1%, to \$282.1 million primarily consist of salaries, severance, commissions, overtime, bonus accrual, and temporary employee expenses. Salaries and wages expense decreased \$19.0 million in 2022, 2023 as compared to \$164.9 million the same period in 2021, 2022, primarily as a result of the additional employee-related expenses resulting from the acquisition lower short-term incentives of GWB, a fuel stipend provided to lower wage earners for six months, an increase of minimum wage to \$17, and higher incentive accruals, \$31.0 million, which were partially offset by lower commission expenses, higher salaries and wages of \$11.9 million as a result of the full year of combined operations, post-GWB acquisition and higher severance costs.

Employee benefits expense increased \$21.7 million, or 38.9%, to \$77.5 million in 2022, as compared to \$55.8 million in 2021, primarily due to higher benefit costs related to the additional employees resulting from the GWB acquisition.

Outsourced technology services primarily includes include technology services related to the core system platform, software as a service, products, automated teller machines, technology equipment and software maintenance. Outsourced technology services expense increased \$21.5 million, or 65.5%, to \$54.3 million \$4.7 million in 2022, 2023 as compared to \$32.8 million the same period in 2021, 2022, primarily due to inflationary impacts to technology contracts and costs associated with higher transaction volumes associated with from a full year of expenses resulting from the GWB acquisition.

Occupancy, net expense include building expenses such as lease, depreciation, rent, maintenance and repairs, property taxes, snow removal, utility and janitorial, and insurance. Occupancy, net expense increased \$4.0 million in 2023 as compared to the same period in 2022, primarily due to increased expenses resulting from the GWB acquisition.

The increases in net occupancy expense, furniture FDIC insures deposits at FDIC-insured financial institutions and equipment, professional fees, charges insured financial institutions premiums to maintain the DIF at a specific level. FDIC insurance premiums and other intangibles amortization during 2022, increased \$17.5 million in 2023 as compared to 2021 are the same period in 2022, primarily due attributable to additional operating expenses, maintenance and repairs, and depreciation from the additional banking offices added incremental two basis point assessment fee imposed by the FDIC which began in the GWB acquisition, along first quarter of 2023 and the special assessment of \$10.5 million to cover the losses incurred by the DIF in response to 2023 bank failures. Under the special assessment, the Bank was assessed 13.4 basis points annually on an assessment base equal to its estimated uninsured deposits, after excluding the first \$5 billion of uninsured deposits. The special assessment will be collected on a quarterly basis for eight quarters beginning with higher amortization, legal and consulting costs related the first quarter of 2024, although the FDIC retained the flexibility to extend the special assessment period as well as impose a one-time shortfall assessment to collect any remaining amount to fully recover the losses to the GWB acquisition. DIF.

Other expenses primarily include advertising and public relations costs; office supply, postage, freight, telephone, and travel expenses; donations expense; debit and credit card expenses; board of director fees; legal expenses; and other operational losses. Other expenses increased \$48.8 million, or 74.3%, to \$114.5 million \$7.0 million in 2022, 2023 as compared to \$65.7 million the same period in 2021, 2022. The increase in other expenses are mainly attributable to the GWB acquisition. Donations expense is calculated based on net income before tax, resulting an increase in our credit card rewards accrual as a year-over-year increase. result of higher engagement by our clients in our improved rewards program and swap servicing.

Acquisition related expenses primarily include legal and professional fees; technology, conversion, and contract termination costs; employee severance and retention payments; and travel expenses. Acquisition There were no acquisition related expenses incurred during 2023, compared to \$118.9 million of \$118.9 million were acquisition related expenses incurred during 2022, related to the 2022 acquisition of GWB, compared to \$11.6 million of acquisition related expenses incurred during 2021. GWB. For additional information regarding our GWB acquisition, see "Recent Trends and Developments" included herein and "Notes to Consolidated Financial Statements—Acquisitions," included in Part IV, Item 15 of this report.

[Table of Contents](#)

Income Tax Expense

Our effective federal tax rate was 18.4% for the year ended December 31, 2023 compared to 16.1% for the year ended December 31, 2022 compared to 17.4% for the year ended December 31, 2021. Fluctuations in effective federal income tax rates are primarily due to an increase in pre-tax income, a decrease in net tax exempt interest income, realized from the loan portfolio acquired a decrease in tax credits, and an increase in the GWB acquisition and non-deductible portion of FDIC premium expense, which was partially offset by an increase in the cash surrender value of company owned life insurance, which was partially offset by an increase and a decrease in non-deductible acquisition costs and an increase in the non-deductible portion of FDIC premium expense related to the Company's increase in total assets related to the GWB acquisition. costs.

State income tax applies primarily to pretax earnings generated within Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, and South Dakota. Our effective state tax rate was 5.1% for the year ended December 31, 2023 compared to 5.2% for the year ended December 31, 2022 compared to 5.1% for the

year ended December 31, 2021.

Financial Condition

The financial condition discussion below is based upon our Consolidated Balance Sheet in Part IV, Item 15 of this Report. A similar discussion and analysis comparing fiscal year 2021 2022 to fiscal year ended December 31, 2020 December 31, 2021 may be found in Part II, Item 7, "Financial Condition" in our Annual Report on Form 10-K for the year ended December 31, 2021 December 31, 2022, which is incorporated herein by reference.

Total Assets

Total assets increased \$12,615.9 million decreased \$1,616.6 million, or 64.1% 5.0%, to \$30,671.2 million as of December 31, 2023, from \$32,287.8 million as of December 31, 2022, from \$19,671.9 million as of December 31, 2021, primarily due to \$13,351.8 million of assets acquired declines in the acquisition of GWB. deposits and securities sold under repurchase agreements, partially offset by an increase in other borrowed funds. Significant fluctuations in balance sheet accounts are discussed below.

Investment Securities

We manage our investment portfolio to obtain the highest yield possible while meeting our risk tolerance and liquidity guidelines and satisfying the pledging requirements for deposits of state and political subdivisions and securities sold under repurchase agreements. Our portfolio principally comprises U.S. treasuries, treasury notes, U.S. government agency, residential and U.S. government agency commercial mortgage-backed securities, and U.S. government residential mortgage-backed securities, collateralized mortgage obligations, U.S. government agency, corporate securities, and tax-exempt securities. Debt securities rated in the highest category by nationally recognized rating agencies and held-to-maturity debt securities backed by the U.S. Government and government sponsored agencies, both on a direct and indirect basis, represented approximately 94.4% 94.8% of the investment portfolio portfolio's HTM segment at December 31, 2022 December 31, 2023. All other held-to-maturity debt securities rated below AAA, not backed by the U.S. Government or government sponsored agencies, or which are not rated represented approximately 5.6% 5.2% of total HTM debt securities at December 31, 2022 December 31, 2023. Federal funds sold and interest-bearing deposits in the Bank are additional investments that are classified as cash equivalents rather than as investment securities. Investment securities classified as available-for-sale are recorded at fair value, while investment securities classified as held-to-maturity are recorded at amortized cost. Unrealized gains or losses, net of the deferred tax effect, on available-for-sale securities are reported as increases or decreases in accumulated other comprehensive income or loss, a component of stockholders' equity.

Investment securities increased \$3,889.8 million decreased \$1,348.5 million, or 59.8% 13.0%, to \$9,049.4 million as of December 31, 2023, from \$10,397.9 million as of December 31, 2022, from \$6,508.1 million as of December 31, 2021. The increase decrease was primarily due to \$2,699.0 million the result of securities acquired in the GWB acquisition and the redeployment disposition of cash and cash equivalents into the \$853.0 million of investment securities portfolio. In conjunction with the acquisition of GWB, the Company transferred debt securities categorized as held-to-maturity with an estimated fair value of \$10.9 million to the available-for-sale category classification and transferred debt securities categorized as available-for-sale with an estimated fair value of \$463.6 million to the held-to-maturity classification during the first quarter of 2022.

In 2022, 2023, with proceeds primarily used to reduce short-term borrowings, and normal amortization of the Company terminated portfolio, partially offset by increases in fair market values and purchases of \$134.7 million during the \$500.0 million, two-year forward starting, three-year pay-fixed interest rate swap, resulting in a \$23.3 million gain. The gain associated with the \$500.0 million interest rate swap was to be accreted into income through May 2026. However, the U.S. Treasury securities associated with the swap were sold on September 1, 2022 for a loss of \$46.3 million. As such, the derivative gain was accreted through August 2022 and then in September 2022 the remaining derivative gain of \$22.1 million was recognized as income in investment securities gains (losses), for a net loss of \$24.2 million. The Company also terminated the \$200.0 million, three-year forward starting, four-year pay fixed interest rate swap, resulting in a \$8.5 million gain that will be accreted into income through July 2028. period.

See Notes "Investment Securities" and "Derivatives and Hedging Activities" included in Part IV, Item 15 of this report for additional details.

As of December 31, 2022 December 31, 2023, the estimated duration of our investment portfolio was 3.7 3.5 years, as compared to 3.6 3.7 years as of December 31, 2021 December 31, 2022. The weighted average yield on investment securities increased 83 72 basis points to 2.91% in 2023, from 2.19% in 2022, from 1.36% in 2021.

Table of Contents

2022.

As of December 31, 2022 December 31, 2023, investment securities with amortized costs and fair values of \$4,998.9 million \$3,858.6 million and \$4,432.0 million \$3,462.2 million, respectively, were pledged to secure public deposits and securities sold under repurchase agreements, as compared to \$2,617.8 million \$4,998.9 million and \$2,610.8 million \$4,432.0 million, respectively, as of December 31, 2021 December 31, 2022. For additional information concerning securities sold under repurchase agreements, see "— Securities Sold Under Repurchase Agreements" included herein.

Table of Contents

Mortgage-backed securities and, to a limited extent other securities, have uncertain cash flow characteristics that present additional interest rate risk in the form of prepayment or extension risk primarily caused by changes in market interest rates. This additional risk is generally rewarded in the form of higher yields. Maturities of mortgage-backed securities presented below are included in maturity categories based on their stated maturity date. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. As of December 31, 2022 December 31, 2023, the carrying value of our investments in non-agency mortgage-backed securities totaled \$264.9 million \$241.3 million. All other mortgage-backed securities included in the table below were issued by U.S. government agencies entities and corporations, sponsored entities. As of December 31, 2022 December 31, 2023, there were no significant concentrations of investments (greater than 10% of stockholders' equity) in any individual security issuer, except for U.S. government or agency-backed securities.

Approximately 77.9% 74.2% and 82.7% 77.9% of our tax-exempt securities were general obligation securities as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively, of which 38.0% 31.1% and 72.8% 38.0%, respectively, were issued by political subdivisions or agencies within the states of we operate, including Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming.

As of **December 31, 2022** **December 31, 2023**, we had investment securities with fair values aggregating **\$2,620.8 million** **\$8,284.5 million** that had been in a continuous loss position more than 12 months. Gross unrealized losses on these securities totaled **\$495.9 million** **\$803.4 million** as of **December 31, 2022** **December 31, 2023**, and were attributable to changes in interest rates. **No impairment or** **At December 31, 2023 and December 31, 2022, the Company had no allowance for credit losses** **were recorded during 2022, 2021, or 2020 on available-for-sale securities and an allowance for available-for-sale securities.** credit losses on held-to maturity securities classified as corporate and municipal securities of **\$0.8 million and \$1.9 million, respectively.**

The following table sets forth the carrying value as of **December 31, 2022** **December 31, 2023** and **2021, 2022**, and the percentage of total investment securities and weighted average yields on investment securities as of **December 31, 2022** **December 31, 2023**. Weighted-average yields have been computed on a fully taxable-equivalent basis using a tax rate of 21%.

[Table of Contents](#)

2021						2022					
December 31, 2022						December 31, 2022					
December 31, 2023						December 31, 2023					
Securities Maturities and Yield (Dollars in millions)	Securities Maturities and Yield (Dollars in millions)	Carrying Value	Carrying Value	% of Total Investment Securities	Weighted Average FTE Yield	Securities Maturities and Yield (Dollars in millions)	Carrying Value	Carrying Value	% of Total Investment Securities	Weighted Average FTE Yield	Weighted Average FTE Yield
U.S. Treasuries						U.S. Treasury securities					
Maturing within one year						Maturing within one year					
Maturing in one to five years						Maturing in one to five years					
Maturing in five to ten years						Maturing in five to ten years					
Mark-to-market adjustments on securities available-for-sale						Mark-to-market adjustments on securities available-for-sale					
Total						Total					
U.S. government agency securities						U.S. government agency securities					
Maturing within one year						Maturing within one year					
Maturing in one to five years						Maturing in one to five years					
Maturing in five to ten years						Maturing in five to ten years					
Maturing after ten years						Maturing after ten years					

Mark-to-market adjustments on securities available-for-sale	Mark-to-market adjustments on securities available-for-sale	(9.1)	(17.3)	(0.17)	NA	Mark-to-market adjustments on securities available-for-sale	(17.3)	(10.9)	(10.9)	(0.12)	(0.12)	NA	NA
Total	Total	346.9	550.6	5.29	2.23								
Mortgage-backed securities	Mortgage-backed securities					Mortgage-backed securities							
Maturing within one year	Maturing within one year	33.0	24.4	0.24	2.39								
Maturing in one to five years	Maturing in one to five years	97.6	908.1	8.74	2.74								
Maturing in five to ten years	Maturing in five to ten years	947.5	1,312.6	12.62	2.04								
Maturing after ten years	Maturing after ten years	2,732.6	5,149.4	49.52	2.19								
Mark-to-market adjustments on securities available-for-sale	Mark-to-market adjustments on securities available-for-sale	(10.2)	(462.7)	(4.45)	NA	Mark-to-market adjustments on securities available-for-sale	(462.7)	(366.4)	(366.4)	(4.05)	(4.05)	NA	NA
Total	Total	3,800.5	6,931.8	66.67	2.23								
Collateralized loan obligation securities													
Maturing in five to ten years													
Collateralized loan obligations													
Maturing in five to ten years													
Maturing in five to ten years	Maturing in five to ten years	111.0	204.0	1.96	5.86								
Maturing after ten years	Maturing after ten years	787.2	941.2	9.05	5.38								
Mark-to-market adjustments on securities available-for-sale	Mark-to-market adjustments on securities available-for-sale	1.2	(33.6)	(0.32)	NA	Mark-to-market adjustments on securities available-for-sale	(33.6)	(2.2)	(2.2)	(0.02)	(0.02)	NA	NA
Total	Total	899.4	1,111.6	10.69	5.47								
Tax exempt securities													

Municipal securities		Municipal securities												
Maturing within one year	Maturing within one year	11.2	10.5	0.10	2.76									
Maturing in one to five years	Maturing in one to five years	40.4	56.5	0.54	3.17									
Maturing in five to ten years	Maturing in five to ten years	79.0	116.0	1.12	1.79									
Maturing after ten years	Maturing after ten years	371.7	312.4	3.00	1.97									
Mark-to-market adjustments on securities available-for-sale	Mark-to-market adjustments on securities available-for-sale	(7.2)	(50.7)	(0.49)	NA	Mark-to-market adjustments on securities available-for-sale	(50.7)	(36.9)		(36.9)	(0.41)	(0.41)	NA	NA
Total	Total	495.1	444.7	4.27	2.08									
Corporate securities	Corporate securities													
Maturing within one year	Maturing within one year	20.0	15.8	0.15	2.52									
Maturing within one year														
Maturing within one year														
Maturing in one to five years	Maturing in one to five years	74.3	87.2	0.84	2.34									
Maturing in five to ten years	Maturing in five to ten years	187.8	249.4	2.40	3.06									
Mark-to-market adjustments on securities available-for-sale														
Mark-to-market adjustments on securities available-for-sale														
Mark-to-market adjustments on securities available-for-sale	Mark-to-market adjustments on securities available-for-sale	(0.6)	(32.6)	(0.31)	NA	(32.6)	(25.2)		(25.2)	(0.28)	(0.28)	NA	NA	
Total	Total	281.5	319.8	3.08	2.86									
Total	Total	\$6,508.1	\$10,397.9	100.00 %	2.19 %									
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														
Total														

Maturities of the 2022 2023 securities noted above reflect \$1,443.3 million \$1,603.3 million of investment securities at their final maturities, which have call provisions within the next year. Based on current market interest rates, management expects approximately \$12.9 million \$1.0 million of these securities will be called in 2023, 2024. For additional information concerning investment securities, see "Notes to Consolidated Financial Statements — Investment Securities" included in Part IV, Item 15.

Federal Reserve Bank (FRB) and Federal Home Loan Bank (FHLB) stock Stock

The Bank is a member of the FHLB of Minneapolis and the FRB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. As of **December 31, 2022** **December 31, 2023** and **December 31, 2021** **December 31, 2022**, the Company held **\$198.6 million** **\$223.2 million** and **\$53.8 million** **\$198.6 million**, respectively, in equity securities in a combination of FRB and FHLB stocks, which are restricted nonmarketable securities acquired to meet regulatory requirements. These securities are carried at cost.

[Table of Contents](#)[Contents](#) is

Loans Held for Sale

Loans held for sale consist of residential mortgage loans pending sale to investors in the secondary market and loans reclassified from loans held for investment due to management's intent and decision to sell the loans. Loans held for sale **increased \$49.8 million decreased \$32.5 million, or 165.4% 40.7%, to \$47.4 million as of December 31, 2023, compared to \$79.9 million as of December 31, 2022, compared to \$30.1 million as of December 31, 2021,** primarily due to **\$217.0 million the transfer of certain \$29.6 million of agricultural loans to loans held for investment, the transfer of a \$6.4 million construction real estate loan to OREO, the repayment or pay-off of \$15.5 million of loans, and a decrease in mortgage loan activity. The decrease was partially offset by the transfer of a \$27.3 million commercial loans transferred real estate loan from loans held for investment to loans held for sale as a result of the GWB acquisition and a transfer of a commercial construction loan from loans held for investment during 2022, which was partially offset by resolutions of \$142.3 million of loans acquired from GWB and a decrease in mortgage loan activity, 2023.**

Loans Held for Investment, Net of Deferred Fees and Costs

The following table presents the composition of our loan portfolio as of the dates indicated:

Loans Outstanding
(Dollars in millions)

	As of December 31,											As of December 31,		
	2022	Percent	2021	Percent	2020	Percent	2019	Percent	2018	Percent				
Real estate:	Real estate:													
Real estate:														
Real estate:														
Commercial														
Commercial														
Commercial	Commercial	\$ 8,528.6	47.1 %	\$3,971.5	42.5 %	\$3,743.2	38.1 %	\$3,487.8	39.2 %	\$3,247.5	38.3 %			
Construction	Construction	1,944.4	10.8	1,007.8	10.8	1,039.4	10.6	977.7	10.8	838.7	9.9			
Construction														
Construction														
Residential														
Residential														
Residential	Residential	2,188.3	12.1	1,538.2	16.5	1,396.3	14.2	1,246.1	14.0	1,284.3	15.2			
Agricultural	Agricultural	794.9	4.4	213.9	2.3	220.6	2.2	226.6	2.5	217.4	2.6			
Consumer		1,058.5	5.8	931.7	10.0	1,025.9	10.4	1,045.2	11.7	1,070.2	12.6			
Agricultural														
Agricultural														
Total real estate														
Total real estate														
Total real estate														
Consumer:														
Consumer:														
Consumer:														
Indirect														
Indirect														
Indirect														
Direct														
Direct														
Direct														
Credit card														
Credit card														
Credit card														

Total consumer											
Total consumer											
Total consumer											
Commercial											
Commercial											
Commercial	Commercial	2,882.6	15.9	1,475.5	15.8	2,153.9	22.0	1,673.7	18.7	1,560.3	18.4
Agricultural	Agricultural	708.3	3.9	203.9	2.1	247.6	2.5	279.1	3.1	254.8	3.0
Other		9.2	—	1.5	—	1.6	—	—	—	1.6	—
Agricultural											
Agricultural											
Other, including overdrafts											
Other, including overdrafts											
Other, including overdrafts											
Loans held for investment	Loans held for investment	18,114.8	100.0 %	9,344.0	100.0 %	9,828.5	100.0 %	8,936.2	100.0 %	8,474.8	100.0 %
Deferred loan and fees and costs		(15.6)		(12.3)		(21.0)		(5.5)		(4.4)	
Loans held for investment											
Loans held for investment											
Deferred loan fees and costs											
Deferred loan fees and costs											
Deferred loan fees and costs											
Loans held for investment, net of deferred fees and costs	Loans held for investment, net of deferred fees and costs	18,099.2		9,331.7		9,807.5		8,930.7		8,470.4	
Less allowance for credit losses*		220.1		122.3		144.3		73.0		73.0	
Loans held for investment, net of allowance		\$17,879.1		\$9,209.4		\$9,663.2		\$8,857.7		\$8,397.4	
Allowance to loans held for investment			1.22 %		1.31 %		1.47 %		0.82 %		0.86 %
Loans held for investment, net of deferred fees and costs											
Loans held for investment, net of deferred fees and costs											
Allowance for credit losses											
Allowance for credit losses											
Allowance for credit losses											
Net loans held for investment											
Net loans held for investment											
Net loans held for investment											
Allowance for credit losses to loans held for investment											
Allowance for credit losses to loans held for investment											
Allowance for credit losses to loans held for investment											

*Allowance for credit losses on loans (ACLL) for the 2022, 2021, and 2020 periods; Allowance for loan losses (ALLL) for the 2019 and prior periods.

Loans held for investment, net of deferred fees and costs, increased \$8,767.5 million \$180.4 million, or 94.0% 1.0%, to \$18,279.6 million as of December 31, 2023, as compared to \$18,099.2 million as of December 31, 2022, as compared to \$9,331.7 million as of December 31, 2021, primarily due to \$7,705.0 million of loans acquired that were classified as

held for investment in the GWB acquisition. Loans held for investment included PPP loans, net of deferred fees, of \$5.0 million and \$96.3 million as of December 31, 2022 and December 31, 2021, respectively. Excluding the impact of GWB acquired loans and PPP loans, loans held for investment as of December 31, 2022, increased \$1,153.8 million from December 31, 2021, primarily driven by increases in real estate and consumer loans, partially offset by a decrease in agricultural loans.

[Table of Contents](#)

The following table presents the composition and comparison of loans held for investment, including the February 1, 2022 loans acquired from GWB:

	December 31, 2022	December 31, 2021	\$ Change	% Change	GWB Acquired Loans as of February 1, 2022
Real estate loans:					
Commercial	\$ 8,528.6	\$ 3,971.5	\$ 4,557.1	114.7 %	\$ 3,968.8
Construction loans:					
Land acquisition & development	386.2	247.8	138.4	55.9	116.4
Residential	516.2	262.0	254.2	97.0	122.1
Commercial	1,042.0	498.0	544.0	109.2	245.1
Total construction loans	1,944.4	1,007.8	936.6	92.9	483.6
Residential	2,188.3	1,538.2	650.1	42.3	495.0
Agricultural	794.9	213.9	581.0	271.6	631.8
Total real estate loans	13,456.2	6,731.4	6,724.8	99.9	5,579.2
Consumer loans:					
Indirect	829.7	737.6	92.1	12.5	13.5
Direct and advance lines	152.9	129.2	23.7	18.3	17.0
Credit card	75.9	64.9	11.0	16.9	11.9
Total consumer loans	1,058.5	931.7	126.8	13.6	42.4
Commercial	2,882.6	1,475.5	1,407.1	95.4	1,503.3
Agricultural	708.3	203.9	504.4	247.4	580.1
Other, including overdrafts	9.2	1.5	7.7	513.3	—
Deferred loan fees and costs	(15.6)	(12.3)	(3.3)	26.8	—
Loans held for investment, net of deferred loan fees and costs	\$ 18,099.2	\$ 9,331.7	\$ 8,767.5	94.0 %	\$ 7,705.0

Real Estate Loans. We provide interim construction and permanent financing for both single-family and multi-unit properties, medium-term loans for commercial, agricultural and industrial property and/or buildings and equity lines of credit secured by real estate.

Commercial real estate loans. Commercial real estate loans include loans for property and improvements used commercially by the borrower or for lease to others for the production of goods or services. Approximately 37.0% 34.4% and 41.7% 37.0% of our commercial real estate loans were owner occupied as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

Construction loans. Construction loans are primarily to commercial builders for residential lot development and the construction of single-family residences and commercial real estate properties. Construction loans are generally underwritten pursuant to pre-approved permanent financing. As of December 31, 2022 December 31, 2023, our construction loan portfolio was divided among the following categories: approximately \$516.2 million \$343.6 million, or 26.5% 18.8%, residential construction; approximately \$1,042.0 million \$1,147.9 million, or 53.6% 62.9%, commercial construction; and approximately \$386.2 million \$335.0 million, or 19.9% 18.3%, land acquisition and development.

Residential real estate loans. Residential real estate loans are typically secured by first liens on the financed property. Included in residential real estate loans were home equity loans and lines of credit of \$548.9 million \$541.8 million, or 24.1%, and \$394.6 million \$548.9 million, or 25.1%, as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

[Table of Contents](#)

Agricultural real estate loans. Agricultural real estate loans are secured by farmland or ranchland consisting of short, intermediate, and long-term structures to experienced agriculturalists who have demonstrated management capabilities, established production and historical financial performance.

Consumer Loans. Our consumer loans include direct personal loans; credit card loans and lines of credit; and indirect loans created when we purchase consumer loan contracts advanced for the purchase of automobiles, boats, and other consumer goods from the consumer product dealer network within the market areas we serve. Personal loans and indirect dealer loans are generally secured by automobiles, recreational vehicles, boats, and other types of personal property and are made on an installment basis. Credit cards are

offered to clients in our market areas. Lines of credit are generally floating rate loans that are unsecured or secured by personal property. Approximately 78.4% 77.3% and 79.2% 78.4% of our consumer loans as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively, were indirect consumer loans.

[Table of Contents](#)

Commercial Loans. We provide a mix of variable and fixed rate commercial loans. The loans are typically made to small and medium-sized manufacturing, wholesale, retail, and service businesses for working capital needs and business expansions. Commercial loans generally include lines of credit, business credit cards, and loans with maturities of five years or less and outstanding balances tend to be cyclical in nature. The loans are generally made with business operations as the primary source of repayment and are typically collateralized by inventory, accounts receivable, equipment, and/or personal guarantees. Commercial loans increased \$1,407.1 million, or 95.4%, to \$2,882.6 million as of December 31, 2022, from \$1,475.5 million as of December 31, 2021, primarily as a result of loans acquired from GWB, partially offset by PPP forgiveness. Commercial loans included \$5.0 million of PPP loans as of December 31, 2022 compared to \$100.0 million as of December 31, 2021.

Agricultural Loans. Our agricultural loans generally consist of short- and medium-term loans and lines of credit that are primarily used for crops, livestock, equipment, and general operations. Agricultural loans are ordinarily secured by assets such as livestock or equipment and are repaid from the operations of the farm or ranch. Agricultural loans generally have maturities of five years or less, with operating lines for one production season.

The following table presents the contractual maturity distribution and interest rates of our loan portfolio as of December 31, 2022 December 31, 2023. The amounts provided below do not reflect scheduled repayment or prepayment assumptions related to the loan portfolio. The within one year category includes loans overdrafts and loans with no stated maturity.

Maturities and Interest Rate Sensitivities

(Dollars in millions)	(Dollars in millions)	Contractual Maturity Range					Maturing After One Year		(Dollars in millions)	Contractual Maturity Range	Maturing After One Year
		One Year	Five				Fixed	Floating/Variable			
		Within	Five	Years to	After		Interest	Interest Rate			
		One Year	Years	Years	Years	Total	Rate	Interest Rate			
		Within	One Year	Five	Years to	After	Fixed	Floating/Variable			
		One Year	Years	Years	Years	Total	Rate	Interest Rate			
Real estate	Real estate	\$1,157.2	\$4,383.4	\$5,896.7	\$2,018.9	\$13,456.2	\$7,184.9	\$5,114.1			
Consumer	Consumer	106.7	423.4	459.6	68.8	1,058.5	937.6	14.2			
Commercial	Commercial	841.8	1,140.8	774.3	125.7	2,882.6	1,310.3	730.6			
Agricultural	Agricultural	497.6	160.2	44.2	6.3	708.3	187.1	23.6			
Other	Other	9.2	—	—	—	9.2	—	—			
Loans held for investment	Loans held for investment	\$2,612.5	\$6,107.8	\$7,174.8	\$2,219.7	\$18,114.8	\$9,619.9	\$5,882.5			

Non-Performing Assets

Non-performing assets include non-accrual loans, loans contractually past due by 90 days or more and still accruing interest, and OREO.

Non-accrual loans. We generally place loans on non-accrual status when they become 90 days past due unless they are well secured and in the process of collection. When a loan is placed on non-accrual status, any interest previously accrued but not collected is reversed from income. Non-accrual loans increased \$34.3 million \$47.2 million, to \$106.4 million, as of December 31, 2023, from \$59.2 million, as of December 31, 2022, from \$24.9 million as of December 31, 2021, primarily as due to a result of the \$28.7 million agricultural loan transferred loans acquired from GWB, held for sale to loans held for investment and a construction real estate and commercial real estate loan. Accruing loans past due 90 days or more increased \$3.6 million decreased \$1.5 million, or 128.6%, primarily 23.4% driven by a decrease in all loan types except for agricultural loans as a result of the transfer of a loan from loans acquired from GWB, held for sale to loans held for investment. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and when, in the opinion of management, the loans are estimated to be fully collectible as to both principal and interest.

[Table of Contents](#)

Other Real Estate Owned (OREO). OREO consists of real property acquired through foreclosure on the collateral underlying defaulted loans. We initially record OREO at fair value less estimated selling costs. Any excess of loan carrying value over the fair value of the real estate acquired is recorded as a charge against the allowance for credit losses. Estimated losses that result from the ongoing periodic valuation of these properties are charged to earnings in the period in which they are identified. The fair values of OREO

properties are estimated using appraisals and management estimates of current market conditions. OREO properties are appraised every 18-24 months unless deterioration in local market conditions indicates the need to obtain new appraisals sooner.

OREO properties are evaluated by management quarterly to determine if additional write-downs are appropriate or necessary based on current market conditions. Quarterly evaluations include a review of the most recent appraisal of the property and reviews of recent appraisals and comparable sales data for similar properties in the same or adjacent market areas. Commercial and agricultural OREO properties are listed with unrelated third party professional real estate agents or brokers local to the areas where the marketed properties are located. Residential properties are typically listed with local realtors, after any redemption period has expired. We rely on these local real estate agents and/or brokers to list the properties on the local multiple listing system, to provide marketing materials and advertisements for the properties, and to conduct open houses.

OREO increased to **\$16.5 million as of December 31, 2023**, from \$12.7 million as of December 31, 2022, **from \$2.0 million as of December 31, 2021**, primarily attributable to **\$15.8 million the transfer of other real estate owned acquired in the GWB acquisition**, a \$5.8 million loan held for sale to OREO, partially offset by dispositions. As of **December 31, 2022** **December 31, 2023**, **95.3%** **60.7%** of our OREO balance was related to **an agricultural real estate property**, **38.5%** **was related to commercial** properties, and **4.7%** **0.8%** was related to a **commercial construction** property.

[Table of Contents](#)

The following table sets forth information regarding non-performing assets as of the dates indicated:

Non-Performing Assets and Troubled Debt Restructurings (Dollars in millions)	As of December 31,				
	2022	2021	2020	2019	2018
Non-performing loans:					
Non-accrual loans	\$ 59.2	\$ 24.9	\$ 39.5	\$ 42.9	\$ 54.3
Accruing loans past due 90 days or more	6.4	2.8	8.5	5.7	3.8
Total non-performing loans	65.6	27.7	48.0	48.6	58.1
OREO	12.7	2.0	2.5	8.5	14.4
Total non-performing assets	\$ 78.3	\$ 29.7	\$ 50.5	\$ 57.1	\$ 72.5
Troubled debt restructurings not included above (1)	\$ 60.4	\$ 2.3	\$ 3.2	\$ 5.5	\$ 5.6
Non-accrual loans to loans held for investment	0.33 %	0.27 %	0.40 %	0.48 %	0.64 %
Non-performing assets to loans held for investment and OREO (2)	0.43	0.32	0.51	0.64	0.86
Non-performing assets to total assets (3)	0.24	0.15	0.29	0.39	0.55
Allowance for credit losses to non-performing loans (4)	335.52	441.52	300.63	150.21	125.65

- (1) Accruing loans modified in troubled debt restructurings are not considered non-performing loans. While still considered impaired under applicable accounting guidance for the 2019 and 2018 periods, these loans are performing as agreed under their modified terms and management expects performance to continue.
- (2) Including accruing troubled debt restructurings described in footnote 1, the ratio of non-performing assets to loans held for investment and OREO would be 0.77%, 0.34%, 0.55%, 0.70% and 0.92% as of December 31, 2022, 2021, 2020, 2019, and 2018, respectively.
- (3) Including accruing troubled debt restructurings described in footnote 1, the ratio of non-performing assets to total assets would be 0.43%, 0.16%, 0.30%, 0.43% and 0.59% as of December 31, 2022, 2021, 2020, 2019, and 2018, respectively.
- (4) Including accruing troubled debt restructurings described in footnote 1, the ratio of allowance for credit losses to non-performing loans would be 174.68%, 407.67%, 281.84%, 134.91% and 114.55% as of December 31, 2022, 2021, 2020, 2019, and 2018, respectively.

Non-Performing Assets (Dollars in millions)	As of December 31,		
	2023	2022	2021
Non-performing loans:			
Non-accrual loans	\$ 106.4	\$ 59.2	\$ 24.9
Accruing loans past due 90 days or more	4.9	6.4	2.8
Total non-performing loans	111.3	65.6	27.7
OREO	16.5	12.7	2.0
Total non-performing assets	\$ 127.8	\$ 78.3	\$ 29.7
Non-accrual loans to loans held for investment	0.58 %	0.33 %	0.27 %
Non-performing assets to loans held for investment and OREO	0.70	0.43	0.32
Non-performing assets to total assets	0.42	0.24	0.15
Allowance for credit losses to non-performing loans	204.58	335.52	441.52

For additional information regarding non-performing loans, see "Notes to Consolidated Financial Statements—Loans Held For Investment" included in financial statements included Part IV, Item 15 of this report.

Non-performing loans. Non-performing loans include non-accrual loans and loans contractually past due 90 days or more and still accruing interest. The following table sets forth the allocation of our non-performing loans among our different types of loans as of the dates indicated.

Non-Performing Loans by Loan Type (Dollars in millions)	As of December 31,									
	2022	Percent	2021	Percent	2020	Percent	2019	Percent	2018	Percent
Real estate:										
Commercial	\$ 20.7	31.5 %	\$ 8.6	31.1 %	\$ 13.6	28.3 %	\$ 13.6	28.0 %	\$ 10.0	17.2 %
Construction:										
Land acquisition and development	4.3	6.6	0.7	2.5	0.8	1.7	1.7	3.5	3.9	6.7
Residential	—	—	—	—	1.1	2.3	—	—	1.0	1.7
Commercial	—	—	—	—	0.1	0.2	0.5	1.0	0.2	0.3
Total construction	4.3	6.6	0.7	2.5	2.0	4.2	2.2	4.5	5.1	8.7
Residential	7.6	11.6	3.0	10.8	5.1	10.6	5.7	11.7	6.8	11.8
Agricultural	7.6	11.6	4.9	17.7	6.2	12.9	5.2	10.7	12.6	21.7
Total real estate	40.2	61.3	17.2	62.1	26.9	56.0	26.7	54.9	34.5	59.4
Consumer	4.3	6.6	2.8	10.1	3.6	7.5	3.5	7.3	3.5	6.0
Commercial	12.3	18.7	6.1	22.0	13.0	27.1	16.0	32.9	17.1	29.4
Agricultural	8.8	13.4	1.6	5.8	4.5	9.4	2.4	4.9	3.0	5.2
Total non-performing loans	\$ 65.6	100.0 %	\$ 27.7	100.0 %	\$ 48.0	100.0 %	\$ 48.6	100.0 %	\$ 58.1	100.0 %

Table of Contents

Non-Performing Loans by Loan Type (Dollars in millions)	As of December 31,					
	2023	Percent	2022	Percent	2021	Percent
Real estate:						
Commercial	\$ 28.2	25.3 %	\$ 20.7	31.5 %	\$ 8.6	31.1 %
Construction	17.2	15.5	4.3	6.6	0.7	2.5
Residential	11.3	10.2	7.6	11.6	3.0	10.8
Agricultural	5.4	4.8	7.6	11.6	4.9	17.7
Total real estate	62.1	55.8	40.2	61.3	17.2	62.1
Consumer:						
Indirect	3.1	2.8	3.3	5.0	2.1	7.6
Direct	0.3	0.3	0.4	0.6	0.2	0.7
Credit card	0.6	0.5	0.6	0.9	0.5	1.8
Total consumer	4.0	3.6	4.3	6.6	2.8	10.1
Commercial	11.8	10.6	12.3	18.7	6.1	22.0
Agricultural	33.4	30.0	8.8	13.4	1.6	5.8
Total non-performing loans	\$ 111.3	100.0 %	\$ 65.6	100.0 %	\$ 27.7	100.0 %

Collateral-dependent loans. Collateral-dependent loans rely solely on the operation or sale of the collateral for repayment. In evaluating the overall risk associated with a loan, the Company considers character, overall financial condition and resources, and payment record of the borrower; the prospects for support from any financially responsible guarantors; and the nature and degree of protection provided by the cash flow and value of any underlying collateral. The loan may become collateral-dependent where the borrower is experiencing financial difficulty and as sources of repayment become inadequate over time and that repayment is expected to be provided substantially through the operation or sale of the collateral. Collateral-dependent loans increased to \$52.6 million as of December 31, 2023, from \$39.1 million as of December 31, 2022, from \$11.7 million as of December 31, 2021, primarily as due to a result of the loans acquired from GWB, construction loan.

Troubled Debt Restructurings Modifications to borrowers experiencing financial difficulty. Modifications of performing loans are made in the ordinary course of business and are completed on a case-by-case basis as negotiated through negotiation with the borrower, borrower in connection with the ongoing loan collection processes. Loan modifications typically include are made to provide borrowers payment relief. From time to time, we may modify certain loans to borrowers who are experiencing financial difficulty. In some cases, these modifications may result in new loans. Loan modifications to borrowers experiencing financial difficulty may be in the form of principal forgiveness, an interest rate concessions, interest-only periods, short-term reduction, an other-than-insignificant payment deferrals, and delay, or a term extension of amortization periods to provide payment relief. A loan modification is considered or a troubled debt restructuring if the borrower is experiencing financial difficulties and we, for economic or legal reasons, grant a concession

to the borrower that we would not otherwise consider. combination thereof, among other things. Those modifications deemed to be troubled debt restructurings for borrowers experiencing financial difficulty are monitored centrally to ensure proper classification as a troubled debt restructuring and if or when the loan may be placed on accrual status.

As of December 31, 2022 and December 31, 2021 Effective January 1, 2023, we had loans renegotiated in the Company adopted ASU 2022-02, which eliminated accounting guidance for troubled debt restructurings while requiring disclosures of \$64.6 million borrowers experiencing financial difficulty for modifications related to principal reductions, interest rate reductions, term extensions, and \$6.2 million, respectively, more than insignificant payment delay. See "Notes to Consolidated Financial Statements—Recent Authoritative Accounting Guidance" included in financial statements included Part IV, Item 15 of which \$4.2 million and \$3.9 million were reported as non-accrual loans this report for further discussion of the amendments in the non-performing asset and troubled debt restructurings and non-performing loan tables above as of December 31, 2022 and December 31, 2021, respectively. The remaining \$60.4 million and \$2.3 million as of December 31, 2022 and December 31, 2021, respectively, were on accrual status and are reported as troubled debt restructurings in the non-performing asset and troubled debt restructurings table above. The increase in troubled debt restructuring from December 31, 2022 and December 31, 2021 was primarily as a result of loans acquired during the GWB acquisition.

this update. For additional information regarding loans modified in troubled debt restructurings, modifications to borrowers experiencing financial difficulty, see "Notes to Consolidated Financial Statements—Loans Held For Investment" included in financial statements included Part IV, Item 15 of this report.

Allowance for Credit Losses

The Company performs a quarterly assessment of the adequacy appropriateness of its allowance for credit losses in accordance with GAAP. The methodology used to assess the adequacy is consistently applied to the Company's portfolio of loans held for investment. The allowance for credit losses is established through a provision for credit losses based on our evaluation of quantitative and qualitative risk factors in our loan portfolio at each balance sheet date. In determining the allowance for credit losses, we estimate losses on specific loans, or groups of loans, where the expected loss can be identified and reasonably determined over the life of the loans. The balance of the allowance for credit losses is based on internally assigned risk classifications of loans, historical loan loss rates, changes in the nature or tenure of the loan portfolio, overall portfolio quality, industry concentrations, delinquency trends, current environmental and economic factors, and the estimated impact of current and forecasted economic conditions on certain historical loan loss rates. See the discussion under "Critical Accounting Estimates and Significant Accounting Policies — Allowance for Credit Losses" above.

The allowance for credit losses is increased by provisions charged against earnings and net recoveries of charged-off loans and is reduced by negative provisions credited to earnings and net loan charge-offs. The allowance for credit losses consists of three elements:

[Table of Contents](#)

- (1) Specific valuation allowances associated with collateral-dependent and other individually evaluated loans. Specific valuation allowances are determined based on assessment of the fair value of the collateral underlying the loans as determined through independent appraisals, the present value of future cash flows, observable market prices, and any relevant qualitative or environmental factors impacting loans.
- (2) Historical Collective valuation allowances based on loan loss experience and future expectations for similar loans with similar characteristics and trends. The Company applies probability of default and loss given default open pool methodologies for all portfolio segments. The Company uses open pool methodology averages quarterly loss rates by modeling segment, calculated as quarter-to-date net charge off balance divided by the end of period balance. Loss rates are recalculated quarterly with recoveries captured in the quarter a transition matrix for probability of default components of the methodology and loan was charged off, are averaged across a historical average for the loss given default components of the methodology. The probability of default and loss given default is applied to the current principal balance as of the reporting date. The transition matrix determines the probability of default by tracking the historical movement of loans between loan risk tiers over a defined look back period of time. Loan transitions are measured by either internal ratings or delinquency status. Those loans tracked by ratings are generally commercial purpose including agricultural, commercial, and commercial real estate. Those loans tracked by delinquency are generally consumer in nature, with the exception of loans classified as multi-family and credit cards. The loss given default used as the basis for the estimate of credit losses is comprised of the Company's historical loss experiences from 2008 2009 to the current period, based on a migration analysis of our and are annualized. Macroeconomic-conditioned historical loss experience, designed rates are applied to account for credit deterioration, loan-level cash flows. Expected future principal and interest cash flows are calculated using contractual repayment terms and prepayment, utilization, interest rate, and probability of default assumptions. Macroeconomic sensitivity models calculate segment-specific multipliers using third party forecast data. The model compares multipliers condition the most recent period losses to prior period defaults to calculate the annual loss given default, which is averaged rates over the 2-year forecast period, followed by a 1-year straight-line reversion to the unadjusted historical observations.

Table average loss rates. The unadjusted loss rates then apply for the remaining life of Contents the loan. Estimated losses are totaled and aggregated to the segment level.

- (3) General valuation allowances determined based on asset quality trends, industry concentrations, environmental risks, changes in the nature of the loan portfolio overall portfolio quality, industry concentrations, delinquency trends, general economic conditions or forecasts, composition, and other qualitative risk factors, both internal and external to us, including the incorporation of a one-year forecast period for economic conditions.

As part of the qualitative adjustments, the Company considers future economic conditions over the one-year forecast period. There are 10 economic factors that are considered in our assessment which are compared against the Moody's Analytics economic scenarios. The outcome of this analysis adjusts the one-year forecasted expectations which are incorporated into the qualitative adjustments. Company. Other qualitative factors, including changes in loan and lending policies, collateral quality, underwriting standards and personnel, credit review quality, and assessments of portfolio loan quality, among others, model imprecision, are also considered. During the period ending December 31, 2022, other qualitative factors were adjusted based on our assessment of loan quality and sustained loan quality trends in certain loan categories, offset by a more conservative set of assumptions about the economic outlook.

Based on the assessment of the **adequacy appropriateness** of the allowance for credit losses, the Company records provisions for credit losses to maintain the allowance for credit losses at appropriate levels.

Loans acquired in business combinations are initially recorded at fair value as adjusted for credit risk and an allowance for credit losses at the date of acquisition. For loans with no significant evidence of credit deterioration since origination, the difference between the fair value and the unpaid principal balance of the loan at the acquisition date is amortized into interest income using the effective interest method over the remaining period to contractual maturity. An allowance for credit **losses loss** is recorded for the expected credit losses over the life of the **loan on loans acquired without evidence of credit deterioration. The Company established an allowance for credit losses on acquired GWB non-PCD loans by recording a provision expense of \$68.3 million through the income statement upon closing. loan.** Subsequent changes to the allowance for credit losses are recorded through provision expense using the same methodology as other loans held for investment.

For loans acquired in business combinations with evidence of deterioration in credit quality since origination, the Company determines the fair value of the loans by estimating the amount and timing of principal and interest cash flows initially expected to be collected on the loans and discounting those cash flows at an appropriate market rate of interest. An allowance for credit losses is recognized by estimating the expected credit losses of the purchased asset and recording an adjustment to the acquisition date fair value to establish the initial amortized cost basis of the asset. **On February 1, 2022, the Company established a provisional allowance for credit losses of \$84.3 million, which was subsequently adjusted as a result of a fair value re-evaluation during 2022 by \$24.8 million to \$59.5 million on GWB PCD loans acquired. Neither the establishment of the initial allowance against PCD loans, or the subsequent adjustments, were reflected in the income statement, but rather were booked as adjustments to the acquired amortized cost of the loans.** Differences between the established amortized cost basis, and the unpaid principal balance of the asset, is considered to be a non-credit discount/premium and is accreted/amortized into interest income using the level yield interest method. **The difference between the amortized cost basis and the unpaid principal balance of \$31.2 million was established on GWB PCD loans acquired on February 1, 2022 and adjusted as a result of a fair value re-evaluation during 2022 by \$8.4 million to \$39.6 million.** Subsequent changes to the allowance for credit losses are recorded through provision expense using the same methodology as other loans held for investment.

Loans, or portions thereof, are charged-off against the allowance for credit losses when management believes the collectability of the principal is unlikely, or, with respect to consumer installment loans, according to an established delinquency schedule. Generally, loans are charged-off when (1) there has been no material principal reduction within the previous 90 days and there is no pending sale of collateral or other assets, (2) there is no significant or pending event which will result in principal reduction within the upcoming 90 days, (3) it is clear that we will not be able to collect all or a portion of the loan, (4) payments on the loan are sporadic, will result in an excessive amortization, or are not consistent with the collateral held, or (5) foreclosure or repossession actions are pending. Loan charge-offs do not directly correspond with the receipt of independent appraisals or the use of observable market data if the collateral value is determined to be sufficient to repay the principal balance of the loan.

[Table of Contents](#)

The following table sets forth information regarding our If a collateral-dependent loan is adequately collateralized, a specific valuation allowance for credit losses as is not recorded. As such, significant changes in collateral-dependent and non-performing loans do not necessarily correspond proportionally with changes in the specific valuation component of the **dates allowance for credit losses. Additionally, the Company expects the timing of charge-offs will vary between quarters and will not necessarily correspond proportionally to changes in the allowance for credit losses or changes in non-performing or collateral-dependent loans due to timing differences among the **periods indicated.****

Allowance initial identification of a collateral-dependent loan, recording of a specific valuation allowance for Credit Losses

(Dollars in millions)

As of and for the year ended December 31,	2022	2021	2020	2019	2018
Allowance for credit losses on loans: ⁽¹⁾					
Beginning balance	\$ 122.3	\$ 144.3	\$ 73.0	\$ 73.0	\$ 72.1
Initial impact of adoption of ASC 326	—	—	30.0	—	—
ACL recorded on PCD loans	59.5	—	—	—	—
Provision charged to operating expense ⁽²⁾	68.4	(14.7)	55.5	13.9	8.6
Charge-offs:					
Real estate					
Commercial	11.7	2.3	0.4	0.2	1.9
Construction	9.2	1.4	0.5	2.0	0.7
Residential	0.3	0.1	—	1.3	1.1
Agricultural	0.2	0.7	—	—	—
Consumer	10.1	8.2	10.8	13.0	11.3
Commercial	8.1	3.7	9.1	6.6	4.7
Agricultural	5.4	0.2	0.1	0.5	—
Total charge-offs	45.0	16.6	20.9	23.6	19.7
Recoveries:					
Real estate					
Commercial	3.0	0.1	0.3	0.5	1.9
Construction	0.5	0.6	0.4	1.3	0.9
Residential	0.8	0.3	0.4	0.9	0.9
Agricultural	0.4	—	—	—	—

Consumer	5.0	4.5	3.9	3.6	4.5
Commercial	2.3	3.8	1.7	3.4	3.6
Agricultural	2.9	—	—	—	0.2
Total recoveries	14.9	9.3	6.7	9.7	12.0
Net charge-offs	30.1	7.3	14.2	13.9	7.7
Ending balance	\$ 220.1	\$ 122.3	\$ 144.3	\$ 73.0	\$ 73.0
Allowance for off-balance sheet credit losses:					
Beginning balance	\$ 3.8	\$ 3.7	\$ —	\$ —	\$ —
Initial impact of adopting ASC 326	—	—	2.3	—	—
Provision for off-balance sheet credit losses	12.4	0.1	1.4	—	—
Ending balance	\$ 16.2	\$ 3.8	\$ 3.7	\$ —	\$ —
Allowance for credit losses on investment securities:					
Beginning balance	\$ —	\$ —	\$ —	\$ —	\$ —
Provision for credit losses	1.9	—	—	—	—
Ending balance	\$ 1.9	\$ —	\$ —	\$ —	\$ —
Total allowance for credit losses	\$ 238.2	\$ 126.1	\$ 148.0	\$ 73.0	\$ 73.0
Total provision for (reversal of) credit losses	82.7	(14.6)	56.9	13.9	8.6
Loans held for investment, net of deferred fees and costs	18,099.2	9,331.7	9,807.5	8,930.7	8,470.4
Average loans	16,802.2	9,788.9	9,825.0	8,879.1	7,985.0
Net charge-offs to average loans	0.18 %	0.07 %	0.14 %	0.16 %	0.10 %
Allowance to non-accrual loans	371.79	491.16	365.32	170.16	134.44
Allowance to loans held for investment	1.22	1.31	1.47	0.82	0.86

(1) Allowance for credit loss on loans (ACLL) for the 2020-22 periods; allowance for loan loss (ALLL) for the 2019 and prior periods.

(2) Provision for (reversal of) credit loss on loans for the 2020-22 periods; provision for loan loss for the 2019 and prior periods.

[Table collateral-dependent loans, and any resulting charge-off of Contents](#)
[uncollectible principal.](#)

Our allowance for credit losses on loans was \$227.7 million, or 1.25% of loans held for investment as of December 31, 2023, as compared to \$220.1 million, or 1.22% of loans held for investment, as of December 31, 2022, as compared to \$122.3 million, or 1.31% of loans held for investment, as of December 31, 2021. The decrease increase in the percentage from December 31, 2021 December 31, 2022 is primarily a result of lower overall loss rates resulting in lower expected lifetime losses, partially offset by adverse changes in our economic outlook. The allowance for loan growth and credit losses represents management's estimate migration.

[Table of expected credit losses in the loan portfolio expected over the life of the loan, including the incorporation of a one-year forecast period for economic conditions. Contents](#)

Although we have established our allowance for credit losses in accordance with GAAP in the United States and we believe that the allowance for credit losses is adequate appropriate to provide for known and inherent expected losses in the portfolio at all times, future provisions will be subject to on-going evaluations of the risks in the loan portfolio. If the economy declines or asset quality deteriorates, material additional provisions could be required. The following table sets forth information regarding our allowance for credit losses as of the dates and for the periods indicated.

Allowance for Credit Losses
(Dollars in millions)

As of and for the year ended December 31,	2023	2022	2021
Allowance for credit losses on loans:			
Beginning balance	\$ 220.1	\$ 122.3	\$ 144.3
ACL recorded on PCD loans	—	59.5	—
Provision for (reduction of) operating expense	31.1	68.4	(14.7)
Charge-offs:			
Real estate			
Commercial	7.6	11.7	2.3
Construction	10.3	9.2	1.4

Residential	0.6	0.3	0.1
Agricultural	—	0.2	0.7
Consumer	14.0	10.1	8.2
Commercial	3.4	8.1	3.7
Agricultural	—	5.4	0.2
Total charge-offs	35.9	45.0	16.6
Recoveries:			
Real estate			
Commercial	4.2	3.0	0.1
Construction	0.1	0.5	0.6
Residential	0.1	0.8	0.3
Agricultural	0.3	0.4	—
Consumer	4.7	5.0	4.5
Commercial	2.6	2.3	3.8
Agricultural	0.4	2.9	—
Total recoveries	12.4	14.9	9.3
Net charge-offs	23.5	30.1	7.3
Ending balance	\$ 227.7	\$ 220.1	\$ 122.3
Allowance for off-balance sheet credit losses:			
Beginning balance	\$ 16.2	\$ 3.8	\$ 3.7
Provision for off-balance sheet credit losses	2.2	12.4	0.1
Ending balance	\$ 18.4	\$ 16.2	\$ 3.8
Allowance for credit losses on investment securities:			
Beginning balance	\$ 1.9	\$ —	\$ —
Provision for credit losses	(1.1)	1.9	—
Ending balance	\$ 0.8	\$ 1.9	\$ —
Total allowance for credit losses	\$ 246.9	\$ 238.2	\$ 126.1
Total provision for (reduction of) credit losses	32.2	82.7	(14.6)
Loans held for investment, net of deferred fees and costs	18,279.6	18,099.2	9,331.7
Average loans	18,299.6	16,802.2	9,788.9
Net charge-offs to average loans	0.13 %	0.18 %	0.07 %
Allowance to non-accrual loans	214.00	371.79	491.16
Allowance to loans held for investment	1.25	1.22	1.31

[Table of Contents](#)

The allowance for credit losses is allocated to loan categories based on the relative risk characteristics, asset classifications, and expected losses of the loan portfolio. The following table provides a summary of the allocation of the allowance for credit losses for specific loan categories as of the dates indicated. The allocations presented should not be interpreted as an indication that charges to the allowance for credit losses will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each loan category represents the total amount available for future losses that may occur within these categories.

Allocation of the Allowance for Credit Losses

(Dollars in millions)

As of	As of					
December 31,	December 31,	2022	2021	2020	2019	2018
As of December 31,						
As of December 31,						

			% of Loan Category		% of Loan Category		% of Loan Category		% of Loan Category		% of Loan Category		% of Loan Category				
			Allocated Reserves	to Loans	Allocated Reserves	to Loans	Allocated Reserves	to Loans	Allocated Reserves	to Loans	Allocated Reserves	to Loans	Allocated Reserves	to Loans			
Real estate	Real estate	\$	138.7	74.4	%	69.3	72.1	%	80.5	65.1	%	28.9	66.5	%	31.0	66.0	%
Real estate																	
Real estate																	
Consumer																	
Consumer																	
Consumer	Consumer		23.3	5.8		21.1	10.0		23.9	10.4		9.9	11.7		8.7	12.6	
Commercial	Commercial		54.9	15.9		31.6	15.8		39.2	22.0		32.6	18.7		31.3	18.4	
Commercial																	
Commercial																	
Agricultural																	
Agricultural																	
Agricultural	Agricultural		3.2	3.9		0.3	2.1		0.7	2.5		1.6	3.1		2.0	3.0	
Totals	Totals	\$	220.1	100.0	%	122.3	100.0	%	144.3	100.0	%	73.0	100.0	%	73.0	100.0	%
Totals																	
Totals																	
Totals																	

Deferred Tax Asset

The allowance for credit losses allocated net deferred tax asset decreased \$60.5 million, to real estate, consumer, commercial, and agricultural loans increased \$97.8 million \$150.0 million as of December 31, 2022 as compared to December 31, 2021 December 31, 2023, primarily as a result of GWB acquired loans.

If a collateral-dependent loan is adequately collateralized, a specific valuation allowance is not recorded. As such, significant changes in collateral-dependent and non-performing loans do not necessarily correspond proportionally with changes in the specific valuation component of the allowance for credit losses. Additionally, the Company expects the timing of charge-offs will vary between quarters and will not necessarily correspond proportionally to changes in the allowance for credit losses or changes in non-performing or collateral dependent loans due to timing differences among the initial identification of a collateral-dependent loan, recording of a specific valuation allowance for collateral-dependent loans, and any resulting charge-off of uncollectible principal.

Goodwill and Other Intangibles

The Company's intangible assets consist primarily of the excess of cost over the fair value of net assets of acquired businesses ("goodwill") and other identifiable intangible assets (core deposit and customer relationship intangibles). Goodwill totaled \$1,100.9 million and \$621.6 million as of December 31, 2022 and 2021, respectively. The increase is attributable to goodwill recorded in conjunction with the acquisition of GWB.

Core deposit intangibles represent the intangible value of depositor relationships resulting from deposit liabilities assumed and are amortized based on the estimated useful lives of the related deposits. Customer relationship intangibles represent the intangible value of customer relationships resulting from excess earnings associated with the expected fee income related to the underlying client relationships. Other intangibles, net of accumulated amortization, increased \$55.7 million, to \$97.0 million \$210.5 million as of December 31, 2022, from \$41.3 million as of December 31, 2021. The increase is a result of the intangibles acquired in the GWB acquisition, partially offset by the sale of health savings accounts and scheduled amortization expense.

For additional information concerning Goodwill and Intangibles, see "Notes to Consolidated Financial Statements — Goodwill and Intangibles" included in Part IV, Item 15.

Table of Contents

Company-Owned Life Insurance

Company-owned life insurance is comprised of life insurance policies recorded at their cash surrender value. Company-owned life insurance increased \$196.4 million, to \$497.9 million as of December 31, 2022, from \$301.5 million as of December 31, 2021, attributable to amounts recorded in conjunction with the acquisition of GWB.

Premises and equipment, net

Premises and equipment, net of accumulated depreciation increased \$145.1 million, to \$444.7 million as of December 31, 2022, from \$299.6 million as of December 31, 2021, attributable to amounts recorded in conjunction with the acquisition of GWB offset by depreciation expense.

Deferred Tax Asset / Liability

As of December 31, 2022, we had a net deferred tax asset of \$210.5 million, as compared to a net deferred tax liability of \$9.3 million as of December 31, 2021, primarily due to net a decrease in deferred tax asset benefit recorded in conjunction with assets related to the acquisition unrealized fair value of GWB investment securities, deferred compensation, and the increase in our mark-to-market losses on investment securities. interest rate swap contracts designated as hedges.

Other Assets

Other assets increased \$164.6 million decreased \$80.3 million, to \$268.4 million as of December 31, 2023, from \$348.7 million as of December 31, 2022, from \$184.1 million as of December 31, 2021. The increase is primarily attributable to \$200.8 million recorded a decrease in conjunction with the acquisition of GWB, interest rate swap contracts.

Total Liabilities

Total liabilities increased \$11,528.7 million decreased \$1,770.3 million, or 65.2% 6.1%, to \$27,443.7 million as of December 31, 2023, from \$29,214.0 million as of December 31, 2022, from \$17,685.3 million as of December 31, 2021, primarily due to \$12,107.8 million a decrease of liabilities assumed with the acquisition of GWB, \$1,750.5 million in deposits and decreases in securities sold under repurchase agreements and accounts payable and accrued expenses. These decreases were partially offset by an increase in other borrowed funds. Significant fluctuations in liability accounts are discussed below.

Deposits

Total deposits increased \$8,804.0 million decreased \$1,750.5 million, to \$23,323.1 million as of December 31, 2023, from \$25,073.6 million as of December 31, 2022, from \$16,269.6 million as with decreases in all types of December 31, 2021, primarily due to \$11,688.0 million in deposit balances acquired as a result deposits with the exception of the GWB acquisition. Following the acquisition of \$11,688.0 million of GWB deposits acquired on February 1, deposits subsequently decreased \$2,884.0 million, or 17.7%, compared to December 31, 2021, largely due to a decline in business-related non-interest bearing balances, a decrease in higher-cost, non-relationship deposits acquired from GWB, held in interest-bearing savings and time deposits, \$250 thousand and over deposits.

As of December 31, 2022 December 31, 2023 and 2021, 2022, we had Certificate of Deposit Account Registry Service, or CDARS, deposits of \$36.6 million \$26.6 million and \$104.5 million \$36.6 million, respectively. As of December 31, 2022 December 31, 2023 and 2021, 2022, we had no zero and \$12.5 million of brokered deposits, deposits, respectively.

The following table summarizes our deposits as of the dates indicated:

Deposits

(Dollars in millions)

As of	As of														
December 31,	December 31,	2022	Percent	2021	Percent	2020	Percent	2019	Percent	2018	Percent				
As of December 31,															
As of December 31,															
Non-interest bearing demand															
Non-interest bearing demand															
Non-interest bearing demand	Non-interest bearing demand	\$ 7,560.0	30.2 %	\$ 5,568.3	34.2 %	\$ 4,633.5	32.6 %	\$ 3,426.5	29.4 %	\$ 3,158.3	29.6 %				
Interest bearing:	Interest bearing:														
Interest bearing:															
Demand															
Demand															
Demand	Demand	7,205.9	28.7	4,753.2	29.2	4,118.9	29.0	3,195.4	27.4	2,957.5	27.7				
Savings	Savings	8,379.3	33.4	4,981.6	30.6	4,405.9	31.0	3,591.6	30.8	3,247.9	30.4				
Savings															
Savings															
Time, \$250k or more															
Time, \$250k or more															
Time, \$250k or more	Time, \$250k or more	438.0	1.8	186.7	1.2	193.0	1.3	278.4	2.4	221.0	2.0				
Time, other	Time, other	1,490.4	5.9	779.8	4.8	865.7	6.1	1,171.6	10.0	1,096.0	10.3				
Time, other															
Time, other															
Total interest bearing															
Total interest bearing															
Total interest bearing	Total interest bearing	17,513.6	69.8	10,701.3	65.8	9,583.5	67.4	8,237.0	70.6	7,522.4	70.4				
Total deposits	Total deposits	\$ 25,073.6	100.0 %	\$ 16,269.6	100.0 %	\$ 14,217.0	100.0 %	\$ 11,663.5	100.0 %	\$ 10,680.7	100.0 %				
Total deposits															

Total deposits

For additional information concerning client deposits, including the use of repurchase agreements, see "Business—Community Banking—Deposit Products," included in Part I, Item 1 and "Notes to Consolidated Financial Statements—Deposits," included in Part IV, Item 15 of this report.

[Table of Contents](#)

Securities Sold Under Repurchase Agreements

Under repurchase agreements with commercial and municipal depositors, client deposit balances are invested in short-term U.S. government agency securities overnight and are then repurchased the following day. All outstanding repurchase agreements are due in one day and balances fluctuate in the normal course of business. Repurchase agreement balances increased \$1.8 million decreased \$270.2 million, or 0.2% 25.7%, to \$782.7 million as of December 31, 2023, from \$1,052.9 million as of December 31, 2022, from \$1,051.1 million as of December 31, 2021.

The following table sets forth certain information regarding securities sold under repurchase agreements as of the dates indicated:

Securities Sold Under Repurchase Agreements

(Dollars in millions)

As of and for the year ended December 31,	As of and for the year ended December 31,	2022	2021	2020	As of and for the year ended December 31,	2023	2022	2021
Securities sold under repurchase agreements:	Securities sold under repurchase agreements:				Securities sold under repurchase agreements:			
Balance at period end	Balance at period end	\$1,052.9	\$1,051.1	\$1,091.4				
Average balance	Average balance	1,114.5	1,025.2	765.8				
Maximum amount outstanding at any month-end	Maximum amount outstanding at any month-end	1,263.3	1,094.0	1,092.1				
Average interest rate:	Average interest rate:				Average interest rate:			
During the year	During the year	0.22 %	0.04 %	0.12 %	During the year	0.68 %	0.22 %	0.04 %
At period end	At period end	0.36	0.08	0.03				

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses increased \$297.5 million decreased \$65.5 million, to \$380.4 million as of December 31, 2023, from \$445.9 million as of December 31, 2022, from \$148.4 million as of December 31, 2021, primarily attributable to \$110.4 million recorded in conjunction with the acquisition of GWB, the deferral of \$33.0 million in payment service incentives primarily related to the GWB acquisition, and an increase a decrease in derivative liabilities of \$140.7 million.

Long-term Debt

Long-term debt consists of subordinated notes, new market tax credits, \$32.3 million and a financing lease. Long-term debt increased \$8.4 million, to \$120.8 million as decrease in accrued salaries and wages and employee benefits of December 31, 2022, from \$112.4 million as of December 31, 2021, respectively. The increase is due to the addition of two new market tax credits, partially offset by one new market tax credit that matured during 2022. For additional information regarding long-term debt, see "Notes to Consolidated Financial Statements—Long-Term Debt and Other Borrowed Funds," included in Part IV, Item 15 of this report. \$29.2 million.

Other Borrowed Funds

Other borrowed funds consists of FHLB borrowings with maturity tenors of up to one-month, three-months, to address short-term funding needs. Total other Other borrowed funds amounted increased \$276.0 million, to \$2,327.0 million \$2,603.0 million as of December 31, 2022 December 31, 2023 compared to zero 2,327.0 million at December 31, 2021.

Allowance for credit losses on off-balance sheet credit exposures

Allowance for credit losses on off-balance sheet credit exposures is related to unfunded credit commitments which include items such as letters of credit, financial guarantees, and binding unfunded loan commitments. This allowance increased \$12.4 million, to \$16.2 million as of December 31, 2022, from \$3.8 million at December 31, 2021.

Subordinated debentures held by subsidiary trusts

Subordinated debentures held by subsidiary trusts increased \$76.1 million, to \$163.1 million as of December 31, 2022, from \$87.0 million as of December 31, 2021, primarily attributable to amounts recorded as a result of a decrease in conjunction with the acquisition of GWB, total deposits and securities under repurchase agreements, partially offset by a decline in investment securities and cash and cash equivalents.

[Table of Contents](#)

Capital Resources and Liquidity

Capital Resources

Stockholders' equity is influenced primarily by earnings, dividends, sales and redemptions of common stock, and changes in the unrealized holding gains or losses, net of taxes, on available-for-sale investment securities. Stockholders' equity increased \$1,087.2 million \$153.7 million, or 54.7% 5.0%, to \$3,227.5 million as of December 31, 2023 from \$3,073.8 million as of December 31, 2022 from \$1,986.6 million as of December 31, 2021, due to the issuance of additional common stock as consideration for the acquisition of GWB, proceeds from stock option exercises, changes in accumulated other comprehensive loss related to unrealized gains on available-for-sale securities and retention of earnings, which are partially offset by stock repurchases of vested restricted shares tendered in lieu of cash for payment of income tax withholding amounts by participants, a stock purchases purchase pursuant to the stock repurchase program, other comprehensive loss, an agreement, and cash dividends paid. Regular cash dividends paid to common shareholders during 2022 2023 amounted to approximately \$182.1 million \$195.1 million.

On January 25, 2023 January 26, 2024, we declared a quarterly dividend to common stockholders of \$0.47 per share, which was paid on February 17, 2023 February 19, 2024 to shareholders of record as of February 7, 2023 February 9, 2024. The dividend equates to a 4.4% 7.2% annual yield based on the \$42.30 \$26.01 average closing price of the Company's common stock as reported on NASDAQ during the fourth quarter of 2022, 2023.

On May 25, 2022 December 14, 2023, the Company's board Company completed the repurchase of directors adopted a stock repurchase program, terminating the program that had been in place since 2019 and had 1,889,158 one million shares of Class A its common stock remaining to be purchased thereunder. Under from the new stock repurchase program, estate of a stockholder at a price of \$32.14 per share, or the Company was authorized to repurchase up to 5.0 million closing price per share of its outstanding shares of Class A common stock. Any repurchased shares were to be returned to authorized but unissued shares of Class A the common stock as reported on the Nasdaq Stock Market on December 14, 2023, representing an aggregate purchase price of \$32.1 million. For additional information regarding the repurchase, see "Notes to Consolidated Financial Statements—Related Party Transactions" included in accordance with Montana law. Part IV, Item 15 of this report.

During 2022, the Company repurchased and retired 5.0 million the five million shares of Class A common stock under the its previously existing stock repurchase program. As of December 31, 2023, the Company did not have a repurchase program at a cost in effect.

Table of \$197.4 million at an average price of \$39.48 per share. At December 31, 2022, there were no remaining shares authorized to be purchased under a stock repurchase program. Contents

For additional information regarding the repurchases, see "Notes to Consolidated Financial Statements—Capital Stock and Dividend Restrictions" included in Part IV, Item 15 of this report.

During 2022, 2023, the Company issued 33,769 54,414 shares of its Class A common stock to directors for their annual service on the Company's board of directors. The aggregate value of the shares issued to directors of \$1.3 million \$1.2 million is included in amortized into stock-based compensation expense in the accompanying consolidated statements of changes in stockholders' equity, equity over a one-year service-based period.

As a bank holding company, the Company must comply with the capital requirements established by the Federal Reserve, and our subsidiary Bank must comply with the capital requirements established by the FDIC. The current risk-based guidelines applicable to us and our Bank are based on the Basel III framework, as implemented by the federal bank regulators. As of December 31, 2022 December 31, 2023 and 2021, 2022, the Company had capital levels that, in all cases, exceeded the guidelines to be deemed "well-capitalized."

For additional information regarding our capital levels, see "Notes to Consolidated Financial Statements—Regulatory Capital," included in Part IV, Item 15 of this report.

Liquidity

Liquidity measures our ability to meet current and future cash flow needs on a timely basis and at a reasonable cost. We manage our liquidity position to meet the daily cash flow needs of clients, while maintaining an appropriate balance between assets and liabilities to meet the return on investment objectives of our shareholders. Our liquidity position is supported by management of liquid assets and liabilities and access to alternative sources of funds. Liquid assets include cash, interest bearing deposits in banks, federal funds sold, available-for-sale investment securities, and maturing or prepaying balances in our held-to-maturity investment and loan portfolios. Liquid liabilities include core deposits, federal funds purchased, securities sold under repurchase agreements, and borrowings. Other sources of liquidity include the sale of loans, the ability to acquire additional national market funds through non-core deposits, the issuance of additional collateralized borrowings such as FHLB advances, the issuance of debt securities, additional borrowings through the Federal Reserve's discount window or BTFP, and the issuance of preferred or common securities.

The primary effect of inflation on our operations is reflected in increased operating costs. In our management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. 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 United States government, its agencies, and various other governmental regulatory authorities.

In the ordinary course of business, we have entered into contractual obligations and have made other commitments to make future payments. Our short-term and long-term liquidity requirements are primarily to fund on-going operations, including payment of interest on deposits and debt, extensions of credit to borrowers, capital expenditures, and shareholder dividends. These liquidity requirements are met primarily through cash flow from operations, redeployment of prepaying and maturing balances in our loan and investment portfolios, debt financing, and increases in client deposits. For additional information regarding our operating, investing and financing cash flows, see "Consolidated Financial Statements—Consolidated Statements of Cash Flows," included in Part IV, Item 15 of this report.

The Company had deposits without a stated maturity of \$23,145.2 million \$20,313.2 million and time deposits of \$1,532.6 million \$2,648.7 million, due in one year or less in addition to time deposits due in more than one year of \$395.8 million \$361.2 million as of December 31, 2022 December 31, 2023. For additional details in regards regard to the Company's deposits see "Notes to Consolidated Financial Statements—Deposits" included in Part IV, Item 15 of this report.

As of December 31, 2022 December 31, 2023, the Company had securities sold under repurchase agreements of \$1,052.9 million \$782.7 million due in one year or less as the agreements with our client counterparties mature on the next banking day.

As of December 31, 2022 December 31, 2023, the Company had \$2,327.0 million \$2,603.0 million of FHLB borrowings due in less than one year, and \$98.9 million \$99.0 million of fixed-to-floating rate subordinated notes due in more than one year, and available borrowing capacity of \$3,619.6 million with the FHLB. The Company has unused federal fund lines of credit with third parties amounting to \$235.0 million, subject to funds availability. These lines are subject to cancellation without notice. The Company also has an unused line of credit with the FRB for borrowings up to \$763.3 million \$3,039.5 million secured by government and agency backed securities and a blanket pledge of agricultural and commercial loans and has an unused \$100.0 million \$50.0 million revolving line of credit with another third party. For additional information concerning long-term debt, see "Notes to Consolidated Financial Statements—Long Term Debt and Other Borrowed Funds" included in Part IV, Item 15 of this report.

The Company guarantees the distribution and payment for redemption or liquidation of capital trust preferred securities issued by our wholly-owned wholly owned subsidiary business trusts to the extent of funds held by the trusts. Although the guarantees are not separately recorded, the obligations underlying the guarantees are fully reflected on our consolidated balance sheets as subordinated debentures held by subsidiary trusts. The subordinated debentures currently qualify as tier 2 capital under the Federal Reserve capital adequacy guidelines. As of December 31, 2022 December 31, 2023, the Company had subordinated debentures held by subsidiary trusts of \$163.1 million due in more than one year. For additional information concerning the subordinated debentures, see "Notes to Consolidated Financial Statements—Subordinated Debentures Held by Subsidiary Trusts" included in Part IV, Item 15 of this report.

The Company has future minimum rental commitments, exclusive of maintenance and operating costs, required under operating leases that have initial or remaining noncancelable lease terms in excess of one year at December 31, 2022 December 31, 2023 with \$11.5 million \$11.6 million due in one year or less and \$42.4 million \$39.0 million due in more than one year. For additional information concerning leases, see "Notes to Consolidated Financial Statements—Commitments and Contingencies" included in Part IV, Item 15 of this report.

The Company is a limited partner in several tax-advantaged limited partnerships that have been formed for the purpose of investing in approved qualified affordable housing, renewable energy, or other renovation or community revitalization projects. As of December 31, 2022 December 31, 2023, the Company expects to recover its investments through the use of tax credits generated by the investments.

The Company has entered into various arrangements not reflected on the consolidated balance sheet that have or are reasonably likely to have a current or future effect on our financial condition, results of operations, or liquidity. As of December 31, 2022 December 31, 2023, the Company had unused credit card lines of \$827.6 million \$814.0 million, commitments to extend credit of \$5,173.3 million \$4,069.2 million and standby letters of credit of \$93.8 million \$97.1 million. Among the \$5,173.3 million \$4,069.2 million in credit commitments outstanding, \$686.0 million \$658.5 million are related to home equity and home equity lines of credit, \$1,874.2 million \$1,786.4 million are related to traditional working capital commercial lines, and \$1,769.9 million \$926.9 million are unfunded for current or future construction projects. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. For additional information regarding our off-balance sheet arrangements, see "Notes to Consolidated Financial Statements—Financial Instruments with Off-Balance Sheet Risk" included in Part IV, Item 15 of this report.

As a bank holding company, we are a corporation separate and apart from our subsidiary Bank and, therefore, we provide for our own liquidity. Our primary sources of funding include management fees and dividends declared and paid by the Bank and access to capital markets. There are statutory, regulatory, and debt covenant limitations that affect the ability of our Bank to pay dividends to us. Management believes that such limitations will not impact our ability to meet our ongoing short-term cash obligations. For additional information regarding dividend restrictions, see "Financial Condition—Capital Resources and Liquidity" above, "Business—Government Regulation and Supervision—Dividends and Restrictions on Transfers of Funds" included in Part I, Item 1 of this report, and "Risk Factors—Liquidity Risks and Regulatory and Compliance Risks" included in Part I, Item 1A of this report.

Management continuously monitors our liquidity position and adjustments are made to the balance between sources and uses of funds as deemed appropriate. Our management is not aware of any events that are reasonably likely to have a material adverse effect on our liquidity, capital resources, or operations. In addition, our management is not aware of any regulatory recommendations regarding liquidity, which if implemented, would have a material adverse effect on us.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our primary market risk exposure is interest rate risk. Our business and the composition of our balance sheet consists of investments in interest earning assets (principally loans and investment securities) which are primarily funded by interest bearing liabilities (deposits and indebtedness). Such financial instruments have varying levels of sensitivity to changes in market interest rates. rates such as the level of interest rates, changes in interest rates, the speed of changes in interest rates, and changes in the volume and composition of interest earning assets and interest-bearing liabilities. Interest rate risk results when, due to different maturity dates and repricing intervals, interest rate indices for interest earning assets fluctuate adversely relative to interest bearing liabilities, thereby creating a risk of decreased net earnings and cash flow.

Although we characterize some of our interest-sensitive assets as securities available-for-sale, such securities are not purchased with the intent to sell in the near term. Rather, such securities may be sold in response to or in anticipation of changes in interest rates and resulting prepayment risk. We do not have any trading instruments nor do we classify any portion of the investment portfolio as trading. See "Notes to Consolidated Financial Statements—Summary of Significant Accounting Policies" included in Part IV, Item 15 of this report.

[Table of Contents](#)

Asset Liability Management

The goal of asset liability management is the prudent control of market risk, liquidity, and capital. Asset liability management is governed by policies, goals, and objectives adopted and reviewed by the Bank's board of directors. Development of asset liability management strategies is and monitoring of interest rate risk are the responsibility of the Asset Liability Committee, or ALCO, which is composed of members of senior management.

Interest Rate Risk

Interest rate risk is the risk of loss of future earnings or long-term value due to changes in interest rates. Our primary source of earnings is net interest income, which is affected by the level of interest rates, changes in interest rates, the speed of changes in interest rates, the relationship between rates on interest-bearing assets and liabilities, the impact of interest rate fluctuations on asset prepayments, and the mix of interest-bearing assets and liabilities.

The ability to optimize net interest income is largely dependent upon the achievement of an interest rate spread that can be managed during periods of fluctuating interest rates. Interest sensitivity is a measure of the extent to which net interest income will be affected by market interest rates over a period of time. Interest rate sensitivity is related to the difference between amounts of interest earning assets and interest-bearing liabilities which either reprice or mature within a given period of time. The difference is known as interest rate sensitivity gap.

The following table shows interest rate sensitivity gaps and the earnings sensitivity ratio for different intervals as of December 31, 2022. The information presented in the table is based on our mix of interest earning assets and interest-bearing liabilities and historical experience regarding their interest rate sensitivity.

[Table of Contents](#)

Interest Rate Sensitivity Gaps (Dollars in millions)	Projected Maturity or Repricing									
	Three Months or Less		Three Months to One Year		One Year to Five Years		After Five Years		Total	
Interest earning assets:										
Loans (1)	\$	5,489.3	\$	3,085.9	\$	8,024.5	\$	1,440.3	\$	18,040.0
Investment securities (2)		1,512.8		741.6		4,589.2		3,554.3		10,397.9
Interest bearing deposits in banks		519.7		—		—		1.5		521.2
Federal funds sold		0.1		—		—		—		0.1
Total interest earning assets	\$	7,521.9	\$	3,827.5	\$	12,613.7	\$	4,996.1	\$	28,959.2
Interest bearing liabilities:										
Interest bearing demand accounts (3)	\$	2,180.0	\$	—	\$	5,025.9	\$	—	\$	7,205.9
Savings deposits (3)		2,495.4		—		5,883.9		—		8,379.3
Time deposits, \$250 or more		59.9		306.4		71.7		—		438.0
Other time deposits		335.5		830.9		323.5		0.5		1,490.4
Securities sold under repurchase agreements		1,052.9		—		—		—		1,052.9
Other borrowed funds		2,327.0		—		—		—		2,327.0
Long-term debt		—		0.1		0.5		120.2		120.8
Subordinated debentures held by subsidiary trusts		163.1		—		—		—		163.1
Total interest bearing liabilities	\$	8,613.8	\$	1,137.4	\$	11,305.5	\$	120.7	\$	21,177.4
Rate gap	\$	(1,091.9)	\$	2,690.1	\$	1,308.2	\$	4,875.4	\$	7,781.8
Cumulative rate gap		(1,091.9)		1,598.2		2,906.4		7,781.8		

Cumulative rate gap as a percentage of total interest earning assets	(3.77)%	5.52 %	10.04 %	26.87 %	26.87 %
--	---------	--------	---------	---------	---------

- (1) Does not include non-accrual loans of \$59.2 million. Variable rate loans are included in the three months or less category in the above table and if these loans have reached interest rate floors they may not immediately reprice.
- (2) Adjusted to reflect: (a) expected shorter maturities based upon our historical experience of early prepayments of principal, and (b) the redemption of callable securities on their next call date.
- (3) Interest bearing demand and savings deposits, while technically subject to immediate withdrawal, actually display sensitivity characteristics that generally fall within one to five years. Their allocation is presented based on those sensitivity characteristics. If these deposits were included in the three month or less category, the above table would reflect a negative three-month gap of \$12.0 billion, a negative cumulative one-year gap of \$9.3 billion, and a positive cumulative one to five year gap of \$2.9 billion.

Net Interest Income Sensitivity

We believe net interest income sensitivity provides the best perspective of how day-to-day decisions affect our interest rate risk profile. We monitor net interest income sensitivity by utilizing an income simulation model to subject 12- and 24- month net interest income to various rate movements. Simulations modeled quarterly include scenarios where market rates change instantaneously up or down in a parallel manner and scenarios where market rates gradually increase 200 basis points, or non-parallel manner. Estimates produced by our income simulation model are based on numerous assumptions including, but not limited to: (1) the timing of changes in interest rates, (2) shifts or rotations in the yield curve, (3) repricing characteristics for market rate sensitive instruments, (4) differing sensitivities of financial instruments due to differing underlying rate indices, (5) varying loan prepayment speeds for different interest rate scenarios, (6) the effect of interest rate limitations in our assets, such as caps and floors, and (7) overall growth and repayment rates and product mix of assets and liabilities. Because of limitations inherent in any approach used to measure interest rate risk, simulation results are not intended as a forecast of the actual effect of a change in market interest rates on our results, but rather to provide insight into our current interest rate exposure and execute appropriate asset/liability management strategies accordingly.

We continue The following table presents the net interest income simulation model's projected change in net interest income over a one-year horizon due to refine our mix a change in interest rates. The net interest income simulation assumes parallel shifts in the yield curve and a static balance sheet. The net interest income simulation also uses a "deposit beta" modeling assumption which is an estimate of the change in interest-bearing deposit pricing for a given change in market interest earning assets and interest-bearing liabilities to approach a target of no more than 4.0% rates. In up-rate scenarios, the deposit beta assumption is 30% with the pricing change occurring in the first month of the net interest income at risk over a one-year period, should interest rates immediately shift up or down 100 basis points, or gradually shift up 200 basis points over a 12 simulation horizon. In down-rate scenarios, the deposit beta assumption is 50% with the pricing change occurring in the first month period. As of December 31, 2022, our income simulation model predicted the net interest income would increase 0.17% on an immediate upward 100 basis point shock, assuming a static balance sheet, simulation horizon. Actual changes to deposit pricing may vary significantly from this assumption due to management actions, customer behavior, and decrease of 0.31% on an immediate downward 100 basis point shock. Assuming a 0.5% gradual increase in market forces, which may have significant impacts to our net interest rates during each of the next four consecutive quarters, income. The net interest income would decrease \$2.9 million, or decrease of 0.28%.

Other than the 12-month gradual ramp, each scenario predicts simulations at December 31, 2023 project that our interest-bearing assets liabilities reprice faster than our interest bearing liabilities, earning assets.

Change in Interest Rate (basis points)	Percent Change in Net Interest Income	
	December 31, 2023	
+200	(8.13)%	
+100	(4.01)%	
-100	6.42%	
-200	10.94%	

The preceding interest rate sensitivity analysis does not represent a forecast and should not be relied upon as being indicative of expected operating results.

[Table of Contents](#)

The Company uses financial derivative instruments for management of interest rate sensitivity. In August 2022, the Company entered into two interest rate collars related to variable-rate loans that were designated as cash flow hedges with a total notional amount of \$300.0 million, \$300.0 million. The collars designated as cash flow hedges synthetically fix the interest income received by the Company when the collar index falls below a floor rate on a rate reset during the term of the collar and when the collar index exceeds the cap rate on a rate reset during the term of the collar without exchange of the underlying notional amount. In October 2022, the Company entered into four forward starting receive-fixed hedges related to pools of variable-rate loans and securities that were designated as cash flow hedges with a total notional amount of \$850.0 million. The swaps designated as cash flow hedges synthetically fix the interest income received by the Company once when they become effective. As of December 31, 2023, \$900.0 million of the cash flow hedges were effective with the remaining \$250.0 million becoming effective in April 2024.

[Table of Contents](#)

Recent Accounting Pronouncements

The expected impact of accounting standards recently issued but not yet adopted are discussed in "Notes to Consolidated Financial Statements—Authoritative Accounting Guidance" included in Part IV, Item 15 of this report.

Item 8. Financial Statements and Supplementary Data

The following consolidated financial statements of First Interstate BancSystem, Inc. and subsidiaries are contained in Part IV, Item 15 of this report and are incorporated herein by reference.

Report of RSM US LLP, Independent Registered Public Accounting Firm (PCAOB ID: 49)
Consolidated Balance Sheets — December 31, 2022 December 31, 2023 and 2021 2022
Consolidated Statements of Income — Years Ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021
Consolidated Statements of Comprehensive Income — Years Ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021
Consolidated Statements of Stockholders' Equity — Years Ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021
Consolidated Statements of Cash Flows — Years Ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020 2021
Notes to Consolidated Financial Statements

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

There have been no disagreements with accountants on accounting and financial disclosure. None.

[Table of Contents](#)

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We have established and maintain disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Exchange Act. As of December 31, 2022 December 31, 2023, our management evaluated, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as of December 31, 2022 December 31, 2023, were effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods required by the SEC's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

The Company's Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act under Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Internal control over financial reporting includes controls is a process designed by, or under the supervision of, our Chief Executive Officer and procedures designed Chief Financial Officer to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and fair presentation includes those policies and procedures that pertain to the maintenance of our published records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles.

As permitted by guidance provided by the staff GAAP, and that receipts and expenditures of the U.S. Securities Company are being made only in accordance with proper authorizations; and Exchange Commission, provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the scope of management's assessment of Company's assets that could have a material effect on the financial statements.

All internal control over financial reporting as of December 31, 2022 has excluded Great Western Bank, which was acquired processes and merged into First Interstate Bank on February 1, 2022. The acquired entity continued operations doing business as Great Western Bank using separate systems until system conversion on May 23, 2022. Great Western Bank's total assets represented approximately 40.4 percent of the Company's related consolidated assets as of the date of the merger.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even processes and systems deemed to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including the Chief Executive Officer and the Chief Financial Officer, assessed the effectiveness of our system of internal control over financial reporting as of December 31, 2022 December 31, 2023, based on the criteria and guidelines established in the Internal Control--Integrated Framework (2013 framework) (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our such assessment, we believe management determined that as of December 31, 2022, our system of the Company's internal control over financial reporting was not effective as of December 31, 2023, to provide reasonable assurance regarding the reliability extent of the material weakness discussed below. Notwithstanding the foregoing determination, the deficiencies in our internal control over financial reporting and the preparation material weakness described in this report did not result in any material misstatement in our consolidated financial statements or other disclosures included in this Annual Report on Form 10-K.

[Table of Contents](#)

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements for external purposes will not be prevented or detected on a timely basis. In connection with its evaluation and assessment, the following combined deficiencies culminating in accordance with U.S. generally accepted accounting principles, a material weakness have been identified by management.

Our management concluded that the Company's control over the establishment of new deposit accounts was not effectively designed to fully consider all of the relevant attributes and the sufficiency of the coverage of this control was not documented or assessed. In addition, segregation of duties over the establishment of new loan accounts and the maintenance of loan and deposit accounts was not adequately enforced by the workflow system. The Company also did not have effective information technology general

controls (ITGCs) supporting the Company's internal control over financial reporting related to the documentation of the completeness and accuracy of user access to systems, change management segregation of duties over two systems, and sufficient identification of transfers between systems. These combined deficiencies, which in aggregate result in a material weakness, impact other automated and manual business process controls in the control environment that are dependent on the ineffective controls.

A discussion of the remediation steps that the Company has undertaken, including subsequent to year-end, to better define and document the appropriateness of its control environment and eliminate each of the deficiencies is provided below in this Item 9A under the caption "—Management's Remediation Plan", which immediately follows the more specific description of the above identified deficiencies.

Importantly, and as noted above, the deficiencies in our internal control over financial reporting and the material weakness described in this report did not result in any material misstatement in our consolidated financial statements or other disclosures. These deficiencies merely were determined to create a reasonable possibility that a material misstatement of our consolidated financial statements would not be prevented or detected on a timely basis.

RSM US LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued [an audit report on the effectiveness of](#) our internal control over financial reporting as of [December 31, 2022](#) December 31, 2023. RSM US LLP's report is presented below this management report in Item 9A of this Annual Report on Form 10-K.

Management's Remediation Plan

Beginning in July 2023, we pivoted from 100% testing of new deposit account attributes to sampling at up to a 30% testing approach of new deposit account attributes. The [report, which expresses an unqualified opinion on](#) redesign did not adequately define the sampling methodology, including escalation procedures, and did not include all key deposit account attributes.

Regarding the remediation of the deficiency concerning the testing of new deposit account attributes, subsequent to year-end we engaged independent third-party consultants to assist us in evaluating the appropriateness and effectiveness of our testing approach and quantifying the reasonableness of the sample size. In addition, subsequent to year-end, we performed further testing over 2023 new deposit accounts with no material findings. We also took steps to ensure inclusion of all relevant fields to financial reporting within the scope of the review of new deposit accounts, revise sampling procedures to achieve additional precision, included rationale for sampling approach based on required exception rates for a material misstatement to be possible, and will include escalation procedures.

With respect to our workflow system associated with the establishment of new loan accounts and the maintenance of loan and deposit accounts, our workflow system is configured to automatically identify individuals who performed a deposit or loan boarding or maintenance activity and deny them access to perform a review of the activity performed. It was determined, however, that the workflow system had a vulnerability that could allow employees to edit some keywords associated with documents and workflows. It was determined that this vulnerability could pose segregation of duties concerns as employees with account boarding and maintenance access could bypass the control to allow them to perform quality control on their own activity.

With respect to the remediation of the segregation of duties deficiency related to our workflow system, upon identification of the deficiency, management promptly removed the ability of an employee to edit relevant 'keyword' fields in the workflow system to ensure appropriate level of system access. Following the remediation efforts, management performed a review of activity, including a review of workflow system logs, engaged in during 2023 to seek to identify any potential instances of unauthorized changes to keywords and investigate instances of actual segregation of duties violations related to deposit account maintenance and loan boarding and maintenance activity, and no unauthorized changes or violations were identified.

[Table of Contents](#)

Our ITGC user access review and validation control activity has been established to ensure that system and application access remain appropriate for each employee's job role. During 2023, the Company onboarded a new system to increase the automation of user access reviews, intending to ensure complete and accurate populations were considered as part of the control activity. During the third quarter of 2023, it was determined that existing procedures should have more detail, and management updated the Company's processes and expanded its written procedures for obtaining complete and accurate populations of user access reviews for each system with a manual population and held training sessions with system administrators to increase detail and add support and seek to remediate the deficiency. Additionally, during the fourth quarter of 2023, a quality assurance process was implemented to add another layer of control prior to the finalization of each periodic user's access review. Management further intends to continue to identify systems that are compatible with the automation feature to further reduce manual processes, to consider timing of testing for systems subject to annual user access review, to review and enhance written procedures for obtaining accurate populations of user access, and conduct additional training with system administrators to further communicate the requirements of the periodic access review process, all with a view to promptly eliminate this deficiency.

Regarding the identified ITGC change management deficiency, technical limitations resulting in segregation of duties conflicts in the standard control environment were identified for changes deployed for two systems. A documented, weekly attestation and sign off is completed by management to attest to the review period; however, the preparer and reviewer are not independent of the activity to which they are attesting. In addition, due to an employee's leave of absence, the existing control activity was not operational for part of 2023. The employee resumed documentation of the review and the related attestation of implemented changes process upon return from leave, and thereafter a retroactive review was performed to ensure that there were no unauthorized changes to the systems while the employee was on leave. Because the remediation efforts to alleviate the segregation of duties concerns were not completed prior to year-end, it was determined that the existing technical limitations resulted in segregation of duties conflicts in the standard control environment at year end.

In order to remediate the identified change management deficiency, management has initiated a project to migrate to an alternate cloud solution that is expected to enable logical access implementation to support segregation of duties requirements through automation.

The ITGCs deficiency related to the sufficient identification of transfers between only those systems supporting the Company's internal control over financial reporting [as relates to the listing of December 31, 2022](#), relevant, specific transfers not being produced until December 2023. The Company identified all transfers between systems, which by definition included those systems supporting the Company's internal control over financial reporting, but it did not produce separately the more limited universe of systems subsumed by the larger universe. In addition, the control did not include sufficient logging and monitoring activities to demonstrate the effective execution of the control.

To remediate the Company's deficiency in producing the sufficient identification of transfers between only those systems supporting the Company's internal control over financial reporting, management in December 2023 enhanced its reporting capabilities to identify only data transfers supporting the Company's internal control over financial reporting.

Furthermore, documentation of the control is **included below**, being enhanced to ensure adequate system logging and monitoring for the prompt elimination of the deficiency.

By completing these remediation steps, our automated and manual business process controls that are dependent on the effectiveness of these remediated controls and ITGCs have been and will continue to be improved, with the effect that management believes that it will be able to remediate and eliminate the material weakness during 2024.

We have already completed some and are in the process of effecting other remediation efforts related to the deficiencies identified above. Remediation will not be considered complete until such controls have been properly tested for design and operating effectiveness by management and the external auditor.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the fiscal quarter ended **December 31, 2022** **December 31, 2023** that have materially affected, or are reasonably likely to materially affect, our internal control over financial **reporting**. **reporting**, other than as described above regarding the remediation activities concerning the onboarding of a new system to increase the automation of user access reviews and the Company's deficiency in producing the sufficient identification of transfers between only those systems supporting the Company's internal control over financial reporting, the discussion with respect to which is incorporated herein by reference.

[Table of Contents](#)

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of First Interstate BancSystem, Inc.

Opinion on the Internal Control Over Financial Reporting

We have audited First Interstate BancSystem, Inc.'s (the Company) internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control* — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, **because of the effect of the material weakness described below on the achievement of the objectives of the control criteria**, the Company **has not maintained in all material respects** effective internal control over financial reporting as of **December 31, 2022** **December 31, 2023**, based on criteria established in *Internal Control* — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets **of the Company** as of **December 31, 2022** **December 31, 2023** and **2021, 2022**, the **related** consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended **December 31, 2022** **December 31, 2023**, and the related notes to the consolidated financial statements **of the Company** and our report dated **February 24, 2023** **February 29, 2024** expressed an unqualified opinion.

As described **A material weakness is a deficiency, or a combination of deficiencies, in Management's Report on Internal Control over Financial Reporting, management has excluded Great Western Bank from its assessment of internal control over financial reporting, as such that there is a reasonable possibility that a material misstatement of December 31, 2022, which the company's annual or interim financial statements will not be prevented or detected on a timely basis.** The following material weakness has been identified and included in management's assessment:

The Company's control over the establishment of new deposit accounts was **merged when acquired** not effectively designed to fully consider all of the relevant attributes and the sufficiency of the coverage of this control was not documented or assessed. In addition, segregation of duties over the establishment of new loan accounts and the maintenance of loan and deposit accounts was not adequately enforced by the workflow system. The Company **in a purchase business combination** also did not have effective information technology general controls (ITGCs) supporting the first quarter of 2022. We have also excluded Great Western Bank from our audit of Company's internal control over financial reporting. **Great Western Bank continued operations doing business as Great Western Bank using separate systems until system conversion on May 23, 2022. Great Western Bank's total assets represented approximately 40.4 percent reporting related to the documentation of the Company's related consolidated assets as completeness and accuracy of user access to systems, change management segregation of duties over two systems, and sufficient identification of transfers between systems. These combined deficiencies impact other automated and manual business process controls in the control environment that are dependent on the ineffective controls.**

This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the **date of the merger**. 2023 financial statements, and this report does not affect our report dated February 29, 2024 on those financial statements.

Basis for Opinion

The **Company's** **Company's** management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting in the accompanying Management's Report on Internal Control **over** **Over** Financial Reporting. Our responsibility is to express an opinion on the **Company's** **Company's** internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A **company's** **company's** internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A **company's** **company's** internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ RSM US LLP
Des Moines, Iowa
February 24, 2023 29, 2024

Item 9B. Other Information

There were no items required(a) Effective February 26, 2024, pursuant to the 2023 Equity and Incentive Plan, the Company adopted (i) a form of Restricted Stock Unit Agreement to be disclosed in used as the template for awards of restricted stock units and (ii) a report on Form 8-K during form of Performance Restricted Stock Unit Agreement to be used as the fourth template for awards of performance restricted stock units, that may be granted to eligible participants under the 2023 Equity and Incentive Plan, unless otherwise determined by the Compensation Committee of the Board.

(b) Information Required by Item 407(c)(3) of Regulation S-K. During the fiscal quarter ended December 31, 2023, none of 2022 the Company's directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that were not reported, was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Information concerning directors, executive officers, and corporate governance is set forth under the heading, "Directors and Executive Officers" and "Corporate Governance" in our Proxy Statement relating to our 2023 2024 annual meeting of shareholders and is incorporated herein by reference.

Information concerning our compliance with section 16(a) of the Securities Exchange Act of 1934 is set forth under the heading "Delinquent Section 16(a) Reports" in our Proxy Statement relating to our 2023 2024 annual meeting of shareholders and is herein incorporated herein by reference.

Item 11. Executive Compensation

Information concerning executive compensation is set forth under the headings "Compensation Discussion and Analysis" and "Compensation of Named Executive Officers," "Director Compensation," and "Directors" "Corporate Governance" in our Proxy Statement relating to our 2023 2024 annual meeting of shareholders and is herein incorporated by reference.

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

Information concerning security ownership of certain beneficial owners and management as well as related stockholder matters is set forth under the heading "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plans" in our Proxy Statement relating to our 2023 2024 annual meeting of shareholders and is herein incorporated herein by reference.

The following table provides information, as of December 31, 2022 December 31, 2023, regarding our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans(1)
Equity compensation plans approved by shareholders	—	\$—	361,605 1,389,724
Equity compensation plans not approved by shareholders	NA	NA	NA
Total	—	\$—	361,605 1,389,724

(1) Excludes number of securities to be issued upon exercise of outstanding options, warrants and rights.

Item 13. Certain Relationships and Related Transactions and Director Independence

Information concerning relationships and related party transactions of certain of our executive officers, directors, and greater than 5% shareholders as well as the independence of our directors is set forth under the headings "Directors and Executive Officers" and "Certain Relationships and Related **Transactions**" **Party Transactions,** and "Corporate **Governance**" in our Proxy Statement relating to our **2023 2024** annual meeting of shareholders and is herein incorporated herein by reference. In addition, see "Notes to Consolidated Financial Statements—Related Party Transactions" included in Part IV, Item 15.

[Table of Contents](#)

Item 14. Principal Accountant Fees and Services

Information concerning principal accountant fees and services **and related information** is set forth under the **heading headings** "Principal Accounting Fees and Services" and "**Audit Committee Pre-Approval Policies and Procedures**" in our Proxy Statement relating to our **2023 2024** annual meeting of shareholders and is herein incorporated by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Our audited consolidated financial statements follow.

The list of all financial statements filed as part of this filing is included above under Part II, Item 8. Financial Statements and Supplementary Data, on page **58 60**, and incorporated herein by reference. Such audited consolidated financial statements follow:

[Table of Contents](#)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of First Interstate BancSystem, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of First Interstate BancSystem, Inc. and its subsidiaries (the Company) as of **December 31, 2022 December 31, 2023** and **2021, 2022**, the related consolidated statements of income, comprehensive income, **stockholders' stockholders'** equity and cash flows for each of the three years in the period ended **December 31, 2022 December 31, 2023**, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of **December 31, 2022 December 31, 2023** and **2021, 2022**, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2022 December 31, 2023**, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the **Company's Company's** internal control over financial reporting as of **December 31, 2022 December 31, 2023**, based on criteria established in *Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Our report dated February 29, 2024 expressed an opinion that the Company had not maintained effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in **2013**, and our report dated February 24, 2023 expressed an unqualified opinion on the effectiveness of the **Company's internal control over financial reporting, 2023.**

Basis for Opinion

These financial statements are the responsibility of the **Company's Company's** management. Our responsibility is to express an opinion on the **Company's Company's** financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the **audits audit** to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of **the critical audit matters** does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing **a separate opinion opinions** on the critical audit matters or on the accounts or disclosures to which they relate.

Allowance for Credit Losses - Loans Held for Investment

The Company's loans held for investment portfolio totaled **\$18,099.2 million \$18,279.6 million** as of **December 31, 2022 December 31, 2023**, and the associated allowance for credit losses on loans held for investment was **\$220.1 million \$227.7 million**. As described in Notes 1 and 6 to the financial statements, the allowance for credit losses on loans held for investment is a valuation account that is deducted from the Company's amortized cost basis of loans held for investment to present the net amount of loans held for investment expected to be collected. **Expected future principal and interest cash flows are calculated using contractual repayment terms while considering prepayment, utilization, interest rate,**

and probability of default assumptions. Macroeconomic models calculate segment-specific multipliers using third party forecast data. The multipliers adjust the annual loss rates to the level expected under the economic conditions over the 2-year forecast period, followed by a 1-year straight-line reversion to the unadjusted historical average loss rates. The unadjusted loss rates then apply for the remaining life of the loan. The Company's allowance for credit losses on loans held for investment consists of three elements: (1) specific valuation allowances associated with collateral-dependent collateral-dependent loans; (2) historical valuation allowances based on loan loss experience for similar loans with similar characteristics and trends; trends and segment-specific multipliers using third party forecast data; and (3) adjustments to historical loss information for differences in current loan-specific loan-specific risk characteristics such as differences in underwriting standards, portfolio mix delinquency level, and trends, asset quality, or term as well as for changes in or forecasted changes in environmental and economic conditions, such as changes in unemployment rates, property values, or other relevant factors.

[Table of Contents](#)

We identified the adjustments to historical loss information component of the allowance for credit losses on loans held for investment, both as it relates to current conditions and forecasted scenarios, economic forecast selection, as a critical audit matter, because auditing this component of the allowance for credit losses on loans held for investment required significant auditor judgement related to estimates determined by management which are highly subjective and are highly sensitive to change in significant assumptions.

[Table of Contents](#)

Our audit procedures related to the Company's adjustments to historical loss information component of the allowance for credit losses on loans held for investment included the following, among others:

- We obtained an understanding of the relevant controls related to the allowance for credit losses on loans held for investment and tested such controls for design and operating effectiveness, including controls relating to management's review and approval of the allowance for credit losses on loans held for investment calculation, management's approval of economic forecast selection used to derive segment-specific multipliers within its macroeconomic model, management's assessment and review of the adjustments to historical loss information component of the allowance for credit losses on loans held for investment for current conditions, and forecasted scenarios and management's validation of underlying source data.
- We tested management's calculation of adjustments to historical loss information within the allowance for credit losses on loans held for investment calculation by agreeing calculation inputs to the Company's internal and external source data, including for current and forecasted conditions, verifying the mathematical accuracy of the calculation of adjustments to historical loss information, and evaluating whether adjustments to historical loss information within the allowance for credit losses on loans held for investment, or lack thereof, were reasonable and consistent with Company provided internal data and external independent data, including data related to current and forecasted periods. data.
- We assessed the evaluated management's selected economic forecast, used to derive segment-specific multipliers within its macroeconomic model, for reasonableness of management's calculated changes in adjustments to historical loss information within the allowance for credit losses on loans held for investment calculation by evaluating the magnitude and directional consistency of changes, or lack thereof, in the level of adjustments to historical loss information between periods and evaluating whether management's conclusions were reasonable and consistent with Company provided internal data and external independent data, including data related to current and forecasted periods. against alternative industry sources.
- We agreed management's calculated adjustments to historical loss information to the allowance for credit losses on loans held for investment calculation.

Fair Value of Loans Held for Investment Acquired in Business Combinations Goodwill

The Company completed an acquisition on February 1, 2022, acquiring loans held for investment with an estimated fair value of \$7,705.0 million. Company's goodwill totaled \$1,100.9 million as of the acquisition date, December 31, 2023. As described in Notes 1 and 23 to the financial statements, the Company estimated evaluates goodwill for impairment at least annually and on an interim basis if an event or circumstance indicates that it is more likely than not that an impairment has occurred. As a result of the acquisition date ongoing financial services economic conditions, including changes to the interest rate environment, continued volatility in the Company's common share price, and volatility in the Company's overall market capitalization during the third and beginning of the fourth quarter of 2023, the Company performed a quantitative interim goodwill impairment assessment for its sole reporting unit as of October 31, 2023 by weighting income and market-based approaches. The income approach measures the fair value of loans held for an interest in a business by discounting expected future cash flows to present value. The market approaches take into consideration fair values of comparable companies operating in similar lines of business that are potentially subject to similar economic and environmental factors and could be considered reasonable investment by segmenting alternatives. The result of the acquired portfolio into purchase credit deteriorated (PCD) income and non-PCD loans.

The estimated market approaches were weighted in determining the fair value of non-PCD loans and PCD loans at the acquisition date was \$7,022.2 million and \$623.3 million, respectively. Non-PCD loans were pooled based on similar characteristics. PCD loans were valued at reporting unit.

We identified management's estimation of the loan level. The Company's valuation of non-PCD loans and PCD loans utilized a discounted cash flow analysis. The discount rate utilized to determine the estimated fair value of non-PCD loans and PCD loans considered the cost of funds rate, capital charges, servicing costs, liquidity premiums and risk premiums. The credit discount for non-PCD loans and PCD loans was estimated based on probability of default and loss given default assumptions.

The determination of the estimated fair value of loans held for investment required management to make certain estimates about discount rates, future expected cash flows, and market conditions at the time of the acquisition, as well as other future events that are highly subjective in nature.

We identified the estimated fair value of loans held for investment that were acquired in the current year its reporting unit as a critical audit matter, because the estimation of the judgements necessary by fair value required management to determine make significant assumptions and estimates around forecasted net income, the selection of discount rates, the selection of control premiums utilized in the valuation and the weighting of valuation methods used in determining the fair value of loans held for investment, the reporting unit. In addition, our audit procedures to evaluate the reasonableness of management's net income forecasts, selection of discount rates, selection of control premiums and weighting of

valuation methods utilized in the related high valuation required a higher degree of auditor judgement and the extensive as well as an increased level of audit effort, involved in testing management's estimates and assumptions. The significant estimates and assumptions necessary to estimate including the fair value involvement of non-PCD and PCD loans that required a high degree of auditor judgement and increased audit effort included assumptions valuation specialists related to probability of default valuation inputs determined by management which are highly subjective and loss given default, cost of funds, capital charges, servicing cost, liquidity premiums and risk premiums, are highly sensitive to change in significant assumptions.

Our audit procedures related to our evaluation of the reasonableness of the Company's estimated fair value net income forecasts, selection of loans held for investment acquired discount rates, selection of the control premium utilized and weighting of the methods in the current year valuation included the following, among others:

- We obtained an understanding of the relevant controls related to net income forecasts and the estimated fair value selection of loans held for investment acquired in the current year discount rate, control premium and the weighting of valuation methods, and tested such controls for design and operating effectiveness, including controls relating to management's review and approval of the assumptions related to probability net income forecasts, the selection of default the discount rate and loss given default control premium and assumptions related to cost the weighting of funds, capital charges, servicing cost, liquidity premiums and risk premium utilized in the discounted cash flow calculations for loans held for investment. valuation methods.

[Table of Contents](#)

- We tested evaluated management's ability to accurately forecast net income by comparing actual results to management's historical forecasts.
- We evaluated the completeness assumptions and accuracy estimates included in management's net income forecasts by: 1) comparing to industry forecasts and information included in industry analyst reports; 2) considering the impact of the data inputs used changes in the loans held for investment estimated fair value calculations competitive and regulatory environment on management's forecast; and 3) assessing the reasonableness of strategic plans incorporated by comparing the data to source documents and external information sources. Company into the forecasts.
- We utilized internal valuation specialists to assist in testing management's methodologies and techniques for appropriateness, as well as evaluating significant assumptions such as probability of default and loss given default, cost of funds, capital charges, servicing cost, liquidity premiums and risk premiums, by comparing the data to source documents provided by discount rate, the Company, obtaining comparative information from external sources and performing mathematical accuracy checks.

Fair Value of Loans Held for Sale Acquired in Business Combinations

The Company completed an acquisition on February 1, 2022, acquiring loans held for sale with an estimated fair value of \$217.0 million as of the acquisition date. As described in Notes 1 and 2 to the financial statements, the Company estimated the acquisition date fair value of loans for sale based on discounted payoffs and quotes or bids from third party investors.

The determination of the estimated fair value of loans held for sale required management to make certain estimates and assumptions about loans held for sale and to evaluate whether additional information obtained related to certain loans held for sale necessitated measurement period adjustments to provisional fair values, which are subjective in nature.

We identified the estimated fair value of loans held for sale that were acquired in the current year as a critical audit matter because of the judgements necessary control premium selected by management to determine and the weighting of valuation methods used in determining the fair value of loans held for sale, the reporting unit. The evaluation included evaluating the reasonableness of market-based source information underlying the selection of the discount rate and control premium, testing the reasonableness of management's method, developing independent expectations, and the related high degree of auditor judgement and the audit effort involved in testing management's estimates and assumptions. The significant estimates and assumptions necessary to estimate the fair value of loans held for sale that required a high degree of auditor judgement and increased audit effort included assumptions related to discounted payoffs, quotes or bids from third party investors and whether additional information obtained related to certain loans held for sale necessitated measurement period adjustments to provisional fair values.

Our audit procedures related to the Company's estimated fair value of loans held for sale acquired in the current year included the following, among others:

- We obtained an understanding of the relevant controls related to the estimated fair value of loans held for sale acquired in the current year and tested such controls for design and operating effectiveness, including controls relating to management's review and approval of the assumptions related to discounted payoffs, quotes or bids from third party investors and whether additional information obtained related to certain loans held for sale necessitated measurement period adjustments to provisional fair values.
- We tested the completeness and mathematical accuracy of the data inputs used in the loans held for sale estimated fair value discount rate, control premium and weighting of valuation methods calculations including measurement period adjustments for loans held for sale, by comparing the data to source documents and external information sources.
- We evaluated management's methodologies and techniques for appropriateness, as well as evaluating significant assumptions such as discounted payoffs, quotes or bids from third party investors and additional information related to certain loans held for sale leading to measurement period adjustments, by comparing the data to source documents provided by the Company, obtaining corroborative information from external sources and performing mathematical accuracy checks.

/s/ RSM US LLP

We have served as the Company's auditor since 2004.

Des Moines, Iowa

February 24, 2023 29, 2024

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In millions, except share data)

December 31,	December 31,	2022	2021	December 31,	2023	2022
Assets	Assets			Assets		
Cash and due from banks	Cash and due from banks	\$ 349.2	\$ 168.6			
Interest bearing deposits in banks	Interest bearing deposits in banks	521.2	2,176.1			
Federal funds sold	Federal funds sold	0.1	0.1			
Total cash and cash equivalents	Total cash and cash equivalents	870.5	2,344.8			
Investment securities:	Investment securities:			Investment securities:		
Available-for-sale	Available-for-sale	6,946.1	4,820.5			
Held-to-maturity, net of allowance for credit losses of \$1.9 and \$0 at December 31, 2022 and 2021, respectively (estimated fair values of \$3,052.2 and \$1,667.5 at December 31, 2022 and 2021, respectively)	Held-to-maturity, net of allowance for credit losses of \$1.9 and \$0 at December 31, 2022 and 2021, respectively (estimated fair values of \$3,052.2 and \$1,667.5 at December 31, 2022 and 2021, respectively)	3,451.8	1,687.6			
Available-for-sale, net of allowance for credit losses of \$0 at December 31, 2023 and 2022 (amortized cost of \$6,307.8 and \$7,573.5 at December 31, 2023 and 2022, respectively)	Available-for-sale, net of allowance for credit losses of \$0 at December 31, 2023 and 2022 (amortized cost of \$6,307.8 and \$7,573.5 at December 31, 2023 and 2022, respectively)					
Held-to-maturity, net of allowance for credit losses of \$0.8 and \$1.9 at December 31, 2023 and 2022, respectively (estimated fair values of \$2,874.0 and \$3,052.2 at December 31, 2023 and 2022, respectively)	Held-to-maturity, net of allowance for credit losses of \$0.8 and \$1.9 at December 31, 2023 and 2022, respectively (estimated fair values of \$2,874.0 and \$3,052.2 at December 31, 2023 and 2022, respectively)					
Total investment securities	Total investment securities	10,397.9	6,508.1			

FHLB and FRB stock, at cost	FHLB and FRB stock, at cost	198.6	53.8
Loans held for sale	Loans held for sale	79.9	30.1
Loans held for investment, net of deferred fees and costs	Loans held for investment, net of deferred fees and costs	18,099.2	9,331.7
Allowance for credit losses	Allowance for credit losses	220.1	122.3
Net loans held for investment	Net loans held for investment	17,879.1	9,209.4
Goodwill	Goodwill	1,100.9	621.6
Company-owned life insurance	Company-owned life insurance	497.9	301.5
Premises and equipment, net of accumulated depreciation	Premises and equipment, net of accumulated depreciation	444.7	299.6
Other intangibles, net of accumulated amortization	Other intangibles, net of accumulated amortization	97.0	41.3
Accrued interest receivable	Accrued interest receivable	118.3	47.4
Mortgage servicing rights, net of accumulated amortization and impairment reserve	Mortgage servicing rights, net of accumulated amortization and impairment reserve	31.1	28.2
Other real estate owned	Other real estate owned	12.7	2.0
Deferred tax asset, net	Deferred tax asset, net	210.5	—
Other assets	Other assets	348.7	184.1
Total assets	Total assets	\$32,287.8	\$19,671.9
Liabilities and Stockholders' Equity	Liabilities and Stockholders' Equity	Liabilities and Stockholders' Equity	
Deposits:	Deposits:	Deposits:	
Non-interest bearing	Non-interest bearing	\$ 7,560.0	\$ 5,568.3
Interest bearing	Interest bearing	17,513.6	10,701.3
Total deposits	Total deposits	25,073.6	16,269.6
Securities sold under repurchase agreements	Securities sold under repurchase agreements	1,052.9	1,051.1

Accounts payable and accrued expenses	Accounts payable and accrued expenses	445.9	148.4
Accrued interest payable	Accrued interest payable	14.5	3.7
Deferred tax liability, net		—	9.3
Long-term debt			
Long-term debt			
Long-term debt	Long-term debt	120.8	112.4
Other borrowed funds	Other borrowed funds	2,327.0	—
Allowance for credit losses on off-balance sheet credit exposures	Allowance for credit losses on off-balance sheet credit exposures	16.2	3.8
Subordinated debentures held by subsidiary trusts	Subordinated debentures held by subsidiary trusts	163.1	87.0
Subordinated debentures held by subsidiary trusts			
Subordinated debentures held by subsidiary trusts			
Total liabilities	Total liabilities	29,214.0	17,685.3
Stockholders' equity:	Stockholders' equity:	Stockholders' equity:	
Preferred stock, no par value; 100,000 shares authorized; none issued and outstanding	Preferred stock, no par value; 100,000 shares authorized; none issued and outstanding	—	—
Common stock, no par value; 150,000,000 and 100,000,000 shares authorized at December 31, 2022 and 2021; 104,442,023 shares and 62,200,456 shares issued and outstanding, respectively	Common stock, no par value; 150,000,000 and 100,000,000 shares authorized at December 31, 2022 and 2021; 104,442,023 shares and 62,200,456 shares issued and outstanding, respectively	2,478.2	945.0
Common stock and additional paid-in-capital, \$0.00001 par value; 150,000,000 shares authorized at December 31, 2023 and 2022; 103,941,626 and 104,442,023 shares issued and outstanding, respectively			
Retained earnings	Retained earnings	1,072.7	1,052.6

Accumulated other comprehensive loss, net	Accumulated other comprehensive loss, net	(477.1)	(11.0)
Total stockholders' equity	Total stockholders' equity	3,073.8	1,986.6
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$32,287.8	\$19,671.9

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF INCOME

(In millions, except per share data)

Year Ended December 31,	Year Ended December 31,	2022	2021	2020	Year Ended December 31,	2023	2022	2021
Interest income:	Interest income:				Interest income:			
Interest and fees on loans	Interest and fees on loans	\$ 790.2	\$ 430.2	\$ 453.4				
Interest and dividends on investment securities:	Interest and dividends on investment securities:							
Taxable	Taxable	212.4	67.1	63.4				
Taxable								
Exempt from federal taxes	Exempt from federal taxes	5.4	5.6	2.7				
Interest and dividends on FHLB and FRB stock	Interest and dividends on FHLB and FRB stock	4.8	1.0	0.8				
Interest on deposits in banks	Interest on deposits in banks	8.7	2.6	4.1				
Total interest income	Total interest income							
Total interest income								
Total interest income	Total interest income	1,021.5	506.5	524.4				
Interest expense:	Interest expense:				Interest expense:			
Interest on deposits	Interest on deposits	48.3	8.1	18.1				
Interest on securities sold under repurchase agreements	Interest on securities sold under repurchase agreements	2.5	0.4	0.9				

Interest on other borrowed funds	Interest on other borrowed funds	15.3	—	—
Interest on long-term debt	Interest on long-term debt	6.0	6.0	4.6
Interest on subordinated debentures held by subsidiary trusts	Interest on subordinated debentures held by subsidiary trusts	6.8	2.8	3.0
Total interest expense	Total interest expense	78.9	17.3	26.6
Net interest income	Net interest income	942.6	489.2	497.8
Provision for (reversal of) credit losses	Provision for (reversal of) credit losses	82.7	(14.6)	56.9
Net interest income after provision for (reversal of) credit losses	Net interest income after provision for (reversal of) credit losses	859.9	503.8	440.9
Non-interest income:	Non-interest income:	Non-interest income:		
Payment services revenues	Payment services revenues	74.1	45.1	41.1
Mortgage banking revenues	Mortgage banking revenues	18.7	40.8	47.3
Wealth management revenues	Wealth management revenues	34.3	26.3	23.8
Service charges on deposit accounts	Service charges on deposit accounts	24.6	16.5	17.6
Other service charges, commissions, and fees	Other service charges, commissions, and fees	15.5	7.9	12.1
Investment securities (losses) gains, net	Investment securities (losses) gains, net	(24.4)	1.1	0.3
Investment securities (losses) gains, net	Investment securities (losses) gains, net			
Investment securities (losses) gains, net	Investment securities (losses) gains, net			

Other income	Other income	20.4	11.8	13.7
Total non-interest income				
Total non-interest income				
Total non-interest income	Total non-interest income	163.2	149.5	155.9
Non-interest expense:	Non-interest expense:	Non-interest expense:		
Salaries and wages	Salaries and wages	282.1	164.9	173.7
Employee benefits	Employee benefits	77.5	55.8	49.4
Outsourced technology services	Outsourced technology services	54.3	32.8	32.8
Occupancy, net	Occupancy, net	44.0	28.7	28.5
Furniture and equipment	Furniture and equipment	23.4	17.6	15.5
OREO expense, net of income	OREO expense, net of income	2.3	(0.2)	(0.5)
Professional fees	Professional fees	19.1	12.1	10.9
FDIC insurance premiums	FDIC insurance premiums	14.0	6.6	5.9
Other intangibles amortization	Other intangibles amortization	15.9	9.9	10.9
Other intangibles amortization				
Other intangibles amortization				
Other expenses	Other expenses	114.5	65.7	60.4
Acquisition related expenses				
Acquisition related expenses				
Acquisition related expenses	Acquisition related expenses	118.9	11.6	—
Total non-interest expense	Total non-interest expense	766.0	405.5	387.5
Income before income tax	Income before income tax	257.1	247.8	209.3
Provision for income tax	Provision for income tax	54.9	55.7	48.1
Net income	Net income	\$ 202.2	\$ 192.1	\$ 161.2
Earnings per common share (Basic)	Earnings per common share (Basic)	\$ 1.96	\$ 3.12	\$ 2.53
Earnings per common share (Basic)				

Earnings per common share

(Basic)

Earnings per common share (Diluted)	Earnings per common share (Diluted)	1.96	3.11	2.53
-------------------------------------	-------------------------------------	------	------	------

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In millions)

Year ended December 31,	2022	2021	2020
Net income	\$ 202.2	\$ 192.1	\$ 161.2
Other comprehensive (loss) income before tax:			
Investment securities available-for-sale:			
Change in net unrealized (losses) gains during the period	(613.1)	(113.7)	61.8
Reclassification adjustment for net losses (gains) included in income	24.4	(1.1)	(0.3)
Reclassification adjustment for securities transferred from held-to-maturity to available-for-sale	0.2	—	—
Net change in unamortized (losses) gains on available-for-sale investment securities transferred into held-to-maturity	(26.1)	20.2	—
Change in net unrealized (gain) loss on derivatives	(6.7)	4.2	0.2
Defined benefit post-retirement benefit plans:			
Change in net actuarial loss	—	—	(0.5)
Other comprehensive (loss) income, before tax	(621.3)	(90.4)	61.2
Deferred tax benefit (expense) related to other comprehensive (loss) income	155.2	22.8	(15.6)
Other comprehensive (loss) income, net of tax	(466.1)	(67.6)	45.6
Comprehensive (loss) income, net of tax	\$ (263.9)	\$ 124.5	\$ 206.8

Year ended December 31,	2023	2022	2021
Net income	\$ 257.5	\$ 202.2	\$ 192.1
Other comprehensive income (loss) before tax:			
Investment securities available-for-sale:			
Change in net unrealized gains (losses) during the period	144.8	(613.1)	(113.7)
Reclassification adjustment for net losses (gains) included in income	23.5	24.4	(1.1)
Reclassification adjustment for securities transferred from held-to-maturity to available-for-sale	(7.2)	0.2	—
Net change in unamortized (losses) gains on available-for-sale investment securities transferred into held-to-maturity	(1.3)	(26.1)	20.2
Change in net unrealized loss (gain) on derivatives	0.9	(6.7)	4.2
Other comprehensive income (loss), before tax	160.7	(621.3)	(90.4)
Deferred tax (expense) benefit related to other comprehensive income (loss)	(40.1)	155.2	22.8
Other comprehensive income (loss), net of tax	120.6	(466.1)	(67.6)
Comprehensive income (loss), net of tax	\$ 378.1	\$ (263.9)	\$ 124.5

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (In millions, except share and per share data)

	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2019	\$1,049.3	\$ 953.6	\$ 11.0	\$ 2,013.9
Cumulative change related to the adoption of ASU 2016-13	—	(24.1)	—	(24.1)
Adjusted balance at January 1, 2020	1,049.3	929.5	11.0	1,989.8
Net income	—	161.2	—	161.2
Other comprehensive income, net of tax expense	—	—	45.6	45.6
Common stock transactions:				
3,578,743 common shares purchased and retired	(116.8)	—	—	(116.8)
19,491 common shares issued	—	—	—	—
332,085 non-vested common shares issued	—	—	—	—
34,912 non-vested common shares forfeited or canceled	—	—	—	—
111,539 stock options exercised, net of 26,124 shares tendered in payment of option price and income tax withholding amounts	1.1	—	—	1.1
Stock-based compensation expense	7.5	—	—	7.5
Common cash dividends declared (\$2.00 per share)	—	(128.6)	—	(128.6)

						Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at December 31, 2020	Balance at December 31, 2020					\$ 941.1	\$ 962.1	\$ 56.6	\$ 1,959.8
Net income	Net income					—	192.1	—	192.1
Net income									
Net income									
Other comprehensive loss, net of tax expense									
Other comprehensive loss, net of tax expense									
Other comprehensive loss, net of tax expense	Other comprehensive loss, net of tax expense					—	—	(67.6)	(67.6)
Common stock transactions:	Common stock transactions:								
128,171 common shares purchased and retired									
128,171 common shares purchased and retired									
128,171 common shares purchased and retired	128,171 common shares purchased and retired					(5.4)	—	—	(5.4)

19,081 common shares issued	19,081 common shares issued	—	—	—	—
241,307 non-vested common shares issued	241,307 non-vested common shares issued	—	—	—	—
73,044 non-vested common shares forfeited or canceled	73,044 non-vested common shares forfeited or canceled	—	—	—	—
45,484 stock options exercised, net of 6,982 shares tendered in payment of option price and income tax withholding amounts	45,484 stock options exercised, net of 6,982 shares tendered in payment of option price and income tax withholding amounts	0.4	—	—	0.4
45,484 stock options exercised, net of 6,982 shares tendered in payment of option price and income tax withholding amounts					
45,484 stock options exercised, net of 6,982 shares tendered in payment of option price and income tax withholding amounts					
Stock-based compensation expense					
Stock-based compensation expense					
Stock-based compensation expense	Stock-based compensation expense	8.9	—	—	8.9
Common cash dividends declared (\$1.64 per share)	Common cash dividends declared (\$1.64 per share)	—	(101.6)	—	(101.6)
Balance at December 31, 2021	Balance at December 31, 2021	\$ 945.0	\$ 1,052.6	\$ (11.0)	\$ 1,986.6
Net income					
Net income					
Net income	Net income	—	202.2	—	202.2
Other comprehensive loss, net of tax expense	Other comprehensive loss, net of tax expense	—	—	(466.1)	(466.1)
Other comprehensive loss, net of tax expense					
Other comprehensive loss, net of tax expense					
Common stock transactions:	Common stock transactions:				

5,040,896 common shares purchased and retired					
5,040,896 common shares purchased and retired					
5,040,896 common shares purchased and retired	5,040,896 common shares purchased and retired	(199.0)	—	—	(199.0)
46,913,370 common shares issued	46,913,370 common shares issued	1,722.5	—	—	1,722.5
458,177 non-vested common shares issued	458,177 non-vested common shares issued	—	—	—	—
106,891 non-vested common shares forfeited or canceled	106,891 non-vested common shares forfeited or canceled	—	—	—	—
17,807 stock options exercised, net of 4,877 shares tendered in payment of option price and income tax withholding amounts	17,807 stock options exercised, net of 4,877 shares tendered in payment of option price and income tax withholding amounts	0.1	—	—	0.1
17,807 stock options exercised, net of 4,877 shares tendered in payment of option price and income tax withholding amounts					
17,807 stock options exercised, net of 4,877 shares tendered in payment of option price and income tax withholding amounts					
Stock-based compensation expense					
Stock-based compensation expense					
Stock-based compensation expense	Stock-based compensation expense	9.6	—	—	9.6
Common cash dividends declared (\$1.70 per share)	Common cash dividends declared (\$1.70 per share)	—	(182.1)	—	(182.1)
Balance at December 31, 2022	Balance at December 31, 2022	\$2,478.2	\$1,072.7	\$ (477.1)	\$ 3,073.8
Net income					
Other comprehensive income, net of tax expense					
Other comprehensive income, net of tax expense					

Other comprehensive income, net of tax expense
Common stock transactions:
1,056,191 common shares purchased and retired
1,056,191 common shares purchased and retired
1,056,191 common shares purchased and retired
683,574 non-vested common shares issued
683,574 non-vested common shares issued
683,574 non-vested common shares issued
127,780 non- vested common shares forfeited or canceled
Stock-based compensation expense
Stock-based compensation expense
Stock-based compensation expense
Common cash dividends declared (\$1.88 per share)
Balance at December 31, 2023

See accompanying notes to consolidated financial statements.

[Table of Contents](#)[Contents](#) [is](#)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

Year Ended December 31,	2023	2022
Cash flows from operating activities:		
Net income	\$ 257.5	\$ 202.2
Adjustments to reconcile net income from operations to net cash provided by operating activities:		
Provision for (reversal of) credit losses	32.2	82.7
Net (gain) loss on disposal of premises and equipment	0.7	(2.0)
Depreciation and amortization	53.8	55.5
Net premium amortization on investment securities	2.4	17.0
Net loss (gain) on investment securities transactions	23.5	24.4
Realized and unrealized net gains on mortgage banking activities	(2.8)	(9.4)
	(1.0)	
Net gain on sale of OREO	(0.1)	(0.7)
Write-downs of OREO and other assets pending disposal	1.1	2.8
Net gain on extinguishment of debt	—	(1.4)

Mortgage servicing rights (recovery) impairment recovery	—	(3.4)
Deferred taxes	20.4	(4.7)
Net increase in cash surrender value of company-owned life insurance	(9.7)	(11.1)
Stock-based compensation expense	4.7	9.6
Originations of mortgage loans held for sale	(351.5)	(429.5)
Proceeds from sales of mortgage loans held for sale	461.6 359.5	461.6
Changes in operating assets and liabilities:		
(Increase) decrease in interest receivable	(10.8)	(37.8)
Increase Decrease (increase) in other assets	80.5	(12.9)
Increase (decrease) in accrued interest payable	37.7	8.4
Increase (decrease) (Decrease) increase in accounts payable and accrued expenses	(71.1)	183.1
Net cash provided by operating activities	428.0	534.4
Cash flows from investing activities:		
Purchases of investment securities:		
Held-to-maturity	(0.5)	(858.5)
Available-for-sale	(134.2)	(3,309.4)
Proceeds from sales, maturities, and pay-downs of investment securities:		
Held-to-maturity	227.3	370.5
Available-for-sale	1,390.7	1,926.5
Purchases of FHLB and FRB stock	(290.8)	(241.4)
Proceeds from FHLB and FRB stock	266.2	112.2
Proceeds from bank-owned life insurance settlements	5.2	1.3
Extensions of credit to clients, net of repayments	(185.8)	(951.4)
Proceeds from sales of OREO	3.5	3.4
Proceeds from the sale of Health Savings Accounts	—	1.4
	2.2	
Acquisition of bank and bank holding company, net of cash and cash equivalents received	—	2,006.9
Capital expenditures, net of sales	(28.2)	(10.5)
Net cash used in provided by (used in) investing activities	\$ 1,253.4	\$ (949.0) \$

[Table of Contents](#)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED)

(In millions)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED)

(In millions)

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED)

(In millions)

Year Ended December 31,	Year Ended December 31,	2022	2021	2020	Year Ended December 31,	2023
Cash flows from financing activities:	Cash flows from financing activities:				Cash flows from financing activities:	
Net (decrease) increase in deposits	Net (decrease) increase in deposits	\$ (2,884.0)	\$ 2,052.6	\$ 2,553.5		

Net increase (decrease) in securities sold under repurchase agreements		28.9	(40.3)	393.8
Net (decrease) increase in securities sold under repurchase agreements				
Net increase in other borrowed funds	Net increase in other borrowed funds	2,327.0	—	—
Repayments of long-term debt				
Repayments of long-term debt				
Repayments of long-term debt	Repayments of long-term debt	(164.1)	—	(0.1)
Advances on long-term debt	Advances on long-term debt	14.3	—	98.6
Payment of stock issuance costs	Payment of stock issuance costs	(0.8)	—	—
Proceeds from issuance of common stock	Proceeds from issuance of common stock	0.1	0.4	1.1
Purchase and retirement of common stock	Purchase and retirement of common stock	(199.0)	(5.4)	(116.8)
Purchase and retirement of common stock				
Purchase and retirement of common stock				
Dividends paid to common stockholders	Dividends paid to common stockholders	(182.1)	(101.6)	(128.6)
Net cash (used in) provided by financing activities				
Net cash (used in) provided by financing activities				
Net cash (used in) provided by financing activities	Net cash (used in) provided by financing activities	(1,059.7)	1,905.7	2,801.5
Net (decrease) increase in cash and cash equivalents	Net (decrease) increase in cash and cash equivalents	(1,474.3)	68.0	1,200.0
Cash and cash equivalents at beginning of period	Cash and cash equivalents at beginning of period	2,344.8	2,276.8	1,076.8
Cash and cash equivalents at end of period	Cash and cash equivalents at end of period	\$ 870.5	\$2,344.8	\$2,276.8

Supplemental disclosures of cash flow information:	Supplemental disclosures of cash flow information:				
Supplemental disclosures of cash flow information:					
Supplemental disclosures of cash flow information:					
Cash paid during the period for income taxes	Cash paid during the period for income taxes	\$	57.8	\$	56.8
				\$	54.4
Cash paid during the period for interest expense	Cash paid during the period for interest expense		32.0		19.3
					32.9
Supplemental disclosures of noncash investing and financing activities:	Supplemental disclosures of noncash investing and financing activities:				
Supplemental disclosures of noncash investing and financing activities:					
Supplemental disclosures of noncash investing and financing activities:					
Right-of-use assets obtained in exchange for operating lease liabilities					
Right-of-use assets obtained in exchange for operating lease liabilities					
Right-of-use assets obtained in exchange for operating lease liabilities	Right-of-use assets obtained in exchange for operating lease liabilities		22.9		5.9
					3.6
Transfer of held-to-maturity to available-for-sale securities	Transfer of held-to-maturity to available-for-sale securities		10.9		—
					—
Transfer of available-for-sale to held-to-maturity securities	Transfer of available-for-sale to held-to-maturity securities		463.6		672.2
					—
Transfer of held-for-sale to held for investment loans	Transfer of held-for-sale to held for investment loans		19.8		—
					—
Transfer of held for investment to held-for-sale loans	Transfer of held for investment to held-for-sale loans		12.4		—
					—

Transfer of loans to other real estate owned	Transfer of loans to other real estate owned	0.4	0.9	3.3
Shares issued for acquisition	Shares issued for acquisition	1,723.3	—	—
Capitalization of internally originated mortgage servicing rights	Capitalization of internally originated mortgage servicing rights	2.5	3.7	11.7
Supplemental schedule of noncash investing activities from acquisitions:	Supplemental schedule of noncash investing activities from acquisitions:			
Supplemental schedule of noncash investing activities from acquisitions:				
Supplemental schedule of noncash investing activities from acquisitions:				
Investment securities				
Investment securities				
Investment securities	Investment securities	2,699.0	—	—
Securities purchased under agreement to resell				
Securities purchased under agreement to resell				
Securities purchased under agreement to resell	Securities purchased under agreement to resell	101.1	—	—
Loans held for sale	Loans held for sale	217.0	—	—
Loans held for investment, net	Loans held for investment, net	7,645.5	—	—
Premises and equipment	Premises and equipment	144.7	—	—
Goodwill	Goodwill	479.3	—	—
Other intangibles	Other intangibles	72.9	—	—
Mortgage servicing rights	Mortgage servicing rights	1.3	—	—
Company-owned life insurance	Company-owned life insurance	186.6	—	—
Deferred tax assets	Deferred tax assets	60.2	—	—
Other real estate owned	Other real estate owned	15.8	—	—
Other real estate owned				
Other real estate owned				
Other assets	Other assets	200.8	—	—

Total noncash assets acquired	Total noncash assets acquired	11,824.2	—	—
Deposits				
Deposits				
Deposits	Deposits	11,688.0	—	—
Securities sold under repurchase agreements	Securities sold under repurchase agreements	74.0	—	—
Accounts payable and accrued expenses	Accounts payable and accrued expenses	110.4	—	—
Long-term debt	Long-term debt	159.3	—	—
Subordinated debentures held by subsidiary trusts	Subordinated debentures held by subsidiary trusts	76.1	—	—
Subordinated debentures held by subsidiary trusts				
Subordinated debentures held by subsidiary trusts				
Total liabilities assumed	Total liabilities assumed	\$12,107.8	\$	— \$
Total liabilities assumed				
Total liabilities assumed				

See accompanying notes to consolidated financial statements.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business. First Interstate BancSystem, Inc. (the "Parent Company" and collectively with its subsidiaries, the "Company") is a financial and bank holding company that, through its subsidiary, provides a comprehensive range of banking products and services to individuals, businesses, municipalities, and other entities throughout Arizona, Colorado, Idaho, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming. In addition to its primary emphasis on commercial and consumer banking services, the Company also offers trust, employee benefit, investment, and insurance services through its bank subsidiary. The Company is subject to competition from other financial institutions and nonbank entities. The Company is also subject to the regulations of various government agencies and undergoes periodic examinations by those regulatory authorities.

Basis of Presentation. The Company's consolidated financial statements include the accounts of the Parent Company and its operating subsidiaries. As of **December 31, 2022**, the Company had one significant subsidiary, First Interstate Bank ("FIB"). All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications were material, have been made in the consolidated financial statements for **2021** **2022** and **2020** **2021** to conform to the **2022** **2023** presentation. These reclassifications did not affect net income or stockholders' equity.

Business Combinations. The Company accounts for all business combinations using the acquisition method of accounting. Under this method of accounting, acquired assets and liabilities are included with the acquirer's accounts as of the date of acquisition, with any excess of purchase price over the fair value of the net assets acquired recognized as either finite lived intangible assets or goodwill. In addition, acquisition related costs and restructuring costs are recognized as period expenses as incurred. Fair values are subject to refinement over the measurement period, not to exceed one year after the closing date.

Equity Method Investments. The Company has investments in real estate joint ventures that are not consolidated because the Company does not own a majority voting interest and does not receive a majority of the losses or earnings of the joint venture. These joint ventures are accounted for using the equity method of accounting whereby the Company initially recognizes its investment at cost (or fair value at the date of acquisition) and then subsequently adjusts the carrying value for the Company's proportionate share of distributions and earnings or losses of the joint venture.

Variable Interest Entities. The Company's wholly-owned **wholly owned** business trusts, FI Statutory Trust I ("Trust I"), FI Capital Trust II ("Trust II"), FI Statutory Trust III ("Trust III"), FI Statutory Trust IV ("Trust IV"), FI Statutory Trust V ("Trust V"), FI Statutory Trust VI ("Trust VI"), Northwest Bancorporation Capital Trust I ("Trust VII"), GWB Capital Trust VI ("Trust VIII"), Sunstate IX"), Great Western Statutory Trust IV ("Trust X"), HF Financial Capital Trust III ("Trust XI"), HF Trust IV ("Trust XII"), HF Trust V ("Trust XIII"), and HF Trust VI ("Trust XIV") are variable interest entities in which the Company is not a primary beneficiary. Accordingly, the accounts of Trust I through Trust XIV are not included in the accompanying consolidated financial statements, and the Company is using the equity method of accounting.

The Company has equity investments in variable interest Certified Development Entities ("CDEs") which have received allocations under the New Markets Tax Credits Program. The CDEs are community development projects designed primarily to promote community welfare, such as economic rehabilitation and development of low-income areas by providing jobs for residents. The maximum exposure to loss in the CDEs is the amount of equity invested and credit extended by the Company. The Company has credit protection in the form of agreements, guarantees, and collateral arrangements.

Assets Held in Fiduciary or Agency Capacity. The Company holds certain trust assets in a fiduciary or agency capacity. The Company also purchases and sells federal funds. Other assets held in an agency or fiduciary capacity are not assets of the Company and, accordingly, are not included in the accompanying consolidated financial statements.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Use of Estimates. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to change relate to the determination of the fair value of assets and liabilities, losses, the valuation of goodwill and intangible assets, and fair valuations **values** of investment securities and other financial instruments.

Cash and Cash Equivalents. For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, federal funds sold for less than 90 days, and interest-bearing deposits in banks with original maturities of less than three months. As of **December 31, 2022**, **December 31, 2023** and **2021, 2022**, the Company had cash of **\$518.9 million** and **\$2,166.1 million**, respectively, on deposit with the Federal Reserve Bank (FRB). On March 15, 2020, the Federal Reserve reduced reserve requirement ratios to 1% for all depository institutions. This action eliminated reserve requirements for all depository institutions.

Debt Security Investments. Investments in debt securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and carried at amortized cost. Investments in debt securities that may be sold in response to or in anticipation of changes in interest rates and resulting prepayment risk, or other factors, are classified as available-for-sale and carried at fair value. The unrealized gains and losses on these securities are reported, net of applicable income taxes, as a separate component of stockholders' equity and comprehensive income. Management determines the appropriate classification of securities at the time of purchase and at each reporting date management reassesses the appropriateness of the classification.

The amortized cost of debt securities classified as held-to-maturity or available-for-sale is adjusted for accretion of discounts to maturity and amortization of premiums over the term of the security, without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated, or in the case of callable securities, through the first call date. Such amortization and accretion is included in interest income. Realized gains and losses on sales are recorded on the trade date in investment securities gains and losses. The specific identification method.

Accrued interest receivable on investment securities totaled **\$38.5 million** and **\$38.9 million** at **December 31, 2023** and **\$16.6 million** at December 31, 2022 and 2021, **2022**, respectively, and is included in the accrued interest receivable line item on the consolidated balance sheets.

Allowance for Credit Losses - Held-to-Maturity Securities: Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type. The allowance for credit losses on held-to-maturity debt securities is excluded from the estimate of credit losses. The estimate of expected credit losses considers historical credit loss information, current conditions and reasonable and supportable forecasts.

Management classifies the held-to-maturity portfolio into the following major security types:

U.S. Treasury notes. U.S. Treasury notes issued by the U.S. Department of the Treasury are guaranteed by the U.S. government with very little risk to default.

State, county, and municipal securities. Municipal bonds issued by municipal governments within the U.S. These types of securities are primarily composed of general obligation bonds backed by the credit and taxing power of the issuing jurisdiction and revenue obligation bonds, or municipal bonds that are financed by income-producing projects and are backed by a source of revenue. Municipal issues shall have at least a "BBB" rating by Moody's and/or Standard and Poor's, or equivalent creditworthiness must be established prior to purchase. Placement securities must be analyzed and approved by the Company's Credit Department and documented prior to purchase.

Obligations of U.S. government agencies and entities. Securities held by the Company are primarily issued by The Federal Home Loan Mortgage Corporation, known as Freddie Mac, and the National Mortgage Association, known as Fannie Mae, which are implicitly guaranteed by the U.S. government and are consistently highly rated by major rating agencies with very strong ratings.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

U.S. agency residential and commercial mortgage -backed securities and Collateralized Mortgage Obligations. **mortgage-backed securities.** Residential and commercial mortgage-backed **Commercial mortgage-backed** securities held by the Company are primarily issued by U.S. government agencies and entities. These securities are either explicitly or implicitly guaranteed by the U.S. government.

U.S. government, are consistently highly rated by major rating agencies with very little risk to default.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

U.S. agency residential mortgage-backed securities. Residential mortgage-backed securities held by the Company are primarily issued by U.S. government agencies and are either explicitly or implicitly guaranteed by the U.S. government, are consistently highly rated by major rating agencies with very little risk to default.

Collateralized mortgage obligations. Collateralized mortgage obligations include agency and non-agency residential securities which carry ratings no lower than investment grade and pass federal financial institutions examinations test (Collateral Mortgage Obligation volatility test) at the time of purchase.

Corporate securities. Securities held by the Company are primarily comprised of corporate bonds (both senior and subordinated-debt) issued by a firm or public entity which carry an investment grade "BBB" or better by Moody's, Standard and Poor's, or Kroll rating agencies. All corporate subordinated-debt securities are analyzed and approved by the Company.

Allowance for Credit Losses - Available-For-Sale Securities: For available-for-sale debt securities in an unrealized loss position, the Company first assesses whether it intends to sell or not that it will be required to sell the security before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost is written down to fair value through income. For available-for-sale debt securities that do not meet the aforementioned criteria, the Company performs a qualitative assessment as to whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the fair value, the rating agency, and adverse conditions specifically related to the security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows from the security are compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss allowance for credit losses is recorded for the credit loss, limited by the amount that the fair value is less than the amortized cost basis. Any impairment that has not been recorded in credit losses is recognized in other comprehensive income.

Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the allowance when management believes that an available-for-sale security is confirmed or when either of the criteria regarding intent or requirement to sell is met. Accrued interest receivable on available-for-sale debt securities is reported net of credit losses.

Loans Held for Sale. The Company originates certain loans intended for sale in the secondary market. Conforming agency mortgage production is sold on a servicing retained basis as government guaranteed mortgage loans, are sold on a servicing released basis. Residential loans the Company originated with the intent to sell are classified as loans held for sale, determined individually, as of the balance sheet date. The loan's fair value includes the servicing value of the loans as well as any accrued interest. The fair value of loans is determined based on quoted prices for similar loans in active markets or outstanding commitments from third-party investors. Net unrealized losses, if any, are recorded as a valuation adjustment charged to non-interest income in the consolidated statements of operations. Net gains and losses on loan sales are recorded as a component of non-interest income.

Performing residential real estate loans that are held for sale are generally sold with servicing rights retained. Upon the sale of an originated loan, the mortgage servicing right is sold at fair value.

Loans that are originated and classified as held for investment are periodically sold in order to manage liquidity, asset credit quality, interest rate risk, or concentration risk. Loans held for sale from loans held for investment, due to a change in intent, are recorded at the lower of cost or fair value less cost to sell, except for certain loans which are reclassified as loans held for investment, determined individually, as of the balance sheet date. Any changes in fair value attributable to credit deterioration at the time of transfer are charged against the allowance for credit losses.

Loans Held for Investment. Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at amortized cost or premium. Amortized cost is the principal balance outstanding, net of purchase premiums and discounts and deferred loan fees and costs. Loan origination fees, net of certain direct origination costs, are recognized in interest income using the level-yield method without anticipating prepayments.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Accrued interest receivable on loans held for investment totaled \$86.1 million and \$76.5 million at December 31, 2023 and \$30.2 million at December 31, 2022 and 2021, 2022, reported in the accrued interest receivable line item on the consolidated balance sheets. Interest income is accrued on the unpaid principal balance of underlying loans. Interest income on commercial loans is discontinued and placed on nonaccrual status at the time the loan is 90 days delinquent unless the loan is well secured and in process of collection.

Mortgage loans that are 180 days past due and commercial loans are charged off to the extent principal or interest is deemed uncollectible. Consumer and credit card loans are charged off no later than 120 days past due unless the loan is in the process of collection. Past-due status is based on the contractual terms of the loan. In all cases, loans are charged off no later than 120 days past due unless the loan is in the process of collection. Past-due status is based on the contractual terms of the loan. In all cases, loans are charged off no later than 120 days past due unless the loan is in the process of collection.

All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, depending on the nature of the loan. Under the cost-recovery method, interest income is not recognized until the loan balance is reduced to zero. Under the cash-basis method, interest income is recognized in cash. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and when, in the opinion of management, the loans are estimated to be fully collectible as to both principal and interest.

Purchased Credit Deteriorated ("PCD") Loans

The Company has loans acquired through acquisitions, some of which have experienced more than insignificant credit deterioration since origination. Loans that meet at least one of the following criteria are considered to have experienced more-than-insignificant credit deterioration since origination at the date of acquisition: 1) have experienced more than one delinquency of more than 30 days as of the acquisition date; 2) have been placed on nonaccrual status at any point since origination; 3) are special mention, substandard, doubtful as of the acquisition date; 4) are in Troubled Debt Restructuring (TDR) status as of the acquisition date; or 5) are in high-risk industries based on macroeconomic conditions of the acquired entity on the acquisition date. PCD loans are recorded at the amount paid for the loan. An allowance for credit losses is determined using the fair value of loans held for investment. The initial allowance for credit losses determined on a collective basis is allocated to individual loans. The sum of the loan's purchase price and allowance becomes its initial amortized cost basis. The difference between the initial amortized cost basis and the par value of the loan is a noncredit discount or premium, which is amortized over the life of the loan. Subsequent changes to the allowance for credit losses are recorded through provision expense.

Allowance for Credit Losses - Loans held for investment

During the second quarter of 2023, the Company transitioned its *Current Expected Credit Loss* accounting standard ("CECL"), or ASC 326, model. The new model utilizes fewer data points than the old model due to limited observations of data within certain portfolio loss segments under the old model. The new model calculates historical loss rates by averaging quarterly loss rates for each loss segment. The loss rates are macroeconomic-conditioned and applied to loan-level expected cash flows based on contractual repayment terms. The loss rates also consider prepayment, utilization, interest rate, and probability of default assumptions. This change did not result in a material impact to the Company's financial statements.

The allowance for credit losses is a valuation account that is deducted from the loans' amortized cost basis to present the net amount expected to be collected over the life of the loans. When management believes the uncollectibility of a loan balance is confirmed, the amount is charged off against the allowance when management believes the uncollectibility of a loan balance is confirmed. When forecasting expected recoveries, the amounts shown are the aggregate of amounts that have previously been or are expected to be charged-off loans. The Company applies recoveries when received and has elected not to reverse recoveries for purposes of calculating the allowance for credit losses.

Management estimates the allowance balance using relevant available information, from internal and external sources, relating to past events, current conditions, and reasonable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for differences in characteristics such as differences in underwriting standards, portfolio mix delinquency level, and trends, asset quality, or term as well as for other loan-specific risk characteristics. Changes in environmental and economic conditions, such as changes in unemployment rates, property values, or other relevant factors.

The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist.

The Company applies Probability of Default (PD) and Loss Given Default (LGD) methodologies for all portfolio segments. The Company uses a Transition Matrix (TM) for PD and a historical average for the LGD components of methodology. The PD and LGD is applied to the current principal balance as of the reporting date. The TM defines the historical movement of loans between loan risk tiers over a defined period of time. The Company currently has 17 portfolio segments for which we track monthly movement in the delinquency band.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

While the TM functions similarly across all portfolio segments, generally speaking, commercial portfolios use the Company's risk rating scale and consumer portfolios use the delinquency band. Loans using risk ratings are scored utilizing the Company's risk rating scale. The risk rating scale is 1-10, with 1 being the best rating, 6 being a pass but on watch, and 7-10 being various levels of nonperforming. Risk ratings 8 or greater and in a non-accrual status are considered in a defaulted state. Loans using delinquency band are measured using a 5-grade band, with 1 being 1-30 days past due, 2 being 31-60 days past due, 3 being 61-90 days past due, 4 being 91-120 days past due, and 5 being more than 120 days past due.

The LGD used as the basis for the estimate of credit losses is comprised of measured on a collective basis when similar risk characteristics exist.

Annualized loss rates are recalculated quarterly, with subsequent recoveries captured in the Company's historical loss experience quarter a loan was charged off and are averaged over a period from 2008 to 2009 to the current period, based on a migration analysis period. Expected future principal and interest cash flows are calculated using contractual repayment information, prepayment, utilization, interest rate, and probability of our historical default assumptions. Macroeconomic models calculate segment-specific multipliers using third party forecasts of the annual loss experience, designed to account for credit deterioration. The model compares the most recent period losses to prior period defaults to calculate level expected losses based on averaged economic conditions over the historical observations.

Economic scenarios and forecasts along with current portfolio conditions and trends are monitored and accounted for through the Company's qualitative framework. The Company's forecast period, with immediate followed by a 1-year straight-line reversion to the unadjusted historical average loss rates. The unadjusted loss rates then apply for the remaining forecast period. Losses are totaled and aggregated to the portfolio segment level.

The Company segments the loan portfolio into pools based on the following risk characteristics: financial asset type, collateral type, loan characteristics, structure, credit characteristics, balances, contractual terms and prepayment assumptions, vintage, utilization assumptions, industry of borrower and concentrations, and historical or expected credit loss.

The Company has identified the following portfolio segments and measures the allowance for credit losses using the following methods:

Portfolio segments using the Company's risk ratings include the following segments:

Commercial Real Estate loans. Include commercial real estate non-owner-occupied loans. These loans include a mix of variable and fixed rate which are non-farm, non-residential loans secured by non-owner-occupied properties. Commercial real estate non-owner-occupied loans are generally secured by first liens on income-producing real estate and generally mature in less than 10 years.

Commercial real estate owner-occupied loans. Non-farm, non-residential real estate loans; construction development loans are generally secured by first liens on real estate and the majority tenant of the property and generally mature in less than 10 years.

Commercial real estate multi-family loans. Commercial real estate multifamily loans are generally secured by first liens on income-producing rental real estate consisting of five or more dwelling units. Multi-family loans generally mature in less than 10 years.

Construction land acquisition and development loans. Construction land acquisition and development loans which are primarily to commercial builders for residential lot development of single-family residences and commercial real estate properties. Construction properties, commercial construction loans which are primarily made to commercial real estate properties; and construction and development loans which are generally underwritten pursuant to pre-approved credit worthiness or pre-qualification for permanent financing. During the construction phase for any of the above loans, the borrower pays interest only. Construction land acquisition loans, commercial construction loans and development loans generally transition to permanent real estate loans or otherwise mature in three years or less.

Residential Real estate loans also include agricultural real estate loans that generally mature in ten years or less, secured by farmland or ranchland. These loans fund the construction of short, intermediate, and long-term structures and are made to experienced agriculturalists who have demonstrated management capabilities, established production and historical financial performance. Real estate loans also include consumer home equity and home equity lines of credit ("HELOC") that are secured by residential property and generally mature in 15 years or less. Residential loans which are loans to finance the purchase or refinance of residential property which are typically secured by first liens or are construction loans are primarily to commercial builders for the construction of single-family residences. Residential 1-4 family loans generally mature within 15 years, and in some instances, could mature up to 30 years. Commercial construction loans are generally underwritten pursuant to credit worthiness or pre-qualification for permanent financing. During the construction phase the borrower pays interest only. Residential construction loans generally transition to a permanent residential loan or otherwise mature in two years or less.

Commercial construction Consumer loans. Commercial construction loans include indirect, direct advance lines, and credit cards. Indirect are primarily to commercial builders for commercial real estate properties. Commercial construction loans include the purchase of automobiles, boats, and other consumer goods from the consumer product dealer networks within our market areas. Consumer loans are generally underwritten pursuant to credit worthiness or pre-qualification for permanent financing. During the construction phase the borrower pays interest only. Commercial construction loans generally transition to a permanent commercial real estate loan or mature in two years or less.

Agricultural real estate loans. These include loans secured by farmland or ranchland consisting of short, intermediate, and long-term structures to experienced agriculturalists who have demonstrated management capabilities, established production and historical financial performance. Agricultural real estate loans are made on an installment basis. Consumer indirect line loans generally mature in ten years or less. Consumer direct and advance line loans are originated for a variety of purposes including automobiles, boats and other consumer goods, home improvements, medical expenses, vehicle repairs, debt consolidation, and planned expenses in addition to the purchase of other consumer goods. Consumer direct and advance line loans generally mature in seven years or less. Consumer credit card loans are lines of credit offered to clients in our market areas and generally floating rate loans and include both unsecured and secured lines. Consumer credit card loans generally do not have stated maturities but are reviewed periodically and are cancellable.

Commercial loans. Include commercial and industrial loans through a mix of variable and fixed rate commercial loans, including loans to finance showroom floor inventories and other purposes that are secured by 1-4 family residential property. These loans are typically made to small and medium-sized manufacturing, wholesale, retail, and service businesses for working capital needs and business expansions. Floor plan loans and commercial purpose loans secured by 1-4 family residential property generally mature in seven years or less. Commercial loans include unsecured lines of credit, business credit cards, and loans with maturities of five years or less. Outstanding balances on these commercial loans tend to be cyclical in nature. They are made with business operations as the primary source of repayment, and are typically collateralized by inventory, accounts receivable, equipment, and/or personal guarantees.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Commercial and floor plan loans. The Company provides a mix of variable and fixed rate commercial loans in addition to loans to finance dealership floor inventories. The loans are made to small and medium-sized manufacturing, wholesale, retail, and service businesses for working capital needs and business expansions. Commercial loans generally include lines of credit, business credit cards, and loans with maturities of five years or less and outstanding balances tend to be cyclical in nature. The loans are generally made with business operations as the primary source of repayment and are typically collateralized by inventory, accounts receivable, equipment, and/or personal guarantees. Commercial and floor plan loans generally mature in seven years or less.

Commercial purpose secured by 1-4 family loans. These include loans for commercial purposes secured by 1-4 family residential property. Commercial purpose loans secured by 1-4 family residential property generally mature in seven years or less.

Agricultural loans. Agricultural loans generally consist of short and medium-term loans and lines of credit that are primarily used for crops, livestock, equipment, and general operations and are ordinarily secured by assets such as livestock or equipment and are repaid from the operations of the farm or ranch. Agricultural loans generally have maturities of seven years or less for one production season.

Portfolio segments utilizing the delinquency bands include the following:

Consumer indirect loans. Contractual Term. These include loan contracts advanced for the purchase of automobiles, boats, and other consumer goods from the consumer product dealer networks within the market areas we serve. Indirect dealer loans are generally secured by automobiles, recreational vehicles, boats, and other types of personal property and are made on an installment basis. Consumer indirect line loans generally mature in seven years or less.

Consumer direct and advance line loans. These loans are originated for a variety of purposes including the purchase of automobiles, boats and other consumer goods, home improvements, medical expenses, vehicle repairs, debt consolidation, and planned expenses. Consumer direct and advance line loans generally mature in seven years or less.

Consumer credit card loans. These are lines of credit offered to clients in our market areas that are generally floating rate loans and include both unsecured and secured lines of credit. Consumer credit card loans generally do not have stated maturities but are reviewed periodically and are unconditionally cancellable.

Consumer home equity and home equity lines of credit ("HELOC"). These include home equity loans and lines of credit that are secured by residential property. Consumer home equity loans generally mature in 15 years or less and HELOC loans generally mature in 25 years or less.

Residential 1-4 family and multi-family lending. These are loans to finance the purchase or refinance of residential property which are typically secured by first liens, including residential properties. Residential 1-4 family loans generally mature within 15 years but can be up to 30 years. Multi-family loans generally mature in 10 years or less.

(Dollars in millions, except share and per share data)

We have leased branches and office space and have entered into various other agreements in conducting our business. Operating lease right-of-use assets are included within Equipment line item and our operating lease liability is included within the Other Liabilities line item. Operating lease expense is recognized on a straight-line basis over the lease term. Changes in the lease or expectations regarding the terms. Variable lease costs such as property taxes are expensed as incurred. Lease and non-lease components are accounted for separately. Amounts are readily determinable under our lease contracts. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

Upon adoption of ASU 2016-02, the Company elected to apply certain practical expedients whereby we did not reassess (i) whether any expired or existing contracts are or should be classified as leases, (ii) the classification for any expired or existing leases, and (iii) initial direct costs for any existing leases. We elected the hindsight practical expedient to determine the lease term for existing leases.

In recognizing lease right-of-use assets and related lease liabilities, we determine whether an agreement represents a lease and at commencement of the lease we evaluate each lease as either an operating or financing lease. Some of our lease agreements have contained renewal options, tenant improvement allowances, rent holidays, and rent escalation clauses. If a lease is classified as a financing lease, the remaining leases classified as operating leases. Right-of-use lease assets represent our right to use the underlying asset for the lease term and the obligation to make the lease payments arising from the lease. Right-of-use lease assets and obligations are recognized at the commencement date based on the present value of lease payments over the lease term. For the Company's leases that do not provide an implicit rate, we use an estimated incremental borrowing rate based on the information available in determining the present value of lease payments. The right-of-use lease asset includes any lease payments made prior to commencement and excludes any lease incentives. Leases may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

Company-Owned Life Insurance. Key executive and group life insurance policies are recorded at their cash surrender value. Separate account group life insurance policies are recorded at their contract that offsets the impact of interest rate fluctuations on the market value of the policies and are recorded at the stabilized investment value. Increases in the cash surrender value of insurance policies, as well as insurance proceeds received, are recorded as other non-interest income, and are not subject to income taxes.

Deferred Compensation Plan. The Company has a deferred compensation plan for the benefit of certain highly compensated officers and directors of the Company. The plan is a non-qualified plan. Employer contributions in excess of tax limits applicable to the Company's 401(k) plan and the deferral of salary, short-term incentives, or director fees subject to certain limitations are included in the Company's consolidated balance sheets at fair value. As of **December 31, 2022**, **December 31, 2023** and **2021**, **2022**, deferred compensation assets were **\$18.7 million**, **\$19.2 million** and **\$21.4 million**, respectively. Corresponding deferred compensation plan liabilities were **\$18.7 million**, **\$19.2 million** and **\$21.4 million**, respectively.

Impairment of Long-Lived Assets. Long-lived assets, including premises and equipment and certain identifiable intangibles, are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. The amount of the impairment loss, if any, is based on the asset's fair value. No impairment losses were recognized in **2020**, **2021**.

Other Real Estate Owned (OREO). Real estate acquired in satisfaction of loans is initially carried at current fair value less estimated selling costs. Any excess of loan carrying amount over the fair value less estimated selling costs of the real estate acquired is recorded as a charge to the allowance for credit losses. Subsequent declines in fair value less estimated selling costs are included in OREO expense. Increases in fair value less estimated selling costs are recorded as a reduction in OREO expense to the extent of recognized losses. Operating expenses, net of related income, and gains or losses are included in OREO expense.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Restricted Equity Securities. The Company, as a member of the FRB and the Federal Home Loan Bank of Des Moines ("FHLB"), is required to maintain investments in each of the FRB and FHLB stock. As of **December 31, 2022**, **December 31, 2023** and **2021**, **2022**, restricted equity securities of the FRB of **\$93.6 million**, **\$94.2 million** and **\$42.8 million**, respectively, and restricted equity securities of the FHLB of **\$103.8 million**, **\$127.8 million** and **\$10.6 million**, respectively, in addition to other equity securities of **\$1.2 million**, **\$1.2 million** and **\$0.4 million**, respectively, were included in the consolidated balance sheets captioned FHLB and FRB stock, at cost. No ready market exists for the FHLB and FRB restricted equity securities, and they have no fair value. Restricted equity securities are periodically reviewed for impairment based on ultimate recovery of par value.

The determination of whether a decline affects the ultimate recovery of par value is influenced by the significance of the decline compared to the cost basis of the restricted equity securities. If a decline has persisted, impact of legislative and regulatory changes on the issuing organizations, and the liquidity positions of the issuing organizations. Based on management's assessment, impairment losses were recorded on restricted equity securities during **2023**, **2022**, **2021**, or **2020**.

Derivatives and Hedging Activities. For asset and liability management purposes, the Company enters into interest rate swap contracts to hedge against changes in forecasted interest rate exposures. Interest rate swaps are contracts in which a series of interest payments are exchanged over a prescribed period. The notional amount upon which the interest payments are exchanged.

The Company formally assesses, both at the hedge's inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items. The gain or loss on cash flow hedging instruments is initially reported as a component of other comprehensive income and subsequently reclassified into earnings during which the transaction affects earnings.

When it is determined that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge, the Company discontinues hedge accounting prospectively. (a) the derivative is no longer effective in offsetting changes in the cash flows of a hedged item (including forecasted transactions); (b) the derivative expires or is sold; (c) the derivative is de-designated as a hedge instrument, because it is unlikely that a forecasted transaction will occur; or (d) management determines that designation of the derivative as a hedge instrument is no longer appropriate.

When hedge accounting is discontinued because it is probable that a forecasted transaction will not occur, the derivative will continue to be carried on the balance sheet at its fair value. Any losses that were accumulated in other comprehensive income will be recognized immediately in earnings. In all other situations in which hedge accounting is discontinued, the derivative will be recognized in earnings.

fair value on the balance sheet, with subsequent changes in its fair value recognized in current-period earnings.

The Company also enters into certain interest rate swap contracts that are not designated as hedging instruments. These derivative contracts relate to transactions in which the interest rate swap with a client while at the same time entering into an offsetting interest rate swap with a third-party financial institution. Because the Company acts as an intermediary in changes in the fair value of the underlying derivative contracts for the most part offset each other and do not significantly impact the Company's results of operations.

In the normal course of business, the Company enters into interest rate lock commitments to finance residential mortgage loans that are not designated as accounting hedges. These commitments contain fixed expiration dates, offer the borrower an interest rate guarantee provided the loan meets underwriting guidelines and closes within the timeframe established by the lender. The Company recognizes gains or losses on these commitments and subsequently closed loans if interest rates change between the time of the interest rate lock and the delivery of the loan to the investor. Loan commitments on residential mortgage loans intended to be sold are considered derivatives and are marked to market through earnings. In addition to the effects of the change in market interest rates, the measurement of the derivative also contemplates the expected cash flows to be received from the counterparty from the future sale of the loan.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The Company sells residential mortgage loans on either a best efforts or mandatory delivery basis. The Company mitigates the effect of the interest rate risk inherent in providing loan commitments by entering into forward loan sales contracts. During the interest rate lock commitment period, these forward loan sales contracts are marked to market through earnings and designated as accounting hedges. Exclusive of the fair value component associated with the projected cash flows from the loan delivery to the investor, the changes in fair value of the forward loan sales contracts and market rates of the interest rate lock commitments and the forward loan sales contracts generally move in opposite directions, and the net impact of changes in these valuations during the loan commitment period is generally inconsequential. When the loan is funded to the borrower, the interest rate lock commitment derivative expires and the Company records a gain or loss. A forward loan sales contract acts as a hedge against the variability in cash to be received from the loan sale. The changes in measurement of the estimated fair values of the interest rate lock commitments and forward loan sales contracts are included in mortgage banking revenues in the accompanying consolidated statements of income.

Software. Capitalized software, stated at cost less accumulated amortization, includes purchased software, capitalizable application development costs associated with internal development of cloud computing arrangements, including capitalizable implementation costs associated with hosting arrangements that are service contracts. Capitalized software is included in intangible assets, net of accumulated depreciation on the Consolidated Balance Sheets. Amortization expense, generally computed on the straight-line method, is charged to furniture and equipment in the Consolidated Statements of Income over the estimated useful life of the software, generally three to five years, or the term of the hosting arrangement for implementation costs related to service contracts. Computing arrangements include software as a service (SaaS), platform as a service (PaaS), infrastructure as a service (IaaS) and other similar hosting arrangements. The Company's SaaS and PaaS arrangements. Capitalized implementation costs of hosting arrangements that are service contracts were \$2.3 million and \$3.4 million at December 31, 2023 and \$4.1 million at December 31, 2022 and 2021, respectively.

Earnings Per Common Share. Basic and diluted earnings per common share are calculated using a two-class method. Under the two-class method, basic earnings per common share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period, excluding outstanding participating securities. Diluted earnings per common share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding determined for the basic earnings per share calculation plus the dilutive effect of outstanding equity awards using the treasury stock method.

Income Taxes. The Parent Company and its subsidiaries have elected to be included in a consolidated federal income tax return. For state income tax purposes, the combined federal and state income taxes of the Parent Company and its subsidiaries is apportioned among the states in which operations take place. Federal and state income taxes attributable to the subsidiaries, computed on a separate basis, are paid to or received from the Parent Company.

The Company accounts for income taxes using the liability method. Under the liability method, deferred tax assets and liabilities are determined based on enacted income tax rates and the differences between the financial statement carrying values and tax bases of existing assets and liabilities are expected to be reported in taxable income.

Positions taken in the Company's tax returns may be subject to challenge by the taxing authorities upon examination. Uncertain tax positions are initially recognized in the financial statements if it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of net deferred tax liability that is greater than 50% likely of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. The Company provides for interest and penalties on tax positions that may be challenged by the taxing authorities. Interest expense is recognized beginning in the first period that such interest would begin accruing. For the period that the Company claims the position in the tax return. Interest and penalties on income tax uncertainties are classified within income tax expense in the consolidated statements of income. With few exceptions, the Company is no longer subject to U.S. federal and state examinations by tax authorities for years before 2019. 2020. The Company had no material penalties for 2022, 2021, 2020, 2019, 2018, 2017, 2016, 2015, 2014, 2013, 2012, 2011, 2010, 2009, 2008, 2007, 2006, 2005, 2004, 2003, 2002, 2001, 2000, 1999, 1998, 1997, 1996, 1995, 1994, 1993, 1992, 1991, 1990, 1989, 1988, 1987, 1986, 1985, 1984, 1983, 1982, 1981, 1980, 1979, 1978, 1977, 1976, 1975, 1974, 1973, 1972, 1971, 1970, 1969, 1968, 1967, 1966, 1965, 1964, 1963, 1962, 1961, 1960, 1959, 1958, 1957, 1956, 1955, 1954, 1953, 1952, 1951, 1950, 1949, 1948, 1947, 1946, 1945, 1944, 1943, 1942, 1941, 1940, 1939, 1938, 1937, 1936, 1935, 1934, 1933, 1932, 1931, 1930, 1929, 1928, 1927, 1926, 1925, 1924, 1923, 1922, 1921, 1920, 1919, 1918, 1917, 1916, 1915, 1914, 1913, 1912, 1911, 1910, 1909, 1908, 1907, 1906, 1905, 1904, 1903, 1902, 1901, 1900, 1899, 1898, 1897, 1896, 1895, 1894, 1893, 1892, 1891, 1890, 1889, 1888, 1887, 1886, 1885, 1884, 1883, 1882, 1881, 1880, 1879, 1878, 1877, 1876, 1875, 1874, 1873, 1872, 1871, 1870, 1869, 1868, 1867, 1866, 1865, 1864, 1863, 1862, 1861, 1860, 1859, 1858, 1857, 1856, 1855, 1854, 1853, 1852, 1851, 1850, 1849, 1848, 1847, 1846, 1845, 1844, 1843, 1842, 1841, 1840, 1839, 1838, 1837, 1836, 1835, 1834, 1833, 1832, 1831, 1830, 1829, 1828, 1827, 1826, 1825, 1824, 1823, 1822, 1821, 1820, 1819, 1818, 1817, 1816, 1815, 1814, 1813, 1812, 1811, 1810, 1809, 1808, 1807, 1806, 1805, 1804, 1803, 1802, 1801, 1800, 1799, 1798, 1797, 1796, 1795, 1794, 1793, 1792, 1791, 1790, 1789, 1788, 1787, 1786, 1785, 1784, 1783, 1782, 1781, 1780, 1779, 1778, 1777, 1776, 1775, 1774, 1773, 1772, 1771, 1770, 1769, 1768, 1767, 1766, 1765, 1764, 1763, 1762, 1761, 1760, 1759, 1758, 1757, 1756, 1755, 1754, 1753, 1752, 1751, 1750, 1749, 1748, 1747, 1746, 1745, 1744, 1743, 1742, 1741, 1740, 1739, 1738, 1737, 1736, 1735, 1734, 1733, 1732, 1731, 1730, 1729, 1728, 1727, 1726, 1725, 1724, 1723, 1722, 1721, 1720, 1719, 1718, 1717, 1716, 1715, 1714, 1713, 1712, 1711, 1710, 1709, 1708, 1707, 1706, 1705, 1704, 1703, 1702, 1701, 1700, 1699, 1698, 1697, 1696, 1695, 1694, 1693, 1692, 1691, 1690, 1689, 1688, 1687, 1686, 1685, 1684, 1683, 1682, 1681, 1680, 1679, 1678, 1677, 1676, 1675, 1674, 1673, 1672, 1671, 1670, 1669, 1668, 1667, 1666, 1665, 1664, 1663, 1662, 1661, 1660, 1659, 1658, 1657, 1656, 1655, 1654, 1653, 1652, 1651, 1650, 1649, 1648, 1647, 1646, 1645, 1644, 1643, 1642, 1641, 1640, 1639, 1638, 1637, 1636, 1635, 1634, 1633, 1632, 1631, 1630, 1629, 1628, 1627, 1626, 1625, 1624, 1623, 1622, 1621, 1620, 1619, 1618, 1617, 1616, 1615, 1614, 1613, 1612, 1611, 1610, 1609, 1608, 1607, 1606, 1605, 1604, 1603, 1602, 1601, 1600, 1599, 1598, 1597, 1596, 1595, 1594, 1593, 1592, 1591, 1590, 1589, 1588, 1587, 1586, 1585, 1584, 1583, 1582, 1581, 1580, 1579, 1578, 1577, 1576, 1575, 1574, 1573, 1572, 1571, 1570, 1569, 1568, 1567, 1566, 1565, 1564, 1563, 1562, 1561, 1560, 1559, 1558, 1557, 1556, 1555, 1554, 1553, 1552, 1551, 1550, 1549, 1548, 1547, 1546, 1545, 1544, 1543, 1542, 1541, 1540, 1539, 1538, 1537, 1536, 1535, 1534, 1533, 1532, 1531, 1530, 1529, 1528, 1527, 1526, 1525, 1524, 1523, 1522, 1521, 1520, 1519, 1518, 1517, 1516, 1515, 1514, 1513, 1512, 1511, 1510, 1509, 1508, 1507, 1506, 1505, 1504, 1503, 1502, 1501, 1500, 1499, 1498, 1497, 1496, 1495, 1494, 1493, 1492, 1491, 1490, 1489, 1488, 1487, 1486, 1485, 1484, 1483, 1482, 1481, 1480, 1479, 1478, 1477, 1476, 1475, 1474, 1473, 1472, 1471, 1470, 1469, 1468, 1467, 1466, 1465, 1464, 1463, 1462, 1461, 1460, 1459, 1458, 1457, 1456, 1455, 1454, 1453, 1452, 1451, 1450, 1449, 1448, 1447, 1446, 1445, 1444, 1443, 1442, 1441, 1440, 1439, 1438, 1437, 1436, 1435, 1434, 1433, 1432, 1431, 1430, 1429, 1428, 1427, 1426, 1425, 1424, 1423, 1422, 1421, 1420, 1419, 1418, 1417, 1416, 1415, 1414, 1413, 1412, 1411, 1410, 1409, 1408, 1407, 1406, 1405, 1404, 1403, 1402, 1401, 1400, 1399, 1398, 1397, 1396, 1395, 1394, 1393, 1392, 1391, 1390, 1389, 1388, 1387, 1386, 1385, 1384, 1383, 1382, 1381, 1380, 1379, 1378, 1377, 1376, 1375, 1374, 1373, 1372, 1371, 1370, 1369, 1368, 1367, 1366, 1365, 1364, 1363, 1362, 1361, 1360, 1359, 1358, 1357, 1356, 1355, 1354, 1353, 1352, 1351, 1350, 1349, 1348, 1347, 1346, 1345, 1344, 1343, 1342, 1341, 1340, 1339, 1338, 1337, 1336, 1335, 1334, 1333, 1332, 1331, 1330, 1329, 1328, 1327, 1326, 1325, 1324, 1323, 1322, 1321, 1320, 1319, 1318, 1317, 1316, 1315, 1314, 1313, 1312, 1311, 1310, 1309, 1308, 1307, 1306, 1305, 1304, 1303, 1302, 1301, 1300, 1299, 1298, 1297, 1296, 1295, 1294, 1293, 1292, 1291, 1290, 1289, 1288, 1287, 1286, 1285, 1284, 1283, 1282, 1281, 1280, 1279, 1278, 1277, 1276, 1275, 1274, 1273, 1272, 1271, 1270, 1269, 1268, 1267, 1266, 1265, 1264, 1263, 1262, 1261, 1260, 1259, 1258, 1257, 1256, 1255, 1254, 1253, 1252, 1251, 1250, 1249, 1248, 1247, 1246, 1245, 1244, 1243, 1242, 1241, 1240, 1239, 1238, 1237, 1236, 1235, 1234, 1233, 1232, 1231, 1230, 1229, 1228, 1227, 1226, 1225, 1224, 1223, 1222, 1221, 1220, 1219, 1218, 1217, 1216, 1215, 1214, 1213, 1212, 1211, 1210, 1209, 1208, 1207, 1206, 1205, 1204, 1203, 1202, 1201, 1200, 1199, 1198, 1197, 1196, 1195, 1194, 1193, 1192, 1191, 1190, 1189, 1188, 1187, 1186, 1185, 1184, 1183, 1182, 1181, 1180, 1179, 1178, 1177, 1176, 1175, 1174, 1173, 1172, 1171, 1170, 1169, 1168, 1167, 1166, 1165, 1164, 1163, 1162, 1161, 1160, 1159, 1158, 1157, 1156, 1155, 1154, 1153, 1152, 1151, 1150, 1149, 1148, 1147, 1146, 1145, 1144, 1143, 1142, 1141, 1140, 1139, 1138, 1137, 1136, 1135, 1134, 1133, 1132, 1131, 1130, 1129, 1128, 1127, 1126, 1125, 1124, 1123, 1122, 1121, 1120, 1119, 1118, 1117, 1116, 1115, 1114, 1113, 1112, 1111, 1110, 1109, 1108, 1107, 1106, 1105, 1104, 1103, 1102, 1101, 1100, 1099, 1098, 1097, 1096, 1095, 1094, 1093, 1092, 1091, 1090, 1089, 1088, 1087, 1086, 1085, 1084, 1083, 1082, 1081, 1080, 1079, 1078, 1077, 1076, 1075, 1074, 1073, 1072, 1071, 1070, 1069, 1068, 1067, 1066, 1065, 1064, 1063, 1062, 1061, 1060, 1059, 1058, 1057, 1056, 1055, 1054, 1053, 1052, 1051, 1050, 1049, 1048, 1047, 1046, 1045, 1044, 1043, 1042, 1041, 1040, 1039, 1038, 1037, 1036, 1035, 1034, 1033, 1032, 1031, 1030, 1029, 1028, 1027, 1026, 1025, 1024, 1023, 1022, 1021, 1020, 1019, 1018, 1017, 1016, 1015, 1014, 1013, 1012, 1011, 1010, 1009, 1008, 1007, 1006, 1005, 1004, 1003, 1002, 1001, 1000, 999, 998, 997, 996, 995, 994, 993, 992, 991, 990, 989, 988, 987, 986, 985, 984, 983, 982, 981, 980, 979, 978, 977, 976, 975, 974, 973, 972, 971, 970, 969, 968, 967, 966, 965, 964, 963, 962, 961, 960, 959, 958, 957, 956, 955, 954, 953, 952, 951, 950, 949, 948, 947, 946, 945, 944, 943, 942, 941, 940, 939, 938, 937, 936, 935, 934, 933, 932, 931, 930, 929, 928, 927, 926, 925, 924, 923, 922, 921, 920, 919, 918, 917, 916, 915, 914, 913, 912, 911, 910, 909, 908, 907, 906, 905, 904, 903, 902, 901, 900, 899, 898, 897, 896, 895, 894, 893, 892, 891, 890, 889, 888, 887, 886, 885, 884, 883, 882, 881, 880, 879, 878, 877, 876, 875, 874, 873, 872, 871, 870, 869, 868, 867, 866, 865, 864, 863, 862, 861, 860, 859, 858, 857, 856, 855, 854, 853, 852, 851, 850, 849, 848, 847, 846, 845, 844, 843, 842, 841, 840, 839, 838, 837, 836, 835, 834, 833, 832, 831, 830, 829, 828, 827, 826, 825, 824, 823, 822, 821, 820, 819, 818, 817, 816, 815, 814, 813, 812, 811, 810, 809, 808, 807, 806, 805, 804, 803, 802, 801, 800, 799, 798, 797, 796, 795, 794, 793, 792, 791, 790, 789, 788, 787, 786, 785, 784, 783, 782, 781, 780, 779, 778, 777, 776, 775, 774, 773, 772, 771, 770, 769, 768, 767, 766, 765, 764, 763, 762, 761, 760, 759, 758, 757, 756, 755, 754, 753, 752, 751, 750, 749, 748, 747, 746, 745, 744, 743, 742, 741, 740, 739, 738, 737, 736, 735, 734, 733, 732, 731, 730, 729, 728, 727, 726, 725, 724, 723, 722, 721, 720, 719, 718, 717, 716, 715, 714, 713, 712, 711, 710, 709, 708, 707, 706, 705, 704, 703, 702, 701, 700, 699, 698, 697, 696, 695, 694, 693, 692, 691, 690, 689, 688, 687, 686, 685, 684, 683, 682, 681, 680, 679, 678, 677, 676, 675, 674, 673, 672, 671, 670, 669, 668, 667, 666, 665, 664, 663, 662, 661, 660, 659, 658, 657, 656, 655, 654, 653, 652, 651, 650, 649, 648, 647, 646, 645, 644, 643, 642, 641, 640, 639, 638, 637, 636, 635, 634, 633, 632, 631, 630, 629, 628, 627, 626, 625, 624, 623, 622, 621, 620, 619, 618, 617, 616, 615, 614, 613, 612, 611, 610, 609, 608, 607, 606, 605, 604, 603, 602, 601, 600, 599, 598, 597, 596, 595, 594, 593, 592, 591, 590, 589, 588, 587, 586, 585, 584, 583, 582, 581, 580, 579, 578, 577, 576, 575, 574, 573, 572, 571, 570, 569, 568, 567, 566, 565, 564, 563, 562, 561, 560, 559, 558, 557, 556, 555, 554, 553, 552, 551, 550, 549, 548, 547, 546, 545, 544, 543, 542, 541, 540, 539, 538, 537, 536, 535, 534, 533, 532, 531, 530, 529, 528, 527, 526, 525, 524, 523, 522, 521, 520, 519, 518, 517, 516, 515, 514, 513, 512, 511, 510, 509, 508, 507, 506, 505, 504, 503, 502, 501, 500, 499, 498, 497, 496, 495, 494, 493, 492, 491, 490, 489, 488, 487, 486, 485, 484, 483, 482, 481, 480, 479, 478, 477, 476, 475, 474, 473, 472, 471, 470, 469, 468, 467, 466, 465, 464, 463, 462, 461, 460, 459, 458, 457, 456, 455, 454, 453, 452, 451, 450, 449, 448, 447, 446, 445, 444, 443, 442, 441, 440, 439, 438, 437, 436, 435, 434, 433, 432, 431, 430, 429, 428, 427, 426, 425, 424, 423, 422, 421, 420, 419, 418, 417, 416, 415, 414, 413, 412, 411, 410, 409, 408, 407, 406, 405, 404, 403, 402, 401, 400, 399, 398, 397, 396, 395, 394, 393, 392, 391, 390, 389, 388, 387, 386, 385, 384, 383, 382, 381, 380, 379, 378, 377, 376, 375, 374, 373, 372, 371, 370, 369, 368, 367, 366, 365, 364, 363, 362, 361, 360, 359, 358, 357, 356, 355, 354, 353, 352, 351, 350, 349, 348, 347, 346, 345, 344, 343, 342, 341, 340, 339, 338, 337, 336, 335, 334, 333, 332, 331, 330, 329, 328, 327, 326, 325, 324, 323, 322, 321, 320, 319, 318, 317, 316, 315, 314, 313, 312, 311, 310, 309, 308, 307, 306, 305, 304, 303, 302, 301, 300, 299, 298, 297, 296, 295, 294, 293, 292, 291, 290, 289, 288, 287, 286, 285, 284, 283, 282, 281, 280, 279, 278, 277, 276, 275, 274, 273, 272, 271, 270, 269, 268, 267, 266, 265, 264, 263, 262, 261, 260, 259, 258, 257, 256, 255, 254, 253, 252, 251, 250, 249, 248, 247, 246, 245, 244, 243, 242, 241, 240, 239, 238, 237, 236, 235, 234, 233, 232, 231, 230, 229, 228, 227, 226, 225, 224, 223, 222, 221, 220, 219, 218, 217, 216, 215, 214, 213, 212, 211, 210, 209, 208, 207, 206, 205, 204, 203, 202, 201, 200, 199, 198, 197, 196, 195, 194, 193, 192, 191, 190, 189, 188, 187, 186, 185, 184, 183, 182, 181, 180, 179, 178, 177, 176, 175, 174, 173, 172, 171, 170, 169, 168, 167, 166, 165, 164, 163, 162, 161, 160, 159, 158, 157, 156, 155, 154, 153, 152, 151, 150, 149, 148, 147, 146, 145, 144, 143, 142, 141, 140, 139, 138, 137, 136, 135, 134, 133, 132, 131, 130, 129, 128, 127, 126, 125, 124, 123, 122, 121, 120, 119, 118, 117, 116, 115, 114, 113, 112, 111, 110, 109, 108, 107, 106, 105, 104, 103, 102, 101, 100, 99, 98, 97, 96, 95, 94, 93, 92, 91, 90, 89, 88, 87, 86, 85, 84, 83, 82, 81, 80, 79, 78, 77, 76, 75, 74, 73, 72, 71, 70, 69, 68, 67, 66, 65, 64, 63, 62, 61, 60, 59, 58, 57, 56, 55, 54, 53

Wealth management and trust fee income represents monthly or other periodic fees due from wealth management clients as consideration for managing the clients' assets. We services include custody of assets, investment management, fees for trust services and similar fiduciary activities. Revenue is recognized when our performance obligation is completed. We do not earn performance-based incentives. Optional services such as estate settlement and other court appointed services are available to existing trust and asset management clients. Our performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time.

Service charges on deposit accounts

Service charges on deposit accounts represent general service fees for account maintenance and activity- or transaction-based fees and consist of transaction-based revenue, (e.g., monthly service fee, period), item-based revenue or some other individual attribute-based revenue. Revenue is recognized when our performance obligation is completed for account maintenance services. Revenue for transaction-based services is recognized when the performance obligation has been completed (such as a wire transfer or check orders). Payment for such performance obligations are generally received at a point in time when the performance obligation is satisfied.

Interchange and other fees

Interchange and other fees primarily represent debit and credit card income comprised of interchange fees earned whenever the Company's debit and credit cards are processed through payment networks such as MasterCard. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. ATM fees primarily represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. Swap fee income primarily represents the execution of dealer bank swap agreements. Other service charges include revenue from processing wire transfers, bill pay service, cashier's checks, and other services. The performance obligation for interchange and other service charges are largely satisfied, and related revenue recognized, when completion of the services are rendered at a point in time.

Annuity and insurance commissions

Annuity and insurance commissions primarily represent commissions received on annuity and insurance product sales. The Company acts as an intermediary between the Company and the insurance carrier. The Company's performance obligation is generally satisfied upon the issuance of the annuity or insurance policy, the carrier then remits the commission payment to the Company and the Company recognizes the revenue at a point in time.

Comprehensive Income (Loss). Comprehensive income (loss) includes net income, as well as other changes in stockholders' equity that result from transactions and events with shareholders. In addition to net income, the Company's comprehensive income (loss) includes the after tax effect of changes in unrealized gains and losses on available-for-sale investments and derivatives designated as fair value or cash flow hedges, and changes in the unamortized gain or loss on available-for-sale investment securities transferred to held-to-maturity investments.

Segment Reporting. An operating segment is defined as a component of a business for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and evaluate performance. The "Segment Reporting" topic of the FASB ASC requires that public companies report certain information about their operating segments. The Company reports its operations in one segment, community banking. The Company is a regional community bank, which offers a wide array of products and services to its clients. The Company has one reporting unit and one operating segment, community banking. Commercial and consumer banking services offered to individuals, businesses, municipalities and other entities.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Advertising Costs. Advertising costs are expensed as incurred. Advertising expense was \$3.8 million \$0.9 million, \$2.6 million \$3.8 million, and \$2.8 million \$2.6 million in 2023, 2022, 2021, respectively.

Transfers of Financial Assets. Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is retained when the assets have been isolated from the Company; the transferee obtains the right, free of conditions that constrain it from taking advantage of that right, to pledge or exchange the assets; and, the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Stock-Based Compensation. Compensation cost for all stock-based awards is measured at fair value on the date of grant and is recognized over the requisite service period for the awards. The impact of forfeitures of stock-based payment awards on compensation expense is recognized as forfeitures occur. Stock-based compensation expense of \$9.6 million \$4.7 million, and \$7.5 million \$8.9 million for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021, respectively, is included in benefits expense in the statements of income. Related income tax deficiency (benefits) expense (benefit) recognized for the years ended December 31, 2022 December 31, 2023, 2022, and 2021 and 2020, respectively, is included in income tax expense in the Company's consolidated statements of income.

Fair Value Measurements. In general, fair value measurements are based upon quoted market prices, where available. If quoted market prices are not available, fair value measurements are based on other valuation techniques using relevant market information and other assumptions. Fair value estimates involve uncertainties and require some degree of judgment regarding interest rates, credit risk, and other factors. The use of different assumptions or estimation techniques may have a significant effect on the fair value amounts reported.

(2) ACQUISITION

Great Western Bank. On September 15, 2021, the Company entered into a definitive agreement ("Agreement") to acquire 100% of the outstanding stock of Great Western Bank ("GWB"), the parent company of Great Western Bank ("GWB"), a Sioux Falls, South Dakota based community bank with 174 banking offices across Arizona, Colorado, Iowa, Kansas, Minnesota, North Dakota, and South Dakota. ("GWB acquisition"). The GWB acquisition of GWB expanded the Company's geographical footprint with an enhanced platform for future growth. The acquisition was \$1,723.3 million, consisting of the issuance of 46.9 million shares of the Company's Class A common stock valued at \$36.76 per share, which was the opening market price of the Company's Class A common stock as quoted on the NASDAQ stock market on the acquisition date. The acquisition was completed on February 1, 2022.

The Company accounted for this transaction under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*, which requires the assets acquired and consideration exchanged to be recorded at their respective estimated fair values at the date of acquisition. The determination of estimated fair values required management to make significant estimates and assumptions about discount rates, future expected cash flows, and market conditions at the time of the acquisition, as well as other future events that are highly subjective in nature. This determination of fair value is subject to change as more information becomes available.

refinement for up to one year after the closing date of the acquisition as additional information relative to the closing date fair values becomes available and such information is earlier.

The following table provides the purchase price allocation as of the acquisition date and the Great Western assets acquired and liabilities assumed at their estimated fair value amended for measurement period adjustments as of December 31, 2022. **date**. We recorded the estimate of fair value based on valuations at the acquisition date. The excess value paid over the fair value of assets acquired and liabilities assumed was recorded as goodwill. The purchase price allocation resulted in goodwill of \$479.3 million, of which **\$31.7** deductible for income tax purposes. Goodwill resulting from the acquisition was allocated to the Company's one operating segment, community banking, and consists largely of economies of scale expected from combining the operations of Great Western and the Company. All amounts reported were finalized during the fourth quarter of 2022.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

As of February 1, 2022

Assets acquired:

Cash and cash equivalents	\$
Investment securities	
Securities purchased under agreement to resell	
Loans held for sale	
Loans held for investment	
Allowance for credit losses	
Premises and equipment, including right of use lease assets	
Other real estate owned ("OREO")	
Company owned life insurance	
Core deposit intangibles	
Customer relationship intangible	
Mortgage servicing rights	
Deferred tax assets, net	
Other assets	

Total assets acquired

Liabilities assumed:

Deposits
Securities sold under repurchase agreements
Accrued expenses and other liabilities
FHLB advances
Subordinated debt
Subordinated debentures held by subsidiary trusts

Total liabilities assumed

Net assets acquired	\$
---------------------	----

Consideration paid:

Class A common stock

Total consideration paid ⁽¹⁾	\$
---	----

Goodwill	\$
----------	----

⁽¹⁾ Includes \$13 thousand of cash paid in lieu of fractional shares.

As of December 31, 2022, the Company recorded measurement period adjustments to the fair value marks as indicated in the table below. These adjustments resulted in a net \$36.7 million from the March 31, 2022 reported balances. The related impact to net income that would have been recognized in previous periods if the adjustments were recognized was not material to the consolidated financial statements.

Asset adjustments:	
Loans held for sale	\$
Loans held for investment	
Allowance for credit losses	
Premises and equipment	
Core deposit intangibles	
Deferred tax assets	
Other assets	
Total asset adjustments	\$
Liability adjustments:	
Accrued expenses and other liabilities	\$
Total liability adjustments	\$
Net adjustment to goodwill	\$

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The Company determined the fair value of loans, core deposit and customer relationship intangible assets, investment securities, premises and equipment, leases, mortgage servicing rights, FHLB advances, subordinated debt, and subordinated debentures held by subsidiary trusts with the assistance of third-party valuation specialists. The following is a description of the methods used to determine the fair values of significant assets and liabilities presented above.

Cash and cash equivalents

The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets.

Investment Securities

Fair values for securities are based on quoted market prices, where available. If quoted market prices are not available, fair value estimates are based on observable inputs including prices for similar instruments, quoted market prices that are not in an active market or other inputs that are observable in the market. In the absence of observable inputs, fair value is estimated using valuation models and/or discounted cash flow methodologies.

Loans held for sale

The loans held for sale portfolio was recorded at fair value based on discounted payoffs and quotes or bids from third party investors, or based on the terms of the loans, such as interest rate, reset term, as well as sales, quotes, or bids of similar assets.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Loans held for investment

A valuation of the loans held for investment portfolio was performed by a third party as of the acquisition date in accordance with ASC 820 to assess the fair value of the loan portfolio. The valuation included adjustments for interest rate risk, required equity return, servicing, credit, and liquidity risk. The loans held for investment portfolio was segmented into two groups including purchased (PCD) loans and non-PCD loans. The non-PCD loans were pooled based on similar characteristics, such as loan type, fixed or adjustable interest rates, payment type, index rate, and accrual status. The PCD loans were valued at the loan level with similar characteristics noted above. The fair value was calculated using a discounted cash flow analysis to estimate the fair value of the loans using assumptions for the coupon rates, remaining maturities, prepayment speeds, projected default probabilities, loss given defaults, and estimates of prevailing discount rates. The models utilized to analyze fair value considered the cost of funds rate, capital charge, servicing costs, liquidity premium, and risk premium, mostly based on industry standards. The discount rates were determined by the Company's assumptions of probability of default, and foreclosures.

The Company is required to record PCD assets, defined as a more-than-insignificant deterioration in credit quality since origination or issuance, at the purchase price plus the amortized premium expected at the time of acquisition. Under this method, there is no credit loss expense affecting net income on acquisition of PCD assets. Changes in estimates of expected credit losses are recognized in subsequent periods as credit loss expense (or reversal of credit loss expense) arise. Any non-credit discount or premium resulting from acquiring a pool of purchased loans is allocated to each individual asset. At the acquisition date, the initial allowance for credit losses determined on a collective basis is allocated to individual assets. The non-credit discount or premium, after the adjustment for the allowance for credit losses, is accreted to interest income using the effective interest rate determined after the adjustment for credit losses at the adoption date. Information regarding loans acquired at the acquisition date as amended for measurement adjustments as of December 31, 2022 were as follows:

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS***(Dollars in millions, except share and per share data)*

(In millions)

PCD loans:

Unpaid principal balance \$

Principal amounts previously written off by GWB

Interest applied to principal by GWB

Adjusted unpaid principal balance

Credit discount

Discount attributable to other factors

Fair value

Allowance for credit losses

Amortized cost basis

Non-PCD loans:

Unpaid principal balance

Credit discount ⁽¹⁾

Non-credit discount

Fair value

Amortized cost basis \$

⁽¹⁾ Represents the best estimate of the contractual cash flows not expected to be collected as of the acquisition date.**Core deposit intangible**

Core deposit intangible assets of \$50.1 million on non-maturing deposits were determined by evaluating the underlying characteristics of the deposit relationships, including customer interest rates and maintenance costs, and costs of alternative funding using the discounted cash flow approach. The core deposit intangibles represent the costs saved by the Company in maintaining the existing deposits and obtaining alternative funds over the life of the deposit base. These costs are amortized using an accelerated method over the estimated useful life of the related deposits.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS***(Dollars in millions, except share and per share data)***Customer relationship intangible**

Customer relationship intangible assets of \$22.8 million were determined using an excess earnings model associated with the expected fee income related to the underlying client relationships. These assets are amortized using the straight-line method over the estimated useful life of 12 years.

Premises and equipment

The fair values of premises are based on a market approach, using third-party appraisals and other analysis of value for land and premises.

Deposits

The fair values used for the demand and savings deposits equal the amounts payable on demand at the acquisition date. In determining the fair value of certificates of deposit, the contractual interest payments during the specific period of the certificates of deposit and scheduled principal payout were discounted to present value at market-based interest rates.

FHLB advances

The fair value of fixed rate FHLB advances was determined using a discounted cash flow approach. The cash flows of the advances were projected based on scheduled payments of the advances, which factored in prepayment fees. The cash flows were then discounted to present value using the FHLB rates as of February 1, 2022.

Subordinated debt and subordinated debentures held by subsidiary trusts

The fair value of subordinated debt and subordinated debentures held by subsidiary trusts was determined by using a discounted cash flow method using a market participant discount rate over the remaining terms.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS*(Dollars in millions, except share and per share data)*

Acquisition related expenses related to the GWB acquisition of **\$118.9 million** **\$118.9 million** and **\$11.6 million** **\$11.6 million** for the years ended December 31, 2022 and 2021, represent a component of non-interest expense in the consolidated statements of income, of which approximately \$26.8 million and \$9.0 million were acquisition related costs as defined in the Agreement, for the years ended December 31, 2022 and 2021, respectively. During the year ended December 31, 2022, the Company contributed \$21.5 million to the First Interstate Foundation and reinvested \$8.2 million of the Scott family control group's acquisition expenses pursuant to the Agreement.

The accompanying consolidated statements of income for the year ended December 31, 2022, include the results of operations of the acquired entity from the February 1, 2022 acquisition date. The disclosure of GWB post-acquisition revenue and net income is not practical due to the combining of certain GWB operations with and into FIB as of the acquisition date. GWB was a bank subsidiary, First Interstate Bank, contemporaneously with the closing of the parent company merger. The core system conversion was completed on May 23, 2022.

The following table presents certain pro forma financial information for the years ended December 31, 2022 and 2021 as if GWB had been acquired on January 1, 2021. This pro forma information combines the historical results of GWB with the Company's consolidated historical results and includes certain adjustments reflecting the estimated impact of certain fair value adjustments on the respective periods. The pro forma information is not indicative of what would have occurred had the acquisition occurred at the beginning of the year prior to the acquisition. The Company does not consider any changes to the provision for credit losses resulting from recording loan assets at fair value, cost savings, or business synergies. As a result, actual amounts would differ from the pro forma information presented, and the differences could be significant.

December 31,	2022	
Total revenues	\$	1,223.3 \$
Net income	\$	351.6 \$
Earnings per common share (Basic)	\$	3.28 \$
Earnings per common share (Diluted)	\$	3.28 \$

(3) GOODWILL AND OTHER INTANGIBLES**Goodwill**

The following table details changes in the recorded amount of goodwill as of the dates indicated:

	Year Ended	
	2022	
Net carrying value at beginning of period	\$	621.6
Additions to goodwill from acquisition		479.3
Net carrying value at end of period	\$	1,100.9

The Company performed its annual impairment assessment as of July 1, 2022 and 2021 and concluded that there was no impairment to goodwill. In addition, there were no events or circumstances that indicated that an impairment assessment was necessary during the second half of 2022 that would more-likely-than-not reduce the fair value of the Company's reporting unit below its carrying value. The Company did not perform an impairment assessment as of December 31, 2022.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS***(Dollars in millions, except share and per share data)***(3) GOODWILL AND OTHER INTANGIBLES****Goodwill**

The following table details changes in the recorded amount of goodwill as of the dates indicated:

	Year Ended	
	2023	
Net carrying value at beginning of period	\$	1,100.9
Additions to goodwill from acquisition		—
Net carrying value at end of period	\$	1,100.9

The Company performed its annual impairment assessment as of July 1, 2023 and 2022 concluding there was no impairment to goodwill.

As a result of the ongoing financial services economic conditions, including changes to the interest rate environment, continued volatility in the Company's common share price, and the Company's overall market capitalization during the third and beginning of the fourth quarter of 2023, we performed a quantitative impairment assessment as of October 31, 2023. The fair value of our single reporting unit exceeded its respective carrying value and did not result in impairment for the reporting unit. The quantitative assessment of goodwill for the reporting unit was performed utilizing a discounted cash flow analysis ("income approach") and estimates of selected market information ("market approaches"). The income approach measures the fair value of the reporting unit by discounting expected future cash flows to present value. The market approaches take into consideration fair values of comparable companies operating in similar lines of business.

subject to similar economic and environmental factors and could be considered reasonable investment alternatives. The result of the income and market approaches were weighed against the value of the reporting unit.

There were no events or circumstances that occurred subsequent to October 31, 2023 through the reporting date that would more-likely-than-not reduce the fair value of the Company's carrying value.

Other Intangible Assets

Other intangible assets are comprised of core deposit intangibles ("CDI") and other customer relationship intangibles ("OCRI") and amounted to the following at December 31, 2021: 2022:

December 31, 2022	CDI	OCRI	Total		
December 31, 2023				December 31, 2023	
				CDI	OCRI
Gross other intangible assets, at beginning of the period	\$106.0	\$ —	\$106.0		
Amounts established through acquisition	50.1	22.8	72.9		
Reductions due to sale of health savings accounts	(1.4)	—	(1.4)		
Accumulated amortization	(78.8)	(1.7)	(80.5)		
Net other intangible assets, end of period	\$ 75.9	\$21.1	\$ 97.0		
December 31, 2021					
Gross other intangible assets, at beginning of the period	\$106.0	\$ —	\$106.0		
Gross other intangible assets, at January 1, 2023					
Gross other intangible assets, at January 1, 2023					
Gross other intangible assets, at January 1, 2023					
Accumulated amortization	(64.7)	—	(64.7)		
Accumulated amortization					
Accumulated amortization					
Net other intangible assets, end of period	\$ 41.3	\$ —	\$ 41.3		
December 31, 2022					
December 31, 2022					
December 31, 2022					
Gross other intangible assets, at January 1, 2022					
Gross other intangible assets, at January 1, 2022					
Gross other intangible assets, at January 1, 2022					
Amounts established through acquisition					
Reductions due to sale of health savings accounts					
Reductions due to sale of health savings accounts					
Reductions due to sale of health savings accounts					

Accumulated amortization	
Net other intangible assets, end of period	

The Company recorded \$15.9 million \$15.7 million, \$9.9 million \$15.9 million and \$10.9 million \$9.9 million of other intangible asset amortization expense for the years ended December 31, 2023, 2021, 2022, and 2020 2021 respectively.

CDI and OCRI are evaluated for impairment if events and circumstances indicate a possible impairment. CDI is amortized using an accelerated method based on the estimated lives of the related deposits, which is generally 10 years. OCRI is amortized using a straight-line method over its estimated useful life of 12 years based on customer revenue at basis.

The following table provides the estimated aggregate future amortization expense of other intangible assets:

Years ending December 31,	CDI	OCRI
2023	\$ 13.7	\$
2024	12.7	
2025	11.8	
2026	10.9	
2027	8.2	
Thereafter	18.6	
Total	\$ 75.9	\$

(4) INVESTMENT SECURITIES

The amortized cost and approximate fair values of investment securities are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
December 31, 2022			
<i>Available-for-Sale</i>			
U.S. Treasury notes	\$ 675.1	\$ 2.1	(
State, county, and municipal securities	314.3	—	(
Obligations of U.S. government agencies	216.2	—	(
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	4,685.5	0.2	(4
Private mortgage-backed securities	264.9	—	(
Collateralized loan obligations	1,145.2	—	(
Corporate Securities	272.3	—	(
Total	\$ 7,573.5	\$ 2.3	(6

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

	Amortized Cost	Allowance for Credit Losses	Net Carrying Amount	Gross Unrealized Gains	Gross Unrealized Losses
December 31, 2022					
<i>Held-to Maturity</i>					
U.S. Treasury notes	\$ 396.6	\$ —	\$ 396.6	\$ —	
State, county, and municipal securities	181.2	(0.1)	181.1	0.2	
Obligations of U.S. government agencies	351.7	—	351.7	—	
U.S agency residential & commercial mortgage-backed securities & collateralized mortgage obligations ⁽¹⁾	2,444.1	—	2,444.1	0.2	
Corporate securities	80.1	(1.8)	78.3	—	
Total	\$ 3,453.7	\$ (1.9)	\$ 3,451.8	\$ 0.4	

(1) Amortized cost presented above include \$20.2 million of unamortized losses and \$14.2 million of unamortized gains related to the 2021 and 2022 transfer of securities from available-for-sale to

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
December 31, 2021			
<i>Available-for-Sale</i>			
U.S. Treasury notes	\$ 697.6	\$ —	(
State, county, and municipal securities	434.7	2.1	
Obligations of U.S. government agencies	356.0	0.1	
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	2,027.3	14.1	(
Private mortgage-backed securities	174.4	0.1	
Collateralized loan obligation	898.2	1.2	
Corporate Securities	271.1	3.0	
Total	\$ 4,859.3	\$ 20.6	(

	Amortized Cost	Allowance for Credit Losses	Net Carrying Amount	Gross Unrealized Gains	Gross Unrealized Losses
December 31, 2021					
<i>Held-to Maturity</i>					
State, county, and municipal securities	\$ 67.6	\$ —	\$ 67.6	2.0	\$
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	1,609.0	—	1,609.0	13.2	
Corporate securities	11.0	—	11.0	0.4	
Total	\$ 1,687.6	\$ —	\$ 1,687.6	15.6	\$

(1) Amortized cost presented above include \$20.1 million of unamortized gains in U.S. agency residential and commercial mortgage-backed securities and collateralized mortgage obligations related to the transfer of securities from available-for-sale to held-to-maturity.

On February 1, 2022, in conjunction with the acquisition of GWB and under ASC 320, the Company transferred debt securities classified as held-to-maturity with an amortized cost of \$10.9 million to the available-for-sale category classification and transferred debt securities classified as available-for-sale with an amortized cost of \$485.6 million to the held-to-maturity classification to maintain the Company's intended risk profile. The transfer of debt securities into the available-for-sale and held-to-maturity classification was recorded at fair value on the date of transfer. This discount, as well as the related unrealized loss in accumulated other comprehensive income (loss), will be amortized into interest income over the remaining term of the securities. The amortization of the unrealized loss reported in accumulated other comprehensive (loss) income will offset the effect on accretion of the discount. No gains or losses were recorded at the time of transfer.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The following tables show table provides the gross unrealized losses estimated aggregate future amortization expense of other intangible assets:

Years ending December 31,	CDI	OCRI
2024	\$ 12.7	\$
2025	11.8	
2026	10.9	
2027	8.2	
2028	5.7	
Thereafter	12.9	
Total	\$ 62.2	\$

(4) INVESTMENT SECURITIES

The amortized cost and the approximate fair values of investment securities aggregated by investment category, and the length of time individual investment securities have been in an unrealized loss position, are summarized as of December 31, 2022 and 2021. follows:

	Less than 12 Months		12 Months or More		Total	
	Gross		Gross		Gross	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
December 31, 2022	Value	Losses	Value	Losses	Value	Losses

Available-for-Sale								
December 31, 2023		December 31, 2023						Gross Unrealized Gain
Available-for-Sale:								
U.S. Treasury notes								
U.S. Treasury notes	U.S. Treasury notes	\$ 168.8	\$ (4.7)	\$ 170.4	\$ (29.8)	\$ 339.2	\$ (34.5)	
State, county, and municipal securities	State, county, and municipal securities	104.9	(9.0)	146.1	(41.6)	251.0	(50.6)	
Obligations of U.S. government agencies	Obligations of U.S. government agencies	152.2	(10.1)	46.1	(7.2)	198.3	(17.3)	
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations		3,299.7	(262.3)	948.4	(163.7)	4,248.1	(426.0)	
U.S. agency commercial mortgage-backed securities								
U.S. agency residential mortgage-backed securities								
Collateralized mortgage obligations								
Private mortgage-backed securities	Private mortgage-backed securities	133.1	(19.1)	94.9	(17.8)	228.0	(36.9)	
Collateralized loan obligations	Collateralized loan obligations	1,082.6	(33.1)	28.9	(0.5)	1,111.5	(33.6)	
Corporate securities	Corporate securities	130.6	(8.3)	110.8	(22.5)	241.4	(30.8)	
Total	Total	\$5,071.9	\$ (346.6)	\$1,545.6	\$ (283.1)	\$6,617.5	\$ (629.7)	
Total								
Total								

Less than 12 Months			12 Months or More		
Fair Value	Gross Unrealized Losses		Fair Value	Gross Unrealized Losses	Fair Value
Held-to-Maturity					
U.S. Treasury notes	\$ 386.4	\$ (10.2)	\$ —	\$ —	
State, county and municipal securities	33.8	(4.0)	96.7	(27.6)	
Obligations of U.S. government agencies	86.1	(9.9)	216.0	(39.7)	

U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	1,349.4	(156.1)	762.5	(145.5)	2
Corporate securities	68.2	(7.0)	—	—	
Total	\$ 1,923.9	\$ (187.2)	\$ 1,075.2	\$ (212.8)	2

	Less than 12 Months		12 Months or More		
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
December 31, 2021					
<i>Available-for-Sale</i>					
U.S. Treasury notes	\$ 684.7	\$ (12.9)	\$ —	\$ —	
State, county, and municipal securities	278.7	(9.1)	5.0	(0.2)	
Obligations of U.S. government agencies	297.0	(8.9)	16.4	(0.3)	
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	1,262.8	(23.0)	26.4	(0.3)	1
Private mortgage-backed securities	127.2	(1.1)	—	—	
Corporate securities	109.9	(3.3)	20.9	(0.3)	
Total	\$ 2,760.3	\$ (58.3)	\$ 68.7	\$ (1.1)	2

	Less than 12 Months		12 Months or More		
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
December 31, 2021					
<i>Held-to-Maturity</i>					
State, county and municipal securities	\$ 29.0	\$ (0.4)	\$ —	\$ —	
U.S. agency residential mortgage-backed securities & collateralized mortgage obligations	1,038.7	(35.3)	—	—	1
Total	\$ 1,067.7	\$ (35.7)	\$ —	\$ —	1

	Amortized Cost ⁽¹⁾	Allowance for Credit Losses	Net Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
December 31, 2023					
<i>Held-to-Maturity:</i>					
U.S. Treasury notes	\$ 399.0	\$ —	\$ 399.0	\$ —	
State, county, and municipal securities	179.2	—	179.2	0.2	
Obligations of U.S. government agencies	354.5	—	354.5	—	
U.S. agency commercial mortgage-backed securities	510.5	—	510.5	—	
U.S. agency residential mortgage-backed securities	1,232.6	—	1,232.6	—	
Collateralized mortgage obligations	475.9	—	475.9	0.2	
Corporate securities	57.0	(0.8)	56.2	—	
Total	\$ 3,208.7	\$ (0.8)	\$ 3,207.9	\$ 0.4	

(1) Amortized cost presented above includes \$10.7 million of unamortized gains in U.S. agency residential and commercial mortgage-backed securities and collateralized mortgage obligations relating to securities from available-for-sale to held-to-maturity, and \$18.1 million of unamortized losses in state, county, and municipal, obligations of U.S. government agencies and corporate securities relating to securities from available-for-sale to held-to-maturity.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

	Amortized	Allowance for Credit		Gross	Gross
December 31, 2022	Cost	Losses	Net Amortized Cost	Unrealized	Unrealized
				Gains	Losses
<i>Available-for-Sale</i>					
U.S. Treasury notes	\$ 675.1	\$ —	\$ 675.1	2.1	\$
State, county, and municipal securities	314.3	—	314.3	—	
Obligations of U.S. government agencies	216.2	—	216.2	—	
U.S. agency commercial mortgage-backed securities	1,468.0	—	1,468.0	0.2	
U.S. agency residential mortgage-backed securities	1,726.0	—	1,726.0	—	
Collateralized mortgage obligations	1,491.5	—	1,491.5	—	
Private mortgage-backed securities	264.9	—	264.9	—	
Collateralized loan obligations	1,145.2	—	1,145.2	—	
Corporate securities	272.3	—	272.3	—	
Total	\$ 7,573.5	\$ —	\$ 7,573.5	2.3	\$

	Amortized	Allowance for Credit		Gross	Gross
December 31, 2022	Cost	Losses	Net Amortized Cost	Unrealized	Unrealized
				Gains	Losses
<i>Held-to Maturity</i>					
U.S. Treasury notes	\$ 396.6	\$ —	\$ 396.6	—	\$
State, county, and municipal securities	181.2	(0.1)	181.1	0.2	
Obligations of U.S. government agencies	351.7	—	351.7	—	
U.S. agency commercial mortgage-backed securities	526.8	—	526.8	—	
U.S. agency residential mortgage-backed securities	1,391.5	—	1,391.5	—	
Collateralized mortgage obligations	525.8	—	525.8	0.2	
Corporate securities	80.1	(1.8)	78.3	—	
Total	\$ 3,453.7	\$ (1.9)	\$ 3,451.8	0.4	\$

(1) Amortized cost presented above includes \$20.2 million of unamortized losses and of \$14.2 million unamortized gains related to the 2021 and 2022 transfer of securities from available-for-sale to held-to-maturity.

The following tables show the gross unrealized losses and fair values of available-for-sale investment securities and the length of time individual investment securities have been in a loss position as of December 31, 2023 and 2022.

	Less than 12 Months		12 Months or More		
December 31, 2023	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
<i>Available-for-Sale</i>					
U.S. Treasury notes	\$ —	\$ —	\$ 224.7	\$ (25.5)	\$
State, county, and municipal securities	—	—	217.1	(36.9)	
Obligations of U.S. government agencies	—	—	168.0	(10.9)	
U.S. agency commercial mortgage-backed securities	0.2	—	1,083.1	(87.7)	1
U.S. agency residential mortgage-backed securities	0.7	—	1,287.5	(130.6)	1
Collateralized mortgage obligations	—	—	1,142.4	(120.3)	1
Private mortgage-backed securities	—	—	210.5	(30.9)	
Collateralized loan obligations	—	—	935.7	(2.3)	
Corporate securities	—	—	236.5	(24.4)	
Total	\$ 0.9	\$ —	\$ 5,505.5	\$ (469.5)	\$ 5

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

	Less than 12 Months	12 Months or More
--	---------------------	-------------------

	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
December 31, 2022					
<i>Available-for-Sale</i>					
U.S. Treasury notes	\$ 168.8	\$ (4.7)	\$ 170.4	\$ (29.8)	
State, county, and municipal securities	104.9	(9.0)	146.1	(41.6)	
Obligations of U.S. government agencies	152.2	(10.1)	46.1	(7.2)	
U.S. agency commercial mortgage-backed securities	1,069.8	(59.9)	270.8	(57.0)	1
U.S. agency residential mortgage-backed securities	1,213.5	(112.3)	344.6	(55.4)	1
Collateralized mortgage obligations	1,016.4	(90.1)	333.0	(51.3)	1
Private mortgage-backed securities	133.1	(19.1)	94.9	(17.8)	
Collateralized loan obligations	1,082.6	(33.1)	28.9	(0.5)	1
Corporate securities	130.6	(8.3)	110.8	(22.5)	
Total	\$ 5,071.9	\$ (346.6)	\$ 1,545.6	\$ (283.1)	6

As of **December 31, 2022**, **December 31, 2023** and **2021**, 2022, there were no holdings of securities of any issuer, other than the U.S. government and its agencies, in an amount that met the definition of a PCD asset and none were classified as PCD upon acquisition.

The Company acquired \$2,699.0 million of investment securities in connection with the acquisition of GWB. Such securities were evaluated and it was determined that there were no holdings of securities of any issuer, other than the U.S. government and its agencies, in an amount that met the definition of a PCD asset and none were classified as PCD upon acquisition.

The Company determines credit losses on both available-for-sale and held-to-maturity investment securities by a discounted cash flow approach using the security's effective interest rate at the time of purchase or upon acquisition. The allowance for credit losses is measured as the amount by which an investment security's amortized cost exceeds the net present value of expected cash flows. However, the amount of credit losses for available-for-sale investment securities is limited to the amount of a security's unrealized loss. Credit losses on held-to-maturity investment securities are based on a representative of current expected credit losses that management expects to be incurred over the life of the investment. The allowance for credit losses is established through a charge to credit losses in current period earnings.

The available-for-sale securities portfolio primarily contains securities that are guaranteed by a sovereign entity or are generally considered to have non-credit related risks, such as prepayment and liquidity factors. The Company considers whether the securities are issued by the federal government or its agencies and whether downgrades by bond rating agencies have occurred. The Company had no allowance for credit losses for available-for-sale investment securities as of December 31, 2022 and 2021.

As of **December 31, 2022**, **December 31, 2023** and **2021**, 2022, the Company had 1,222,995 and 285,122 individual investment securities, respectively, that were in an unrealized loss position primarily to fluctuations in current interest rates. As of **December 31, 2022**, **December 31, 2023**, the Company had the intent and ability to hold these investment securities until maturity, and the Company does not intend to sell any of the available-for-sale securities in the above table, and the Company does not anticipate a recovery in cost.

The following table presents the activity in the allowance for credit losses related to held-to-maturity investment securities:

Year Ended December 31,	2023	2022
Beginning balance	\$ 1.9	\$ —
(Reduction of) provision for credit losses	(1.1)	1.9
Ending balance	\$ 0.8	\$ 1.9

The following table presents the activity in the Company had no allowance for credit losses related to for available-for-sale corporate investment securities as of December 31, 2022. The Company had a \$0.8 million and a \$1.9 million allowance for credit losses for held-to-maturity securities classified as corporate and state, county, and municipal securities:

Year Ended December 31,	2022	2021
Beginning balance	\$ —	\$ —
Provision for credit loss expense	1.9	—
Ending balance of allowance for credit losses	\$ 1.9	\$ —

On a quarterly basis, the Company refreshes the credit quality investment securities as of each held-to-maturity security. The following table summarizes the credit quality indicators for securities at amortized cost for the periods indicated:

December 31, 2022	AAA	AA	A	BBB	BB	B
U.S. Treasury notes	\$ 396.6	\$ —	\$ —	\$ —	\$ —	\$ —
State, county, and municipal securities	68.3	92.8	11.5	—	—	—
Obligations of U.S. government agencies	351.7	—	—	—	—	—
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations						
FNMA/FHLMC	2,233.6	—	—	—	—	—
GNMA	210.5	—	—	—	—	—
Corporate securities	—	—	—	65.1	10.0	—

Total	\$	3,260.7	\$	92.8	\$	11.5	\$	65.1	\$	10.0	\$
December 31, 2021											
				AAA		AA		A		BBB	NC
State, county, and municipal securities	\$		17.2	\$		31.6	\$	14.7	\$	—	\$
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations											
FNMA/FHLMC			1,439.1			—		—		—	
GNMA			169.9			—		—		—	
Corporate securities			—			—		4.0		7.0	
Total	\$		1,626.2	\$		31.6	\$	18.7	\$	7.0	\$

December 31, 2023 and 2022, respectively.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

On a quarterly basis, the Company refreshes the credit quality indicator of each held-to-maturity security. The following table summarizes the credit quality indicators of held-to-maturity securities at the end of the period, measured at amortized cost for the periods indicated:

December 31, 2023											
				AAA		AA		A		BBB	BB
U.S. Treasury notes	\$		399.0	\$		—	\$	—	\$	—	\$
State, county, and municipal securities			69.0			92.3		10.6		—	—
Obligations of U.S. government agencies			354.5			—		—		—	—
U.S. agency commercial mortgage-backed securities											
FNMA/FHLMC			359.7			—		—		—	—
GNMA			150.8			—		—		—	—
U.S. agency residential mortgage-backed securities											
FNMA/FHLMC			1,189.8			—		—		—	—
GNMA			42.8			—		—		—	—
Collateralized mortgage obligations											
FNMA/FHLMC			334.1			—		—		—	—
GNMA			141.8			—		—		—	—
Corporate securities			—			—		—		47.0	5.0
Total	\$		3,041.5	\$		92.3	\$	10.6	\$	47.0	5.0
December 31, 2022											
				AAA		AA		A		BBB	BB
U.S. Treasury notes	\$		396.6	\$		—	\$	—	\$	—	\$
State, county, and municipal securities			68.3			92.8		11.5		—	—
Obligations of U.S. government agencies			351.7			—		—		—	—
U.S. agency commercial mortgage-backed securities											
FNMA/FHLMC			364.9			—		—		—	—
GNMA			161.9			—		—		—	—
U.S. agency residential mortgage-backed securities											
FNMA/FHLMC			1,342.9			—		—		—	—
GNMA			48.6			—		—		—	—
Collateralized mortgage obligations											
FNMA/FHLMC			525.8			—		—		—	—
Corporate securities			—			—		—		65.1	10.0
Total	\$		3,260.7	\$		92.8	\$	11.5	\$	65.1	10.0

As of December 31, 2022, December 31, 2023 and 2021, 2022, the Company had \$38.9, \$38.5 million and \$16.6, \$38.9 million, respectively, of accrued interest receivable from in consolidated balance sheet. The sheets. Accrued interest receivable is presented as a separate line item on the consolidated balance sheets and the Company does not consider receivable in the carrying amount of financial assets held at the amortized cost basis or in the related allowance for credit losses calculation.

As of **December 31, 2022** **December 31, 2023** and **2021**, 2022, there were no available-for-sale or held-to-maturity securities on nonaccrual status. All securities in the portfolio v contractual principal and interest payments.

As of **December 31, 2022** **December 31, 2023** and **2021**, 2022, there were no collateral dependent collateral-dependent available-for-sale or held-to-maturity securities.

For the year ended **December 31, 2022** **December 31, 2023**, there were \$0.3 million in gross realized gains and \$46.8 million in gross realized losses, primarily related to the sa treasury notes. The gross realized losses were offset by \$22.1 million in deferred gains realized related to the termination of the fair value derivative of \$46.3 million for a net rea of \$24.2 million. For the year ended December 31, 2021, there were \$3.2 million gross realized gains and \$2.1 million gross realized losses. There were no material gross realiz million in gross realized losses on the disposition of available-for-sale investment securities, as a result of the sale of \$853.0 million in carrying value of investment securities. For 31, 2022, there were \$0.3 million gross realized gains and \$46.8 million gross realized losses on the disposition of available-for-sale investment securities. There were \$3.2 milli gains and 2.1 million material gross realized losses on the disposition of available-for-sale investment securities for the year ended **December 31, 2020** **December 31, 2021**.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Maturities of securities do not reflect rate repricing opportunities present in adjustable-rate mortgage-backed securities. Maturities of mortgage-backed securities have been adj maturities based upon estimated prepayments of principal. All other investment securities maturities are shown at contractual maturity dates.

		Available-for-Sale		Held-to-Maturity		Available-for-Sale		Held-
December 31,		Amortized Estimated		Amortized Estimated				
2022		Cost	Fair Value	Cost	Fair Value			
December 31, 2023		December 31, 2023				Amortized Cost	Estimated Fair Value	Amortized Cost
Within one year		\$ 48.8	\$ 48.1	\$ 2.5	\$ 2.5			
After one year but within five years		1,478.9	1,419.8	607.6	581.6			
After five years but within ten years		1,750.0	1,564.3	732.7	639.5			
After ten years		4,295.8	3,913.9	2,110.9	1,828.6			
Total		Total \$ 7,573.5	\$ 6,946.1	\$ 3,453.7	\$ 3,052.2			

As of **December 31, 2022** **December 31, 2023**, the Company held investment securities callable within one year with having amortized costs and estimated fair values of **\$1,443** and **\$1,356.5 million** **\$1,552.2 million**, respectively. These investment securities are primarily classified as available-for-sale and included in the "after ten years category" years". As of **December 31, 2022** **December 31, 2023**, the Company had no callable structured notes.

As of **December 31, 2022** **December 31, 2023** and **2021**, 2022, the Company recorded had amortized costs of **\$4,998.9 million** **\$3,858.6 million** and **\$2,617.8 million** **\$4,998.9 mil** investment securities pledged to secure public deposits, and securities sold under repurchase agreements, and as collateral for FHLB and the FRB term funding program line c approximate estimated fair values as of **December 31, 2022** **December 31, 2023** and **2021** 2022 of **\$4,432.0** **\$3,462.2 million** and **\$2,610.8 million** **\$4,432.0 million**, respectively. A repurchase agreements are with clients and mature on the next banking day. The Company retains possession of the underlying securities sold under repurchase agreements.

As of **December 31, 2022** **December 31, 2023** and **2021**, 2022, the Company held **\$198.6 million** **\$223.2 million** and **\$53.8 million** **\$198.6 million**, respectively, in equity securities FRB Federal Reserve Bank and FHLB Federal Home Loan Bank stocks, which are restricted nonmarketable securities acquired to meet regulatory requirements. These securiti

(5) LOANS HELD FOR SALE

The following table presents loans held for sale by class of receivable for the dates indicated:

	December 31, 2023

Loans held for sale:		
Agricultural:	\$	19.6
Commercial real estate, at lower of cost or market		27.3
Construction real estate, at lower of cost or market		—
Residential mortgage, at fair value		0.5
Total loans held for sale	\$	47.4

As of December 31, 2023 the agricultural loans held were at lower of cost or market. At December 31, 2022, the Company held \$57.0 million of agricultural loans at lower of cost or market and \$10.5 million of commercial real estate loans at lower of cost or market. The Company also held \$24.0 million of construction real estate loans on accrual status at fair value with an unpaid principal balance of \$7.7 million, of which \$5.6 million is 90 days or more past due.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(5) LOANS HELD FOR SALE

The following table presents loans held for sale by segment for the dates indicated:

	December 31, 2022
Loans Held for Sale:	
Agricultural	\$ 62.5
Commercial construction	10.5
Residential real estate	6.9
Total loans held for sale	\$ 79.9

On February 1, 2022, the Company acquired \$2.1 million of held for sale residential real estate loans. In conjunction with the acquisition of GWB, the Company reclassified certain commercial loans to loans held for sale from loans held for investment due to management's intent and decision to sell the loans. The table below presents the non-residential real estate loan activity for the 2022-2023 period:

	Agricultural		Agricultural		Construction Real Estate		Commercial	
Beginning balance								
	Commercial		Commercial		Commercial		Commercial	
	Agricultural		Construction		Commercial		Commercial	
Beginning balance	\$	—	\$	—	\$	—	\$	—
GWB loans held for investment transferred to loans held for sale on acquisition date		190.9		—		24.0		
Loans held for investment transferred to loans held for sale								
Loans held for investment transferred to loans held for sale								
Loans held for investment transferred to loans held for sale								
Loans held for sale transferred to loans held for investment		(19.8)		—		—		

Loans held for sale transferred to OREO					
Repayments and discounted pay-offs	Repayments and discounted pay-offs	(110.1)	—	(0.6)	
Loan disposals	Loan disposals	—	—	(23.4)	
Loans held for investment transferred to loans held for sale		—	12.4	—	
Increase (decrease) in estimated fair value of the loans		1.5	(1.9)	—	
Increase (decrease) in estimated fair value of the loans:					
Ending balance	Ending balance	\$ 62.5	\$ 10.5	\$ —	

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

1 For the year ended December 31, 2023, the Company recorded a gain of \$2.2 million and a loss of \$4.1 million in other income within the consolidated statements of income related to fair value changes.

As of December 31, 2023, loans held for sale included a \$27.3 million commercial real estate nonaccrual loan. As of December 31, 2022, loans held for sale included nonaccrual which \$29.3 million were agricultural loans and \$10.5 million was a commercial construction real estate loan. There were no loans held for sale that were considered a TDR as of

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

(6) LOANS HELD FOR INVESTMENT

The following table presents loans by class of receivable and portfolio segment as of the dates indicated:

		2022	2021
Real estate loans:			
		2023	2023
Real estate:	Real estate:		
Commercial	Commercial \$	8,528.6	\$3,971.5
Construction loans:			
Land acquisition & development		386.2	247.8
Residential		516.2	262.0
Commercial		1,042.0	498.0
Total construction loans		1,944.4	1,007.8
Construction			
Residential	Residential	2,188.3	1,538.2
Agricultural	Agricultural	794.9	213.9
Total real estate loans		13,456.2	6,731.4
Consumer loans:			
Total real estate			
Consumer:			
Indirect			
Indirect			
Indirect	Indirect	829.7	737.6
Direct and advance lines	Direct and advance lines	152.9	129.2
Credit card	Credit card	75.9	64.9

Total consumer loans		1,058.5	931.7
Total consumer			
Commercial	Commercial	2,882.6	1,475.5
Agricultural	Agricultural	708.3	203.9
Other, including overdrafts	Other, including overdrafts	9.2	1.5
Loans held			
Loans held for investment	investment	18,114.8	9,344.0
Deferred loan fees and costs	Deferred loan fees and costs	(15.6)	(12.3)
Loans held			
Loans held for investment, net of deferred fees and costs	investment, net of deferred fees and costs	18,099.2	9,331.7
Allowance for credit losses	Allowance for credit losses	(220.1)	(122.3)
Net loans			
Net loans held for investment	investment	\$ 17,879.1	\$ 9,209.4

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Allowance for Credit Losses

The following tables represent, by loan portfolio segment, **segments**, the activity in the allowance for credit losses for loans held for investment:

	Beginning Balance	ACL Recorded for PCD loans	Provision for (reversal of) Credit Losses ⁽²⁾	Loans Charged-Off	Recoveries Col
<i>December 31, 2022</i>					
Allowance for credit losses ⁽¹⁾					
Real estate:					
Commercial real estate:					
Non-owner occupied	\$ 17.3	\$ 17.2	(4.2)	(3.5)	
Owner occupied	13.3	9.5	(2.7)	(2.5)	
Multi-family	13.3	10.9	8.7	(5.7)	
Total commercial real estate	43.9	37.6	1.8	(11.7)	
Construction:					
Land acquisition & development	0.5	3.4	(0.4)	(2.6)	
Residential construction	2.4	—	1.1	—	
Commercial construction	6.0	0.2	31.6	(6.6)	
Total construction	8.9	3.6	32.3	(9.2)	
Residential real estate:					
Residential 1-4 family	13.4	0.1	6.9	(0.2)	
Home equity and HELOC	1.2	—	—	(0.1)	
Total residential real estate	14.6	0.1	6.9	(0.3)	
Agricultural real estate	1.9	2.3	1.5	(0.2)	

Total real estate	69.3	43.6	42.5	(21.4)
Consumer:				
Indirect	14.3	—	2.7	(4.0)
Direct and advance lines	4.6	—	2.2	(3.7)
Credit card	2.2	—	2.4	(2.4)
Total consumer	21.1	—	7.3	(10.1)
Commercial:				
Commercial and floor plans	27.1	11.2	15.1	(6.6)
Commercial purpose secured by 1-4 family	4.4	0.2	1.2	(0.2)
Credit card	0.1	—	1.4	(1.3)
Total commercial	31.6	11.4	17.7	(8.1)
Agricultural:				
Agricultural	0.3	4.5	0.9	(5.4)
Total agricultural	0.3	4.5	0.9	(5.4)
Total allowance for credit losses	\$ 122.3	\$ 59.5	\$ 68.4	\$ (45.0)

(1) Amounts presented are exclusive of the allowance for credit losses related to unfunded commitments which are included in Note "Financial Instruments with Off-Balance Sheet Risk" included in

(2) Amounts include \$68.3 million related to the acquired GWB non-PCD loans.

December 31, 2023	Beginning Balance	Provision for (reversal of)			Recoveries Collected
		Credit Losses	Loans Charged-Off ⁽²⁾		
Allowance for credit losses ⁽¹⁾					
Real estate	\$ 138.7	\$ 35.2	\$ (18.5)		4.7
Consumer	23.3	(1.0)	(14.0)		4.7
Commercial	54.9	(3.9)	(3.4)		2.6
Agricultural	3.2	0.8	—		0.4
Total allowance for credit losses	\$ 220.1	\$ 31.1	\$ (35.9)		12.4

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

December 31, 2021	Balance	Provision for (reversal of) Credit Losses	Loans Charged-Off	Recoveries Collected	Ending Balance	December 31, 2022	Beginning Balance	ACL Recorded for PCD Loans	Provision for (reversal of) Credit Loss	Loans Charged- Off ⁽²⁾
Allowance for credit losses ⁽¹⁾	Allowance for credit losses ⁽¹⁾									
Real estate:	Real estate:									
Real estate:										
Real estate:										
Commercial real estate:	Commercial real estate:									
Commercial real estate:										
Non-owner occupied										
Non-owner occupied										

Non-owner occupied	Non-owner occupied	\$ 25.5	\$ (8.3)	\$ —	\$ 0.1	\$ 17.3
Owner occupied	Owner occupied	18.3	(2.7)	(2.3)	—	13.3
Multi-family	Multi-family	11.0	2.3	—	—	13.3
Total commercial real estate	Total commercial real estate	54.8	(8.7)	(2.3)	0.1	43.9
Construction: Land acquisition & development	Construction: Land acquisition & development	1.3	(0.1)	(1.2)	0.5	0.5
Land acquisition & development	Land acquisition & development					
Residential construction	Residential construction	1.6	0.9	(0.1)	—	2.4
Commercial construction	Commercial construction	7.3	(1.3)	(0.1)	0.1	6.0
Total construction	Total construction	10.2	(0.5)	(1.4)	0.6	8.9
Residential real estate:	Residential real estate:					
Residential 1-4 family	Residential 1-4 family					
Residential 1-4 family	Residential 1-4 family	11.4	2.0	—	—	13.4
Home equity and HELOC	Home equity and HELOC	1.4	(0.4)	(0.1)	0.3	1.2
Total residential real estate	Total residential real estate	12.8	1.6	(0.1)	0.3	14.6
Agricultural real estate	Agricultural real estate	2.7	(0.1)	(0.7)	—	1.9
Total real estate	Total real estate	80.5	(7.7)	(4.5)	1.0	69.3
Consumer: Indirect	Consumer: Indirect	16.7	(1.4)	(3.5)	2.5	14.3
Indirect	Indirect					
Indirect	Indirect					
Direct and advance lines	Direct and advance lines	4.6	1.7	(2.9)	1.2	4.6
Credit card	Credit card	2.6	0.6	(1.8)	0.8	2.2
Total consumer	Total consumer	23.9	0.9	(8.2)	4.5	21.1
Commercial:	Commercial:					
Commercial and floor plans	Commercial and floor plans					
Commercial and floor plans	Commercial and floor plans	34.2	(7.3)	(3.0)	3.2	27.1
Commercial purpose secured by 1-4 family	Commercial purpose secured by 1-4 family	4.7	(0.5)	(0.3)	0.5	4.4

Credit card	Credit card	0.3	0.1	(0.4)	0.1	0.1
Total commercial	Total commercial	39.2	(7.7)	(3.7)	3.8	31.6
Agricultural:	Agricultural:					
Agricultural	Agricultural	0.7	(0.2)	(0.2)	—	0.3
Agricultural						
Agricultural						
Total agricultural						
Total agricultural						
Total agricultural	Total agricultural	0.7	(0.2)	(0.2)	—	0.3
Total allowance for credit losses	Total allowance for credit losses	\$ 144.3	\$ (14.7)	\$ (16.6)	\$ 9.3	\$ 122.3

(1) Amounts presented are exclusive of the allowance for credit losses related to unfunded commitments which are in "Instruments with Off-Balance Sheet Risk" included in this report.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

			Initial Impact	Provision for of (reversal	Loans			
			Beginning	Adopting of)	Credit Charged-	Recoveries	Ending	
December 31, 2020			Balance	ASC 326	Loss	Off	Collected	Balance
December 31, 2021								
December 31, 2021								
December 31, 2021								
Allowance for credit losses (1)	Allowance for credit losses (1)		Beginning Balance	Provision for (reversal of) Credit Loss	Loans Charged-Off(2)	Recoveries		
Real estate:	Real estate:							
Real estate:								
Real estate:								
Commercial real estate:	Commercial real estate:							
Commercial real estate:								
Non-owner occupied								
Non-owner occupied								
Non-owner occupied	Non-owner occupied	\$ 8.8	\$ 4.9	\$ 11.7	\$ —	\$ 0.1	\$ 25.5	
Owner occupied	Owner occupied	10.0	3.5	5.0	(0.4)	0.2	18.3	
Multi-family	Multi-family	0.7	6.9	3.4	—	—	11.0	
Total commercial real estate	Total commercial real estate	19.5	15.3	20.1	(0.4)	0.3	54.8	
Construction:	Construction:							
Land acquisition & development	Land acquisition & development	1.9	(0.1)	(0.4)	(0.5)	0.4	1.3	
Land acquisition & development								

Land acquisition & development							
Residential construction	Residential construction	1.5	(0.9)	1.0	—	—	1.6
Commercial construction	Commercial construction	2.7	1.3	3.3	—	—	7.3
Total construction	Total construction	6.1	0.3	3.9	(0.5)	0.4	10.2
Residential real estate:							
Residential 1-4 family							
Residential 1-4 family							
Residential 1-4 family	Residential 1-4 family	1.8	10.6	(1.1)	—	0.1	11.4
Home equity and HELOC	Home equity and HELOC	1.0	0.5	(0.4)	—	0.3	1.4
Total residential real estate	Total residential real estate	2.8	11.1	(1.5)	—	0.4	12.8
Agricultural real estate	Agricultural real estate	0.5	1.8	0.4	—	—	2.7
Total real estate	Total real estate	28.9	28.5	22.9	(0.9)	1.1	80.5
Consumer:							
Indirect	Indirect	4.5	8.8	5.4	(4.1)	2.1	16.7
Indirect							
Indirect							
Direct and advance lines	Direct and advance lines	2.9	3.0	1.6	(3.9)	1.0	4.6
Credit card	Credit card	2.5	0.3	1.8	(2.8)	0.8	2.6
Total consumer	Total consumer	9.9	12.1	8.8	(10.8)	3.9	23.9
Commercial:							
Commercial:							
Commercial and floor plans							
Commercial and floor plans							
Commercial and floor plans	Commercial and floor plans	25.5	(5.1)	20.4	(8.0)	1.4	34.2
Commercial purpose secured by 1-4 family	Commercial purpose secured by 1-4 family	5.9	(3.8)	2.5	(0.1)	0.2	4.7
Credit card	Credit card	1.2	(1.1)	1.1	(1.0)	0.1	0.3
Total commercial	Total commercial	32.6	(10.0)	24.0	(9.1)	1.7	39.2
Agricultural:							
Agricultural	Agricultural	1.6	(0.6)	(0.2)	(0.1)	—	0.7
Agricultural							
Agricultural							
Total agricultural	Total agricultural	1.6	(0.6)	(0.2)	(0.1)	—	0.7
Total agricultural							
Total agricultural							
Total allowance for credit losses	Total allowance for credit losses	\$ 73.0	\$ 30.0	\$ 55.5	\$ (20.9)	\$ 6.7	\$ 144.3

(1) Amounts presented exclude the allowance for credit losses related to unfunded commitments and investment securities. The allowance for credit losses related to unfunded commitments and investment securities are included in the "Financial Instruments with Off-Balance Sheet Risk" Note and "Investment Securities" Note, respectively.	(1) Amounts presented exclude the allowance for credit losses related to unfunded commitments and investment securities are included in the Off-Balance Sheet Risk" Note and "Investment Securities" Note, respectively.
(2) Loans, or portions thereof, are charged-off against the allowance for credit losses when management believes the collectability of the principal is unlikely, or, with respect to consumer installment loans, according to an established delinquency schedule.	(2) Loans, or portions thereof, are charged-off against the allowance for credit losses when management believes the collectability of the principal is unlikely, or, with respect to consumer installment loans, according to an established delinquency schedule.

Collateral-Dependent Loans

Collateral-dependent loans rely solely on the operation or sale of the collateral securing the loan for repayment. In evaluating a collateral-dependent financial loan, the Company considers (1) character, overall financial condition and resources, and payment record of the borrower; (2) the prospects for support from guarantors; and (3) the nature and degree of protection provided by the cash flow and value of any underlying collateral. The loan may become collateral-dependent when the borrower is experiencing financial difficulty and its sources of repayment become inadequate over time. At such time, the Company develops an expectation that repayment will be made through the operation or sale of the collateral.

The following table presents tables present the amortized cost basis principal balance of collateral-dependent loans by class of loansreceivable as of the dates indicated:										
As of December 31, 2022					As of December 31, 2021					Collateral Type
Collateral Type	Business Assets	Real Property	Other	Total	Business Assets	Real Property	Other	Total		
Real estate	\$ 1.9	\$ 25.3	\$ —	\$27.2	\$ 1.2	\$ 7.0	\$ —	\$ 8.2		
As of December 31, 2023										
As of December 31, 2023					Business Assets					Real Property
Real estate:										
Commercial										
Commercial										
Commercial										
Construction										
Residential										
Agricultural										
Total real estate										
Commercial	Commercial	3.1	1.5	—	4.6	1.8	1.0	—	2.8	
Agricultural	Agricultural	2.1	5.2	—	7.3	—	0.7	—	0.7	
Total collateral-dependent	\$ 7.1	\$ 32.0	\$ —	\$39.1	\$ 3.0	\$ 8.7	\$ —	\$11.7		
Total collateral-dependent loans										
Collateral Type										
Collateral Type										
Collateral Type										
As of December 31, 2022										
As of December 31, 2022					Business Assets					Real Property
Real estate:										
Commercial										
Commercial										
Commercial										
Construction										
Residential										
Agricultural										
Total real estate										
Commercial										
Agricultural										
Total collateral-dependent loans										
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES										
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS										
(Dollars in millions, except share and per share data)										
Aging Analysis										
Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans classified in the following 1 days or more past due continue to accrue interest. The following tables present the contractual aging of the Company's recorded amortized cost basis in principal balance of loans										

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Aging Analysis

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans classified in the following 1 days or more past due continue to accrue interest. The following tables present the contractual aging of the Company's recorded amortized cost basis in principal balance of loa

receivable as of the dates indicated. indicated:											
					Total Loans						
					Total Loans						
					Total Loans						
30 - 59											
30 - 59											
30 - 59											
Days											
Days											
Days											
As of December 31, 2023											
As of December 31, 2023											
As of December 31, 2023											
Real estate											
Real estate											
Real estate											
Real estate											
Commercial											
Commercial											
Commercial											
30 - 59					60 - 89		> 90		Total Loans		
							30 or More				
					Days				Current		
					Past Due				Loans		
									Non-accrual		
									Loans ⁽¹⁾		
Real estate											
Commercial		\$	5.6	\$	0.8	\$	1.1	\$	7.5	\$ 8,501.5	\$ 19.6
Construction:											
Land acquisition & development			1.8		—		0.6		2.4	380.1	3.7
Construction											
Construction											
Construction											
Residential	Residential		1.1		—		—		1.1	515.1	—
Commercial			7.5		0.6		—		8.1	1,033.9	—
Total construction loans			10.4		0.6		0.6		11.6	1,929.1	3.7
Residential											
Residential	Residential		9.9		2.1		1.2		13.2	2,168.7	6.4
Agricultural	Agricultural		1.1		6.1		—		7.2	780.1	7.6
Total real estate loans			27.0		9.6		2.9		39.5	13,379.4	37.3
Agricultural											
Agricultural											
Total real estate											
Total real estate											
Total real estate											
Consumer: Consumer:											
Indirect consumer			9.3		2.4		0.6		12.3	814.7	2.7
Other consumer			0.8		0.3		0.1		1.2	151.4	0.3
Consumer:											
Consumer:											
Indirect											
Indirect											
Indirect											
Direct											

Direct										
Direct										
Credit card	Credit card	0.8	0.4	0.6	1.8	74.1	—			
Total consumer loans		10.9	3.1	1.3	15.3	1,040.2	3.0			
Credit card										
Credit card										
Total consumer										
Total consumer										
Total consumer										
Commercial										
Commercial										
Commercial	Commercial	7.1	1.7	2.1	10.9	2,861.5	10.2			
Agricultural	Agricultural	0.8	2.2	0.1	3.1	696.5	8.7			
Agricultural										
Agricultural										
Other, including overdrafts										
Other, including overdrafts										
Other, including overdrafts	Other, including overdrafts	—	—	—	—	9.2	—			
Loans held for investment	Loans held for investment	\$ 45.8	\$ 16.6	\$ 6.4	\$ 68.8	\$ 17,986.8	\$ 59.2			
Loans held for investment										
Loans held for investment										
As of December 31, 2022							Total Loans			
			30 - 59	60 - 89	90 or more	30 or More				
			Days	Days	Days	Days		Current	Non-accrued	
			Past Due	Past Due	Past Due	Past Due		Loans	Loans (1)	
	Real estate									
	Commercial		\$ 5.6	\$ 0.8	\$ 1.1	\$ 7.5	\$ 8,501.5			
	Construction		10.4	0.6	0.6	11.6	1,929.1			
	Residential		9.9	2.1	1.2	13.2	2,168.7			
	Agricultural		1.1	6.1	—	7.2	780.1			
	Total real estate		27.0	9.6	2.9	39.5	13,379.4			
	Consumer:									
	Indirect		9.3	2.4	0.6	12.3	814.7			
	Direct		0.8	0.3	0.1	1.2	151.4			
	Credit card		0.8	0.4	0.6	1.8	74.1			
	Total consumer		10.9	3.1	1.3	15.3	1,040.2			
	Commercial		7.1	1.7	2.1	10.9	2,861.5			
	Agricultural		0.8	2.2	0.1	3.1	696.5			
	Other, including overdrafts		—	—	—	—	9.2			
	Loans held for investment		\$ 45.8	\$ 16.6	\$ 6.4	\$ 68.8	17,986.8	\$		

(1) As of December 31, 2023 and 2022, none of our non-accrual loans were earning interest income. Additionally, no material interest income was recognized on non-accrual loans at December 31, 2023 and 2022, respectively. There were \$2.7 million and \$1.5 million in reversals of accrued interest at December 31, 2023 and 2022, respectively.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

	30 - 59 Days Past Due	60 - 89 Days Past Due	> 90 Days Past Due	Total Loans 30 or More Days Past Due	Current Loans	Non-accrual Loans (1)
<i>As of December 31, 2021</i>						
Real estate						
Commercial	\$ 1.1	\$ 1.0	\$ 0.6	\$ 2.7	\$ 3,960.8	
Construction:						
Land acquisition & development	0.2	—	—	0.2	246.9	
Residential	4.2	—	—	4.2	257.8	
Commercial	—	—	—	—	498.0	
Total construction loans	4.4	—	—	4.4	1,002.7	
Residential	3.0	0.8	0.1	3.9	1,531.4	
Agricultural	1.9	0.2	—	2.1	206.9	
Total real estate loans	10.4	2.0	0.7	13.1	6,701.8	
Consumer:						
Indirect consumer	5.1	1.4	0.4	6.9	729.0	
Other consumer	0.5	0.2	0.1	0.8	128.3	
Credit card	0.6	0.2	0.5	1.3	63.6	
Total consumer loans	6.2	1.8	1.0	9.0	920.9	
Commercial	4.9	0.7	1.1	6.7	1,463.8	
Agricultural	0.7	—	—	0.7	201.6	
Other, including overdrafts	—	—	—	—	1.5	
Loans held for investment	\$ 22.2	\$ 4.5	\$ 2.8	\$ 29.5	\$ 9,289.6	

(1) As of December 31, 2022 and 2021, none of our non-accrual loans were earning interest income. Additionally, no material interest income was recognized on non-accrual loans at December 31, 2022, and \$1.5 million accrued interest was reversed at December 31, 2022.

Troubled Debt Restructurings Modifications to Borrowers Experiencing Financial Difficulty

Modifications of performing loans are made in the ordinary course of business and are completed on a case-by-case basis through negotiation with the borrower in connection with collection processes. Loan modifications are made to provide borrowers payment relief and typically include adjustments such as changes to interest rates, relief, Effective January 1, 2022, the Company adopted ASU 2022-02, which eliminated accounting guidance for troubled debt restructurings while requiring disclosures of interest only periods of less than 12 months, deferment of short-term payments, and extension of amortization periods. A loan modification is considered a TDR if the borrower is borrowers experiencing financial difficulties for economic or legal reasons, grants a concession to the borrower that it would not under other circumstances. Certain troubled loans are on non-accrual status at the time of modification. Restructured loans may be returned to accrual status if the borrower has exhibited sustained repayment performance in compliance with the restructuring agreement for a period of 12 months and the Company is reasonably assured of the borrower's future performance. If the TDR meets these performance criteria, and the interest rate granted at the modification date is at least as favorable as the rate that the Company might grant for a new loan at the same time at comparable risk, then the loan will be reclassified to performing status and the accrual of interest will resume. Loans that do not meet these criteria will continue to be evaluated individually for credit deterioration in the ordinary course of business.

The 2020 Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") provided financial institutions with options on the treatment of TDRs, and the Company elected to apply the CARES Act provisions at the individual loan level. Under the CARES Act, the Company could elect: (1) to suspend the requirements under GAAP for loan modifications related to the Coronavirus Disease 2019 ("COVID-19") that would otherwise be categorized as a TDR; and/or (2) principal reductions, interest rate reductions, term extensions, and more than insignificant payment delay. See "Note 1 Accounting Guidance" of these Notes to suspend any determination of a loan modified as being a TDR as a result. Unaudited Consolidated Financial Statements for further details on the effects of the CARES Act amendments in this update.

From time to time, we may modify certain loans to borrowers who are experiencing financial difficulty. In some cases, these modifications may result in new loans. Loan modifications to borrowers experiencing financial difficulty may be in the form of the COVID-19 pandemic, including impairment for accounting purposes. If the Company elects a suspension noted above, the modification is effective for the term of the loan modification, but solely with respect to any modification, including a forbearance arrangement, principal forgiveness, an interest rate reduction, a payment delay, or a term extension or a combination thereof, among other things.

The following table presents the amortized cost basis of loans at December 31, 2023 that were both experiencing financial difficulty and modified during the year ended December 31, 2023 by type of modification. The percentage of the principal balance of loans that were modified to borrowers in financial difficulty as compared to the principal balance of each class is presented below:

	Principal Forgiveness	Term Extension	Rate Reduction	Term Extension and Interest Rate Reduction	Total	% of Total
<i>December 31, 2023</i>						
Real estate:						
Commercial	\$ 1.5	\$ 28.6	\$ 1.1	\$ 0.6	\$ 31.8	
Construction	—	13.7	—	—	13.7	
Residential	0.1	0.6	—	—	0.7	
Agricultural	—	6.4	—	—	6.4	
Total real estate	1.6	49.3	1.1	0.6	52.6	
Consumer:						

Indirect	—	0.1	—	—	0.1					
Direct and advance lines	—	0.1	—	—	0.1					
Total consumer	—	0.2	—	—	0.2					
Commercial	—	7.4	—	0.2	7.6					
Agricultural	—	36.1	—	—	36.1					
Loans held for investment (2)	\$	1.6	\$	93.0	\$	1.1	\$	0.8	\$	96.5

(1)Based on the principal balance as of period end, divided by the period end principal balance of the corresponding class of receivables.

(2)As of December 31, 2023, the Company excluded \$1.6 million in accrued interest from the amortized cost of the identified loans.

The Company monitors the performance of loan modifications to borrowers experiencing financial difficulty to understand the effectiveness of its modification a repayment plan, arrangement efforts. Of the loans that defers or delays were modified during the payment year ended December 31, 2023, there were \$6.7 million of principal or interest, occurring more than loans classified as past due 30 days past due or more, with the remaining loans performing in accordance with the modified terms and are classified as of December 31, 2023.

There were no commitments to any adverse impact on lend additional funds to borrowers experiencing financial difficulty whose terms have been modified during the credit of a to the COVID-19 pandemic. These suspensions year ended on January 2, 2022. December 31, 2023 through either principal forgiveness, interest rate reduction, term extension or payment delay.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The Company renegotiated loans in TDRs in the amount of \$64.6 million as of December 31, 2022, of which \$4.2 million were included in non-accrual loans on accrual status. As of December 31, 2022, the Company allocated \$1.1 million of allowance for credit losses to those loans and the Company had no material additional funds to borrowers whose existing loans have been renegotiated or are classified as non-accrual.

The Company renegotiated loans in TDRs in the amount of \$6.2 million as of December 31, 2021, of which \$3.9 million were included in non-accrual loans and \$2.3 million were on accrual status. As of December 31, 2021, the Company allocated \$0.1 million of allowance for credit losses to those loans and the Company had no material commitments to lend additional funds to borrowers whose existing loans have been renegotiated or are classified as non-accrual.

The Company had \$71.7 million of new TDRs during the period ended December 31, 2022 and no material new TDRs during the periods ending December 31, 2021 and 2020. The Company had \$71.7 million of new TDRs during the period ended December 31, 2022 and no material new TDRs during the periods ending December 31, 2021 and 2020. The Company had \$71.7 million of new TDRs during the period ended December 31, 2022 and no material new TDRs during the periods ending December 31, 2021 and 2020. The Company had \$71.7 million of new TDRs during the period ended December 31, 2022 and no material new TDRs during the periods ending December 31, 2021 and 2020.

				Term Extension and Interest Rate Reduction	
				Weighted-Average Months of Term Extension	Weighted-Average Months of Term Extension
Real estate:					
Commercial	\$	1.3	5.8	0.35 %	6.0
Construction	—	—	9.1	—	0.0
Residential	0.3	131.6	—	—	0.0
Agricultural	—	4.5	—	—	0.0
Total real estate	1.6				
Consumer:					
Indirect	—	8.3	—	—	0.0
Direct and advance lines	—	62.1	—	—	0.0
Total consumer	—				
Commercial	—	12.2	—	—	14.6
Agricultural	—	9.2	—	—	0.0
Loans held for investment (1)	\$	1.6			

			Type of Concession			
			Extension of term or amortization schedule			
December 31, 2022	Number of Notes	Interest only period	Interest rate adjustment	Other (1)		
Commercial real estate	4	\$	3.2 \$	4.2 \$	— \$	
Residential real estate	2	—	0.6	—		
Agriculture real estate	2	—	9.0	—		
Commercial	3	—	1.9	—		

Agriculture	1	—	—	—
Total loans restructured during period	12	\$ 3.2	\$ 15.7	\$ —

(1) Other includes concessions that reduce or defer payments for a specified period of time and/or concessions that do not fit into other designated categories.

(1) Balances based on loan original contractual terms.

For TDRs that There were no payment defaults on non-accrual status or otherwise deemed collateral-dependent before a modification, the Company may record an allowance for credit losses on the circumstances. In periods after modification, the Company continues to evaluate all TDRs for possible credit deterioration and, where deterioration is observed, recognize an allowance. Additionally, the Company continues to work these loans through the credit cycle through charge-off, pay-off, or foreclosure. Financial effects of subsequent to their modification include principal loan forgiveness or other charge-offs directly related to the restructuring. The Company had \$5.7 million in charge-offs directly related to modifying an acquired loan that was initiated during the period ending December 31, 2022 year ended December 31, 2023. The Company had no charge-offs directly related to TDRs during the periods ending December 31, 2021, and 2020.

The Company had no material TDRs resulting in payment default during the periods ending December 31, 2022, 2021, and 2020. The Company considers a payment default to occur if a loan is 90 days or more past due or the loan is placed on non-accrual status after the modification.

During The Company monitors the period ending December 31, 2022, performance of modified loans on an ongoing basis. In the Company modified event of subsequent default, credit losses continues to be reassessed on the basis of certain other loans with a total recorded investment of \$743.3 million where each loan. The modification of loans presented did not meet the definition of a TDR and the borrowers had not been experiencing financial difficulties or there were delays in a payment considered to be a TDR. The Company determines whether a borrower is experiencing financial difficulty by evaluating the probability that the borrower will be in payment default on any of its debt in the foreseeable future. The modification as required under significantly impact the Company's internal underwriting policy.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

determination of the allowance for credit losses.

Purchased Credit Deteriorated Loans (PCD) ("PCD")

The Company analyzes all acquired loans at the time of acquisition for more-than-insignificant deterioration in credit quality since their origination date. Such loans are classified as PCD loans. Acquired loans classified as PCD are recorded at an initial amortized cost, which is comprised of the purchase price of the loans plus the initial allowance for credit losses resulting from a discount or premium related to factors other than credit. The Company accounts for interest income on PCD loans using the interest method, whereby any purchase discount is accreted or amortized into interest income as an adjustment of the loan's yield.

The following table reconciles the par value, or initial amortized cost, of PCD loans acquired in the GWB acquisition as of February 1, 2022, or the date of the acquisition with the fair value of the loans) as amended for measurement period adjustments as of December 31, 2022: adjustments:

Purchase price (initial fair value)	\$
Allowance for credit losses (1)	
Discount attributable to other factors (2)	
Par value (unpaid principal balance)	\$

(1) For acquired PCD loans, an allowance of \$298.2 million was required with a corresponding increase to the amortized cost basis as of the acquisition date. For PCD loans where all or a portion of the principal balance was previously written-off by GWB, or would be subject to write-off under the Company's charge-off policy, a CECL allowance of \$238.7 million, included as part of the grossed-up loan balance at acquisition date, was written-off. The net impact to the allowance for PCD assets on the acquisition date was \$59.5 million.

(2) Non-credit discount includes the difference between the amortized cost basis and the unpaid principal balance of \$39.6 million established on GWB PCD loans acquired from GWB and interest income of \$18.1 million.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Credit Quality Indicators

As part of the on-going and continuous monitoring of the credit quality of the Company's loan portfolio, management tracks internally assigned risk classifications of loans based on the ability of borrowers to service their debt. The factors considered by the Company include, among other factors, the borrower's current financial information, historical performance, documentation, public information, and current economic trends. The Company analyzes loans individually to classify the credit risk of the loans. This analysis generally includes loans with a balance greater than \$1.0 million, which are generally considered non-homogeneous loans, such as commercial loans and commercial real estate loans. This analysis is performed on an annual basis, depending upon the size of exposure and the contractual obligations governing the borrower's financial reporting frequency. Homogeneous loans, including small business loans, are managed monitored by payment performance. The Company internally risk rates its loans in accordance with a Uniform Classification System developed jointly by the various banks. The Uniform Classification System defines three broad categories of criticized assets, which the Company uses as credit quality indicators in addition to the 6 Pass ratings in its Uniform Classification System.

Special Mention — includes loans that exhibit a potential weakness in financial condition, loan structure, or documentation that warrants management's close attention. If not corrected, potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard — includes loans that are inadequately protected by the current net worth and paying capacity of the borrower which have well-defined weaknesses that jeopardize the primary source of repayment for a substandard loan may not currently be sufficient, collateral or other sources of repayment are sufficient to satisfy the debt. Continued loan is not warranted unless positive steps are taken to improve the worthiness of the credit.

Doubtful — includes loans that exhibit pronounced weaknesses based on currently existing facts, conditions, and values to a point where collection or liquidation for full repayment is improbable. Doubtful loans are required to be placed on non-accrual status and are assigned specific loss exposure.

Loans not meeting the criteria above that are analyzed individually as part of the above-described process are considered pass-rated loans.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The Company evaluates the credit quality and loan performance for the allowance for credit loan losses of the following segments **class of receivables** based on the aforementioned periods indicated: **ended:**

Risk by Collateral	December 31, 2023							Revolving Loans Amortized Cost Basis	Revolving Conveyance					
	Term Loans Amortized Cost Basis by Origination Year													
	2023	2022	2021	2020	2019	Prior								
Commercial real estate:														
Pass	\$	1,268.0	\$	2,065.0	\$	1,612.2	\$	1,200.1	\$	716.5	\$	1,660.5	\$	46.5
Special mention		4.2		9.1		42.6		12.9		27.5		17.1		0.3
Substandard		65.4		11.8		18.9		2.4		30.1		28.5		0.2
Doubtful		—		—		1.3		—		—		—		—
Total	\$	1,337.6	\$	2,085.9	\$	1,675.0	\$	1,215.4	\$	774.1	\$	1,706.1	\$	47.0
Current-period gross charge-offs		1.7		0.3		1.7		2.6		—		1.3		—
Construction real estate:														
Pass	\$	493.7	\$	735.3	\$	331.2	\$	36.7	\$	16.8	\$	36.2	\$	104.4
Special mention		0.5		6.6		1.3		—		—		0.2		—
Substandard		7.0		4.0		24.4		0.2		—		0.4		—
Doubtful		—		13.0		—		—		—		—		—
Total	\$	501.2	\$	758.9	\$	356.9	\$	36.9	\$	16.8	\$	36.8	\$	104.4
Current-period gross charge-offs		—		—		0.1		—		0.6		—		—
Agricultural real estate:														
Pass	\$	86.2	\$	123.7	\$	126.2	\$	93.5	\$	56.7	\$	124.3	\$	31.8
Special mention		2.6		9.5		3.5		1.9		1.5		11.3		0.5
Substandard		8.1		20.8		3.6		2.6		0.4		1.1		—
Total	\$	96.9	\$	154.0	\$	133.3	\$	98.0	\$	58.6	\$	136.7	\$	32.3
Current-period gross charge-offs		—		—		—		—		—		—		—
Commercial:														
Pass	\$	481.6	\$	507.7	\$	389.8	\$	215.1	\$	108.7	\$	272.9	\$	762.3
Special mention		7.3		4.7		6.6		3.1		0.9		1.9		14.8
Substandard		15.8		19.6		9.0		7.0		1.6		3.0		58.8
Doubtful		3.3		1.3		1.6		—		—		0.1		0.1
Total	\$	508.0	\$	533.3	\$	407.0	\$	225.2	\$	111.2	\$	277.9	\$	836.0
Current-period gross charge-offs		0.2		0.4		0.5		0.5		0.2		0.1		1.4
Agricultural:														
Pass	\$	105.7	\$	57.7	\$	31.6	\$	22.4	\$	6.1	\$	7.2	\$	421.9
Special mention		2.6		0.8		0.5		0.2		0.1		0.1		9.0
Substandard		43.8		0.3		2.7		0.7		28.8		2.2		18.5
Total	\$	152.1	\$	58.8	\$	34.8	\$	23.3	\$	35.0	\$	9.5	\$	449.4

Current-period gross charge-offs	—	—	—	—	—	—	—
----------------------------------	---	---	---	---	---	---	---

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Risk by Collateral	December 31, 2022						
	Term Loans Amortized Cost Basis by Origination Year						
	2022	2021	2020	2019	2018	Prior	Revol Amortize
Commercial real estate non-owner occupied:							
Pass	\$ 1,162.6	\$ 861.3	\$ 661.1	\$ 467.6	\$ 241.5	\$ 890.4	
Special mention	1.0	6.8	2.3	4.6	—	7.4	
Substandard	0.1	13.9	10.8	18.2	19.6	9.8	
Total	\$ 1,163.7	\$ 882.0	\$ 674.2	\$ 490.4	\$ 261.1	\$ 907.6	
Commercial real estate owner occupied:							
Pass	\$ 793.0	\$ 718.7	\$ 533.9	\$ 266.3	\$ 165.8	\$ 551.3	
Special mention	10.9	14.2	12.3	6.1	5.6	5.5	
Substandard	8.4	3.0	2.3	8.9	8.5	17.2	
Doubtful	0.4	1.4	—	—	—	—	
Total	\$ 812.7	\$ 737.3	\$ 548.5	\$ 281.3	\$ 179.9	\$ 574.0	
Commercial multi-family:							
Pass	\$ 369.2	\$ 204.9	\$ 189.0	\$ 52.1	\$ 35.0	\$ 113.7	
Special mention	—	—	—	—	—	1.7	
Substandard	—	—	—	—	—	0.3	
Total	\$ 369.2	\$ 204.9	\$ 189.0	\$ 52.1	\$ 35.0	\$ 115.7	
Land, acquisition and development:							
Pass	\$ 152.5	\$ 114.4	\$ 29.5	\$ 17.0	\$ 10.9	\$ 28.4	
Special mention	6.7	—	—	—	0.2	0.3	
Substandard	—	0.3	0.2	—	—	0.4	
Doubtful	—	3.2	—	—	—	—	
Total	\$ 159.2	\$ 117.9	\$ 29.7	\$ 17.0	\$ 11.1	\$ 29.1	
Residential construction:							
Pass	\$ 118.4	\$ 119.9	\$ 0.4	\$ 0.3	\$ 0.4	\$ 5.8	
Substandard	—	0.5	—	—	—	0.4	
Total	\$ 118.4	\$ 120.4	\$ 0.4	\$ 0.3	\$ 0.4	\$ 6.2	
Commercial construction:							
Pass	\$ 442.7	\$ 374.8	\$ 89.7	\$ 45.9	\$ 0.4	\$ —	
Special mention	2.3	—	23.1	—	—	—	
Substandard	16.8	24.4	—	—	—	—	
Total	\$ 461.8	\$ 399.2	\$ 112.8	\$ 45.9	\$ 0.4	\$ —	
Agricultural real estate:							
Pass	\$ 180.0	\$ 172.8	\$ 109.5	\$ 64.8	\$ 46.6	\$ 105.1	
Special mention	22.4	0.7	1.2	2.6	10.0	3.2	
Substandard	1.8	12.3	3.5	0.6	2.7	11.3	
Doubtful	—	—	1.3	—	—	—	
Total	\$ 204.2	\$ 185.8	\$ 115.5	\$ 68.0	\$ 59.3	\$ 119.6	
Commercial and floor plans:							
Pass	\$ 501.7	\$ 358.9	\$ 214.4	\$ 124.3	\$ 120.3	\$ 171.1	

Special mention	15.9	6.8	1.3	4.4	0.9	4.9
Substandard	9.8	3.3	3.7	3.4	3.2	2.1
Doubtful	0.3	1.3	—	—	—	—
Total	\$ 527.7	\$ 370.3	\$ 219.4	\$ 132.1	\$ 124.4	\$ 178.1

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Risk by Collateral	December 31, 2022						Revolving Amortized
	Term Loans Amortized Cost Basis by Origination Year						
	2022	2021	2020	2019	2018	Prior	
Commercial purpose secured by 1-4 family:							
Pass	\$ 191.7	\$ 134.5	\$ 69.8	\$ 30.4	\$ 29.9	\$ 39.5	
Special mention	0.1	1.2	2.1	0.2	1.4	0.2	
Substandard	0.2	0.3	0.1	0.3	0.9	1.2	
Total	\$ 192.0	\$ 136.0	\$ 72.0	\$ 30.9	\$ 32.2	\$ 40.9	
Agricultural:							
Pass	\$ 127.2	\$ 59.7	\$ 31.8	\$ 10.6	\$ 8.6	\$ 3.1	
Special mention	26.1	2.8	0.4	1.0	0.3	—	
Substandard	22.8	4.6	2.8	0.6	1.2	0.2	
Doubtful	—	0.5	—	—	—	—	
Total	\$ 176.1	\$ 67.6	\$ 35.0	\$ 12.2	\$ 10.1	\$ 3.3	

Risk by Collateral	December 31, 2021						Revolving Amortized
	Term Loans Amortized Cost Basis by Origination Year						
	2021	2020	2019	2018	2017	Prior	
Commercial real estate non-owner occupied:							
Pass	\$ 507.9	\$ 452.2	\$ 237.9	\$ 150.4	\$ 76.3	\$ 409.0	
Special mention	0.2	3.1	2.1	—	—	3.6	
Substandard	3.9	15.3	2.3	0.7	1.0	12.4	
Total	\$ 512.0	\$ 470.6	\$ 242.3	\$ 151.1	\$ 77.3	\$ 425.0	
Commercial real estate owner occupied:							
Pass	\$ 452.7	\$ 314.9	\$ 235.0	\$ 151.0	\$ 94.5	\$ 322.5	
Special mention	1.3	3.2	1.5	7.4	3.5	13.8	
Substandard	3.8	4.3	4.7	5.4	2.7	20.3	
Total	\$ 457.8	\$ 322.4	\$ 241.2	\$ 163.8	\$ 100.7	\$ 356.6	
Commercial multi-family:							
Pass	\$ 129.1	\$ 118.6	\$ 43.9	\$ 15.4	\$ 36.0	\$ 76.7	
Total	\$ 129.1	\$ 118.6	\$ 43.9	\$ 15.4	\$ 36.0	\$ 76.7	
Land, acquisition and development:							
Pass	\$ 113.0	\$ 41.5	\$ 34.2	\$ 14.8	\$ 19.8	\$ 20.8	
Special mention	—	0.1	—	—	0.1	0.3	
Substandard	0.8	0.2	—	0.6	0.3	0.1	
Total	\$ 113.8	\$ 41.8	\$ 34.2	\$ 15.4	\$ 20.2	\$ 21.2	
Residential construction:							
Pass	\$ 112.4	\$ 7.0	\$ 13.7	\$ 0.9	\$ —	\$ —	
Substandard	—	0.4	—	—	0.4	—	

Total	\$	112.4	\$	7.4	\$	13.7	\$	0.9	\$	0.4	\$	—
Commercial construction:												
Pass	\$	209.7	\$	141.4	\$	118.8	\$	27.6	\$	—	\$	0.5
Total	\$	209.7	\$	141.4	\$	118.8	\$	27.6	\$	—	\$	0.5
Agricultural real estate:												
Pass	\$	58.3	\$	36.9	\$	35.1	\$	22.6	\$	11.8	\$	28.1
Special mention		0.1		1.3		1.2		0.1		0.1		0.9
Substandard		4.0		0.4		1.0		0.6		1.3		4.3
Total	\$	62.4	\$	38.6	\$	37.3	\$	23.3	\$	13.2	\$	33.3

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

		December 31, 2021						Revolving Amortize				
		Term Loans Amortized Cost Basis by Origination Year										
		2021	2020	2019	2018	2017	Prior					
Risk by Collateral												
Commercial and floor plans:												
Pass	\$	394.2	\$	165.7	\$	94.5	\$	73.5	\$	47.1	\$	91.3
Special mention		0.8		11.4		0.8		0.8		3.0		2.3
Substandard		1.3		2.8		1.6		2.6		0.6		4.1
Total	\$	396.3	\$	179.9	\$	96.9	\$	76.9	\$	50.7	\$	97.7
Commercial purpose secured by 1-4 family:												
Pass	\$	94.9	\$	55.0	\$	27.8	\$	23.1	\$	15.3	\$	32.2
Special mention		—		0.2		0.2		0.5		0.1		0.6
Substandard		1.3		1.2		0.6		0.6		0.2		1.3
Total	\$	96.2	\$	56.4	\$	28.6	\$	24.2	\$	15.6	\$	34.1
Agricultural:												
Pass	\$	35.1	\$	16.2	\$	9.0	\$	5.4	\$	2.1	\$	1.6
Special mention		0.2		4.1		0.1		0.4		0.6		0.3
Substandard		4.9		0.7		0.6		2.5		—		0.1
Total	\$	40.2	\$	21.0	\$	9.7	\$	8.3	\$	2.7	\$	2.0

The Company evaluates the credit quality, loan performance, and the allowance for credit losses of its residential and consumer loan portfolios based primarily on the aging statement payment activity. Accordingly, loans on nonaccrual status, loans past due 90 days or more and still accruing interest and loans modified under TDRs are considered nonperforming loans. The following tables present the recorded investment of our other **these** loan portfolios based on the credit risk profile of loans that are performing and loans that are nonperforming at the periods indicated:

Term Loans Amortized Cost Basis by									
Origination Year									
December 31, 2023									
As of December 31, 2022									
As of December 31, 2023									
As of December 31, 2023									
As of December 31, 2023									
Revolving Loans Amortized Cost Basis									
Risk by Collateral	Risk by Collateral	2022	2021	2020	2019	2018	Prior	Basis	Total
Residential 1-4 family:									
Risk by Collateral									
Risk by Collateral									
2023 2022 2021 2020 2019 Prior Revolving Loans Amortized Cost Basis Revolving Loans									

Residential:										
Performing										
Performing										
Performing	Performing	\$ 258.9	\$ 490.3	\$ 541.6	\$ 98.0	\$ 32.0	\$ 213.8	\$ —	\$ 1,634.6	
Nonperforming	Nonperforming	—	0.2	0.1	0.5	0.3	3.7	—	4.8	
Total	Total	\$ 258.9	\$ 490.5	\$ 541.7	\$ 98.5	\$ 32.3	\$ 217.5	\$ —	\$ 1,639.4	
Consumer home equity and HELOC:										
Current-period gross charge-offs										
Consumer indirect:										
Performing										
Performing										
Performing	Performing	\$ 23.8	\$ 8.0	\$ 5.2	\$ 5.5	\$ 5.6	\$ 15.2	\$ 482.8	\$ 546.1	
Nonperforming	Nonperforming	0.6	0.3	0.2	0.2	0.1	1.2	0.2	2.8	
Total	Total	\$ 24.4	\$ 8.3	\$ 5.4	\$ 5.7	\$ 5.7	\$ 16.4	\$ 483.0	\$ 548.9	
Consumer indirect:										
Current-period gross charge-offs										
Consumer direct and advance lines:										
Performing										
Performing										
Performing	Performing	\$ 380.3	\$ 176.4	\$ 130.0	\$ 59.7	\$ 33.6	\$ 46.3	\$ —	\$ 826.3	
Nonperforming	Nonperforming	1.0	0.9	0.6	0.3	0.2	0.4	—	3.4	
Total	Total	\$ 381.3	\$ 177.3	\$ 130.6	\$ 60.0	\$ 33.8	\$ 46.7	\$ —	\$ 829.7	
Consumer direct and advance line:										
Current-period gross charge-offs										
Consumer credit card:										
Performing										
Performing										
Performing	Performing	\$ 52.6	\$ 31.9	\$ 18.2	\$ 8.5	\$ 6.5	\$ 8.9	\$ 25.8	\$ 152.4	
Nonperforming	Nonperforming	0.1	0.1	0.1	—	—	0.1	0.1	0.5	
Total	Total	\$ 52.7	\$ 32.0	\$ 18.3	\$ 8.5	\$ 6.5	\$ 9.0	\$ 25.9	\$ 152.9	
Current-period gross charge-offs										

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

As of December 31, 2021

Term Loans Amortized Cost Basis by
Origination Year

As of December 31, 2022																		
As of December 31, 2022																		
As of December 31, 2022																		
Risk by Collateral																		
Risk by Collateral																		
										Revolving Loans Amortized Cost								
Risk by Collateral	Risk by Collateral	2021	2020	2019	2018	2017	Prior	Basis	Total	2022	2021	2020	2019	2018	Prior	Revolving Loans Amortized C		
Residential 1-4 family:	Residential 1-4 family:																	
Residential 1-4 family:																		
Performing																		
Performing																		
Performing	Performing	\$ 360.9	\$ 477.0	\$ 74.7	\$ 27.5	\$ 25.7	\$ 176.5	\$ —	\$ 1,142.3									
Nonperforming	Nonperforming	—	0.3	—	—	0.2	0.8	—	1.3									
Total	Total	\$ 360.9	\$ 477.3	\$ 74.7	\$ 27.5	\$ 25.9	\$ 177.3	\$ —	\$ 1,143.6									
Consumer home equity and HELOC:	Consumer home equity and HELOC:																	
Performing	Performing	\$ 11.1	\$ 7.0	\$ 3.7	\$ 4.8	\$ 3.6	\$ 12.0	\$ 350.7	\$ 392.9									
Performing																		
Performing																		
Nonperforming	Nonperforming	0.3	—	0.3	—	0.6	0.5	—	1.7									
Total	Total	\$ 11.4	\$ 7.0	\$ 4.0	\$ 4.8	\$ 4.2	\$ 12.5	\$ 350.7	\$ 394.6									
Consumer indirect:	Consumer indirect:																	
Performing	Performing	\$ 272.6	\$ 208.6	\$ 108.3	\$ 64.0	\$ 37.0	\$ 45.0	\$ —	\$ 735.5									
Performing																		
Performing																		
Nonperforming	Nonperforming	0.5	0.5	0.4	0.2	0.1	0.4	—	2.1									
Total	Total	\$ 273.1	\$ 209.1	\$ 108.7	\$ 64.2	\$ 37.1	\$ 45.4	\$ —	\$ 737.6									
Consumer direct and advance line:																		
Consumer direct and advance lines:																		
Performing																		
Performing																		
Performing	Performing	\$ 42.5	\$ 27.9	\$ 15.0	\$ 13.3	\$ 5.8	\$ 7.6	\$ 16.9	\$ 129.0									
Nonperforming	Nonperforming	0.1	—	—	0.1	—	—	—	0.2									
Total	Total	\$ 42.6	\$ 27.9	\$ 15.0	\$ 13.4	\$ 5.8	\$ 7.6	\$ 16.9	\$ 129.2									
While the Company considers the performance of the loan portfolio on the allowance for credit losses, for certain credit card loan classes, the Company also evaluates credit quality status of the loan, which was previously presented, and by payment activity of the credit card holder. The following table presents the recorded investment in credit card loans by the periods indicated:																		
As of December 31, 2022	As of December 31, 2022	Consumer	Commercial	Agricultural	Total	As of December 31, 2022												
Credit Card:	Credit Card:	Consumer																
		Commercial																
Performing	Performing	\$ 75.4	\$ 100.0	\$ 1.9	\$ 177.3													
Nonperforming		0.5	0.3	—	0.8													
Total credit card		\$ 75.9	\$ 100.3	\$ 1.9	\$ 178.1													

As of December 31, 2021		Consumer Commercial Agricultural			Total
Credit Card:					
Performing					
Performing	Performing	\$ 64.4	\$ 73.1	\$ 1.5	\$139.0
Nonperforming	Nonperforming	0.5	0.1	—	0.6
Total credit card	Total credit card	\$ 64.9	\$ 73.2	\$ 1.5	\$139.6

In the normal course of business, there were no material purchases of portfolio loans and no material sales of loans held for investment during the periods ended December 31, 2021 and 2022.

(7) PREMISES AND EQUIPMENT

Premises and equipment and related accumulated depreciation are as follows:

December 31, 2022				December 31, 2021		2023	
Land	Land	\$ 86.7	\$ 52.0				
Buildings and improvements	Buildings and improvements	469.2	346.8				
Furniture and equipment	Furniture and equipment	111.0	97.0				
Total premises and equipment	Total premises and equipment	666.9	495.8				
Less accumulated depreciation	Less accumulated depreciation	(222.2)	(196.2)				
Premises and equipment, net	Premises and equipment, net	\$444.7	\$299.6				

Depreciation expense was \$35.1 million, \$34.3 million, \$28.0 million, \$35.1 million, and \$25.8 million, \$28.0 million for the years ended December 31, 2022, December 31, 2023, 2024, 2025, and 2026, respectively.

The Parent Company and a FIB branch office lease premises from an affiliated entity. See Note —Commitments and Contingencies.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(8) COMPANY-OWNED LIFE INSURANCE

Company-owned life insurance consists of the following:

December 31,		December 31,		December 31,		December 31,	
2022	2021	2022	2021	2022	2021	2022	2021
Key executive, principal shareholder	Key executive, principal shareholder	\$ 3.2	\$ 3.2				
Key executive split dollar	Key executive split dollar	7.1	7.1				
Group life	Group life	487.6	291.2				
Total	Total	\$497.9	\$301.5				

The Company maintains key executive life insurance policies on certain principal shareholders. Under these policies, the Company receives benefits payable upon the death of

surrender value of key executive, principal shareholder insurance policies was \$1.8 million and \$3.2 million at December 31, 2022, December 31, 2023 and 2021, 2022, respectively.

The Company also has life insurance policies covering selected other key officers. The net cash surrender value of these policies was \$7.1 million, \$5.0 million and \$7.1 million at December 31, 2023 and 2021, 2022, respectively. Under these policies, the Company receives benefits payable upon death of the insured. An endorsement split dollar agreement

with the selected key officers whereby a portion of the policy death benefit is payable to their designated beneficiaries. The endorsement split dollar agreement will provide post-those selected key officers meeting specified retirement qualifications. The Company expenses the earned portion of the post-employment benefit through the vesting period.

The Company has group life insurance policies covering selected officers of FIB. The net cash surrender value of these policies was \$495.6 million and \$487.6 million at December 31, 2022 and 2021, respectively. Under these policies, the Company receives benefits payable upon death of the insured. The Company has entered split dollar agreement or a survivor income benefit agreement at the election of each insured officer. Under the endorsement split dollar agreements, a portion of the policy death insured's designated beneficiary if the insured is employed by the Company at the time of death. Under the survivor income benefit agreements, the Company makes a lump-sum designated beneficiary if the insured is employed by the Company at the time of death.

(9) OTHER REAL ESTATE OWNED

Information with respect to the Company's other real estate owned follows:

Year Ended December 31,	Year Ended December 31,	2022	2021	2020	Year Ended December 31,	2023	2022
Balance at beginning of year	Balance at beginning of year	\$ 2.0	\$2.5	\$8.5			
OREO acquired through acquisitions		15.8	—	—			
Acquired through acquisitions							
Additions	Additions	0.4	0.9	3.3			
Valuation adjustments	Valuation adjustments	(2.8)	—	(0.1)			
Valuation adjustments							
Dispositions	Dispositions	(2.7)	(1.4)	(9.2)			
Balance at end of year	Balance at end of year	\$12.7	\$2.0	\$2.5			

There were \$1.1 million and \$2.8 million of write-downs during valuation adjustments at December 31, 2023 and 2022, respectively, which were adjustments based on internal estimates, including management estimates of the current fair value of properties, and adjustments directly related to receipt of updated appraisals. There were no material write-downs during 2021 or 2020.

The carrying value of foreclosed residential real estate properties included in OREO was not material as of December 31, 2022, December 31, 2023 and 2021. The Company recorded investments in consumer mortgage loans secured by residential real estate for which formal foreclosure proceedings were in process of foreclosure as of December 31, 2023. There were no material recorded investments in consumer mortgage loans secured by residential real estate for which formal foreclosure proceedings were in process of foreclosure as of December 31, 2021.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(10) DERIVATIVES AND HEDGING ACTIVITIES

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of risks through the management of its business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount of its assets and liabilities and through the use of derivative financial instruments. The Company enters into derivative financial instruments, such as interest rate swap contracts to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rate movements. The Company does not enter into interest rate swap agreements for trading or speculative purposes.

In the normal course of business, the Company enters into interest rate lock commitments to finance residential mortgage loans that are not designated as accounting hedges. These commitments contain fixed expiration dates, offer the borrower an interest rate guarantee, provided the loan meets underwriting guidelines, and closes within the timeframe established by the borrower. The Company recognizes interest income on these commitments and subsequently on closed loans if interest rates change between the time of the interest rate lock and the delivery of the loan to the investor. Loans that are not designated as accounting hedges during the interest rate lock commitment period and through the duration of the forward loan sales contracts are considered derivatives and are marked to market through earnings. In addition to the effects of the change in market interest rates, the measurement of the derivative also contemplates the expected cash flows to be received from the counterparty from the future sale of the loan.

The Company sells residential mortgage loans on either a best efforts or mandatory delivery basis. The Company mitigates the effect of the interest rate risk inherent in providing loans by entering into forward loan sales contracts. The forward loan sales contracts are marked to market recorded at fair value with changes in fair value recorded through earnings. Exclusive of the fair value of the forward loan sales contracts, the changes in fair value related to movements in market rates of the interest rate lock commitments and the changes in fair value of the forward loan sales contracts generally move in opposite directions, and the net impact of changes in these valuations on net income during the loan commitment period is generally inconsequential. When the

borrower, the interest rate lock commitment derivative expires, and the Company records a loan held for sale. The forward loan sales contract acts as a hedge against the variation in the fair value of the loan sale. The changes in measurement of the estimated fair values of the interest rate lock commitments and forward loan sales contracts are included in mortgage banking income in the accompanying consolidated statements of income. **income (loss).**

The Company also enters into certain interest rate swap contracts that are not designated as hedging instruments. These derivative contracts relate to transactions in which the Company enters into an interest rate swap with a client while at the same time entering into an offsetting interest rate swap with a third-party financial institution. Because the Company acts as an intermediary, changes in the fair value of the underlying derivative contracts for the most part offset each other and do not significantly impact the Company's results of operations.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense **income (expense)** and to manage its exposure to interest rate movements. To achieve this objective, **these objectives**, the Company primarily uses interest rate swaps and collars as part of its interest rate risk management strategy. Interest rate swaps that were designated as cash flow hedges of interest rate risk involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreement. During 2021 and the first quarter of 2022, such derivatives were used to hedge the variable cash flows associated with the existing variable-rate securities. The trades that the Company had in place on its trust preferred securities matured during the first and second quarters of 2022.

As part of the Company's overall asset and liability management strategy, in August 2022 the Company entered into two interest rate collars related to variable-rate loans that were designated as cash flow hedges with a total notional amount of \$300.0 million. The **Each of the** collars designated as cash flow hedges synthetically **fixes** the interest income received by the Company below a floor rate on a rate reset during the term of the collar and when the collar index exceeds the cap rate on a rate reset during the term of the collar without exchange of the underlying notional amount.

In October 2022, the Company entered into four forward starting receive-fixed hedges **swaps, two of which were** related to pools of variable-rate loans and **two that were related** to pools of variable-rate securities that were designated as cash flow hedges with a total notional amount of \$850.0 million. The **\$850.0 million. Each of these** swaps designated as cash flow hedges synthetically **fixes** the interest income received by the Company once they become effective. **without exchange of the underlying notional amount.**

Of the six trades with a total notional amount of \$1.15 billion, five are effective with a total notional of \$900.0 million. Of these effective trades, the two collars and one swap are related to pools of variable-rate loans and the other two swaps are related to variable-rate securities.

For derivatives that are designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive income and is reclassified into interest income (expense) in the same period(s) during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive income will be reclassified as interest income (expense) when interest payments are made on the Company's variable-rate liabilities. During the next twelve months, based on implied fair value estimates that \$9.1 million will be reclassified as an increase to interest expense.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive (loss) income and is reclassified into interest expense in the same period(s) during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive (loss) income will be reclassified as interest expense when interest payments are made on the Company's variable-rate liabilities. During the next twelve months, the Company estimates that \$5.1 million will be reclassified as a decrease to interest income.

Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in the fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to the counterparty in exchange for the Company receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount. During 2021, the Company entered into two forward starting, fixed interest rate fair value hedges associated with U.S. Treasury securities. During the second quarter of 2022, the Company terminated the \$500.0 million forward starting, three-year pay-fixed interest rate swap, resulting in a **\$23.3 million** gain. The gain associated with the **\$500.0 million** interest rate swap was accreted into income through May 2026. However, the U.S. Treasury securities associated with the swap were sold during the fourth quarter of 2022. As such, the gain was accreted through September 2022 the remaining gain was recognized as income. During the third quarter of 2022, the Company terminated the \$200.0 million, three-year forward starting, four-year pay-fixed interest rate swap, resulting in a \$8.5 million gain that will be accreted into income through July 2028. **The Company accreted \$1.4 million of the gain into interest income during the period ended September 30, 2022.**

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk is recorded in interest income.

The following amounts were recorded on the **consolidated** balance sheet **sheets** related to cumulative basis adjustment for fair value hedges for the periods indicated:

	December 31, 2022		December 31, 2023	
	Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment	Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment
Available-for-sale securities	\$ 191.9	\$ 8.1	\$ 191.9	\$ 6.7

Non-designated Hedges Hedge Derivatives

Derivatives not designated as **accounting** hedges are not speculative and result from a service the Company provides to certain customers. The Company executes interest rate banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting derivatives that the Company enters into such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate derivatives associated with this program do not meet the strict hedge criteria, changes in the fair value of both the customer derivatives and the offsetting derivatives are recognized directly in earnings.

Risk Participation Agreements

The Company acquired from GWB risk participation agreements under which it assumes credit risk associated with a borrower's performance related to derivative contracts. The Company enters **entered** into these credit risk participation agreements in instances in which the Company is **was** also a party to the related loan participation agreements for such borrower. The Company monitors its credit risk under risk participation agreements by monitoring the creditworthiness of the borrower, based on its normal credit review process.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The following table summarizes the fair values of our derivative instruments on a gross and net basis for the periods indicated. The derivative asset and liability balances are presented prior to the application of bilateral collateral and master netting agreements, but after the variation margin payments with central clearing organizations have been applied as set-off. Derivative assets and liabilities are adjusted to account for the impact of legally enforceable master netting agreements that allow us to settle all derivative contracts with a single net payment and to offset the net derivative position with the related cash collateral. Securities collateral related to legally enforceable master netting agreements is not offset on the **consolidated** balance sheet.

	December 31, 2022			December 31, 2021		
	Notional Amount	Balance Sheet Location	Estimated Fair Value	Notional Amount	Balance Sheet Location	Estimated Fair Value
Derivatives designated as hedges:						
Interest rate swap contracts	\$ 550.0		\$ 3.5	\$ 700.0		\$ 3.5
Derivatives not designated as hedges:						
Interest rate swap contracts	1,728.1		41.6	913.9		41.6
Interest rate lock commitments	—		—	77.3		—
Forward loan sales contracts	12.6		0.1	—		—
Derivative assets in the balance sheet	\$ 2,290.7	Other Assets	\$ 45.2	\$ 1,691.2	Other Assets	\$ 45.2
Derivatives designated as hedges:						
Interest rate collars	\$ 300.0		\$ 5.4	\$ —		\$ —
Interest rate swap contracts	300.0		0.3	87.6		0.3
Derivatives not designated as hedges:						
Interest rate swap contracts	1,728.1		153.9	913.9		153.9
Risk participation agreements	106.1		—	—		—
Interest rate lock commitments	14.8		—	—		—
Forward loan sales contracts	—		—	102.4		—
Derivative liabilities in the balance sheet	\$ 2,449.0	Accrued Expenses	\$ 159.6	\$ 1,103.9	Accrued Expenses	\$ 159.6

As of December 31, 2022 there

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

	December 31, 2023			December 31, 2022		
	Notional Amount	Consolidated Balance Sheet Location	Estimated Fair Value	Notional Amount	Consolidated Balance Sheet Location	Estimated Fair Value
Derivatives designated as accounting hedges:						
Interest rate swap contracts	\$ 550.0		\$ 3.0	\$ 550.0		\$ 3.0
Derivatives not designated as accounting hedges:						

Interest rate swap contracts	1,589.0		34.3	1,728.1	
Interest rate lock commitments	5.7		0.1	—	
Forward loan sales contracts	—		—	12.6	
Derivative assets	\$ 2,144.7	Other assets	\$ 37.4	\$ 2,290.7	Other assets
<i>Derivatives designated as accounting hedges:</i>					
Interest rate collars	\$ 300.0		\$ 3.6	\$ 300.0	
Interest rate swap contracts	300.0		2.4	300.0	
<i>Derivatives not designated as accounting hedges:</i>					
Interest rate swap contracts	1,589.0		121.1	1,728.1	
Risk participation agreements	101.1		0.1	106.1	
Interest rate lock commitments	—		—	14.8	
Forward loan sales contracts	5.6		0.1	—	
Derivative liabilities	\$ 2,295.7	Accounts payable and accrued expenses	\$ 127.3	\$ 2,449.0	Accounts payable and expenses

There was \$2.2 million of net an unrealized fair value loss on cash flow hedging derivative instruments in accumulated other comprehensive loss. income of \$6.5 million during the period ended December 31, 2023. There were no material effects \$2.2 million of derivative instruments in fair value or cash flow hedge accounting on accumulated other comprehensive (loss) loss during the period ended December 31, 2022.

There was a loss of \$7.5 million reclassified from accumulated other comprehensive loss into the consolidated statements of income during the period ended December 31, 2023.

There were no material effects December 31, 2023 from the Company's fair value or cash flow hedged derivative financial instruments on the income statement instruments. The amounts reclassified during the periods ended December 31, 2022 or 2021. comparable 2022 period.

The table below presents the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income indicated:

December 31, 2022	December 31, 2021	
		Location of Gain or (Loss) Recognized in Income on Derivative
		Amount of Gain or (Loss) Recognized in Income on Derivative
December 31, 2022	December 31, 2021	2023
		Location of Loss Recognized in Income on Derivatives
		Amount of Loss Recognized in Income
Interest rate lock commitments	Interest rate lock commitments	Mortgage banking revenues
		\$(1.7) \$(0.5)

The Company recorded swap fee revenues of \$5.9 million \$0.7 million and \$3.1 million \$5.9 million for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, includes swap fee revenues in other service charges, commissions, and fees. fees on the consolidated statements of income.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

The tables below present the gross presentation, the effects of offsetting, and a net presentation of the Company's derivatives as of the periods dates indicated:

December 31, 2023

Gross Assets Recognized		Gross Assets Recognized		Gross Assets Offset in the Balance Sheet		Net Assets in the Balance Sheet		Financial Instruments							
Interest rate swap contracts															
December 31, 2022															
Interest rate lock commitments															
Interest rate lock commitments															
Interest rate lock commitments															
Gross Assets Offset in the Balance Sheet										Net Assets in the Balance Sheet		Cash Collateral Received		Net Amount	
Interest rate swap and collar contracts										\$ 45.1	\$ —	\$ 45.1	\$ —	\$ 45.1	\$ —
Forward loan sales contracts										0.1	—	0.1	—	—	0.1
Total derivatives															
Total derivatives															
Total derivatives	Total derivatives	45.2	—	45.2	—	45.1	0.1								
Total assets	Total assets	\$ 45.2	\$ —	\$ 45.2	\$ —	\$ 45.1	\$ 0.1								

(1) Netting adjustments represent the amounts recorded to convert derivatives assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The application of the collateral cannot reduce the net derivative position below zero. Therefore, excess collateral, if any, is not reflected above.

(3) Netting adjustments represent the amounts recorded to convert derivatives assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The application of the collateral cannot reduce the net derivative position below zero. Therefore, excess collateral, if any, is not reflected above.

[illegible]



	December 31, 2021					
	Gross					
	Assets	Net				
	Offset in	Assets in				
	Gross	the	the		Cash	
	Assets	Balance	Balance	Financial	Collateral	Net
	Recognized	Sheet	Sheet	Instruments	Received	Amount

[illegible]

REFINITIV CORPORATE DISCLOSURES | www.refinitiv.com | Contact Us

139/237

©2024 Refinitiv. All rights reserved. Republication or redistribution of Refinitiv content, including by framing or similar means, is prohibited without the prior written consent of Refinitiv. 'Refinitiv' and the Refinitiv logo are registered trademarks of Refinitiv and its affiliated companies.

Total liabilities	Total liabilities	\$ 1,069.3	\$ —	\$1,069.3	\$ —	\$1,051.1	\$ 18.2
⁽¹⁾ Netting adjustments represent the amounts recorded to convert derivatives assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The application of the collateral cannot reduce the net derivative position below zero. Therefore, excess collateral, if any, is not reflected above.							
⁽¹⁾ Netting adjustments represent the amounts recorded to convert derivatives assets and liabilities from a gross basis to a net basis in accordance with the applicable accounting guidance. The application of the collateral cannot reduce the net derivative position below zero. Therefore, excess collateral, if any, is not reflected above.							

Credit-risk-related Contingent Feature

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

The company has agreements with each of its derivative counterparties that contain a provision where the Company could be declared in default on its derivative obligations if its indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

The Company has agreements with certain of its derivative counterparties that contain a provision where if the Company fails to maintain its status as a well / adequately capital certain instances the Company could be required to post additional capital and in certain instances the counterparty would have the right to could terminate the derivative position would be required to settle its obligations. Similarly, the Bank could be required to settle its obligations under certain of its agreements if specific regulatory events occur, such as a corrective action directive, cease and desist order, or a capital maintenance agreement that required the agreements. Bank to maintain a specific capital level. If the Bank had breached provisions at December 31, 2023 or 2022, it could have been required to settle its obligations under the agreements at the termination value.

As of December 31, 2022 December 31, 2023, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance to these agreements. As of December 31, 2022 December 31, 2023, the Company has minimum collateral posting thresholds with certain of its derivative counterparties and has collateral. If the Company had breached any of these provisions at December 31, 2022 December 31, 2023, it could have been required to settle its obligations under the agreements at the termination value.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

(11) MORTGAGE SERVICING RIGHTS

Information with respect to the Company's mortgage servicing rights follows:

Year Ended December 31,	Year Ended December 31,	2022	2021	2020	Year Ended December 31,	2023
Balance at beginning of year	Balance at beginning of year	\$ 31.6	\$ 34.3	\$ 30.6		
Acquisition of mortgage servicing rights	Acquisition of mortgage servicing rights	1.3	—	—		
Originations of mortgage servicing rights	Originations of mortgage servicing rights	2.5	3.7	11.7		
Amortization expense	Amortization expense	(4.3)	(6.4)	(8.0)		
Amortization expense						
Amortization expense						
Balance at end of year						
Balance at end of year						
Balance at end of year	Balance at end of year	31.1	31.6	34.3		
Less valuation reserve	Less valuation reserve	—	(3.4)	(10.3)		
Balance at end of year, net of valuation reserve	Balance at end of year, net of valuation reserve	\$ 31.1	\$ 28.2	\$ 24.0		
Principal balance of serviced loans underlying mortgage servicing rights	Principal balance of serviced loans underlying mortgage servicing rights	\$3,259.8	\$3,203.7	\$3,585.5		
Principal balance of serviced loans underlying mortgage servicing rights						
Principal balance of serviced loans underlying mortgage servicing rights						
Mortgage servicing rights as a percentage of serviced loans	Mortgage servicing rights as a percentage of serviced loans	0.95 %	0.88 %	0.67 %	Mortgage servicing rights as a percentage of serviced loans	0.92 %

At December 31, 2023, the estimated fair value and weighted average remaining life of the Company's mortgage servicing rights were \$38.8 million and 7.8 years, respectively. servicing rights was determined using discount rates ranging from 11.9% to 12.8% and monthly prepayment speeds ranging from 0.4% to 1.6% depending upon the risk charac loans. At December 31, 2022, the estimated fair value and weighted average remaining life of the Company's mortgage servicing rights were \$37.4 million and 7.6 years, respec mortgage servicing rights was determined using discount rates ranging from 11.8% to 13.5% and monthly prepayment speeds ranging from 0.5% to 3.4% depending upon the r underlying loans. At December 31, 2021, the estimated fair value and weighted average remaining life of the Company's mortgage servicing rights There were \$28.2 million and fair value of mortgage servicing rights was determined using discount rates ranging from 8.6% no temporary impairments or impairment reversals in 2023, compared to 10.4% a speeds ranging from 0.7% to 2.0% depending upon the risk characteristics of the underlying loans. There were \$3.4 million and \$6.9 million of impairments reversed in 2022 and compared to a valuation impairment charge of \$9.9 million in 2020. respectfully. No permanent impairment was recorded in 2023, 2022, 2021, or 2020, 2021.

(12) DEPOSITS

Deposits are summarized as follows:

December 31,	December 31,	2022	2021	December 31,	2023
Non-interest bearing demand	Non-interest bearing demand	\$ 7,560.0	\$ 5,568.3		
Interest bearing:	Interest bearing:				
Demand	Demand				
Demand	Demand				
Demand	Demand	7,205.9	4,753.2		
Savings	Savings	8,379.3	4,981.6		
Time, \$250 and over	Time, \$250 and over	438.0	186.7		
Time, other	Time, other	1,490.4	779.8		
Total interest bearing	Total interest bearing	17,513.6	10,701.3		
Total deposits	Total deposits	\$ 25,073.6	\$ 16,269.6		

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Other time deposits include time deposits under \$250,000 and deposits obtained through the Company's participation in the Certificate of Deposit Account Registry Service ("CDARS"). Total CDARS deposits totaled \$36.6 million, \$26.6 million and \$104.5 million, \$36.6 million as of December 31, 2022, December 31, 2023 and 2021, 2022, respectively. The Company had no brokered deposits as of December 31, 2022, December 31, 2023 and 2021, respectively. \$12.5 million of brokered deposits as of December 31, 2022.

As of December 31, 2022, December 31, 2023 and 2021, 2022, the Company had time deposits of \$438.0 million, \$811.6 million and \$186.7 million, \$438.0 million, respectively, that are FDIC insured up to the FDIC insurance limit of \$250,000.

Maturities of time deposits at December 31, 2023 are as follows:

	Time, \$250 and Over
Due within 3 months or less	\$ 219.7
Due after 3 months and within 6 months	233.9
Due after 6 months and within 12 months	279.5
Due within 2025	62.8
Due within 2026	9.1
Due within 2027	4.9
Due within 2028 and thereafter	1.7
Total	\$ 811.6

Interest expense on time deposits of \$250,000 and over was \$21.5 million, \$2.5 million, and \$0.9 million for the years ended December 31, 2023, 2022, and 2021, respectively.

(13) LONG-TERM DEBT AND OTHER BORROWED FUNDS

A summary of long-term debt follows:

December 31,	2023
Parent Company:	
Fixed to floating subordinated notes, 5.25% fixed rate effective May 2020 through May 2025	\$ 99.0
Subsidiaries:	

8.00% finance lease obligation with term ending October 31, 2029	0.9
1.00% note payable maturing December 31, 2041, interest only payable quarterly until September 30, 2024 and then principal and interest until maturity	5.1
Note payable maturing March 31, 2038, interest only payable at 1.30% monthly until March 31, 2025 and then principal and interest at 3.25% until maturity	2.0
1.30% note payable maturing June 1, 2034, interest only payable monthly until March 31, 2025 and then principal and interest until maturity	0.6
1.12% note payable maturing December 31, 2045, interest only payable annually until December 31, 2028 and then principal and interest until maturity	6.8
1.35% note payable maturing December 31, 2046 interest only payable annually until December 31, 2025 and then principal and interest until maturity	6.4
Total long-term debt	\$ 120.8

Maturities of long-term debt at December 31, 2023 were as follows:

2024	
2025	
2026	
2027	
2028	
Thereafter	
Total	

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Maturities of time deposits at December 31, 2022 are as follows:

	Time, \$250 and Over
Due within 3 months or less	\$ 47.8
Due after 3 months and within 6 months	34.6
Due after 6 months and within 12 months	283.9
Due within 2024	55.0
Due within 2025	10.7
Due within 2026	4.8
Due within 2027 and thereafter	1.2
Total	\$ 438.0

Interest expense on time deposits of \$250,000 and over was \$2.5 million, \$0.9 million, and \$2.7 million for the years ended December 31, 2022, 2021, and 2020, respectively.

(13) LONG-TERM DEBT AND OTHER BORROWED FUNDS

A summary of long-term debt follows:

December 31,	2022
Parent Company:	
Fixed to floating subordinated notes, 5.25% fixed rate effective May 2020 through May 2025	\$ 98.9
Subsidiaries:	
8.00% finance lease obligation with term ending October 25, 2029	1.0
2.28% note payable maturing July 29, 2022, principal due at maturity, interest payable monthly	—
1.00% note payable maturing December 31, 2041, interest only payable quarterly until December 31, 2025 and then principal and interest until maturity	5.1
Note payable maturing March 31, 2038, interest only payable at 1.30% monthly until March 31, 2025 and then principal and interest at 3.25% until maturity	2.0
1.30% note payable maturing June 1, 2034, interest only payable monthly until March 31, 2025 and then principal and interest until maturity	0.6
1.12% note payable maturing December 31, 2045, interest only payable annually until December 31, 2028 and then principal and interest until maturity	6.8
1.35% note payable maturing December 31, 2046 interest only payable annually until December 31, 2025 and then principal and interest until maturity	6.4
Total long-term debt	\$ 120.8

Maturities of long-term debt at December 31, 2022 were as follows:

2023	
2024	

2025
2026
2027
Thereafter

Total

On May 15, 2020, the Company completed a public offering of \$100.0 million fixed-to-floating rate subordinated notes due May 15, 2030 (the "Notes"). The debt is included in the Company's consolidated balance sheet. The Company may elect to redeem the Notes, in whole or in part, on any early redemption date which is any interest payment date on or after May 15, 2025 at a redemption price of the principal amount plus any accrued and unpaid interest. The Company may also redeem the Notes, in whole but not in part, upon certain conditions as defined in the indenture. The redemption of the Notes will be subject to regulatory approval.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

From and including the date of issuance to, but excluding, May 15, 2025, or earlier redemption date, the Notes bear interest at an initial fixed rate of 5.25% per annum, payable May 15 and November 15 of each year, which commenced on November 15, 2020. From and including May 15, 2025 to, but excluding, May 15, 2025, or earlier redemption date, the Notes bear interest at a floating rate per annum equal to a benchmark rate, which is expected to be Three-Month Term SOFR **Secured Overnight Financing Rate ("SOFR")** (as defined in the Indenture Agreement), plus 518.0 basis points, payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, commencing on August 15, 2025.

Unamortized debt issuance costs of **\$1.1 million** **\$1.0 million**, as of **December 31, 2022** **December 31, 2023**, are being amortized to maturity. Subordinated debt is presented net of debt discount in the consolidated balance sheet.

The Notes are unsecured, subordinated obligations of the Company and: (i) rank junior to all of the Company's existing and future senior indebtedness; (ii) rank equal in right of payment to all of the Company's existing and future subordinated indebtedness; (iii) rank senior to the Company's obligations relating to any junior subordinated debt securities issued to its capital trust; (iv) are structurally subordinated to all of the Company's secured indebtedness to the extent of the value of the assets securing such indebtedness; and (v) are structurally subordinated to all of the Company's future liabilities and obligations of the Company's subsidiaries, including deposit liabilities and claims of other creditors of the Company's bank subsidiary, First Interstate Bank.

Proceeds from the private placement of subordinated notes were used for general corporate purposes.

The Company has a financing lease obligation on a banking office. Assets acquired under the financing lease, consist solely of a building and leasehold improvements, and are classified as property, plant and equipment subject to depreciation.

Additionally, the Company borrowed or assumed through acquisitions \$20.9 million and **\$12.7 million** **\$20.9 million** as of **December 31, 2022** **December 31, 2023** and **2021**, **2022** New Market Tax Credits. The long-term debt obligations consist of fixed rate note payables with various interest rates from 1.00% to 3.25% and maturities from September 1, 2023 to December 31, 2046, collateralized by the Company's equity interest in various CDEs, which are 99.9% owned by the Company.

As of December 31, 2022 **At December 31, 2023**, the Company had **\$2,327.0 million** **\$2,603.0 million** in outstanding FHLB borrowings, consisting of \$827.0 million in 4.60% variable rate borrowings and \$1,500.0 million in 4.48% fixed rate borrowings in tenors up to one-month, as compared to no **\$2,327.0 million** outstanding borrowings from with the FHLB at **December 31, 2022**. **At December 31, 2023**, the Company has remaining available lines of credit with the FHLB of approximately **\$2,441.0 million** **\$3,619.6 million**, subject to collateral availability. The borrowings are collateralized by certain loans and securities with an advance equivalent collateral value of **\$4,768.0 million** **\$6,222.6 million**. As of **December 31, 2022** **December 31, 2023** and **2021**, **December 31, 2022**, there were no long or short-term advances outstanding with the FHLB. As of **December 31, 2022** **December 31, 2023** and **2021**, **December 31, 2022**, there were no other material outstanding borrowings classified as other borrowed funds.

The following table presents outstanding FHLB borrowings by maturity buckets for the dates indicated:

As of December 31, 2023	Average Rate
Fixed rate borrowing with tenors of up to three-months	5.52 % \$
As of December 31, 2022	Rate
Variable rate overnight borrowings	4.60 % \$
Fixed rate borrowings in tenors of up to one month	4.48
	\$

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

The Company has unused federal fund lines of credit with third parties amounting to \$235.0 million, subject to funds availability. These lines are subject to cancellation without notice. The Company has an unused line of credit with the FRB for borrowings up to **\$763.3 million** **\$3,039.5 million** secured by a blanket pledge of agricultural and commercial loans, and has an unused **\$1.0 million** revolving line of credit with another third party.

(14) SUBORDINATED DEBENTURES HELD BY SUBSIDIARY TRUSTS

The Company sponsors fourteen wholly-owned **wholly owned** business trusts, Trust I through Trust XIV (collectively, the "Trusts"). The Trusts were formed for the exclusive purpose of \$163.1 million of 30-year floating rate mandatorily redeemable capital trust preferred securities ("Trust Preferred Securities") to third-party investors. The Trusts also issued, in common equity securities to the Parent Company. Proceeds from the issuance of the Trust Preferred Securities and common equity securities were invested in 30-year junior subordinated interest debentures ("Subordinated Debentures") issued by the Parent Company.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

A summary of Subordinated Debenture issuances follows:

			December 31, 2022		December 31, 2021			
			Common		Common			
Issuance	Interest Rate ¹	Maturity Date	Amount	Shares ²	Amount	Shares ²		
			December 31, 2023				December 31, 2023	
Issuance	Interest Rate ¹	Maturity Date	Amount	Shares ²	Amount	Shares ²	Amount	Common Shares ²
Trust I	November 2007	December 15, 2037	\$ 15.5	\$ 0.5	\$ 15.5	\$ 0.5		
Trust II	October 2007	January 1, 2038	10.3	0.3	10.3	0.3		
Trust III	December 2007	December 15, 2037	20.6	0.6	20.6	0.6		
Trust IV	December 2007	April 1, 2038	15.5	0.5	15.5	0.5		
Trust V	January 2008	April 1, 2038	10.3	0.3	10.3	0.3		
Trust VI	January 2008	April 1, 2038	10.3	0.3	10.3	0.3		
Trust VII	June 2005	June 30, 2035	5.2	0.2	5.2	0.2		
Trust VIII	March 2006	March 15, 2036	30.9	0.9	—	—		
Trust IX	June 2005	June 15, 2035	2.1	0.1	—	—		
Trust X	December 2003	December 17, 2033	23.1	0.7	—	—		
Trust XI	December 2002	January 7, 2033	5.2	0.2	—	—		
Trust XII	September 2003	October 8, 2033	7.2	0.2	—	—		
Trust XIII	December 2006	March 1, 2037	5.3	0.3	—	—		
Trust XIV	July 2007	October 1, 2037	2.2	0.2	—	—		
Total								
subordinated debentures payable	Total subordinated debentures payable		163.7	\$ 5.3	87.7	\$ 2.7		
Less: fair value adjustment ³	Less: fair value adjustment ³		(0.6)		(0.7)			

Total subordinated debentures payable, net of fair value adjustments	Total subordinated debentures payable, net of fair value adjustments	\$ 163.1	\$ 87.0
Total subordinated debentures payable, net of fair value adjustments			
Total subordinated debentures payable, net of fair value adjustments			
1 Interest rates as of December 31, 2022			
1 Interest rates as of December 31, 2023			
1 Interest rates as of December 31, 2023			
1 Interest rates as of December 31, 2023			
3 Adjustment reflects the fair value adjustments related to the subordinated debentures assumed as part of the Northwest and Great Western			
2 Common shares on subordinated debentures are included in other assets on the consolidated balance sheets			
Trust I Subordinated Debentures issued by the Company bore interest at a fixed rate of 7.50% for five years after issuance until December 15, 2012, and thereafter at a variable LIBOR SOFR plus tenor spread plus 2.75% per annum. Interest payment dates are December 15, March 15, June 15, and September 15 of each year, beginning December 15, 2008, and are payable in arrears.			
Trust II Subordinated Debentures issued by the Company bear a cumulative floating interest rate equal to LIBOR SOFR plus tenor spread plus 2.25% per annum. Interest payment dates are April 1, July 1 and October 1 of each year, beginning January 1, 2008, and are payable in arrears.			
Trust III Subordinated Debentures issued by the Company bore interest at a fixed rate of 6.88% for five years after issuance until December 15, 2012, and thereafter at a variable LIBOR SOFR plus tenor spread plus 2.40% per annum. Interest payment dates are December 15, March 15, June 15, and September 15 of each year, beginning March 15, 2008, and are payable in arrears.			
Trust IV Subordinated Debentures issued by the Company bear a cumulative floating interest rate equal to three-month LIBOR SOFR plus tenor spread plus 2.70% per annum. Interest payment dates are January 1, April 1, July 1 and October 1 of each year, beginning April 1, 2008, and are payable in arrears.			

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Trust V Subordinated Debentures issued by the Company bore interest at a fixed rate of 6.78% for five years after issuance until April 1, 2013, and thereafter at a variable rate equal to LIBOR SOFR plus tenor spread plus 2.75% per annum. Interest payment dates are January 1, April 1, July 1 and October 1 of each year, beginning April 1, 2008, and are payable in arrears.

Trust VI Subordinated Debentures issued by the Company bear a cumulative floating interest rate equal to three-month LIBOR SOFR plus tenor spread plus 2.75% per annum. Interest payment dates are January 1, April 1, July 1 and October 1 of each year, beginning April 1, 2008, and are payable in arrears.

The Subordinated Debentures are unsecured with interest distributions payable quarterly. The Company may defer the payment of interest at any time provided that the deferral does not extend past the stated maturity. During any such deferral period, distributions on the Trust Preferred Securities will also be deferred and the Company's ability to pay dividends on its common stock is restricted. The Subordinated Debentures may be redeemed, subject to approval by the FRB, at the Company's option on or after five years from the date of issue, or at any time in the event of unfavorable changes in laws or regulations. Debt issuance costs consisting primarily of underwriting discounts and professional fees were capitalized and are being amortized through the expense using the straight-line method, which approximates level yield.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

The terms of the Trust Preferred Securities are identical to those of the Subordinated Debentures. The Trust Preferred Securities are subject to mandatory redemption upon redemption of the Subordinated Debentures at their stated maturity dates or earlier redemption in an amount equal to their liquidation amount plus accumulated and unpaid distributions to the date of redemption. The Company guarantees the payment of distributions and payments for redemption or liquidation of the Trust Preferred Securities to the extent of funds held by the Trusts.

In conjunction with the acquisition of Northwest in August 2018, the Company acquired Northwest Bancorporation Capital Trust I ("Trust VII"). The Northwest Trust was formed for the purpose of issuing an aggregate of \$5.0 million of 30-year floating rate mandatorily redeemable capital trust preferred securities ("Northwest Trust Preferred Securities") to third-party investors. In aggregate, \$0.2 million of common equity securities to Northwest. Proceeds from the issuance of the Trust Preferred Securities and common equity securities were invested in the form of subordinated deferrable interest debentures ("Northwest Subordinated Debentures") issued by Northwest. The Subordinated Debentures bore interest at a fixed rate of 5.95% from January 1, 2005, until June 30, 2010, and thereafter at a variable rate equal to LIBOR SOFR plus tenor spread plus 1.70% per annum. Interest payment dates are December 30, March 30, June 30 and September 30 of each year, beginning September 30, 2005, and are payable in arrears.

The Company acquired the GWB Capital Trust VI ("Trust VIII") with the acquisition of Great Western in February 2022. Great Western caused to be issued 30,000 shares, \$1,000 par value preferred securities of Trust VIII on March 10, 2006, through a private placement. Trust VIII also issued, in aggregate, \$0.9 million of common equity securities to Great Western. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 1.48%. Interest payment dates are December 15, March 15, June 15, and September 15 of each year, beginning in 2006 and are payable in arrears. Proceeds from the issue were used for general corporate purposes including redemption of Great Western's Preferred Securities of GWB Capital Trust II.

The Company acquired the Sunstate Bancshares Trust II (Trust IX") with the acquisition of Great Western in February 2022. Sunstate Bancshares caused to be issued 2,000 shares, \$1,000 par value preferred securities of Trust IX on June 1, 2005, through a private placement. Trust IX also issued, in aggregate, \$0.1 million of common equity securities to Sunstate Bancshares. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 1.85%. Interest payment dates are March 15, June 15, September 15, and December 15 of each year, beginning in 2005, and are payable in arrears.

The Company acquired the Great Western Statutory Trust IV ("Trust X") with the acquisition of Great Western in February 2022. Great Western caused to be issued 22,400 shares, \$1,000 par value preferred securities of Trust X on December 17, 2003, through a private placement. Trust X also issued, in aggregate, \$0.7 million of common equity securities to Great Western. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 2.85% basis points. Interest payment dates are March 17, June 17, September 17 and December 17 of each year, beginning March 17, 2004 and are payable in arrears. Proceeds from the issue were used for general corporate purposes.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The Company acquired the HF Financial Capital Trust III ("Trust XI") in the acquisition of Great Western in February 2022. HF Financial Corp. caused to be issued 5,000 shares, \$1,000 par value preferred securities of Trust XI on December 19, 2002, through a private placement. Trust XI also issued, in aggregate, \$0.2 million of common equity securities to HF Financial Corp. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 3.35%. Interest payment dates are January 7, April 7, July 7, and October 7 of each year, beginning in 2003 and are payable in arrears.

The Company acquired the HF Trust IV ("Trust XII") in the acquisition of Great Western in February 2022. HF Financial Corp. caused to be issued 7,000 shares, \$1,000 par value preferred securities of Trust XII on September 25, 2003, through a private placement. Trust XII also issued, in aggregate, \$0.2 million of common equity securities to HF Financial Corp. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 3.10%. Interest payment dates are January 8, April 8, July 8, and October 8 of each year, beginning in 2003 and are payable in arrears.

The Company acquired the HF Trust V ("Trust XIII") in the acquisition of Great Western in February 2022. HF Financial Corp. caused to be issued 5,000 shares, \$1,000 par value preferred securities of Trust XIII on December 7, 2006, through a private placement. Trust XIII also issued, in aggregate, \$0.3 million of common equity securities to HF Financial Corp. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 1.83%. Interest payment dates are March 1, June 1, September 1, and December 1 of each year, beginning in 2007 and are payable in arrears. In the first quarter of Great Western's fiscal year 2017, Great Western redeemed 5,000 shares of Trust XIII debentures under the First Supplemental Indenture.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The Company acquired the HF Trust VI ("Trust XIV") in the acquisition of Great Western in February 2022. HF Financial Corp. caused to be issued 2,000 shares, \$1,000 par value preferred securities of Trust XIV on July 5, 2007, through a private placement. Trust XIV also issued, in aggregate, \$0.2 million of common equity securities to HF Financial Corp. The distribution rate is set quarterly at three-month LIBOR SOFR plus tenor spread plus 1.65%. Interest payment dates are January 1, April 1, July 1, and October 1 of each year, beginning in 2007 and are payable in arrears.

For the seven Subordinated Debentures acquired from Great Western, the Company may, at one or more times, defer interest payments on the related debentures for up to 20% of the Company's cash flow following suspension of dividends on all capital stock. At the end of any deferral period, all accumulated and unpaid interest must be paid. Subject to the Company receiving prior approval from the Reserve, if required, the Company has the right to redeem the debentures at the redemption price, in whole or in part, on an interest payment date. The redemption price is \$1,000 plus any accrued and unpaid interest to the date of redemption. Holders of the preferred securities have no voting rights. The preferred securities are unsecured and rank junior to the Company's senior indebtedness and senior to the Company's common and preferred stock.

As of December 31, 2022, the Trust Preferred Securities qualified as tier 2 capital of the Parent Company under the Federal Reserve Board's capital adequacy requirements.

(15) CAPITAL STOCK AND DIVIDEND RESTRICTIONS

As On May 24, 2023, the Company's shareholders approved the proposed change of December 31, 2022 the Company's state of incorporation from Montana to Delaware. At the time of conversion, each outstanding share of the Company's Class A common stock became an outstanding share of common stock of the Company and each outstanding option, warrant or other right to acquire shares of the Company's previously designated Class A common stock became an outstanding option, warrant or other right to acquire shares of common stock of the Company. All references to Class A common stock in these financial statements and notes refer to the role of the Class A common stock in the GWB acquisition while all other references to the Company's capital stock have been retroactively changed to reference common stock.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Until March 25, 2022, the Company's authorized common stock consists had consisted of 250,000,000 shares, of which 150,000,000 shares are were designated as Class A common stock and 100,000,000 are were designated as Class B common stock. There are no The Class A common stock had one vote per share while the class B common stock had five votes per share. On March 24, 2022, the record date for our first annual stockholders' meeting following the completion of the Great Western Acquisition on February 1, 2022, all outstanding shares and rights to acquire shares of Class B common stock outstanding were automatically converted into the same number of outstanding shares of Class A common stock, as applicable, of Class A common stock. As a result, we now have only one class of common stock outstanding and issuable upon exercise to acquire common stock, all with equivalent voting rights: namely, common stock. The Class A common stock is traded on the NASDAQ stock market, or NASDAQ, under the symbol WSTC.

As of December 31, 2023, the Company is authorized to issue an aggregate of 150,100,000 shares of capital stock, of which, 150,000,000 shares are designated as common stock and 100,000,000 shares are designated as preferred stock. Our common stock is uncertificated. The Class A common stock uncertificated and has one vote per share.

The Company had 103,941,626 and 104,442,023 shares of Class A common stock common stock outstanding as of December 31, 2022. The Company had 41,699,409 and 41,699,409 shares of Class B common stock preferred stock outstanding as of December 31, 2021. December 31, 2023 and December 31, 2022.

During 2023, the Company issued 54,414 shares of its common stock to directors for their annual service on the Company's board of directors. The aggregate value of the shares issued is amortized into stock-based compensation expense in the accompanying consolidated statements of changes in stockholders' equity over a one-year service based period. During 2022, the Company issued 33,769 and 19,081 shares of its common stock with an aggregate value of \$1.3 million and \$0.9 million to directors for their service on the Company's board of directors and 2021, respectively. The aggregate value of the shares issued to directors is included in stock-based compensation expense in the accompanying consolidated statements of changes in stockholders' equity.

On February 1, 2022, the Company issued 46,879,601 shares of its Class A common stock with an aggregate value of approximately \$1.7 billion as consideration for the acquisition of Great Western. Additionally, during 2022,

On December 14, 2023, the Company issued 33,769 completed the repurchase of one million shares of its Class A common stock with from the estate of a stockholder at a price equal to the closing price per share of the common stock as reported on the Nasdaq Stock Market on December 14, 2023, representing an aggregate value purchase price of \$1.3 million to the Company's board of directors during 2022. During 2021, the Company issued 19,081 shares of its Class A common stock with an aggregate value of \$0.9 million to directors for their service on the Company's board of directors during 2021. The aggregate value of the shares issued to directors is included in stock-based compensation expense in the accompanying consolidated statements of changes in stockholders' equity.

On March 25, 2022, all outstanding shares of the Company's Class B common stock automatically converted into shares of the Company's Class A common stock on a one-for-one basis. No additional shares of Class B common stock are permitted to be issued or occurred automatically pursuant to the Company's Charter because the number of the Company's outstanding shares of Class B common stock represented on March 25, 2022, was less than twenty percent (20%) of the outstanding shares of Class A common stock and Class B common stock of the Company. The former holders of Class B common stock now hold Class A common stock with the same powers, preferences, rights and qualifications, limitations and restrictions as the other holders of Class A common stock. All shares of the Company's outstanding capital stock are Class A common stock and are entitled to one vote per share. The Company's Class A common stock will continue to trade on the NASDAQ Stock Market under the symbol WSTC.

On May 25, 2022, the Company's board of directors adopted a new stock repurchase program to replace the program that had been in place since 2019 and had 1,889,158 shares of Class A common stock remaining to be purchased thereunder. Under the new stock repurchase program, the Company may repurchase up to 5.0 million of its outstanding shares of Class A common stock. As of December 31, 2021, the Company repurchased and retired 72,700 five million shares of Class A common stock under the its previously existing stock repurchase program. As of December 31, 2023, the Company does not have a repurchase program in effect.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

All other Other stock repurchases during 2022 2023 and 2021 2022 were redemptions of vested restricted shares tendered in lieu of cash for payment of income tax withholding and the Company's equity compensation plans.

On November 4, 2021, the Company filed a registration statement on Form S-4, as amended on December 14, 2021 with registration statement on Form S-4/A, to register 4 million shares of Class A common stock to be issued as consideration for our acquisition of Great Western.

On March 16, 2020 May 25, 2023, the Company filed a Registration Statement on Form S-8 to register an additional two million shares of common stock to be issued pursuant to the Company's 2020 Equity and Incentive Plan.

On May 26, 2023, the Company filed a universal shelf registration statement on Form S-3, which was subsequently declared effective by the SEC. The shelf registration statement will enable the Company to raise additional capital from time to time through offers and sales of registered securities consisting of debt securities, preferred stock, depository shares, common stock, warrant units or units consisting of any combination of the foregoing securities. The Company may sell these securities using the prospectus in the shelf registration statement, together with supplements, from time to time, in one or more offerings.

The payment of dividends by subsidiary banks is subject to various federal and state regulatory limitations. In general, a bank is limited, without the prior consent of its regulator, to the payment of dividends that do not exceed current year net profits together with retained earnings from the two preceding calendar years. The Company's debt instruments also include limitations on the payment of dividends.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(16) EARNINGS PER COMMON SHARE

Basic earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the period presented, excluding i
Diluted earnings per share is calculated by dividing net income by the weighted average number of common shares determined for the basic earnings per share computation pl
stock-based compensation using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per common share: share for the periods presented:

Year Ended	Year Ended					
December 31,	December 31,	2022	2021	2020	Year Ended December 31,	2023
Net income, basic and diluted						
Net income						
Weighted average common shares outstanding for basic earnings per share computation	Weighted average common shares outstanding for basic earnings per share computation	103,274,070	61,650,312	63,611,891		
Dilutive effects of stock-based compensation	Dilutive effects of stock-based compensation	66,929	91,516	117,579		
Weighted average common shares outstanding for diluted earnings per common share computation	Weighted average common shares outstanding for diluted earnings per common share computation	103,340,999	61,741,828	63,729,470		
Basic earnings per common share	Basic earnings per common share	\$ 1.96	\$ 3.12	\$ 2.53		
Basic earnings per common share						
Basic earnings per common share						
Diluted earnings per common share	Diluted earnings per common share	1.96	3.11	2.53		
Anti-dilutive unvested time restricted stock						
Anti-dilutive unvested time restricted stock						
Anti-dilutive unvested time restricted stock						

The Company had 52,027, 83,952, 908,476, 470,622, and 3,094 unvested time restricted stock outstanding as of December 31, 2022, 2021, and 2020 respectively, that were not included in the computation of diluted earnings per common share because their effect would be anti-dilutive. The Company had 470,622, 333,767 and 291,540 shares of unvested restricted stock as of December 31, 2023, 2021, 2022, and 2020, 2021, respectively, that were not included in the computation of diluted earnings per common share because performance conditions had not been met.

(17) REGULATORY CAPITAL

The Company and the Bank are subject to various regulatory capital requirements administered by federal banking regulators, including the Federal Reserve. 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 Company's and the Bank's operations. Under the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Parent Company, like all bank holding companies, is also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total and tier 1 capital to risk-weighted capital to average assets, as defined in the regulations. As of December 31, 2022 December 31, 2023, the Company exceeded all capital adequacy requirements to which it is subject.

As of December 31, 2022 December 31, 2023, the most recent notification from the regulatory agencies categorized the Bank as well capitalized under the regulatory framework for capital. To be categorized as well-capitalized, the institution must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the following table or events since the most recent notification that management believes have changed the Bank's categories.

As an approved mortgage seller, the Bank is required to maintain a minimum level of capital specified by the United States Department of Housing and Urban Development. At December 31, 2022 December 31, 2023 and 2021, 2022, the Bank met these requirements.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

The Company's actual capital amounts and ratios and selected minimum regulatory thresholds and prompt corrective action provisions as of December 31, 2022 December 31, 2023, are presented in the following tables:

		Actual		Minimum Required for Capital Adequacy Purposes		For Capital Adequacy Purposes Plus Conservation Buffer		Minimum to Be Well Capitalized Under Prompt Corrective Action Requirements (1)		Actual		Minimum Required for Capital Adequacy Purposes		For Capital Adequacy Purposes Plus Capital Conservation Buffer (1)		
December 31, 2022		Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio			Amount	Ratio	Amount	Ratio	
December 31, 2023		December 31, 2023														
Total risk-based capital:	Total risk-based capital:									Total risk-based capital:						
Consolidated	Consolidated	\$2,875.8	12.48 %	\$1,843.2	8.00 %	\$2,419.2	10.50 %	\$2,304.0	10.00 %	Consolidated	\$2,941.1	13.28 %	\$1,771.6	8.00 %	\$2,325.2	10.50 %
FIB	FIB	2,713.5	11.80	1,839.6	8.00	2,414.5	10.50	2,299.5	10.00							
Tier 1 risk-based capital:	Tier 1 risk-based capital:															
Consolidated	Consolidated	2,408.8	10.45	1,382.4	6.00	1,958.4	8.50	1,843.2	8.00							
Consolidated	Consolidated															
Consolidated	Consolidated															
FIB	FIB	2,504.1	10.89	1,379.7	6.00	1,954.6	8.50	1,839.6	8.00							
Common equity tier 1 risk-based capital:	Common equity tier 1 risk-based capital:															
Consolidated	Consolidated															
Consolidated	Consolidated															
Consolidated	Consolidated	2,408.8	10.45	1,036.8	4.50	1,612.8	7.00	1,497.6	6.50							
FIB	FIB	2,504.1	10.89	1,034.8	4.50	1,609.7	7.00	1,494.7	6.50							
Leverage capital ratio:	Leverage capital ratio:															
Consolidated	Consolidated	2,408.8	7.75	1,242.9	4.00	1,242.9	4.00	1,553.6	5.00							
Consolidated	Consolidated															
Consolidated	Consolidated															
FIB	FIB	2,504.1	8.07	1,241.1	4.00	1,241.1	4.00	1,551.4	5.00							
December 31, 2021		Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio							
December 31, 2022																

December 31, 2022															
December 31, 2022										Amount	Ratio	Amount	Ratio	Amount	Ratio
Total risk-based capital:	Total risk-based capital:									Total risk-based capital:					
Consolidated	Consolidated	\$1,659.3	14.11 %	\$940.9	8.00 %	\$1,235.0	10.50 %	\$1,176.2	10.00 %	Consolidated	\$2,875.8	12.48	12.48 %	\$1,843.2	8.00
FIB	FIB	1,472.5	12.56	938.0	8.00	1,231.1	10.50	1,172.5	10.00						
Tier 1 risk-based capital:	Tier 1 risk-based capital:														
Consolidated	Consolidated	1,469.0	12.49	705.7	6.00	999.7	8.50	940.9	8.00						
Consolidated	Consolidated														
FIB	FIB	1,382.2	11.79	703.5	6.00	996.6	8.50	938.0	8.00						
Common equity tier 1 risk-based capital:	Common equity tier 1 risk-based capital:														
Consolidated	Consolidated														
Consolidated	Consolidated	1,384.8	11.77	529.3	4.50	823.3	7.00	764.5	6.50						
FIB	FIB	1,382.2	11.79	527.6	4.50	820.8	7.00	762.1	6.50						
Leverage capital ratio:	Leverage capital ratio:														
Consolidated	Consolidated	1,469.0	7.68	765.5	4.00	765.5	4.00	956.9	5.00						
Consolidated	Consolidated														
FIB	FIB	1,382.2	7.24	764.1	4.00	764.1	4.00	955.1	5.00						

- (1) The capital conservation buffer is an additional 2.5% of the amount necessary to meet the minimum risk-based capital requirements for total, tier 1, and common equity tier 1 risk-based capital.
- (2) The ratios for to meet the well capitalized requirement requirements to be deemed "well-capitalized" are only applicable to FIB. However, the Company manages its capital position as if the requirement the consolidated entity company and has presented the ratios as if they also applied on a consolidated basis. basis

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

In connection with the adoption of CECL, or ASC 326, on January 1, 2020, the Company recognized an after-tax cumulative effect reduction to retained earnings totaling \$24.1 million. In March 2020, the Office of the Comptroller of Currency, the Board of Governors of the Federal Reserve System, and the FDIC issued an interim final rule that allowed allows banks to mitigate the effects of ASC 326 on their regulatory capital computations. This interim rule is in addition to the three-year transition period already in place under the capital transition rule issued in February 2019. Banking organizations could can elect to mitigate the estimated cumulative regulatory capital effects for an additional two years. This rule allowed allows an institution transitioning incorporating the impact of ASC 326 into its regulatory capital calculation, including ratios, over an extended period. Additionally, the interim rule extended extends to an institution could can defer the impact from ASC 326 on the current period, determined based on the difference between the new ASC 326 allowance for credit losses and the amount under the incurred loss method from previous GAAP, for up to two years. The total impact related to ASC 326 would then be transitioned into regulatory capital and the associated transition period, beginning after the initial two-year deferral period, for a total transition period of five years. The Company elected to opt into the transition election and adopted the permissible five-year period.

(18) COMMITMENTS AND CONTINGENCIES

The Company had commitments under construction contracts of \$1.8 million \$4.5 million as of December 31, 2022 December 31, 2023.

The Parent Company and the Billings office of FIB are the anchor tenants in a building owned by an entity in which FIB has a 50.0% ownership interest.

The Company leases certain premises and equipment from third parties under operating leases. Total rental expense to third parties was \$8.9 million \$9.3 million, \$4.3 million \$4.3 million, in 2023, 2022, 2021, and 2020, 2021, respectively.

The total future minimum rental commitments, exclusive of maintenance and operating costs, required under operating leases that have initial or remaining noncancelable lease terms at December 31, 2022 December 31, 2023, are as follows:

Third Parties	Related Entity	Total	Third Parties	Related Entity	Total

For the year ending December 31:	For the year ending December 31:	For the year ending December 31:			
2023		\$ 10.1	\$ 1.4	\$ 11.5	
2024	2024	9.1	1.4	10.5	
2025	2025	7.7	1.4	9.1	
2026	2026	6.5	0.9	7.4	
2027	2027	4.7	0.1	4.8	
2028					
Thereafter	Thereafter	10.6	—	10.6	
Total	Total	\$ 48.7	\$ 5.2	\$ 53.9	

Residential mortgage loans sold to investors in the secondary market are sold with varying recourse provisions. Essentially all the loan sales agreements require the repurchase seller in situations such as breach of representation, warranty, or covenant; untimely document delivery; false or misleading statements; failure to obtain certain certificates or in Certain loan sales agreements contain repurchase requirements based on payment-related defects that are defined in terms of the number of days or months since the purchase the payment, and/or the number of days of payment delinquency. Based on the specific terms stated in the agreements, the Company had \$0.9 million \$0.8 million and \$0.4 million residential mortgage loans with recourse provisions still in effect as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

The Company did not repurchase a significant amount of loans from secondary market investors under the terms of loan sales agreements during the years ended December 31, 2021, 2022, and 2020, 2021. In the opinion of management, the risk of recourse and the subsequent requirement of loan repurchase to the Company is not significant, and acc been established related to such. In addition, the Company made various representations and warranties associated with the sale of loans. The Company has not incurred signi these provisions.

FIRST INTERSTATE BANCYSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

A substantial portion of the Company's clients' ability to honor their contracts is dependent on the economy in Arizona, Colorado, Idaho, Iowa, Kansas, Minnesota, Missouri, Mo Dakota, Oregon, South Dakota, Washington, and Wyoming. The Company's loan portfolio is diversified and assigned to risk classifications by industry concentrations and the cu These industry concentrations of credit are taken into consideration by management in determining the allowance for credit losses.

In the normal course of business, the Company is involved in various other claims and litigation. In the opinion of management, following consultation with legal counsel, the ulti thereof is not expected to have a material adverse effect on the consolidated financial condition, results of operations, or liquidity of the Company.

(19) FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

In the normal course of business, the Company is a party to financial instruments with off-balance sheet risk to meet the financing needs of its clients. These financial instrumen extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of amounts recorded in the consolid Commitments to extend credit are agreements to lend to a client as so long as there is no violation of any condition established in the commitment contract. Since many of the c expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Standby letters of credit are conditional commitments is guarantee the performance of a client to a third party. The credit risk involved in issuing letters of credit is essentially the same as that the credit risk involved in extending loan fe Company's policy for obtaining collateral, and determining the nature of such collateral, is essentially the same as in the Company's policies for making commitments to extend value of the obligation undertaken by the Company in issuing standby letters of credit is included in accounts payable and accrued expenses in the Company's consolidated bal

The following table presents our financial instruments with off-balance sheet risk, as well as the activity in the allowance for off-balance sheet credit losses related to those finan

	December 31, 2022	December 31, 2021		December 31, 2023	December 31, 2022
Beginning balance	\$ 3.8	\$ 3.7			
Provision for credit loss expense	12.4	0.1			

Ending balance of allowance for off-balance sheet credit losses	\$	16.2	\$	3.8
Provision for credit loss expense				
Provision for credit loss expense				
Ending balance				

			December 31, 2022	December 31, 2021	
	December 31, 2023		December 31, 2023		December 31, 2022
Unused credit card lines	Unused credit card lines	\$	827.6	\$	681.6
Commitments to extend credit	Commitments to extend credit		5,173.3		2,539.8
Standby letters of credit	Standby letters of credit		93.8		57.5

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

(20) INCOME TAXES

Income tax expense consists of the following:									
Year ended December 31,	Year ended December 31,					Year ended December 31,			
		2022	2021	2020			2023		2022
Current:	Current:				Current:				
Federal	Federal	\$45.2	\$39.4	\$42.4					
State	State	14.4	11.3	12.3					
Total current	Total current	59.6	50.7	54.7					
Deferred:	Deferred:								
Federal	Federal	(3.7)	3.7	(5.7)					
Federal									
State	State	(1.0)	1.3	(0.9)					
Total deferred	Total deferred	(4.7)	5.0	(6.6)					
Total income tax expense	Total income tax expense	\$54.9	\$55.7	\$48.1					
Total income tax expense									

Total income tax expense					
Total income tax provision differs from the amount of income tax determined by applying the statutory federal income tax rate of 21% for the periods presented to income before following:					
Year ended December 31,	Year ended December 31,	2022	2021	2020	Year ended December 31,
					2023
Tax expense at the statutory tax rate	Tax expense at the statutory tax rate	\$54.0	\$52.0	\$44.0	
Increase (decrease) in tax resulting from:	Increase (decrease) in tax resulting from:				
Tax-exempt income	Tax-exempt income	(8.4)	(2.8)	(2.1)	
Tax-exempt income					
Tax-exempt income					
State income tax, net of federal income tax benefit	State income tax, net of federal income tax benefit	10.6	9.9	9.0	
Deficiency (benefit) of stock-based compensation plans	Deficiency (benefit) of stock-based compensation plans	0.2	(0.5)	(0.4)	
Nondeductible transaction costs	Nondeductible transaction costs	2.0	0.8	—	
Federal tax credits	Federal tax credits	(4.3)	(4.3)	(2.3)	
FDIC premiums					
Other, net	Other, net	0.8	0.6	(0.1)	
Tax expense at effective tax rate	Tax expense at effective tax rate	\$54.9	\$55.7	\$48.1	
The tax effects of temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities that give rise to significant portions of the net d relate to the following:					
December 31,	December 31,	2022	2021	December 31,	2023
Deferred tax assets:	Deferred tax assets:			Deferred tax assets:	
Loans, principally due to allowance for credit losses	Loans, principally due to allowance for credit losses	\$ 54.8	\$30.7		
Loan discount	Loan discount	32.5	1.6		
Investment securities, unrealized losses	Investment securities, unrealized losses	157.9	4.6		
Derivatives, unrealized losses	Derivatives, unrealized losses	0.5	—		

Deferred compensation	Deferred compensation	26.8	19.3
Non-performing loan interest	Non-performing loan interest	2.6	1.0
Other real estate owned write-downs and carrying costs	Other real estate owned write-downs and carrying costs	1.5	—
Net operating loss carryforwards	Net operating loss carryforwards	1.5	1.7
(1)	(1)	1.5	1.7
Net operating loss carryforwards (1)			
Net operating loss carryforwards (1)			
Lease liabilities	Lease liabilities	12.0	8.7
Other reserves	Other reserves	8.8	—
Contract incentives	Contract incentives	8.5	—
Discount on acquired investment securities	Discount on acquired investment securities	13.4	—
Other	Other	2.4	3.5
Other			
Other			
Deferred tax assets	Deferred tax assets	\$323.2	\$71.1
FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES			
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS			
(Dollars in millions, except share and per share data)			
December 31,	December 31,	2022	2021
December 31,	December 31,		
Deferred tax liabilities:	Deferred tax liabilities:	Deferred tax liabilities:	
Fixed assets, principally differences in bases and depreciation	Fixed assets, principally differences in bases and depreciation	\$ (17.3)	\$(7.7)
Deferred loan costs	Deferred loan costs	(3.3)	(1.9)
Derivatives, unrealized gains		—	(1.0)
Investment in joint venture partnership, principally due to differences in depreciation of partnership assets			

Investment in joint venture partnership, principally due to differences in depreciation of partnership assets			
Investment in joint venture partnership, principally due to differences in depreciation of partnership assets	Investment in joint venture partnership, principally due to differences in depreciation of partnership assets	(1.3)	(0.9)
Right of use assets	Right of use assets	(11.3)	(8.3)
Prepaid amounts	Prepaid amounts	(0.9)	(0.7)
Government agency stock dividends	Government agency stock dividends	(1.2)	(1.2)
Goodwill and other intangibles	Goodwill and other intangibles	(68.2)	(51.2)
Mortgage servicing rights	Mortgage servicing rights	(7.4)	(6.8)
Other	Other	(1.8)	(0.7)
Deferred tax liabilities	Deferred tax liabilities	(112.7)	(80.4)
Net deferred tax assets (liabilities)		\$210.5	\$(9.3)
Net deferred tax assets			

(1) As of **December 31, 2022** December 31, 2023, we the Company had remaining federal net operating loss carryforwards of **\$2.7 million** \$2.4 million from acquired companies, federal taxable income and state net operating loss carryforwards in amounts which vary by state. The federal net operating losses will expire beginning in 2030 and ending in 2036. The use of these carryforwards is subject to annual limitations.

The Company had current net income tax receivables of \$16.4 million and \$38.3 million at December 31, 2023 and \$16.1 million at December 31, 2022, respectively.

GAAP requires the measurement of unrecorded tax benefits related to uncertain tax positions. An unrecorded tax benefit is the difference between the tax benefit of a position taken, on a tax return and 2021, respectively. the benefit recorded for accounting purposes. At December 31, 2023 and 2022, the Company had no unrecorded tax benefits and to significantly change within the next 12 months.

The Company is subject to income tax in the U.S. federal jurisdiction and also in various states. The Company is no longer subject to examination by taxing authorities for years

(21) STOCK-BASED COMPENSATION

The Company has equity awards outstanding under two stock-based compensation plans; The 2023 Equity and Incentive Plan (the "2023 Plan") and the 2015 Equity Incentive Plan (the "2015 Plan"). The plan was These plans were primarily established to enhance the Company's ability to attract, retain, and motivate employees. The Company's Board of Directors, through the delegation, the Compensation and Human Capital Committee of the Board of Directors ("Compensation Human Capital Committee") has exclusive authority to select employees, including directors, to receive awards and to establish the terms and conditions of each award made pursuant to the Company's stock-based compensation plan.

The 2023 Plan, approved by the Company's shareholders in May 2023, was established to provide the Company with flexibility to select from various equity-based performance and to be able to address changing accounting and tax rules and corporate governance practices by optimally utilizing performance based compensation. The 2023 Plan did not reduce the number of shares of the common stock available for awards under the 2015 Plan. At December 31, 2023, there were 1,389,724 common shares available for future grant under the 2023 Plan.

The 2015 Plan, approved by the Company's shareholders in May 2015, was established to provide the Company with flexibility to select from various equity-based performance and to be able to address changing accounting and tax rules and corporate governance practices by optimally utilizing performance based compensation. At December 31, 2023, the approval of the 2023 Plan, the remaining common shares available for future grant under the 2015 Plan.

Stock Options. All options granted had an exercise price equal to the fair market value of the Company's common stock at the time of grant. The 2015 Plan continues with respect to fair market value, which was defined as the closing sale price of the Company's common stock as quoted on the NASDAQ Stock Market for the last market trading day preceding the date that the Company's Board of Directors awards the benefit. Options were subject to vesting schedules determined by the Company's Board of Directors or Compensation and Human Capital Committee, and could be exercised for periods of up to ten years from the date of grant.

No stock option awards were granted in 2022 or 2021. All outstanding stock option awards were fully vested as of December 31, 2016. As such, there was no compensation expense recognized related to stock option awards in 2022 or 2021. Compensation expense related to stock option awards and the related income tax benefits for the year ended June 2023, not considered material.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

The following table summarizes stock option activity under the Company's stock option plan:

Year Ended December 31, 2022	Number of Shares	Weighted-Average Exercise Price
Outstanding options, beginning of year	23,252	\$ 14.37
Exercised	(22,684)	14.37
Forfeited	(568)	14.37
Outstanding options, end of year	—	\$ —
Outstanding options exercisable, end of year	—	\$ —

The were no stock options outstanding as of December 31, 2022. The total intrinsic value of options exercised was \$0.6 million, \$1.5 million, and \$3.1 million during the years ended December 31, 2022, 2021, and 2020, respectively. The actual tax benefit realized for the tax deduction from option exercises totaled \$0.1 million, \$0.2 million, and \$0.5 million for the years ended December 31, 2022, 2021, and 2020, respectively. The Company received cash of \$0.1 million, \$0.5 million, and \$1.1 million from stock option exercises during the years ended December 31, 2022, 2021, and 2020, respectively. The Company redeemed common stock with aggregate values of \$0.2 million, \$0.3 million, and \$1.0 million tendered in payment for stock option exercises during the years ended December 31, 2022, 2021, and 2020, respectively.

Restricted Stock Awards. Common stock issued under the Company's restricted stock plan may not be sold or otherwise transferred until restrictions have lapsed or performance obtained. During the vesting periods, participants have voting rights and receive dividends on all time restricted shares and vesting performance restricted shares. Shares under vesting periods, under the 2023 Plan, participants do not have voting rights and dividends are accumulated until the time upon which the award vests. Upon termination of employment, unvested shares upon which restrictions have not lapsed must be returned to the Company.

All restricted share awards are classified as equity awards. The fair value of equity-classified restricted stock awards is based on the market price of the stock on the measurement date. Compensation expense is recognized on a straight-line basis over the period restrictions lapse or performance goals are met. Compensation Stock compensation is recognized based on the number of shares expected to vest, using actual forfeiture amounts. For performance-based stock awards, an estimate is made of the number of shares expected to vest as a result of actual performance against the performance goals. To determine the amount of compensation expense to be recognized, the estimate is reevaluated quarterly and total compensation expense is adjusted for any change in the current estimate.

Stock-based compensation expense related to restricted stock awards of \$9.6 million, \$4.7 million, \$8.9 million, \$9.6 million and \$7.5 million. \$8.9 million was included in employee consolidated statements of income for the years ended December 31, 2022, December 31, 2023, 2021, 2022, and 2020, 2021, respectively. Related income tax expense of \$0.4 million was recognized for the year ended December 31, 2022, December 31, 2023 and 2022, respectively, and related income tax benefit of \$0.3 million. \$0.3 million was recognized for the year ended December 31, 2021, and related income tax expense of \$0.1 million was recognized for the year ended December 31, 2020.

The following table presents information regarding the Company's restricted stock:

		Weighted-Average			
		Number	Measurement		
As of December 31, 2022		of	Date		
		Shares	Fair Value		
As of December 31, 2023			As of December 31, 2023		Weighted Measurement Fair Value
Restricted stock, beginning of year		Restricted stock, beginning of year			
		521,012	\$ 39.73		
	Granted	458,176	38.67		
	Vested	(131,199)	39.92		
	Forfeited	(106,891)	38.61		
Restricted stock, end of year		Restricted stock, end of year			
		741,098	\$ 38.94		
Restricted stock, end of year					

Restricted stock, end
of year

During 2022, 2023, the Company issued 458,176 683,574 restricted common shares. The 2022 2023 restricted share awards included 263,582 363,440 performance restricted s 131,791 181,720 vest in varying percentages upon achievement of defined return on average equity performance goals, and 131,791 181,720 vest in varying percentages upon return to shareholder goals. The defined return to shareholder goals related to the 2019 2020 performance restricted stock grants were not met resulting in the cancellation of 27 shares. Vesting of the 2022 2023 performance restricted shares is also contingent on employment as of March 15, 2025 March 15, 2026. Additionally, 221,841 406,936 time-rest during 2022, 2023, of which 38,845 54,414 vest one year from the grant date, 97,665 vest two years from the grant date, and the remaining 182,996 254,857 vest one-third on e the grant date, contingent on continued employment through the vesting dates.

As of December 31, 2022 December 31, 2023, there was \$15.8 million \$22.2 million of unrecognized compensation cost related to non-vested, restricted stock awards expected period of 1.24 1.35 years.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(22) EMPLOYEE BENEFIT PLAN

Savings Plan. In addition, the Company has a contributory employee savings plan. All employees are eligible to participate in the plan. Employee participation in the plan is at t The Company contributed 100% of the first 6% of the participating employee's eligible compensation in 2023, 2022, 2021, and 2020, 2021, respectively. Contribution expense fo million \$12.7 million, \$8.8 million \$13.5 million, and \$8.9 million \$8.8 million in 2023, 2022, 2021, and 2020, 2021, respectively, is included in employee benefits expense in the C statements of income.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(23) OTHER COMPREHENSIVE INCOME (LOSS)

The gross amounts of each component of other comprehensive (loss) income and the related tax effects for the periods indicated are as follows:

Year Ended December 31, 2022	Before Tax Amount	Tax Expense (Benefit)
Investment securities available-for sale:		
Change in net unrealized loss during period	\$ (613.1)	\$ (152.5)
Reclassification adjustment for net gains included in net income	24.4	5
Reclassification adjustment for securities transferred from held-to-maturity to available-for-sale	0.2	0
Net change in unamortized gains on available-for-sale securities transferred into held-to-maturity	(26.1)	(6.1)
Change in net unrealized loss on derivatives	(6.7)	(1.6)
Total other comprehensive loss	\$ (621.3)	\$ (155.1)

Year Ended December 31, 2023	Before Tax Amount	Tax Expense (Benefit)
Investment securities available-for sale:		
Change in net unrealized gain during period	\$ 144.8	\$ 36.2
Reclassification adjustment for net losses included in net income	23.5	5
Reclassification adjustment for securities transferred from held-to-maturity to available-for-sale	(7.2)	(1.8)
Net change in unamortized gains on available-for-sale securities transferred into held-to-maturity	(1.3)	(0.3)
Change in net unrealized gain on derivatives	0.9	0
Total other comprehensive income	\$ 160.7	\$ 40

Year Ended December 31, 2022	Before Tax Amount	Tax Expense (Benefit)
Investment securities available-for sale:		
Change in net unrealized loss during period	\$ (613.1)	\$ (152.5)
Reclassification adjustment for net losses included in net income	24.4	5

Reclassification adjustment for securities transferred from held-to-maturity to available-for-sale	0.2	0
Net change in unamortized gains on available-for-sale securities transferred into held-to-maturity	(26.1)	(6.1)
Change in net unrealized loss on derivatives	(6.7)	(1.1)
Total other comprehensive loss	\$ (621.3)	\$ (155.1)

Year Ended December 31, 2021	Before Tax Amount	Tax Expense (Benefit)
Investment securities available-for sale:		
Change in net unrealized loss during period	\$ (113.7)	\$ (28.1)
Reclassification adjustment for net gains included in net income	(1.1)	(0.1)
Net change in unamortized gains on available-for-sale securities transferred into held-to-maturity	20.2	5.1
Change in net unrealized loss on derivatives	4.2	1.1
Total other comprehensive loss	\$ (90.4)	\$ (22.1)

Year Ended December 31, 2020	Before Tax Amount	Tax Expense (Benefit)
Investment securities available-for sale:		
Change in net unrealized gains during period	\$ 61.8	\$ 15.1
Reclassification adjustment for net gains included in net income	(0.3)	(0.1)
Change in net unrealized loss on derivatives	0.2	-
Defined benefits post-retirement benefit plan:		
Change in net actuarial gains	(0.5)	(0.1)
Total other comprehensive income	\$ 61.2	\$ 15.1

The components of accumulated other comprehensive loss, net of income taxes, are as follows:

Years ended December 31,	Years ended December 31,	2022	2021	Years ended December 31,	2023
Net unrealized loss on investment securities available-for-sale	Net unrealized loss on investment securities available-for-sale	\$ (471.0)	\$ (29.0)		
Net unrealized (loss) gain on investment securities transferred to held-to-maturity	Net unrealized (loss) gain on investment securities transferred to held-to-maturity	(4.5)	15.0		
Net unrealized (loss) gain on derivatives	Net unrealized (loss) gain on derivatives	(1.6)	3.0		
Net accumulated other comprehensive loss	Net accumulated other comprehensive loss	\$ (477.1)	\$ (11.0)		
Net accumulated other comprehensive loss	Net accumulated other comprehensive loss				
Net accumulated other comprehensive loss	Net accumulated other comprehensive loss				

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

(24) CONDENSED FINANCIAL INFORMATION (PARENT COMPANY ONLY)

Following is condensed financial information of First Interstate BancSystem, Inc.

December 31,	December 31,	2022	2021	December 31,	2023
<i>Condensed balance sheets:</i>	<i>Condensed balance sheets:</i>	<i>Condensed balance sheets:</i>			
Cash and cash equivalents	Cash and cash equivalents	\$ 154.8	\$ 181.1		
Investment in bank subsidiary	Investment in bank subsidiary	2,985.8	1,948.9		
Investment in bank subsidiary					
Investment in bank subsidiary					
Advances to subsidiaries, net	Advances to subsidiaries, net	0.1	5.9		
Other assets	Other assets	240.7	63.2		
Total assets	Total assets	\$3,381.4	\$2,199.1		
Other liabilities	Other liabilities	\$ 45.6	\$ 26.8		
Other liabilities					
Other liabilities					
Long-term debt					
Long-term debt					
Long-term debt	Long-term debt	98.9	98.7		
Subordinated debentures held by subsidiary trusts	Subordinated debentures held by subsidiary trusts	163.1	87.0		
Total liabilities	Total liabilities	307.6	212.5		
Stockholders' equity	Stockholders' equity	3,073.8	1,986.6		
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$3,381.4	\$2,199.1		
Years Ended December 31,	Years Ended December 31,	2022	2021	2020	Years Ended December 31,
<i>Condensed statements of income:</i>	<i>Condensed statements of income:</i>	<i>Condensed statements of income:</i>			
Dividends from subsidiaries	Dividends from subsidiaries	\$360.0	\$160.0	\$130.0	
Other interest income	Other interest income	0.4	—	0.1	

Other income, primarily management fees from subsidiaries	Other income, primarily management fees from subsidiaries	51.7	41.3	28.7
Total income	Total income	412.1	201.3	158.8
Salaries and benefits	Salaries and benefits	40.6	36.4	31.5
Interest expense	Interest expense	12.6	8.2	6.6
Acquisition related expenses	Acquisition related expenses	62.3	11.6	—
Other operating expenses, net	Other operating expenses, net	25.0	17.6	15.6
Total expenses	Total expenses	140.5	73.8	53.7
Earnings before income tax benefit	Earnings before income tax benefit	271.6	127.5	105.1
Income tax benefit	Income tax benefit	(18.9)	(7.6)	(6.1)
Income before undistributed earnings of subsidiaries	Income before undistributed earnings of subsidiaries	290.5	135.1	111.2
Undistributed (loss) earnings of subsidiaries	Undistributed (loss) earnings of subsidiaries	(88.3)	57.0	50.0
Net income	Net income	\$202.2	\$192.1	\$161.2
Years Ended December 31,	Years Ended December 31,	2022	2021	2020
Condensed statements of cash flows:	Condensed statements of cash flows:			
Cash flows from operating activities:	Cash flows from operating activities:			
Net income	Net income	\$202.2	\$192.1	\$161.2
Adjustments to reconcile net income to cash provided by operating activities:	Adjustments to reconcile net income to cash provided by operating activities:			
Undistributed losses (earnings) of subsidiaries	Undistributed losses (earnings) of subsidiaries	88.3	(57.0)	(50.0)
Undistributed losses (earnings) of subsidiaries	Undistributed losses (earnings) of subsidiaries			
Undistributed losses (earnings) of subsidiaries	Undistributed losses (earnings) of subsidiaries			

Stock-based compensation expense	Stock-based compensation expense	9.6	8.9	7.5
Other, net				
Other, net				
Other, net	Other, net	(151.2)	(3.2)	(13.6)
Net cash provided by operating activities	Net cash provided by operating activities	148.9	140.8	105.1
Cash flows from investing activities:	Cash flows from investing activities:			
Acquisition of bank holding company, net of cash and cash equivalents received	Acquisition of bank holding company, net of cash and cash equivalents received	(0.8)	—	—
Acquisition of bank holding company, net of cash and cash equivalents received				
Acquisition of bank holding company, net of cash and cash equivalents received				
Net cash used in investing activities	Net cash used in investing activities	\$ (0.8)	\$ —	\$ —
Net cash used in investing activities				
Net cash used in investing activities				

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Years Ended December 31,	Years Ended December 31,	2022	2021	2020	Years Ended December 31,	2023	2
Cash flows from financing activities:	Cash flows from financing activities:				Cash flows from financing activities:		
Net increase in advances from subsidiaries	Net increase in advances from subsidiaries	\$206.5	\$ 23.7	\$ 16.7			
Proceeds from issuance of long-term debt		—	—	98.6			
Proceeds from issuance of common stock, net of stock issuance costs	Proceeds from issuance of common stock, net of stock issuance costs	0.1	0.4	1.1			

Proceeds from issuance of common stock, net of stock issuance costs				
Proceeds from issuance of common stock, net of stock issuance costs				
Purchase and retirement of common stock				
Purchase and retirement of common stock				
Purchase and retirement of common stock	Purchase and retirement of common stock	(198.9)	(5.4)	(116.8)
Dividends paid to common stockholders	Dividends paid to common stockholders	(182.1)	(101.6)	(128.6)
Net cash used in financing activities	Net cash used in financing activities	(174.4)	(82.9)	(129.0)
Net change in cash and cash equivalents	Net change in cash and cash equivalents	(26.3)	57.9	(23.9)
Cash and cash equivalents, beginning of year	Cash and cash equivalents, beginning of year	181.1	123.2	147.1
Cash and cash equivalents, end of year	Cash and cash equivalents, end of year	\$154.8	\$181.1	\$123.2
There was \$1,722.5 million \$1,722.5 million of noncash financing activities for the issuance of common stock related to the GWB acquisition in 2022.				
(25) FAIR VALUE MEASUREMENTS				
Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.				
The three levels of inputs that may be used to measure fair value are as follows:				
<ul style="list-style-type: none"> Level 1 - Quoted prices in active markets for identical assets or liabilities Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are corroborated by observable market data for substantially the full term of the assets or liabilities Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of assets or liabilities 				
The methodologies used by the Company in determining the fair values of each class of financial instruments are based primarily on the use of independent, market-based data that are reasonably expected in an orderly transaction between market participants at the measurement date, and therefore are classified within Level 2 of the valuation hierarchy. The changes in the valuation techniques during the periods ended December 31, 2022 December 31, 2023 and 2021, 2022 .				
The Company's policy is to recognize transfers between levels as of the end of the reporting period. Transfers in and out of Level 1, Level 2, and Level 3 are recognized on the date of the transfer. There were no significant transfers between fair value hierarchy levels during the years ended December 31, 2022 December 31, 2023 and 2021, 2022 . Further details on the methods used to determine the fair value of each class of financial instruments above are discussed below:				
Investment Debt Securities Available-for-Sale. The Company obtains fair value measurements for investment securities from an independent pricing service. The fair value measurements are based on observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment information, and the investment's terms and conditions, among other things. others. Vendors chosen by the Company are widely recognized vendors whose evaluations support the fair value of financial institutions, investment and mutual funds, and portfolio managers. If needed, a broker may be utilized to determine the reported fair value of investment securities.				
Loans Held for Sale. Fair value measurements for residential real estate mortgage loans held for sale are obtained from an independent pricing service. The fair value measurements are based on data that may include binding contracts or quotes or bids from third party investors as well as loan level pricing adjustments. Loans that are reclassified into Commercial and agricultural				

from loans held for investment are recorded at the lower of cost or fair value less costs to sell, except for certain loans which are recorded at fair value, determined individually, and derived from quotes or bids from third party investors, or based on the terms of the loans, such as interest rate, maturity date, reset term, as well as sales, quotes, or bids of

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Interest Rate Collars: The fair values of interest rate collars are obtained from an independent third party. The values are determined using the market standard methodology of expected cash receipts that would occur if variable interest rates fell below (rise above) the strike rate of the floors (caps). The variable interest rates used in the calculation of p collars are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. The change in the value of derivative assets attrib risk that offsetting investments in a hedging strategy will not experience price changes in entirely opposite directions, was not significant in the reported periods. The Company a reasonableness of the pricing semi-annually through a validation process involving additional independent third parties.

Interest Rate Swap Contracts. Fair values for derivative interest rate swap contracts and interest rate collars are obtained from an independent third party. The values are based amounts to settle the contracts considering current interest rates and are calculated using discounted cash flows that are observable, or that can be corroborated by observable used to determine fair value include the three-month LIBOR United States Dollar – SOFR forward curve to estimate variable rate cash inflows and the federal funds effective sw the discount rate. The estimated variable rate cash inflows are compared to the fixed rate outflows and such difference is discounted to a present value to estimate the fair value The change in the value of derivative assets attributable to basis risk, or the risk that offsetting investments in a hedging strategy will not experience price changes in entirely op other, was not significant in the reported periods. The Company also obtains and compares the reasonableness of the pricing from an semi-annually through a validation proces independent third party parties.

For purposes of potential valuation adjustments to our derivative positions, we evaluate both our credit risk and the credit risk of our counterparties as well as ours. counterpartie considered factors such as the likelihood of our default and the default of our counterparties, our net exposures and remaining contractual life, among other things, in determinin adjustments related to credit risk are required. The change in value of derivative assets and derivative liabilities attributable to credit risk was not significant during the reported p

Interest Rate Lock Commitments. Fair value measurements for interest rate lock commitments are obtained from an independent pricing service. The fair value measurements c that may include prices available from secondary market investors taking into consideration various characteristics of the loan, including the loan amount, interest rate, value of i value ratio, among other things. Observable data is then adjusted to reflect changes in interest rates, the Company's estimated pull-through rate, and estimated direct costs nec commitment into a closed loan net of origination and processing fees collected from the borrower.

Forward Loan Sales Contracts. The fair value measurements for forward loan sales contracts are obtained from an independent pricing service. The fair value measurements c includes sales of similar loans.

Deferred Compensation Plan Assets and Liabilities. The fair values of deferred compensation plan assets and liabilities are based primarily on the use of independent, market-b that would be reasonably expected in an orderly transaction between market participants at the measurement date. These investments are in the same funds and purchased in participants' selected investments, which represent the underlying liabilities to plan participants. Deferred compensation plan liabilities are recorded at amounts due to participar of participants' selected investments.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

Financial assets and financial liabilities measured at fair value on a recurring basis are as follows:

As of December 31, 2022	Balance	Fair Value Measurements at Reporting Date Using				
		Quoted Prices in Active Markets for		Significant Other Observable Inputs		S
		Identical Assets (Level 1)		(Level 2)		
Investment debt securities available-for-sale:						
U.S. Treasury notes	\$ 642.7	\$ —	\$ 642.7	\$		
State, county, and municipal securities	263.7	—	263.7			
Obligations of U.S. government agencies	198.9	—	198.9			
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	4,259.7	—	4,259.7			
Private mortgage-backed securities	228.0	—	228.0			
Collateralized loan obligations	1,111.6	—	1,111.6			
Corporate Securities	241.5	—	241.5			
Loans held for sale	79.9	—	79.9			
Derivative assets:						

Interest rate swap contracts	45.1	—	45.1
Forward loan sales contracts	0.1	—	0.1
Derivative liabilities:			
Interest rate collars	5.4	—	5.4
Interest rate swap contracts	154.2	—	154.2
Deferred compensation plan assets	18.7	—	18.7
Deferred compensation plan liabilities	18.7	—	18.7

		Fair Value Measurements at Reporting Date Using			Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Other Observable Inputs (Level 2)		
As of December 31, 2021	Balance	1)	(Level 2)	3)	As of December 31, 2023	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)
Investment debt securities available-for-sale:	Investment debt securities available-for-sale:				Investment debt securities available-for-sale:		
U.S. Treasury notes	U.S. Treasury notes	\$ 684.7	\$ 684.7	\$ —	U.S. Treasury notes		
State, county, and municipal securities	State, county, and municipal securities	427.5	—	427.5	State, county, and municipal securities		
Obligations of U.S. government agencies	Obligations of U.S. government agencies	346.9	—	346.9	Obligations of U.S. government agencies		
U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations	2,018.1	—	2,018.1	U.S. agency residential & commercial mortgage-backed securities & collateralized mortgage obligations		
U.S. agency commercial mortgage-backed securities	U.S. agency commercial mortgage-backed securities				U.S. agency commercial mortgage-backed securities		
U.S. agency residential mortgage-backed securities	U.S. agency residential mortgage-backed securities				U.S. agency residential mortgage-backed securities		
Collateralized mortgage obligations	Collateralized mortgage obligations				Collateralized mortgage obligations		

Private mortgage-backed securities	Private mortgage-backed securities	173.4	—	173.4	—
Collateralized loan obligations	Collateralized loan obligations	899.4	—	899.4	—
Corporate securities	Corporate securities	270.5	—	270.5	—
Loans held for sale	Loans held for sale	30.1	—	30.1	—
Loans held for sale					
Loans held for sale					
Derivative assets:	Derivative assets:				
Interest rate swap contracts	Interest rate swap contracts	26.3	—	26.3	—
Interest rate swap contracts					
Interest rate swap contracts					
Interest rate lock commitments					
Interest rate lock commitments					
Interest rate lock commitments	Interest rate lock commitments	1.8	—	1.8	—
Derivative liabilities:	Derivative liabilities:				
Derivative liabilities:					
Derivative liabilities:					
Interest rate collars					
Interest rate collars					
Interest rate collars					
Interest rate swap contracts	Interest rate swap contracts	18.2	—	18.2	—
Risk participation agreements					
Forward loan sales contracts					
Forward loan sales contracts					
Forward loan sales contracts					
Deferred compensation plan assets	Deferred compensation plan assets	21.4	—	21.4	—
Deferred compensation plan liabilities	Deferred compensation plan liabilities	21.4	—	21.4	—

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

As of December 31, 2022	Fair Value	Fair Value Measurements at Reporting Date Using			
		Quoted Prices in Active Markets for		Significant Other Observable Inputs	
		Identical Assets (Level 1)		(Level 2)	
Investment debt securities available-for-sale:					
U.S. Treasury notes	\$ 642.7	\$ —	\$ 642.7	\$ —	\$ 642.7
State, county, and municipal securities	263.7	—	263.7	—	263.7
Obligations of U.S. government agencies	198.9	—	198.9	—	198.9
U.S. agency commercial mortgage-backed securities	1,351.2	—	1,351.2	—	1,351.2
U.S. agency residential mortgage-backed securities	1,558.3	—	1,558.3	—	1,558.3
Collateralized mortgage obligations	1,350.2	—	1,350.2	—	1,350.2
Private mortgage-backed securities	228.0	—	228.0	—	228.0
Collateralized loan obligations	1,111.6	—	1,111.6	—	1,111.6
Corporate securities	241.5	—	241.5	—	241.5
Loans held for sale	12.4	—	6.9	—	6.9
Derivative assets:					
Interest rate swap contracts	45.1	—	45.1	—	45.1
Forward loan sales contracts	0.1	—	0.1	—	0.1
Derivative liabilities:					
Interest rate collars	5.4	—	5.4	—	5.4
Interest rate swap contracts	154.2	—	154.2	—	154.2
Deferred compensation plan assets	18.7	—	18.7	—	18.7
Deferred compensation plan liabilities	18.7	—	18.7	—	18.7

Additionally, from time to time, certain assets are measured at fair value on a non-recurring basis. Adjustments to fair value generally result from the application of lower-of-cost-write-downs of individual assets due to credit deterioration. The following table presents information about the Company's assets and liabilities measured at fair value on a non-

		Fair Value Measurements at Reporting Date			
		Using			
		Quoted Prices in Active Markets for Significant Identical Other Significant Assets Observable Unobservable Total (Level Inputs Inputs (Level Gains 1) (Level 2) 3) (Losses)			
As of December 31, 2022	Balance	1)	(Level 2)	3)	(Losses)
		Fair Value Measurements at Reporting Date Using			
As of December 31, 2023					
Collateral- dependent loans	Collateral- dependent loans	\$ 39.1	\$ —	\$ —	\$ 39.1
Collateral-dependent loans					
Collateral-dependent loans					
Loans held for sale					
Loans held for sale					
Loans held for sale					
Other real estate owned	Other real estate owned	12.7	—	—	12.7
Other real estate owned					

Fair Value Measurements at Reporting Date Using

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Collateral-dependent Loans. Collateral-dependent loans are reported at the fair value of the underlying collateral if repayment is expected solely from collateral. The collateral-dependent loans are reported at fair value through specific valuation allowance allocations. In addition, when it is determined that the fair value of a collateral-dependent loan is less than the recorded investment, the value of the loan is adjusted to fair value through a charge to the allowance for credit losses. Collateral values are estimated using independent appraisals and management estimates of current market conditions. As of December 31, 2023 and December 31, 2022, the Company had collateral-dependent loans with a carrying and fair value of \$52.6 million and \$39.1 million. As of December 31, 2023, the Company had collateral-dependent loans respectively.

Loans Held for Sale. Fair value measurements for non-residential mortgage loans with a carrying value held for sale are derived from valuations, appraisals, and quotes or bids from third party investors as well as loan level pricing adjustments. As of December 31, 2023, the fair value of loans held for sale was \$11.7 million. Fair value measurements consider observable data that may include binding contracts or quotes or bids from third party investors as well as loan level pricing adjustments.

OREO. The fair values of OREO are estimated using independent appraisals and management estimates of current market conditions. Upon initial recognition, write-downs based on the difference between fair value and carrying value at foreclosure are reported through charges to the allowance for credit losses. Periodically, the fair value of foreclosed assets is remeasured with any subsequent write-downs or gains in fair value recorded as expense in the period in which they are identified.

Long-lived Assets to be Disposed of by Sale. Long-lived assets to be disposed of by sale are carried at the lower of carrying value or fair value less estimated costs to sell. The fair value of long-lived assets to be disposed of by sale are based upon observable market data and management estimates of current market conditions. As of December 31, 2022, the Company had long-lived assets to be disposed of by sale with carrying values of \$5.7 million, reduced by write-downs of \$0.2 million charged to other expense, and fair values aggregating \$5.5 million. As of December 31, 2023, the Company had long-lived assets to be disposed of by sale with carrying and fair values aggregating \$1.3 million and \$1.0 million. As of December 31, 2022, the Company had long-lived assets to be disposed of by sale with no carrying values aggregating \$5.7 million, reduced by write-downs of \$0.2 million charged to other expense, and fair values aggregating \$5.5 million.

The following table presents additional quantitative information about assets measured at fair value on a non-recurring basis and for which the Company has utilized Level 3 inputs.

As of December 31, 2022	Fair Value	Valuation Technique	Unobservable Inputs	Range of Inputs
Collateral-dependent loans	\$ 39.1	Appraisal	Appraisal adjustment	0% -
Other real estate owned	12.7	Appraisal	Appraisal adjustment	15 -
Long-lived assets to be disposed of by sale	5.5	Appraisal	Appraisal adjustment	0 -
As of December 31, 2021				
Collateral-dependent loans	\$ 11.7	Appraisal	Appraisal adjustment	1% -

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

As of December 31, 2023	Fair Value	Valuation Technique	Unobservable Inputs	Range of Inputs
Collateral-dependent loans	\$ 52.6	Appraisal	Appraisal adjustment	—% -
Loans held for sale	46.9	Fair value of collateral	Discount for type of property, age of appraisal, and current status	5% -
Other real estate owned	16.5	Appraisal	Appraisal adjustment	10% -
Long-lived assets to be disposed of by sale	1.0	Appraisal	Appraisal adjustment	—% -
As of December 31, 2022				
Collateral-dependent loans	\$ 39.1	Appraisal	Appraisal adjustment	0% -
Loans held for sale	67.5	Fair value of collateral	Discount for type of property, age of appraisal, and current status	11% -
Other real estate owned	12.7	Appraisal	Appraisal adjustment	15% -
Long-lived assets to be disposed of by sale	5.5	Appraisal	Appraisal adjustment	0% -

The Company is required to disclose the fair value of financial instruments for which it is practical to estimate fair value. The methodologies for estimating the fair value of financial instruments measured at fair value on a recurring or non-recurring basis are discussed above. The methodologies for estimating the fair value of other financial instruments are discussed below. For instruments bearing a variable interest rate where no credit risk exists, it is presumed that recorded book values are reasonable estimates of fair value.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

Financial Assets. Carrying values of cash, cash equivalents, and accrued interest receivable approximate fair values due to the liquid and/or short-term nature of these instruments. Investment securities held-to-maturity are obtained from an independent pricing service, which considers observable data that may include dealer quotes, market spreads, cash yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the investment's terms and conditions, among other things. Loans and variable rate loans that reprice on an infrequent basis are estimated using an exit price by discounting future cash flows using current interest rates at which similar loans can be made to borrowers of similar credit quality using an exit price notion. Carrying values of variable rate loans that reprice frequently, and with no change in credit risk, approximate fair values.

Financial Liabilities. The fair values of demand deposits, savings accounts, securities sold under repurchase agreements, and accrued interest payable are the amounts that are reported at the reporting date. The fair values of fixed-maturity certificates of deposit are estimated using external market rates that are currently offered for deposits with that have similar remaining maturities. The fair values of derivative liabilities are obtained from an independent pricing service, which considers observable data that may include the three-month LIBOR United States Dollar - federal funds effective swap rate and cash flows, among other things. The carrying values of the interest-bearing demand notes to the United States Treasury are deemed an approximation of fair value due to the frequent repayment and repricing at market rates. The fixed and floating rate subordinated debentures, floating rate subordinated term loan, notes payable to the FHLB, fixed rate subordinated term debt, and capital lease obligation are estimated by discounting future cash flows using current rates for advances with that have similar characteristics.

Commitments to Extend Credit and Standby Letters of Credit. The fair value of commitments to extend credit and standby letters of credit, based on fees currently charged to extend credit, is not significant.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in millions, except share and per share data)

The estimated fair values of financial instruments that are reported in the Company's consolidated balance sheets, and are segregated by the level of the valuation inputs within the hierarchy, are as follows:

		Fair Value Measurements at Reporting Date Using						
		Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
As of December 31, 2022								
As of December 31, 2023				As of December 31, 2023	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Financial assets:	Financial assets:			Financial assets:				
Cash and cash equivalents	Cash and cash equivalents	\$ 870.5	\$ 870.5	\$ 870.5	\$ —	\$ —		
Investment debt securities available-for- sale	Investment debt securities available-for- sale	6,946.1	6,946.1	—	6,946.1	—		
Investment debt securities held-to- maturity	Investment debt securities held-to- maturity	3,451.8	3,052.2	—	3,052.2	—		
Accrued interest receivable	Accrued interest receivable	118.3	118.3	—	118.3	—		

Mortgage servicing rights, net	Mortgage servicing rights, net	31.1	37.4	—	37.4	—
Loans held for sale	Loans held for sale	79.9	79.9	—	79.9	—
Net loans held for investment	Net loans held for investment	17,879.1	17,552.1	—	17,513.0	39.1
Derivative assets	Derivative assets	45.2	45.2	—	45.2	—
Deferred compensation plan assets	Deferred compensation plan assets	18.7	18.7	—	18.7	—
Total financial assets	Total financial assets	\$ 29,440.7	\$ 28,720.4	\$ 870.5	\$ 27,810.8	\$ 39.1
Financial liabilities:	Financial liabilities:					
Financial liabilities:						
Financial liabilities:						
Total deposits, excluding time deposits						
Total deposits, excluding time deposits						
Total deposits, excluding time deposits	Total deposits, excluding time deposits	\$ 23,145.2	\$ 23,145.2	\$ 23,145.2	\$ —	\$ —
Time deposits	Time deposits	1,928.4	1,876.1	—	1,876.1	—
Securities sold under repurchase agreements	Securities sold under repurchase agreements	1,052.9	1,052.9	—	1,052.9	—
Other borrowed funds	Other borrowed funds	2,327.0	2,327.0	—	2,327.0	—
Accrued interest payable	Accrued interest payable	14.5	14.5	—	14.5	—
Long-term debt	Long-term debt	120.8	116.3	—	116.3	—
Subordinated debentures held by subsidiary trusts	Subordinated debentures held by subsidiary trusts	163.1	155.8	—	155.8	—
Derivative liabilities	Derivative liabilities	159.6	159.6	—	159.6	—
Deferred compensation plan liabilities	Deferred compensation plan liabilities	18.7	18.7	—	18.7	—
Total financial liabilities	Total financial liabilities	\$ 28,930.2	\$ 28,866.1	\$ 23,145.2	\$ 5,720.9	\$ —

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

		Fair Value Measurements at Reporting Date Using				
		Quoted Prices in Active Markets for Identical Assets				
		Significant Other Observable Inputs				
		Significant Unobservable Inputs (Level 3)				
As of December 31, 2021		Carrying Amount	Estimated Fair Value	Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)
Fair Value Measurements at Reporting Date Using						
As of December 31, 2022						
Financial assets:	Financial assets:					
Cash and cash equivalents	Cash and cash equivalents	\$ 2,344.8	\$ 2,344.8	\$ 2,344.8	\$ —	\$ —
Investment debt securities available-for-sale	Investment debt securities available-for-sale	4,820.5	4,820.5	684.7	4,135.8	—
Investment debt securities held-to-maturity	Investment debt securities held-to-maturity	1,687.6	1,667.5	—	1,667.5	—
Accrued interest receivable	Accrued interest receivable	47.4	47.4	—	47.4	—
Mortgage servicing rights, net	Mortgage servicing rights, net	28.2	28.2	—	28.2	—
Loans held for sale	Loans held for sale	30.1	30.1	—	30.1	—
Net loans held for investment	Net loans held for investment	9,209.4	9,254.3	—	9,242.6	11.7
Derivative assets	Derivative assets	28.1	28.1	—	28.1	—
Deferred compensation plan assets	Deferred compensation plan assets	21.4	21.4	—	21.4	—
Total financial assets	Total financial assets	\$18,217.5	\$18,242.3	\$ 3,029.5	\$ 15,201.1	\$ 11.7
Financial liabilities:	Financial liabilities:					
Financial liabilities:						
Financial liabilities:						

Total deposits, excluding time deposits	Total deposits, excluding Time deposits	\$ 15,303.1	\$ 15,303.1	\$ 15,303.1	\$ —	\$ —
Securities sold under repurchase agreements	Securities sold under repurchase agreements	966.5	963.1	—	963.1	—
Other borrowed funds	Other borrowed funds	1,051.1	1,051.1	—	1,051.1	—
Accrued interest payable	Accrued interest payable	3.7	3.7	—	3.7	—
Long-term debt	Long-term debt	112.4	120.7	—	120.7	—
Subordinated debentures held by subsidiary trusts	Subordinated debentures held by subsidiary trusts	87.0	85.5	—	85.5	—
Derivative liabilities	Derivative liabilities	18.2	18.2	—	18.2	—
Deferred compensation plan liabilities	Deferred compensation plan liabilities	21.4	21.4	—	21.4	—
Total financial liabilities	Total financial liabilities	\$ 17,563.4	\$ 17,566.8	\$ 15,303.1	\$ 2,263.7	\$ —

(26) RELATED PARTY TRANSACTIONS

Certain executive officers, directors, and greater than 5% shareholders of the Company and certain entities and individuals related to such persons had transactions with the Company in the course of business. These parties were deposit clients of the Bank and incurred indebtedness in the form of loans, as clients, of \$11.1 million and \$18.9 million at December 31, 2022 and December 31, 2021, respectively. During 2022, new loans and advances on existing loans of \$6.5 million \$5.8 million were funded, and loan repayments of \$1.2 million, and \$7.5 million of loans were removed or added due to changes in related parties during the year. All deposit and loan transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the Company and do not involve more than a normal risk of credit concentration or unfavorable features.

The Company purchased services from an entity which includes certain members Homer Scott, Jr. Revocable Trust (the "Trust") at a price of \$32.14 per share, or the closing price of the Company's common stock as reported on the Company's benefit include shareholder communication and corporate governance coordination. In 2021, the Company paid \$102 thousand, \$87 thousand, and \$85 thousand, respectively, for these services. In addition, the Company provides human resource services to members of the Trust. In 2021, 2020, and 2019, the Company received payments from the Trust of \$0.7 million during 2021 and 2020 for the reimbursement of human resource services provided. Additionally, the Company, as it agreed in connection with its acquisition of the Trust, reimbursed an aggregate of \$8.2 million is a member of the "Scott Family FIBK Shareholder Group" identified as such in the beneficial ownership table included in the Company's 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 11, 2023, which group includes three of the Company's directors, namely Messrs. James R. Scott, John M. Heynen, and all of which family control group's acquisition expenses related to group members collectively beneficially own greater than 5% of the GWB acquisition. outstanding shares of the Company. Additionally, the Company's wholly owned subsidiary, First Interstate Bank, currently serves as trustee of the Trust.

(27) RECENT AUTHORITATIVE ACCOUNTING GUIDANCE

ASU 2023-02, "Investments—Equity Method and Joint Ventures (Topic 323), Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method" In August 2023, the FASB issued ASU 2023-02, *Investments—Equity Method and Joint Ventures (Topic 323), Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method*, which requires reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. Previously, this method was only available for qualifying tax equity investments in low-income housing tax credit structures. The amendments also require reporting entities to disclose certain information in annual and interim reporting periods that enable investors to understand certain information about its investments that generate income tax credit benefits from a tax credit program. For public business entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for all entities in any interim period. If an entity adopts the amendments in an interim period, it shall adopt them as of the beginning of the fiscal year that includes the interim period. The amendments must be applied on either a modified retrospective or a retrospective basis (except for certain LIHTC investments not accounted for using the proportional amortization method). The Company is currently evaluating the impact of the standard and does not anticipate it will have a significant impact on the Company's financial position, results of operations, or liquidity.

FIRST INTERSTATE BANCSYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in millions, except share and per share data)

ASU 2023-05, "Business Combinations—Joint Venture Formations (Subtopic 805-60), Recognition and Initial Measurement" In August 2023, the FASB issued ASU 2023-05, *Business Combinations—Joint Venture Formations (Subtopic 805-60), Recognition and Initial Measurement* that requires certain joint ventures to apply a new basis of accounting upon formation by initially measuring most of their assets and liabilities at fair value. The objectives of the amendments are to provide decision-useful information to investors and other allocators of capital by reducing diversity in practice. These amendments are effective prospectively for all joint venture formations with a formation date on or after January 1, 2024. Early adoption is permitted. The Company does not anticipate the adoption of ASU 2023-05 will have a significant impact on the Company's financial position, results of operations, or liquidity.

ASU 2023-06, "Disclosure Improvements—Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative" In October 2023, the FASB issued ASU 2023-06, *Disclosure Improvements—Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative* that amends the ASC to incorporate certain disclosure requirements from SEC Release No. 33-10532 - Disclosure Update and Simplification that was issued in 2018. The effective date for each amendment will be the date on which the SEC's removal of the corresponding disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. The Company does not anticipate the adoption of ASU 2023-06 will have a significant impact on the Company's financial position, results of operations, or liquidity.

ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* that require public business entities to annually disclose (1) specific categories in their rate reconciliation; (2) additional information for reconciling items that meet a quantitative threshold; (3) the amount of income taxes paid (net of refunds received) disaggregated by federal, state, and foreign taxes; (4) the amount of income taxes paid (net of refunds received) disaggregated by jurisdictions in which the income taxes paid that meet a quantitative threshold; (5) income (or loss) from continuing operations before income tax expense (or benefit) disaggregated by federal, state, and foreign; and (6) income tax expense (or benefit) from continuing operations disaggregated by federal, state, and foreign. The ASU eliminates the requirement to disclose the nature and range of the reasonably possible change in the unrecognized tax benefits balance in the next 12 months and to disclose the cumulative amount of each type of temporary difference that is not recognized because of the exceptions to comprehensive recognition of deferred taxes related to subsidiaries and corporate joint ventures. For public business entities, the amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The amendments should be applied on a prospective basis, but retrospective application is permitted. The Company is currently evaluating the impact of the standard and does not anticipate it will have a significant impact on the Company's financial position, results of operations, or liquidity.

(28) SUBSEQUENT EVENTS

Subsequent events have been evaluated for potential recognition and disclosure through the date financial statements were filed with the Securities and Exchange Commission on January 26, 2024. On January 26, 2024, the Company declared a quarterly dividend to common shareholders of \$0.47 per share, which was paid on February 17, 2024 to shareholders of record as of February 7, 2024.

In the first quarter of 2024, the Company accessed \$1.0 billion of borrowings at a rate of 4.76% through the BTFP with a maturity of January 16, 2025, which enabled the Company to maintain its FHLB advances and support its current cash position.

No other events requiring recognition or disclosure were identified.

(a) (2) Financial statement schedules.

All other schedules to the consolidated financial statements of the Registrant are omitted since the required information is either not applicable, deemed immaterial, or is shown elsewhere in the consolidated financial statements or in notes thereto.

(a) (3) Exhibits.

Exhibit Number	Description
3.1	Third Amended and Restated Articles of Incorporation of the Company dated September 10, 2019 (incorporated herein by reference to Exhibit 3.1 to the Company 10-Q, File No. 001-34653, filed for the quarter ended September 30, 2019)
3.2	First Amendment to the Third Amended and Restated Articles Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, File No. 001-34653, filed on January 20, 2022 May 25, 2023)
3.3 3.2	Second Amendment to the Third Amended and Restated Articles of Incorporation Bylaws of the Company (incorporated herein by reference to Exhibit 3.1 B of Appendix C to the Company's Current Report definitive proxy statement on Form 8-K, Schedule 14A , File No. 001-34653, filed on February 1, 2022 April 11, 2023)
3.4	Fourth Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K, File No. 001-34653, filed for the year ended December 31, 2020)
3.5	First Amendment to the Fourth Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 10-K, File No. 001-34653, filed on February 1, 2022)
4.1	Description of the Company's securities registered under Section 12 of the Exchange Act (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, File No. 001-34653, filed on May 9, 2022)
4.2	Indenture, dated May 15, 2020, between the Company and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, File No. 001-34653, filed on May 18, 2020)
4.3	First Supplemental Indenture, dated May 15, 2020, between the Company and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, File No. 001-34653, filed on May 18, 2020)
4.4 4.4	Form of 5.25% Fixed-to-Floating Rate Subordinated Notes due 2030 (incorporated herein by reference to Exhibit A attached to of Exhibit 4.2 to the Company's Current Report on Form 8-K, File No. 001-34653, filed on May 18, 2020)
4.5 4.5	Stockholders' Agreement, dated September 15, 2021, between the Company and the individuals and entities listed therein (incorporated herein by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K, File No. 001-34653, filed on September 20, 2021)
10.1	Lease Agreement, dated September 20, 1985, as amended and with addenda, between Billings 401 LLC and the Company (incorporated herein by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K, File No. 001-34653, filed for the year ended December 31, 2017 on February 28, 2018)
10.2 [†]	Deferred Compensation Plan of the Company dated December 1, 2006 (incorporated herein by reference to Exhibit 10.9 to the Company's Amendment No. 3 to the Company's Registration Statement on Form S-1, File No. 333-164380, filed on March 23, 2010)
10.3 [†]	First Amendment to the Deferred Compensation Plan of the Company dated October 24, 2008 (incorporated herein by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1, No. 333-164380, filed on March 23, 2010)
10.4 [†]	Amendment to the Deferred Compensation Plan of the Company effective as of January 1, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 10-Q, File No. 001-34653, filed on May 7, 2021)
10.5 [†]	Amendment 2021-1 to the Deferred Compensation Plan of the Company effective as of July 1, 2021 (incorporated herein by reference to Exhibit 10.10 to the Company's Current Report on Form 10-Q, File No. 001-34653, filed on November 4, 2021)
10.6 10.6 [†]	2015 Equity and Incentive Plan of the Company, amended and restated as of January 1, 2019 (incorporated herein by reference to Exhibit 10.8 to the Company's Current Report on Form 10-Q, File No. 001-34653, filed on February 27, 2019)
10.7 10.7 [†]	Form of 2015 Equity and Incentive Plan Performance Restricted Stock Grant Agreement (incorporated herein by reference to Exhibit 99.2 to the Company's Current Report on Form 10-Q, File No. 001-34653, filed on March 21, 2022)
10.8 10.8 [†]	Form of 2015 Equity and Incentive Plan Time Vested Restricted Stock Grant Agreement (incorporated herein by reference to Exhibit 99.1 to the Company's Current Report on Form 10-Q, File No. 001-34653, filed on March 21, 2022)
10.9 10.9 [†]	2023 Equity and Incentive Plan (incorporated herein by reference to Appendix C to the Company's definitive proxy statement on Schedule 14A, File No. 001-34653, filed on May 25, 2023)
10.10 [†]	Form of 2023 Equity and Incentive Plan Restricted Stock Unit Grant Agreement (2023) (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 10-Q, File No. 001-34653, filed on May 25, 2023)

10.11 †	Form of 2023 Equity and Incentive Plan Performance Restricted Stock Unit Grant Agreement (incorporated herein by reference to Exhibit 10.3 to the Company's C File No. 001-34653, filed on May 25, 2023)
10.12 †	Form of 2023 Equity and Incentive Plan Restricted Stock Unit Grant Agreement (2024)
10.13 †	Form of 2023 Equity and Incentive Plan Restricted Stock Unit Grant Agreement with Executive Deferral Election
10.14 †	Form of 2023 Equity and Incentive Plan Performance Restricted Stock Unit Grant Agreement (Core Return on Average Equity)
10.15 †	Form of 2023 Equity and Incentive Plan Performance Restricted Stock Unit Grant Agreement (Total Shareholder Return)
10.16 †	Form of 2023 Equity and Incentive Plan Performance Restricted Stock Unit Grant Agreement (Core Return on Average Equity) with Executive Deferral Election
10.17 †	Form of 2023 Equity and Incentive Plan Performance Restricted Stock Unit Grant Agreement (Total Shareholder Return) with Executive Deferral Election
10.18 †	Company Director Compensation Summary
10.10 10.19 †	Executive Employment Agreement, dated August 19, 2021, between Kevin P. Riley , the Company and Kevin P. Riley the Bank (incorporated herein by reference to Company's Current Report on Form 8-K, File No. 001-34653, filed on August 20, 2021)
10.11 10.20 †	Executive Employment Agreement, dated December 14, 2021, between Marcy D. Mutch , the Company and Marcy D. Mutch the Bank (incorporated herein by refer Company's Annual Report on Form 10-K, File No. 001-34653, filed on February 25, 2022)
10.12 10.21 †	Executive Employment Agreement, dated December 14, 2021, between Kirk D. Jensen , the Company and Kirk D. Jensen the Bank (incorporated herein by referer Company's Annual Report on Form 10-K, File No. 001-34653, filed on February 25, 2022)
10.13 10.22 †	Executive Employment Agreement, dated February 1, 2022, between Karlyn M. Knieriem , the Company and Scott E. Erkonen (incorporated herein by reference to Company's Annual Report on Form 10-K, File No. 001-34653, filed on February 25, 2022)
10.14 †	Executive Employment Agreement, dated February 1, 2022, between the Company and Karlyn M. Knieriem Bank (incorporated herein by reference to Exhibit 10.11 Report on Form 10-K, File No. 001-34653, filed on February 25, 2022)
10.15 10.23 †	Change in Control Separation Executive Employment Agreement , dated May 30, 2022 January 23, 2023 , between the Company and Kristina Kris Robbins
10.24 †	Employment Agreement , dated August 24, 2023, between Lorrie Asker , the Company and the Bank (incorporated herein by reference to Exhibit 10.1 to the Compa Report on Form 10-Q, 8-K, File No. 001-34653, filed on August 5, 2022 August 28, 2023)
10.16 10.25 †	Change in Control Separation Employment Agreement , dated May 30, 2022 November 30, 2023 , between Lori Meyer , the Company and Gary Lorenz the Bank (inc reference to Exhibit 10.2 10.1 to the Company's Quarterly Current Report on Form 10-Q, 8-K, File No. 001-34653, filed on August 5, 2022 December 1, 2023)
10.26	Repurchase Agreement by and between the Company and Homer Scott, Jr. Revocable Trust dated December 4, 1978, as amended and restated (incorporated hereir to the Company's Current Report on Form 8-K, File No. 001-34653, filed on December 14, 2023)
14.1	Code of Ethics for Chief Executive Officer and Senior Financial Officers
21.1	Subsidiaries of the Company (incorporated herein by reference to Exhibit 14.1 21.1 to the Company's Annual Report on Form 10-K, File No. 001-34653, filed for th December 31, 2010 on February 24, 2023)
21.1	Subsidiaries of the Company
23.1	Consent of RSM US LLP Independent Registered Public Accounting Firm
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended
32 **	18 U.S.C. Section 1350 Certifications
97	Clawback Policy of the Company
101 101.INS	Interactive Data File - 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 Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - The cover page XBRL tags are embedded within the inline XBRL document (included in Exhibit 101)

† Denotes Management contract or compensatory plan or arrangement

** Furnished herewith

- (b) The exhibits filed or incorporated herein by reference are as set forth in Item 15(a)3 above.
- (c) Financial Statements Schedules
See Item 15(a)(2) above.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned authorized.

First Interstate BancSystem, Inc.

By: /s/ KEVIN P. RILEY

February 24,
2023 29, 2024

Kevin P. Riley
President and Chief Executive
Officer

Date

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities a

/s/ DAVID L. JAHNKE	February 29, 2024
David L. Jahnke, Chair of the Board	Date
/s/ STEPHEN B. BOWMAN	February 29, 2024
Stephen B. Bowman, Director	Date
/s/ JAMES P. BRANNEN	February 29, 2024
James P. Brannen, Director	Date
/s/ ALICE S. CHO	February 29, 2024
Alice S. Cho, Director	Date
/s/ FRANCES P. GRIEB	February 29, 2024
Frances P. Grieb, Director	Date
/s/ THOMAS E. HENNING	February 29, 2024
Thomas E. Henning, Director	Date
/s/ JOHN M. HEYNEMAN, JR.	February 29, 2024
John M. Heyneman, Jr., Director	Date
/s/ DENNIS L. JOHNSON	February 29, 2024
Dennis L. Johnson, Director	Date
/s/ STEPHEN M. LACY	February 29, 2024
Stephen M. Lacy, Director	Date
/s/ PATRICIA L. MOSS	February 29, 2024
Patricia L. Moss, Director	Date
/s/ JOYCE A. PHILLIPS	February 29, 2024
Joyce A. Phillips, Director	Date
/s/ DANIEL A. RYKHUS	February 29, 2024
Daniel A. Rykhus, Director	Date
/s/ JAMES R. SCOTT	February 29, 2024
James R. Scott, Director	Date
/s/ JONATHAN R. SCOTT	February 29, 2024
Jonathan R. Scott, Director	Date

/s/ KEVIN P. RILEY

Kevin P. Riley
President, Chief Executive Officer and Director
(Principal executive officer)

February 29,
2024

Date

/s/ MARCY D. MUTCH

Marcy D. Mutch
Executive Vice President and Chief Financial Officer
(Principal financial and accounting officer)

February 29,
2024

Date

DESCRIPTION OF SECURITIES REGISTERED UNDER SECTION 12 OF THE SECURITIES EXCHANGE ACT	
Description of Our Capital Stock	
<p>The following is a description of material terms and provisions of the capital stock of First Interstate BancSystem, Inc. (the "Company"). The following summary does not purport to, and qualified in its entirety by, the Certificate of Incorporation and the Bylaws, and the General Corporation Law of the State of Delaware (the "DGCL"). Copies of the Certificate have been filed and incorporated by reference as exhibits herein.</p>	
General	
<p>Our Certificate of Incorporation provides for authorized shares of common stock and preferred stock. There are no shares of preferred stock currently outstanding. Our common stock is authorized in the amount of 150,100,000 shares, each with a par value of \$0.00001 per share, of which:</p> <ul style="list-style-type: none">150,000,000 shares are designated as common stock; and100,000 shares are designated as preferred stock.	
Preferred Stock	
<p>Our Board of Directors, or Board, is authorized, without approval of the holders of common stock, to provide for the issuance of preferred stock from time-to-time in one or more series with such designations, preferences, powers, and other special rights as may be stated in the resolution or resolutions providing for such preferred stock. Our Board may cause us to incur indebtedness, voting, conversion, and other rights that could be senior or in preference to the rights of the holders of common stock.</p>	
Common Stock	
<p>The holders of our common stock are entitled to one vote per share on any matter to be voted upon by the shareholders. The holders of common stock are not entitled to cumulative voting at the election of directors, which means that the holders of a majority of the shares voted can elect all of the directors then standing for election. Directors are elected by a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the election of directors at a shareholder meeting called for the purpose.</p> <p>The holders of our common stock are entitled to share equally, on a per share basis, in any dividends or other distributions in cash, securities or other property of the Company that are payable from time-to-time from legally available funds and assets, subject to limitations under Delaware law and the preferential rights of holders of any outstanding shares of preferred stock to time in the future.</p> <p>Upon any voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of our Company, the holders of our common stock are entitled to share equally, on a pro rata basis, in the assets available for distribution, after payment to creditors and subject to any prior distribution rights granted to holders of any outstanding shares of preferred stock that may be issued in the future. Our common stock is not redeemable and is not convertible into any other shares of our capital stock. Holders of common stock do not have any preemptive rights to subscribe to or series of our capital stock, or for any obligations convertible into shares of any class or series of our capital stock, whether now or hereafter authorized.</p>	
Anti-Take Over Provision	
<p>Our Certificate of Incorporation provides that our Board may issue up to 100,000 shares of preferred stock, in one or more series, without shareholder approval and with such terms, powers, preferences, and privileges as our Board may deem appropriate. In addition, our Certificate of Incorporation provides for staggered terms for our Board and limitations on persons authorized to call a meeting of shareholders. Additionally, our Bylaws provide that any vacancy on our Board may be filled only by the affirmative vote of a majority of the remaining directors then in office and that the Board may establish advance notice requirements for shareholders to nominate candidates for election as directors at any meeting of shareholders or to present any other business at a meeting of shareholders.</p>	

The Company has elected to opt out of the statutory provisions of Section 203 of the DGCL. Our Certificate of Incorporation, however, provides that we may not (1) issue, in a transaction, voting securities representing more than 2% of the total voting power before such issuance, to any person or persons acting as a group (a "Group") as contemplated in the Securities Exchange Act of 1934, as amended, such that, following such transaction or related transactions, such person or Group would hold more than 50% of the total voting power giving effect to such issuance, or (2) consummate a Change in Control Transaction (as such term is defined in our Certificate of Incorporation) without first obtaining the affirmative vote of a special meeting of our stockholders, of the holders of the greater of: (A) a majority of the voting power of the issued and outstanding shares of our capital stock then entitled to vote in a single class, and (B) 66.67% of the voting power of the shares of our capital stock present in person or represented by proxy at the stockholder meeting called to consider such transaction thereon, voting together as a single class.

Restriction on Ownership

Banking laws generally prohibit any company that is not engaged in banking activities and activities that are permissible for a bank holding company or a financial holding company from being a bank holding company, such as the Company. "Control" is generally defined as directly or indirect ownership of 25% or more of the voting stock or other exercise of a controlling influence. It may be presumed at lesser ownership amounts. The Board of Governors of the Federal Reserve System (the "Federal Reserve") has a presumption of non-control where there is ownership of voting stock of a bank holding company and can require prior approval for ownership of as little as 5%. Upon ownership of 10% or more of a class of voting stock, the Federal Reserve has a rebuttable presumption of control requiring a demonstration that the owner will not have a controlling influence. Any existing bank holding company would need the prior approval of the Federal Reserve before acquiring 5% or more of the voting stock of the Company.

FIRST INTERSTATE BANCSYSTEM, INC. 2023 EQUITY AND INCENTIVE PLAN RESTRICTED STOCK UNIT GRANT AGREEMENT

This Restricted Stock Unit Grant Agreement ("Agreement") is made and entered into as of the date specified in Exhibit A (referred to as "Grant Date") between First Interstate BancSystem, Inc. ("Company"), and the below named Participant, an Employee of the Company.

The Company and Participant agree as follows:

1. **Precedence of Plan.** This Agreement, including all Restricted Stock Units granted under it, is subject to and will be construed in accordance with the terms and conditions of the First Interstate BancSystem, Inc. 2023 Equity and Incentive Plan, (the "Plan"), as now or hereinafter in effect. Any capitalized terms used in this Agreement without being defined and not otherwise defined herein shall have the meaning specified in the Plan. In the event of a conflict or inconsistency between the terms and conditions of this Agreement and the Plan, the terms and conditions of the Plan shall prevail.
2. **Grant of Restricted Stock Unit Award.** Participant is hereby granted a Restricted Stock Unit Award for the number of Restricted Stock Units as listed in the Notice of Award attached hereto as Exhibit A. The Restricted Stock Units relate on a one-for-one basis to shares of the Company's Common Stock (or, if determined in the discretion of the Company, to receive a cash amount equal to the Fair Market Value of one share of Common Stock). The Restricted Stock Units shall be credited to a separate account maintained for the records of the Company (the "Account"). All amounts credited to the Account shall continue for all purposes to be part of the general assets of the Company. Notwithstanding that Participant primarily lives or works in Colorado at the time Participant signs this Agreement, Participant agrees that Participant shall not be eligible for the grant of such Restricted Stock Units herein unless Participant signs and returns the Notice of Restrictive Covenants provided in connection with this Agreement. For any such Participant, this Agreement shall become effective on the latest date of the following: (a) fourteen (14) days following Participant's receipt of this Agreement and return of the executed Notice of Restrictive Covenants (provided Participant signs and returns the Notice of Restrictive Covenants) and (b) the date of Participant's execution of this Agreement.
3. **Vesting.**
 - a. **Time Vesting.** The Restricted Stock Units shall vest (meaning Participant's right to the Restricted Stock Units becomes nonforfeitable), on the corresponding vesting date ("Vesting Date") set forth in the vesting schedule included in Participant's Notice of Restricted Stock Unit Award attached hereto as Exhibit A, provided that with respect to the Vesting Date, Participant's Continuous Service has not terminated. The period during which a Restricted Stock Unit is unvested is the "Restricted Period".
 - b. **Death or Disability of Participant.** Notwithstanding the vesting schedule included in Participant's Notice of Restricted Stock Unit Award, if Participant's Continuous Service terminates by reason of death or Disability, provided such termination of Participant's Continuous Service constitutes a "separation from service" as defined under Section 409A ("Separation from Service"), all Restricted Stock Units granted pursuant to this Agreement shall become one hundred percent vested and the Restricted Period shall lapse as of the date of such termination to Participant's death or Disability.
 - c. **Retirement Age.** Notwithstanding the vesting schedule included in Participant's Notice of Restricted Stock Unit Award, if Participant has not had a Separation from Service by the date on which Participant becomes Retirement-Eligible, all the Restricted Stock Units granted pursuant to this Agreement shall become one hundred percent vested and the Restricted Period shall lapse as of the date Participant becomes Retirement-Eligible. For purposes of this Agreement, "Retirement-Eligible" means the date on which Participant reaches the age of 65. In the event Participant becomes Retirement-Eligible and the Restricted Period lapses, the settlement of the Restricted Stock Units will be governed by the terms of the Agreement.

- d. Separation from Service in Connection with Change in Control. In the event of a Participant's Separation from Service as a result of either the Participant's termination without Cause or (ii) by Participant for Good Reason during the 24-month period following the closing date of a Change in Control ("Involuntary Termination"), to the extent 100% of the Restricted Stock Units will become 100% vested and the Restricted Period will lapse as of the date of such Separation from Service.

4. Forfeiture.

- a. Forfeiture. Except as provided in paragraphs 3.b., 3.c., and 3.d. above, in the event that Participant has a Separation from Service during the Restricted Period, all Restricted Stock Units that are not vested as of the date of such Separation from Service will be forfeited to the Company as of the date of Participant's Separation from Service and Participant shall have no right, title or interest in such Restricted Stock Units with respect to such unvested Restricted Stock Units. Notwithstanding the foregoing, in the event that Participant's Separation from Service is as a result of termination without Cause at any time, Participant will forfeit all Restricted Stock Units granted under this Agreement, regardless if vested or unvested as of the date of such Separation from Service.
- b. Clawback. Pursuant to Section 15.2 of the Plan, every Award issued pursuant to the Plan is subject to potential forfeiture or "clawback" to the fullest extent called for by applicable state law or any policy of the Company, including the First Interstate BancSystem, Inc. Clawback Policy. By accepting this Restricted Stock Unit Award, Participant agrees to comply with, the terms of any such forfeiture or "clawback" provision imposed by applicable federal or state law or prescribed by any policy of the Company.

5. Restrictions. Subject to any exceptions set forth in this Agreement or the Plan, during the Restricted Period and until such time as the Restricted Stock Units are settled or distributed pursuant to Section 7, the Restricted Stock Units and the rights relating thereto may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by Participant. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Restricted Stock Units or the rights relating thereto shall be wholly ineffective and, if any Restricted Stock Units will be forfeited by Participant and all of Participant's rights to such Restricted Stock Units shall immediately terminate without any payment or consideration.

6. Rights as a Shareholder.

- a. Voting and Other Rights. Except as set forth in Section 6(b) below with respect to certain Dividend Equivalent rights, Participant shall have no rights of a shareholder or owner of any shares of Common Stock issuable in settlement of this Restricted Stock Unit Award, except with respect to shares of Common Stock that may be issued in settlement of any Restricted Stock Units.
- b. Dividend Equivalent Rights. If, prior to the applicable Distribution Date (as defined below) of the applicable Restricted Stock Units settled on such Distribution Date, the Company has declared a cash or stock dividend on the shares of Common Stock, then, on the payment date of the dividend, Participant's Account shall be credited with Dividend Equivalent Rights equal to the dividends that would have been paid to Participant if one share of Common Stock had been issued on the Grant Date for each Restricted Stock Unit granted to Participant under this Agreement. Dividend Equivalents shall be subject to the same vesting terms and Restricted Period as the Restricted Stock Units to which they are attributable and shall be distributed on the Distribution Date that the Restricted Stock Units to which they are attributable are settled or paid in accordance with Section 7 hereof. Dividend Equivalents credited to Participant's Account shall be distributed in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of the Dividend Equivalent Rights.

7. Settlement of Restricted Stock Units. Subject to Section 9, in the event that one or more Restricted Stock Unit vests and the Restricted Period applicable to such Restricted Stock Unit has expired, the Company will issue (A) a number of shares of Common Stock (or, in the Committee's discretion, a lump sum cash payment equal to the Fair Market Value of such shares) to Participant in settlement and payment of the applicable portion of the Restricted Stock Unit Award equal to the number of then-vested Restricted Stock Units and (B) a lump sum cash payment equal to the Dividend Equivalents credited with respect to such vested Restricted Stock Units or, at the discretion of the Committee, shares of Common Stock having a Fair Market Value equal to the amount of the Dividend Equivalents, on the earliest of:

(a) the 30-day period following the Time-Based Vesting Date on which the applicable portion of the Restricted Stock Units vests under Section 3.a. (or would have vested under Section 3.a. had an earlier vesting event under Section 3.c. not applied); or

(b) the 30-day period following the date of Participant's Separation from Service (i) as a result of Participant's death, (ii) following Participant's Disability, (iii) following Participant's Retirement-Eligible, or (iv) as a result of a Participant's Involuntary Termination during the 24-month period following the closing date of a Change in Control.

Upon such date, the applicable "Distribution Date," Participant shall have no further rights with respect to any Restricted Stock Units that are settled under this Section 7. The applicable Distribution Date shall be the date of the applicable Distribution Date under Section 3 as of the applicable Distribution Date.

8. Stock Register. On the applicable Distribution Date, to the extent payment is made in shares of Common Stock, the Company will deliver to Participant (or in the case of Participant's death, to Participant's beneficiary) the shares of Common Stock (rounded down to the nearest full share) by entering such shares in book-entry form.

9. Withholding. Participant shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to Participant pursuant to this Agreement, the amount of any required withholding taxes in respect of the Restricted Stock Units and to take all such other action as the Committee deems necessary to satisfy all obligations of the Company with respect to withholding taxes.

such withholding taxes. The Committee may permit Participant to satisfy any federal, state, local, FICA or similar tax withholding obligation by any of the following means: (i) tendering a cash payment, including through withholding from other compensation payable by the Company to Participant or (ii) authorizing the Company to Stock from the shares of Common Stock otherwise issuable or deliverable to Participant on a Distribution Date; provided, however, that no shares of Common Stock exceeding the maximum amount of tax required to be withheld by law. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance related withholding ("Tax-Related Items"), the ultimate liability for all Tax-Related Items is and remains Participant's responsibility and the Company (a) makes no representation regarding the treatment of any Tax-Related Items in connection with the grant, vesting, settlement or payment of the Restricted Stock Units or the subsequent sale of such units and (b) commit to structure the Restricted Stock Units to reduce or eliminate Participant's liability for Tax-Related Items.

10. **Non-Solicitation.** Participant hereby covenants and agrees that, during the Period of Restriction, Participant shall not, without the written consent of the Company, either (i) offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively "FIB"), to terminate or interrupt such officer's or employee's Continuous Service with FIB or become affiliated with, or provide services for compensation in any capacity whatsoever to, any business whatsoever that competes with FIB within the Restricted Area, solicit business from any customer of FIB, divert or attempt to divert any business from FIB, or induce, attempt to induce, or assist others in inducing or attempting to induce any customer or supplier of FIB or any other person or entity associated or doing business with FIB (or proposing to become associated or to do business with FIB) to terminate or interrupt such person's or entity's relationship with FIB (or to refrain from becoming associated with or doing business with FIB) or in any other manner to interfere with the relationship between FIB and such person or entity. Notwithstanding the foregoing, the provisions of Section 10 shall only apply to such customers, agents, suppliers, and other persons with whom Participant obtained knowledge or had access to information during Participant's employment with FIB.

Participant agrees that the covenants herein are (a) reasonable and necessary for the protection of the Company's legitimate interests, including, but not limited to, its confidential business information, and goodwill, (b) not against the public interest, and (c) do not place an unreasonable burden on Participant's ability to earn a living.

a. **Definitions.** For purposes of the non-solicitation covenants above in Section 10, the following terms shall have the following definitions:

- (1) "Period of Restriction" means a period of twelve (12) months following the termination of Participant's Continuous Service with FIB for any reason, unless a court determines that the period is unenforceable under applicable law because it is too long in which case the applicable period shall be the longest of the following periods that a court determines is reasonable under the circumstances: nine (9) months after the termination of Participant's Continuous Service with FIB for any reason or six (6) months after the termination of Participant's Continuous Service with FIB for any reason.
- (2) "Restricted Area" means within fifty (50) miles of the locations in which FIB has business operations, headquarters or offices or has filed an application for regulatory approval to establish an office, unless a court of competent jurisdiction determines that the geographic territory is unenforceable under applicable law because it is too large in which case the applicable territory will be the broadest of the following territories that the court determines is reasonable under the circumstances: within twenty-five (25) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office, within ten (10) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office, or within five (5) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office.

b. **Limited Application of Sections 10 in Certain States.** FIB acknowledges and agrees that, in certain states the covenants contained in Section 10 may have limited application. FIB acknowledges that this Agreement to comply fully with state and local laws and, as such, acknowledges that Section 10 is limited in the following states; and, to the extent that there are any conflicts between the covenants in this Agreement and applicable state or local laws, the covenants in this Agreement shall be read and applied in full compliance with applicable state laws. Further, to the extent any state not listed limits the enforceability of the covenants in this Agreement, such limitation is incorporated by reference.

- (1) **Idaho.** If Participant's primary work location is in Idaho as of the date upon which Participant executes this Agreement, or upon the cessation of employment, the covenants in Section 10 shall not apply unless Participant is a "key employee" under Idaho Code § 44-2701.
- (2) **Nebraska.** If Participant's primary work location is in Nebraska as on the date upon which Participant executes this Agreement, or upon the cessation of employment, the covenants in Section 10 shall only apply to customers, agents, suppliers, and other persons with whom Participant had personal contact and did business with during the last two years of employment with FIB.
- (3) **North Dakota.** If Participant's primary work location is in North Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment, the covenants in Section 10(i) of this Agreement shall be replaced in its entirety with the following language: "(i) solicit, offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of First Interstate BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively 'FIB'), that Participant had contact or about whom Participant obtained knowledge or had access to information during the last two years of employment with FIB, to terminate or interrupt such officer's or employee's Continuous Service with FIB and accept employment or become affiliated with, or provide services for compensation in any capacity similar to those performed for FIB in the person's last two years of employment, any business whatsoever that competes with FIB within the Restricted Area, solicit business from any customer of FIB, divert or attempt to divert any business from FIB, or induce, attempt to induce, or assist others in inducing or attempting to induce any customer or supplier of FIB or any other person or entity associated or doing business with FIB (or proposing to become associated or to do business with FIB) to terminate or interrupt such person's or entity's relationship with FIB (or to refrain from becoming associated with or doing business with FIB) or in any other manner to interfere with the relationship between FIB and such person or entity."
- (4) **South Dakota.** If Participant's primary work location is in South Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment, the covenants in Section 10(ii) of this Agreement shall be replaced in its entirety with the following language: "(ii) within the Restricted Area, solicit existing customers of FIB."

11. **General Provisions.**

a. **Tax Advisor Consultation.** Participant represents and warrants that Participant has reviewed with Participant's own tax advisors the federal, state, local and foreign tax consequences of the transactions contemplated by this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or its advisors.

understands that Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.

- b. **Data Privacy.** In order to administer the Plan, the Company may process personal data about Participant. Such data includes, but is not limited to, the information and any changes thereto, other appropriate personal and financial data about Participant such as home address and business addresses and other contact information, and any other information that might be deemed appropriate by the Company to facilitate the administration of the Plan. By accepting this grant, Participant gives explicit consent to the Company to process any such personal data.
- c. **Consent to Electronic Delivery.** The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting this grant, Participant consents that the Company may deliver or cause to be delivered the Plan prospectus and the Company's annual report to Participant in an electronic format. The Company's annual report is located electronically within the Participant's Fidelity account at <https://nb.fidelity.com> and the Company's annual report is located electronically at www.fibk.com. If at any time Participant wishes to receive paper copies of these documents, as Participant is entitled to, please contact Fidelity Stock Plan Services at (800) 544-9354 to request paper copies of the documents.
- d. **Fractions.** To the extent that the Company is obligated to issue a fractional number of Restricted Stock Units, such number will be rounded down to the nearest whole number.
- e. **Receipt of Plan.** By entering into this Agreement, Participant acknowledges (i) that they have received and read a copy of the Plan and (ii) that this Agreement is being construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
- f. **Not an Employment or Service Contract.** This Agreement is not an employment or service contract and nothing in this Agreement may be deemed to create an employment or service contract or any obligation on the part of Participant to remain in the service of the Company or an Affiliate or of the Company or an Affiliate to continue Participant in the service of the Company or an Affiliate.
- g. **Further Action.** The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this Agreement.
- h. **Interpretation.** The interpretations and constructions of any provision of and determinations of any question arising under the Plan or this Agreement will be made by the Committee. The Committee's interpretations, constructions and determinations will be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire agreement of the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity of any provision hereof will in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which will be deemed to be the same instrument, and it is sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement are for purposes only and do not affect the meaning or interpretation of this Agreement in any way.
- i. **Governing Law; Venue.** This Agreement and the rights and obligations of the parties hereto will be governed by and construed in accordance with the laws of the State of New York. The parties agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement must be brought in the state or federal court local to the Company and the parties irrevocably submit to the exclusive jurisdiction of that court for any action, suit or proceeding, and hereby waive any right to contest such jurisdiction on any grounds.
- j. **Successors.** This Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement, this Agreement shall be binding upon Participant and Participant's heirs, executors, administrators, successors and assigns.
- k. **Further Documents.** Upon request of the Company, Participant shall execute any further documents or instruments which the Company deems necessary or reasonable to carry out the purposes or intent of this Agreement.
- l. **Adjustment for Stock Split.** All references to the number of Restricted Stock Units and shares of Common Stock in this Agreement shall be adjusted to reflect any other change in the shares of Common Stock which may be made after the date of this Agreement.
- m. **Compliance with Law.** The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and Participant with all applicable state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of legal counsel.
- n. **Amendment.** The Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock Units, prospectively or retroactively; provided, that such amendment, alteration, suspension, discontinuance or cancellation does not adversely affect Participant's material rights under this Agreement without Participant's consent.
- o. **Section 409A.** This Agreement is intended to comply with Section 409A or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements of Section 409A for avoiding additional taxes or penalties under Section 409A. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by Participant on account of non-compliance with Section 409A. Notwithstanding anything in this Agreement to the contrary, this Agreement may be amended, as reasonably requested, to comply with Section 409A and all related rules and regulations in order to preserve the payments and benefits provided hereunder. For purposes of any provision of this Agreement providing for the payment of any amounts or benefits that constitute compensation upon or following a termination of Continuous Service unless such termination is also a "separation from service" within the meaning of Section 409A, such provision of this Agreement, references to a "termination of Continuous Service," "termination of employment," or like terms shall mean "separation from service" to the contrary in the Agreement, if Participant is deemed a "specified employee" within the meaning of Section 409A, as determined by the Committee, at a time when Participant is eligible for settlement or payment of the Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent any acceleration of such settlement or payment, such settlement or payment will be delayed until the earlier of: (a) the date of the termination of Continuous Service; or (b) the date of the termination of employment.

business day following the date that is six months following Participant's Separation from Service and (b) Participant's death.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement effective as of the Grant Date as stated in Exhibit

FIRST INTERSTATE BANCSYSTEM, INC.

By:

Kevin Riley

Title:

President and CEO

Address:

401 North 31st
Billings, MT 59116

Signed Electronically

Participant Signature

EXHIBIT A

NOTICE OF RESTRICTED STOCK UNIT AWARD OF FIRST INTERSTATE BANCSYSTEM, INC.

Participant Name	Participant Name								
Participant ID	Employee ID								
Plan Name	First Interstate BancSystem, Inc. 2023 Equity & Incentive Plan								
Number of Restricted Stock Units Awarded	Number of RSUs Granted								
Grant Date	Grant Date								
Vesting schedule	<table><tr><th>Date*</th><th>Quantity</th></tr><tr><td>Vest Date 1</td><td>@vestquantity_1</td></tr><tr><td>Vest Date 2</td><td>@vestquantity_2</td></tr><tr><td>Vest Date 3</td><td>@vestquantity_3</td></tr></table>	Date*	Quantity	Vest Date 1	@vestquantity_1	Vest Date 2	@vestquantity_2	Vest Date 3	@vestquantity_3
Date*	Quantity								
Vest Date 1	@vestquantity_1								
Vest Date 2	@vestquantity_2								
Vest Date 3	@vestquantity_3								

*The lapse of the Restricted Period and the vesting of any Restricted Stock Units granted under this Restricted Stock Unit Award require that Participant has remained in Continuous Service from the Grant Date through the applicable vesting date unless otherwise specified in section 3.b., 3.c., or 3.d.

**FIRST INTERSTATE BANCSYSTEM, INC. 2023 EQUITY AND INCENTIVE PLAN
RESTRICTED STOCK UNIT GRANT AGREEMENT**

This Restricted Stock Unit Grant Agreement ("Agreement") is made and entered into as of the date specified in Exhibit A (referred to as "Grant Date") between First Interstate "Company"), and the below named Participant, an Employee of the Company.

The Company and Participant agree as follows:

1. Precedence of Plan. This Agreement, including all Restricted Stock Units granted under it, is subject to and will be construed in accordance with the terms and conditions of the First Interstate BancSystem, Inc. 2023 Equity and Incentive Plan, (the "Plan"), as now or hereinafter in effect. Any capitalized terms used in this Agreement without being defined and not otherwise defined herein shall have the meaning specified in the Plan. In the event of a conflict or inconsistency between the terms and conditions of this Agreement and the Plan, the terms and conditions of the Plan shall prevail.
2. Grant of Restricted Stock Unit Award. Participant is hereby granted a Restricted Stock Unit Award for the number of Restricted Stock Units as listed in the Notice of Restricted Stock Unit Award attached hereto as Exhibit A. The Restricted Stock Units relate on a one-for-one basis to shares of the Company's Common Stock (or, if determined in the discretion of the Company, to receive a cash amount equal to the Fair Market Value of one share of Common Stock). The Restricted Stock Units shall be credited to a separate account maintained for the records of the Company (the "Account"). All amounts credited to the Account shall continue for all purposes to be part of the general assets of the Company. Notwithstanding that Participant primarily lives or works in Colorado at the time Participant signs this Agreement, Participant agrees that Participant shall not be eligible for the grant of such Restricted Stock Units herein unless Participant signs and returns the Notice of Restrictive Covenants provided in connection with this Agreement. For any such Participant, this Agreement shall be effective as of the latest date of the following: (a) fourteen (14) days following Participant's receipt of this Agreement and return of the executed Notice of Restrictive Covenants provided in connection with this Agreement and (b) the date of Participant's execution of this Agreement.
3. Vesting.
 - a. Time Vesting. The Restricted Stock Units shall vest (meaning Participant's right to the Restricted Stock Units becomes nonforfeitable), on the corresponding vesting date ("Vesting Date") set forth in the vesting schedule included in Participant's Notice of Restricted Stock Unit Award attached hereto as Exhibit A, provided that with respect to each Restricted Stock Unit, Participant's Continuous Service has not terminated. The period during which a Restricted Stock Unit is unvested is the "Restricted Period."
 - b. Death or Disability of Participant. Notwithstanding the vesting schedule included in Participant's Notice of Restricted Stock Unit Award, if Participant's Continuous Service terminates by reason of death or Disability, provided such termination of Participant's Continuous Service constitutes a "separation from service" as defined under Section 409A ("Separation from Service"), all Restricted Stock Units granted pursuant to this Agreement shall become one hundred percent vested and the Restricted Period shall lapse as of the date of such termination.
 - c. Retirement Age. Notwithstanding the vesting schedule included in Participant's Notice of Restricted Stock Unit Award, if Participant has not had a Separation from Service by the date on which Participant becomes Retirement-Eligible, all the Restricted Stock Units granted pursuant to this Agreement shall become one hundred percent vested and the Restricted Period shall lapse as of the date Participant becomes Retirement-Eligible. For purposes of this Agreement, "Retirement-Eligible" means the date on which Participant reaches the age of 65. In the event Participant becomes Retirement-Eligible and the Restricted Period lapses, the settlement of the Restricted Stock Units will be governed by the terms of this Agreement.
 - d. Separation from Service in Connection with Change in Control. In the event of a Participant's Separation from Service as a result of either the Participant's termination without Cause or (ii) by Participant for Good Reason during the 24-month period following the closing date of a Change in Control ("Involuntary Termination"), to the extent that Restricted Stock Units are not 100% vested as of the date of such Separation from Service, 100% of the Restricted Stock Units will become 100% vested and the Restricted Period will lapse as of the date of such Separation from Service.
4. Forfeiture.
 - a. Forfeiture. Except as provided in paragraphs 3.b., 3.c., and 3.d. above, in the event that Participant has a Separation from Service during the Restricted Period, all Restricted Stock Units that are not vested as of the date of such Separation from Service will be forfeited to the Company as of the date of Participant's Separation from Service and Participant shall not be eligible to receive any Restricted Stock Units with respect to such unvested Restricted Stock Units. Notwithstanding the foregoing, in the event that Participant's Separation from Service is as a result of termination without Cause at any time, Participant will forfeit all Restricted Stock Units granted under this Agreement, regardless if vested or unvested as of the date of such Separation from Service.
 - b. Clawback. Pursuant to Section 15.2 of the Plan, every Award issued pursuant to the Plan is subject to potential forfeiture or "clawback" to the fullest extent called for by applicable state law or any policy of the Company, including the First Interstate BancSystem, Inc. Clawback Policy. By accepting this Restricted Stock Unit Award, Participant agrees to comply with, the terms of any such forfeiture or "clawback" provision imposed by applicable federal or state law or prescribed by any policy of the Company.
5. Restrictions. Subject to any exceptions set forth in this Agreement or the Plan, during the Restricted Period and until such time as the Restricted Stock Units are settled or cashed out pursuant to Section 7 or any deferral election made in accordance with Section 11 hereto, the Restricted Stock Units and the rights relating thereto may not be assigned, alienated, or otherwise disposed of.

otherwise transferred or encumbered by Participant. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Restricted Stock Units shall be wholly ineffective and, if any such attempt is made, the Restricted Stock Units will be forfeited by Participant and all of Participant's rights to such Restricted Stock Units will terminate without any payment or consideration by the Company.

6. Rights as a Shareholder.

- a. Voting and Other Rights. Except as set forth in Section 6(b) below with respect to certain Dividend Equivalent rights, Participant shall have no rights of a shareholder as an owner of any shares of Common Stock issuable in settlement of this Restricted Stock Unit Award, except with respect to shares of Common Stock that have not been used in settlement of any Restricted Stock Units.
- b. Dividend Equivalent Rights. If, prior to the applicable Distribution Date (as defined below) of the applicable Restricted Stock Units settled on such Distribution Date, the Restricted Stock Unit as to which a further deferral election has been made under Section 11 below, also during the period prior to the date the applicable Restricted Stock Unit is settled (or, if no such deferral election is made, under the terms of such deferral election), the Company declares a cash or stock dividend on the shares of Common Stock, then, on the payment date of the dividend, Participant shall be credited with Dividend Equivalents in an amount equal to the dividends that would have been paid to Participant if one share of Common Stock had been issued for each Restricted Stock Unit granted to Participant as set forth in this Agreement. Dividend Equivalents shall be subject to the same vesting terms and Restricted Stock Units to which they are attributable and shall be paid on the same Distribution Date, subject to any deferral election made pursuant to Section 11 below, that the Restricted Stock Units to which they are attributable are settled or paid in accordance with Section 7 hereof (subject to any deferral election made pursuant to Section 11 below). Dividend Equivalents shall be distributed in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of the Dividend.

7. Settlement of Restricted Stock Units. Subject to Section 9 and subject to any deferral election made pursuant to Section 11 below, in the event that one or more Restricted Stock Units are not settled during the Restricted Period applicable to such Restricted Stock Unit lapses, the Company will issue (A) a number of shares of Common Stock (or, in the Committee's discretion, a cash payment equal to the Fair Market Value of such shares of Common Stock) to Participant in settlement and payment of the applicable portion of the Restricted Stock Unit Award, including unvested Restricted Stock Units and (B) a lump sum of cash equal to any Dividend Equivalents credited with respect to such vested Restricted Stock Units or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to such Dividend Equivalents, on the earliest of:

- a. the 30-day period following the Time-Based Vesting Date on which the applicable portion of the Restricted Stock Units vests under Section 3.a. (or would have vested had Section 3.a. had an earlier vesting event under Section 3.c. not applied); or
- b. the 30-day period following the date of Participant's Separation from Service (i) as a result of Participant's death, (ii) following Participant's Disability, (iii) following Participant's Retirement-Eligible, or (iv) as a result of a Participant's Involuntary Termination during the 24-month period following the closing date of a Change in Control.

Upon such date (but subject to any deferral election made pursuant to Section 11), the applicable "Distribution Date," Participant shall have no further rights with respect to the Restricted Stock Units that are settled under this Section 7 or that terminate pursuant to Section 4 as of the applicable Distribution Date.

8. Stock Register. Subject to any deferral election made pursuant to Section 11 below, on the applicable Distribution Date, to the extent payment is made in shares of Common Stock, the Company shall deliver to Participant (or in the case of Participant's death, to Participant's beneficiary) the shares of Common Stock (rounded down to the nearest full share) by entering the same in the Company's stock transfer records.
9. Withholding. Participant shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to Participant pursuant to this Agreement the amount of any required withholding taxes in respect of the Restricted Stock Units and to take all such other action as the Committee deems necessary to satisfy all of Participant's obligations with respect to such withholding taxes. The Committee may permit Participant to satisfy any federal, state, local, FICA or similar tax withholding obligation by any of the following means, which may include: (i) tendering a cash payment, including through withholding from other compensation payable by the Company to Participant or (ii) authorizing the Company to withhold from the shares of Common Stock otherwise issuable or deliverable to Participant on a Distribution Date or such later date pursuant to a deferral election made pursuant to Section 11 below, provided, however, that no shares of Common Stock shall be withheld with a value exceeding the maximum amount of tax required to be withheld by law. Notwithstanding the foregoing, Participant's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant, vesting, or payment of the Restricted Stock Units or the subsequent sale of any shares; and (b) does not commit to structure the Restricted Stock Units to reduce or eliminate the Company's tax liability with respect to Tax-Related Items.
10. Non-Solicitation. Participant hereby covenants and agrees that, during the Period of Restriction, Participant shall not, without the written consent of the Company, either directly or indirectly offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively "FIB"), to terminate or interrupt such officer's or employee's Continuous Service with FIB or become affiliated with, or provide services for compensation in any capacity whatsoever to, any business whatsoever that competes with FIB within the Restricted Area, solicit business from any customer of FIB, divert or attempt to divert any business from FIB, or induce, attempt to induce, or assist others in inducing or attempting to induce any customer or supplier of FIB or any other person or entity associated or doing business with FIB (or proposing to become associated or to do business with FIB) to terminate or interrupt its relationship with FIB (or to refrain from becoming associated with or doing business with FIB) or in any other manner to interfere with the relationship between FIB and any such person or entity. Notwithstanding the foregoing, the provisions of Section 10 shall only apply to such customers, agents, suppliers, and other persons with whom Participant obtained knowledge or had access to information during Participant's employment with FIB.

Participant agrees that the covenants herein are (a) reasonable and necessary for the protection of the Company's legitimate interests, including, but not limited to, its business information, and goodwill, (b) not against the public interest, and (c) do not place an unreasonable burden on Participant's ability to earn a living.

a. **Definitions.** For purposes of the non-solicitation covenants above in Section 10, the following terms shall have the following definitions:

- (1) "Period of Restriction" means a period of twelve (12) months following the termination of Participant's Continuous Service with FIB for any reason, unless a court determines that the period is unenforceable under applicable law because it is too long in which case the applicable period shall be the longest of the following periods that a court determines is reasonable under the circumstances: nine (9) months after the termination of Participant's Continuous Service with FIB for any reason or six (6) months after the termination of Participant's Continuous Service with FIB for any reason.
- (2) "Restricted Area" means within fifty (50) miles of the locations in which FIB has business operations, headquarters or offices or has filed an application for regulatory approval to establish an office, unless a court of competent jurisdiction determines that the geographic territory is unenforceable under applicable law because it is too large in which case the applicable territory will be the broadest of the following territories that the court determines is reasonable under the circumstances: within twenty-five (25) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office, within ten (10) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office or within five (5) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office.

b. **Limited Application of Sections 10 in Certain States.** FIB acknowledges and agrees that, in certain states the covenants contained in Section 10 may have limited application in such states. This Agreement shall not apply in such states to the extent that there are applicable laws that preempt or limit the enforceability of such covenants. FIB acknowledges that Section 10 is limited in the following states; and, to the extent that there are applicable laws that preempt or limit the enforceability of such covenants, FIB intends for Section 10 to be read and applied in full compliance with applicable state laws. Further, to the extent any state not listed limits the enforceability of such covenants, such limitation is incorporated by reference.

- (1) **Idaho.** If Participant's primary work location is in Idaho as of the date upon which Participant executes this Agreement, or upon the cessation of employment, this Agreement shall not apply unless Participant is a "key employee" under Idaho Code § 44-2701.
- (2) **Nebraska.** If Participant's primary work location is in Nebraska as on the date upon which Participant executes this Agreement, or upon the cessation of employment, this Agreement shall only apply to customers, agents, suppliers, and other persons with whom Participant had personal contact and did business with during the last two years of employment with FIB.
- (3) **North Dakota.** If Participant's primary work location is in North Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment, Section 10(i) of this Agreement shall be replaced in its entirety with the following language: "(i) solicit, offer employment to, or take any other action intended (or that a reasonable person would expect) to have the effect of causing any officer or employee of First Interstate BancSystem, Inc. or any of its direct or indirect subsidiaries (collectively "FIB"), that Participant had contact or about whom Participant obtained knowledge or had access to information during the last two years of Participant's Continuous Service with FIB, to terminate or interrupt such officer's or employee's Continuous Service with FIB and accept employment or become affiliated with, or provide services similar to those performed for FIB in the person's last two years of employment, any business whatsoever that competes with FIB within the Restricted Area."
- (4) **South Dakota.** If Participant's primary work location is in South Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment, Section 10(ii) of this Agreement shall be replaced in its entirety with the following language: "(ii) within the Restricted Area, solicit existing customers of FIB."

11. **Deferral Election.** Subject to any conditions deemed appropriate from time to time by the Committee (including suspension of the right to elect deferrals), Participant may elect to defer the vesting of Restricted Stock Units set forth in Section 7 above provided by the Company and incorporated by reference to this Agreement as Appendix 1.

12. **General Provisions.**

- a. **Tax Advisor Consultation.** Participant represents and warrants that Participant has reviewed with Participant's own tax advisors the federal, state, local and foreign tax consequences of the transactions contemplated by this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or its advisors. Participant understands that Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.
- b. **Data Privacy.** In order to administer the Plan, the Company may process personal data about Participant. Such data includes, but is not limited to, the information about Participant and any changes thereto, other appropriate personal and financial data about Participant such as home address and business addresses and other contact information. Participant understands that the Company may process any such personal data. By accepting this grant, Participant gives explicit consent to the Company to process any such personal data.
- c. **Consent to Electronic Delivery.** The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting this grant, Participant consents to the Company delivering or causing to be delivered the Plan prospectus and the Company's annual report to Participant in an electronic format. The Company's annual report is located electronically within the Participant's Fidelity account at <https://nb.fidelity.com> and the Company's annual report is located electronically at www.fibk.com. If at any time Participant wishes to receive paper copies of these documents, as Participant is entitled to, please contact Fidelity Stock Plan Services at (800) 544-9354 to request paper copies of the documents.
- d. **Fractions.** To the extent that the Company is obligated to issue a fractional number of Restricted Stock Units, such number will be rounded down to the nearest whole number.

- e. *Receipt of Plan.* By entering into this Agreement, Participant acknowledges (i) that they have received and read a copy of the Plan and (ii) that this Agreement is construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
- f. *Not an Employment or Service Contract.* This Agreement is not an employment or service contract and nothing in this Agreement may be deemed to create an obligation on the part of Participant to remain in the service of the Company or an Affiliate or of the Company or an Affiliate to continue Participant in the service of the Company or an Affiliate.
- g. *Further Action.* The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this Agreement.
- h. *Interpretation.* The interpretations and constructions of any provision of and determinations of any question arising under the Plan or this Agreement will be made by the Committee. All interpretations, constructions and determinations will be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire agreement of the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity of any provision hereof will in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which will together constitute the same instrument, and it is sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement are for purposes only and do not affect the meaning or interpretation of this Agreement in any way.
- i. *Governing Law; Venue.* This Agreement and the rights and obligations of the parties hereto will be governed by and construed in accordance with the laws of the State of New York. The parties agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement must be brought in the state or federal court local to the Company and the parties irrevocably submit to the exclusive jurisdiction of that court for any action, suit or proceeding, and hereby waive any right to contest such jurisdiction on any grounds.
- j. *Successors.* This Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement, this Agreement shall be binding upon Participant and Participant's heirs, executors, administrators, successors and assigns.
- k. *Further Documents.* Upon request of the Company, Participant shall execute any further documents or instruments which the Company deems necessary or appropriate to carry out the purposes or intent of this Agreement.
- l. *Adjustment for Stock Split.* All references to the number of Restricted Stock Units and shares of Common Stock in this Agreement shall be adjusted to reflect any other change in the shares of Common Stock which may be made after the date of this Agreement.
- m. *Compliance with Law.* The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and Participant with all applicable state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of legal counsel.
- n. *Amendment.* The Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock Units, prospectively or retroactively; provided, that such amendment, alteration, suspension, discontinuance or cancellation does not adversely affect Participant's material rights under this Agreement without Participant's consent.
- o. *Section 409A.* This Agreement, and the deferral election attached hereto as Appendix 1, are intended to comply with Section 409A or an exemption thereunder. Notwithstanding the foregoing, the parties have represented and warranted that the payments and benefits provided under this Agreement or any deferral election comply with Section 409A and in no event shall the Company be liable for any portion of any taxes, penalties, interest or other expenses that may be incurred by Participant on account of non-compliance with Section 409A. Notwithstanding the foregoing, if, following a termination of Continuous Service, a deferral election to the contrary, this Agreement or a deferral election made under Section 11 above may be amended, as reasonably requested by the Company, to fully comply with Section 409A and all related rules and regulations in order to preserve the payments and benefits provided hereunder. A termination of Continuous Service shall be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits that constitute nonqualified deferred compensation if, following a termination of Continuous Service unless such termination is also a "separation from service" within the meaning of Section 409A and, for purposes of this Agreement, references to a "termination of Continuous Service," "termination of employment," or like terms shall mean "separation from service." Notwithstanding the foregoing, if Participant is deemed a "specified employee" within the meaning of Section 409A, as determined by the Committee, and if, following a termination of Continuous Service, Participant becomes eligible for settlement or payment of the Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent any violation of Section 409A, such settlement or payment will be delayed until the earlier of: (a) the business day following the date that is six months following Participant's death; or (b) Participant's death.

anything to the contrary in the Agreement, if Participant is deemed a "specified employee" within the meaning of Section 409A, as determined by the Committee, and if, following a termination of Continuous Service, Participant becomes eligible for settlement or payment of the Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent any violation of Section 409A, such settlement or payment will be delayed until the earlier of: (a) the business day following the date that is six months following Participant's death; or (b) Participant's death.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement effective as of the Grant Date as stated in Exhibit A.

FIRST INTERSTATE BANCSYSTEM, INC.

By:Kevin Riley

Signed Electronically

Title:President and CEO

Participant Signature

Address:401 North 31st

Billings, MT 59116

EXHIBIT A

NOTICE OF RESTRICTED STOCK UNIT AWARD FIRST INTERSTATE BANCSYSTEM, INC.

Participant Name

Participant Name

Participant ID

Employee ID

Plan Name

First Interstate BancSystem, Inc. 2023 Equity & Incentive Plan

Number of Restricted Stock Units Awarded

Number of RSUs Granted

Grant Date

Grant Date

Vesting schedule

Date*	Quantity
Vest Date 1	@vestquantity_1
Vest Date 2	@vestquantity_2
Vest Date 3	@vestquantity_3

*The lapse of the Restricted Period and the vesting of any Restricted Stock Units granted under this Restricted Stock Unit Award require that Participant has remained in Continuous Service from the Grant Date through the applicable vesting date unless otherwise specified in section 3.b., 3.c., or 3.d.

APPENDIX 1

FIRST INTERSTATE BANCSYSTEM, INC.
RESTRICTED STOCK UNIT AND PERFORMANCE RESTRICTED STOCK UNIT
DEFERRAL ELECTION

The following election ("Deferral Election") constitutes an election by the undersigned Participant, _____ ("you") to elect different timing for payment with respect to amounts payable pursuant to the Restricted Stock Unit ("RSU") Grant Agreement ("RSU Agreement") and the Performance Restricted Stock Unit ("PRSU") Grant Agreement ("PRSU Agreement") under the Company's 2023 Equity and Incentive Plan ("Plan"). Capitalized terms used but not defined have the meanings set forth in the RSU Agreement and PRSU Agreement.

This Deferral Election must be filed with the Company no later than December 19, 2023 ("Election Deadline").

Restricted Stock Unit Deferral Election

Section 1

You understand you are not obligated to make a Deferral Election with respect to your RSU in the manner offered on this Deferral Election form. If you do not make a Deferral Election, the date on which the RSUs are settled and you receive payment with respect to the vested RSU (the "RSU Distribution Date") will be the earlier of:

- (a) the three Time-Based Vesting Dates, each with respect to one-third of the RSU of (i) March 15, 2025, (ii) March 15, 2026 and (iii) March 15, 2027, or

- (b) the date of your Separation from Service as a result of your death or Disability, or
- (c) the date of your Separation from Service following becoming Retirement-Eligible (attain the age of 65) to the extent the RSU was not paid out on a previous Time-Based Distribution Date, or
- (d) the date of your Separation from Service as a result of your involuntary termination of employment without Cause or termination by you with Good Reason within the closing date of a Change in Control, or as soon as practicable thereafter, but in no later event later than the date that is thirty (30) days after the RSU Distribution Date.

Section 2

Your Deferral Election will become irrevocable as of the date of the Election Deadline, subject to the Company's review of the Deferral Election to ensure that it complies with the requirements of the Plan, in the RSU Agreement and in the Plan. To the extent your Deferral Election under this Section 2 does not conform with these rules, your Deferral Election will be void and the Distribution Date or your prior election, as applicable, will continue to apply.

By electing below, you agree to defer the RSU Distribution Date applicable to your RSU so that the Shares (or cash equivalent as applicable) underlying your vested RSU will be distributed in accordance with the following schedule ("Deferred RSU Distribution Dates"):

In five equal annual installments. The first installment of Shares (or cash, as applicable) will be issued to you within 30 days following the first anniversary date of your Separation from Service and each successive installment will be made in each successive year within 30 days of the date of the anniversary of your Separation from Service until all Shares (or cash equivalent) underlying your vested RSU will be issued to you within 30 days following the five-year anniversary of your Separation from Service. Notwithstanding the foregoing, if you die prior to any or full settlement (or payment) of your vested RSUs, the remaining Shares (or cash equivalent, as applicable) underlying your vested RSUs will be issued in a single lump sum within 30 days following the date of your death.

Performance Restricted Stock Unit Deferral Election

Section 1

You understand you are not obligated to make a Deferral Election in the manner offered on this election form. If you do not make a Deferral Election on this form with respect to your PRSUs, the PRSUs are settled and you will receive payment with respect to the vested PRSU (the "PRSU Distribution Date") will be the earlier of:

- (a) the Vesting Date, March 15, 2027, or
- (b) the date of your Separation from Service as a result of your death or Disability, or
- (c) the date of your Separation from Service as a result of your involuntary termination of employment without Cause or termination by you with Good Reason within the closing date of a Change in Control, or as soon as practicable thereafter, but in no later event later than the date that is forty-five (45) days after the relevant date.

Change in Control, or as soon as practicable thereafter, but in no later event later than the date that is forty-five (45) days after the relevant date.

Section 2

Your Deferral Election will become irrevocable as of the date of the Election Deadline, subject to the Company's review of the Deferral Election to ensure that it complies with the requirements of the Plan, in the PRSU Agreement and in the Plan. To the extent your Deferral Election under this Section 2 does not conform with these rules, your Deferral Election will be void and the Distribution Date or your prior election, as applicable, will continue to apply.

By electing below, you agree to defer the PRSU Distribution Date applicable to your PRSU so that the Shares (or cash equivalent as applicable) underlying your vested PRSU will be distributed in accordance with the following schedule ("Deferred PRSU Distribution Dates"):

In five equal annual installments. The first installment of Shares (or cash, as applicable) will be issued to you within 30 days following the first anniversary date of your Separation from Service and each successive installment will be made in each successive year within 30 days of the date of the anniversary of your Separation from Service until all Shares (or cash equivalent) underlying your vested PRSU will be issued to you within 30 days following the five-year anniversary of your Separation from Service. Notwithstanding the foregoing, if you die prior to any or full settlement (or payment) of your vested PRSUs, the remaining Shares (or cash equivalent, as applicable) underlying your vested PRSUs will be issued in a single lump sum within 30 days following the date of your death.

General Provisions and Acknowledgments

1. **Award is Unfunded.** You understand that the Company has not formally funded your award of RSUs or PRSUs and that you are considered a general unsecured creditor of the Company with respect to your rights under the award of RSUs or PRSUs.
2. **Taxes.** You understand and acknowledge that current tax law provides that amounts deferred will be taxable as ordinary income in the year paid. You, however, agree and acknowledge that, subject to employment taxes on the original vesting date(s). If the Committee (as defined in the Plan) determines that the Company is required to withhold for any taxes, income or employment taxes, prior to the date of deferred payout, you agree that, if you do not make other arrangements that are satisfactory to the Committee, in its sole discretion, the Company may withhold from other compensation due to you, including, but not limited to, salary.
3. **Section 409A.** It is the intent of this Deferral Election to comply with the requirements of Section 409A so that none of the deferred RSUs and PRSUs or Shares issuable to you will be subject to the additional tax imposed under Section 409A, and any ambiguities herein will be interpreted to so comply. Notwithstanding the foregoing, in no event will the Company, any Affiliated Company, or any liability to you for such tax or penalty or any other tax consequences relating to your RSU or PRSU, under the Plan, the RSU Agreement, the PRSU Agreement or any other agreement or arrangement.

installment payment payable with respect to any RSU or PRSU should be treated as a separate payment for purposes of the Plan, the RSU Agreement, the PRSU Agreement, and the Deferral Election.

4. **Subject to Plan.** This Deferral Election is in all respects subject to the terms and conditions of the Plan. Should any inconsistency exist between this Deferral Election, the Plan, the PRSU Agreement and/or any applicable law, then the provisions of either the applicable law or the Plan will control, with the Plan subordinated to the applicable law and the PRSU Agreement subordinated to this Deferral Election.

The Company shall have sole discretion to revise the terms of this election form, or the procedures with respect to making this election or any election change, to the extent that such revision is appropriate to comply with applicable law.

	[Participant Signature]	
/s/ DAVID L. JAHNKE	_____	February 24, 2024
David L. Jahnke, Chair of the Board	[Participant Name]	Date
/s/ ALICE S. CHO	_____	February 24, 2024
Alice S. Cho, Director	[Date]	

FIRST INTERSTATE BANCSYSTEM, INC. 2023 EQUITY AND INCENTIVE PLAN PERFORMANCE RESTRICTED STOCK UNIT GRANT AGREEMENT (Core)

This Performance Restricted Stock Unit Grant Agreement ("Agreement") is made and entered into as of the date specified in Exhibit A (referred to as "Grant Date") between First Interstate BancSystem, Inc. (the "Company"), and the below named Participant, an Employee of the Company.

The Company and Participant agree as follows:

1. **Precedence of Plan.** This Agreement, including all the Performance Restricted Stock Units granted under it is governed by the First Interstate BancSystem, Inc. 2023 Equity and Incentive Plan ("Plan"). This Agreement is subject to and will be construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect. Any capitalized terms not defined in the Plan but which are defined in the Plan will have the meaning specified in the Plan. In the event of a conflict or inconsistency between the terms and conditions of the Plan, the terms and conditions of the Plan shall govern.
2. **Grant of Performance Restricted Stock Unit Award.** Participant is hereby granted a Performance Restricted Stock Unit Award for the number of Performance Restricted Stock Units set forth in the Notice of Performance Restricted Stock Unit Award attached hereto as **Exhibit A**. The Performance Restricted Stock Units represent the right to receive shares of the Company's Common Stock if determined in the discretion of the Committee, the right to receive a cash amount equal to the Fair Market Value based on shares of the Company's Common Stock. All Performance Restricted Stock Units shall be credited to a separate account maintained for Participant on the books and records of the Company (the "Account"). All amounts credited to the Account for all purposes to be part of the general assets of the Company. Notwithstanding the foregoing, if Participant primarily lives or works in Colorado at the time Participant agrees that Participant shall not be eligible for the grant of such Performance Restricted Stock Unit Award herein unless Participant signs and returns the Notice of Acceptance provided in connection with this Agreement. For any such Participant, this Agreement shall become effective on the latest date of the following: (a) fourteen (14) days following the date of this Agreement and return of the executed Notice of Restrictive Covenants provided in connection with this Agreement, and (b) the date of Participant's execution of this Agreement.
3. **Vesting.**
 - a. **Vesting.** Except as otherwise provided herein, provided Participant's Continuous Service has not terminated from the Grant Date through the Vesting Date, the Performance Restricted Stock Unit Award attached hereto as **Exhibit A**, the Performance Restricted Stock Units shall vest and a specified number of shares of the Company's Common Stock shall become issuable in settlement of such Performance Restricted Stock Units as of the Vesting Date as determined based on application of the applicable Core Return on Assets (ROA) defined below, to the extent the following performance criteria set forth below are met over the Performance Period (as defined below):
 - i. The proportion of Performance Restricted Stock Units that will vest and the number of shares of Common Stock issuable in settlement of the Performance Restricted Stock Unit Award will be based on the percentile ranking of the Company over the Performance Period, relative to the Comparator Banks, of its Core Return on Assets (ROA). All such determinations regarding Core ROA will be determined by the Committee following the end of the Performance Period and prior to the time the shares of Common Stock are issued. All determinations will be final and binding on all parties.
 - ii. For purposes of this Agreement, the following terms are defined below:
 1. "Comparator Banks" means the component companies of the KBW Nasdaq Regional Banking Index (the "KRX") as of the first day of the Performance Period. The components of the KRX throughout the Performance Period will not impact the companies comprising Comparator Banks, provided that only those companies that trade on a major exchange throughout the entire Performance Period will be included in Comparator Banks at the time performance results are determined. Companies that do not trade on a major exchange will not be included in the set of Comparator Banks.

2. "Core ROAE" means Core Return on Average Equity as defined by S&P Global (or its successor). Core ROAE will be calculated as an average of the Core ROAE for each of the three calendar years of the Performance Period for the Company and all Comparator Banks, regardless of each entity's fiscal year end.

3. "Performance Period" means the Performance Period as set forth in [Exhibit A](#).

iii. The amount, if any, of Performance Restricted Stock Units that will vest as of the Vesting Date and the number of shares of Common Stock that will be issuable to the Participant's Continuous Service from the Grant Date through the Vesting Date, will be (i) the aggregate number of Performance Restricted Stock Units granted under the Performance Restricted Stock Unit Award multiplied by (ii) the payout percentage set forth below that is based on the percentile ranking of the Company or the Company's performance relative to the Comparator Banks for Core ROAE ("Core ROAE Payout Percentage"). Any fraction shares of Common Stock issuable will be rounded up to the nearest whole number:

1. If the Company's percentile rank is less than 25%, the Core ROAE Payout Percentage will be 0%, such that 0% of the Performance Restricted Stock Units granted under the applicable payout percentage will become vested as of the Vesting Date and all such Performance Restricted Stock Units will be forfeited.
2. If the Company's percentile rank is greater than or equal to 25% and less than 50%, the Core ROAE Payout Percentage will be between 50% and 100% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
3. If the Company's percentile rank is greater than or equal to 50% and less than 90%, the Core ROAE Payout Percentage will be between 100% and 200% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
4. If the Company's percentile rank is greater than or equal to 90%, the Core ROAE Payout Percentage will be 200% such that 200% of the Performance Restricted Stock Units contingent on such applicable payout percentage will vest on the Vesting Date.

The vesting under this Section 3(iii) is illustrated by the following table:

Percentile Rank to Peers	<25%	25%	50%
Payout Percentage	0%	50%	100%

- b. *Death or Disability of Participant.* If, prior to the Vesting Date, Participant's Continuous Service terminates due to death or a Disability, Participant will vest in an amount of Performance Restricted Stock Units as of the date of the Participant's termination of Continuous Service due to death or Disability ("Death or Disability Vesting Date") as if Participant's Continuous Service constituted a "separation from service" as defined under Section 409A ("Separation from Service"), regardless of the attainment of the age of 65.
- c. *Retirement.* If Participant has not had a Separation of Service from the Grant Date through the date on which Participant becomes Retirement-Eligible, Participant will vest in an amount of Performance Restricted Stock Units, subject to the level of attainment of the performance criteria as of the last day of the Performance Period ("Retirement Vesting Date") as if Participant has a Separation from Service following the date of which Participant becomes Retirement-Eligible. For purposes of this Agreement, "Retirement-Eligible" means the date on which Participant attains the age of 65.
- d. *Separation from Service in Connection with Change in Control.* In the event of a Participant's Separation from Service as a result of either the Participant's termination without Cause or (ii) by Participant for Good Reason during the 24-month period following the closing date of a Change in Control ("Involuntary Termination"), Participant will be entitled to 100% of the Performance Restricted Stock Units as of the date of such Separation from Service. ("Involuntary Termination Vesting Date").

4. Forfeiture.

- a. *Forfeiture.* Except as provided in paragraphs 3.b., 3.c., and 3.d. above, in the event that Participant has a Separation from Service prior to the Vesting Date, all Performance Restricted Stock Units will be forfeited to the Company as of the date of Participant's Separation from Service and Participant shall have no further rights with respect to such Performance Restricted Stock Units. Notwithstanding the foregoing, in the event that Participant's Separation from Service is as a result of termination by the Company for Cause at any time, Participant will be entitled to the Performance Restricted Stock Units granted under this Agreement.

regardless if vested or unvested as of the date of such Separation from Service.

- b. *Clawback.* Pursuant to Section 15.2 of the Plan, every Award issued pursuant to the Plan is subject to potential forfeiture or "clawback" to the fullest extent called for by applicable state law or any policy of the Company, including the First Interstate BancSystem, Inc. Clawback Policy. By accepting this Performance Restricted Stock Unit Award, Participant agrees to be bound by, and comply with, the terms of any such forfeiture or "clawback" provision imposed by applicable federal or state law or prescribed by any policy of the Company.

5. **Restrictions.** Subject to any exceptions set forth in this Agreement or the Plan, prior to and until such time as the Performance Restricted Stock Units are settled or paid out in full, the Performance Restricted Stock Units and the rights relating thereto may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered. If the Participant assigns, alienates, pledges, attaches, sells or otherwise transfers or encumbers the Performance Restricted Stock Units or the rights relating thereto, the Performance Restricted Stock Units will be forfeited by Participant and all of Participant's rights to such Performance Restricted Stock Units shall immediately terminate without consideration by the Company.
6. **Rights as a Shareholder.**
 - a. **Voting and Other Rights.** Except as set forth in Section 6(b) below with respect to certain Dividend Equivalent rights, Participant shall have no rights of a shareholder or an owner of any shares of Common Stock issuable in settlement of this Performance Restricted Stock Unit Award, except with respect to shares of Common Stock issued in settlement of any Performance Restricted Stock Units.
 - b. **Dividend Equivalent Rights.** If, on or after the Grant Date but prior to date of settlement or payment of any Performance Restricted Stock Units in accordance with Section 7, the Company declares a cash or stock dividend on the shares of Common Stock, prior to the date of settlement or payment, Participant's Account shall be credited with Dividend Equivalents equal to the dividends that would have been paid to Participant if one share of Common Stock had been issued on the Grant Date for each Performance Restricted Stock Unit issuable to Participant as of the date of settlement or payment under Section 7. Dividend Equivalents shall be subject to the same vesting terms as the Performance Restricted Stock Units to which they are attributable and shall be paid on the same date that the Performance Restricted Stock Units to which they are attributable are settled or paid in full. Dividend Equivalents credited to a Participant's Account shall be distributed in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of the Dividend Equivalents, if any.
7. **Settlement of Performance Restricted Stock Units.** Subject to Section 9, in the event that one or more Performance Restricted Stock Units vest as of the Vesting Date, the Company will issue, within 45 days following the Vesting Date: (i) a number of shares of Common Stock (or, in the Committee's discretion, a lump sum of cash equal to the Fair Market Value of such shares of Common Stock) to Participant in settlement and payment of the vested Performance Restricted Stock Units equal to the number of vested Performance Restricted Stock Units and (ii) a lump sum of cash equal to any Dividend Equivalents credited with respect to such vested Performance Restricted Stock Units or, at the discretion of the Committee, shares of Common Stock having a Fair Market Value equal to such Dividend Equivalents. Notwithstanding the foregoing, and subject to Section 9, in the event that a Performance Restricted Stock Unit vests prior to the Vesting Date or the Retirement Vesting Date, with such vesting occurring on the Death or Disability Vesting Date or Involuntary Termination Vesting Date, the settlement of the Performance Restricted Stock Units, in an amount determined as described in this Section 7 above, will be made to Participant within 45 days of the Vesting Date or Involuntary Termination Vesting Date. Participant shall have no further rights with respect to any Performance Restricted Stock Units that are paid or settled pursuant to Sections 3 or 4 as of the date of settlement or payment pursuant to this Section 7.
8. **Stock Register.** On the date of payment or settlement of any Performance Restricted Stock Units in accordance with Section 7, to the extent payment is made in shares of Common Stock, the Company will deliver to Participant (or in the case of Participant's death, to Participant's beneficiary) the shares of Common Stock (rounded down to the nearest full share) in book-entry form.
9. **Withholding.** Participant shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to Participant pursuant to this Agreement, the amount of any required withholding taxes in respect of the Performance Restricted Stock Units and to take all such other action as the Committee deems necessary to ensure the payment of such withholding taxes. The Committee may permit Participant to satisfy any federal, state, local, FICA or similar tax withholding obligation by any of the following combination of such means: (i) tendering a cash payment, including through withholding

from other compensation payable by the Company to Participant or (ii) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise deliverable to Participant; provided, however, that no shares of Common Stock shall be withheld with a value exceeding the maximum amount of tax required to be withheld. Notwithstanding the foregoing, in no event shall any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding ("Tax-Related Items"), the ultimate liability for such Tax-Related Items remain Participant's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the settlement or payment of the Performance Restricted Stock Units or the subsequent sale of any shares; and (b) does not commit to structure the Performance Restricted Stock Units to eliminate Participant's liability for Tax-Related Items.

10. **Non-Solicitation.** Participant hereby covenants and agrees that, during the Period of Restriction, Participant shall not, without the written consent of the Company, either (a) offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively "FIB"), to terminate or interrupt such officer's or employee's Continuous Service with FIB or become affiliated with, or provide services for compensation in any capacity whatsoever to, any business whatsoever that competes with FIB within the Restricted Area, solicit business from any customer of FIB, divert or attempt to divert any business from FIB, or induce, attempt to induce, or assist others in inducing or attempting to induce any customer or supplier of FIB or any other person or entity associated or doing business with FIB (or proposing to become associated or to do business with FIB) to terminate or interrupt its relationship with FIB (or to refrain from becoming associated with or doing business with FIB) or in any other manner to interfere with the relationship between FIB and such person or entity. Notwithstanding the foregoing, the provisions of Section 10 shall only apply to such customers, agents, suppliers, and other persons with whom Participant obtained knowledge or had access to information during Participant's employment with FIB.

Participant agrees that the covenants herein are (a) reasonable and necessary for the protection of the Company's legitimate interests, including, but not limited to, its business information, and goodwill, (b) not against the public interest, and (c) do not place an unreasonable burden on Participant's ability to earn a living.

- a. **Definitions.** For purposes of the non-solicitation covenants above in Section 10, the following terms shall have the following definitions:

- (1) "Period of Restriction" means a period of twelve (12) months following the termination of Participant's Continuous Service with FIB for any reason, unless a court determines that the period is unenforceable under applicable law because it is too long in which case the applicable period shall be the longest of the following: nine (9) months after the termination of Participant's Continuous Service with FIB for any reason or six (6) months after the termination of Participant's Continuous Service with FIB for any reason.
 - (2) "Restricted Area" means within fifty (50) miles of the locations in which FIB has business operations, headquarters or offices or has filed an application for regulatory approval to establish an office, unless a court of competent jurisdiction determines that the geographic territory is unenforceable under applicable law because it is too large in which case the applicable territory will be the broadest of the following territories that the court determines is reasonable under the circumstances: within twenty-five (25) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office, within ten (10) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office or within five (5) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office.
- b. **Limited Application of Sections 10 in Certain States.** FIB acknowledges and agrees that, in certain states the covenants contained in Section 10 may have limited this Agreement to comply fully with state and local laws and, as such, acknowledges that Section 10 is limited in the following states; and, to the extent that there are laws in the states acknowledged herein, FIB intends for Section 10 to be read and applied in full compliance with applicable state laws. Further, to the extent any state not listed limits the enforceability of the covenants if the employee's annual compensation is

insufficient for enforceable post-employment non-competition restrictions, such limitation is incorporated by reference.

- (1) **Idaho.** If Participant's primary work location is in Idaho as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, the covenants of this Agreement shall not apply unless Participant is a "key employee" under Idaho Code § 44-2701.
- (2) **Nebraska.** If Participant's primary work location is in Nebraska as on the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, the covenants of this Agreement shall only apply to customers, agents, suppliers, and other persons with whom Participant had personal contact and did business with FIB.
- (3) **North Dakota.** If Participant's primary work location is in North Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, Section 10(i) of this Agreement shall be replaced in its entirety with the following language: "(i) solicit, offer employment to, or take any other action that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of First Interstate BancSystem, Inc. or any of its direct or indirect affiliates (collectively "FIB"), that Participant had contact or about whom Participant obtained knowledge or had access to information during the last two years of employment with FIB, to terminate or interrupt such officer's or employee's Continuous Service with FIB and accept employment or become affiliated with FIB in a capacity similar to those performed for FIB in the person's last two years of employment, any business whatsoever that competes with FIB within the Restricted Area."
- (4) **South Dakota.** If Participant's primary work location is in South Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, Section 10(ii) of this Agreement shall be replaced in its entirety with the following language: "(ii) within the Restricted Area, solicit existing customers of FIB."

11. General Provisions.

- a. **Tax Advisor Consultation.** Participant represents and warrants that Participant has reviewed with Participant's own tax advisors the federal, state, local and foreign tax consequences of the transactions contemplated by this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or its affiliates. Participant understands that Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.
- b. **Data Privacy.** In order to administer the Plan, the Company may process personal data about Participant. Such data includes, but is not limited to, the information necessary to administer the Plan and any changes thereto, other appropriate personal and financial data about Participant such as home address and business addresses and other contact information. Participant consents to the processing of such information and any other information that might be deemed appropriate by the Company to facilitate the administration of the Plan. By accepting this grant, Participant gives explicit consent to the processing of such personal data.
- c. **Consent to Electronic Delivery.** The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting this grant, Participant consents that the Company may deliver or cause to be delivered the Plan prospectus and the Company's annual report to Participant in an electronic format. The Company may deliver the Plan prospectus and the Company's annual report electronically within the Participant's Fidelity account at <https://nb.fidelity.com> and the Company's annual report is located electronically at www.fibk.com. If at any time Participant desires to receive paper copies of these documents, as Participant is entitled to, please contact Fidelity Stock Plan Services at (800) 544-9354 to request paper copies of the documents.
- d. **Fractions.** To the extent that the Company is obligated to issue a fractional number of Performance Restricted Stock Units, such number will be rounded down to the nearest whole number.
- e. **Receipt of Plan.** By entering into this Agreement, Participant acknowledges (i) that they have received and read a copy of the Plan and (ii) that this Agreement is being entered into voluntarily and is construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
- f. **Not an Employment or Service Contract.** This Agreement is not an employment or service contract and nothing in this Agreement may be deemed to create an employment or service contract or any obligation on the part of Participant to remain in the service of the Company or an Affiliate or of the Company or an Affiliate to continue Participant in the service of the Company or an Affiliate.

- g. *Further Action.* The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this Agreement.
- h. *Interpretation.* The interpretations and constructions of any provision of and determinations of any question arising under the Plan or this Agreement will be made by the Committee. The interpretations, constructions and determinations will be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire agreement of the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity of any provision hereof will in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which will be deemed to be the same instrument, and it is sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement are for purposes only and do not affect the meaning or interpretation of this Agreement in any way.
- i. *Governing Law; Venue.* This Agreement and the rights and obligations of the parties hereto will be governed by and construed in accordance with the laws of the State of New York. The parties agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement must be brought in the state or federal court local to the Company and the parties irrevocably submit to the exclusive jurisdiction of that court for any action, suit or proceeding, and hereby waive any right to contest such jurisdiction on any grounds.
- j. *Successors.* This Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement, this Agreement shall be binding upon Participant and Participant's heirs, executors, administrators, successors and assigns.
- k. *Further Documents.* Upon request of the Company, Participant shall execute any further documents or instruments which the Company deems necessary or reasonable to carry out the purposes or intent of this Agreement.
- l. *Adjustment for Stock Split.* All references to the number of Performance Restricted Stock Units and shares of Common Stock in this Agreement shall be adjusted to reflect any dividend or other change in the shares of Common Stock which may be made after the date of this Agreement.
- m. *Compliance with Law.* The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and Participant with all applicable state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company's legal counsel.
- n. *Amendment.* The Committee has the right to amend, alter, suspend, discontinue or cancel the Performance Restricted Stock Units, prospectively or retroactively, and any such amendment shall adversely affect Participant's material rights under this Agreement without Participant's consent.
- o. *Section 409A.* This Agreement is intended to comply with Section 409A or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the intent of Section 409A for avoiding additional taxes or penalties under Section 409A. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by Participant as a result of non-compliance with Section 409A. Notwithstanding anything in this Agreement to the contrary, this Agreement may be amended, as reasonably required, to fully comply with Section 409A and all related rules and regulations in order to preserve the payments and benefits provided hereunder. For purposes of any provision of this Agreement providing for the payment of any amounts or benefits that constitute deferred compensation upon or following a termination of Continuous Service unless such termination is also a "separation from service" within the meaning of Section 409A, such provision of this Agreement, references to a "termination of Continuous Service," "termination of employment," or like terms shall mean "separation from service" to the contrary in the Agreement, if Participant is deemed a "specified employee" within the meaning of Section 409A, as determined by the Committee, at a time when Participant is eligible for settlement or payment of the Performance Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent the deferral of tax under Section 409A, such settlement or payment will be delayed until the earlier of: (a) the business day following the date that is six months following Participant's Separation from Service and (b) Participant's death.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement effective as of the Grant Date as stated in Exhibit A.

FIRST INTERSTATE BANCYSYSTEM, INC.

Date

By: Kevin Riley

Title: President and CEO

Address: 401 North 31st
Billings, MT 59116

Signed Electronically

Participant Signature

EXHIBIT A

**NOTICE OF PERFORMANCE RESTRICTED STOCK UNIT AWARD
FIRST INTERSTATE BANCSYSTEM, INC.**

Participant Name			
/s/ DENNIS L. JOHNSON		Participant ID	Febr
Dennis L. Johnson, Director		Date	
/s/ JAMES R. SCOTT		Plan Name	Febr
James R. Scott, Director		Date	
/s/ JONATHAN R. SCOTT		Number of Performance Restricted Stock Units	Febr
Jonathan R. Scott, Director		Date	
/s/ JOHN M. HEYNEMAN, JR.		Vesting and Payout Percentage Range	Febr
John M. Heyneman, Jr., Director		0% to 200%	
/s/ JOYCE A. PHILLIPS		Grant Date	Febr
Joyce Phillips, Director		Date	
/s/ PATRICIA L. MOSS		Performance Period	Febr
Patricia L. Moss, Director		January 1, 2024 to December 31, 2026	
		Vesting Date	
		March 15, 2027	
		Performance Metrics	
		Core Return on Average Equity (Core ROAE)	
/s/ STEPHEN B. BOWMAN			Febr
Stephen B. Bowman, Director		Date	
/s/ JAMES P. BRANNEN			Febr

FIRST INTERSTATE BANCSYSTEM, INC. 2023 EQUITY AND INCENTIVE PLAN PERFORMANCE RESTRICTED STOCK UNIT GRANT AGREEMENT (T

This Performance Restricted Stock Unit Grant Agreement ("Agreement") is made and entered into as of the date specified in Exhibit A (referred to as "Grant Date") between First Inte (the "Company"), and the below named Participant, an Employee of the Company.

The Company and Participant agree as follows:

1. Precedence of Plan. This Agreement, including all the Performance Restricted Stock Units granted under it, is governed by the First Interstate BancSystem, Inc. 2023 Ec "Plan") and will be construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect. Any capitalized terms used in this Agreement withoi

defined in the Plan will have the meaning specified in the Plan. In the event of a conflict or inconsistency between the terms and conditions of this Agreement and the Plan of the Plan shall govern.

2. **Grant of Performance Restricted Stock Unit Award.** Participant is hereby granted a Performance Restricted Stock Unit Award for the number of Performance Restricted Stock Units as set forth in the Notice of Performance Restricted Stock Unit Award attached hereto as Exhibit A. The Performance Restricted Stock Units represent the right to receive shares of the Company's Common Stock if determined in the discretion of the Committee, the right to receive a cash amount equal to the Fair Market Value based on shares of the Company's Common Stock. Performance Restricted Stock Units shall be credited to a separate account maintained for Participant on the books and records of the Company (the "Account"). All amounts credited to the Account for all purposes to be part of the general assets of the Company. Notwithstanding the foregoing, if Participant primarily lives or works in Colorado at the time Participant agrees that Participant shall not be eligible for the grant of such Performance Restricted Stock Unit Award herein unless Participant signs and returns the Notice provided in connection with this Agreement. For any such Participant, this Agreement shall become effective on the latest date of the following: (a) fourteen (14) days following the execution of this Agreement and return of the executed Notice of Restrictive Covenants provided in connection with this Agreement, and (b) the date of Participant's execution of this Agreement.

3. **Vesting.**

- a. **Vesting.** Except as otherwise provided herein, provided Participant's Continuous Service has not terminated from the Grant Date through the Vesting Date, the Performance Restricted Stock Unit Award attached hereto as Exhibit A, the Performance Restricted Stock Units shall vest and a specified number of shares of the Company's Common Stock shall become issuable in settlement of such Performance Restricted Stock Units as of the Vesting Date as determined based on the application of the applicable TSR Payout Percentage (as set forth below), to the extent the performance criteria set forth below are met over the Performance Period (as defined below).

- i. The proportion of Performance Restricted Stock Units that will vest and the number of shares of Common Stock issuable in settlement of the Performance Restricted Stock Unit Award will be based on the percentile ranking of the Company over the Performance Period, relative to the Comparator Banks, of its Total Shareholder Return (TSR) using a closing price average of the 20 trading days immediately prior to the first day of the Performance Period and the last 20 trading days of the Performance Period. The determinations regarding TSR performance will be determined by the Committee following the end of the Performance Period and prior to the Vesting Date. The TSR calculation will assume dividends paid during the Performance Period are reinvested on the next business day.

- ii. For purposes of this Agreement, the following terms are defined below:

- "Comparator Banks" means the component companies of the KBW Nasdaq Regional Banking Index (the "KRX") as of the first day of the Performance Period. Components of the KRX throughout the Performance Period will not impact the companies comprising Comparator Banks, provided that only those companies that trade on a major exchange throughout the entire Performance Period will be included in Comparator Banks at the time performance results are determined. Companies that are not included in the KRX will not be included in the set of Comparator Banks.
- "Performance Period" means the Performance Period as set forth in Exhibit A.

- iii. The amount, if any, of Performance Restricted Stock Units that will vest as of the Vesting Date and the number of shares of Common Stock that will be issuable in settlement of such Performance Restricted Stock Units will be based on the Participant's Continuous Service from the Grant Date through the Vesting Date, will be (i) the aggregate number of Performance Restricted Stock Units granted under the Performance Restricted Stock Unit Award multiplied by (ii) the payout percentage set forth below that is based on the percentile ranking of the Company's TSR relative to the Comparator Banks for TSR ("TSR Payout Percentage"). Any fraction shares of Common Stock issuable will be rounded down to the nearest whole share.

- If the Company's percentile rank is less than 25%, the TSR Payout Percentage will be 0%, such that 0% of the Performance Restricted Stock Units will become vested as of the Vesting Date and all such Performance Restricted Stock Units will be forfeited.
- If the Company's percentile rank is greater than or equal to 25% and less than 50%, the TSR Payout Percentage will be between 50% and 100% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
- If the Company's percentile rank is greater than or equal to 50% and less than 90%, the TSR Payout Percentage will be between 100% and 200% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
- If the Company's percentile rank is greater than or equal to 90%, the TSR Payout Percentage will be 200% such that 200% of the Performance Restricted Stock Units contingent on such applicable payout percentage will vest on the Vesting Date.
- Notwithstanding the above, if the Company's calculated TSR over the Performance Period is negative, the TSR Payout Percentage will not exceed 0%.

The vesting under this Section 3(iii) is illustrated by the following table:

Percentile Rank to Peers	<25%	25%	50%
Payout Percentage	0%	50%	100%

- b. **Death or Disability of Participant.** If, prior to the Vesting Date, Participant's Continuous Service terminates due to death or a Disability, Participant will vest in and receive the Performance Restricted Stock Units as of the date of the Participant's termination of Continuous Service due to death or Disability ("Death or Disability Vesting Date").

of Participant's Continuous Service constitutes a "separation from service" as defined under Section 409A ("Separation from Service"), regardless of the attainment of the last day of the Performance Period.

- c. **Retirement.** If Participant has not had a Separation of Service from the Grant Date through the date on which Participant becomes Retirement-Eligible, Participant's Performance Restricted Stock Units, subject to the level of attainment of the performance criteria as of the last day of the Performance Period ("Retirement Vesting Date"), shall be subject to the same vesting terms as the Performance Restricted Stock Units, whether Participant has a Separation from Service following the date of which Participant becomes Retirement-Eligible. For purposes of this Agreement, "Retirement Vesting Date" shall be the date on which Participant attains the age of 65.
- d. **Separation from Service in Connection with Change in Control.** In the event of a Participant's Separation from Service as a result of either the Participant's termination without Cause or (ii) by Participant for Good Reason during the 24-month period following the closing date of a Change in Control ("Involuntary Termination"), Participant shall be entitled to 100% of the Performance Restricted Stock Units as of the date of such Separation from Service. ("Involuntary Termination Vesting Date").

4. **Forfeiture.**

- a. **Forfeiture.** Except as provided in paragraphs 3.b., 3.c., and 3.d. above, in the event that Participant has a Separation from Service prior to the Vesting Date, all Performance Restricted Stock Units will be forfeited to the Company as of the date of Participant's Separation from Service and Participant shall have no further rights with respect to such Performance Restricted Stock Units. Notwithstanding the foregoing, in the event that Participant's Separation from Service is as a result of termination by the Company for Cause at any

time, Participant will forfeit all Performance Restricted Stock Units granted under this Agreement, regardless if vested or unvested as of the date of such Separation from Service.

- b. **Clawback.** Pursuant to Section 15.2 of the Plan, every Award issued pursuant to the Plan is subject to potential forfeiture or "clawback" to the fullest extent called for by applicable federal or state law or any policy of the Company, including the First Interstate BancSystem, Inc. Clawback Policy. By accepting this Performance Restricted Stock Unit Award, Participant agrees to be bound by, and comply with, the terms of any such forfeiture or "clawback" provision imposed by applicable federal or state law or prescribed by any policy of the Company.

5. **Restrictions.** Subject to any exceptions set forth in this Agreement or the Plan, prior to and until such time as the Performance Restricted Stock Units are settled or paid out in full, the Performance Restricted Stock Units and the rights relating thereto may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered. If Participant attempts to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Performance Restricted Stock Units or the rights relating thereto shall be wholly ineffective and, the Performance Restricted Stock Units will be forfeited by Participant and all of Participant's rights to such Performance Restricted Stock Units shall immediately terminate without consideration by the Company.

6. **Rights as a Shareholder.**

- a. **Voting and Other Rights.** Except as set forth in Section 6(b) below with respect to certain Dividend Equivalent rights, Participant shall have no rights of a shareholder or an owner of any shares of Common Stock issuable in settlement of this Performance Restricted Stock Unit Award, except with respect to shares of Common Stock issued in settlement of any Performance Restricted Stock Units.
- b. **Dividend Equivalent Rights.** If, on or after the Grant Date but prior to date of settlement or payment of any Performance Restricted Stock Units in accordance with Section 7, the Company declares a cash or stock dividend on the shares of Common Stock, prior to the date of settlement or payment, Participant's Account shall be credited with Dividend Equivalents equal to the dividends that would have been paid to Participant if one share of Common Stock had been issued on the Grant Date for each Performance Restricted Stock Unit issuable to Participant as of the date of settlement or payment under Section 7. Dividend Equivalents shall be subject to the same vesting terms as the Performance Restricted Stock Units to which they are attributable and shall be paid on the same date that the Performance Restricted Stock Units to which they are attributable are settled or paid in accordance with Section 7. Dividend Equivalents credited to a Participant's Account shall be distributed in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of the Dividend Equivalents, if any.

7. **Settlement of Performance Restricted Stock Units.** Subject to Section 9, in the event that one or more Performance Restricted Stock Units vest as of the Vesting Date, the Company will issue, within 45 days following the Vesting Date: (i) a number of shares of Common Stock (or, in the Committee's discretion, a lump sum of cash equal to the Fair Market Value of such shares of Common Stock) to Participant in settlement and payment of the vested Performance Restricted Stock Units equal to the number of Performance Restricted Stock Units and (ii) a lump sum of cash equal to any Dividend Equivalents credited with respect to such vested Performance Restricted Stock Units or, at the discretion of the Committee, shares of Common Stock having a Fair Market Value equal to such Dividend Equivalents. Notwithstanding the foregoing, and subject to Section 9, in the event that a Performance Restricted Stock Unit vests prior to the Vesting Date or the Retirement Vesting Date, with such vesting occurring on the Death or Disability Vesting Date or Involuntary Termination Vesting Date, the Performance Restricted Stock Units, in an amount determined as described in this Section 7 above, will be made to Participant within 45 days of the Vesting Date or Involuntary Termination Vesting Date. Participant shall have no further rights with respect to any Performance Restricted Stock Units that are paid out pursuant to Sections 3 or 4 as of the date of settlement or payment pursuant to this Section 7.

8. **Stock Register.** On the date of payment or settlement of any Performance Restricted Stock Units in accordance with Section 7, to the extent payment is made in shares of Common Stock, the Company will deliver to Participant (or in the case of Participant's death, to Participant's beneficiary) the shares of Common Stock (rounded down to the nearest full share) in book-entry form.

9. **Withholding.** Participant shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to Participant pursuant to the Plan, the amount of any required withholding taxes in respect of the Performance Restricted Stock Units and to take all such other action as the Committee deems necessary to ensure the payment of such withholding taxes. The Committee may permit Participant to satisfy any federal, state, local, FICA or similar tax withholding obligation by any of the

following means, or by a combination of such means: (i) tendering a cash payment, including through withholding from other compensation payable by the Company to the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to Participant; provided, however, that no share withheld with a value exceeding the maximum amount of tax required to be withheld by law. Notwithstanding any action the Company takes with respect to any or all its payroll tax, or other tax-related withholding ("Tax-Related Items"), the ultimate liability for all Tax-Related Items is and remains Participant's responsibility and the representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant, vesting or settlement or payment of the Performance For subsequent sale of any shares; and (b) does not commit to structure the Performance Restricted Stock Units to reduce or eliminate Participant's liability for Tax-Related Items.

10. **Non-Solicitation.** Participant hereby covenants and agrees that, during the Period of Restriction, Participant shall not, without the written consent of the Company, either offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer of BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively "FIB"), to terminate or interrupt such officer's or employee's Continuous Service with FIB or become affiliated with, or provide services for compensation in any capacity whatsoever to, any business whatsoever that competes with FIB within the Restricted Area, solicit business from any customer of FIB, divert or attempt to divert any business from FIB, or induce, attempt to induce, or assist others in inducing or attempting to induce any customer or supplier of FIB or any other person or entity associated or doing business with FIB (or proposing to become associated or to do business with FIB) to terminate or interrupt such person's or entity's relationship with FIB (or to refrain from becoming associated with or doing business with FIB) or in any other manner to interfere with the relationship between FIB and such person or entity. Notwithstanding the foregoing, the provisions of Section 10 shall only apply to such customers, agents, suppliers, and other persons with whom Participant has had contact or obtained knowledge or had access to information during Participant's employment with FIB.

Participant agrees that the covenants herein are (a) reasonable and necessary for the protection of the Company's legitimate interests, including, but not limited to, its confidential information, trade secrets, and business information, and goodwill, (b) not against the public interest, and (c) do not place an unreasonable burden on Participant's ability to earn a living.

- a. *Definitions.* For purposes of the non-solicitation covenants above in Section 10, the following terms shall have the following definitions:
- (1) "Period of Restriction" means a period of twelve (12) months following the termination of Participant's Continuous Service with FIB for any reason, unless a court of competent jurisdiction determines that the period is unenforceable under applicable law because it is too long in which case the applicable period shall be the longest of the following periods that the court determines is reasonable under the circumstances: nine (9) months after the termination of Participant's Continuous Service with FIB for any reason or six (6) months after the termination of Participant's Continuous Service with FIB for any reason.
- (2) "Restricted Area" means within fifty (50) miles of the locations in which FIB has business operations, headquarters or offices or has filed an application for regulatory approval to establish an office, unless a court of competent jurisdiction determines that the geographic territory is unenforceable under applicable law because it is too large in which case the applicable territory will be the broadest of the following territories that the court determines is reasonable under the circumstances: within twenty-five (25) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office, within ten (10) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office or within five (5) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office.
- b. *Limited Application of Sections 10 in Certain States.* FIB acknowledges and agrees that, in certain states the covenants contained in Section 10 may have limited application. FIB agrees to modify this Agreement to comply fully with state and local laws and, as such, acknowledges that Section 10 is limited in the following states; and, to the extent that there are any laws in any state that conflict with the covenants in Section 10, FIB intends for Section 10 to be read and applied in full compliance with applicable state laws. Further, to the extent any state not listed limits the enforceability of the covenants in Section 10, FIB agrees to modify this Agreement to comply with the applicable law of that state. FIB agrees to modify this Agreement to comply with applicable law if the employee's annual compensation is less than \$100,000.

insufficient for enforceable post-employment non-competition restrictions, such limitation is incorporated by reference.

- (1) *Idaho.* If Participant's primary work location is in Idaho as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, this Agreement shall not apply unless Participant is a "key employee" under Idaho Code § 44-2701.
- (2) *Nebraska.* If Participant's primary work location is in Nebraska as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, this Agreement shall only apply to customers, agents, suppliers, and other persons with whom Participant had personal contact and did business with FIB.
- (3) *North Dakota.* If Participant's primary work location is in North Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, Section 10(i) of this Agreement shall be replaced in its entirety with the following language: "(i) solicit, offer employment to, or take any other action that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of First Interstate BancSystem, Inc. or any of its direct or indirect affiliates (collectively "FIB"), that Participant had contact or about whom Participant obtained knowledge or had access to information during the last two years of employment with FIB, to terminate or interrupt such officer's or employee's Continuous Service with FIB and accept employment or become affiliated with FIB in compensation in a capacity similar to those performed for FIB in the person's last two years of employment, any business whatsoever that competes with FIB in the [redacted] Area."

- (4) *South Dakota.* If Participant's primary work location is in South Dakota as of the date upon which Participant executes this Agreement, or upon the ce
Section 10(ii) of this Agreement shall be replaced in its entirety with the following language: "(ii) within the Restricted Area, solicit existing customers of FIB."

11. General Provisions.

- a. *Tax Advisor Consultation.* Participant represents Participant has reviewed with Participant's own tax advisors the federal, state, local and foreign tax consequence transactions contemplated by this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or a understands that Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agree
- b. *Data Privacy.* In order to administer the Plan, the Company may process personal data about Participant. Such data includes, but is not limited to, the information and any changes thereto, other appropriate personal and financial data about Participant such as home address and business addresses and other contact information any other information that might be deemed appropriate by the Company to facilitate the administration of the Plan. By accepting this grant, Participant gives explicit process any such personal data.
- c. *Consent to Electronic Delivery.* The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting this grant Company may deliver or cause to be delivered the Plan prospectus and the Company's annual report to Participant in an electronic format. The Company electronically within the Participant's Fidelity account at <https://nb.fidelity.com> and the Company's annual report is located electronically at www.fibk.com. If at any time to receive paper copies of these documents, as Participant is entitled to, please contact Fidelity Stock Plan Services at (800) 544-9354 to request paper copies of the
- d. *Fractions.* To the extent that the Company is obligated to issue a fractional number of Performance Restricted Stock Units, such number will be rounded down number.
- e. *Receipt of Plan.* By entering into this Agreement, Participant acknowledges (i) that they have received and read a copy of the Plan and (ii) that this Agreement construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
- f. *Not an Employment or Service Contract.* This Agreement is not an employment or service contract and nothing in this Agreement may be deemed to create obligation on the part of Participant to remain in the service of the Company or an Affiliate or of the Company or an Affiliate to continue Participant in the service of the
- g. *Further Action.* The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this
- h. *Interpretation.* The interpretations and constructions of any provision of and determinations of any question arising under the Plan or this Agreement will be made by interpretations, constructions and determinations will be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity provision hereof will in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which will be same instrument, and it is sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement purposes only and do not affect the meaning or interpretation of this Agreement in any way.
- i. *Governing Law; Venue.* This Agreement and the rights and obligations of the parties hereto will be governed by and construed in accordance with the laws of the State agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement must be brought in the state or federal court local and the parties irrevocably submit to the exclusive jurisdiction of that court for any action, suit or proceeding, and hereby waive any right to contest such jurisdiction any grounds.
- j. *Successors.* This Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement binding upon Participant and Participant's heirs, executors, administrators, successors and assigns.
- k. *Further Documents.* Upon request of the Company, Participant shall execute any further documents or instruments which the Company deems necessary or reasonable the purposes or intent of this Agreement.
- l. *Adjustment for Stock Split.* All references to the number of Performance Restricted Stock Units and shares of Common Stock in this Agreement shall be adjusted to dividend or other change in the shares of Common Stock which may be made after the date of this Agreement.
- m. *Compliance with Law.* The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and Participant with all applicable state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of counsel.
- n. *Amendment.* The Committee has the right to amend, alter, suspend, discontinue or cancel the Performance Restricted Stock Units, prospectively or retroactively amendment shall adversely affect Participant's material rights under this Agreement without Participant's consent.
- o. *Section 409A.* This Agreement is intended to comply with Section 409A or an exemption thereunder and shall be construed and interpreted in a manner that is consistent for avoiding additional taxes or penalties under Section 409A. Notwithstanding the foregoing, the Company makes no representations that the payments and the Agreement comply with Section 409A and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may account of non-compliance with Section 409A. Notwithstanding anything in this Agreement to the contrary, this Agreement may be amended, as reasonably requested

may be necessary to fully comply with Section 409A and all related rules and regulations in order to preserve the payments and benefits provided hereunder. Service shall not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits that compensation upon or following a termination of Continuous Service unless such termination is also a "separation from service" within the meaning of Section 409A. If, under such provision of this Agreement, references to a "termination of Continuous Service," "termination of employment," or like terms shall mean "separation from service" to the contrary in the Agreement, if Participant is deemed a "specified employee" within the meaning of Section 409A, as determined by the Committee, at a time when Participant is eligible for settlement or payment of the Performance Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent the deferral of tax under Section 409A, such settlement or payment will be delayed until the earlier of: (a) the business day following the date that is six months following Participant's Separation from Service; and (b) Participant's death.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement effective as of the Grant Date as stated in Exhibit A.

FIRST INTERSTATE BANCSYSTEM, INC.

By:	James P. Brannen, DirectorKevin Riley	Date	Signed Electronically
Title:	/s/ FRANCES P. GRIEBPresident and CEO		February 24, 2023
Frances P. Grieb, Director		Date	Participant Signature
Address:	/s/ THOMAS E. HENNING		February 24, 2023
Thomas E. Henning, Director		Date	
401 North 31st			
/s/ STEPHEN M. LACY			February 24, 2023
Stephen M. Lacy, Director		Date	
Billings, MT 59116			

EXHIBIT A

NOTICE OF PERFORMANCE RESTRICTED STOCK UNIT AWARD
FIRST INTERSTATE BANCSYSTEM, INC.

/s/ DANIEL A. RYKHUS	February 24, 2023
Daniel A. Rykhus, Director	Date

		February
/s/ KEVIN P. RILEY	Participant Name	24, 2023
Kevin P. Riley	Date	
President,		
Chief Executive		
Officer and		
Director		
(Principal		
executive		
officer)		
		February
/s/ MARCY D. MUTCH	Participant ID	24, 2023
Marcy D. Mutch		
Executive Vice President and Chief		
Financial Officer		
(Principal financial and accounting		
officer)		
	First Interstate	
	BancSystem, Inc.	
	2023 Equity and	
Plan Name	Incentive Plan	
Number of Performance Restricted		
Stock Units		
Vesting and Payout Percentage Range	0% to 200%	
Grant Date		
	January 1, 2024	
	to December 31,	
Performance Period	2026	
Vesting Date	March 15, 2027	
	Total Shareholder	
Performance Metrics	Return (TSR)	

FIRST INTERSTATE BANCSYSTEM, INC. 2023 EQUITY AND INCENTIVE PLAN PERFORMANCE RESTRICTED STOCK UNIT GRANT AGREEMENT (Core

This Performance Restricted Stock Unit Grant Agreement ("Agreement") is made and entered into as of the date specified in Exhibit A (referred to as "Grant Date") between First Inte (the "Company"), and the below named Participant, an Employee of the Company.

The Company and Participant agree as follows:

1. Precedence of Plan. This Agreement, including all the Performance Restricted Stock Units granted under it, is governed by the First Interstate BancSystem, Inc. 2023 Ec "Plan") and will be construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect. Any capitalized terms used in this Agreement withoi defined in the Plan will have the meaning specified in the Plan. In the event of a conflict or inconsistency between the terms and conditions of this Agreement and the Pl of the Plan shall govern.

2. **Grant of Performance Restricted Stock Unit Award.** Participant is hereby granted a Performance Restricted Stock Unit Award for the number of Performance Restricted Stock Units as of the Vesting Date based on the applicable Core ROAE Payout Percentage. The Performance Restricted Stock Units represent the right to receive shares of the Company's Common Stock, if determined in the discretion of the Committee, the right to receive a cash amount equal to the Fair Market Value based on shares of the Company's Common Stock. Performance Restricted Stock Units shall be credited to a separate account maintained for Participant on the books and records of the Company (the "Account"). All amounts credited to the Account shall be for all purposes to be part of the general assets of the Company. Notwithstanding the foregoing, if Participant primarily lives or works in Colorado at the time Participant agrees that Participant shall not be eligible for the grant of such Performance Restricted Stock Unit Award herein unless Participant signs and returns the Notice of Restrictive Covenants provided in connection with this Agreement. For any such Participant, this Agreement shall become effective on the latest date of the following: (a) fourteen (14) days following the date of execution of this Agreement and return of the executed Notice of Restrictive Covenants provided in connection with this Agreement and (b) the date of Participant's execution of this Agreement.

3. **Vesting.**

a. **Vesting.** Except as otherwise provided herein, provided Participant's Continuous Service has not terminated from the Grant Date through the Vesting Date, the Performance Restricted Stock Unit Award attached hereto as Exhibit A, the Performance Restricted Stock Units shall vest and a specified number of shares of the Company's Common Stock shall become issuable in settlement of such Performance Restricted Stock Units as of the Vesting Date based on the application of the applicable Core ROAE Payout Percentage to the extent the performance criteria set forth below are met over the Performance Period (as defined below):

i. The proportion of Performance Restricted Stock Units that will vest and the number of shares of Common Stock issuable in settlement of the Performance Restricted Stock Unit Award will be based on the percentile ranking of the Company over the Performance Period, relative to the Comparator Banks, of its Core Return on Average Equity (Core ROAE). All such determinations regarding Core ROAE performance will be determined by the Committee following the end of the Performance Period and all such determinations will be final and binding on all parties.

ii. For purposes of this Agreement, the following terms are defined below:

1. "Comparator Banks" means the component companies of the KBW Nasdaq Regional Banking Index (the "KRX") as of the first day of the Performance Period. Components of the KRX throughout the Performance Period will not impact the companies comprising Comparator Banks, provided that only those companies that trade on a major exchange throughout the entire Performance Period will be included in Comparator Banks at the time performance results are determined. Companies that are not included in the KRX will not be included in the set of Comparator Banks.
2. "Core ROAE" means Core Return on Average Equity as defined by S&P Global (or its successor). Core ROAE will be calculated as an average of the Core ROAE of the Company and all Comparator Banks for each of the three calendar years of the Performance Period for the Company and all Comparator Banks, regardless of each entity's fiscal year end.
3. "Performance Period" means the Performance Period as set forth in Exhibit A.

iii. The amount, if any, of Performance Restricted Stock Units that will vest as of the Vesting Date and the number of shares of Common Stock that will be issuable in settlement of such Performance Restricted Stock Units shall be determined by multiplying (i) the aggregate number of Performance Restricted Stock Units granted under the Performance Restricted Stock Unit Award multiplied by (ii) the payout percentage set forth below that is based on the percentile ranking of the Company relative to the Comparator Banks for Core ROAE ("Core ROAE Payout Percentage"). Any fraction shares of Common Stock issuable will be rounded down to the nearest whole number:

1. If the Company's percentile rank is less than 25%, the Core ROAE Payout Percentage will be 0%, such that 0% of the Performance Restricted Stock Units shall become vested as of the Vesting Date and all such Performance Restricted Stock Units will be forfeited.
2. If the Company's percentile rank is greater than or equal to 25% and less than 50%, the Core ROAE Payout Percentage will be between 50% and 100% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
3. If the Company's percentile rank is greater than or equal to 50% and less than 90%, the Core ROAE Payout Percentage will be between 100% and 200% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
4. If the Company's percentile rank is greater than or equal to 90%, the Core ROAE Payout Percentage will be 200% such that 200% of the Performance Restricted Stock Units contingent on such applicable payout percentage will vest on the Vesting Date.

The vesting under this Section 3(iii) is illustrated by the following table:

Percentile Rank to Peers	<25%	25%	50%
Payout Percentage	0%	50%	100%

b. **Death or Disability of Participant.** If, prior to the Vesting Date, Participant's Continuous Service terminates due to death or a Disability, Participant will vest in an amount of Performance Restricted Stock Units as of the date of the Participant's termination of Continuous Service due to death or Disability ("Death or Disability Vesting Date"). The Death or Disability Vesting Date of Participant's Continuous Service constitutes a "separation from service" as defined under Section 409A ("Separation from Service"), regardless of the attainment of the Performance Period as of the last day of the Performance Period.

- c. **Retirement.** If Participant has not had a Separation of Service from the Grant Date through the date on which Participant becomes Retirement-Eligible, Participant's Performance Restricted Stock Units, subject to the level of attainment of the performance criteria as of the last day of the Performance Period ("Retirement Vesting Date"), shall be forfeited to the Company as of the date of Participant's Separation from Service, whether Participant has a Separation from Service following the date of which Participant becomes Retirement-Eligible. For purposes of this Agreement, "Retirement Vesting Date" shall be the date on which Participant attains the age of 65.
- d. **Separation from Service in Connection with Change in Control.** In the event of a Participant's Separation from Service as a result of either the Participant's termination without Cause or (ii) by Participant for Good Reason during the 24-month period following the closing date of a Change in Control ("Involuntary Termination"), Participant shall be entitled to 100% of the Performance Restricted Stock Units as of the date of such Separation from Service. ("Involuntary Termination Vesting Date").

4. **Forfeiture.**

- a. **Forfeiture.** Except as provided in paragraphs 3.b., 3.c., and 3.d. above, in the event that Participant has a Separation from Service prior to the Vesting Date, all Performance Restricted Stock Units will be forfeited to the Company as of the date of Participant's Separation from Service and Participant shall have no further rights with respect to such Performance Restricted Stock Units. Notwithstanding the foregoing, in the event that Participant's Separation from Service is as a result of termination by the Company for Cause at any time, Participant shall retain the right to the Performance Restricted Stock Units granted under this Agreement, regardless if vested or unvested as of the date of such Separation from Service.

- b. **Clawback.** Pursuant to Section 15.2 of the Plan, every Award issued pursuant to the Plan is subject to potential forfeiture or "clawback" to the fullest extent called for by applicable state law or any policy of the Company, including the First Interstate BancSystem, Inc. Clawback Policy. By accepting this Performance Restricted Stock Unit Award, Participant agrees to be bound by, and comply with, the terms of any such forfeiture or "clawback" provision imposed by applicable federal or state law or prescribed by any policy of the Company.

5. **Restrictions.** Subject to any exceptions set forth in this Agreement or the Plan, prior to and until such time as the Performance Restricted Stock Units are settled or paid out in cash or shares of Common Stock, or any deferral election made in accordance with Section 11 hereto, the Performance Restricted Stock Units and the rights relating thereto may not be assigned, alienated, or otherwise transferred or encumbered by Participant. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Performance Restricted Stock Units thereto shall be wholly ineffective and, if any such attempt is made, the Performance Restricted Stock Units will be forfeited by Participant and all of Participant's Performance Restricted Stock Units shall immediately terminate without any payment or consideration by the Company.

6. **Rights as a Shareholder.**

- a. **Voting and Other Rights.** Except as set forth in Section 6(b) below with respect to certain Dividend Equivalent rights, Participant shall have no rights of a shareholder or an owner of any shares of Common Stock issuable in settlement of this Performance Restricted Stock Unit Award, except with respect to shares of Common Stock issued in settlement of any Performance Restricted Stock Units.
- b. **Dividend Equivalent Rights.** If, on or after the Grant Date but prior to date of settlement or payment of any Performance Restricted Stock Units in accordance with Section 11 below, the Company declares a cash or stock dividend on the shares of Common Stock, prior to the date the applicable Performance Restricted Stock Units are to be settled under the terms of such deferral election), the Company declares a cash or stock dividend on the shares of Common Stock, prior to payment, Participant's Account shall be credited with Dividend Equivalents in an amount equal to the dividends that would have been paid to Participant if one share of Common Stock were issued on the Grant Date for each Performance Restricted Stock Unit that becomes issuable to Participant as of the date of settlement or payment of the Performance Restricted Stock Unit Award. Dividend Equivalents shall be subject to the same vesting terms as the Performance Restricted Stock Units to which they are attributable and shall be paid to Participant when the Performance Restricted Stock Units to which they are attributable are settled or paid in accordance with Section 7 hereof (subject to any deferral election made pursuant to Section 11 below). Dividend Equivalents credited to a Participant's Account shall be distributed in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of the Dividend Equivalents, if any.

7. **Settlement of Performance Restricted Stock Units.** Subject to Section 9 and subject to any deferral election made pursuant to Section 11 below, in the event that one or more Performance Restricted Stock Units vest as of the Vesting Date or, if earlier, the Retirement Vesting Date, the Company will issue, within 45 days following the Vesting Date: (i) a number of shares of Common Stock, at the Committee's discretion, a lump sum cash payment equal to the Fair Market Value of such shares of Common Stock) to Participant in settlement and payment of the vested Performance Restricted Stock Units equal to the number of then-vested Performance Restricted Stock Units and (ii) a lump sum of cash equal to any Dividend Equivalents credited with respect to the Performance Restricted Stock Units or, at the discretion of the Committee, shares of Common Stock having a Fair Market Value equal to such Dividend Equivalents. Notwithstanding the foregoing, and subject to Section 9 and subject to any deferral election made pursuant to Section 11 below, in the event that one or more Performance Restricted Stock Units vest prior to the Retirement Vesting Date, with such vesting occurring on the Death or Disability Vesting Date or Involuntary Termination Vesting Date, settlement of the Performance Restricted Stock Units amount determined as described in this Section 7 above, will be made to Participant within 45 days of the applicable Death or Disability Vesting Date or Involuntary Termination Vesting Date. Participant shall have no further rights with respect to any Performance Restricted Stock Units that are paid or that terminate pursuant to Sections 3 or 4 as of the date of such termination pursuant to this Section 7 (subject to any deferral election made pursuant to Section 11).

8. **Stock Register.** On the date of payment or settlement of any Performance Restricted Stock Units in accordance with Section 7 and subject to any deferral election in Section 7 below, to the extent payment is made in shares of Common Stock, the Company will deliver to Participant (or in the case of Participant's death, to Participant's beneficiary) the number of shares of Common Stock (rounded down to the nearest full share) by entering such shares in book-entry form.
9. **Withholding.** Participant shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to Participant pursuant to this Agreement the amount of any required withholding taxes in respect of the Performance Restricted Stock Units and to take all such other action as the Committee deems necessary to satisfy the payment of such withholding taxes. The Committee may permit Participant to satisfy any federal, state local, FICA or similar tax withholding obligation by any of the following combination of such means: (i) tendering a cash payment, including through withholding from other compensation payable by the Company to Participant or (ii) authorizing the Company to sell shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to Participant; provided, however, that no shares of Common Stock sold shall exceed the maximum amount of tax required to be withheld by law. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance or other tax related withholding ("Tax-Related Items"), the ultimate liability for all Tax-Related Items is and remains Participant's responsibility and the Company (a) makes no representation regarding the treatment of any Tax-Related Items in connection with the grant, vesting, deferral, settlement or payment of the Performance Restricted Stock Units or (b) does not commit to structure the Performance Restricted Stock Units to reduce or eliminate Participant's liability for Tax-Related Items.
10. **Non-Solicitation.** Participant hereby covenants and agrees that, during the Period of Restriction, Participant shall not, without the written consent of the Company, either directly or indirectly offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively "FIB"), to terminate or interrupt such officer's or employee's Continuous Service with FIB or become affiliated with, or provide services for compensation in any capacity whatsoever to, any business whatsoever that competes with FIB within the Restricted Area. Notwithstanding the foregoing, the provisions of Section 10 shall only apply to such customers, agents, suppliers, and other persons with whom Participant obtained knowledge or had access to information during Participant's employment with FIB.

Participant agrees that the covenants herein are (a) reasonable and necessary for the protection of the Company's legitimate interests, including, but not limited to, its confidential business information, and goodwill, (b) not against the public interest, and (c) do not place an unreasonable burden on Participant's ability to earn a living.

a. **Definitions.** For purposes of the non-solicitation covenants above in Section 10, the following terms shall have the following definitions:

- (1) "Period of Restriction" means a period of twelve (12) months following the termination of Participant's Continuous Service with FIB for any reason, unless a court of competent jurisdiction determines that the period is unenforceable under applicable law because it is too long in which case the applicable period shall be the longest of the following periods that the court determines is reasonable under the circumstances: nine (9) months after the termination of Participant's Continuous Service with FIB for any reason or six (6) months after the termination of Participant's Continuous Service with FIB for any reason.
- (2) "Restricted Area" means within fifty (50) miles of the locations in which FIB has business operations, headquarters or offices or has filed an application for regulatory approval to establish an office, unless a court of competent jurisdiction determines that the geographic territory is unenforceable under applicable law because it is too large in which case the applicable territory will be the broadest of the following territories that the court determines is reasonable under the circumstances: within twenty-five (25) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office, within ten (10) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office or within five (5) miles of the locations in which FIB has business operations or has filed an application for regulatory approval to establish an office.

b. **Limited Application of Sections 10 in Certain States.** FIB acknowledges and agrees that, in certain states the covenants contained in Section 10 may have limited application. FIB acknowledges that Section 10 is limited in the following states; and, to the extent that there is a conflict between the covenants in Section 10 and applicable state laws, the covenants in Section 10 shall be read and applied in full compliance with applicable state laws. Further, to the extent any state not listed herein has laws that limit the enforceability of post-employment non-competition restrictions, such limitation is incorporated by reference.

- (1) **Idaho.** If Participant's primary work location is in Idaho as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, the covenants in Section 10 shall not apply unless Participant is a "key employee" under Idaho Code § 44-2701.
- (2) **Nebraska:** If Participant's primary work location is in Nebraska as on the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, the covenants in Section 10 shall only apply to customers, agents, suppliers, and other persons with whom Participant had personal contact and did business with FIB during the last two years of employment with FIB.
- (3) **North Dakota.** If Participant's primary work location is in North Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment with FIB, the covenants in Section 10(i) of this Agreement shall be replaced in its entirety with the following language: "(i) solicit, offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of First Interstate BancSystem, Inc. or any of its direct or indirect subsidiaries or affiliates (collectively 'FIB'), that Participant had contact or about whom Participant obtained knowledge or had access to information during the last two years of employment with FIB, to terminate or interrupt such officer's or employee's Continuous Service with FIB and accept employment or become affiliated with FIB or provide services for compensation in any capacity similar to those performed for FIB in the person's last two years of employment, any business whatsoever that competes with FIB within the Restricted Area."

(4) *South Dakota.* If Participant's primary work location is in South Dakota as of the date upon which Participant executes this Agreement, or upon the ce
Section 10(ii) of this Agreement shall be replaced in its entirety with the following language: "(ii) within the Restricted Area, solicit existing customers of FIB."

11. **Deferral Election.** Subject to any conditions deemed appropriate from time to time by the Committee (including suspension of the right to elect deferrals), Participant may
date of the Performance Restricted Stock Units and any Dividend Equivalents credited with respect thereto set forth in Section 8 above using the Deferral Election form pl
incorporated by reference to this Agreement as Appendix 1.

12. **General Provisions.**

- a. **Tax Advisor Consultation.** Participant represents Participant has reviewed with Participant's own tax advisors the federal, state, local and foreign tax consequence
transactions contemplated by this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or
understands that Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agree
- b. **Data Privacy.** In order to administer the Plan, the Company may process personal data about Participant. Such data includes, but is not limited to, the information
and any changes thereto, other appropriate personal and financial data about Participant such as home address and business addresses and other contact inform
any other information that might be deemed appropriate by the Company to facilitate the administration of the Plan. By accepting this grant, Participant gives explic
process any such personal data.
- c. **Consent to Electronic Delivery.** The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting this grant
Company may deliver or cause to be delivered the Plan prospectus and the Company's annual report to Participant in an electronic format. The Compai
electronically within the Participant's Fidelity account at <https://nb.fidelity.com> and the Company's annual report is located electronically at www.fibk.com. If at any
to receive paper copies of these documents, as Participant is entitled to, please contact Fidelity Stock Plan Services at (800) 544-9354 to request paper copies of th

- d. **Fractions.** To the extent that the Company is obligated to issue a fractional number of Performance Restricted Stock Units, such number will be rounded down
number.
- e. **Receipt of Plan.** By entering into this Agreement, Participant acknowledges (i) that they have received and read a copy of the Plan and (ii) that this Agreement
construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
- f. **Not an Employment or Service Contract.** This Agreement is not an employment or service contract and nothing in this Agreement may be deemed to create
obligation on the part of Participant to remain in the service of the Company or an Affiliate or of the Company or an Affiliate to continue Participant in the service of th
- g. **Further Action.** The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this.
- h. **Interpretation.** The interpretations and constructions of any provision of and determinations of any question arising under the Plan or this Agreement will be made b
interpretations, constructions and determinations will be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the er
parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidit
provision hereof will in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which will b
same instrument, and it is sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this /
purposes only and do not affect the meaning or interpretation of this Agreement in any way.
- i. **Governing Law; Venue.** This Agreement and the rights and obligations of the parties hereto will be governed by and construed in accordance with the laws of the St
agree that any action brought by either party to interpret or enforce any provision of the Plan or this Agreement must be brought in the state or federal court local
and the parties irrevocably submit to the exclusive jurisdiction of that court for any action, suit or proceeding, and hereby waive any right to contest such jurisdicth
any grounds.
- j. **Successors.** This Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agree
binding upon Participant and Participant's heirs, executors, administrators, successors and assigns.
- k. **Further Documents.** Upon request of the Company, Participant shall execute any further documents or instruments which the Company deems necessary or reas
the purposes or intent of this Agreement.
- l. **Adjustment for Stock Split.** All references to the number of Performance Restricted Stock Units and shares of Common Stock in this Agreement shall be adjusted to
dividend or other change in the shares of Common Stock which may be made after the date of this Agreement.
- m. **Compliance with Law.** The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and Participant with all applicable
state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Cc
or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfac
counsel.
- n. **Amendment.** The Committee has the right to amend, alter, suspend, discontinue or cancel the Performance Restricted Stock Units, prospectively or retroactiv
amendment shall adversely affect Participant's material rights under this Agreement without Participant's consent.

o. **Section 409A.** This Agreement, and the deferral election attached hereto as **Appendix 1**, are intended to comply with Section 409A or an exemption thereunder interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A. Notwithstanding the foregoing representations that the payments and benefits provided under this Agreement or any deferral election comply with Section 409A and in no event shall the Company be liable for any portion of any taxes, penalties, interest or other expenses that may be incurred by Participant on account of non-compliance with Section 409A. Notwithstanding any deferral election to the contrary, this Agreement or any deferral election may be amended, as reasonably requested by the Company, and as may be necessary to comply with Section 409A and all related rules and regulations in order to preserve the payments and benefits provided hereunder. A termination of Continuous Service shall not be a termination for purposes of any provision of this Agreement providing for the payment of any amounts or benefits that constitute nonqualified deferred compensation upon termination of Continuous Service unless such termination is also a "separation from service" within the meaning of Section 409A and, for purposes of any such provision of this Agreement, "termination of Continuous Service," "termination of employment," or like terms shall mean "separation from service." Notwithstanding anything to the contrary in this Agreement, the Company shall not be deemed a "specified employee" within the meaning of Section 409A, as determined by the Committee, at a time when Participant becomes eligible for separation benefits or Performance Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent any accelerated or additional tax under Section 409A, any payment or distribution or payment will be delayed until the earlier of: (a) the business day following the date that is six months following Participant's Separation from Service and (b) Participant's death.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement effective as of the Grant Date as stated in **Exhibit A**.

FIRST INTERSTATE BANCSYSTEM, INC.

By: Kevin Riley
Title: President and CEO

Address: 401 North 31st
Billings, MT 59116

Signed Electronically

Participant Signature

EXHIBIT A

NOTICE OF PERFORMANCE RESTRICTED STOCK UNIT AWARD
FIRST INTERSTATE BANCSYSTEM, INC.

Participant Name	
Participant ID	
Plan Name	First Interstate BancSystem, Inc. 2023 Equity and Incentive Plan
Number of Performance Restricted Stock Units	
Vesting and Payout Percentage Range	0% to 200%
Grant Date	
Performance Period	January 1, 2024 to December 31, 2026
Vesting Date	March 15, 2027
Performance Metrics	Core Return on Average Equity (Core ROAE)

APPENDIX 1

FIRST INTERSTATE BANCSYSTEM, INC. RESTRICTED STOCK UNIT AND PERFORMANCE RESTRICTED STOCK UNIT DEFERRAL ELECTION

The following election ("Deferral Election") constitutes an election by the undersigned Participant, _____ ("you") to elect different timing for payment with respect to amounts payable pursuant to the Restricted Stock Unit ("RSU") Grant Agreement ("RSU Agreement") and the Performance Restricted Stock Unit ("PRSU") Grant Agreement ("PRSU Agreement") under the Company's 2023 Equity and Incentive Plan ("Plan"). Capitalized terms used but not defined have the meanings set forth in the RSU Agreement and PRSU Agreement.

This Deferral Election must be filed with the Company no later than December 19, 2023 ("Election Deadline").

Restricted Stock Unit Deferral Election

Section 1

You understand you are not obligated to make a Deferral Election with respect to your RSU in the manner offered on this Deferral Election form. If you do not make a Deferral Election with respect to your RSU, the date on which the RSUs are settled and you receive payment with respect to the vested RSU (the "RSU Distribution Date") will be the **earlier** of:

- (a) the three Time-Based Vesting Dates, each with respect to one-third of the RSU of (i) March 15, 2025, (ii) March 15, 2026 and (iii) March 15, 2027, or
- (b) the date of your Separation from Service as a result of your death or Disability, or
- (c) the date of your Separation from Service following becoming Retirement-Eligible (attain the age of 65) to the extent the RSU was not paid out on a previous Time-Based Vesting Date, or
- (d) the date of your Separation from Service as a result of your involuntary termination of employment without Cause or termination by you with Good Reason with or without Cause, or

or as soon as practicable thereafter, but in no later event later than the date that is thirty (30) days after the RSU Distribution Date.

Section 2

Your Deferral Election will become irrevocable as of the date of the Election Deadline, subject to the Company's review of the Deferral Election to ensure that it complies with all the terms and conditions in the RSU Agreement and in the Plan. To the extent your Deferral Election under this Section 2 does not conform with these rules, your Deferral Election will be void and the original election, as applicable, will continue to apply.

By electing below, you agree to defer the RSU Distribution Date applicable to your RSU so that the Shares (or cash equivalent as applicable) underlying your vested RSU will be issued on the following schedule ("Deferred RSU Distribution Dates"):

In five equal annual installments. The first installment of Shares (or cash, as applicable) will be issued to you within 30 days following the first anniversary date of your Separation from Service and each successive installment will be made in each successive year within 30 days of the date of the anniversary of your Separation from Service until all Shares (or cash equivalent, as applicable) underlying your vested RSU will be issued to you within 30 days following the five-year anniversary of your Separation from Service. Notwithstanding the foregoing, if you die prior to any or full settlement (or payment) of your vested RSUs, the remaining Shares (or cash equivalent, as applicable) underlying your vested RSUs will be issued in a single installment within 30 days following the date of your death.

Performance Restricted Stock Unit Deferral Election

Section 1

You understand you are not obligated to make a Deferral Election in the manner offered on this election form. If you do not make a Deferral Election on this form with respect to your PRSUs, your PRSUs are settled and you will receive payment with respect to the vested PRSU (the "PRSU Distribution Date") will be the **earlier** of:

- (a) the Vesting Date, March 15, 2027, or
- (b) the date of your Separation from Service as a result of your death or Disability, or

- (c) the date of your Separation from Service as a result of your involuntary termination of employment without Cause or termination by you with Good Reason within the 60-day period beginning on the closing date of a Change in Control,

or as soon as practicable thereafter, but in no later event later than the date that is forty-five (45) days after the relevant date.

Section 2

Your Deferral Election will become irrevocable as of the date of the Election Deadline, subject to the Company's review of the Deferral Election to ensure that it complies with all the requirements in the PRSU Agreement and in the Plan. To the extent your Deferral Election under this Section 2 does not conform with these rules, your Deferral Election will be void and the original election, as applicable, will continue to apply.

By electing below, you agree to defer the PRSU Distribution Date applicable to your PRSU so that the Shares (or cash equivalent as applicable) underlying your vested PRSU will be distributed with the following schedule ("Deferred PRSU Distribution Dates"):

In five equal annual installments. The first installment of Shares (or cash, as applicable) will be issued to you within 30 days following the first anniversary date of your Separation from Service and each successive installment will be made in each successive year within 30 days of the date of the anniversary of your Separation from Service until all Shares (or cash equivalent, as applicable) underlying your vested PRSU will be issued to you within 30 days following the five-year anniversary of your Separation from Service. Notwithstanding the foregoing, if you die prior to any or full settlement (or payment) of your vested PRSUs, the remaining Shares (or cash equivalent, as applicable) underlying your vested PRSUs will be issued in a single installment within 30 days following the date of your death.

General Provisions and Acknowledgments

1. **Award is Unfunded.** You understand that the Company has not formally funded your award of RSUs or PRSUs and that you are considered a general unsecured creditor of the Company with respect to your rights under the award of RSUs or PRSUs.
2. **Taxes.** You understand and acknowledge that current tax law provides that amounts deferred will be taxable as ordinary income in the year paid. You, however, agree and acknowledge that you will be responsible for paying any taxes, including income or employment taxes, prior to the date of deferred payout, you agree that, if you do not make other arrangements that are satisfactory to the Committee, in its sole discretion, the Company may withhold from other compensation due to you, including, but not limited to, salary.
3. **Section 409A.** It is the intent of this Deferral Election to comply with the requirements of Section 409A so that none of the deferred RSUs and PRSUs or Shares issuable under the Plan will be subject to the additional tax imposed under Section 409A, and any ambiguities herein will be interpreted to so comply. Notwithstanding the foregoing, in no event will the Company, any Affiliated Company, or any officer or director of the Company be liable for any liability to you for such tax or penalty or any other tax consequences relating to your RSU or PRSU, under the Plan, the RSU Agreement, the PRSU Agreement or any installment payment payable with respect to any RSU or PRSU should be treated as a separate payment for purposes of the Plan, the RSU Agreement, the PRSU Agreement or this Deferral Election.
4. **Subject to Plan.** This Deferral Election is in all respects subject to the terms and conditions of the Plan. Should any inconsistency exist between this Deferral Election, the Plan, the PRSU Agreement and/or any applicable law, then the provisions of either the applicable law or the Plan will control, with the Plan subordinated to the applicable law and the PRSU Agreement subordinated to this Deferral Election.

The Company shall have sole discretion to revise the terms of this election form, or the procedures with respect to making this election or any election change, to the extent that such revision is appropriate to comply with applicable law.

[Participant Signature]

[Participant Name]

[Date]

FIRST INTERSTATE BANCSYSTEM, INC. 2023 EQUITY AND INCENTIVE PLAN PERFORMANCE RESTRICTED STOCK UNIT GRANT AGREEMENT (T

This Performance Restricted Stock Unit Grant Agreement ("Agreement") is made and entered into as of the date specified in Exhibit A (referred to as "Grant Date") between First Interstate BancSystem, Inc. (the "Company"), and the below named Participant, an Employee of the Company.

The Company and Participant agree as follows:

1. **Precedence of Plan.** This Agreement, including all the Performance Restricted Stock Units granted under it, is governed by the First Interstate BancSystem, Inc. 2023 Equity Incentive Plan ("Plan") and will be construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect. Any capitalized terms used in this Agreement without definition herein shall have the meaning specified in the Plan. In the event of a conflict or inconsistency between the terms and conditions of this Agreement and the Plan, the terms and conditions of the Plan shall govern.
2. **Grant of Performance Restricted Stock Unit Award.** Participant is hereby granted a Performance Restricted Stock Unit Award for the number of Performance Restricted Stock Units as set forth in the Notice of Performance Restricted Stock Unit Award attached hereto as Exhibit A. The Performance Restricted Stock Units represent the right to receive shares of the Company's Common Stock, if determined in the discretion of the Committee, the right to receive a cash amount equal to the Fair Market Value based on shares of the Company's Common Stock. All amounts credited to Participant's Restricted Stock Units shall be credited to a separate account maintained for Participant on the books and records of the Company (the "Account"). All amounts credited to the Account shall for all purposes to be part of the general assets of the Company. Notwithstanding the foregoing, if Participant primarily lives or works in Colorado at the time Participant agrees that Participant shall not be eligible for the grant of such Performance Restricted Stock Unit Award herein unless Participant signs and returns the Notice of Restrictive Covenants provided in connection with this Agreement. For any such Participant, this Agreement shall become effective on the latest date of the following: (a) fourteen (14) days following the date of this Agreement and return of the executed Notice of Restrictive Covenants provided in connection with this Agreement, and (b) the date of Participant's execution of this Agreement.
3. **Vesting.**
 - a. **Vesting.** Except as otherwise provided herein, provided Participant's Continuous Service has not terminated from the Grant Date through the Vesting Date, the Performance Restricted Stock Unit Award attached hereto as Exhibit A, the Performance Restricted Stock Units shall vest and a specified number of shares of the Company's Common Stock shall become issuable in settlement of such Performance Restricted Stock Units as of the Vesting Date based on the application of the applicable TSR Payout Percentage. To the extent the performance criteria set forth below are met over the Performance Period (as defined below):
 - i. The proportion of Performance Restricted Stock Units that will vest and the number of shares of Common Stock issuable in settlement of the Performance Restricted Stock Unit Award to Participant will be based on the percentile ranking of the Company over the Performance Period, relative to the Comparator Banks, of its Total Shareholder Return ("TSR") using a closing price average of the 20 trading days immediately prior to the first day of the Performance Period and the last 20 trading days of the Performance Period. All determinations regarding TSR performance will be determined by the Committee following the end of the Performance Period and prior to the Vesting Date. The TSR calculation will assume dividends paid during the Performance Period are reinvested on the next business day.
 - ii. For purposes of this Agreement, the following terms are defined below:
 1. "Comparator Banks" means the component companies of the KBW Nasdaq Regional Banking Index (the "KRX") as of the first day of the Performance Period. Components of the KRX throughout the Performance Period will not impact the companies comprising Comparator Banks, provided that only those companies that trade on a major exchange throughout the entire Performance Period will be included in Comparator Banks at the time performance results are determined. Companies that will not be included in the set of Comparator Banks.
 2. "Performance Period" means the Performance Period as set forth in Exhibit A.

iii. The amount, if any, of Performance Restricted Stock Units that will vest as of the Vesting Date and the number of shares of Common Stock that will be iss the Participant's Continuous Service from the Grant Date through the Vesting Date, will be (i) the aggregate number of Performance Restricted Stock Unit Award multiplied by (ii) the payout percentage set forth below that is based on the percentile ranking of the Company relative to the Comparator Banks for TSR ("TSR Payout Percentage"). Any fraction shares of Common Stock issuable will be rounded down to the nearest

1. If the Company's percentile rank is less than 25%, the TSR Payout Percentage will be 0%, such that 0% of the Performance Restricted Stock Units contingent on such applicable payout percentage will become vested as of the Vesting Date and all Performance Restricted Stock Units will be forfeited.
2. If the Company's percentile rank is greater than or equal to 25% and less than 50%, the TSR Payout Percentage will be between 50% and 100% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
3. If the Company's percentile rank is greater than or equal to 50% and less than 90%, the TSR Payout Percentage will be between 100% and 200% (the actual amount determined by linear interpolation) of the Performance Restricted Stock Units contingent on such applicable payout percentage as of the Vesting Date.
4. If the Company's percentile rank is greater than or equal to 90%, the TSR Payout Percentage will be 200% such that 200% of the Performance Restricted Stock Units contingent on such applicable payout percentage will vest on the Vesting Date.
5. Notwithstanding the above, if the Company's calculated TSR over the Performance Period is negative, the TSR Payout Percentage will not exceed 200%.

The vesting under this Section 3(iii) is illustrated by the following table:

Percentile Rank to Peers	<25%	25%	50%
Payout Percentage	0%	50%	100%

- b. **Death or Disability of Participant.** If, prior to the Vesting Date, Participant's Continuous Service terminates due to death or a Disability, Participant will vest in an amount of Performance Restricted Stock Units as of the date of the Participant's termination of Continuous Service due to death or Disability ("Death or Disability Vesting Date"). Participant's Continuous Service constitutes a "separation from service" as defined under Section 409A ("Separation from Service"), regardless of the attainment of the last day of the Performance Period.
- c. **Retirement.** If Participant has not had a Separation of Service from the Grant Date through the date on which Participant becomes Retirement-Eligible, Participant will vest in an amount of Performance Restricted Stock Units, subject to the level of attainment of the performance criteria as of the last day of the Performance Period ("Retirement Vesting Date"), whether Participant has a Separation from Service following the date of which Participant becomes Retirement-Eligible. For purposes of this Agreement, "Retirement-Eligible" means the date on which Participant attains the age of 65.
- d. **Separation from Service in Connection with Change in Control.** In the event of a Participant's Separation from Service as a result of either the Participant's termination without Cause or (ii) by Participant for Good Reason during the 24-month period following the closing date of a Change in Control ("Involuntary Termination"), Participant will be entitled to 100% of the Performance Restricted Stock Units as of the date of such Separation from Service. ("Involuntary Termination Vesting Date").

4. **Forfeiture.**

- a. **Forfeiture.** Except as provided in paragraphs 3.b., 3.c., and 3.d. above, in the event that Participant has a Separation from Service prior to the Vesting Date, all Performance Restricted Stock Units will be forfeited to the Company as of the date of Participant's Separation from Service and Participant shall have no further rights with respect to such Performance Restricted Stock Units. Notwithstanding the foregoing, in the event that Participant's Separation from Service is as a result of termination by the Company for Cause at any

time, Participant will forfeit all Performance Restricted Stock Units granted under this Agreement, regardless if vested or unvested as of the date of such Separation from Service.

- b. **Clawback.** Pursuant to Section 15.2 of the Plan, every Award issued pursuant to the Plan is subject to potential forfeiture or "clawback" to the fullest extent called for by applicable state law or any policy of the Company, including the First Interstate BancSystem, Inc. Clawback Policy. By accepting this Performance Restricted Stock Unit Award, Participant agrees to be bound by, and comply with, the terms of any such forfeiture or "clawback" provision imposed by applicable federal or state law or prescribed by any policy of the Company.

5. **Restrictions.** Subject to any exceptions set forth in this Agreement or the Plan, prior to and until such time as the Performance Restricted Stock Units are settled or paid out in full, 7 or any deferral election made in accordance with Section 11 hereto, the Performance Restricted Stock Units and the rights relating thereto may not be assigned, alienated, otherwise transferred or encumbered by Participant. Any attempt to assign, alienate, pledge, attach, sell or otherwise transfer or encumber the Performance Restricted Stock Units thereto shall be wholly ineffective and, if any such attempt is made, the Performance Restricted Stock Units will be forfeited by Participant and all of Participant's Performance Restricted Stock Units shall immediately terminate without any payment or consideration by the Company.

6. **Rights as a Shareholder.**

- a. **Voting and Other Rights.** Except as set forth in Section 6(b) below with respect to certain Dividend Equivalent rights, Participant shall have no rights of a shareholder or an owner of any shares of Common Stock issuable in settlement of this Performance Restricted Stock Unit Award, except with respect to shares of Common Stock issued in settlement of any Performance Restricted Stock Units.

7. Settlement of Performance Restricted Stock Units. Subject to Section 9 and subject to any deferral election made pursuant to Section 11 below, in the event that one or more Performance Restricted Stock Unit vests as of the Vesting Date or, if earlier, the Retirement Vesting Date, the Company will issue, within 45 days following the Vesting Date: (i) a number of shares of Common Stock, at the discretion of the Committee, a lump sum cash payment equal to the Fair Market Value of such shares of Common Stock) to Participant in settlement and payment of the Performance Restricted Stock Units equal to the number of then-vested Performance Restricted Stock Units and (ii) a lump sum of cash equal to any Dividend Equivalents credited to the Performance Restricted Stock Units or, at the discretion of the Committee, shares of Common Stock having a Fair Market Value equal to such Dividend Equivalents. Notwithstanding the foregoing, in the event that one or more Performance Restricted Stock Unit vests on or after the Retirement Vesting Date, with such vesting occurring on the Death or Disability Vesting Date or Involuntary Termination Vesting Date, settlement of the Performance Restricted Stock Units, in an amount determined as described in this Section 7 above, will be made to Participant within 45 days of the applicable Death or Disability Vesting Date or Involuntary Termination Vesting Date. Participant shall have no further rights with respect to any Performance Restricted Stock Units that are paid or that terminate pursuant to Sections 3 or 4 as of the date of termination pursuant to this Section 7 (subject to any deferral election made pursuant to Section 11).
8. Stock Register. On the date of payment or settlement of any Performance Restricted Stock Units in accordance with Section 7 and subject to any deferral election made pursuant to Section 11 below, to the extent payment is made in shares of Common Stock, the Company will deliver to Participant (or in the case of Participant's death, to the Participant's estate) a copy of the Stock Register showing the shares of Common Stock issued to Participant in settlement of the Performance Restricted Stock Units.

9. **Withholding.** Participant shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to Participant pursuant to the amount of any required withholding taxes in respect of the Performance Restricted Stock Units and to take all such other action as the Committee deems necessary for the payment of such withholding taxes. The Committee may permit Participant to satisfy any federal, state local, FICA or similar tax withholding obligation by any of the following combination of such means: (i) tendering a cash payment, including through withholding from other compensation payable by the Company to Participant or (ii) authorizing the Company to sell on Participant's behalf a number of shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to Participant; provided, however, that no shares of Common Stock shall be sold in excess of the maximum amount of tax required to be withheld by law. Notwithstanding any action the Company takes with respect to any or all income tax, social insurance or other tax related withholding ("Tax-Related Items"), the ultimate liability for all Tax-Related Items is and remains Participant's responsibility and the Company (a) makes no representation regarding the treatment of any Tax-Related Items in connection with the grant, vesting, deferral, settlement or payment of the Performance Restricted Stock Units or shares; and (b) does not commit to structure the Performance Restricted Stock Units to reduce or eliminate Participant's liability for Tax-Related Items.

- Participant agrees that the covenants herein are (a) reasonable and necessary for the protection of the Company's legitimate interests, including, but not limited to, its confidential information, trade secrets, and business information, and goodwill, (b) not against the public interest, and (c) do not place an unreasonable burden on Participant's ability to earn a living.

- REFINITIV
- 

application for regulatory approval to establish an office or within five (5) miles of the locations in which FIB has business operations or has filed an application to establish an office.

- b. **Limited Application of Sections 10 in Certain States.** FIB acknowledges and agrees that, in certain states the covenants contained in Section 10 may have limited this Agreement to

comply fully with state and local laws and, as such, acknowledges that Section 10 is limited in the following states; and, to the extent that there are additional laws herein, FIB intends for Section 10 to be read and applied in full compliance with applicable state laws. Further, to the extent any state not listed limits enforcement of an employee's annual compensation is insufficient for enforceable post-employment non-competition restrictions, such limitation is incorporated by reference.

- (1) **Idaho.** If Participant's primary work location is in Idaho as of the date upon which Participant executes this Agreement, or upon the cessation of employment, the provisions of Section 10 of this Agreement shall not apply unless Participant is a "key employee" under Idaho Code § 44-2701.
- (2) **Nebraska.** If Participant's primary work location is in Nebraska as on the date upon which Participant executes this Agreement, or upon the cessation of employment, the provisions of Section 10 of this Agreement shall only apply to customers, agents, suppliers, and other persons with whom Participant had personal contact and did business during the course of employment with FIB.
- (3) **North Dakota.** If Participant's primary work location is in North Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment, Section 10(i) of this Agreement shall be replaced in its entirety with the following language: "(i) solicit, offer employment to, or take any other action that a reasonable person acting in like circumstances would expect) to have the effect of causing any officer or employee of First Interstate BancSystem, Inc. or any of its direct or indirect affiliates (collectively "FIB"), that Participant had contact or about whom Participant obtained knowledge or had access to information during the last year of employment with FIB, to terminate or interrupt such officer's or employee's Continuous Service with FIB and accept employment or become affiliated with FIB, or to receive compensation in a capacity similar to those performed for FIB in the person's last two years of employment, any business whatsoever that competes with FIB in the Restricted Area."
- (4) **South Dakota.** If Participant's primary work location is in South Dakota as of the date upon which Participant executes this Agreement, or upon the cessation of employment, Section 10(ii) of this Agreement shall be replaced in its entirety with the following language: "(ii) within the Restricted Area, solicit existing customers of FIB."

11. **Deferral Election.** Subject to any conditions deemed appropriate from time to time by the Committee (including suspension of the right to elect deferrals), Participant may elect to defer the vesting of the date of the Performance Restricted Stock Units and any Dividend Equivalents credited with respect thereto set forth in Section 8 above using the Deferral Election form provided, which is incorporated by reference to this Agreement as Appendix 1.

12. **General Provisions.**

- a. **Tax Advisor Consultation.** Participant represents Participant has reviewed with Participant's own tax advisors the federal, state, local and foreign tax consequences of the transactions contemplated by this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or its advisors. Participant understands that Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.
- b. **Data Privacy.** In order to administer the Plan, the Company may process personal data about Participant. Such data includes, but is not limited to, the information about Participant and any changes thereto, other appropriate personal and financial data about Participant such as home address and business addresses and other contact information. Participant gives explicit consent to the processing of any other information that might be deemed appropriate by the Company to facilitate the administration of the Plan. By accepting this grant, Participant gives explicit consent to the processing of any such personal data.
- c. **Consent to Electronic Delivery.** The Company may choose to deliver certain statutory materials relating to the Plan in electronic form. By accepting this grant, Participant consents that the Company may deliver or cause to be delivered the Plan prospectus and the Company's annual report to Participant in an electronic format. The Company's annual report is located electronically within the Participant's Fidelity account at <https://nb.fidelity.com> and the Company's annual report is located electronically at www.fibk.com. If at any time Participant desires to receive paper copies of these documents, as Participant is entitled to, please contact Fidelity Stock Plan Services at (800) 544-9354 to request paper copies of the documents.
- d. **Fractions.** To the extent that the Company is obligated to issue a fractional number of Performance Restricted Stock Units, such number will be rounded down to the nearest whole number.

- e. **Receipt of Plan.** By entering into this Agreement, Participant acknowledges (i) that they have received and read a copy of the Plan and (ii) that this Agreement is being construed in accordance with the terms and conditions of the Plan, as now or hereinafter in effect.
- f. **Not an Employment or Service Contract.** This Agreement is not an employment or service contract and nothing in this Agreement may be deemed to create an employment or service obligation on the part of Participant to remain in the service of the Company or an Affiliate or of the Company or an Affiliate to continue Participant in the service of the Company or an Affiliate.

- g. **Further Action.** The parties agree to execute such further instruments and to take such further action as reasonably may be necessary to carry out the intent of this Agreement.
- h. **Interpretation.** The interpretations and constructions of any provision of and determinations of any question arising under the Plan or this Agreement will be made by the Committee. The interpretations, constructions and determinations will be final and conclusive as to all parties. This Agreement, as issued pursuant to the Plan, constitutes the entire agreement of the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, representations and understandings. The invalidity of any provision hereof will in no way affect the validity or enforceability of any other provision hereof. This Agreement may be executed in counterparts, all of which will together constitute the same instrument, and it is sufficient for each party to have executed at least one, but not necessarily the same, counterpart. The headings contained in this Agreement are for reference purposes only and do not affect the meaning or interpretation of this Agreement in any way.
- i. **Governing Law; Venue.** This Agreement and the rights and obligations of the parties hereto will be governed by and construed in accordance with the laws of the State of New York. Any action brought by either party to interpret or enforce any provision of the Plan or this Agreement must be brought in the state or federal court local to the Company and the parties irrevocably submit to the exclusive jurisdiction of that court for any action, suit or proceeding, and hereby waive any right to contest such jurisdiction on any grounds.
- j. **Successors.** This Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement, this Agreement shall be binding upon Participant and Participant's heirs, executors, administrators, successors and assigns.
- k. **Further Documents.** Upon request of the Company, Participant shall execute any further documents or instruments which the Company deems necessary or reasonable to carry out the purposes or intent of this Agreement.
- l. **Adjustment for Stock Split.** All references to the number of Performance Restricted Stock Units and shares of Common Stock in this Agreement shall be adjusted to reflect any dividend or other change in the shares of Common Stock which may be made after the date of this Agreement.
- m. **Compliance with Law.** The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and Participant with all applicable state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company's legal counsel.
- n. **Amendment.** The Committee has the right to amend, alter, suspend, discontinue or cancel the Performance Restricted Stock Units, prospectively or retroactively. Any amendment shall adversely affect Participant's material rights under this Agreement without Participant's consent.
- o. **Section 409A.** This Agreement, and the deferral election attached hereto as Appendix 1, are intended to comply with Section 409A or an exemption thereunder. Notwithstanding the foregoing, the parties have represented and warranted that the payments and benefits provided under this Agreement or any deferral election comply with Section 409A and in no event shall the Company be liable for any portion of any taxes, penalties, interest or other expenses that may be incurred by Participant on account of non-compliance with Section 409A. Notwithstanding any deferral election to the contrary, this Agreement or any deferral election may be amended, as reasonably requested by the Company, and as may be necessary to comply with Section 409A and all related rules and regulations in order to preserve the payments and benefits provided hereunder. A termination of Continuous Service shall not be treated as a "separation from service" for purposes of any provision of this Agreement providing for the payment of any amounts or benefits that constitute nonqualified deferred compensation upon termination of Continuous Service unless such

termination is also a "separation from service" within the meaning of Section 409A and, for purposes of any such provision of this Agreement, references to "termination of employment," "termination of service," "separation from service," "termination of employment," or like terms shall mean "separation from service." Notwithstanding anything to the contrary in the Agreement, if Participant is a "qualified employee" within the meaning of Section 409A, as determined by the Committee, at a time when Participant becomes eligible for settlement or payment of the Performance Restricted Stock Units as a result of their Separation from Service, then to the extent necessary to prevent any accelerated or additional tax under Section 409A, such settlement or payment shall be made on or before the earlier of: (a) the business day following the date that is six months following Participant's Separation from Service and (b) Participant's death.

IN WITNESS WHEREOF, the Company, by a duly authorized officer of the Company, and Participant have executed this Agreement effective as of the Grant Date as stated in Exhibit A.

FIRST INTERSTATE BANCYSYSTEM, INC.

By:Kevin Riley

Title:President and CEO

Address:401 North 31st
Billings, MT 59116

Signed Electronically

Participant Signature

EXHIBIT A

NOTICE OF PERFORMANCE RESTRICTED STOCK UNIT AWARD
FIRST INTERSTATE BANCSYSTEM, INC.

Participant Name

Participant ID

Plan Name

Number of Performance Restricted Stock Units

Vesting and Payout Percentage Range

Grant Date

Performance Period

Vesting Date

Performance Metrics

First Interstate BancSystem, Inc. 2023 Equity and Incentive Plan

0% to 200%

January 1, 2024 to December 31, 2026

March 15, 2027

Total Shareholder Return (TSR)

APPENDIX 1

FIRST INTERSTATE BANCSYSTEM, INC.
RESTRICTED STOCK UNIT AND PERFORMANCE RESTRICTED STOCK UNIT
DEFERRAL ELECTION

The following election ("Deferral Election") constitutes an election by the undersigned Participant, _____ ("you") to elect different timing for payment with respect to amounts payable in cash pursuant to the Restricted Stock Unit ("RSU") Grant Agreement ("RSU Agreement") and the Performance Restricted Stock Unit ("PRSU") Grant Agreement ("PRSU Agreement") under the Company's 2023 Equity and Incentive Plan ("Plan"). Capitalized terms used but not defined have the meanings set forth in the RSU Agreement and PRSU Agreement.

This Deferral Election must be filed with the Company no later than December 19, 2023 ("Election Deadline").

Restricted Stock Unit Deferral Election

Section 1

You understand you are not obligated to make a Deferral Election with respect to your RSU in the manner offered on this Deferral Election form. If you do not make a Deferral Election with respect to your RSU, the date on which the RSUs are settled and you receive payment with respect to the vested RSU (the "RSU Distribution Date") will be the **earlier** of:

- (a) the three Time-Based Vesting Dates, each with respect to one-third of the RSU of (i) March 15, 2025, (ii) March 15, 2026 and (iii) March 15, 2027, or
- (b) the date of your Separation from Service as a result of your death or Disability, or
- (c) the date of your Separation from Service following becoming Retirement-Eligible (attain the age of 65) to the extent the RSU was not paid out on a previous Time-Based Vesting Date, or
- (d) the date of your Separation from Service as a result of your involuntary termination of employment without Cause or termination by you with Good Reason within the time period specified in the Plan, or the closing date of a Change in Control,

or as soon as practicable thereafter, but in no later event later than the date that is thirty (30) days after the RSU Distribution Date.

Section 2

Your Deferral Election will become irrevocable as of the date of the Election Deadline, subject to the Company's review of the Deferral Election to ensure that it complies with the requirements set forth herein, in the RSU Agreement and in the Plan. To the extent your Deferral Election under this Section 2 does not conform with these rules, your Deferral Election will be void and the Distribution Date or your prior election, as applicable, will continue to apply.

By electing below, you agree to defer the RSU Distribution Date applicable to your RSU so that the Shares (or cash equivalent as applicable) underlying your vested RSU will be distributed in accordance with the following schedule ("Deferred RSU Distribution Dates"):

In five equal annual installments. The first installment of Shares (or cash, as applicable) will be issued to you within 30 days following the first anniversary date of your Separation from Service and each successive installment will be made in each successive year within 30 days of the date of the anniversary of your Separation from Service until all Shares (or cash equivalent as applicable) underlying your vested RSU will be issued to you within 30 days following the five-year anniversary of your Separation from Service. Notwithstanding the foregoing, if you die prior to any or full settlement (or payment) of your vested RSUs, the remaining Shares (or cash equivalent, as applicable) underlying your vested RSUs will be issued in a lump sum within 30 days following the date of your death.

Performance Restricted Stock Unit Deferral Election

Section 1

You understand you are not obligated to make a Deferral Election in the manner offered on this election form. If you do not make a Deferral Election on this form with respect to your PRSUs, the date on which the PRSUs are settled and you will receive payment with respect to the vested PRSU (the "PRSU Distribution Date") will be the **earlier** of:

- (a) the Vesting Date, March 15, 2027, or
- (b) the date of your Separation from Service as a result of your death or Disability, or

- (c) the date of your Separation from Service as a result of your involuntary termination of employment without Cause or termination by you with Good Reason within the time period specified in the Plan, or the closing date of a Change in Control,

or as soon as practicable thereafter, but in no later event later than the date that is forty-five (45) days after the relevant date.

Section 2

Your Deferral Election will become irrevocable as of the date of the Election Deadline, subject to the Company's review of the Deferral Election to ensure that it complies with the requirements set forth herein, in the PRSU Agreement and in the Plan. To the extent your Deferral Election under this Section 2 does not conform with these rules, your Deferral Election will be void and the Distribution Date or your prior election, as applicable, will continue to apply.

By electing below, you agree to defer the PRSU Distribution Date applicable to your PRSU so that the Shares (or cash equivalent as applicable) underlying your vested PRSU will be distributed in accordance with the following schedule ("Deferred PRSU Distribution Dates"):

In five equal annual installments. The first installment of Shares (or cash, as applicable) will be issued to you within 30 days following the first anniversary date of your Separation from Service and each successive installment will be made in each successive year within 30 days of the date of the anniversary of your Separation from Service until all Shares (or cash equivalent as applicable) underlying your vested PRSU will be issued to you within 30 days following the five-year anniversary of your Separation from Service. Notwithstanding the foregoing, if you die prior to any or full settlement (or payment) of your vested PRSUs, the remaining Shares (or cash equivalent, as applicable) underlying your vested PRSUs will be issued in a lump sum within 30 days following the date of your death.

General Provisions and Acknowledgments

1. **Award is Unfunded.** You understand that the Company has not formally funded your award of RSUs or PRSUs and that you are considered a general unsecured creditor of the Company with respect to your rights under the award of RSUs or PRSUs.

2. **Taxes.** You understand and acknowledge that current tax law provides that amounts deferred will be taxable as ordinary income in the year paid. You, however, agree and are subject to employment taxes on the original vesting date(s). If the Committee (as defined in the Plan) determines that the Company is required to withhold for any taxes, income or employment taxes, prior to the date of deferred payout, you agree that, if you do not make other arrangements that are satisfactory to the Committee, in its sole discretion, it may withhold from other compensation due to you, including, but not limited to, salary.
3. **Section 409A.** It is the intent of this Deferral Election to comply with the requirements of Section 409A so that none of the deferred RSUs and PRSUs or Shares issuable thereunder will be subject to additional tax imposed under Section 409A, and any ambiguities herein will be interpreted to so comply. Notwithstanding the foregoing, in no event will the Company, any Affiliated Person, or any other person be liable for any liability to you for such tax or penalty or any other tax consequences relating to your RSU or PRSU, under the Plan, the RSU Agreement, the PRSU Agreement or any installment payment payable with respect to any RSU or PRSU should be treated as a separate payment for purposes of the Plan, the RSU Agreement, the PRSU Agreement or this Deferral Election.
4. **Subject to Plan.** This Deferral Election is in all respects subject to the terms and conditions of the Plan. Should any inconsistency exist between this Deferral Election, the Plan, the PRSU Agreement and/or any applicable law, then the provisions of either the applicable law or the Plan will control, with the Plan subordinated to the applicable law and the PRSU Agreement subordinated to this Deferral Election.

The Company shall have sole discretion to revise the terms of this election form, or the procedures with respect to making this election or any election change, to the extent the Company deems appropriate to comply with applicable law.

[Participant Signature]

[Participant Name]

[Date]

FIRST INTERSTATE BANCSYSTEM, INC.
DIRECTOR COMPENSATION

We use a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on our Board. In setting director compensation, we consider the time that directors expend in fulfilling their duties as well as the skill level required by us with respect to members of the Board.

During 2022, 2023, each director, other than Kevin P. Riley and David L. Jahnke, received an annual retainer valued at \$110,000, \$125,000, with approximately \$60,000 \$75,000 of that being paid in the form of First Interstate Class A common restricted stock units and the remaining approximately \$50,000 paid in the form of cash or First Interstate Class A common restricted stock units at the discretion of the Compensation Committee.

For his services as Chair of the Board, David L. Jahnke received an annual retainer of \$200,000, \$110,000 \$215,000, \$125,000 of that being paid in the form of First Interstate Class A common restricted stock units and the remaining approximately \$90,000 paid in the form of cash or First Interstate Class A common restricted stock units at the Director's election. This retainer was in lieu of a retainer described above. below. The retainer paid to David L. Jahnke recognizes his work in providing an interface between the Board and our management, oversight of strategic planning, and executive succession planning.

Committee members and committee chairpersons received additional compensation as follows:

Committee	Committee	Chair Retainer ¹	Member Retainer	Committee	Chair Retainer ¹
Audit	Audit	\$22,500	\$10,000	Audit	\$27,500
Compensation & Human Capital	Compensation & Human Capital	20,000	10,000	Compensation & Human Capital	20,000
Executive		—	7,500		
Executive ²				Executive ²	—
Governance & Nominating	Governance & Nominating	17,500	7,500	Governance & Nominating	19,000
Risk	Risk	20,000	10,000	Risk	22,500
Technology	Technology	17,500	7,500	Technology	19,000

¹ Amount is inclusive of member retainer for the Chair of the Committee.

² Executive Committee was dissolved on November 29, 2023.

Directors are reimbursed for ordinary expenses incurred in connection with attending board and committee meetings. Under our deferred compensation plan, directors may elect to defer payment of their director's fees until an elective distribution date or the director's retirement, disability, or death.

Subsidiaries EMPLOYMENT AGREEMENT

This Employment Agreement (this “**Agreement**”) is made effective as of January 23, 2024 (the “**Effective Date**”), by and between First Interstate Bank of Montana, a Delaware corporation (the “**Company**”), First Interstate Bank, a Montana bank (the “**Bank**”) and Kris Robbins (“**Executive**”). The Company, Bank and Executive are collectively referred to herein as the “**Parties**.”

WITNESSETH

WHEREAS, Executive is employed as Executive Vice President and Chief Operations Officer of the Company and Bank (collectively, the Employer referred to in this Agreement as the “**Employer**”); and

WHEREAS, the Employer desires to assure itself of the continued availability of Executive's services as provided in this Agreement; and

WHEREAS, Executive is willing to serve the Employer on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and upon the terms and conditions hereinafter provided, the Parties agree as follows:

1. POSITION AND RESPONSIBILITIES.

During the term of this Agreement, Executive shall continue to serve in the capacity of Executive Vice President and Chief Operations Officer of the Employer and shall continue to render such administrative and management services to the Employer as are currently rendered and as are customarily performed by an individual in similar executive capacity. Executive's other duties shall be such as the President and Chief Executive Officer may from time to time reasonably direct. Pursuant to this Agreement, Executive also agrees to continue to serve as Executive Vice President and Chief Operations Officer of the Bank and as an officer or director of any subsidiary or affiliate of the Employer and to carry out the duties and responsibilities reasonably appropriate to those offices.

2. TERM AND DUTIES.

(a) Term. The initial term of this Agreement shall commence as of the Effective Date and shall continue thereafter for a period of twelve (12) months (“**Term**”); provided, however, that commencing on the first annual anniversary of the Effective Date, and on each annual anniversary of such date (each “**Renewal Date**”), the Term shall be automatically extended for an additional year so as to terminate one (1) year from such Renewal Date. If, at least ninety (90) days prior to the Renewal Date, the Employer gives Executive notice that the Term will not be so extended, this Agreement will continue for the remainder of the then current Term. Notwithstanding the foregoing, in the event that the Employer has entered into an agreement to effect a transaction that would be considered a Change in Control, then the Term of this Agreement shall be extended and shall terminate twelve (12) months following the date on which the Change in Control occurs.

(b) Termination of Agreement. Notwithstanding anything contained in this Agreement to the contrary, either Executive or the Employer may terminate this Agreement and employment with the Employer at any time during the term of this Agreement, subject to the terms and conditions of this Agreement.

(c) Continued Employment Following Expiration of Term. Nothing in this Agreement shall mandate or prohibit a continuation of Executive's employment following the expiration of the term of this Agreement, upon such terms and conditions as the Employer and Executive may mutually agree.

(d) Duties; Membership on Other Boards. During the term of this Agreement, except for periods of absence occasioned by illness, reasonable leaves of absence approved by the Board of Directors of the Employer (collectively, and as applicable, the “**Board of Directors**” or “**Board**”), Executive shall devote substantially all of Executive's business time, attention, skill, and efforts to the faithful performance of Executive's duties and activities and services related to the organization, operation and management of the Employer; provided, however, that, Executive may serve, or co-

boards of directors of, and hold any other offices or positions in, business companies or business or civic organizations, which, in the Board's judgment, conflict of interest with the Employer, or materially affect the performance of Executive's duties pursuant to this Agreement. Executive shall provide annually for its approval a list of organizations for which Executive acts as a director or officer.

3. COMPENSATION, BENEFITS AND REIMBURSEMENT.

) **Base Salary.** In consideration of Executive's performance of the duties set forth in Section 2, the Employer shall provide Executive the compensation provided in this Agreement. The Employer shall pay Executive a salary of \$351,000 per year ("**Base Salary**"). The Base Salary shall be payable biweekly, or with such frequency as the officers of the Employer are generally paid. During the term of this Agreement, the Base Salary shall be reviewed at least annually by the Board or by the Board, and the Employer may increase, but not decrease (except for a decrease that is generally applicable to all employees) Executive's Base Salary shall become "**Base Salary**" for purposes of this Agreement.

) **Bonus and Incentive Compensation.** Executive shall be entitled to equitable participation in incentive compensation, bonuses and long-term incentive plans or arrangements of the Employer in which Executive is eligible to participate. Nothing paid to Executive under any such plan or arrangement will be deemed compensation to which Executive is entitled under this Agreement.

) **Employee Benefits.** The Employer shall provide Executive with employee benefit plans, arrangements and perquisites substantially equivalent to those provided to other executives immediately prior to the commencement of the term of this Agreement, and the Employer shall not, without Executive's prior written consent, make changes in such plans, arrangements or perquisites that would adversely affect Executive's rights or benefits thereunder, except as to any changes that apply to all participating employees. Without limiting the generality of the foregoing provisions of this Section 3(d), Executive will be entitled to

participate in and receive benefits under any employee benefit plans including, but not limited to, retirement plans, supplemental retirement plans, pension plans, health-and-accident insurance plans, medical coverage or any other employee benefit plan or arrangement made available by the Employer to its executives, including any stock benefit plans, subject to and on a basis consistent with the terms, conditions and overall administration of such plans and arrangements.

) **Paid Time Off.** Executive shall be entitled to paid vacation time each year during the term of this Agreement (measured on a fiscal or calendar year basis, at the Employer's usual practices), as well as sick leave, holidays and other paid absences in accordance with the Employer's policies and procedures for paid time off. Unused paid time off during an annual period shall be treated in accordance with the Employer's personnel policies as in effect from time to time.

) **Expense Reimbursements.** The Employer shall also pay or reimburse Executive for all reasonable travel, entertainment and other reasonable expenses incurred during the course of performing Executive's obligations under this Agreement, including, without limitation, fees for memberships in such clubs and organizations. The Employer and the Board shall mutually agree are necessary and appropriate in connection with the performance of Executive's duties under this Agreement, upon the Employer's payment of an itemized account of such expenses in such form as the Employer may reasonably require, provided that such payment or reimbursement shall be made as soon as practicable but in no event later than March 15 of the year following the year in which such right to such payment or reimbursement occurred.

4. PAYMENTS TO EXECUTIVE UPON AN EVENT OF TERMINATION.

(a) Upon the occurrence of an Event of Termination (as herein defined) during the term of this Agreement, the provisions of this Section 4 shall apply. However, if, however, that in the event such Event of Termination occurs either six (6) months preceding or within eighteen (18) months following a Change in Control (as defined in Section 5 hereof), Section 5 shall apply instead. As used in this Agreement, an "**Event of Termination**" shall mean and include any one or more of the following:

(i) the involuntary termination of Executive's employment hereunder by the Employer for any reason other than termination governed by Section 6 (due to Disability or death), Section 7 (due to Retirement), or Section 8 (for Cause); or termination constitutes a "**Separation from Service**" within the meaning of Section 409A of the Internal Revenue Code ("**Code**"); or

(ii) Executive's resignation from the Employer's employ upon any of the following, unless consented to by Executive:

(A) a material diminution in Executive's duties or responsibilities, to which Executive has not agreed in writing (and any such diminution shall be deemed a continuing breach of this Agreement by the Employer), provided, however, that a change in the Executive's line of reporting to the Employer shall not constitute a material diminution in Executive's duties or responsibilities will not constitute an Event of Termination;

(B) a material reduction in the benefits and perquisites, including Base Salary, to Executive from those being provided as of the date of the reduction for any reduction that is part of a reduction in pay or benefits that is generally applicable to officers or employees of the Employer);

(C) a liquidation or dissolution of the Employer; or

(D) a material breach of this Agreement by the Employer.

Upon the occurrence of any event described in clause (ii) above, Executive shall have the right to elect to terminate Executive's employment upon resignation for "**Good Reason**" upon not less than thirty (30) days prior written notice given within a reasonable period of time (not to exceed ninety (90) days) giving rise to the right to elect, which termination by Executive shall be an Event of Termination. The Employer shall have thirty (30) days to cure the cause of the Event of Termination, provided that the Employer may elect to waive said thirty (30) day period.

(b) Upon the occurrence of an Event of Termination, the Employer shall pay Executive, or, in the event of Executive's subsequent death, Executive's beneficiaries, or Executive's estate, as the case may be, as severance pay or liquidated damages, or both, an amount equal to the sum of: (i) one (1) times the average of the annual incentive compensation paid to Executive during each of the three years immediately prior to the year in which the Event of Termination occurs. Such amount shall be payable as salary continuation that will be paid over twelve (12) months commencing on the 10th day following the Event of Termination (within the meaning of Section 409A of the Code) and shall not be reduced in the event Executive obtains other employer compensation during the salary continuation period. Payments of this salary continuation will be paid in equal installments at the times and in the manner consistent with the Employer's payroll for its employees, and each installment payment shall be considered a separate payment and not one of a series of payments for purposes of Section 409A. Notwithstanding the foregoing, Executive shall not be entitled to any payments or benefits under this Section 4 unless and until (i) Executive executes a Release of Executive's claims against the Employer, and any affiliate, and their officers, directors, successors and assigns, releasing said persons from any and all demands, causes of action, suits, arbitrations or grievances relating to the employment relationship, including claims under the Age Discrimination in Employment Act, including claims for benefits under tax-qualified plans or other benefit plans in which Executive is vested, claims for benefits required by applicable law and other obligations set forth in this Agreement that survive the termination of this Agreement, and (ii) the payments and benefits shall not begin before the date of the Release (and not revoked) the Release and the Release has become irrevocable under the time period set forth under applicable law. The Release must be irrevocable by the 60th day following the date of the Event of Termination, provided that if the 60-day period spans two (2) calendar years, then, to comply with Code Section 409A, the payments and benefits described in this Section 4(b) will be paid, or commence, in the second calendar year.

(c) Upon the occurrence of an Event of Termination, the Employer shall provide for twelve (12) months, at the Employer's expense, nontaxable medical coverage (including any employer contributions to a health savings account), health, vision and dental coverage substantially comparable, as reasonably available, to the coverage provided by the Employer for Executive prior to the Event of Termination, except to the extent such coverage may be changed in its application to all employees. Notwithstanding the foregoing, if applicable law (including, but not limited to, laws prohibiting discriminating in favor of highly compensated employees) prohibits the Employer from providing the Executive is not permitted under the terms of the applicable health plans, or if providing such benefits would subject the Employer to penalties, then the Employer shall provide the Executive a cash lump sum payment reasonably estimated to be equal to the premiums for such nontaxable medical, health, vision and dental coverage to be made by lump sum within thirty (30) business days of the Event of Termination, or if later, the date on which the Employer determines that such coverage (or the remainder of such insurance coverage) cannot be provided for the foregoing reasons.

(d) For purposes of this Agreement, a "**Separation from Service**" shall have occurred if the Employer and Executive reasonably anticipate that bona fide services will be performed by Executive after the date of the Event of Termination (whether as an employee or as an independent contractor) or the services performed will not exceed 49% of the average level of bona fide services in the twelve (12) months immediately preceding the Event of Termination. If Executive is a "Separation from Service" hereunder, the definition of Separation from Service shall be interpreted consistent with Treasury Regulation Section 1.409A-1(h)(ii). If Executive is a "Separation from Service" defined in Code Section 409A, and any payment to be made under sub-paragraph (b) or (c) of this Section 4 shall be determined to be subject to Code Section 409A, such payment or a portion of such payment (to the minimum extent possible) shall be delayed and shall be paid on the first business day of the month following Executive's Separation from Service.

(e) In the event that the Company acquires an entity in a transaction that does not constitute a Change in Control (as defined in Section 5.1), and the transaction results in an Event of Termination for the Executive within eighteen (18) months following the effective date of the transaction:

(i) the payment to the Executive described in Section 4(b), as severance pay or liquidated damages, or both, shall be increased to the sum of two (2) times Base Salary, plus two (2) times the average of the annual incentive compensation paid to Executive during each of the three years immediately prior to the year in which the Event of Termination occurs, payable in accordance with Section 4(b); and

(ii) the Employer shall provide the benefits set forth in Section 4(c) for eighteen (18) months (instead of twelve (12) months), and such benefits shall be provided in accordance with Section 4(c).

5. CHANGE IN CONTROL.

(a) Any payments made to Executive pursuant to this Section 5 are in lieu of any payments that may otherwise be owed to Executive pursuant to Section 4, such that Executive shall either receive payments pursuant to Section 4 or pursuant to Section 5, but not pursuant to both Sections 4 and 5.

(b) For purposes of this Agreement, the term "**Change in Control**" shall mean:

(1) **Merger:** The Employer or the Bank merges into or consolidates with another entity, or merges another Bank or corporation into the Bank, as a result, less than a majority of the combined voting power of the resulting corporation immediately after the merger or consolidation is held by the stockholders of the Employer or the Bank immediately before the merger or consolidation;

(2) **Acquisition of Significant Share Ownership:** A person or persons acting in concert has or have become the beneficial owner of 25% or more of the Employer's or the Bank's voting securities; provided, however, this clause (2) shall not apply to beneficial ownership of the Employer's or the Bank's securities held in a fiduciary capacity by an entity of which the Employer directly or indirectly beneficially owns 50% or more of its outstanding voting securities;

(3) **Change in Board Composition:** During any period of two consecutive years, individuals who constitute the Company's Board of Directors for a two-year period cease for any reason to constitute at least a majority of the Company's Board of Directors; provided, however, that for purposes of this clause (3), the Board of Directors shall be determined as of the date of the change in Board Composition.

each director who is first elected by the board (or first nominated by the board for election by the stockholders) by a vote of at least two-thirds of the board, and any director who were directors at the beginning of the two-year period shall be deemed to have also been a director at the beginning of such period; or

(4) **Sale of Assets:** The Employer or the Bank sells to a third party all or substantially all of its assets.

(c) Upon the occurrence of an Event of Termination (as defined in Section 4 hereof) either within six (6) months preceding or within eighteen months following a Change in Control, Executive, shall receive as severance pay or liquidated damages, or both, a lump sum cash payment equal to the sum of: (i) two (2) times the annual cash incentive at Target (as such term is defined in the annual cash incentive plan) in effect for Executive in the year in which occurs, plus (ii) a pro rata portion of the Executive's Target bonus for the calendar year in the year in which the Event of Termination occurs. Such amount shall be paid over twelve (12) months commencing on the 10th day following Executive's Separation from Service (within the meaning of the Code) and shall not be reduced in the event Executive obtains other employment following the Event of Termination. Payments of this salary continuation shall be made in equal installments at the times and in the manner consistent with the Employer's payroll practices for executive employees, and each installment payment shall be a separate payment and not one of a series of payments for purposes of Section 409A of the Code.

(d) Upon the occurrence of an Event of Termination (as defined in Section 4 hereof) either six (6) months preceding or within eighteen months following a Change in Control, the Employer (or its successor) shall provide for twenty four (24) months, at the Employer's (or its successor's) expense, nontaxable employer contributions to a health savings account), health, vision and dental coverage substantially comparable, as reasonably available, to the coverage provided to Executive prior to Executive's termination, except to the extent such coverage may be changed in its application to all Employer's employees. If the coverage provided to Executive shall be commensurate with such changed coverage. Notwithstanding the foregoing, if applicable law (including, without limitation, any law prohibiting discriminating in favor of highly compensated employees), or, if participation by the Executive is not permitted under the terms of the applicable law providing such benefits would subject the Employer to penalties, then the Employer shall pay the Executive a cash lump sum payment reasonably estimated to equal the premiums for such nontaxable medical, health, vision and dental coverage, with such payment to be made by lump sum within thirty (30) business days following Termination, or if later, the date on which the Employer determines that such insurance coverage (or the remainder of such insurance coverage) can be provided for foregoing reasons.

(e) **Limitation on Payments Under Certain Circumstances.**

(i) In the event the receipt of all payments or distributions in the nature of compensation (within the meaning of Code Section 280G(b)(2)), or pursuant to Agreement or otherwise (the "**Change in Control Benefits**") would subject Executive to an excise tax imposed by Code Sections 280G and 4999, the payments and/or benefits payable under this Agreement (the "**Payments**") shall be reduced by the minimum amount necessary so that no portion of the Payments are non-deductible to the Bank pursuant to Code Section 280G and subject to the excise tax imposed under Code Section 4999 of the Code (the "**Reduced Amount**"). Notwithstanding the foregoing, the Payments shall not be reduced if it is determined that without such reduction, the Change in Control Benefits payable to Executive on a net after-tax basis (including without limitation, any excise taxes payable under Code Section 4999) is greater than the Change in Control Benefits Executive would receive, on a net after-tax basis, if Executive is paid the Reduced Amount under the Agreement.

(ii) If it is determined that the Payments should be reduced since Executive would not have a greater net after-tax amount of aggregate Payments, the Employer shall promptly give Executive notice to that effect and a copy of the detailed calculations thereof. All determinations made under this Section 5 shall be binding on the Employer and shall be made as soon as reasonably practicable and in no event later than ten (10) days prior to the Date of Termination.

6. TERMINATION FOR DISABILITY OR DEATH.

(a) Termination of Executive's employment based on "**Disability**" shall be construed to comply with Section 409A of the Internal Revenue Code and shall only occur if: (i) Executive is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death, or last for a continuous period of not less than twelve (12) months; (ii) by reason of any medically

determinable physical or mental impairment that can be expected to result in death, or last for a continuous period of not less than twelve (12) months; (iii) Executive is entitled to receive income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Employer; or (iii) Executive is determined to be totally disabled by the Social Security Administration. Upon the termination of Executive's employment based on Disability, Executive shall be entitled to the benefits provided in accordance with the terms and provisions of any short-term and/or long-term disability plans maintained by the Employer for its executives.

(b) In the event of Executive's death during the term of this Agreement, Executive's estate, legal representatives or named beneficiaries (as determined in writing) shall be entitled to any other rights, compensation and/or benefits as may be due to Executive following death to which Executive is otherwise entitled under the terms and provisions of any plans or programs of the Employer.

7. TERMINATION UPON RETIREMENT.

Termination of Executive's employment based on "**Retirement**" shall mean Executive's voluntary termination of employment for any reason other than death or Disability, at any time after Executive reaches age 65 or in accordance with any retirement policy established by the Board with Executive's consent. Upon termination of Executive based on Retirement, no amounts or benefits shall be due Executive under this Agreement. Executive shall be entitled to participate in any retirement plan of the Employer and other plans to which Executive is a party.

8. TERMINATION FOR CAUSE.

(a) The Employer may terminate Executive's employment at any time, but any termination other than termination for "Cause," as defined here, shall not deprive Executive's right to compensation or other benefits under this Agreement. Executive shall have no right to receive compensation or other benefits upon termination for "Cause." The term "Cause" as used herein, shall exist when there has been a good faith determination by the Board that there shall have been one or more of the following events with respect to Executive:

- (1) willful dishonesty in performing Executive's duties on behalf of the Employer;
- (2) material incompetence in performing Executive's duties on behalf of the Employer;
- (3) willful misconduct that in the judgment of the Board will likely cause economic damage to the Employer or injury to the business reputation of the Employer;
- (4) breach of fiduciary duty involving personal profit;
- (5) material breach of the Employer's Code of Conduct;
- (6) intentional failure to perform stated duties under this Agreement after written notice thereof from the Board;
- (7) willful violation of any law, rule or regulation (other than traffic violations or similar offenses) that reflect adversely on the reputation of the Employer, or a felony conviction, any violation of law involving moral turpitude, or any violation of a final cease-and-desist order; or
- (8) material breach by Executive of any provision of this Agreement.

Notwithstanding the foregoing, Cause shall not be deemed to exist unless there shall have been delivered to Executive a copy of a resolution duly adopted by a vote of not less than seventy-five percent (75%) of the entire membership of the Board at a meeting of the Board called and held for the purpose (after giving Executive and an opportunity for Executive to be heard before the Board), finding that in the good faith opinion of the Board Executive was guilty of one or more of the events described above and specifying the particulars thereof. Prior to holding a meeting at which the Board is to make a final determination whether Cause exists, if the Board determines at a meeting of the Board, by not less than a majority of its entire membership, that there is probable cause for it to find that Executive was guilty of one or more of the events as described above, the Board may suspend Executive from Executive's duties hereunder for a reasonable period of time not to exceed fourteen (14) days, at a meeting at which Executive shall be given the opportunity to be heard before the Board. Upon a finding of Cause, the Board shall deliver to Executive a written notice as more fully described in Section 10 below.

(b) For purposes of this Section 8, no act or failure to act, on the part of Executive, shall be considered "willful" unless it is done, or omitted to be done, in bad faith or without reasonable belief that Executive's action or omission was in the best interests of the Employer. Any act, or failure to act, based upon the advice of the Board or based upon the advice of counsel for the Employer shall be conclusively presumed to be done, or omitted to be done, by Executive in good faith in the best interests of the Employer.

9. RESIGNATION FROM BOARDS OF DIRECTORS.

In the event of Executive's termination of employment due to an Event of Termination, Executive's service as a director of the Employer and as a director of any affiliate of the Employer shall immediately terminate. This Section 9 shall constitute a resignation notice for such purposes.

10. NOTICE.

(a) Any purported termination by the Employer for Cause shall be communicated by Notice of Termination to Executive. If, within thirty (30) days after a Notice of Termination for Cause is given, Executive notifies the Employer that a dispute exists concerning the termination, the Parties shall promptly proceed to arbitration pursuant to Section 20. Notwithstanding the pendency of any such dispute, the Employer shall discontinue paying Executive's compensation until the dispute is resolved in accordance with this Agreement. If it is determined that Executive is entitled to compensation and benefits under

Section 4 or 5, the payment of such compensation and benefits by the Employer shall commence immediately following the date of resolution by arbitration of the dispute. Executive shall be paid on the cash amount that would have been paid pending arbitration (at the prime rate as published in *The Wall Street Journal* from time to time).

(b) Any other purported termination by the Employer or by Executive shall be communicated by a "Notice of Termination" (as defined in Section 20). If, within thirty (30) days after any Notice of Termination is given, the party receiving such Notice of Termination notifies the other party that a dispute exists concerning the termination, the Parties shall promptly proceed to arbitration as provided in Section 20. Notwithstanding the pendency of any such dispute, the Employer shall continue to pay to Executive the Executive's Base Salary, and other compensation and benefits in effect when the notice giving rise to the dispute was given (except in the case of a termination for Cause); provided, however, that such payments and benefits shall not continue beyond the date that is thirty-six (36) months from the date of Termination is given. In the event the voluntary termination by Executive of Executive's employment is disputed by the Employer, and if it is determined in arbitration that Executive is not entitled to termination benefits pursuant to this Agreement, Executive shall return all cash payments made to Executive pending resolution of the dispute, with interest thereon at the prime rate as published in *The Wall Street Journal* from time to time, if it is determined in arbitration that Executive's voluntary termination was not taken in good faith and not in the reasonable belief that grounds existed for Executive's voluntary termination. If it is determined that Executive's voluntary termination was taken in good faith and in the reasonable belief that grounds existed for Executive's voluntary termination, Executive shall not be required to return such payments.

severance benefits under this Agreement, then any continuation of Base Salary and other compensation and benefits made to Executive under this Section shall be in addition to the amount of any severance benefits that are due to Executive under this Agreement.

(c) For purposes of this Agreement, a **"Notice of Termination"** shall mean a written notice that shall indicate the specific termination provision relied upon and shall set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of Executive's employment as indicated.

11. POST-TERMINATION OBLIGATIONS.

(a) **Non-Solicitation.** Executive hereby covenants and agrees that, during the Restricted Period, Executive shall not, without the written consent of the Employer, either directly or indirectly (i) solicit, offer employment to, or take any other action intended (or that a reasonable person acting in like circumstances would take) with the effect of causing any officer or employee of the Employer, or any of their respective subsidiaries or affiliates, to terminate Executive's employment and become affiliated with, or provide services for compensation in any capacity whatsoever to, any business whatsoever that competes with the business of their direct or indirect subsidiaries or affiliates or has headquarters or offices within fifty (50) miles of the locations in which the Employer has business, or (ii) solicit business from any customer of the Employer or their subsidiaries, divert any business from the Employer or their subsidiaries, or induce, attempt to induce, or assist others in inducing or attempting to induce any agent, customer, or other person or entity associated with the Employer or any other person or entity associated with the Employer (or proposing to

become associated or to do business with the Employer) to terminate such person's or entity's relationship with the Employer (or to refrain from becoming associated or to do business with the Employer) or in any other manner to interfere with the relationship between the Employer and any such person or entity.

(b) **Competition.** During the Restricted Period, Executive may compete with Employer and own, operate, manage, control, engage in, participate in, or have any interest in, assist, aid, act as a consultant to or otherwise advise in any way, be employed by or perform any services (alone or in association with any person (or on behalf of Executive) that engages in, owns, invests in, operates, manages or controls any venture or enterprise that directly competes with the Employer) without prior written approval of the Board. However, if Executive, without prior written approval of the Board, owns, operates, manages, controls, engages in, participates in, holds any interest in, assists, aids, acts as a consultant to or otherwise advise in any way, is employed by or performs any services (alone or in association with any person (or on behalf of Executive) that engages in, owns, invests in, operates, manages or controls any venture or enterprise that directly competes with the Employer's Markets at any time during the Restricted Period, Executive agrees to forfeit any future severance benefits and return to Employer any severance benefits paid pursuant to Sections 4 or 5 of this Agreement. Nothing in this Agreement shall prevent Executive from passive investments of less than 1% in publicly traded securities through 401(k) plans, mutual funds, etc. For purposes of this paragraph, **"Employer's Markets"** is defined as follows:

(1) if an Event of Termination (as defined in Section 4 hereof) does not occur within either the six (6) months preceding or within eighteen (18) months after a Change of Control, "Employer's Markets" means any State or Territory of the United States in which First Interstate Bank operates at the time of Executive's termination; or

(2) if an Event of Termination (as defined in Section 4 hereof) occurs within either the six (6) months preceding or within eighteen (18) months after a Change of Control, "Employer's Markets" means any State or Territory of the United States in which First Interstate Bank operated a branch at the time of the Change in Control.

(c) As used in this Agreement, **"Restricted Period"** is defined as follows:

(1) if an Event of Termination (as defined in Section 4 hereof) does not occur within either the six (6) months preceding or within eighteen (18) months after a Change of Control, the "Restricted Period" shall be the period from and after the termination of Executive's employment with Employer until the Termination Date (or "Termination Date") until twelve (12) months after the Termination Date; or

(2) if an Event of Termination (as defined in Section 4 hereof) occurs within either the six (6) months preceding or within eighteen (18) months after a Change of Control, the "Restricted Period" shall be the period from the Termination Date until eighteen (18) months after the Termination Date.

(d) As used in this Agreement, **"Confidential Information"** means information belonging to the Employer that is of value to the Employer in its business and the disclosure of which could result in a competitive or other disadvantage to the Employer. Confidential Information includes, without limitation, information, reports, and forecasts; inventions, improvements and other intellectual property; trade secrets; know-how; designs, processes or formulas; sales information or plans; customer lists; and business plans, prospects and opportunities (such as possible acquisitions or dispositions of businesses). Confidential Information includes information developed by Executive in the course of employment by the Employer, as well as other information to which Executive may have access in connection with Executive's employment. Confidential Information includes the confidential information of others with which the Employer has a business relationship. Notwithstanding the foregoing, Confidential Information does not include information in the public domain. Executive understands and agrees that Executive's employment creates a relationship of confidence and trust between Executive and Employer with respect to all Confidential Information. At all times, both during Executive's employment with the Employer and after its termination, Executive shall maintain in confidence and trust all such Confidential Information, and will not use or disclose any such Confidential Information without the written consent of the Employer, except as may be necessary in the ordinary course of performing Executive's duties to the Employer.

(e) Executive shall, upon reasonable notice, furnish such information and assistance to the Employer as may reasonably be required by the Employer with any litigation in which it or any of its subsidiaries or affiliates is, or may become, a party; provided, however, that Executive shall not be required to furnish assistance with respect to any litigation between Executive and the Employer or any of its subsidiaries or affiliates.

(f) All payments and benefits to Executive under this Agreement shall be subject to Executive's compliance with this Section 11. The Parties agree that, in the event of Executive's breach of this Section 11, the Employer will be entitled, in addition to any other remedies and damages available, to an injunction to restrain the violation hereof by Executive. Executive represents and admits that Executive's experience and capabilities are such that Executive can obtain employment elsewhere. Nothing herein will be construed as prohibiting the Employer from pursuing any other remedies available to them for such breach or threatened recovery of damages from Executive.

12. SOURCE OF PAYMENTS.

Notwithstanding any provision in this Agreement to the contrary, payments and benefits, as provided for under this Agreement, will be paid by the Employer in proportion to the level of activity and the time expended by Executive on activities related to the Company and Bank, respectively, as determined by the Employer.

13. EFFECT ON PRIOR AGREEMENTS AND EXISTING BENEFITS PLANS.

This Agreement contains the entire understanding between the Parties hereto and supersedes any prior employment agreement between the Employer and Executive, including the Change in Control Separation Agreement between the Parties dated October 29, 2021, except that it shall not affect or operate to reduce any benefit or compensation inuring to Executive of a kind elsewhere provided. No provision of this Agreement shall be construed to require that Executive is subject to receiving fewer benefits than those available to Executive without reference to this Agreement.

14. NO ATTACHMENT; BINDING ON SUCCESSORS.

(a) Except as required by law, no right to receive payments under this Agreement shall be subject to anticipation, commutation, alienation, encumbrance, charge, pledge, or hypothecation, or to execution, attachment, levy, or similar process or assignment by operation of law, and any attempt to effect any such action shall be null, void, and of no effect.

(b) This Agreement shall be binding upon, and inure to the benefit of, Executive and the Bank and their respective successors and assigns.

15. MODIFICATION AND WAIVER.

(a) This Agreement may not be modified or amended except by an instrument in writing signed by the Parties hereto.

(b) No term or condition of this Agreement shall be deemed to have been waived, nor shall there be any estoppel against the enforcement of this Agreement, except by written instrument of the party charged with such waiver or estoppel. No such written waiver shall be deemed a continuing waiver, and each such waiver shall operate only as to the specific term or condition waived and shall not constitute a waiver of such term or condition in any act other than that specifically waived.

16. REQUIRED PROVISIONS.

(a) The Employer may terminate Executive's employment at any time, but any termination by the Board other than termination for Cause shall not affect Executive's right to compensation or other benefits under this Agreement. Executive shall have no right to receive compensation or other benefits upon termination for Cause.

(b) If Executive is suspended from office and/or temporarily prohibited from participating in the conduct of the Employer's affairs by a notice under 8(e)(3) [12 USC §1818(e)(3)] or 8(g)(1) [12 USC §1818(g)(1)] of the Federal Deposit Insurance Act, the Employer's obligations under this contract shall be suspended from the date of service, unless stayed by appropriate proceedings. If the charges in the notice are dismissed, the Employer may in its discretion (i) pay Executive compensation withheld while its contract obligations were suspended and (ii) reinstate (in whole or in part) any of its obligations which were suspended.

(c) If Executive is removed and/or permanently prohibited from participating in the conduct of the Employer's affairs by an order issued under 8(e)(4) [12 USC §1818(e)(4)] or 8(g)(1) [12 USC §1818(g)(1)] of the Federal Deposit Insurance Act, all obligations of the Employer under this Agreement shall terminate as of the date of the order, but vested rights of the contracting Parties shall not be affected.

(d) If the Employer is in default as defined in Section 3(x)(1) [12 USC §1813(x)(1)] of the Federal Deposit Insurance Act, all obligations of the Employer under this Agreement shall terminate as of the date of default, but this paragraph shall not affect any vested rights of the contracting Parties.

(e) All obligations under this Agreement shall be terminated, except to the extent determined that continuation of the contract is necessary for the operation of the Employer, (i) by either the Office of the Comptroller of the Currency or the Board of Governors of the Federal Reserve System (collectively, the "Regulator"), at the time the FDIC enters into an agreement to provide assistance to or on behalf of the Employer under the authority conferred by 12 USC §1823(c) of the Federal Deposit Insurance Act; or (ii) by the Regulator or the Regulator's designee at the time the Regulator or the Regulator's designee determines that the continuation of the contract is necessary for the operation of the Employer.

supervisory merger to resolve problems related to operation of the Employer or when the Employer is determined by the Regulator to be in an unsafe and sound condition. Any rights of the Parties that have already vested, however, shall not be affected by such action.

(f) Notwithstanding anything herein contained to the contrary, any payments to Executive by the Employer, whether pursuant to this Agreement or otherwise, shall be subject to and conditioned upon their compliance with Section 18(k) of the Federal Deposit Insurance Act, 12 U.S.C. Section 1828(k), and the regulations thereunder in 12 C.F.R. Part 359.

17. SEVERABILITY.

If, for any reason, any provision of this Agreement, or any part of any provision, is held invalid, such invalidity shall not affect any other provision of this Agreement, and each such other provision and part thereof shall to the full extent consistent with law continue in full force and effect.

18. HEADINGS FOR REFERENCE ONLY.

The headings of sections and paragraphs herein are included solely for convenience of reference and shall not control the meaning or interpretation of the provisions of this Agreement.

19. GOVERNING LAW.

This Agreement shall be governed by the laws of the State of Delaware except to the extent superseded by federal law.

20. ARBITRATION.

Any dispute or controversy arising under or in connection with this Agreement shall be settled exclusively by binding arbitration, as an alternative to a trial by jury to resolve such claims, conducted by a panel of three arbitrators sitting in a location selected by Executive within fifty (50) miles of the Employer, in accordance with the rules of the American Arbitration Association's National Rules for the Resolution of Employment Disputes ("NRA Rules"). One arbitrator shall be selected by Executive, one arbitrator shall be selected by the Employer and the third arbitrator shall be selected by the arbitrators. If the arbitrators are unable to agree within fifteen (15) days upon a third arbitrator, the arbitrator shall be appointed for them from a panel of arbitrators in accordance with the National Rules. Employer shall pay all fees in connection with the arbitration, but each party shall be responsible for the party's share of the arbitrator's award in any court having jurisdiction.

21. INDEMNIFICATION.

(a) Executive shall be provided with coverage under a standard directors' and officers' liability insurance policy, and shall be indemnified by the Employer under the Agreement and for a period of six years thereafter to the fullest extent permitted under applicable law against all expenses and liabilities reasonably incurred in connection with or arising out of any action, suit or proceeding in which Executive may be involved by reason of the Executive having been a director or officer of the Employer or any affiliate (whether or not Executive continues to be a director or officer at the time of incurring such expenses or liabilities), such expenses and liabilities shall not be limited to, judgments, court costs and attorneys' fees and the cost of reasonable settlements (such settlements must be approved by the Board of Directors). Executive shall not be indemnified or reimbursed for legal expenses or liabilities incurred in connection with an action, suit or proceeding arising from an act committed by Executive. Any such indemnification shall be made consistent with Section 18(k) of the Federal Deposit Insurance Act, 12 U.S.C. and the regulations issued thereunder in 12 C.F.R. Part 359.

(b) Any indemnification by the Employer shall be subject to compliance with any applicable regulations of the Federal Deposit Insurance Corporation.

22. NOTICE.

For the purposes of this Agreement, notices and all other communications provided for in this Agreement shall be in writing and shall be deemed to be given when delivered or mailed by certified or registered mail, return receipt requested, postage prepaid, addressed to the respective addresses set forth below.

	President and Chief Executive Officer First Interstate BancSystem, Inc. 401 North 31st Street Billings, Montana 59116-0918
To the Employer:	
To Executive:	At the address last appearing on the personnel records of the Bank

IN WITNESS WHEREOF, the Employer has caused this Agreement to be executed by their duly authorized representatives, and Executive has executed this Agreement on the date first above written.

FIRST INTERSTATE BANCSYSTEM, INC.

By: /s/ Kevin P. Riley

Name: Kevin P. Riley

Title: President and Chief Executive Officer

FIRST INTERSTATE BANK

By: /s/ Kevin P. Riley

Name: Kevin P. Riley

Title: President and Chief Executive Officer

EXECUTIVE

/s/ Kris Robbins

Name: Kris Robbins

Title: Chief Operations Officer

16

CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS OF FIRST INTERSTATE BANCSYSTEM, INC.

This Code of Ethics of First Interstate BancSystem, Inc. (the "Company"), which is applicable only to the Company's Chief Executive Officer ("CEO") and senior financial officers, including the principal financial officer and principal accounting officer or controller, or persons performing similar functions, is intended to comply with Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC") under the Securities Act of 1993, as amended.

It is the Company's policy that its employees, directors and agents be held to the highest standards of honest and ethical conduct when conducting the affairs of the Company. As a result, the CEO and senior financial officers are held to an especially high set of ethical standards, which are further described below. The CEO and senior financial officers will not commit acts contrary to ethical conduct nor shall they condone the commission of such acts by others within the Company.

The Company also has a Code of Conduct which provides guidelines and procedures for professional and personal conduct applicable to all employees of the Company, including financial officers. The CEO and senior financial officers are bound by the provisions set forth in the Company's Code of Conduct relating to the ethical fulfillment of employment responsibilities. In addition to the guidelines and procedures set forth in the Company's Code of Personal Conduct, the CEO and senior financial officers are subject to the following additional policies to ensure (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (2) full, fair, timely and understandable disclosure in the Company's periodic reports and documents filed with the SEC and in other public communications by the Company; (3) compliance with applicable laws, rules, and regulations; (4) prompt internal reporting of violations; and (5) accountability for adherence to this Code of Ethics.

General Standards of Ethical Behavior

The CEO and senior financial officers will:

- Conduct their personal and professional affairs in a way that avoids both real and apparent conflicts between their interests and the Company's interests. Conflicts of interest are prohibited, except where a specific, case-by-case exception has been granted by the Company's Board of Directors after review and approval of the specific circumstances. Prohibited conflicts of interest include: (1) engaging in any significant work for an outside employer; (2) use of one's position with the Company to influence or gain favors from others ("self-dealing"); (3) use of nonpublic or inside information of the Company's stock or for any other purpose but the conduct of the Company's business; (4) unauthorized representation of the Company in written or oral communications; (5) personal use of Company assets, resources or facilities; and, (6) causing the Company to enter into transactions with themselves, any of their immediate family members or any entity in which the CEO or senior financial officer or any of their immediate family members have a direct or indirect interest (other than passive investments consisting of less than 1% of the outstanding shares of publicly traded companies, which may create the appearance of a conflict of interest).
- Promptly bring to the attention of the Chair of the Audit Committee or report on EthicsPoint (as detailed below) any information the CEO or senior financial officer may have concerning a potential violation of the Code of Ethics including actual or apparent conflicts of interest between personal and professional relationships involving management or other employees who have a significant role in the Company's financial reporting, disclosures, and internal controls.
- Promptly bring to the attention of the Chair of Governance and Nominating Committee or report on EthicsPoint (as detailed below) any information the CEO or senior financial officer may have concerning any violations of the Company's Code of Conduct.

- Refrain from engaging in any activity that would compromise their professional ethics, violate applicable governmental laws, rules or regulations, or otherwise prejudice their ability to perform their duties for the Company.
- Not take for themselves personally opportunities that are discovered through the use of corporate property, information or position with the Company without the consent of the Company.
- Communicate to the Company's executive management and to external accountants engaged in financial audits of the Company, all relevant unfavorable and favorable information, including judgments or opinions relating to the Company's financial reporting and disclosure in periodic reports filed with the SEC.
- Encourage open communication and full disclosure of financial information by providing a well understood process under which management is kept informed of financial information and any departures from sound policy, practice, and accounting norms.

- Ensure that all employees who have a significant role in financial reporting understand the Company's open communication and full disclosure standards and processes.
- Refrain from disclosing confidential information obtained in the course of their work except where authorized, unless legally obligated to do so.
- Inform staff members, as appropriate, of the confidentiality of information obtained in the course of their work and monitor, as needed, to ensure that staff members maintain that confidentiality.
- Refrain from using or appearing to use confidential information obtained in the course of their work for unethical or illegal advantage, either personally or indirectly through others.

Standards Regarding Financial Records and Reporting

The CEO and senior financial officers will:

- Carefully review a draft of each periodic report for accuracy and completeness before it is filed with the SEC, with particular focus on disclosures that the CEO or senior financial officer does not agree with and on information known to the CEO or senior financial officer that is not reflected in the report.
- Establish appropriate systems and procedures to ensure that business transactions are recorded on the Company's books in accordance with generally accepted accounting principles, Company policy and appropriate regulatory pronouncements and guidelines.
- Establish appropriate policies and procedures for the protection and retention of accounting records and information as required by applicable law, regulation or regulatory guidelines.
- Establish and administer disclosure and financial accounting controls and procedures that are appropriate to ensure the integrity of the financial reporting process and the availability of information for the safe, sound, and profitable operation of the Company and to ensure that material information is included in each periodic report during the period in which the report is prepared.
- Meet with members of executive management and others involved in the disclosure process to discuss their comments on the draft periodic reports.
- Completely disclose all relevant information reasonably expected to be needed by the Company's regulatory examiners, internal auditors and independent accountants for the full and proper discharge of their duties and responsibilities.
- Confirm that neither the Company's internal auditor nor its independent accountants are aware of any material misstatements or omissions in draft periodic reports, or have any conflicts of interest in the management's discussion and analysis section of the periodic reports.
- Promptly bring to the attention of the Chair of the Audit Committee, other properly authorized committee, or report on EthicsPoint matters that could compromise the integrity of the reports, disagreements on accounting matters, and violations of any part of the Company's Code of Personal Conduct or this Code of Ethics.
- Comply with applicable laws, rules and regulations relating to the filing of periodic reports with the SEC by the Company.
- Promptly bring to the attention of the Chair of the Audit Committee, other properly authorized committee, or report on EthicsPoint any information concerning evidence of a material weakness, or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of a violation of the Company's Code of Personal Conduct or this Code of Ethics.

Any waiver of this Code of Ethics for the CEO and senior financial officers will be promptly disclosed as required by law or regulation of the SEC. The Company does not permit retaliation against individuals covered by this Code of Ethics for good faith reports of violations of this Code of Ethics or the Company's Code of Personal Conduct or for good faith reports of any other questions or concerns.

EthicsPoint – Confidential Reporting Tool

An independent whistleblower hotline, known as EthicsPoint, has been established through which concerns or complaints may be anonymously and confidentially reported. Any in concerns regarding violations of this Code of Ethics, the Company's Code of Personal Conduct, or applicable governmental laws, rules, or regulations, or regarding questionable accounting, internal controls, or auditing matters can anonymously raise such questions or concerns through the EthicsPoint hotline by telephone at 1-844-762-5158 or the Internet at <http://firstinterstate.ethicspoint.com>.

Public Availability

The text of this Code of Ethics for the Chief Executive Officer and Senior Financial Officers of First Interstate BancSystem, Inc. is posted on the Company's website, www.FIBK.com.

Acknowledgement Form

I have received and read the Code of Ethics for Chief Executive Officer and Senior Financial Officers of First Interstate BancSystem, Inc. ("Code of Ethics") and I understand its contents fully with the standards contained in the Code of Ethics and the Company's related policies and procedures. I understand that I have an obligation to report to the Chair of the Audit Committee, EthicsPoint, the Company's confidential reporting tool, any suspected violations of the Code of Ethics.

Subsidiary	State of Incorporation or Jurisdiction of Organization	Business Name
First Interstate Bank	Montana	First Interstate Bank
FI Statutory Trust I	Connecticut	FI Statutory Trust I
FI Capital Trust II	Delaware	FI Capital Trust II
FI Statutory Trust III	Delaware	FI Statutory Trust III
FI Capital Trust IV	Delaware	FI Capital Trust IV
FI Statutory Trust V	Delaware	FI Statutory Trust V
FI Statutory Trust VI	Delaware	FI Statutory Trust VI
Northwest Bancorporation Capital Trust I	Washington	Northwest Bancorporation Capital Trust I
Great Western Statutory Trust IV	Connecticut	Great Western Statutory Trust IV
GWB Capital Trust VI	Nebraska	GWB Capital Trust VI
HF Financial Capital Trust III	South Dakota	HF Financial Capital Trust III
HF Financial Capital Trust IV	South Dakota	HF Financial Capital Trust IV
HF Financial Capital Trust V	South Dakota	HF Financial Capital Trust V
HF Financial Capital Trust VI	South Dakota	HF Financial Capital Trust VI
Sunstate Bancshares Trust II	Arizona	Sunstate Bancshares Trust II

Date

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-203233) pertaining to the First Interstate BancSystem, Inc. 2015 Equity and Incentive Compensation Plan, of our reports dated February 24, 2023, February 29, 2024, relating to our audits of the consolidated financial statements of the First Interstate BancSystem, Inc. (the Company) and the effectiveness of the Company's internal control over financial reporting (on which our report expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting).

internal control over financial reporting because of a material weakness), appearing in the this Annual Report on Form 10-K 10-K of First Interstate BancSystem, Inc. the Company for 31, 2022 December 31, 2023.

/s/ RSM US LLP

Des Moines, Iowa

February 24, 2023 29, 2024

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Kevin P. Riley, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023 of First Interstate BancSystem, 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 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 and 15d-15) 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 regarding 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 fiscal year end 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 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: February 24, 2023 February 29, 2024

/s/ KEVIN P. RILEY
Kevin P. Riley
President
Chief Executive Officer

**CERTIFICATION BY CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Marcy D. Mutch, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** of First Interstate BancSystem, 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 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 and 15d-15) 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 fiscal year end was December 31, 2023, 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 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: **February 24, 2023** **February 29, 2024**

/s/ MAR
Marcy D.
Executive
Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

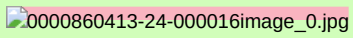
The undersigned are the Chief Executive Officer and the Chief Financial Officer of First Interstate BancSystem, Inc. (the "Registrant"). This Certification is made pursuant to Section 903 of the Securities Exchange Act of 2002. This Certification accompanies the Annual Report on Form 10-K of the Registrant for the year ended **December 31, 2022** **December 31, 2023**.

Each of the undersigned certifies in such person's capacity as an officer of the Registrant that, to such officer's knowledge, such Annual Report on Form 10-K fully complies with the requirements of the Securities Exchange Act of 1934 and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

This Certification is executed as of **February 24, 2023** **February 29, 2024**.

/s/ KEVIN P. RILEY
Kevin P. Riley
President and Chief Executive Officer

/s/ MARCY D. MUTCH
Marcy D. Mutch
Executive Vice President
Chief Financial Officer



Clawback Policy

Effective November 2023

Table of Contents

Clawback Policy

Table of Contents

1 Overview

1.1 Policy Purpose

1.2 Policy Scope

2 Clawback

2.1 Compensation Affected

2.2 Recovery for Accounting Restatement

2.3 Recovery for Executive Misconduct

2.4 Certification

2.5 Successors

First Interstate BancSystem

Confidential & Proprietary

1 Overview

1.1 Policy Purpose

The purpose of this Clawback Policy (this “Policy”) is to set forth the requirements and guidelines for First Interstate BancSystem, Inc., a Delaware corporation (the “Company”) in the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, to the extent required by the applicable rules of the Nasdaq Stock Market, and (iii) ensure that incentive-based compensation paid by the Company is based upon accurate financial data.

1.2 Policy Scope

The Board of Directors of the Company (the “Board”), based in part on the recommendation of the Compensation & Human Capital Committee of the Board (the “Committee”), adopted this Policy in order to (i) uphold a culture of ethical, diligent, and responsible management that discourages conduct detrimental to the success and reputation of the Company, (ii) ensure compliance with the applicable listing rules of Nasdaq Stock Market, and (iii) ensure that incentive-based compensation paid by the Company is based upon accurate financial data.

2 Clawback

2.1 Compensation Affected

This Policy applies to all incentive-based compensation (as defined below) received on or after October 2, 2023, by a person (a “Covered Person”): (A) after beginning their service as an executive officer; (B) who served as an executive officer at any time during the performance period for that incentive-based compensation; (C) while the Company has a class of common equity securities listed on the Nasdaq Stock Market; and (D) during the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement of its financial statements (that results from a change in the Company’s fiscal year) within or immediately following those three completed fiscal years (a “Covered Period”), all to the extent required by the applicable rules of the Nasdaq Stock Market.

As used in this Policy, the term “incentive-based compensation” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a performance measure. Incentive-based compensation is deemed “received” in the Company’s fiscal period during which the financial reporting measure specified in the incentive-based compensation award is attained, even if the payment or grant of the incentive-based compensation occurs after the end of that period.

As used in this Policy, the term "executive officer" means the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the principal controller or principal tax officer), any vice president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs similar policy-making functions for the Company, any other person who performs similar policy-making functions for the Company. Executive officers of the Company's subsidiaries are deemed executive officers of the Company if they perform such policy making functions for the Company.

As used in this Policy, the term "erroneously awarded compensation" means the amount of incentive-based compensation received that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the restated amounts, computed in any instance without regard to any taxes paid. For incentive-based compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation or adjustment in an accounting restatement: (A) the amount shall be based on a reasonable estimate by the Committee (or a consultant engaged by the Committee for that purpose) of the accounting restatement on the stock price or total shareholder return upon which the incentive-based compensation was received; and (B) the Committee shall maintain documentation of the determination of such estimate and provide such documentation to the Nasdaq Stock Market.

2.2 Recovery for Accounting Restatement

The Committee shall cause the Company to, in all appropriate circumstances and as and to the extent required by the rules of the Nasdaq Stock Market, recover reasonably promptly from any Covered Person with respect to a Covered Period under applicable rules of the Nasdaq Stock market in the event that the Company is required to prepare an accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material error were corrected in the current period or left uncorrected in the current period.

2.3 Recovery for Executive Misconduct

In addition to the foregoing and without the necessity of there being an accounting restatement as described above in connection therewith, in the case of the willful or negligent fraud or dishonesty or gross recklessness in the performance of an executive officer's duties ("Executive Misconduct"), the Committee or the Board may direct the Company to take disciplinary action, including, without limitation:

- adjustment of future compensation of the executive officer;
- termination of the executive officer's employment status;
- pursuit of any and all remedies available in law and/or equity; and
- pursuit of such other action as may fit the circumstances of the particular case as determined in the Committee's or Board's discretion.

The Committee or Board may take into account penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities. The Board's power to determine the appropriate penalty for the Executive Misconduct is in addition to, and not in replacement of, any penalties or punishments imposed by any applicable law, including under the Sarbanes-Oxley Act of 2002.

2.4 Certification

All executive officers of the Company must certify their understanding of, and agreement to comply with and return erroneously awarded compensation to the Company and in connection therewith irrevocably waive any right they may otherwise have to be indemnified by the Company against the loss of any erroneously awarded compensation.

2.5 Successors

This Policy and the certification is and shall be binding and enforceable against all Covered Persons and their beneficiaries, heirs, executors, administrators or other legal representatives.

First Interstate BancSystem

Confidential & Proprietary

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SECURITIES BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.