

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 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 001-35638

WSFS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

22-2866913

(State or other jurisdiction of Incorporation or organization)

(I.R.S. Employer Identification Number)

500 Delaware Ave,

Wilmington, Delaware, 19801

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (302) 792-6000

Not Applicable

(Former name or former address, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	WSFS	Nasdaq Global Select Market

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

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

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

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

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

Number of shares outstanding of the issuer's common stock, as of the latest practicable date: 60,731,884 shares as of October 31, 2023.

WSFS FINANCIAL CORPORATION
FORM 10-Q
TABLE OF CONTENTS

	<u>Page</u>
PART I. Financial Information	
Item 1. Financial Statements (Unaudited)	
Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2023 and 2022	5
Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2023 and 2022	6
Consolidated Statements of Financial Condition as of September 30, 2023 and December 31, 2022	7
Consolidated Statements of Changes in Stockholders' Equity for the Three and Nine Months Ended September 30, 2023 and 2022	8
Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2023 and 2022	10
Notes to the Consolidated Financial Statements for the Three and Nine Months Ended September 30, 2023	12
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	53
Item 3. Quantitative and Qualitative Disclosures About Market Risk	68
Item 4. Controls and Procedures	68
PART II. Other Information	
Item 1. Legal Proceedings	69
Item 1A. Risk Factors	69
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	69
Item 3. Defaults upon Senior Securities	69
Item 4. Mine Safety Disclosures	69
Item 5. Other Information	69
Item 6. Exhibits	70

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, and exhibits hereto, contains estimates, predictions, opinions, projections and other “forward-looking statements” as that phrase is defined in the Private Securities Litigation Reform Act of 1995. Such statements include, without limitation, references to the Company’s predictions or expectations of future business or financial performance as well as its goals and objectives for future operations, financial and business trends, business prospects and management’s outlook or expectations for earnings, revenues, expenses, capital levels, liquidity levels, asset quality or other future financial or business performance, strategies or expectations. The words “believe,” “expect,” “anticipate,” “plan,” “estimate,” “target,” “project” and similar expressions, among others, generally identify forward-looking statements. Such forward-looking statements are based on various assumptions (some of which may be beyond the Company’s control) and are subject to risks and uncertainties (which change over time) and other factors which could cause actual results to differ materially from those currently anticipated. Such risks and uncertainties include, but are not limited to:

- difficult market conditions and unfavorable economic trends in the United States generally and in financial markets, particularly in the markets in which the Company operates and in which its loans are concentrated, including difficult and unfavorable conditions and trends related to housing markets, costs of living, unemployment levels, interest rates, supply chain issues, inflation, and economic growth;
- the impacts related to or resulting from recent bank failures and other economic and industry volatility, including potential increased regulatory requirements and costs and potential impacts to macroeconomic conditions;
- possible additional loan losses and impairment of the collectability of loans;
- the Company’s level of nonperforming assets and the costs associated with resolving problem loans including litigation and other costs and complying with government-imposed foreclosure moratoriums;
- changes in market interest rates, which may increase funding costs and reduce earning asset yields and thus reduce margin;
- the impact of changes in interest rates and the credit quality and strength of underlying collateral and the effect of such changes on the market value of the Company’s investment securities portfolio;
- the credit risk associated with the substantial amount of commercial real estate, construction and land development and commercial and industrial loans in the Company’s loan portfolio;
- the extensive federal and state regulation, supervision and examination governing almost every aspect of the Company’s operations and potential expenses associated with complying with such regulations;
- the Company’s ability to comply with applicable capital and liquidity requirements, including its ability to generate liquidity internally or raise capital on favorable terms;
- possible changes in trade, monetary and fiscal policies and stimulus programs, laws and regulations and other activities of governments, agencies, and similar organizations, and the uncertainty of the short- and long-term impacts of such changes;
- any impairments of the Company’s goodwill or other intangible assets;
- the discontinued publication of London Inter-Bank Offered Rate (LIBOR) and the transition to Secured Overnight Financing Rate (SOFR) as an alternative reference interest rate;
- the success of the Company’s growth plans, including its plans to grow the commercial small business leasing, residential, small business and Small Business Administration (SBA) portfolios and wealth management business;
- the Company’s ability to successfully integrate and fully realize the cost savings and other benefits of its acquisitions, manage risks related to business disruption following those acquisitions, and post-acquisition Customer acceptance of the Company’s products and services and related Customer disintermediation;
- negative perceptions or publicity with respect to the Company generally and, in particular, the Company’s trust and wealth management business;
- failure of the financial and/or operational controls of the Company’s Cash Connect® and/or Wealth Management divisions;
- adverse judgments or other resolution of pending and future legal proceedings, and cost incurred in defending such proceedings;
- the Company’s reliance on third parties for certain important functions, including the operation of its core systems, and any failures by such third parties;
- system failures or cybersecurity incidents or other breaches of the Company’s network security, particularly given widespread remote working arrangements;
- the Company’s ability to recruit and retain key Associates;
- the effects of problems encountered by other financial institutions that adversely affect the Company or the banking industry generally;

- the effects of weather, including climate change, and natural disasters such as floods, droughts, wind, tornadoes and hurricanes as well as effects from geopolitical instability, armed conflicts, public health crises and man-made disasters including terrorist attacks;
- the effects of regional or national civil unrest (including any resulting branch or ATM closures or damage);
- possible changes in the speed of loan prepayments by the Company's Customers and loan origination or sales volumes;
- possible changes in the speed of prepayments of mortgage-backed securities (MBS) due to changes in the interest rate environment and the related acceleration of premium amortization on prepayments in the event that prepayments accelerate;
- regulatory limits on the Company's ability to receive dividends from its subsidiaries and pay dividends to its stockholders;
- any reputation, credit, interest rate, market, operational, litigation, legal, liquidity, regulatory and compliance risk resulting from developments related to any of the risks discussed above;
- any compounding effects or unexpected interaction of the risks discussed above; and
- other risks and uncertainties, including those discussed herein under the heading "Risk Factors" and in other documents filed by the Company with the Securities and Exchange Commission (SEC) from time to time.

The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date they are made. The Company disclaims any duty to revise or update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company for any reason, except as specifically required by law.

As used in this Quarterly Report on Form 10-Q, the terms "WSFS", "the Company", "registrant", "we", "us", and "our" mean WSFS Financial Corporation and its subsidiaries, on a consolidated basis, unless the context indicates otherwise.

The following are registered trademarks of the Company: Bryn Mawr Trust[®], Cash Connect[®], NewLane Finance[®], Powdermill[®] Financial Solutions, WSFS Institutional Services[®], WSFS Mortgage[®] and WSFS Wealth[®] Investments. Any other trademarks appearing in this Quarterly Report on Form 10-Q are the property of their respective holders.

WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
<i>(Dollars in thousands, except per share and share data)</i>				
Interest income:				
Interest and fees on loans and leases	\$ 218,903	\$ 152,887	\$ 620,511	\$ 401,110
Interest on mortgage-backed securities	26,654	28,338	81,310	78,828
Interest and dividends on investment securities:				
Taxable	699	703	2,103	2,107
Tax-exempt	1,481	1,278	4,496	2,535
Other interest income	3,402	3,359	10,871	6,142
	<u>251,139</u>	<u>186,565</u>	<u>719,291</u>	<u>490,722</u>
Interest expense:				
Interest on deposits	57,255	6,643	142,501	13,537
Interest on Federal Home Loan Bank advances	167	42	5,135	42
Interest on senior and subordinated debt	2,453	2,061	7,360	5,939
Interest on federal funds purchased	185	28	1,324	28
Interest on trust preferred borrowings	1,764	951	4,954	2,146
Interest on other borrowings	6,713	9	11,041	26
	<u>68,537</u>	<u>9,734</u>	<u>172,315</u>	<u>21,718</u>
Net interest income	<u>182,602</u>	<u>176,831</u>	<u>546,976</u>	<u>469,004</u>
Provision for credit losses	<u>18,414</u>	<u>7,454</u>	<u>63,255</u>	<u>34,693</u>
Net interest income after provision for credit losses	<u>164,188</u>	<u>169,377</u>	<u>483,721</u>	<u>434,311</u>
Noninterest income:				
Credit/debit card and ATM income	14,869	10,993	42,660	27,446
Investment management and fiduciary income	32,720	29,504	95,575	90,877
Deposit service charges	6,534	6,262	18,850	18,158
Mortgage banking activities, net	1,254	1,420	3,680	6,529
Loan and lease fee income	1,621	1,425	4,183	4,457
Unrealized (loss) gain on equity investments, net	(5)	—	(9)	5,988
Bank owned life insurance income	1,697	195	3,967	674
Other income	13,978	12,852	33,760	41,125
	<u>72,668</u>	<u>62,651</u>	<u>202,666</u>	<u>195,254</u>
Noninterest expense:				
Salaries, benefits and other compensation	74,453	72,294	219,669	211,413
Occupancy expense	9,529	9,699	30,069	30,393
Equipment expense	10,563	9,913	31,165	30,674
Data processing and operations expenses	4,867	5,362	14,362	16,009
Professional fees	4,612	3,561	15,169	12,285
Marketing expense	2,049	2,082	5,930	4,985
FDIC expenses	2,534	1,540	7,979	4,399
Loan workout and other credit costs	(189)	1,001	292	1,103
Corporate development expense	113	1,248	3,649	41,679
Restructuring expense	—	1,344	(787)	22,792
Other operating expense	31,158	24,873	86,490	65,691
	<u>139,689</u>	<u>132,917</u>	<u>413,987</u>	<u>441,423</u>
Income before taxes	<u>97,167</u>	<u>99,111</u>	<u>272,400</u>	<u>188,142</u>
Income tax provision	<u>22,904</u>	<u>25,767</u>	<u>66,880</u>	<u>49,929</u>
Net income	<u>\$ 74,263</u>	<u>\$ 73,344</u>	<u>\$ 205,520</u>	<u>\$ 138,213</u>
Less: Net income (loss) attributable to noncontrolling interest	97	(38)	272	287
Net income attributable to WSFS	<u>\$ 74,166</u>	<u>\$ 73,382</u>	<u>\$ 205,248</u>	<u>\$ 137,926</u>
Earnings per share:				
Basic	\$ 1.22	\$ 1.16	\$ 3.35	\$ 2.15
Diluted	\$ 1.22	\$ 1.16	\$ 3.34	\$ 2.15
Weighted average shares of common stock outstanding:				
Basic	60,941,922	63,047,675	61,264,862	64,064,488
Diluted	61,039,317	63,227,983	61,367,802	64,282,992

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)

<i>(Dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 74,263	\$ 73,344	\$ 205,520	\$ 138,213
Less: Net income (loss) attributable to noncontrolling interest	97	(38)	272	287
Net income attributable to WSFS	74,166	73,382	205,248	137,926
Other comprehensive (loss) income:				
Net change in unrealized losses on investment securities available-for-sale				
Net unrealized losses arising during the period, net of tax benefit of \$40,270, \$63,954, \$36,278, and \$178,061, respectively	(127,523)	(202,520)	(114,880)	(563,860)
Net change in securities held-to-maturity				
Net change unrealized gains (losses) on available-for-sale securities reclassified to held-to-maturity, net of tax (benefit) expense of \$(1,379), \$(1,884), \$(4,080), and \$35,955, respectively ⁽¹⁾	4,366	5,966	12,924	(113,858)
Net change in unfunded pension liability				
Change in unfunded pension liability related to unrealized gain and prior service cost, net of tax expense of \$16, \$10, \$44, and \$27, respectively	(51)	(31)	(140)	(86)
Net change in cash flow hedge				
Net unrealized loss arising during the period, net of tax benefit of \$508, \$—, \$869, and \$—, respectively	(1,608)	—	(2,752)	—
Amortization of unrealized gain on terminated cash flow hedges, net of tax expense of \$9, \$13, \$34, and \$38, respectively	(28)	(41)	(107)	(120)
	(1,636)	(41)	(2,859)	(120)
Net change in equity method investments				
Net change in other comprehensive income of equity method investments, net of tax expense of \$61, \$8, \$28, and \$67, respectively	192	25	88	213
Total other comprehensive loss	(124,652)	(196,601)	(104,867)	(677,711)
Total comprehensive (loss) income	\$ (50,486)	\$ (123,219)	\$ 100,381	\$ (539,785)

⁽¹⁾ Includes \$119.8 million, net of tax benefit, of unrealized losses on transferred investment securities with a book value of \$1.1 billion from available-for-sale to held-to-maturity that were transferred in June 2022.

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited)

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

	September 30, 2023	December 31, 2022
Assets:		
Cash and due from banks	\$ 260,200	\$ 332,961
Cash in non-owned ATMs	345,754	499,017
Interest-bearing deposits in other banks including collateral (restricted cash) of \$5,010 at September 30, 2023 and \$4,650 at December 31, 2022	5,526	5,280
Total cash, cash equivalents, and restricted cash	611,480	837,258
Investment securities, available-for-sale (amortized cost of \$4,584,190 at September 30, 2023 and \$4,834,550 at December 31, 2022)	3,691,541	4,093,060
Investment securities, held-to-maturity, net of allowance for credit losses of \$8 at September 30, 2023 and \$10 at December 31, 2022 (fair value \$927,680 at September 30, 2023 and \$1,040,104 at December 31, 2022)	1,068,871	1,111,619
Other investments	21,741	26,120
Loans, held for sale at fair value	36,658	42,985
Loans and leases, net of allowance for credit losses of \$175,988 at September 30, 2023 and \$151,861 at December 31, 2022	12,502,404	11,759,992
Bank owned life insurance	101,424	101,935
Stock in Federal Home Loan Bank (FHLB) of Pittsburgh at cost	12,199	24,116
Other real estate owned	298	833
Accrued interest receivable	81,909	74,448
Premises and equipment	105,001	115,603
Goodwill	885,898	883,637
Intangible assets	122,574	128,595
Other assets	798,994	714,554
Total assets	\$ 20,040,992	\$ 19,914,755
Liabilities and Stockholders' Equity		
Liabilities:		
Deposits:		
Noninterest-bearing	\$ 4,913,517	\$ 5,739,647
Interest-bearing	11,072,852	10,463,922
Total deposits	15,986,369	16,203,569
Federal funds purchased	25,000	—
FHLB advances	—	350,000
Trust preferred borrowings	90,589	90,442
Senior and subordinated debt	218,342	248,169
Other borrowed funds	583,902	38,283
Accrued interest payable	42,481	5,174
Other liabilities	858,931	777,232
Total liabilities	17,805,614	17,712,869
Stockholders' Equity:		
Common stock \$0.01 par value, 90,000,000 shares authorized; issued 76,043,902 at September 30, 2023 and 75,921,997 at December 31, 2022	761	759
Capital in excess of par value	1,981,474	1,974,210
Accumulated other comprehensive loss	(780,711)	(675,844)
Retained earnings	1,588,858	1,411,243
Treasury stock at cost, 15,316,263 shares at September 30, 2023 and 14,310,085 shares at December 31, 2022	(547,587)	(505,255)
Total stockholders' equity of WSFS	2,242,795	2,205,113
Noncontrolling interest	(7,417)	(3,227)
Total stockholders' equity	2,235,378	2,201,886
Total liabilities and stockholders' equity	\$ 20,040,992	\$ 19,914,755

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

Three Months Ended September 30, 2023

(Dollars in thousands,
except per share and
share amounts)

	Shares	Common Stock	Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total Stockholders' Equity of WSFS	Non- controlling Interest	Total Stockholders' Equity
Balance, June 30, 2023	76,021,963	\$ 760	\$ 1,977,945	\$ (656,059)	\$ 1,523,849	\$ (531,836)	\$ 2,314,659	\$ (7,275)	\$ 2,307,384
Net income	—	—	—	—	74,166	—	74,166	97	74,263
Other comprehensive loss	—	—	—	(124,652)	—	—	(124,652)	—	(124,652)
Cash dividend, \$0.15 per share	—	—	—	—	(9,157)	—	(9,157)	—	(9,157)
Distributions to noncontrolling shareholders	—	—	—	—	—	—	—	(239)	(239)
Issuance of common stock including proceeds from exercise of common stock options	21,939	1	2,057	—	—	—	2,058	—	2,058
Stock-based compensation expense	—	—	1,472	—	—	—	1,472	—	1,472
Repurchases of common shares ⁽¹⁾	—	—	—	—	—	(15,751)	(15,751)	—	(15,751)
Balance, September 30, 2023	76,043,902	\$ 761	\$ 1,981,474	\$ (780,711)	\$ 1,588,858	\$ (547,587)	\$ 2,242,795	\$ (7,417)	\$ 2,235,378

Nine Months Ended September 30, 2023

(Dollars in thousands,
except per share and
share amounts)

	Shares	Common Stock	Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total Stockholders' Equity of WSFS	Non- controlling Interest	Total Stockholders' Equity
Balance, December 31, 2022	75,921,997	\$ 759	\$ 1,974,210	\$ (675,844)	\$ 1,411,243	\$ (505,255)	\$ 2,205,113	\$ (3,227)	\$ 2,201,886
Net income	—	—	—	—	205,248	—	205,248	272	205,520
Other comprehensive loss	—	—	—	(104,867)	—	—	(104,867)	—	(104,867)
Cash dividend, \$0.45 per share	—	—	—	—	(27,633)	—	(27,633)	—	(27,633)
Distributions to noncontrolling shareholders	—	—	—	—	—	—	—	(4,462)	(4,462)
Issuance of common stock including proceeds from exercise of common stock options	121,905	2	2,418	—	—	—	2,420	—	2,420
Stock-based compensation expense	—	—	7,211	—	—	—	7,211	—	7,211
Repurchases of common stock ⁽²⁾	—	—	(2,365)	—	—	(42,332)	(44,697)	—	(44,697)
Balance, September 30, 2023	76,043,902	\$ 761	\$ 1,981,474	\$ (780,711)	\$ 1,588,858	\$ (547,587)	\$ 2,242,795	\$ (7,417)	\$ 2,235,378

⁽¹⁾ Repurchase of common stock includes 386,900 shares repurchased in connection with the Company's share repurchase program approved by the Board of Directors.

⁽²⁾ Repurchase of common stock includes 1,006,178 shares repurchased in connection with the Company's share repurchase program approved by the Board of Directors, and 45,489 shares withheld to cover tax liabilities.

	Three Months Ended September 30, 2022								
<i>(Dollars in thousands, except per share and share amounts)</i>	Shares	Common Stock	Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total Stockholders' Equity of WSFS	Non-controlling Interest	Total Stockholders' Equity
Balance, June 30, 2022	75,870,300	\$ 759	\$ 1,968,175	\$ (518,878)	\$ 1,272,192	\$ (406,888)	\$ 2,315,360	\$ (2,484)	\$ 2,312,876
Net income (loss)	—	—	—	—	73,382	—	73,382	(38)	73,344
Other comprehensive loss	—	—	—	(196,601)	—	—	(196,601)	—	(196,601)
Cash dividend, \$0.15 per share	—	—	—	—	(9,535)	—	(9,535)	—	(9,535)
Contributions from noncontrolling shareholders	—	—	—	—	—	—	—	(240)	(240)
Issuance of common stock including proceeds from exercise of common stock options	26,054	—	2,087	—	—	—	2,087	—	2,087
Stock-based compensation expense	—	—	1,366	—	—	—	1,366	—	1,366
Repurchases of common shares ⁽¹⁾	—	—	—	—	—	(82,466)	(82,466)	—	(82,466)
Balance, September 30, 2022	75,896,354	\$ 759	\$ 1,971,628	\$ (715,479)	\$ 1,336,039	\$ (489,354)	\$ 2,103,593	\$ (2,762)	\$ 2,100,831
	Nine Months Ended September 30, 2022								
<i>(Dollars in thousands, except per share and share amounts)</i>	Shares	Common Stock	Capital in Excess of Par Value	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total Stockholders' Equity of WSFS	Non-controlling Interest	Total Stockholders' Equity
Balance, December 31, 2021	57,695,676	\$ 577	\$ 1,058,997	\$ (37,768)	\$ 1,224,614	\$ (307,321)	\$ 1,939,099	\$ (2,083)	\$ 1,937,016
Net income	—	—	—	—	137,926	—	137,926	287	138,213
Other comprehensive loss	—	—	—	(677,711)	—	—	(677,711)	—	(677,711)
Cash dividend, \$0.41 per share	—	—	—	—	(26,501)	—	(26,501)	—	(26,501)
Contributions from noncontrolling shareholders	—	—	—	—	—	—	—	(53)	(53)
Issuance of common stock including proceeds from exercise of common stock options	83,830	1	2,518	—	—	—	2,519	—	2,519
Issuance of common stock in acquisition of BMT	18,116,848	181	907,835	—	—	—	908,016	—	908,016
Noncontrolling interest assumed in acquisition	—	—	—	—	—	—	—	(913)	(913)
Stock-based compensation expense	—	—	4,427	—	—	—	4,427	—	4,427
Repurchases of common stock ⁽²⁾	—	—	(2,149)	—	—	(182,033)	(184,182)	—	(184,182)
Balance, September 30, 2022	75,896,354	\$ 759	\$ 1,971,628	\$ (715,479)	\$ 1,336,039	\$ (489,354)	\$ 2,103,593	\$ (2,762)	\$ 2,100,831

⁽¹⁾ Repurchase of common stock includes 1,664,550 shares repurchased in connection with the Company's share repurchase program approved by the Board of Directors, and 4,872 shares withheld to cover tax liabilities.

⁽²⁾ Repurchase of common stock includes 3,789,137 shares repurchased in connection with the Company's share repurchase program approved by the Board of Directors and 104,965 shares withheld to cover tax liabilities.

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

WSFS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
	2023	2022
<i>(Dollars in thousands)</i>		
Operating activities:		
Net income	\$ 205,520	\$ 138,213
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	63,255	34,693
Depreciation of premises and equipment, net	13,552	20,009
Accretion of fees and discounts, net	(20,891)	(16,965)
Amortization of intangible assets	11,596	14,505
Amortization of right-of-use lease assets	11,559	14,715
Decrease in operating lease liability	(9,328)	(12,856)
Income from mortgage banking activities, net	(3,680)	(6,529)
Loss (gain) on sale of other real estate owned and valuation adjustments, net	195	(235)
Stock-based compensation expense	7,211	4,427
Unrealized loss (gain) on equity investments, net	9	(5,988)
Deferred income tax benefit	(1,681)	(6,439)
Increase in accrued interest receivable	(7,461)	(11,096)
Decrease in other assets	(42,228)	(39,991)
Origination of loans held for sale	(206,979)	(453,952)
Proceeds from sales of loans held for sale	144,990	421,098
Decrease (increase) in value of bank owned life insurance	511	(437)
Increase in capitalized interest, net	(1,702)	(1,650)
Increase in accrued interest payable	37,307	1,590
Increase in other liabilities	86,052	313,791
Net cash provided by operating activities	\$ 287,807	\$ 406,903
Investing activities:		
Purchases of investment securities held to maturity	\$ —	\$ (120,868)
Repayments, maturities and calls of investment securities held-to-maturity	57,826	49,768
Purchases of investment securities available-for-sale	(21,080)	(1,218,022)
Repayments, maturities and calls of investment securities available-for-sale	269,156	911,125
Proceeds from bank-owned life insurance death benefit	—	1,437
Net (increase) decrease in loans	(486,508)	11,642
Net cash (paid for) from business combinations	(3,000)	573,745
Purchase of loans held-for-investment	(238,047)	(252,185)
Purchases of stock of Federal Home Loan Bank of Pittsburgh	(119,479)	(15,318)
Redemptions of stock of Federal Home Loan Bank of Pittsburgh	131,396	6
Sales of other real estate owned	833	1,844
Investment in premises and equipment	(2,953)	(7,665)
Sales of premises and equipment	3	891
Net cash used in investing activities	\$ (411,853)	\$ (63,600)

	Nine Months Ended September 30,	
	2023	2022
<i>(Dollars in thousands)</i>		
Financing activities:		
Net decrease in demand and saving deposits	\$ (816,546)	\$ (466,105)
Increase (decrease) in time deposits	612,672	(132,825)
Decrease in brokered deposits	(33,486)	(37,704)
Receipts from FHLB advances	5,945,000	458,100
Repayments of FHLB advances	(6,295,000)	(458,100)
Receipts from federal funds purchased	6,033,000	310,001
Repayments of federal funds purchased	(6,008,000)	(310,001)
Receipts from Bank Term Funding Program	565,000	—
Distributions to noncontrolling shareholders	(4,462)	(53)
Cash dividend	(27,633)	(26,501)
Issuance of common stock including proceeds from exercise of common stock options	2,420	2,519
Redemption of senior and subordinated debt	(30,000)	—
Repurchases of common shares	(44,697)	(184,182)
Net cash used in financing activities	\$ (101,732)	\$ (844,851)
Decrease in cash, cash equivalents, and restricted cash	(225,778)	(501,548)
Cash, cash equivalents, and restricted cash at beginning of period	837,258	1,532,939
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 611,480</u>	<u>\$ 1,031,391</u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$ 135,008	\$ 16,886
Income taxes	72,789	26,237
Non-cash information:		
Loans transferred to other real estate owned	\$ 298	\$ 502
Loans transferred to portfolio from held-for-sale at fair value	68,022	84,829
Held-to-maturity securities purchased, not settled	—	5,136
Securities transferred to held-to-maturity from available-for-sale at fair value	—	931,421
Fair value of assets acquired, net of cash received	7,993	4,713,544
Fair value of liabilities assumed	4,993	4,379,273

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

WSFS FINANCIAL CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023
(UNAUDITED)

1. BASIS OF PRESENTATION

General

These unaudited Consolidated Financial Statements include the accounts of WSFS Financial Corporation (WSFS, and together with its subsidiaries, the Company), and its consolidated subsidiaries. WSFS' primary subsidiary is Wilmington Savings Fund Society, FSB (WSFS Bank or the Bank). As of September 30, 2023, the other subsidiaries of WSFS include The Bryn Mawr Trust Company of Delaware (BMT-DE), Bryn Mawr Capital Management, LLC (BMCML), WSFS Wealth Management, LLC (Powdermill®), WSFS SPE Services, LLC, and 601 Perkaskie, LLC. The Company also has three unconsolidated subsidiaries: WSFS Capital Trust III, Royal Bancshares Capital Trust I, and Royal Bancshares Capital Trust II. WSFS Bank has two wholly-owned subsidiaries: Beneficial Equipment Finance Corporation (BEFC) and 1832 Holdings, Inc., and one majority-owned subsidiary, NewLane Finance Company (NewLane Finance®).

On January 1, 2023, WSFS completed the merger and brand conversion of WSFS Capital Management, LLC (West Capital) and Cypress Capital Management, LLC and renamed the combined entity Bryn Mawr Capital Management, LLC. BMCML is registered as an investment advisor with the U.S. Securities and Exchange Commission and is a wholly-owned subsidiary of WSFS.

Overview

Founded in 1832, the Bank is one of the ten oldest bank and trust companies continuously operating under the same name in the United States (U.S.). The Company provides residential and commercial real estate, commercial and consumer lending services, as well as consumer deposit and treasury management services. The Company's core banking business is commercial lending funded primarily by customer-generated deposits. In addition, the Company offers a variety of wealth management and trust services to individuals, institutions and corporations. The Federal Deposit Insurance Corporation (FDIC) insures the customers' deposits to their legal maximums. The Company serves its customers primarily from 116 offices located in Pennsylvania (59), Delaware (40), New Jersey (14), Florida (1), Nevada (1) and Virginia (1), its ATM network, website at www.wsfsbank.com and mobile app. Information on the website is not incorporated by reference into this Quarterly Report on Form 10-Q.

Basis of Presentation

In preparing the unaudited Consolidated Financial Statements, the Company is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Amounts subject to significant estimates include the allowance for credit losses (including loans and leases held for investment, investment securities available-for-sale and held-to-maturity), lending-related commitments, goodwill, intangible assets, post-retirement benefit obligations, the fair value of financial instruments, and income taxes. Among other effects, changes to these estimates could result in future impairments of investment securities, goodwill and intangible assets, the establishment of additional allowance and lending-related commitment reserves, changes in the fair value of financial instruments, as well as increased post-retirement benefits and income tax expense.

The Company's accounting and reporting policies conform to Generally Accepted Accounting Principles in the U.S. (GAAP), prevailing practices within the banking industry for interim financial information and Rule 10-01 of SEC Regulation S-X (Rule 10-01). Rule 10-01 does not require us to include all information and notes that would be required in audited financial statements. Certain prior period amounts have been reclassified to conform with current period presentation. Operating results for the periods presented are not necessarily indicative of the results that may be expected for any future quarters or for the year ending December 31, 2023. These unaudited, interim Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and related notes included in the Annual Report on Form 10-K for the year ended December 31, 2022 (the 2022 Annual Report on Form 10-K) that was filed with the SEC on February 28, 2023 and is available at www.sec.gov or on the website at www.wsfsbank.com. All significant intercompany accounts and transactions were eliminated in consolidation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

SIGNIFICANT ACCOUNTING POLICIES:

The significant accounting policies used in preparation of the Consolidated Financial Statements are disclosed in the Company's 2022 Annual Report on Form 10-K. Those significant accounting policies remain unchanged at September 30, 2023, except for the following:

Past Due and Nonaccrual Loans

Past due loans are defined as loans contractually past due 90 days or more as to principal or interest payments. Past due loans 90 days or more that remain in accrual status are considered well secured and in the process of collection.

Nonaccruing loans are those on which the accrual of interest has ceased. Loans are placed on nonaccrual status immediately if, in the opinion of the Company, collection is doubtful, or when principal or interest is past due 90 days or more and the loan is not well secured and in the process of collection. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed and charged against interest income. In addition, the amortization of net deferred loan fees is suspended when a loan is placed on nonaccrual status. Subsequent cash receipts are applied either to the outstanding principal balance or recorded as interest income, depending on the Company's assessment of the ultimate collectability of principal and interest. Loans are returned to accrual status when the Company assesses that the borrower has the ability to make all principal and interest payments in accordance with the terms of the loan (i.e., a consistent repayment record, generally six consecutive payments, has been demonstrated).

For loans greater than 90 days past due, unless loans are well-secured and collection is imminent, their respective reserves are generally charged off once the loss has been confirmed. Expected recoveries do not exceed the aggregate of amounts previously charged off and expected to be charged off.

A loan, for which the terms have been modified in the current reporting period in the form of principal forgiveness, an interest rate reduction, an other than-insignificant payment delay, or a term extension to a borrower experiencing financial difficulty, is considered a troubled loan. The assessment of whether a borrower is experiencing financial difficulty is made on the date of a modification.

Principal balances are generally not forgiven when a loan is modified as a troubled loan. Nonaccruing troubled loans remain in nonaccrual status until there has been a period of sustained repayment performance demonstrated and repayment is reasonably assured. Since the effect of most troubled loans are already included in the Company's estimate of expected credit losses, a change to the allowance for credit losses is generally not recorded upon modification.

For additional detail regarding past due and nonaccrual loans, see Note 7.

Allowance for Credit Losses - Loans and Leases

The Company establishes its allowance in accordance with guidance provided in ASC 326, *Financial Instruments - Credit Losses*. The allowance for credit losses includes quantitative and qualitative factors that comprise the Company's current estimate of expected credit losses, including the Company's portfolio mix and segmentation, modeling methodology, historical loss experience, relevant available information from internal and external sources relating to qualitative adjustment factors, prepayment speeds and reasonable and supportable forecasts about future economic conditions.

The Company's portfolio segments, established based on similar risk characteristics and loss behaviors, are:

- Commercial Loans and Leases: Commercial and industrial - real estate secured, commercial and industrial - non-real estate secured, owner-occupied commercial, commercial mortgages, construction and commercial small business leases, and
- Residential and Consumer Loans: Residential mortgage, equity secured lines and loans, installment loans, unsecured lines of credit, originated education loans and previously acquired education loans.

Expected credit losses are net of expected recoveries and estimated over the contractual term, adjusted for expected prepayments. The contractual term excludes any extensions, renewals and modifications unless they are not unconditionally cancellable. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. Expected prepayments are based on historical experience and considers adjustments for current and future economic conditions.

The allowance includes two primary components: (i) an allowance established on loans which share similar risk characteristics collectively evaluated for credit losses (collective basis) and (ii) an allowance established on loans which do not share similar risk characteristics with any loan segment and are individually evaluated for credit losses (individual basis).

Loans that share similar risk characteristics are collectively reviewed for credit loss and are evaluated based on historical loss experience, adjusted for current economic conditions and future economic forecasts. Estimated losses are determined differently for commercial and residential and consumer loans, and each portfolio segment is further segmented by internally assessed risk ratings.

The Company uses a single scenario third-party economic forecast to adjust the calculated historical loss rates of the portfolio segments to incorporate the effects of current and future economic conditions. The Company's economic forecast considers the general health of the economy, the interest rate environment, real estate pricing and market risk. The Company's forecast extends out 6 quarters (the forecast period) and reverts to the historical loss rates on a straight-line basis over 4 quarters (the reversion period) as it believes this to be reasonable and supportable in the current environment. The economic forecast and reversion periods will be evaluated periodically by the Company and updated as appropriate.

The historical loss rates for commercial loans are estimated by determining the probability of default (PD) and expected loss given default (LGD) and are applied to the loans' exposure at default. The probability of default is calculated based on the historical rate of migration to an event of credit loss during the look-back period. The historical loss rates for consumer loans is calculated based on average net loss rates over the same look-back period. The current look-back period is 51 quarters which ensures historical loss rates are adequately considering losses within a full credit cycle.

Loans that do not share similar risk characteristics with any loan segments are evaluated on an individual basis. These loans, which may include troubled loans, are not included in the collective basis evaluation. When it is probable the Company will not collect all principal and interest due according to their contractual terms, which is assessed based on the credit characteristics of the loan and/or payment status, these loans are individually reviewed and measured for potential credit loss.

The amount of the potential credit loss is measured using any of the following three methods: (i) the present value of expected future cash flows discounted at the loan's effective interest rate; (ii) the fair value of collateral if the loan is collateral dependent; or (iii) the loan's observable market price. If the measured fair value of the loan is less than the amortized cost basis of the loan, an allowance for credit loss is recorded.

For collateral dependent loans, the expected credit losses at the individual asset level are the difference between the collateral's fair value (less cost to sell) and the amortized cost.

Qualitative adjustment factors consider various internal and external conditions which are allocated among loan segments and take into consideration:

- Current underwriting policies, staff and portfolio concentrations,
- Risk rating accuracy, credit and administration,
- Internal risk emergence (including internal trends of delinquency, and criticized loans by segment),
- Economic forecasts and conditions - locally and nationally (including market trends impacting collateral values), which is separate from or in addition to the third-party economic forecast described above, and
- Competitive environment, as it could impact loan structure and underwriting.

These factors are based on their relative standing compared to the period in which historical losses are used in quantitative reserve estimates and current directional trends, and reasonable and supportable forecasts. Qualitative factors can add to or subtract from quantitative reserves.

The Company's loan officers and risk managers meet at least quarterly to discuss and review the conditions and risks associated with individual problem loans. In addition, various regulatory agencies periodically review the Company's loan ratings and allowance for credit losses and the Bank's internal loan review department performs recurring loan reviews.

Accrued interest receivable on loans is excluded from the estimate of credit losses and is included in *Accrued interest receivable* on the unaudited Consolidated Statements of Financial Condition.

For additional detail regarding the allowance for credit losses and the provision for credit losses, see Note 7.

RECENT ACCOUNTING PRONOUNCEMENTS

Accounting Guidance Adopted in 2023

ASU No. 2022-02, Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures: In March 2022, the FASB issued *ASU No. 2022-02, Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*. The guidance eliminates the accounting guidance for troubled debt restructurings by creditors (ASC 310-40) while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. The guidance also requires that an entity disclose current-period write-offs by year of origination for financing receivables and net investments in leases within the scope of Topic 326. The Company adopted this guidance prospectively on January 1, 2023. For further details on the impact of the adoption and accounting policies, see updated Significant Accounting Policies, as described above, and troubled loans disclosures in Note 7 - *Allowance for Credit Losses and Credit Quality Information*.

Accounting Guidance Pending Adoption as of September 30, 2023

ASU No. 2023-01, Leases (Topic 842) Common Control Agreements: In March 2023, the FASB issued *ASU No. 2023-01, Leases (Topic 842) Common Control Agreements*. The amendment clarifies the accounting for leasehold improvements associated with common control leases by allowing the lessee to amortize the leasehold improvements over the useful life of the common control group's use of the underlying asset, regardless of the lease term. The guidance is effective for fiscal years beginning after December 15, 2023. Early adoption is permitted. Adoption is required on a modified retrospective basis, consistent with the Company's adoption of Topic 842. The Company does not expect this update to have a material impact on the Consolidated Financial Statements.

ASU No. 2023-02, Investments—Equity Method and Joint Ventures (Topic 323) Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method: In March 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*. The amendments permit reporting entities to elect to account for any equity investments in a tax credit program using the proportional amortization method if certain conditions are met. The amendments are effective for fiscal years beginning after December 15, 2023. Early adoption is permitted. Adoption is required on a prospective, modified retrospective, or retrospective basis depending on the amendment. The Company does not expect this update to have a material impact on the Consolidated Financial Statements.

3. NONINTEREST INCOME

Credit/debit card and ATM income

The following table presents the components of credit/debit card and ATM income:

<i>(Dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Bailment fees	\$ 9,982	\$ 6,306	\$ 28,051	\$ 13,105
Interchange fees	3,885	3,870	11,764	11,859
Other card and ATM fees	1,002	817	2,845	2,482
Total credit/debit card and ATM income	<u>\$ 14,869</u>	<u>\$ 10,993</u>	<u>\$ 42,660</u>	<u>\$ 27,446</u>

Credit/debit card and ATM income is composed of bailment fees, interchange fees, and other card and ATM fees. Bailment fees are earned from bailment arrangements with customers. Bailment arrangements are legal relationships in which property is delivered to another party without a transfer of ownership. The party who transferred the property (the bailor) retains ownership interest of the property. In the event that the bailee files for bankruptcy protection, the property is not included in the bailee's assets. The bailee pays an agreed-upon fee for the use of the bailor's property in exchange for the bailor allowing use of the assets at the bailee's site. Bailment fees are earned from cash that is made available for customers' use at an offsite location, such as cash located in an ATM at a customer's place of business. These fees are typically indexed to a market interest rate. This revenue stream generates fee income through monthly billing for bailment services.

Credit/debit card and ATM income also includes interchange fees. Interchange fees are paid by a merchant's bank to a bank that issued a debit or credit card used in a transaction to compensate the issuing bank for the value and benefit the merchant receives from accepting electronic payments. These revenue streams generate fee income at the time a transaction occurs and are recorded as revenue at the time of the transaction.

Investment management and fiduciary income

The following table presents the components of investment management and fiduciary income:

<i>(Dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Trust fees	\$ 22,062	\$ 19,170	\$ 64,514	\$ 58,658
Wealth management and advisory fees	10,658	10,334	31,061	32,219
Total investment management and fiduciary income	<u>\$ 32,720</u>	<u>\$ 29,504</u>	<u>\$ 95,575</u>	<u>\$ 90,877</u>

Investment management and fiduciary income is composed of trust fees and wealth management and advisory fees. Trust fees are based on revenue earned from custody, escrow, trustee and trustee related services on structured finance transactions; indenture trustee, administrative agent and collateral agent services to individuals, institutions and corporations; commercial domicile and independent director services; and investment and trustee services to families and individuals. Most fees are flat fees, except for a portion of personal and corporate trustee fees where the Company earns a percentage on the assets under management or assets held within a trust. This revenue stream primarily generates fee income through monthly, quarterly and annual billings for services provided.

Wealth management and advisory fees consists of fees from Bryn Mawr Trust (excluding BMT-DE), BMC M, Powdermill®, and WSFS Wealth® Investments. Wealth management and advisory fees are based on revenue earned from services including asset management, financial planning, family office, and brokerage. The fees are based on the market value of assets, are assessed as a flat fee, or are brokerage commissions. This revenue stream primarily generates fee income through monthly, quarterly and annual billings for the services.

Deposit service charges

The following table presents the components of deposit service charges:

(Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Service fees	\$ 4,382	\$ 3,933	\$ 12,833	\$ 11,789
Return and overdraft fees	1,851	2,164	5,218	5,835
Other deposit service fees	301	165	799	534
Total deposit service charges	\$ 6,534	\$ 6,262	\$ 18,850	\$ 18,158

Deposit service charges includes revenue earned from core deposit products, certificates of deposit, and brokered deposits. The Company generates fee revenues from deposit service charges primarily through service charges and overdraft fees. Service charges consist primarily of monthly account maintenance fees, treasury management fees, foreign ATM fees and other maintenance fees. All of these revenue streams generate fee income through service charges for monthly account maintenance and similar items, transfer fees, late fees, overlimit fees, and stop payment fees. Revenue is recorded at the time of the transaction.

Other income

The following table presents the components of other income:

(Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Managed service fees	\$ 5,301	\$ 4,866	\$ 15,316	\$ 13,091
Currency preparation	1,331	1,104	3,955	2,904
ATM loss protection	643	681	1,938	1,963
Capital markets revenue	3,581	793	8,170	5,738
Miscellaneous products and services ⁽¹⁾	3,122	5,408	4,381	17,429
Total other income	\$ 13,978	\$ 12,852	\$ 33,760	\$ 41,125

⁽¹⁾ Includes commissions income from BMT Insurance Advisors (BMTIA) in 2022. The BMTIA business was sold at the end of the second quarter of 2022.

Other income consists of managed service fees, which are primarily courier fees related to treasury management, currency preparation, ATM loss protection, capital markets revenue, and other miscellaneous products and services offered by the Bank. These fees are primarily generated through monthly billings or at the time of the transaction. Capital markets revenue consists of fees related to interest rate swaps, risk participation agreements, foreign exchange contracts, letters of credit, and trade finance products and services offered by the Bank. Through its subsidiary BMTIA, the Bank earned commissions from the sale of insurance policies, which are generally calculated as a percentage of the policy premium, and contingent income, which is calculated based on the volume and performance of the policies held by each carrier. Obligations for the sale of insurance policies are generally satisfied at the point in time which the policy is executed and are recognized at the point in time in which the amounts are known and collection is reasonably assured. Performance metrics for contingent income are generally satisfied over time, not exceeding one year, and are recognized at the point in time in which the amounts are known and collection is reasonably assured.

The Company's contracts with customers may include multiple performance obligations. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price. The Company generally determines standalone selling prices based on the prices charged to customers.

Practical expedients and exemptions

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which it has the right to invoice for services performed.

See Note 14 for further information about the disaggregation of noninterest income by segment.

4. EARNINGS PER SHARE

The following table shows the computation of basic and diluted earnings per share:

(Dollars and shares in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Numerator:				
Net income attributable to WSFS	\$ 74,166	\$ 73,382	\$ 205,248	\$ 137,926
Denominator:				
Weighted average basic shares	60,942	63,048	61,265	64,064
Dilutive potential common shares	97	180	103	219
Weighted average fully diluted shares	61,039	63,228	\$ 61,368	\$ 64,283
Earnings per share:				
Basic	\$ 1.22	\$ 1.16	\$ 3.35	\$ 2.15
Diluted	\$ 1.22	\$ 1.16	\$ 3.34	\$ 2.15
Outstanding common stock equivalents having no dilutive effect	18	2	18	7

Basic earnings per share is calculated by dividing *Net income attributable to WSFS* by the weighted-average basic shares outstanding. Diluted earnings per share is calculated by dividing *Net income attributable to WSFS* by the weighted-average fully diluted shares outstanding, using the treasury stock method. Fully diluted shares include the adjustment for the dilutive effect of common stock awards, which include outstanding stock options and unvested restricted stock units under the 2013 Incentive Plan and the 2018 Incentive Plan.

5. INVESTMENT SECURITIES

Debt Securities

The following tables detail the amortized cost, allowance for credit losses and the estimated fair value of the Company's investments in available-for-sale and held-to-maturity debt securities. None of the Company's investments in debt securities are classified as trading.

(Dollars in thousands)	September 30, 2023				
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Allowance for Credit Losses	Fair Value
Available-for-Sale Debt Securities					
Collateralized mortgage obligation (CMO)	\$ 573,393	\$ —	\$ 118,729	\$ —	\$ 454,664
Fannie Mae (FNMA) mortgage-backed securities (MBS)	3,608,095	—	694,683	—	2,913,412
Freddie Mac (FHLMC) MBS	128,999	—	18,280	—	110,719
Ginnie Mae (GNMA) MBS	47,621	—	4,870	—	42,751
Government-sponsored enterprises (GSE) agency notes	226,082	—	56,087	—	169,995
	\$ 4,584,190	\$ —	\$ 892,649	\$ —	\$ 3,691,541
Held-to-Maturity Debt Securities⁽¹⁾					
FNMA MBS	\$ 881,844	\$ —	\$ 129,388	\$ —	\$ 752,456
State and political subdivisions	187,035	24	11,827	8	175,224
	\$ 1,068,879	\$ 24	\$ 141,215	\$ 8	\$ 927,680

- ⁽¹⁾ Held-to-maturity securities transferred from available-for-sale are included in held-to-maturity at fair value basis at the time of transfer. The amortized cost of transferred held-to-maturity securities included net unrealized losses of \$125.8 million at September 30, 2023, which are offset in *Accumulated other comprehensive loss*. At the time of transfer, there was no allowance for credit loss on the available-for-sale securities. Subsequent to transfer, the securities were evaluated for credit loss.

	December 31, 2022				
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Allowance for Credit Losses	Fair Value
<i>(Dollars in thousands)</i>					
Available-for-Sale Debt Securities					
CMO	\$ 608,834	\$ —	\$ 102,454	\$ —	\$ 506,380
FNMA MBS	3,823,036	—	572,778	—	3,250,258
FHLMC MBS	135,554	—	13,555	—	121,999
GNMA MBS	39,116	—	2,978	—	36,138
GSE agency notes	228,010	—	49,725	—	178,285
	<u>\$ 4,834,550</u>	<u>\$ —</u>	<u>\$ 741,490</u>	<u>\$ —</u>	<u>\$ 4,093,060</u>
Held-to-Maturity Debt Securities⁽¹⁾					
FNMA MBS	\$ 909,498	\$ —	\$ 68,677	\$ —	\$ 840,821
State and political subdivisions	201,631	532	3,372	10	198,781
Foreign bonds	500	2	—	—	502
	<u>\$ 1,111,629</u>	<u>\$ 534</u>	<u>\$ 72,049</u>	<u>\$ 10</u>	<u>\$ 1,040,104</u>

⁽¹⁾ Held-to-maturity securities transferred from available-for-sale are included in held-to-maturity at fair value at the time of transfer. The amortized cost of transferred held-to-maturity securities included net unrealized losses of \$142.8 million at December 31, 2022, which are offset in *Accumulated other comprehensive loss*. At the time of transfer, there was no allowance for credit loss on the available-for-sale securities. Subsequent to transfer, the securities were evaluated for credit loss.

The scheduled maturities of available-for-sale debt securities at September 30, 2023 and December 31, 2022 are presented in the table below:

	Available-for-Sale	
	Amortized Cost	Fair Value
<i>(Dollars in thousands)</i>		
September 30, 2023⁽¹⁾		
Within one year	\$ —	\$ —
After one year but within five years	87,314	81,548
After five years but within ten years	577,578	465,454
After ten years	3,919,298	3,144,539
	<u>\$ 4,584,190</u>	<u>\$ 3,691,541</u>
December 31, 2022⁽¹⁾		
Within one year	\$ —	\$ —
After one year but within five years	83,014	77,499
After five years but within ten years	465,777	398,607
After ten years	4,285,759	3,616,954
	<u>\$ 4,834,550</u>	<u>\$ 4,093,060</u>

⁽¹⁾ Actual maturities could differ from contractual maturities.

As of September 30, 2023, the Company's available-for-sale investment securities consisted of 964 securities, 964 of which were in an unrealized loss position.

As of September 30, 2023, substantially all of the Corporation's available-for-sale investment securities were mortgage-backed securities or collateral mortgage obligations which were issued or guaranteed by U.S. government-sponsored entities and agencies. As of September 30, 2023 and December 31, 2022, there were no holdings of securities of any one issuer, other than the U.S. government and its agencies, in an amount greater than 10% of shareholders' equity.

The scheduled maturities of held-to-maturity debt securities at September 30, 2023 and December 31, 2022 are presented in the table below:

	Held-to-Maturity	
	Amortized Cost	Fair Value
<i>(Dollars in thousands)</i>		
September 30, 2023 ⁽¹⁾		
Within one year	\$ —	\$ —
After one year but within five years	9,793	9,373
After five years but within ten years	45,306	42,615
After ten years	1,013,780	875,692
	<u>\$ 1,068,879</u>	<u>\$ 927,680</u>
December 31, 2022 ⁽¹⁾		
Within one year	\$ 731	\$ 732
After one year but within five years	9,530	9,476
After five years but within ten years	46,170	45,944
After ten years	1,055,198	983,952
	<u>\$ 1,111,629</u>	<u>\$ 1,040,104</u>

⁽¹⁾ Actual maturities could differ from contractual maturities.

MBS may have expected maturities that differ from their contractual maturities. These differences arise because issuers may have the right to call securities and borrowers may have the right to prepay obligations with or without prepayment penalty. The estimated weighted average duration of MBS was 6.0 years at September 30, 2023.

The held-to-maturity debt securities are not collateral-dependent securities as these are general obligation bonds issued by cities, states, counties, or other local and foreign governments.

Investment securities with fair market values aggregating \$3.3 billion and \$2.8 billion were pledged as collateral for investment sweep repurchase agreements, municipal deposits, and other obligations as of September 30, 2023 and December 31, 2022, respectively.

During the nine months ended September 30, 2023 and 2022, the Company had no sales of debt securities categorized as available-for-sale.

As of September 30, 2023 and December 31, 2022, the Company's debt securities portfolio had remaining unamortized premiums of \$59.2 million and \$66.6 million, respectively, and unaccreted discounts of \$21.9 million and \$25.2 million, respectively.

For debt securities in an unrealized loss position, the table below shows the gross unrealized losses and fair value by investment category and length of time that individual debt securities were in a continuous unrealized loss position at September 30, 2023.

(Dollars in thousands)	Duration of Unrealized Loss Position					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Available-for-sale debt securities:						
CMO	\$ —	\$ —	\$ 454,664	\$ 118,729	\$ 454,664	\$ 118,729
FNMA MBS	8,792	467	2,904,620	694,216	2,913,412	694,683
FHLMC MBS	7	—	110,712	18,280	110,719	18,280
GNMA MBS	11,421	654	31,330	4,216	42,751	4,870
GSE agency notes	—	—	169,995	56,087	169,995	56,087
	\$ 20,220	\$ 1,121	\$ 3,671,321	\$ 891,528	\$ 3,691,541	\$ 892,649

For debt securities in an unrealized loss position, the table below shows the gross unrealized losses and fair value by investment category and length of time that individual debt securities were in a continuous unrealized loss position at December 31, 2022.

(Dollars in thousands)	Duration of Unrealized Loss Position						Total					
	Less than 12 months		12 months or longer		Fair Value	Unrealized Loss						
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss								
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss								
Available-for-sale debt securities:												
CMO	\$	158,449	\$	13,855	\$	347,931	\$	88,599	\$	506,380	\$	102,454
FNMA MBS		1,237,560		145,752		2,012,698		427,026		3,250,258		572,778
FHLMC MBS		102,321		9,268		19,671		4,287		121,992		13,555
GNMA MBS		32,076		2,265		4,030		713		36,106		2,978
GSE agency notes		—		—		178,285		49,725		178,285		49,725
	\$	1,530,406	\$	171,140	\$	2,562,615	\$	570,350	\$	4,093,021	\$	741,490

The Company does not have the intent to sell, nor is it more likely than not it will be required to sell these securities before it is able to recover the amortized cost basis. The unrealized losses are the result of changes in market interest rates subsequent to purchase, not credit loss, as these are highly rated agency securities with no expected credit loss, in the event of a default. As a result, there is no allowance for credit losses recorded for available-for-sale debt securities as of September 30, 2023.

At September 30, 2023 and December 31, 2022, held-to-maturity debt securities had an amortized cost basis of \$1.1 billion. The held-to-maturity debt security portfolio primarily consists of mortgage-backed securities which were issued or guaranteed by U.S. government-sponsored entities and agencies and highly rated municipal bonds. The Company monitors credit quality of its debt securities through credit ratings. The following table summarizes the amortized cost of debt securities held-to-maturity as of September 30, 2023, aggregated by credit quality indicator:

<i>(Dollars in thousands)</i>	FNMA MBS	State and political subdivisions
A+ rated or higher	\$ —	\$ 187,035
Not rated	881,844	—
Ending balance	<u>\$ 881,844</u>	<u>\$ 187,035</u>

The following table summarizes the amortized cost of debt securities held-to-maturity as of December 31, 2022, aggregated by credit quality indicator:

<i>(Dollars in thousands)</i>	FNMA MBS	State and political subdivisions	Foreign bonds
A+ rated or higher	\$ —	\$ 201,631	\$ 500
Not rated	909,498	—	—
Ending balance	<u>\$ 909,498</u>	<u>\$ 201,631</u>	<u>\$ 500</u>

The Company reviewed its held-to-maturity debt securities by major security type for potential credit losses. There was no activity in the allowance for credit losses for FNMA MBS and foreign bond debt securities for the nine months ended September 30, 2023 and 2022. The following table presents the activity in the allowance for credit losses for state and political subdivisions debt securities for the three and nine months ended September 30, 2023 and 2022:

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Allowance for credit losses:				
Beginning balance	\$ 8	\$ 6	\$ 10	\$ 4
Provision for (recovery of) credit losses	—	4	(2)	6
Ending balance	<u>\$ 8</u>	<u>\$ 10</u>	<u>\$ 8</u>	<u>\$ 10</u>

Accrued interest receivable of \$1.7 million and \$2.4 million as of September 30, 2023 and December 31, 2022, respectively, for held-to-maturity debt securities were excluded from the evaluation of allowance for credit losses. There were no nonaccrual or past due held-to-maturity debt securities as of September 30, 2023 and December 31, 2022.

Equity Investments

The Company had equity investments at fair value of \$21.7 million and \$26.1 million as of September 30, 2023 and December 31, 2022, respectively.

During the three and nine months ended September 30, 2023, the Company recognized \$0.7 million of net gains and \$1.0 million of net losses, respectively, related to our equity method investments within *Other income* on the unaudited Consolidated Statements of Income.

During the nine months ended September 30, 2022, total nets gains on equity investments of \$6.0 million were recorded, driven by an unrealized gain on the Company's investment in CRED.ai presented within *Unrealized gain on equity investment, net* in the Consolidated Statements of Income. During the three and nine months ended September 30, 2022, the Company recognized \$2.9 million and \$4.5 million, respectively, of net gains related to our equity method investments within *Other income* on the unaudited Consolidated Statements of Income.

6. LOANS AND LEASES

The following table shows the Company's loan and lease portfolio by category:

<i>(Dollars in thousands)</i>	September 30, 2023	December 31, 2022
Commercial and industrial	\$ 2,644,039	\$ 2,575,345
Owner-occupied commercial	1,924,171	1,809,582
Commercial mortgages	3,645,723	3,351,084
Construction	1,043,568	1,044,049
Commercial small business leases	605,698	558,981
Residential ⁽¹⁾	858,111	761,882
Consumer ⁽²⁾	1,957,082	1,810,930
	12,678,392	11,911,853
Less:		
Allowance for credit losses	175,988	151,861
Net loans and leases	\$ 12,502,404	\$ 11,759,992

⁽¹⁾ Includes reverse mortgages at fair value of \$2.8 million at September 30, 2023 and \$2.4 million at December 31, 2022.

⁽²⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

Accrued interest receivable on loans and leases was \$66.6 million and \$59.3 million at September 30, 2023 and December 31, 2022, respectively. Accrued interest receivable on loans and leases was excluded from the evaluation of allowance for credit losses.

7. ALLOWANCE FOR CREDIT LOSSES AND CREDIT QUALITY INFORMATION

The following tables provide the activity of allowance for credit losses and loan balances for the three and nine months ended September 30, 2023 and 2022. The increase was primarily due to the impacts of the economic uncertainty and forecast and net loan growth.

<i>(Dollars in thousands)</i>	Commercial and Industrial ⁽¹⁾	Owner-occupied Commercial	Commercial Mortgages	Construction	Residential ⁽²⁾	Consumer ⁽³⁾	Total
Three months ended September 30, 2023							
Allowance for credit losses							
Beginning balance	\$ 62,783	\$ 6,335	\$ 31,937	\$ 9,228	\$ 5,043	\$ 56,543	\$ 171,869
Charge-offs	(10,675)	—	(300)	—	—	(5,872)	(16,847)
Recoveries	2,124	14	1	1	55	357	2,552
Provision	7,438	1,501	1,549	2,088	253	5,585	18,414
Ending balance	<u>\$ 61,670</u>	<u>\$ 7,850</u>	<u>\$ 33,187</u>	<u>\$ 11,317</u>	<u>\$ 5,351</u>	<u>\$ 56,613</u>	<u>\$ 175,988</u>
Nine months ended September 30, 2023							
Allowance for credit losses							
Beginning balance	\$ 59,394	\$ 6,019	\$ 21,473	\$ 6,987	\$ 4,668	\$ 53,320	\$ 151,861
Charge-offs	(30,496)	(184)	(300)	—	(33)	(15,374)	(46,387)
Recoveries	5,554	50	4	532	211	906	7,257
Provision	27,218	1,965	12,010	3,798	505	17,761	63,257
Ending balance	<u>\$ 61,670</u>	<u>\$ 7,850</u>	<u>\$ 33,187</u>	<u>\$ 11,317</u>	<u>\$ 5,351</u>	<u>\$ 56,613</u>	<u>\$ 175,988</u>
Period-end allowance allocated to:							
Loans evaluated on an individual basis	\$ 1,054	\$ 161	\$ —	\$ 1,600	\$ —	\$ —	\$ 2,815
Loans evaluated on a collective basis	60,616	7,689	33,187	9,717	5,351	56,613	173,173
Ending balance	<u>\$ 61,670</u>	<u>\$ 7,850</u>	<u>\$ 33,187</u>	<u>\$ 11,317</u>	<u>\$ 5,351</u>	<u>\$ 56,613</u>	<u>\$ 175,988</u>
Period-end loan balances:							
Loans evaluated on an individual basis	\$ 26,355	\$ 16,442	\$ 7,918	\$ 4,828	\$ 5,838	\$ 1,798	\$ 63,179
Loans evaluated on a collective basis	3,223,382	1,907,729	3,637,805	1,038,740	849,502	1,955,284	12,612,442
Ending balance	<u>\$ 3,249,737</u>	<u>\$ 1,924,171</u>	<u>\$ 3,645,723</u>	<u>\$ 1,043,568</u>	<u>\$ 855,340</u>	<u>\$ 1,957,082</u>	<u>\$ 12,675,621</u>

(1) Includes commercial small business leases.

(2) Period-end loan balance excludes reverse mortgages at fair value of \$2.8 million.

(3) Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

<i>(Dollars in thousands)</i>	Commercial and Industrial ⁽¹⁾	Owner - occupied Commercial	Commercial Mortgages	Construction	Residential ⁽²⁾	Consumer ⁽³⁾	Total
Three months ended September 30, 2022							
Allowance for credit losses							
Beginning balance	\$ 60,921	\$ 5,510	\$ 23,663	\$ 5,058	\$ 4,988	\$ 41,830	\$ 141,970
Charge-offs	(5,120)	—	(544)	—	—	(1,834)	(7,498)
Recoveries	3,194	4	101	653	207	114	4,273
Provision (credit)	889	489	(1,686)	788	(377)	7,347	7,450
Ending balance	<u>\$ 59,884</u>	<u>\$ 6,003</u>	<u>\$ 21,534</u>	<u>\$ 6,499</u>	<u>\$ 4,818</u>	<u>\$ 47,457</u>	<u>\$ 146,195</u>
Nine months ended September 30, 2022							
Allowance for loan losses							
Beginning balance	\$ 49,967	\$ 4,574	\$ 11,623	\$ 1,903	\$ 3,352	\$ 23,088	\$ 94,507
Initial allowance on acquired PCD loans	22,614	595	2,684	71	61	78	26,103
Charge-offs	(11,308)	(179)	(581)	—	(186)	(4,062)	(16,316)
Recoveries	4,667	271	223	653	737	663	7,214
(Credit) provision ⁽⁴⁾	(6,056)	742	7,585	3,872	854	27,690	34,687
Ending balance	<u>\$ 59,884</u>	<u>\$ 6,003</u>	<u>\$ 21,534</u>	<u>\$ 6,499</u>	<u>\$ 4,818</u>	<u>\$ 47,457</u>	<u>\$ 146,195</u>
Period-end allowance allocated to:							
Loans evaluated on an individual basis	\$ 5,348	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 5,348
Loans evaluated on a collective basis	54,536	6,003	21,534	6,499	4,818	47,457	140,847
Ending balance	<u>\$ 59,884</u>	<u>\$ 6,003</u>	<u>\$ 21,534</u>	<u>\$ 6,499</u>	<u>\$ 4,818</u>	<u>\$ 47,457</u>	<u>\$ 146,195</u>
Period-end loan balances:							
Loans evaluated on an individual basis	\$ 21,565	\$ 1,713	\$ 9,483	\$ 5,360	\$ 6,451	\$ 1,884	\$ 46,456
Loans evaluated on a collective basis	3,147,913	1,786,878	3,270,896	1,022,843	752,142	1,675,244	11,655,916
Ending balance	<u>\$ 3,169,478</u>	<u>\$ 1,788,591</u>	<u>\$ 3,280,379</u>	<u>\$ 1,028,203</u>	<u>\$ 758,593</u>	<u>\$ 1,677,128</u>	<u>\$ 11,702,372</u>

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Period-end loan balance excludes reverse mortgages at fair value of \$3.0 million.

⁽³⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

⁽⁴⁾ Includes \$23.5 million initial provision for credit losses on non-PCD loans.

The following tables show nonaccrual and past due loans presented at amortized cost at the date indicated:

	September 30, 2023						
(Dollars in thousands)	30–89 Days Past Due and Still Accruing	Greater Than 90 Days Past Due and Still Accruing	Total Past Due And Still Accruing	Accruing Current Balances	Nonaccrual Loans With No Allowance	Nonaccrual Loans With An Allowance	Total Loans
Commercial and industrial ⁽¹⁾	\$ 10,183	\$ 1,119	\$ 11,302	\$ 3,212,140	\$ 21,138	\$ 5,157	\$ 3,249,737
Owner-occupied commercial	1,669	—	1,669	1,907,355	14,085	1,062	1,924,171
Commercial mortgages	16,691	—	16,691	3,622,326	6,706	—	3,645,723
Construction	8,285	2,016	10,301	1,028,439	726	4,102	1,043,568
Residential ⁽²⁾	6,764	—	6,764	846,045	2,531	—	855,340
Consumer ⁽³⁾	15,580	11,222	26,802	1,928,327	1,953	—	1,957,082
Total	\$ 59,172	\$ 14,357	\$ 73,529	\$ 12,544,632	\$ 47,139	\$ 10,321	\$ 12,675,621
% of Total Loans	0.47 %	0.11 %	0.58 %	98.97 %	0.37 %	0.08 %	100 %

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Residential accruing current balances excludes reverse mortgages at fair value of \$2.8 million.

⁽³⁾ Includes \$16.1 million of delinquent, but still accruing, U.S. government-guaranteed student loans that carry little risk of credit loss.

	December 31, 2022						
(Dollars in thousands)	30–89 Days Past Due and Still Accruing	Greater Than 90 Days Past Due and Still Accruing	Total Past Due And Still Accruing	Accruing Current Balances	Nonaccrual Loans ⁽¹⁾	Total Loans	
Commercial and industrial ⁽²⁾	\$ 10,767	\$ 311	\$ 11,078	\$ 3,116,478	\$ 6,770	\$ 3,134,326	
Owner-occupied commercial	3,500	474	3,974	1,805,222	386	1,809,582	
Commercial mortgages	2,137	237	2,374	3,343,551	5,159	3,351,084	
Construction	—	—	—	1,038,906	5,143	1,044,049	
Residential ⁽³⁾	2,563	—	2,563	753,703	3,199	759,465	
Consumer ⁽⁴⁾	12,263	15,513	27,776	1,781,009	2,145	1,810,930	
Total ⁽⁴⁾	\$ 31,230	\$ 16,535	\$ 47,765	\$ 11,838,869	\$ 22,802	\$ 11,909,436	
% of Total Loans	0.26 %	0.14 %	0.40 %	99.41 %	0.19 %	100 %	

⁽¹⁾ There were no nonaccrual loans with an allowance as of December 31, 2022.

⁽²⁾ Includes commercial small business leases.

⁽³⁾ Residential accruing current balances excludes reverse mortgages, at fair value of \$2.4 million.

⁽⁴⁾ Includes \$21.1 million of delinquent, but still accruing, U.S. government-guaranteed student loans that carry little risk of credit loss.

The following table presents the amortized cost basis of nonaccruing collateral-dependent loans by class at September 30, 2023 and December 31, 2022:

	September 30, 2023		December 31, 2022	
(Dollars in thousands)	Property	Equipment and other	Property	Equipment and other
Commercial and industrial ⁽¹⁾	\$ 21,650	\$ 4,645	\$ 3,848	\$ 2,922
Owner-occupied commercial	15,147	—	386	—
Commercial mortgages	6,706	—	5,159	—
Construction	4,828	—	5,143	—
Residential ⁽²⁾	2,531	—	3,199	—
Consumer ⁽³⁾	1,953	—	2,145	—
Total	\$ 52,815	\$ 4,645	\$ 19,880	\$ 2,922

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Excludes reverse mortgages at fair value.

⁽³⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

As of September 30, 2023, there were 33 residential loans and 14 commercial loans in the process of foreclosure. The total outstanding balance on these loans was \$3.8 million and \$3.6 million, respectively. As of December 31, 2022, there were 45 residential loans and 8 commercial loans in the process of foreclosure. The total outstanding balance on these loans was \$6.7 million and \$1.6 million, respectively. Loan workout and other real estate owned (OREO) (recoveries) expenses were \$(0.3) million and less than \$0.1 million during the three and nine months ended September 30, 2023, respectively, and \$0.3 million and \$0.5 million during three and nine months ended September 30, 2022, respectively. Loan workout and OREO expenses are included in *Loan workout and other credit costs* on the unaudited Consolidated Statements of Income.

Credit Quality Indicators

Below is a description of each of the risk ratings for all commercial loans:

- *Pass.* These borrowers currently show no indication of deterioration or potential problems and their loans are considered fully collectible.
- *Special Mention.* These borrowers have potential weaknesses that deserve management's close attention. Borrowers in this category may be experiencing adverse operating trends, for example, declining revenues or margins, high leverage, tight liquidity, or increasing inventory without increasing sales. These adverse trends can have a potential negative effect on the borrower's repayment capacity. These assets are not adversely classified and do not expose the Bank to significant risk that would warrant a more severe rating. Borrowers in this category may also be experiencing significant management problems, pending litigation, or other structural credit weaknesses.
- *Substandard or Lower.* These borrowers have well-defined weaknesses that require extensive oversight by management. Borrowers in this category may exhibit one or more of the following: inadequate debt service coverage, unprofitable operations, insufficient liquidity, high leverage, and weak or inadequate capitalization. Relationships in this category are not adequately protected by the sound financial worth and paying capacity of the obligor or the collateral pledged on the loan, if any. A distinct possibility exists that the Bank will sustain some loss if the deficiencies are not corrected. In addition, some borrowers in this category could have the added characteristic that the possibility of loss is extremely high. Current circumstances in the credit relationship make collection or liquidation in full highly questionable. Such impending events include: perfecting liens on additional collateral, obtaining collateral valuations, an acquisition or liquidation preceding, proposed merger, or refinancing plan.

Residential and Consumer Loans

The residential and consumer loan portfolios are monitored on an ongoing basis using delinquency information and loan type as credit quality indicators. These credit quality indicators are assessed in the aggregate in these relatively homogeneous portfolios. Loans that are greater than 90 days past due are generally considered nonperforming and placed on nonaccrual status.

The following tables provide an analysis of loans by portfolio segment based on the credit quality indicators used to determine the allowance for credit losses as of September 30, 2023.

Term Loans Amortized Cost Basis by Origination Year ⁽¹⁾									
	2023	2022	2021	2020	2019	Prior	Revolving loans amortized cost basis	Revolving loans converted to term	Total
<i>(Dollars in thousands)</i>									
Commercial and industrial⁽²⁾:									
<i>Risk Rating</i>									
Pass	\$ 830,232	\$ 854,412	\$ 321,269	\$ 264,724	\$ 119,282	\$ 396,845	\$ 8,710	\$ 243,969	\$ 3,039,443
Special mention	14,913	24,194	2,917	350	798	7	—	861	44,040
Substandard or Lower	53,341	34,854	5,908	11,086	24,982	19,568	—	16,515	166,254
	<u>\$ 898,486</u>	<u>\$ 913,460</u>	<u>\$ 330,094</u>	<u>\$ 276,160</u>	<u>\$ 145,062</u>	<u>\$ 416,420</u>	<u>\$ 8,710</u>	<u>\$ 261,345</u>	<u>\$ 3,249,737</u>
Current-period gross writeoffs	\$ 399	\$ 5,410	\$ 8,437	\$ 1,398	\$ 6,435	\$ 8,417	\$ —	\$ —	\$ 30,496
Owner-occupied commercial:									
<i>Risk Rating</i>									
Pass	\$ 289,740	\$ 269,796	\$ 268,593	\$ 213,060	\$ 206,999	\$ 361,669	\$ —	\$ 171,762	\$ 1,781,619
Special mention	2,907	2,182	6,638	1,122	9,621	5,601	—	1,615	29,686
Substandard or Lower	8,936	18,540	9,523	11,588	2,831	42,725	—	18,723	112,866
	<u>\$ 301,583</u>	<u>\$ 290,518</u>	<u>\$ 284,754</u>	<u>\$ 225,770</u>	<u>\$ 219,451</u>	<u>\$ 409,995</u>	<u>\$ —</u>	<u>\$ 192,100</u>	<u>\$ 1,924,171</u>
Current-period gross writeoffs	\$ —	\$ —	\$ —	\$ —	\$ 184	\$ —	\$ —	\$ —	\$ 184
Commercial mortgages:									
<i>Risk Rating</i>									
Pass	\$ 682,033	\$ 478,103	\$ 521,669	\$ 475,369	\$ 494,904	\$ 625,112	\$ —	\$ 263,124	\$ 3,540,314
Special mention	9,599	—	69	4,802	24,401	19,797	—	294	58,962
Substandard or Lower	9,913	2,584	1,343	11,041	1,249	4,846	—	15,471	46,447
	<u>\$ 701,545</u>	<u>\$ 480,687</u>	<u>\$ 523,081</u>	<u>\$ 491,212</u>	<u>\$ 520,554</u>	<u>\$ 649,755</u>	<u>\$ —</u>	<u>\$ 278,889</u>	<u>\$ 3,645,723</u>
Current-period gross writeoffs	\$ —	\$ 83	\$ —	\$ 217	\$ —	\$ —	\$ —	\$ —	\$ 300
Construction:									
<i>Risk Rating</i>									
Pass	\$ 361,914	\$ 387,776	\$ 158,656	\$ 20,879	\$ 2,405	\$ 9,241	\$ —	\$ 41,362	\$ 982,233
Special mention	14,239	14,338	10,691	—	—	—	—	—	39,268
Substandard or Lower	8,285	—	4,102	8,954	161	—	—	565	22,067
	<u>\$ 384,438</u>	<u>\$ 402,114</u>	<u>\$ 173,449</u>	<u>\$ 29,833</u>	<u>\$ 2,566</u>	<u>\$ 9,241</u>	<u>\$ —</u>	<u>\$ 41,927</u>	<u>\$ 1,043,568</u>
Current-period gross writeoffs	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Residential⁽³⁾:									
<i>Risk Rating</i>									
Performing	\$ 152,336	\$ 68,990	\$ 104,664	\$ 57,762	\$ 34,205	\$ 431,381	\$ —	\$ —	\$ 849,338
Nonperforming	—	170	589	489	1,259	3,495	—	—	6,002
	<u>\$ 152,336</u>	<u>\$ 69,160</u>	<u>\$ 105,253</u>	<u>\$ 58,251</u>	<u>\$ 35,464</u>	<u>\$ 434,876</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 855,340</u>
Current-period gross writeoffs	\$ 33	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 33
Consumer⁽⁴⁾:									
<i>Risk Rating</i>									
Performing	\$ 251,967	\$ 598,183	\$ 164,642	\$ 107,950	\$ 47,046	\$ 256,796	\$ 523,391	\$ 5,188	\$ 1,955,163
Nonperforming	—	—	—	199	41	—	1,367	312	1,919
	<u>\$ 251,967</u>	<u>\$ 598,183</u>	<u>\$ 164,642</u>	<u>\$ 108,149</u>	<u>\$ 47,087</u>	<u>\$ 256,796</u>	<u>\$ 524,758</u>	<u>\$ 5,500</u>	<u>\$ 1,957,082</u>
Current-period gross writeoffs	\$ 787	\$ 10,716	\$ 3,174	\$ 235	\$ 142	\$ 320	\$ —	\$ —	\$ 15,374

⁽¹⁾ Origination date represents the most recent underwriting of the loan which includes new relationships, renewals and extensions.

⁽²⁾ Includes commercial small business leases.

⁽³⁾ Excludes reverse mortgages at fair value.

⁽⁴⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

The following tables provide an analysis of loans by portfolio segment based on the credit quality indicators used to determine the allowance for credit losses, as of December 31, 2022.

Term Loans Amortized Cost Basis by Origination Year									
	2022	2021	2020	2019	2018	Prior	Revolving loans amortized cost basis	Revolving loans converted to term	Total
<i>(Dollars in thousands)</i>									
Commercial and industrial⁽¹⁾:									
<i>Risk Rating</i>									
Pass	\$ 1,123,803	\$ 501,761	\$ 387,225	\$ 211,310	\$ 153,713	\$ 276,588	\$ 8,099	\$ 250,486	\$ 2,912,985
Special mention	28,672	27,689	7,585	9,451	347	1,010	—	2,596	77,350
Substandard or Lower	32,362	16,162	6,943	37,534	37,133	6,768	—	7,089	143,991
	<u>\$ 1,184,837</u>	<u>\$ 545,612</u>	<u>\$ 401,753</u>	<u>\$ 258,295</u>	<u>\$ 191,193</u>	<u>\$ 284,366</u>	<u>\$ 8,099</u>	<u>\$ 260,171</u>	<u>\$ 3,134,326</u>
Owner-occupied commercial:									
<i>Risk Rating</i>									
Pass	\$ 280,898	\$ 325,388	\$ 258,177	\$ 226,717	\$ 106,390	\$ 363,420	\$ —	\$ 132,942	\$ 1,693,932
Special mention	17,376	—	—	—	—	2,166	—	3,351	22,893
Substandard or Lower	2,981	1,500	23,284	4,401	11,864	35,311	—	13,416	92,757
	<u>\$ 301,255</u>	<u>\$ 326,888</u>	<u>\$ 281,461</u>	<u>\$ 231,118</u>	<u>\$ 118,254</u>	<u>\$ 400,897</u>	<u>\$ —</u>	<u>\$ 149,709</u>	<u>\$ 1,809,582</u>
Commercial mortgages:									
<i>Risk Rating</i>									
Pass	\$ 516,783	\$ 600,226	\$ 526,312	\$ 549,788	\$ 276,414	\$ 594,024	\$ —	\$ 210,550	\$ 3,274,097
Special mention	1,450	75	3,848	6,121	9,596	32,014	—	—	53,104
Substandard or Lower	1,861	1,210	12,552	2,909	3,573	1,209	—	569	23,883
	<u>\$ 520,094</u>	<u>\$ 601,511</u>	<u>\$ 542,712</u>	<u>\$ 558,818</u>	<u>\$ 289,583</u>	<u>\$ 627,247</u>	<u>\$ —</u>	<u>\$ 211,119</u>	<u>\$ 3,351,084</u>
Construction:									
<i>Risk Rating</i>									
Pass	\$ 448,581	\$ 299,619	\$ 115,667	\$ 9,319	\$ 26,553	\$ 7,539	\$ —	\$ 122,116	\$ 1,029,394
Special mention	—	—	—	—	—	—	—	581	581
Substandard or Lower	—	4,200	8,930	183	—	—	—	761	14,074
	<u>\$ 448,581</u>	<u>\$ 303,819</u>	<u>\$ 124,597</u>	<u>\$ 9,502</u>	<u>\$ 26,553</u>	<u>\$ 7,539</u>	<u>\$ —</u>	<u>\$ 123,458</u>	<u>\$ 1,044,049</u>
Residential⁽²⁾:									
<i>Risk Rating</i>									
Performing	\$ 64,500	\$ 110,508	\$ 60,625	\$ 36,118	\$ 45,859	\$ 434,175	\$ —	\$ —	\$ 751,785
Nonperforming	—	729	502	999	1,218	4,232	—	—	7,680
	<u>\$ 64,500</u>	<u>\$ 111,237</u>	<u>\$ 61,127</u>	<u>\$ 37,117</u>	<u>\$ 47,077</u>	<u>\$ 438,407</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 759,465</u>
Consumer⁽³⁾:									
<i>Risk Rating</i>									
Performing	\$ 595,158	\$ 195,397	\$ 126,456	\$ 54,449	\$ 220,039	\$ 71,478	\$ 540,308	\$ 5,232	\$ 1,808,517
Nonperforming	—	—	350	—	479	—	1,255	329	2,413
	<u>\$ 595,158</u>	<u>\$ 195,397</u>	<u>\$ 126,806</u>	<u>\$ 54,449</u>	<u>\$ 220,518</u>	<u>\$ 71,478</u>	<u>\$ 541,563</u>	<u>\$ 5,561</u>	<u>\$ 1,810,930</u>

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Excludes reverse mortgages at fair value.

⁽³⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

Troubled Loans

The Company offers loan modifications to commercial and consumer borrowers that may result in a payment delay, interest rate reduction, term extension, principal forgiveness, or combination thereof. Loan modifications are offered on a case-by-case basis and are generally term extension, payment delay, and interest rate reduction modification types. Forbearance (due to hardship) programs result in modification types including payment delay and/or term extension. In addition, certain reorganization bankruptcy judgments may result in interest rate reduction, term extension, or principal forgiveness modification types.

The following table shows the amortized cost basis at the end of the reporting period of troubled loans, disaggregated by portfolio segment and type of modification granted.

(Dollars in thousands)	September 30, 2023						% of Total Loan Category
	Term Extension	More-Than-Insignificant Payment Delay	Combination-Term Extension and Payment Delay	Combination-Term Extension and Interest Rate Reduction	Combination - Payment Delay and Interest Rate Reduction	Total	
Commercial and industrial⁽¹⁾	\$ 36,683	\$ 1,193	\$ 10,163	\$ 31	\$ —	\$ 48,070	1.48 %
Owner-occupied commercial	—	—	1,062	209	—	1,271	0.07 %
Commercial mortgages	9,427	—	—	—	—	9,427	0.26 %
Construction	9,194	—	—	—	—	9,194	0.88 %
Residential	563	50	—	—	—	613	0.07 %
Consumer⁽²⁾	1,102	2,704	5,154	157	494	9,611	0.49 %
Total	<u>\$ 56,969</u>	<u>\$ 3,947</u>	<u>\$ 16,379</u>	<u>\$ 397</u>	<u>\$ 494</u>	<u>\$ 78,186</u>	<u>0.62 %</u>

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

The following table describes the financial effect of the modifications made to troubled loans as of September 30, 2023:

	Term Extension ⁽¹⁾	Interest Rate Reduction ⁽²⁾	More-Than-Insignificant Payment Delay ⁽³⁾
Commercial and industrial	1.55	4.00%	0.09%
Owner-occupied commercial	1.27	2.58	0.01
Commercial mortgages	1.33	—	—
Construction	0.27	—	—
Residential	20.18	—	—
Consumer	3.07	3.27	0.07

⁽¹⁾ Represents the weighted-average increase in the life of modified loans measured in years, which reduces monthly payment amounts for borrowers.

⁽²⁾ Represents the weighted-average decrease in the contractual interest rate on the modified loans.

⁽³⁾ Represents the percentage of loans deferred over the total loan portfolio excluding reverse mortgages at fair value.

As of September 30, 2023, the Company had commitments to extend credit of \$4.8 million to borrowers experiencing financial difficulty whose terms had been modified.

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

The following table shows the amortized cost of loans that received a term extension modification that had a payment default during the period and were modified in the 12 months before default to borrowers experiencing financial difficulty as of September 30, 2023.

	Term Extension	More-Than- Insignificant Payment Delay	Combination Term Extension & Payment Delay	Total
Commercial and industrial	\$ 707	\$ —	\$ 10,163	\$ 10,870
Owner-occupied commercial	—	—	1,062	1,062
Consumer	—	101	—	101
Total	\$ 707	\$ 101	\$ 11,225	\$ 12,033

The Company closely monitors the performance of troubled loans to understand the effectiveness of its modification efforts. The following table shows the performance of loans that have been modified in the last 12 months:

(Dollars in thousands)	September 30, 2023				
	30-89 Days Past Due and Still Accruing	90+ Days Past Due and Still Accruing	Accruing Current Balances	Nonaccrual Loans	Total
Commercial and industrial ⁽¹⁾	\$ 428	\$ —	\$ 36,299	\$ 11,343	\$ 48,070
Owner-occupied commercial	—	—	—	1,271	1,271
Commercial mortgages	—	—	9,427	—	9,427
Construction	8,285	—	909	—	9,194
Residential ⁽²⁾	—	—	613	—	613
Consumer ⁽²⁾	727	207	8,277	400	9,611
Total	\$ 9,440	\$ 207	\$ 55,525	\$ 13,014	\$ 78,186

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Includes home equity lines of credit, installment loans, unsecured lines of credit and education loans.

Troubled Debt Restructurings (TDRs) under ASC 326 for periods prior to adoption of ASU 2022-02

The following table presents the balance of TDRs as of the indicated date:

(Dollars in thousands)	December 31, 2022
Performing TDRs	\$ 19,737
Nonperforming TDRs	2,006
Total TDRs	\$ 21,743

Approximately \$0.6 million in related reserves have been established for these loans at December 31, 2022.

The following table presents information regarding the types of loan modifications made for the three and nine months ended September 30, 2022:

	Three months ended September 30, 2022					Nine months ended September 30, 2022				
	Contractual payment reduction and term extension	Maturity Date Extension	Discharged in bankruptcy	Other ⁽¹⁾	Total	Contractual payment reduction and term extension	Maturity Date Extension	Discharged in bankruptcy	Other ⁽¹⁾	Total
Commercial and industrial	—	—	—	2	2	1	—	—	2	3
Commercial mortgages	—	—	—	—	—	—	1	—	—	1
Construction	—	—	—	—	—	—	1	—	—	1
Residential	—	—	—	—	—	1	—	1	—	2
Consumer	50	8	4	2	64	51	32	7	3	93
Total	50	8	4	4	66	53	34	8	5	100

⁽¹⁾ Other includes interest rate reduction, forbearance, and interest only payments.

Principal balances are generally not forgiven when a loan is modified as a TDR. Nonaccruing restructured loans remain in nonaccrual status until there has been a period of sustained repayment performance, which is typically six months, and repayment is reasonably assured. The following table presents loans modified as TDRs during the three and nine months ended September 30, 2022.

(Dollars in thousands)	Three months ended September 30, 2022		Nine Months Ended September 30, 2022	
	Pre Modification	Post Modification	Pre Modification	Post Modification
Commercial	\$ 157	\$ 157	\$ 185	\$ 185
Commercial mortgages	2,390	2,390	2,390	2,390
Construction	2,000	2,000	2,000	2,000
Residential	—	—	138	138
Consumer	948	948	1,409	1,409
Total ⁽¹⁾⁽²⁾	<u>\$ 5,495</u>	<u>\$ 5,495</u>	<u>\$ 6,122</u>	<u>\$ 6,122</u>

(1) During the three and nine months ended September 30, 2022 the TDRs set forth in the table above resulted in a less than \$0.1 million increase and a \$0.3 million increase in the allowance for credit losses, respectively, and no additional charge-offs in either period. During the three and nine months ended September 30, 2022, no TDRs defaulted that had received troubled debt modification during the past twelve months.

(2) The TDRs set forth in the table above did not occur as a result of the loan forbearance program under the CARES Act.

8. LEASES

As a lessee, the Company enters into leases for its bank branches, corporate offices, and certain equipment. As a lessor, the Company primarily provides financing through its equipment leasing business.

Lessee

The Company's ongoing leases have remaining lease terms of less than one year to 22 years, which includes renewal options that are exercised at its discretion. The Company's lease terms to calculate the lease liability and right-of-use asset include options to extend the lease when it is reasonably certain that the Company will exercise the option. The lease liability and right-of-use asset is included in *Other liabilities* and *Other assets*, respectively, in the unaudited Consolidated Statements of Financial Condition. Leases with an initial term of 12 months or less are not recorded on the unaudited Consolidated Statements of Financial Condition. Lease expense is recognized on a straight-line basis over the lease term. Operating lease expense is included in *Occupancy expense* in the unaudited Consolidated Statements of Income. The Company accounts for lease components separately from nonlease components. The Company subleases certain real estate to third parties.

The components of operating lease cost were as follows:

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Operating lease cost ⁽¹⁾	\$ 3,077	\$ 4,900	\$ 12,593	\$ 15,289
Sublease income	(37)	(51)	(118)	(222)
Net lease cost	<u>\$ 3,040</u>	<u>\$ 4,849</u>	<u>\$ 12,475</u>	<u>\$ 15,067</u>

(1) Includes variable lease cost and short-term lease cost.

Supplemental information related to operating leases was as follows:

(Dollars in thousands)	September 30, 2023	December 31, 2022
Right-of-use assets	\$ 127,020	\$ 138,182
Lease liabilities	\$ 147,102	\$ 158,269
Lease term and discount rate		
Weighted average remaining lease term (in years)	12.82	17.91
Weighted average discount rate	5.18 %	4.25 %

Maturities of operating lease liabilities were as follows:

(Dollars in thousands)	September 30, 2023
Remaining in 2023	\$ 4,652
2024	17,259
2025	17,014
2026	16,176
2027	14,865
After 2027	135,220
Total lease payments	205,186
Less: Interest	(58,084)
Present value of lease liabilities	\$ 147,102

Supplemental cash flow information related to operating leases was as follows:

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows from operating leases	\$ 4,041	\$ 5,196	\$ 14,235	\$ 15,911
Right of use assets obtained in exchange for new operating lease liabilities (non-cash)	—	—	—	13,707

As of September 30, 2023, the Corporation had not entered into any material leases that have not yet commenced.

Lessor Equipment Leasing

The Company provides equipment and small business lease financing through its leasing subsidiary, NewLane Finance®. Interest income from direct financing leases where the Company is a lessor is recognized in *Interest and fees on loans and leases* on the unaudited Consolidated Statements of Income. The allowance for credit losses on finance leases is included in *Provision for credit losses* on the unaudited Consolidated Statements of Income.

The components of direct finance lease income are summarized in the table below:

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Direct financing leases:				
Interest income on lease receivable	\$ 13,682	\$ 10,822	\$ 39,200	\$ 30,885
Interest income on deferred fees and costs, net	(1,643)	(925)	(4,479)	(2,422)
Total direct financing lease net interest income	\$ 12,039	\$ 9,897	\$ 34,721	\$ 28,463

Equipment leasing receivables relate to direct financing leases. The composition of the net investment in direct financing leases was as follows:

(Dollars in thousands)	September 30, 2023	December 31, 2022
Lease receivables	\$ 698,729	\$ 642,369
Unearned income	(108,629)	(95,683)
Deferred fees and costs	15,598	12,295
Net investment in direct financing leases	\$ 605,698	\$ 558,981

9. GOODWILL AND INTANGIBLE ASSETS

In accordance with ASC 805, *Business Combinations* (ASC 805) and ASC 350, *Intangibles - Goodwill and Other* (ASC 350), all assets acquired and liabilities assumed in purchase acquisitions, including goodwill, indefinite-lived intangibles and other intangibles are recorded at fair value as of acquisition date.

WSFS performs its annual goodwill impairment test on October 1 or more frequently if events and circumstances indicate that the fair value of a reporting unit is less than its carrying value. In between annual tests, management performs a qualitative review of goodwill quarterly as part of the Company's review of the overall business to ensure no events or circumstances have occurred that would impact its goodwill evaluation. During the nine months ended September 30, 2023, management determined based on its qualitative assessment that the fair values of our reporting units exceeded their carrying values, and no goodwill impairment existed during the nine months ended September 30, 2023.

The following table shows the allocation of goodwill to the reportable operating segments for purposes of goodwill impairment testing:

<i>(Dollars in thousands)</i>	WSFS Bank	Cash Connect®	Wealth Management	Consolidated Company
December 31, 2022	\$ 753,586	\$ —	\$ 130,051	\$ 883,637
Goodwill from business combinations⁽¹⁾	—	—	2,261	2,261
September 30, 2023	\$ 753,586	\$ —	\$ 132,312	\$ 885,898

⁽¹⁾ During the third quarter of 2023, BMCM acquired the business of a registered investment advisory firm.

ASC 350 requires that an acquired intangible asset be separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the asset can be sold, transferred, licensed, rented or exchanged, regardless of the acquirer's intent to do so. The following table summarizes the Company's intangible assets:

<i>(Dollars in thousands)</i>	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets	Amortization Period
September 30, 2023				
Core deposits	\$ 104,751	\$ (48,180)	\$ 56,571	10 years
Customer relationships	73,880	(16,795)	57,085	7-15 years
Loan servicing rights ⁽¹⁾	12,201	(6,183)	6,018	10-25 years
Tradename	2,900	—	2,900	indefinite
Total intangible assets	\$ 193,732	\$ (71,158)	\$ 122,574	
December 31, 2022				
Core deposits	\$ 104,751	\$ (40,443)	\$ 64,308	10 years
Customer relationships	68,281	(12,937)	55,344	7-15 years
Loan servicing rights ⁽²⁾	11,118	(5,075)	6,043	10-25 years
Tradename	2,900	—	2,900	indefinite
Non-compete agreements	200	(200)	—	1 year
Total intangible assets	\$ 187,250	\$ (58,655)	\$ 128,595	

⁽¹⁾ Includes a reversal of impairment losses of \$0.2 million and less than \$0.1 million for the three and nine months ended September 30, 2023, respectively.

⁽²⁾ Includes impairment losses of \$0.3 million for the year ended December 31, 2022.

The Company recognized amortization expense on intangible assets of \$3.9 million and \$11.6 million for the three and nine months ended September 30, 2023, respectively, compared to \$3.9 million and \$11.8 million for the three and nine months ended September 30, 2022, respectively.

The following table presents the estimated future amortization expense on definite life intangible assets:

<i>(Dollars in thousands)</i>		September 30, 2023
Remaining in 2023	\$	4,239
2024		16,793
2025		16,451
2026		15,775
2027		15,337
Thereafter		51,079
Total	\$	119,674

Servicing Assets

The Company records mortgage servicing rights on its mortgage loan servicing portfolio, which includes mortgages that it acquires or originates as well as mortgages that it services for others, and servicing rights on Small Business Administration (SBA) loans. Mortgage servicing rights and SBA loan servicing rights are included in *Intangible assets* in the accompanying unaudited Consolidated Statements of Financial Condition. Mortgage loans which the Company services for others are not included in Loans and leases, net of allowance in the accompanying unaudited Consolidated Statements of Financial Condition. Servicing rights represent the present value of the future net servicing fees from servicing mortgage loans the Company acquires or originates, or that it services for others.

The value of the Company's mortgage servicing rights was \$1.8 million and \$2.1 million at September 30, 2023 and December 31, 2022, respectively, and the value of its SBA loan servicing rights was \$4.2 million and \$4.0 million at September 30, 2023 and December 31, 2022, respectively. Changes in the value of the Company's servicing rights resulted in a reversal of impairment losses of \$0.2 million and less than \$0.1 million for the three and nine months ended September 30, 2023, respectively, and impairment losses of \$0.1 million and \$0.2 million for the three and nine months ended September 30, 2022, respectively. Revenues from originating, marketing and servicing mortgage loans as well as valuation adjustments related to capitalized mortgage servicing rights are included in *Mortgage banking activities, net* in the unaudited Consolidated Statements of Income and revenues from the Company's SBA loan servicing rights are included in *Loan and lease fee income* in the unaudited Consolidated Statements of Income.

Besides the impairment on loan servicing rights noted above, there was no impairment of other intangible assets as of September 30, 2023 or December 31, 2022. Changing economic conditions that may adversely affect the Company's performance and could result in impairment, which could adversely affect earnings in the future.

10. DEPOSITS

The following table shows deposits by category:

<i>(Dollars in thousands)</i>	September 30, 2023	December 31, 2022
Noninterest-bearing:		
Noninterest demand	\$ 4,913,517	\$ 5,739,647
Total noninterest-bearing	\$ 4,913,517	\$ 5,739,647
Interest-bearing:		
Interest-bearing demand	\$ 3,027,780	\$ 3,346,682
Savings	1,680,864	2,161,858
Money market	4,559,643	3,730,778
Customer time deposits	1,715,460	1,102,013
Brokered deposits	89,105	122,591
Total interest-bearing	11,072,852	10,463,922
Total deposits	\$ 15,986,369	\$ 16,203,569

11. INCOME TAXES

There were no unrecognized tax benefits as of September 30, 2023. The Company records interest and penalties on potential income tax deficiencies as income tax expense. The Company's federal and state tax returns for the 2019 through 2022 tax years are subject to examination as of September 30, 2023. The Company does not expect to record or realize any material unrecognized tax benefits during 2023.

The amortization of the low-income housing credit investments has been reflected as income tax expense of \$1.4 million and \$1.2 million for the three months ended September 30, 2023 and 2022, respectively, and \$4.1 million and \$3.6 million of such amortization has been reflected as income tax expense for the nine months ended September 30, 2023 and 2022, respectively.

The amount of affordable housing tax credits, amortization, and tax benefits recorded as income tax expense for the nine months ended September 30, 2023 were \$3.5 million, \$4.1 million and \$1.4 million, respectively. The carrying value of the investment in affordable housing credits is \$64.9 million at September 30, 2023, compared to \$69.0 million at December 31, 2022.

12. FAIR VALUE DISCLOSURES OF FINANCIAL ASSETS AND LIABILITIES

FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

ASC 820-10, *Fair Value Measurement* (ASC 820-10) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

- Level 1: Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that are derived principally from or can be corroborated by observable market data by correlation or other means.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 assets and liabilities include financial instruments whose value is determined using discounted cash flow methodologies, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following tables present financial instruments carried at fair value as of September 30, 2023 and December 31, 2022 by level in the valuation hierarchy (as described above):

	September 30, 2023			
	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<i>(Dollars in thousands)</i>				
Assets measured at fair value on a recurring basis:				
Available-for-sale securities:				
CMO	\$ —	\$ 454,664	\$ —	\$ 454,664
FNMA MBS	—	2,913,412	—	2,913,412
FHLMC MBS	—	110,719	—	110,719
GNMA MBS	—	42,751	—	42,751
GSE agency notes	—	169,995	—	169,995
Other assets	—	203,083	23	203,106
Total assets measured at fair value on a recurring basis	\$ —	\$ 3,894,624	\$ 23	\$ 3,894,647
Liabilities measured at fair value on a recurring basis:				
Other liabilities	\$ —	\$ 196,821	\$ 14,482	\$ 211,303
Assets measured at fair value on a nonrecurring basis:				
Other investments	\$ —	\$ —	\$ 21,741	\$ 21,741
Other real estate owned	—	—	298	298
Loans held for sale	—	36,658	—	36,658
Total assets measured at fair value on a nonrecurring basis	\$ —	\$ 36,658	\$ 22,039	\$ 58,697

	December 31, 2022			
	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<i>(Dollars in thousands)</i>				
Assets measured at fair value on a recurring basis:				
Available-for-sale securities:				
CMO	\$ —	\$ 506,380	\$ —	\$ 506,380
FNMA MBS	—	3,250,258	—	3,250,258
FHLMC MBS	—	121,999	—	121,999
GNMA MBS	—	36,138	—	36,138
GSE agency notes	—	178,285	—	178,285
Other assets	—	156,912	81	156,993
Total assets measured at fair value on a recurring basis	\$ —	\$ 4,249,972	\$ 81	\$ 4,250,053
Liabilities measured at fair value on a recurring basis:				
Other liabilities	\$ —	\$ 156,520	\$ 17,102	\$ 173,622
Assets measured at fair value on a nonrecurring basis				
Other investments	\$ —	\$ —	\$ 26,120	\$ 26,120
Other real estate owned	—	—	833	833
Loans held for sale	—	42,985	—	42,985
Total assets measured at fair value on a nonrecurring basis	\$ —	\$ 42,985	\$ 26,953	\$ 69,938

Fair value is based on quoted market prices, where available. If such quoted market prices are not available, fair value is based on internally developed models or obtained from third parties that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include unobservable parameters. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While the Company believes its valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Available-for-sale securities

Securities classified as available-for-sale are reported at fair value using Level 2 inputs. The Company believes that this Level 2 designation is appropriate under ASC 820-10, as these securities are GSEs and GNMA securities with almost all fixed income securities, none are exchange traded, and all are priced by correlation to observed market data. For these securities the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, U.S. government and agency yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the security's terms and conditions, among other factors.

Other investments

Other investments includes equity investments without readily determinable fair values and equity method investments, which are categorized as Level 3. The Company's equity investments without readily determinable fair values are held at cost, and are adjusted for any observable transactions during the reporting period and its equity method investments are initially recorded at cost based on the Company's percentage ownership in the investee, and are adjusted to reflect the recognition of the Company's proportionate share of income or loss of the investee based on the investee's earnings.

Other real estate owned

Other real estate owned consists of loan collateral which has been repossessed through foreclosure or other measures. Initially, foreclosed assets are recorded at the fair value of the collateral less estimated selling costs. Subsequent to foreclosure, valuations are updated periodically and the assets may be marked down further, reflecting a new cost basis. The fair value of other real estate owned was estimated using Level 3 inputs based on appraisals obtained from third parties.

Loans held for sale

The fair value of loans held for sale is based on estimates using Level 2 inputs. These inputs are based on pricing information obtained from wholesale mortgage banks and brokers and applied to loans with similar interest rates and maturities.

Other assets

Other assets include the fair value of interest rate products, derivatives on the residential mortgage held for sale loan pipeline, and risk participation agreements. Valuation of interest rate products is obtained from an independent pricing service and also from the derivative counterparty. Valuation of the derivative related to the residential mortgage held for sale loan pipeline is based on valuation of the loans held for sale portfolio as described above in *Loans held for sale*. Valuation of risk participation agreements are obtained from an independent pricing service.

Other liabilities

Other liabilities include the fair value of interest rate products, derivatives on the residential mortgage held for sale loan pipeline, foreign exchange forward contracts, risk participation agreements, and derivative related to the sale of certain Visa Class B common shares. Valuation of interest rate products is obtained from an independent pricing service and also from the derivative counterparty. Valuation of the derivative related to the residential mortgage held for sale loan pipeline is based on valuation of the loans held for sale portfolio as described above in *Loans held for sale*. Valuation of foreign exchange forward contracts and risk participation agreements are obtained from an independent pricing service. Valuation of the derivative related to the sale of certain Visa Class B common shares is based on: (i) the agreed upon graduated fee structure; (ii) the length of time until the resolution of the Visa covered litigation; and (iii) the estimated impact of dilution in the conversion ratio of Class B shares resulting from changes in the Visa covered litigation.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The reported fair values of financial instruments are based on a variety of factors. In certain cases, fair values represent quoted market prices for identical or comparable instruments. In other cases, fair values have been estimated based on assumptions regarding the amount and timing of estimated future cash flows that are discounted to reflect current market rates and varying degrees of risk. Accordingly, the fair values may not represent actual values of the financial instruments that could have been realized as of period-end or that will be realized in the future.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash, cash equivalents, and restricted cash

For cash and short-term investment securities, including due from banks, federal funds sold or purchased under agreements to resell and interest-bearing deposits with other banks, the carrying amount is a reasonable estimate of fair value.

Investment securities

Investment securities include debt securities classified as held-to-maturity or available-for-sale. Fair value is estimated using quoted prices for similar securities, which the Company obtains from a third party vendor. The Company uses one of the largest providers of securities pricing to the industry and management periodically assesses the inputs used by this vendor to price the various types of securities owned by the Company to validate the vendor's methodology as described above in available-for-sale securities.

Other investments

Other investments includes equity investments without readily determinable fair values (see discussion in "Fair Value of Financial Assets and Liabilities" section above).

Loans held for sale

Loans held for sale are carried at their fair value (see discussion in "Fair Value of Financial Assets and Liabilities" section above).

Loans and leases

Loans and leases are segregated by portfolio segments with similar financial characteristics. The fair values of loans and leases, with the exception of reverse mortgages, are estimated by discounting expected cash flows using the current rates at which similar loans would be made to borrowers with comparable credit ratings and for similar remaining maturities. The fair values of reverse mortgages are based on the net present value of the expected cash flows using a discount rate specific to the reverse mortgages portfolio. The fair value of nonperforming loans is based on recent external appraisals of the underlying collateral, if the loan is collateral dependent. Estimated cash flows, discounted using a rate commensurate with current rates and the risk associated with the estimated cash flows, are used if appraisals are not available. This technique does contemplate an exit price.

Stock in the Federal Home Loan Bank (FHLB) of Pittsburgh

The fair value of FHLB stock is assumed to be equal to its cost basis, since the stock is non-marketable but redeemable at its par value.

Accrued interest receivable

The carrying amounts of interest receivable approximate fair value.

Other assets

Other assets include the fair value of interest rate products, derivatives on the residential mortgage held for sale loan pipeline, and risk participation agreements (see discussion in “Fair Value of Financial Assets and Liabilities” section above).

Deposits

The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, money market and interest-bearing demand deposits, is assumed to be equal to the amount payable on demand. The fair value of time deposits is based on the discounted value of contractual cash flows. The discount rate is estimated using rates currently offered for deposits with comparable remaining maturities.

Borrowed funds

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

Off-balance sheet instruments

The fair value of off-balance sheet instruments, including swap guarantees of \$7.7 million at September 30, 2023 and \$10.4 million at December 31, 2022, respectively, and standby letters of credit, approximates the recorded net deferred fee amounts. Because letters of credit are generally not assignable by either the Company or the borrower, they only have value to the Company and the borrower. In determining the fair value of the swap guarantees, the Company assesses the underlying credit risk exposure for each borrower in a paying position to the third-party financial institution.

Accrued interest payable

The carrying amounts of interest payable approximate fair value.

Other liabilities

Other liabilities include the fair value of interest rate products, derivatives on the residential mortgage held for sale loan pipeline, foreign exchange forward contracts, risk participation agreements, and derivative related to the sale of certain Visa Class B common shares (see discussion in “Fair Value of Financial Assets and Liabilities” section above).

Financial instruments measured at fair value using significant unobservable inputs (Level 3)

The following tables provide a description of the valuation techniques and significant unobservable inputs for the Company's financial instruments classified as Level 3 as of September 30, 2023 and December 31, 2022:

(Dollars in thousands)

September 30, 2023				
Financial Instrument	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Other investments	\$ 21,741	Observed market comparable transactions	Period of observed transactions	May 2022
Other real estate owned	298	Fair market value of collateral	Costs to sell	10.0%
Other assets (Risk participation agreements purchased)	23	Credit Value Adjustment	CDS Spread and Loss Given Default (LGD)	CDS spread: 110 - 360 bps (196 bps) LGD: -% - 30% (30%)
Other liabilities (Risk participation agreements sold)	1	Credit Value Adjustment	CDS Spread and Loss Given Default (LGD)	CDS spread: 1 - 250 bps (78 bps) LGD: 30%
Other liabilities (Financial derivative related to sales of certain Visa Class B shares)	14,481	Discounted cash flow	Timing of Visa litigation resolution	1.00 - 5.00 years (3.20 years or 4Q 2025)

(Dollars in thousands)

December 31, 2022				
Financial Instrument	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Other investments	\$ 26,120	Observed market comparable transactions	Period of observed transactions	May 2022
Other real estate owned	833	Fair market value of collateral	Costs to sell	10.0%
Other assets (Risk participation agreements purchased)	81	Credit Value Adjustment	CDS Spread and Loss Given Default (LGD)	CDS spread: 110 - 250 bps (205 bps) LGD: -% - 30% (30%)
Other liabilities (Risk participation agreements sold)	2	Credit Value Adjustment	CDS Spread and Loss Given Default (LGD)	CDS spread: 1 - 250 bps (158 bps) LGD: 30%
Other liabilities (Financial derivative related to sales of certain Visa Class B shares)	17,100	Discounted cash flow	Timing of Visa litigation resolution	1.00 - 5.75 years (3.61 years or 4Q 2025)

The book value and estimated fair value of the Company's financial instruments are as follows:

		September 30, 2023		December 31, 2022	
(Dollars in thousands)	Fair Value Measurement	Book Value	Fair Value	Book Value	Fair Value
Financial assets:					
Cash, cash equivalents, and restricted cash	Level 1	\$ 611,480	\$ 611,480	\$ 837,258	\$ 837,258
Investment securities available-for-sale	Level 2	3,691,541	3,691,541	4,093,060	4,093,060
Investment securities held-to-maturity, net	Level 2	1,068,871	927,680	1,111,619	1,040,104
Other investments	Level 3	21,741	21,741	26,120	26,120
Loans, held for sale	Level 2	36,658	36,658	42,985	42,985
Loans and leases, net ⁽¹⁾	Level 3	12,502,404	12,454,772	11,759,992	11,567,888
Stock in FHLB of Pittsburgh	Level 2	12,199	12,199	24,116	24,116
Accrued interest receivable	Level 2	81,909	81,909	74,448	74,448
Other assets	Levels 2, 3	203,106	203,106	156,993	156,993
Financial liabilities:					
Deposits	Level 2	\$ 15,986,369	\$ 15,951,775	\$ 16,203,569	\$ 16,156,124
Borrowed funds	Level 2	917,833	917,053	726,894	709,014
Standby letters of credit	Level 3	663	663	739	739
Accrued interest payable	Level 2	42,481	42,481	5,174	5,174
Other liabilities	Levels 2, 3	211,303	211,303	173,622	173,622

⁽¹⁾ Includes reverse mortgage loans.

At September 30, 2023 and December 31, 2022 the Company had no commitments to extend credit measured at fair value.

13. DERIVATIVE FINANCIAL INSTRUMENTS

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both economic conditions and its business operations. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities. The Company manages a matched book with respect to its derivative instruments in order to minimize its net risk exposure resulting from such transactions. The Company does not use derivative financial instruments for trading purposes.

Fair Values of Derivative Instruments

The table below presents the fair value of derivative financial instruments as well as their location on the unaudited Consolidated Statements of Financial Condition as of September 30, 2023.

Fair Values of Derivative Instruments			
<i>(Dollars in thousands)</i>	Count	Notional	Derivatives (Fair Value)
Derivatives designated as hedging instruments:			
Interest rate products	6	\$ 500,000	Other assets \$ 5,508
Total		\$ 500,000	\$ 5,508
Derivatives not designated as hedging instruments:			
Interest rate products		\$ 2,226,251	Other assets \$ 196,508
Interest rate products		2,226,251	Other liabilities (196,508)
Interest rate lock commitments with customers		32,747	Other assets 498
Interest rate lock commitments with customers		3,886	Other liabilities (20)
Forward sale commitments		21,500	Other assets 203
Forward sale commitments		13,907	Other liabilities (32)
FX forwards		16,687	Other assets 366
FX forwards		14,793	Other liabilities (261)
Risk participation agreements sold		97,049	Other liabilities (1)
Risk participation agreements purchased		115,520	Other assets 23
Financial derivatives related to sales of certain Visa Class B shares		113,177	Other liabilities (14,481)
Total derivatives		\$ 5,381,768	\$ (8,197)

The table below presents the fair value of derivative financial instruments as well as their location on the unaudited Consolidated Statements of Financial Condition as of December 31, 2022.

(Dollars in thousands)	Fair Values of Derivative Instruments		
	Notional	Balance Sheet Location	Derivatives (Fair Value)
Derivatives not designated as hedging instruments:			
Interest rate products	\$ 1,794,678	Other assets	\$ 156,414
Interest rate products	1,794,678	Other liabilities	(156,414)
Interest rate lock commitments with customers	24,673	Other assets	385
Interest rate lock commitments with customers	1,179	Other liabilities	(7)
Forward sale commitments	9,072	Other assets	75
Forward sale commitments	20,719	Other liabilities	(54)
FX forwards	4,177	Other assets	38
FX forwards	3,052	Other liabilities	(45)
Risk participation agreements sold	68,459	Other liabilities	(2)
Risk participation agreements purchased	87,168	Other assets	81
Financial derivatives related to sales of certain Visa Class B shares	113,177	Other liabilities	(17,100)
Total derivatives	\$ 3,921,032		\$ (16,629)

Effect of Derivative Instruments on the Income Statement

The table below presents the effect of the derivative financial instruments on the unaudited Consolidated Statements of Income for the three and nine months ended September 30, 2023 and September 30, 2022.

(Dollars in thousands)	Amount of (Loss) Gain Recognized in OCI on Derivative (Effective Portion)		Amount of (Loss) Gain Recognized in OCI on Derivative (Effective Portion)		Location of Gain Reclassified from Accumulated OCI into Income (Effective Portion)
	Three Months Ended September 30,		Nine Months Ended September 30,		
	2023	2022	2023	2022	
Derivatives in Cash Flow Hedging Relationships					
Interest rate products	\$ (1,608)	\$ —	\$ (2,752)	\$ —	Interest income
Total	\$ (1,608)	\$ —	\$ (2,752)	\$ —	

	Amount of Gain (Loss) Recognized in Income		Amount of Gain (Loss) Recognized in Income		Location of Gain (Loss) Recognized in Income
(Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,		
Derivatives not designated as hedging instruments	2023	2022	2023	2022	
Interest rate products	\$ 3,427	\$ 674	\$ 7,397	\$ 5,599	Other income
Interest rate lock commitments with customers	(171)	(1,032)	116	(1,856)	Mortgage banking activities, net
Forward sale commitments	595	1,097	660	\$ 5,120	Mortgage banking activities, net
FX forwards	97	54	126	95	Other income
Risk participation agreements	(317)	(1)	(330)	(191)	Other income
Total	\$ 3,631	\$ 792	\$ 7,969	\$ 8,767	

Derivatives Designated as Hedging Instruments:

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest income and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate options, including floors, caps, collars, or swaps as part of its interest rate risk management strategy. Interest rate options designated as cash flow hedges involve the receipt of fixed amounts from a counterparty in exchange for the Company making variable-rate payments over the life of the agreements without exchange of the underlying notional amount.

The Company has agreements with certain derivative counterparties that contain a provision under which, if it defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. The Company also has agreements with certain derivative counterparties that contain a provision where if it fails to maintain its status as a well-capitalized or adequately capitalized institution, then the counterparty could terminate the derivative positions and the Company would be required to settle its obligations under the agreements.

During 2023, the Company purchased six interest rate floors at a premium of \$9.7 million with an aggregate notional amount of \$500.0 million to hedge variable cash flows associated with a variable rate loan pool through the third quarter of 2026. Changes to the fair value of derivatives designated and that qualify as cash flow hedges are recorded in accumulated other comprehensive income (loss) and is subsequently reclassified into earnings in the period that the hedged forecast transaction affects earnings. If the Company determines that a cash flow hedge is no longer highly effective, future changes in the fair value of the hedging instrument would be reported in earnings. As of September 30, 2023, the Company determined the cash flow hedges remain highly effective. During the three and nine months ended September 30, 2023, \$0.4 million and \$0.6 million, respectively, of amortization expense on the premium was reclassified into interest income. The Company does not expect any unrealized gains or losses related to cash flow hedges to be reclassified into earnings in the next twelve months.

In 2020, the Company terminated its three interest rate swaps that were designated as cash flow hedges for a net gain of \$1.3 million, recognized in accumulated other comprehensive income. The derivatives were used to hedge the variable cash flows associated with a variable rate loan pool. Hedge accounting was discontinued, and the net gain in accumulated comprehensive income is reclassified into earnings when the transaction affects earnings. As the underlying hedged transaction continued to be probable, the remaining net gain for the three and nine months ended September 30, 2023, of less than \$0.1 million and \$0.1 million was reclassified into interest income, respectively. As of September 30, 2023, this gain has been fully recognized and reclassified to interest income.

Derivatives Not Designated as Hedging Instruments:

Customer Derivatives – Interest Rate Swaps

The Company enters into interest rate swaps with commercial loan customers wishing to manage interest rate risk. The Company then enters into corresponding swap agreements with swap dealer counterparties to economically hedge the exposure arising from these contracts. The interest rate swaps with both the customers and third parties are not designated as hedges under ASC 815, *Derivatives and Hedging* (ASC 815) and are marked to market through earnings. As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between counterparties, which may impact earnings as required by ASC 820. As of September 30, 2023, there were no fair value adjustments related to credit quality.

Derivative Financial Instruments from Mortgage Banking Activities

Derivative financial instruments related to mortgage banking activities are recorded at fair value and are not designated as accounting hedges. This includes commitments to originate certain fixed-rate residential mortgage loans to customers, also referred to as interest rate lock commitments. The Company may also enter into forward sale commitments to sell loans to investors at a fixed price at a future date and trade asset-backed securities to mitigate interest rate risk.

Foreign Exchange Forward Contracts

The Company enters into foreign exchange forward contracts (FX forwards) with customers to exchange one currency for another on an agreed date in the future at an agreed exchange rate. The Corporation then enters into corresponding FX forwards with swap dealer counterparties to economically hedge its exposure on the exchange rate component of the customer agreements. The FX forwards with both the customers and third parties are not designated as hedges under ASC 815 and are marked to market through earnings. Exposure to gains and losses on these contracts increase or decrease over their respective lives as currency exchange and interest rates fluctuate. As the FX forwards are structured to offset each other, changes to the underlying term structure of currency exchange rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between counterparties, which may impact earnings as required by ASC 820. As of September 30, 2023, there were no fair value adjustments related to credit quality.

Risk Participation Agreements

The Company may enter into a risk participation agreement (RPA) with another institution as a means to assume a portion of the credit risk associated with a loan structure which includes a derivative instrument, in exchange for fee income commensurate with the risk assumed. This type of derivative is referred to as an “RPA sold.” In addition, in an effort to reduce the credit risk associated with an interest rate swap agreement with a borrower for whom the Corporation has provided a loan structured with a derivative, the Corporation may purchase an RPA from an institution participating in the facility in exchange for a fee commensurate with the risk shared. This type of derivative is referred to as an “RPA purchased.”

Swap Guarantees

The Company entered into agreements with one unrelated financial institution whereby that financial institution entered into interest rate derivative contracts (interest rate swap transactions) directly with customers referred to them by the Company. Under the terms of the agreements, the financial institution has recourse to us for any exposure created under each swap transaction, only in the event that the customer defaults on the swap agreement and the agreement is in a paying position to the third-party financial institution. This is a customary arrangement that allows us to provide access to interest rate swap transactions for our customers without creating the swap ourselves. These swap guarantees are accounted for as credit derivatives.

At September 30, 2023 and December 31, 2022, there were 193 and 209 variable-rate to fixed-rate swap transactions between the third-party financial institutions and the Company's customers, respectively. The initial notional aggregate amount was approximately \$0.8 billion at September 30, 2023 and December 31, 2022. At September 30, 2023, the swap transactions remaining maturities ranged from under 1 year to 12 years. At September 30, 2023, none of these customer swaps were in a paying position to third parties, with our swap guarantees having a fair value of \$7.7 million. At December 31, 2022, none of these customer swaps were in a paying position to third parties, with the Company's swap guarantees having a fair value of \$10.4 million. However, for both periods, none of the Company's customers were in default of the swap agreements.

Credit-risk-related Contingent Features

The Company has agreements with certain derivative counterparties that contain a provision under which, if it defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

The Company has minimum collateral posting thresholds with certain of its derivative counterparties, and has posted collateral of \$5.0 million in cash against its obligations under these agreements which meets or exceeds the minimum collateral posting requirements. If the Company had breached any of these provisions at September 30, 2023, it could have been required to settle its obligations under the agreements at the termination value.

14. SEGMENT INFORMATION

As defined in ASC 280, *Segment Reporting* (ASC 280), an operating segment is a component of an enterprise that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the enterprise's chief operating decision makers to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company evaluates performance based on pretax net income relative to resources used, and allocate resources based on these results. The accounting policies applicable to the Company's segments are those that apply to its preparation of the accompanying unaudited Consolidated Financial Statements. Based on these criteria, the Company has identified three segments: WSFS Bank, Cash Connect®, and Wealth Management.

The WSFS Bank segment provides financial products to commercial and consumer customers. Commercial and Consumer Banking, Commercial Real Estate Lending and other banking business units are operating departments of WSFS Bank. These departments share the same regulators, the same market, many of the same customers and provide similar products and services through the general infrastructure of the Bank. Accordingly, these departments are not considered discrete segments and are appropriately aggregated in the WSFS Bank segment.

The Company's Cash Connect® segment provides ATM vault cash, smart safe and other cash logistics services through strategic partnerships with several of the largest networks, manufacturers and service providers in the ATM industry. Cash Connect® services non-bank and WSFS-branded ATMs and smart safes nationwide. The balance sheet category *Cash in non-owned ATMs* includes cash from which fee income is earned through bailment arrangements with customers of Cash Connect®.

The Wealth Management segment provides a broad array of planning and advisory services, investment management, trust services, and credit and deposit products to individual, corporate, and institutional clients through multiple integrated businesses. Bryn Mawr Trust® is our predominant Private Wealth Management brand, providing advisory, investment management and trustee services to institutions, affluent and high-net-worth individuals. The Bryn Mawr Trust Company of Delaware provides personal trust and fiduciary services to families and individuals across the U.S. and internationally. WSFS Institutional Services® provides trustee, agency, bankruptcy administration, custodial and commercial domicile services to institutional, corporate clients and special purpose vehicles. Private Wealth Management serves high-net-worth clients and institutions by providing trustee and advisory services, financial planning, customized investment strategies, brokerage products such as annuities and traditional banking services such as credit and deposit products tailored to its clientele. Private Wealth Management includes businesses that operate under the bank's charter, through a broker/dealer and as a registered investment advisor (RIA). It generates revenue through a percentage fee based on account assets, fee-only arrangements, net interest income and other fee-only services such as estate administration, trust tax planning and custody. Powdermill® is a multi-family office specializing in providing independent solutions to high-net-worth individuals, families and corporate executives through a coordinated, centralized approach.

The following tables show segment results for the three and nine months ended September 30, 2023 and 2022:

(Dollars in thousands)	Three Months Ended September 30, 2023				Three Months Ended September 30, 2022			
	WSFS Bank	Cash Connect [®]	Wealth Management	Total	WSFS Bank	Cash Connect [®]	Wealth Management	Total
Statements of Income								
External customer revenues:								
Interest income	\$ 245,520	\$ —	\$ 5,619	\$ 251,139	\$ 183,107	\$ —	\$ 3,458	\$ 186,565
Noninterest income	18,371	21,231	33,066	72,668	17,585	15,416	29,650	62,651
Total external customer revenues	263,891	21,231	38,685	323,807	200,692	15,416	33,108	249,216
Inter-segment revenues:								
Interest income	7,213	340	27,011	34,564	4,570	416	13,658	18,644
Noninterest income	7,384	499	190	8,073	6,906	431	222	7,559
Total inter-segment revenues	14,597	839	27,201	42,637	11,476	847	13,880	26,203
Total revenue	278,488	22,070	65,886	366,444	212,168	16,263	46,988	275,419
External customer expenses:								
Interest expense	60,133	—	8,404	68,537	8,923	—	811	9,734
Noninterest expenses	105,655	15,524	18,510	139,689	104,817	9,646	18,454	132,917
Provision for (recovery of) credit losses	18,544	—	(130)	18,414	7,463	—	(9)	7,454
Total external customer expenses	184,332	15,524	26,784	226,640	121,203	9,646	19,256	150,105
Inter-segment expenses:								
Interest expense	27,351	4,068	3,145	34,564	14,074	3,414	1,156	18,644
Noninterest expenses	689	1,391	5,993	8,073	653	1,185	5,721	7,559
Total inter-segment expenses	28,040	5,459	9,138	42,637	14,727	4,599	6,877	26,203
Total expenses	212,372	20,983	35,922	269,277	135,930	14,245	26,133	176,308
Income before taxes	\$ 66,116	\$ 1,087	\$ 29,964	\$ 97,167	\$ 76,238	\$ 2,018	\$ 20,855	\$ 99,111
Income tax provision				22,904				25,767
Consolidated net income				74,263				73,344
Net income (loss) attributable to noncontrolling interest				97				(38)
Net income attributable to WSFS				\$ 74,166				\$ 73,382
Supplemental Information								
Capital expenditures for the period ended	\$ 1,131	\$ —	\$ 10	\$ 1,141	\$ 3,213	\$ 16	\$ —	\$ 3,229

	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022			
<i>(Dollars in thousands)</i>	WSFS Bank	Cash Connect®	Wealth Management	Total	WSFS Bank	Cash Connect®	Wealth Management	Total
Statements of Income								
External customer revenues:								
Interest income	\$ 703,210	\$ —	\$ 16,081	\$ 719,291	\$ 481,683	\$ —	\$ 9,039	\$ 490,722
Noninterest income	46,610	59,402	96,654	202,666	63,833	37,500	93,921	195,254
Total external customer revenues	749,820	59,402	112,735	921,957	545,516	37,500	102,960	685,976
Inter-segment revenues:								
Interest income	20,037	1,058	72,686	93,781	7,720	1,148	27,865	36,733
Noninterest income	21,545	1,455	389	23,389	20,103	1,220	569	21,892
Total inter-segment revenues	41,582	2,513	73,075	117,170	27,823	2,368	28,434	58,625
Total revenue	791,402	61,915	185,810	1,039,127	573,339	39,868	131,394	744,601
External customer expenses:								
Interest expense	152,582	—	19,733	172,315	20,475	—	1,243	21,718
Noninterest expenses	314,751	43,562	55,674	413,987	361,949	25,383	54,091	441,423
Provision for credit losses	62,589	—	666	63,255	34,647	—	46	34,693
Total external customer expenses	529,922	43,562	76,073	649,557	417,071	25,383	55,380	497,834
Inter-segment expenses:								
Interest expense	73,744	11,478	8,559	93,781	29,013	4,896	2,824	36,733
Noninterest expenses	1,844	4,221	17,324	23,389	1,789	3,436	16,667	21,892
Total inter-segment expenses	75,588	15,699	25,883	117,170	30,802	8,332	19,491	58,625
Total expenses	605,510	59,261	101,956	766,727	447,873	33,715	74,871	556,459
Income before taxes	\$ 185,892	\$ 2,654	\$ 83,854	\$ 272,400	\$ 125,466	\$ 6,153	\$ 56,523	\$ 188,142
Income tax provision				66,880				49,929
Consolidated net income				205,520				138,213
Net income attributable to noncontrolling interest				272				287
Net income attributable to WSFS				\$ 205,248				\$ 137,926
Supplemental Information								
Capital expenditures for the period ended	\$ 2,943	\$ —	\$ 10	\$ 2,953	\$ 7,649	\$ 16	\$ —	\$ 7,665

The following table shows significant components of segment net assets as of September 30, 2023 and December 31, 2022:

	September 30, 2023				December 31, 2022			
<i>(Dollars in thousands)</i>	WSFS Bank	Cash Connect®	Wealth Management	Total	WSFS Bank	Cash Connect®	Wealth Management	Total
Statements of Financial Condition								
Cash and cash equivalents	\$ 241,531	\$ 327,417	\$ 42,532	\$ 611,480	\$ 317,022	\$ 476,850	\$ 43,386	\$ 837,258
Goodwill	753,586	—	132,312	885,898	753,586	—	130,051	883,637
Other segment assets	18,132,659	11,662	399,293	18,543,614	17,824,946	10,429	358,485	18,193,860
Total segment assets	\$ 19,127,776	\$ 339,079	\$ 574,137	\$ 20,040,992	\$ 18,895,554	\$ 487,279	\$ 531,922	\$ 19,914,755

15. COMMITMENTS AND CONTINGENCIES

Secondary Market Loan Sales

The Company typically sells newly originated residential mortgage loans in the secondary market to mortgage loan aggregators and to GSEs such as FHLMC, FNMA, and on a more limited basis, the FHLB. Loans held for sale are reflected on the unaudited Consolidated Statements of Financial Condition at fair value with changes in the value reflected in the unaudited Consolidated Statements of Income. Gains and losses are recognized at the time of sale. The Company periodically retains the servicing rights on residential mortgage loans sold which results in monthly service fee income. The mortgage servicing rights are included in *Intangible assets* on the unaudited Consolidated Statements of Financial Condition. Otherwise, the Company sells loans with servicing released on a nonrecourse basis. Rate-locked loan commitments that the Company intends to sell in the secondary market are accounted for as derivatives under ASC 815.

The Company does not sell loans with recourse, except for standard loan sale contract provisions covering violations of representations and warranties and, under certain circumstances, early payment default by the borrower. These are customary repurchase provisions in the secondary market for residential mortgage loan sales. These provisions may include either an indemnification from loss or the repurchase of the loans. Repurchases and losses have been rare and no provision is made for losses at the time of sale. There was one repurchase during the nine months ended September 30, 2023 for \$0.8 million and two repurchases for \$0.8 million during the same period in 2022.

Unfunded Lending Commitments

At September 30, 2023 and December 31, 2022, the allowance for credit losses of unfunded lending commitments was \$12.1 million and \$11.9 million, respectively. A provision expense of \$0.1 million and \$0.2 million was recognized during the three and nine months ended September 30, 2023, respectively, compared to a provision expense of \$0.7 million and \$0.6 million during the three and nine months ended September 30, 2022, respectively.

16. CHANGE IN ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss includes unrealized gains and losses on available-for-sale investments, unrealized gains and losses on cash flow hedges, as well as unrecognized prior service costs and actuarial gains and losses on defined benefit pension plans. Changes to accumulated other comprehensive loss are presented, net of tax, as a component of stockholders' equity. Amounts that are reclassified out of accumulated other comprehensive loss are recorded on the unaudited Consolidated Statements of Income either as a gain or loss. Changes to accumulated other comprehensive loss by component are shown, net of taxes, in the following tables for the period indicated:

<i>(Dollars in thousands)</i>	Net change in investment securities available-for-sale	Net change in investment securities held-to-maturity	Net change in defined benefit plan	Net change in fair value of derivatives used for cash flow hedges ⁽¹⁾	Net change in equity method investments	Total
Balance, June 30, 2023	\$ (550,890)	\$ (99,945)	\$ (4,571)	\$ (1,115)	\$ 462	\$ (656,059)
Other comprehensive (loss) income	(127,523)	—	(3)	(1,608)	192	(128,942)
Less: Amounts reclassified from accumulated other comprehensive loss	—	4,366	(48)	(28)	—	4,290
Net current-period other comprehensive (loss) income	(127,523)	4,366	(51)	(1,636)	192	(124,652)
Balance, September 30, 2023	<u>\$ (678,413)</u>	<u>\$ (95,579)</u>	<u>\$ (4,622)</u>	<u>\$ (2,751)</u>	<u>\$ 654</u>	<u>\$ (780,711)</u>
Balance, June 30, 2022	\$ (395,213)	\$ (119,649)	\$ (4,746)	\$ 189	\$ 541	\$ (518,878)
Other comprehensive (loss) income	(202,520)	(1)	(4)	—	25	(202,500)
Less: Amounts reclassified from accumulated other comprehensive loss	—	5,967	(27)	(41)	—	5,899
Net current-period other comprehensive (loss) income	(202,520)	5,966	(31)	(41)	25	(196,601)
Balance, September 30, 2022	<u>\$ (597,733)</u>	<u>\$ (113,683)</u>	<u>\$ (4,777)</u>	<u>\$ 148</u>	<u>\$ 566</u>	<u>\$ (715,479)</u>

⁽¹⁾ Includes amortization of net gain for cash flow hedges terminated as of April 1, 2020.

<i>(Dollars in thousands)</i>	Net change in investment securities available-for-sale	Net change in investment securities held-to-maturity	Net change in defined benefit plan	Net change in fair value of derivatives used for cash flow hedges ⁽¹⁾	Net change in equity method investments	Total
Balance, December 31, 2022	\$ (563,533)	\$ (108,503)	\$ (4,482)	\$ 108	\$ 566	\$ (675,844)
Other comprehensive (loss) income	(114,880)	—	2	(2,752)	88	(117,542)
Less: Amounts reclassified from accumulated other comprehensive loss	—	12,924	(142)	(107)	—	12,675
Net current-period other comprehensive (loss) income	(114,880)	12,924	(140)	(2,859)	88	(104,867)
Balance, September 30, 2023	<u>\$ (678,413)</u>	<u>\$ (95,579)</u>	<u>\$ (4,622)</u>	<u>\$ (2,751)</u>	<u>\$ 654</u>	<u>\$ (780,711)</u>
Balance, December 31, 2021	\$ (33,873)	\$ 175	\$ (4,691)	\$ 268	\$ 353	\$ (37,768)
Other comprehensive (loss) income ⁽²⁾	(563,860)	(119,769)	(4)	—	213	(683,420)
Less: Amounts reclassified from accumulated other comprehensive loss	—	5,911	(82)	(120)	—	5,709
Net current-period other comprehensive (loss) income	(563,860)	(113,858)	(86)	(120)	213	(677,711)
Balance, September 30, 2022	<u>\$ (597,733)</u>	<u>\$ (113,683)</u>	<u>\$ (4,777)</u>	<u>\$ 148</u>	<u>\$ 566</u>	<u>\$ (715,479)</u>

⁽¹⁾ Includes amortization of net gain for cash flow hedges terminated as of April 1, 2020.

⁽²⁾ Includes \$119.8 million, net of tax, of unrealized losses on transferred investment securities from available-for-sale to held-to-maturity.

The unaudited Consolidated Statements of Income were impacted by components of other comprehensive loss as shown in the tables below:

	Three Months Ended September 30,		Affected line item in unaudited Consolidated Statements of Income
(Dollars in thousands)	2023	2022	
Net unrealized holding losses on securities transferred between available-for-sale and held-to-maturity:			
Amortization of net unrealized losses to income during the period	5,745	7,851	Net interest income
Income taxes	(1,379)	(1,884)	Income tax provision
Net of tax	4,366	5,967	
Amortization of defined benefit pension plan-related items:			
Prior service credits	(19)	(19)	
Actuarial gains	(44)	(17)	
Total before tax	(63)	(36)	Salaries, benefits and other compensation
Income taxes	15	9	Income tax provision
Net of tax	(48)	(27)	
Net unrealized gains on terminated cash flow hedges:			
Amortization of net unrealized gains to income during the period	(37)	(54)	Interest and fees on loans and leases
Income taxes	9	13	Income tax provision
Net of tax	(28)	(41)	
Total reclassifications	\$ 4,290	\$ 5,899	
	Nine Months Ended September 30,		Affected line item in unaudited Consolidated Statements of Operations
	2023	2022	
Net unrealized holding losses on securities transferred between available-for-sale and held-to-maturity:			
Amortization of net unrealized losses to income during the period	17,005	7,777	Net interest income
Income taxes	(4,081)	(1,866)	Income tax provision
Net of tax	12,924	5,911	
Amortization of defined benefit pension plan-related items:			
Prior service credits	(57)	(57)	
Actuarial gains	(130)	(51)	
Total before tax	(187)	(108)	Salaries, benefits and other compensation
Income taxes	45	26	Income tax provision
Net of tax	(142)	(82)	
Net unrealized gains on terminated cash flow hedges:			
Amortization of net unrealized gains to income during the period	(141)	(158)	Interest and fees on loans and leases
Income taxes	34	38	Income tax provision
Net of tax	(107)	(120)	
Total reclassifications	\$ 12,675	\$ 5,709	

17. LEGAL AND OTHER PROCEEDINGS

In accordance with the current accounting standards for loss contingencies, the Company establishes reserves for litigation-related matters that arise in the ordinary course of its business activities when it is probable that a loss associated with a claim or proceeding has been incurred and the amount of the loss can be reasonably estimated. Litigation claims and proceedings of all types are subject to many uncertain factors that generally cannot be predicted with assurance. In addition, the Company's defense of litigation claims may result in legal fees, which it expenses as incurred.

There were no material changes or additions to other significant pending legal or other proceedings involving the Company other than those arising out of routine operations.

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

OVERVIEW

WSFS Financial Corporation (WSFS, and together with its subsidiaries, the Company) is a savings and loan holding company headquartered in Wilmington, Delaware. Substantially all of our assets are held by our subsidiary, Wilmington Savings Fund Society, FSB (WSFS Bank or the Bank), one of the ten oldest bank and trust companies in the United States (U.S.) continuously operating under the same name. With \$20.0 billion in assets and \$77.6 billion in assets under management (AUM) and assets under administration (AUA) at September 30, 2023, WSFS Bank is the oldest and largest locally-managed bank and trust company headquartered in the Greater Philadelphia and Delaware region. As a federal savings bank that was formerly chartered as a state mutual savings bank, WSFS Bank enjoys a broader scope of permissible activities than most other financial institutions. A fixture in the community, we have been in operation for more than 191 years. In addition to our focus on stellar customer experience, we have continued to fuel growth and remain a leader in our community. We are a relationship-focused, locally-managed, community banking institution. Our mission is simple: "We Stand for Service." Our strategy of "Engaged Associates, living our culture, enriching the communities we serve" focuses on exceeding customer expectations, delivering stellar experiences and building customer advocacy through highly-trained, relationship-oriented, friendly, knowledgeable and empowered Associates.

As of September 30, 2023, we had six consolidated subsidiaries: WSFS Bank, The Bryn Mawr Trust Company of Delaware (BMT-DE), Bryn Mawr Capital Management, LLC (BMCM), WSFS Wealth Management, LLC (Powdermill®), WSFS SPE Services, LLC, and 601 Perkasi, LLC. The Company also has three unconsolidated subsidiaries: WSFS Capital Trust III, Royal Bancshares Capital Trust I, and Royal Bancshares Capital Trust II. WSFS Bank has two wholly-owned subsidiaries: Beneficial Equipment Finance Corporation (BEFC) and 1832 Holdings, Inc., and one majority-owned subsidiary, NewLane Finance Company (NewLane Finance®).

On January 1, 2023, WSFS completed the merger and brand conversion of WSFS Capital Management, LLC (West Capital) and Cypress Capital Management, LLC and renamed the combined entity Bryn Mawr Capital Management, LLC. BMCM is registered as an investment advisor with the U.S. Securities and Exchange Commission and is a wholly-owned subsidiary of WSFS.

Our banking business had a total loan and lease portfolio of \$12.7 billion as of September 30, 2023, which was funded primarily through commercial relationships and consumer and customer generated deposits. We have built a \$9.9 billion commercial loan and lease portfolio by recruiting seasoned commercial lenders in our markets, offering the high level of service and flexibility typically associated with a community bank and through acquisitions. We also offer a broad variety of consumer loan products and retail securities brokerage through our retail branches, in addition to mortgage and title services through our branches and WSFS Mortgage®, our mortgage banking company specializing in a variety of residential mortgage and refinancing solutions. Our leasing business, conducted by NewLane Finance®, originates small business leases and provides commercial financing to businesses nationwide, targeting various equipment categories including technology, software, office, medical, veterinary and other areas. In addition, NewLane Finance® offers captive insurance through its subsidiary, Prime Protect.

Our Cash Connect® business is a premier provider of ATM vault cash, smart safe (safes that automatically accept, validate, record and hold cash in a secure environment) and other cash logistics services through strategic partnerships with several of the largest networks, manufacturers and service providers in the ATM industry. Cash Connect® services non-bank and WSFS-branded ATMs and smart safes nationwide, and manages approximately \$1.5 billion in total cash and services approximately 25,200 non-bank ATMs and 8,600 smart safes nationwide. Cash Connect® provides related services such as online reporting and ATM cash management, predictive cash ordering and reconciliation services, armored carrier management, loss protection, ATM processing equipment sales and deposit safe cash logistics. Cash Connect® also supports 592 branded ATMs for WSFS Bank Customers, which is one of the largest branded ATM networks in our market. On September 29, 2023, Cash Connect entered into an agreement to add approximately 8,000 units to its bailment ATM count, which is expected to close in 4Q 2023.

Our Wealth Management business provides a broad array of planning and advisory services, investment management, trust services, and credit and deposit products to individual, corporate and institutional clients through multiple integrated businesses. Combined, these businesses had \$77.6 billion of AUM and AUA at September 30, 2023. Bryn Mawr Trust® is our predominant Private Wealth Management brand, providing advisory, investment management and trustee services to institutions, affluent and high-net-worth individuals. BMT-DE provides personal trust and fiduciary services to families and individuals across the U.S. and internationally. WSFS Institutional Services® provides trustee, agency, bankruptcy administration, custodial and commercial domicile services to institutional, corporate clients and special purpose vehicles. Private Wealth Management serves high-net-worth clients and institutions by providing trustee and advisory services, financial planning, customized investment strategies, brokerage products such as annuities and traditional banking services such as credit and deposit products tailored to its clientele. Private Wealth Management includes businesses that operate under the bank's charter, through a broker/dealer and as a registered investment advisor (RIA). It generates revenue through a percentage fee based on account assets, fee-only arrangements, net interest income and other fee-only services such as estate administration, trust tax planning and custody. Powdermill® is a multi-family office specializing in providing independent solutions to high-net-worth individuals, families and corporate executives through a coordinated, centralized approach.

As of September 30, 2023, we service our customers primarily from 116 offices located in Pennsylvania (59), Delaware (40), New Jersey (14), Florida (1) and Nevada (1) and Virginia (1), our ATM network, our website at www.wsfsbank.com and our mobile app.

Highlights and Other Notables Items for Three and Nine Months Ended September 30, 2023

- ***Three Months Ended September 30, 2023***

- BCMC expanded into southern Delaware and established a new presence in Boca Raton, Florida, after an acquisition of a woman-founded, owned and managed registered investment advisory firm based in Rehoboth Beach, Delaware.
- In August 2023, Kroll Bond Rating Agency (KBRA) reaffirmed the senior unsecured debt rating of A-, subordinated debt rating of BBB+, and a short term debt rating of K2 for the Company. The Bank received A ratings for both senior unsecured debt and deposit, a subordinated debt rating of A-, and the short-term debt and deposit ratings of K1.
- WSFS repurchased 386,900 shares of common stock under the Company's share repurchase programs at an average price of \$40.67 per share, for an aggregate purchase price of approximately \$15.7 million.
- The Board of Directors approved a \$0.15 per share quarterly cash dividend.
- The Bank and the Company continue to be well above well-capitalized across all measures of regulatory capital, with total common equity tier 1 capital of 13.26% and 12.75%, respectively, and total risk-based capital of 14.43% and 14.82%, respectively.

- ***Nine Months Ended September 30, 2023***

- Net loans and leases grew \$742.4 million, or 8% annualized, compared to December 31, 2022.
- The allowance for credit losses (ACL) on loans and leases increased \$24.1 million when compared to December 31, 2022, primarily due to impact from the economic forecast and net loan originations.
- During the nine months ended September 30, 2023, WSFS had capital returns of \$69.9 million to stockholders, comprised of \$42.3 million from share repurchases and \$27.6 million from quarterly dividends.
- WSFS completed the redemption of the \$30.0 million of fixed-to-floating rate subordinated notes due 2025 (the 2025 Notes) acquired from Bryn Mawr Trust. The 2025 Notes were redeemed at a price of 100%, plus accrued and unpaid interest through the date of redemption.
- In April 2023, Moody's Investors Service (Moody's) lowered the macro profile for the U.S. banking system to 'Strong +' from 'Very Strong.' Lowering the macro profile resulted in updates to 22 bank ratings. As part of this update, Moody's reaffirmed both the Company and Bank ratings with a stable outlook from positive.
- During the year, we held our first-ever "We Stand for Service Day", during which approximately 1,200 of our Associates provided nearly 5,000 hours of service to more than 80 nonprofit and community organizations across the Greater Philadelphia, Southern New Jersey and Delaware region.

FINANCIAL CONDITION

Total assets increased \$126.2 million to \$20.0 billion at September 30, 2023 compared to December 31, 2022. This increase is primarily comprised of the following:

- Net loans and leases held for investment increased \$742.4 million primarily due to increases of \$294.6 million in commercial mortgages, \$146.2 million in consumer loans primarily from our consumer partnerships, \$114.6 million in owner-occupied commercial loans, and \$96.2 million in residential loans.
- Other assets increased \$84.4 million, primarily due to a \$40.4 million increase due to fair value changes of derivatives from our capital markets business and a \$32.2 million increase on our deferred tax asset related to unrealized losses on available-for-sale securities.
- Total investment securities decreased \$444.3 million:
 - Investment securities, available-for-sale decreased \$401.5 million primarily due to repayments, maturities and calls of \$269.2 million and decreased market values of \$151.2 million, partially offset by purchases of \$21.1 million.
 - Investment securities, held-to-maturity decreased \$42.7 million, primarily due to repayments, maturities and calls of \$57.8 million, partially offset by \$17.0 million of amortization of net unrealized losses on available-for-sale securities transferred to held-to-maturity.
- Total cash and cash equivalents decreased \$225.8 million, primarily due to decreases in customer deposits, increased lending activity, and the redemption of the 2025 Notes, partially offset by an increase in other borrowed funds.
- Stock in FHLB decreased \$11.9 million due to a decrease in the borrowing activity.

Total liabilities increased \$92.7 million to \$17.8 billion at September 30, 2023 compared to December 31, 2022. This increase is primarily comprised of the following:

- Other borrowed funds increased \$545.6 million primarily due to \$565.0 million borrowed from the Bank Term Funding Program (BTFP) as a result of favorable terms and pricing.
- Other liabilities increased \$81.7 million, primarily due to a \$72.9 million increase in capital markets derivative collateral, and a \$40.3 million increase in the fair value of derivatives from our capital markets business, partially offset by a \$12.4 million reduction in accrued expenses primarily due to compensation activity, an \$11.2 million reduction in lease liabilities due to scheduled and accelerated amortization related to branch closures during the year, and a \$7.9 million decrease in accrued taxes.
- FHLB advances decreased \$350.0 million due to the repayment of fixed rate FHLB term advances as part of our routine balance sheet management.
- Customer deposits decreased \$183.7 million primarily due to decreases in our small business and commercial lines of business, partially offset by wealth and consumer deposits.

For further information, see "Notes to the Consolidated Financial Statements (Unaudited)."

LIQUIDITY AND CAPITAL RESOURCES

Capital Resources

Stockholders' equity of WSFS increased \$37.7 million between December 31, 2022 and September 30, 2023. This increase was primarily due to \$205.2 million of earnings, partially offset by an increase of \$104.9 million in accumulated other comprehensive loss driven by market value decreases on available-for-sale mortgage-backed securities, \$42.3 million from the repurchase of shares of common stock under our stock repurchase plan, and the payment of dividends on our common stock of \$27.6 million.

During the three months ended September 30, 2023, our Board of Directors approved a quarterly cash dividend of \$0.15 per share of common stock. This dividend will be paid on November 17, 2023 to stockholders of record as of November 3, 2023.

Book value per share of common stock was \$36.93 at September 30, 2023, an increase of \$1.14 from \$35.79 at December 31, 2022. Tangible book value per share of common stock (a non-GAAP financial measure) was \$20.33 at September 30, 2023, an increase of \$0.97 from \$19.36 at December 31, 2022. We believe tangible book value per common share helps management and investors better understand and assess changes from period to period in stockholders' equity exclusive of changes in intangible assets. This non-GAAP measure should be considered in addition to results prepared in accordance with Generally Accepted Accounting Principles in the U.S. (GAAP), and is not a substitute for, or superior to, GAAP results. For a reconciliation of tangible book value per common share to book value per share in accordance with GAAP, see "Reconciliation of Non-GAAP Measure to GAAP Measure."

The table below compares the Bank's and the Company's consolidated capital position to the minimum regulatory requirements as of September 30, 2023:

	Consolidated Capital		Minimum For Capital Adequacy Purposes		To be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Percent	Amount	Percent	Amount	Percent
<i>(Dollars in thousands)</i>						
Total Capital (to Risk-Weighted Assets)						
Wilmington Savings Fund Society, FSB	\$ 2,314,101	14.43 %	\$ 1,282,652	8.00 %	\$ 1,603,315	10.00 %
WSFS Financial Corporation	2,379,208	14.82	1,284,609	8.00	1,605,762	10.00
Tier 1 Capital (to Risk-Weighted Assets)						
Wilmington Savings Fund Society, FSB	2,125,926	13.26	961,989	6.00	1,282,652	8.00
WSFS Financial Corporation	2,047,229	12.75	963,457	6.00	1,284,609	8.00
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Wilmington Savings Fund Society, FSB	2,125,926	13.26	721,492	4.50	1,042,155	6.50
WSFS Financial Corporation	2,047,229	12.75	722,593	4.50	1,043,745	6.50
Tier 1 Leverage Capital						
Wilmington Savings Fund Society, FSB	2,125,926	10.72	793,596	4.00	991,995	5.00
WSFS Financial Corporation	2,047,229	10.31	794,475	4.00	993,094	5.00

Under the prompt corrective action regime, regulators have established five capital tiers: well-capitalized, adequately-capitalized, under-capitalized, significantly under-capitalized, and critically under-capitalized. A depository institution's capital tier depends on its capital levels in relation to various relevant capital measures, which include leverage and risk-based capital measures and certain other factors. Depository institutions that are not classified as well-capitalized are subject to various restrictions, which may include restrictions on capital distributions, payment of management fees, acceptance of brokered deposits and other operating activities.

Regulatory capital requirements for the Bank and the Company include a minimum common equity Tier 1 capital ratio of 4.50% of risk-weighted assets, a Tier 1 capital ratio of 6.00% of risk-weighted assets, a minimum Total capital ratio of 8.00% of risk-weighted assets and a minimum Tier 1 leverage capital ratio of 4.00% of average assets. In order to avoid limits on capital distributions and discretionary bonus payments, the Bank and the Company must maintain a capital conservation buffer of 2.5% of common equity Tier 1 capital over each of the risk-based capital requirements. As of September 30, 2023, the Bank and the Company were in compliance with the regulatory capital requirements and met or exceeded the amounts required to be considered "well-capitalized" as defined in the regulations.

Not included in the Bank's capital, WSFS separately held \$201.3 million in cash to support share repurchases, potential dividends, acquisitions, strategic growth plans and other general corporate purposes.

Liquidity

We manage our liquidity and funding needs through our Treasury function and our Asset/Liability Committee. We have a policy that separately addresses liquidity, and management monitors our adherence to policy limits. Also, liquidity risk management is a primary area of examination by the banking regulators.

Funding sources to support growth and meet our liquidity needs include cash from operations, commercial, consumer, wealth and trust deposits, loan repayments, FHLB borrowings, repurchase agreements, access to the Federal Reserve Discount Window, and access to the brokered deposit market as well as other wholesale funding avenues. In addition, we have a large portfolio of high-quality, liquid investments, primarily short-duration mortgage-backed securities, that provide a near-continuous source of cash flow to meet current cash needs, or can be sold to meet larger discrete needs for cash. We believe these sources are sufficient to meet our funding needs as well as maintain required and prudent levels of liquidity over the next twelve months and beyond.

As of September 30, 2023, the Company had \$0.6 billion in cash, cash equivalents, and restricted cash. As of September 30, 2023, our estimated uninsured deposits were \$5.8 billion, or 37% of total customer deposits, and our estimated unprotected deposits (uninsured and uncollateralized) were \$4.4 billion, or 28% of total customer deposits.

As of September 30, 2023, the Company had a readily available, secured borrowing capacity of \$5.3 billion from the FHLB, \$0.7 billion through the Federal Reserve Discount Window, and \$1.0 billion through the BTFP. In addition, the Company had \$1.3 billion in unpledged securities that could be used to support additional borrowings and \$0.1 billion of cash deposited with the Federal Reserve Bank. The Company's readily available, secured borrowing capacity to estimated unprotected deposits ratio is 188%.

Our primary cash contractual obligations relate to operating leases, long-term debt, credit obligations, and data processing. At September 30, 2023, we had \$205.2 million in total contractual payments for ongoing leases that have remaining lease terms of less than one year to 22 years, which includes renewal options that are exercised at our discretion. For additional information on our operating leases see Note 8 to the unaudited Consolidated Financial Statements. At September 30, 2023, we had obligations for principal payments on long-term debt including \$67.0 million for our trust preferred borrowings, due June 1, 2035, \$70.0 million in aggregate principal amount of fixed-to-floating rate subordinated notes due 2027, and \$150.0 million for our senior debt, due December 15, 2030. Royal Bancshares Capital Trust I (Trust I) and Royal Bancshares Capital Trust II (Trust II) (collectively, the Trusts), which were acquired from Bryn Mawr Bank Corporation, were utilized for the sole purpose of issuing and selling capital securities representing preferred beneficial interests. Although WSFS owns an aggregate of \$0.8 million of the common securities of Trust I and Trust II, the Trusts are not consolidated into the Company's Consolidated Financial Statements. Inclusive of the fair value marks, WSFS assumed junior subordinated debentures owed to the Trusts with a carrying value of \$11.8 million each, totaling \$23.6 million. The Company records its investments in the Trusts' common securities of \$0.4 million each as investments in unconsolidated entities and records dividend income upon declaration by Trust I and Trust II. The Company has fully and unconditionally guaranteed all of the obligations of the Trusts, including any distributions and payments on liquidation or redemption of the capital securities. We are also contractually obligated to make interest payments on our long-term debt through their respective maturities.

Commitments to extend credit provide for financing on predetermined terms as long as the customer continues to meet specific criteria. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being completely drawn upon, the total commitment amounts do not necessarily represent future cash requirements. At September 30, 2023, the Company had total commitments to extend credit of \$4.0 billion, which are generally one year commitments.

NONPERFORMING ASSETS

Nonperforming assets include nonaccruing loans, OREO and restructured loans. Nonaccruing loans are those on which we no longer accrue interest. Loans are placed on nonaccrual status immediately if, in the opinion of management, collection is doubtful, or when principal or interest is past due 90 days or more and the value of the collateral is insufficient to cover principal and interest. Interest accrued but not collected at the date a loan is placed on nonaccrual status is reversed and charged against interest income. In addition, the amortization of net deferred loan fees is suspended when a loan is placed on nonaccrual status. Subsequent cash receipts are applied either to the outstanding principal balance or recorded as interest income, depending on management's assessment of the ultimate collectability of principal and interest. Past due loans are defined as loans contractually past due 90 days or more as to principal or interest payments but which remain in accrual status because they are considered well secured and in the process of collection.

The following table shows our nonperforming assets and past due loans at the dates indicated:

<i>(Dollars in thousands)</i>	September 30, 2023	December 31, 2022
Nonaccruing loans ⁽¹⁾ :		
Commercial and industrial	\$ 26,295	\$ 6,770
Owner-occupied commercial	15,147	386
Commercial mortgages	6,706	5,159
Construction	4,828	5,143
Residential	2,531	3,199
Consumer	1,953	2,145
Total nonaccruing loans	57,460	22,802
Other real estate owned	298	833
Troubled debt restructurings (accruing) ⁽²⁾	—	19,737
Total nonperforming assets	\$ 57,758	\$ 43,372
Past due loans:		
Commercial	\$ 3,135	\$ 1,022
Consumer ⁽³⁾	11,222	15,513
Total past due loans	\$ 14,357	\$ 16,535
Troubled loans:		
Commercial	\$ 67,962	\$ —
Residential	613	—
Consumer	9,611	—
Total troubled loans	\$ 78,186	\$ —
Ratio of allowance for credit losses to total loans and leases ⁽⁴⁾	1.28 %	1.17 %
Ratio of nonaccruing loans to total gross loans and leases ⁽⁵⁾	0.45	0.19
Ratio of nonperforming assets to total assets	0.29	0.22
Ratio of allowance for credit losses to nonaccruing loans	306	666
Ratio of allowance for credit losses to total nonperforming assets ⁽⁶⁾	305	350

⁽¹⁾ Includes nonaccruing troubled loans beginning in 2023 and nonaccruing troubled debt restructurings (TDRs) prior to 2023.

⁽²⁾ Balance excludes COVID-19 modifications.

⁽³⁾ Includes U.S. government guaranteed student loans with little risk of credit loss.

⁽⁴⁾ Represents amortized cost basis for loans, leases and held-to-maturity securities.

⁽⁵⁾ Total loans exclude loans held for sale and reverse mortgages.

⁽⁶⁾ Excludes acquired PCD loans.

Nonperforming assets increased \$14.4 million between December 31, 2022 and September 30, 2023. This increase was primarily due to the addition of six commercial relationships, partially offset by the adoption of *ASU No. 2022-02, Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*. The ratio of nonperforming assets to total assets decreased from 0.22% at December 31, 2022 to 0.29% at September 30, 2023.

The following table summarizes the changes in nonperforming assets during the periods indicated:

<i>(Dollars in thousands)</i>	Nine Months Ended September 30,	
	2023	2022
Beginning balance	\$ 43,372	\$ 33,133
Additions	75,216	24,513
Collections	(16,487)	(15,909)
Transfers to accrual ⁽¹⁾	(20,263)	(922)
Charge-offs	(24,080)	(3,498)
Ending balance	\$ 57,758	\$ 37,317

⁽¹⁾ Includes impact of ASU No. 2022-02 adoption.

The timely identification of problem loans is a key element in our strategy to manage our loan portfolio. Problem loans are all criticized, classified and nonperforming loans and other real estate owned. Timely identification enables us to take appropriate action and accordingly, minimize losses. An asset review system established to monitor the asset quality of our loans and investments in real estate portfolios facilitates the identification of problem assets. In general, this system uses guidelines established by federal regulation.

INTEREST RATE SENSITIVITY

Our primary objective in managing interest rate risk is to minimize the adverse impact of changes in interest rates on net interest income and capital, while maximizing the yield/cost spread on our asset/liability structure. Interest rates are partly a function of decisions by the Federal Open Market Committee (FOMC) on the target range for the federal funds rate, and these decisions are sometimes difficult to anticipate. In response to the economic and financial effects of COVID-19, the FOMC reduced interest rates through 2020 and 2021 and instituted quantitative easing measures as well as domestic and global capital market support programs. The FOMC raised the federal funds target rate seven times in 2022 for a total of 425 basis points and four times in 2023 for a total of 100 basis points, and has suggested it may continue raising interest rates further in 2023. In order to manage the risks associated with changes or possible changes in interest rates, we rely primarily on our asset/liability structure.

Our primary tool for achieving our asset/liability management strategies is to match maturities or repricing periods of interest rate-sensitive assets and liabilities to promote a favorable interest rate spread and mitigate exposure to fluctuations in interest rates. We regularly review our interest rate sensitivity and adjust the sensitivity within acceptable tolerance ranges. At September 30, 2023, interest-earning assets exceeded interest-bearing liabilities that mature or reprice within one year (interest-sensitive gap) by \$81.2 million. Our interest-sensitive assets as a percentage of interest-sensitive liabilities within the one-year window was 100.96% at September 30, 2023 compared with 116.93% at December 31, 2022. Likewise, the one-year interest-sensitive gap as a percentage of total assets was 0.41% at September 30, 2023 compared with 6.29% at December 31, 2022.

Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from interest rate risk inherent in our lending, investing, and funding activities. To that end, we actively monitor and manage our interest rate risk exposure. One measure evaluates the impact of an immediate change in interest rates in 100 basis point increments on the economic value of equity ratio. The economic value of the equity ratio is defined as the economic value of the estimated cash flows from assets and liabilities as a percentage of economic value of cash flows from total assets.

The following table shows the estimated impact of immediate changes in interest rates on our net interest margin and economic value of equity ratio at the specified levels at September 30, 2023 and December 31, 2022:

% Change in Interest Rate (Basis Points)	September 30, 2023		December 31, 2022	
	% Change in Net Interest Margin ⁽¹⁾	Economic Value of Equity ⁽²⁾	% Change in Net Interest Margin ⁽¹⁾	Economic Value of Equity ⁽²⁾
+300	15.1%	24.23%	18.5%	27.54%
+200	10.0%	23.33%	12.3%	26.44%
+100	5.0%	22.36%	6.1%	25.22%
+50	2.5%	21.83%	3.1%	24.56%
+25	1.2%	21.56%	1.5%	24.22%
—	—%	21.29%	—%	23.87%
-25	(1.2)%	20.99%	(1.6)%	23.50%
-50	(2.5)%	20.70%	(3.3)%	23.10%
-100	(5.0)%	20.10%	(6.8)%	22.20%
-200	(10.1)%	18.60%	(14.0)%	20.20%
-300	(15.2)%	17.00%	(21.2)%	17.90%

⁽¹⁾ The percentage difference between net interest margin in a stable interest rate environment and net interest margin as projected under the various rate change environments.

⁽²⁾ The economic value of equity ratio in a stable interest rate environment and the economic value of equity ratio as projected under the various rate change environments.

We also engage in other business activities that are sensitive to changes in interest rates. For example, mortgage banking revenues and expenses can fluctuate with changing interest rates. These fluctuations are difficult to model and estimate.

RESULTS OF OPERATIONS

Three months ended September 30, 2023: Net income for the three months ended September 30, 2023 was \$74.2 million, compared to \$73.4 million for the three months ended September 30, 2022.

- Net interest income increased \$5.8 million primarily due to the rising interest rate environment and balance sheet size and mix. See “Net Interest Income” for further information.
- Our provision for credit losses increased \$11.0 million primarily due to net loan growth and downgrades, partially offset by the impact of the economic forecast. See “Allowance for Credit Losses” for further information.
- Noninterest income increased \$10.0 million primarily due to increases in income from Cash Connect®, Wealth Management fee income, and capital markets income. These increases were partially offset by decreases in other banking fees. See “Noninterest Income” for further information.
- Noninterest expense increased \$6.8 million primarily due to higher variable operating costs from Cash Connect®, salaries and benefits costs, and professional fees, partially offset by a decrease in net corporate development and restructuring costs.
- Income tax provision decreased \$2.9 million primarily due to the \$1.9 million decrease in pre-tax income and higher projected tax benefits from our lower income housing tax credit investments, partially offset by the impacts of non-deductible goodwill written off during the sale of the BMTIA business.

Nine months ended September 30, 2023: Net income for the nine months ended September 30, 2023 was \$205.2 million, compared to \$137.9 million for the nine months ended September 30, 2022.

- Net interest income increased \$78.0 million during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022, primarily due to the reasons described above. See “Net Interest Income” for further information.
- Our provision for credit losses for the nine months ended September 30, 2023 increased \$28.6 million compared to the nine months ended September 30, 2022, due to the impacts of the economic uncertainty and forecast. See “Allowance for Credit Losses” for further information.
- Noninterest income for the nine months ended September 30, 2023 increased \$7.4 million compared to the nine months ended September 30, 2022, primarily due to increases in income from Cash Connect®, Wealth Management fee income, and capital markets income. These increases were partially offset by decreases in other banking fees and mortgage banking activities, and unrealized gains on equity investments and income from BMTIA (business sold in 2022). See “Noninterest Income” for further information.
- Noninterest expense decreased \$27.4 million during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022, primarily due to a decrease in net corporate development and restructuring costs, partially offset by increases in other operating expense driven by Cash Connect®, salaries and benefits costs, and professional fees. See “Noninterest Expense” for further information.
- Income tax provision for the nine months ended September 30, 2023 increased \$17.0 million compared to the nine months ended September 30, 2022, primarily due to the \$84.3 million increase in pre-tax income.

Net Interest Income

The following tables provide information concerning the balances, yields and rates on interest-earning assets and interest-bearing liabilities during the periods indicated:

	Three months ended September 30,					
	2023			2022		
	Average Balance	Interest	Yield/Rate ⁽¹⁾	Average Balance	Interest	Yield/Rate ⁽¹⁾
<i>(Dollars in thousands)</i>						
Assets:						
Interest-earning assets:						
Loans: ⁽²⁾						
Commercial loans and leases	\$ 5,107,501	\$ 90,098	7.01 %	\$ 4,895,972	\$ 67,060	5.45 %
Commercial real estate loans	4,611,968	82,040	7.06	4,262,599	53,096	4.94
Residential loans	841,510	10,698	5.09	769,151	8,379	4.36
Consumer loans	1,940,418	34,972	7.15	1,594,673	23,384	5.82
Loans held for sale	54,072	1,095	8.03	66,103	968	5.81
Total loans and leases	12,555,469	218,903	6.92	11,588,498	152,887	5.24
Mortgage-backed securities ⁽³⁾	4,602,107	26,654	2.32	5,243,169	28,338	2.16
Investment securities ⁽³⁾	364,565	2,180	2.64	361,113	1,981	2.57
Other interest-earning assets	251,273	3,402	5.37	460,124	3,359	2.90
Total interest-earning assets	\$ 17,773,414	\$ 251,139	5.61 %	\$ 17,652,904	\$ 186,565	4.21 %
Allowance for credit losses	(173,052)			(143,943)		
Cash and due from banks	277,780			242,734		
Cash in non-owned ATMs	363,131			603,780		
Bank-owned life insurance	101,411			100,863		
Other noninterest-earning assets	1,922,080			1,779,411		
Total assets	\$ 20,264,764			\$ 20,235,749		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
Interest-bearing demand	\$ 2,955,613	\$ 7,156	0.96 %	\$ 3,370,158	\$ 2,179	0.26 %
Savings	1,750,809	1,521	0.34	2,287,227	185	0.03
Money market	4,499,909	34,639	3.05	3,833,113	2,907	0.30
Customer time deposits	1,661,885	12,828	3.06	1,083,290	1,230	0.45
Total interest-bearing customer deposits	10,868,216	56,144	2.05	10,573,788	6,501	0.24
Brokered deposits	88,594	1,111	4.98	24,184	142	2.33
Total interest-bearing deposits	10,956,810	57,255	2.07	10,597,972	6,643	0.25
Federal Home Loan Bank advances	11,576	167	5.72	4,979	42	3.35
Trust preferred borrowings	90,557	1,764	7.73	90,361	951	4.18
Senior and subordinated debt	218,304	2,453	4.49	248,332	2,061	3.32
Other borrowed funds ⁽⁴⁾	604,156	6,898	4.53	39,745	37	0.37
Total interest-bearing liabilities	\$ 11,881,403	\$ 68,537	2.29 %	\$ 10,981,389	\$ 9,734	0.35 %
Noninterest-bearing demand deposits	5,248,931			6,319,755		
Other noninterest-bearing liabilities	813,858			589,817		
Stockholders' equity	2,327,853			2,347,178		
Noncontrolling interest	(7,281)			(2,390)		
Total liabilities and stockholders' equity	\$ 20,264,764			\$ 20,235,749		
Excess of interest-earning assets over interest-bearing liabilities	\$ 5,892,011			\$ 6,671,515		
Net interest income		\$ 182,602			\$ 176,831	
Interest rate spread			3.32 %			3.86 %
Net interest margin			4.08 %			3.99 %

⁽¹⁾ Weighted average yields for tax-exempt securities and loans have been computed on a tax-equivalent basis.

⁽²⁾ Average balances are net of unearned income and include nonperforming loans.

⁽³⁾ Includes securities available-for-sale at fair value.

⁽⁴⁾ Includes federal funds purchased.

	Nine months ended September 30,					
	2023			2022		
	Average Balance	Interest	Yield/Rate ⁽¹⁾	Average Balance	Interest	Yield/Rate ⁽¹⁾
<i>(Dollars in thousands)</i>						
Assets:						
Interest-earning assets:						
Loans: ⁽²⁾						
Commercial loans and leases	\$ 5,038,365	\$ 256,915	6.83 %	\$ 4,860,079	\$ 176,476	4.87 %
Commercial real estate loans	4,507,845	231,886	6.88	4,263,906	137,183	4.30
Residential loans	805,424	28,710	4.75	799,980	26,810	4.47
Consumer loans	1,899,370	100,015	7.04	1,472,878	57,900	5.26
Loans held for sale	47,827	2,985	8.34	69,068	2,741	5.31
Total loans and leases	12,298,831	620,511	6.75	11,465,911	401,110	4.68
Mortgage-backed securities ⁽³⁾	4,729,796	81,310	2.29	5,253,248	78,828	2.00
Investment securities	370,573	6,599	2.71	325,960	4,642	2.21
Other interest-earning assets	279,373	10,871	5.20	1,124,922	6,142	0.73
Total interest-earning assets	\$ 17,678,573	\$ 719,291	5.45 %	\$ 18,170,041	\$ 490,722	3.62 %
Allowance for credit losses	(165,807)			(138,532)		
Cash and due from banks	254,702			240,421		
Cash in non-owned ATMs	390,474			560,202		
Bank-owned life insurance	101,350			100,659		
Other noninterest-earning assets	1,904,597			1,728,847		
Total assets	\$ 20,163,889			\$ 20,661,638		
Liabilities and Stockholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
Interest-bearing demand	\$ 3,045,247	\$ 18,705	0.82 %	\$ 3,384,443	\$ 3,701	0.15 %
Savings	1,895,379	4,119	0.29	2,276,861	506	0.03
Money market	4,168,793	81,795	2.62	3,969,219	5,063	0.17
Customer time deposits	1,506,980	29,418	2.61	1,132,489	3,826	0.45
Total interest-bearing customer deposits	10,616,399	134,037	1.69	10,763,012	13,096	0.16
Brokered deposits	246,544	8,464	4.59	40,866	441	1.44
Total interest-bearing deposits	10,862,943	142,501	1.75	10,803,878	13,537	0.17
Federal Home Loan Bank advances	133,143	5,135	5.16	1,678	42	3.35
Trust preferred borrowings	90,510	4,954	7.32	90,313	2,146	3.18
Senior debt	223,192	7,360	4.40	248,448	5,939	3.19
Other borrowed funds ⁽⁴⁾	377,050	12,365	4.38	36,401	54	0.20
Total interest-bearing liabilities	\$ 11,686,838	\$ 172,315	1.97 %	\$ 11,180,718	\$ 21,718	0.26 %
Noninterest-bearing demand deposits	5,421,479			6,466,720		
Other noninterest-bearing liabilities	753,067			526,945		
Stockholders' equity	2,307,002			2,489,860		
Noncontrolling interest	(4,497)			(2,605)		
Total liabilities and stockholders' equity	\$ 20,163,889			\$ 20,661,638		
Excess of interest-earning assets over interest-bearing liabilities	\$ 5,991,735			\$ 6,989,323		
Net interest and dividend income		\$ 546,976			\$ 469,004	
Interest rate spread			3.48 %			3.36 %
Net interest margin			4.15 %			3.46 %

⁽¹⁾ Weighted average yields for tax-exempt securities and loans have been computed on a tax-equivalent basis.

⁽²⁾ Average balances are net of unearned income and include nonperforming loans.

⁽³⁾ Includes securities available-for-sale at fair value.

⁽⁴⁾ Includes federal funds purchased.

Three months ended September 30, 2023: During the three months ended September 30, 2023, net interest income increased \$5.8 million from the three months ended September 30, 2022 primarily due to the rising interest rate environment and balance sheet size and mix. Net interest margin was 4.08% for the third quarter of 2023, a 9 basis point increase compared to 3.99% for the third quarter of 2022 due to a favorable increase of 14 basis points from loan growth and mix, partially offset by a decrease of 4 basis points due to increasing deposit betas and 1 basis point from purchase accounting accretion.

Nine months ended September 30, 2023: During the nine months ended September 30, 2023, net interest income increased \$78.0 million from the nine months ended September 30, 2022. This increase included \$79.9 million from balance sheet size and mix and the benefits of our asset sensitive balance sheet, partially offset by a \$1.9 million decrease in purchase accounting accretion. Net interest margin was 4.15% for the nine months ended September 30, 2023, a 69 basis point increase compared to 3.46% for the nine months ended September 30, 2022 reflecting a 40 basis point increase due to our asset-sensitive balance sheet and a 30 basis point increase due to loan growth and mix, partially offset by 1 basis point from purchase accounting accretion.

Allowance for Credit Losses

We maintain the allowance for credit losses at an appropriate level based on our assessment of estimable and expected losses in the loan portfolio. Our allowance for credit losses is based on our historical loss experience that includes the inherent risk of our loans and various other factors including but not limited to, collateral values, trends in asset quality, level of delinquent loans and concentrations. Further, regional and national economic forecasts are considered in our expected credit losses. Our evaluation is based on a review of the portfolio and requires significant, complex and difficult judgments.

During the three months ended September 30, 2023, we recorded a provision for credit losses of \$18.4 million, a net change of \$11.0 million, as compared with the provision for credit losses of \$7.5 million for the three months ended September 30, 2022. This increase was primarily due to net loan growth and downgrades, partially offset by the impact of the economic forecast.

During the nine months ended September 30, 2023, we recorded a provision for credit losses of \$63.3 million, a net change of \$28.6 million, as compared with the provision for credit losses of \$34.7 million for the nine months ended September 30, 2022. This increase was primarily due to the impact of the economic uncertainty and forecast.

The allowance for credit losses increased to \$176.0 million at September 30, 2023 from \$151.9 million at December 31, 2022. The ratio of allowance for credit losses to total loans and leases was 1.28% at September 30, 2023 and 1.17% at December 31, 2022.

The following tables detail the allocation of the ACL and show our net charge-offs (recoveries) by portfolio category:

<i>(Dollars in thousands)</i>	Commercial and Industrial ⁽¹⁾	Owner-occupied Commercial	Commercial Mortgages	Construction	Residential ⁽²⁾	Consumer ⁽³⁾	Total
As of September 30, 2023							
Allowance for credit losses	\$ 61,670	\$ 7,850	\$ 33,187	\$ 11,317	\$ 5,351	\$ 56,613	\$ 175,988
% of ACL to total ACL	35 %	5 %	19 %	6 %	3 %	32 %	100 %
Loan portfolio balance	\$ 3,249,737	\$ 1,924,171	\$ 3,645,723	\$ 1,043,568	\$ 855,340	\$ 1,957,082	\$ 12,675,621
% to total loans and leases	26 %	15 %	29 %	8 %	7 %	15 %	100 %
Three months ended September 30, 2023							
Charge-offs	\$ 10,675	\$ —	\$ 300	\$ —	\$ —	\$ 5,872	\$ 16,847
Recoveries	2,124	14	1	1	55	357	2,552
Net charge-offs (recoveries)	\$ 8,551	\$ (14)	\$ 299	\$ (1)	\$ (55)	\$ 5,515	\$ 14,295
Average loan balance	\$ 3,217,096	\$ 1,890,404	\$ 3,612,027	\$ 999,941	\$ 838,556	\$ 1,940,418	\$ 12,498,442
Ratio of net charge-offs (recoveries) to average gross loans	1.05 %	NMF	0.03 %	NMF	(0.03)%	1.13 %	0.45 %
Nine months ended September 30, 2023							
Charge-offs	\$ 30,496	\$ 184	\$ 300	\$ —	\$ 33	\$ 15,374	\$ 46,387
Recoveries	5,554	50	4	532	211	906	7,257
Net charge-offs (recoveries)	\$ 24,942	\$ 134	\$ 296	\$ (532)	\$ (178)	\$ 14,468	\$ 39,130
Average loan balance	\$ 3,180,688	\$ 1,857,677	\$ 3,509,036	\$ 998,809	\$ 802,584	\$ 1,899,370	\$ 12,248,164
Ratio	1.05 %	0.01 %	0.01 %	(0.07)%	(0.03)%	1.02 %	0.43 %

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Excludes reverse mortgages.

⁽³⁾ Includes home equity lines of credit, installment loans unsecured lines of credit and education loans.

<i>(Dollars in thousands)</i>	Commercial and Industrial ⁽¹⁾	Owner-occupied Commercial	Commercial Mortgages	Construction	Residential ⁽²⁾	Consumer ⁽³⁾	Total
As of December 31, 2022							
Allowance for credit losses	\$ 59,394	\$ 6,019	\$ 21,473	\$ 6,987	\$ 4,668	\$ 53,320	\$ 151,861
% of ACL to total ACL	39 %	4 %	14 %	5 %	3 %	35 %	100 %
Loan portfolio balance	\$ 3,134,326	\$ 1,809,582	\$ 3,351,084	\$ 1,044,049	\$ 759,465	\$ 1,810,930	\$ 11,909,436
% to total loans and leases	26 %	15 %	28 %	9 %	7 %	15 %	100 %
Year ended December 31, 2022							
Charge-offs	\$ 19,004	\$ 179	\$ 581	\$ —	\$ 186	\$ 7,520	\$ 27,470
Recoveries	6,112	278	223	2,567	665	793	10,638
Net charge-offs (recoveries)	\$ 12,892	\$ (99)	\$ 358	\$ (2,567)	\$ (479)	\$ 6,727	\$ 16,832
Average loan balance	\$ 3,043,836	\$ 1,831,428	\$ 3,319,687	\$ 962,082	\$ 787,273	\$ 1,543,704	\$ 11,488,010
Ratio of net charge-offs (recoveries) to average gross loans	0.42 %	(0.01)%	0.01 %	(0.27)%	(0.06)%	0.44 %	0.15 %

⁽¹⁾ Includes commercial small business leases.

⁽²⁾ Excludes reverse mortgages.

⁽³⁾ Includes home equity lines of credit, installment loans unsecured lines of credit and education loans.

See Note 7 to the unaudited Consolidated Financial Statements and "Nonperforming Assets" above for further information.

Noninterest Income

Three months ended September 30, 2023: During the three months ended September 30, 2023, noninterest income was \$72.7 million, an increase of \$10.0 million from \$62.7 million during the three months ended September 30, 2022. The increase was primarily driven by \$5.8 million from Cash Connect®, \$3.8 million in Wealth Management fees, and \$2.8 million in capital markets income. Partially offsetting these increases was a \$3.7 million decrease in other banking fees from lower returns on derivative collateral as a result of funding optimization and lower income from our consumer lending partnerships.

Nine months ended September 30, 2023: During the nine months ended September 30, 2023, noninterest income was \$202.7 million, an increase of \$7.4 million from \$195.3 million during the nine months ended September 30, 2022. This increase was primarily driven by \$21.9 million from Cash Connect®, \$2.6 million in Wealth Management fees, and \$2.4 million in capital markets income. These increases were partially offset by an \$11.1 million decrease in other banking fees and a \$2.8 million decrease in mortgage banking activities. In addition to these decreases, we recognized \$6.0 million of unrealized gains on equity investments and \$2.6 million from BMTIA in 2022.

For further information, see Note 3 to the unaudited Consolidated Financial Statements.

Noninterest Expense

Three months ended September 30, 2023: During the three months ended September 30, 2023, noninterest expense was \$139.7 million, an increase of \$6.8 million from \$132.9 million for the three months ended September 30, 2022. The increase was primarily due to \$6.3 million in other operating expense driven by higher variable operating costs from Cash Connect®, \$2.2 million from salaries and benefits costs, and \$1.1 million from professional fees. These increases were partially offset by a \$2.5 million decrease in net corporate development and restructuring costs.

Nine months ended September 30, 2023: During the nine months ended September 30, 2023, noninterest expense was \$414.0 million, a decrease of \$27.4 million from \$441.4 million for the nine months ended September 30, 2022. The decrease was primarily due to a \$61.6 million decrease in net corporate development and restructuring costs, partially offset by increases of \$20.8 million in other operating expense driven by higher variable operating costs from Cash Connect®, \$8.3 million in salaries and benefits costs, and \$2.9 million in professional fees.

Income Taxes

We and our subsidiaries file a consolidated federal income tax return and separate state income tax returns. Income taxes are accounted for in accordance with ASC 740, *Income Taxes*, which requires the recording of deferred income taxes for tax consequences of temporary differences. We recorded income tax expense of \$22.9 million and \$66.9 million during the three and nine months ended September 30, 2023, respectively, compared to income tax expense of \$25.8 million and \$49.9 million for the same periods in 2022, respectively.

Our effective tax rate was 23.6% and 24.6% for the three and nine months ended September 30, 2023, respectively, compared to 26.0% and 26.5% for the same periods in 2022, respectively. The effective tax rate for the three and nine months ended September 30, 2023 decreased primarily due to an increase in projected tax benefits from our low-income housing tax credit investments as well as a reduction in state income taxes. In addition, we incurred \$0.4 million of tax expense related to nondeductible merger costs incurred in the nine months ended September 30, 2022 combined with \$1.9 million of tax expense related to nondeductible goodwill written off during the sale of the BMTIA business that occurred in that same period.

The effective tax rate reflects the recognition of certain tax benefits in the financial statements including those benefits from tax-exempt interest income, federal low-income housing tax credits, research and development tax credits and excess tax benefits from recognized stock compensation. These tax benefits are offset by the tax effect of stock-based compensation expense related to incentive stock options, nondeductible acquisition costs (incurred in 2022) and a provision for state income tax expense. We frequently analyze our projections of taxable income and make adjustments to our provision for income taxes accordingly.

RECONCILIATION OF NON-GAAP MEASURE TO GAAP MEASURE

The following table provides a reconciliation of tangible book value per share of common stock to book value per share of common stock, the most directly comparable GAAP financial measure. We believe this measure helps management and investors better understand and assess changes from period to period in stockholders' equity exclusive of changes in intangible assets. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, and is not a substitute for, or superior to, GAAP results.

(Dollars and share amounts in thousands, except per share amounts)

	September 30, 2023	December 31, 2022
Stockholders' equity of WSFS	\$ 2,242,795	\$ 2,205,113
Less: Goodwill and other intangible assets	1,008,472	1,012,232
Tangible common equity (numerator)	\$ 1,234,323	\$ 1,192,881
Shares of common stock outstanding (denominator)	60,728	61,612
Book value per share of common stock	\$ 36.93	\$ 35.79
Goodwill and other intangible assets	16.60	16.43
Tangible book value per share of common stock	\$ 20.33	\$ 19.36

CRITICAL ACCOUNTING ESTIMATES

The preparation of the unaudited Consolidated Financial Statements in accordance with U.S. GAAP requires us to make estimates and assumptions affecting the reported amounts of assets, liabilities, revenue and expenses. We regularly evaluate these estimates and assumptions including those related to the allowance for credit losses, business combinations, deferred taxes, fair value measurements and goodwill and other intangible assets. We base our estimates on historical experience and various other factors and assumptions that are believed to be reasonable under the circumstances. These form the basis for making judgments on the carrying value of certain assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Although our current estimates contemplate current economic conditions and how we expect them to change in the future, for the remainder of 2023, it is possible that actual conditions may be worse than anticipated in those estimates, which could materially affect our results of operations and financial condition. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting estimates at September 30, 2023 did not significantly change from our critical accounting estimates at December 31, 2022, which are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022.

RECENT REGULATORY DEVELOPMENTS

Recent regulatory developments at September 30, 2023 did not significantly change from our recent regulatory developments at December 31, 2022, which are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022, except as noted below.

Potential Regulatory Reforms in Response to Recent Bank Failures

The recent failures of Silicon Valley Bank, Santa Clara, California, Signature Bank, New York, New York, and First Republic Bank, San Francisco, California, in March and April of this year, have led, and may continue to lead, to regulatory changes and initiatives that could impact the Company. For example, the FDIC has stated that it plans to impose a special deposit insurance assessment on banks in order to recover losses that the FDIC's Deposit Insurance Fund (DIF) incurred in the receiverships of these institutions. In addition, President Biden has encouraged the federal banking agencies to adopt various reforms, including the completion of an incentive compensation rule for bank executives pursuant to Section 956 of the Dodd-Frank Act, in response to these bank failures. Further, on April 28, 2023, the Federal Reserve and the FDIC issued reports on the potential causes of failures of Silicon Valley Bank and Signature Bank, respectively. Among the changes discussed, the Federal Reserve and the FDIC highlighted the need to change their approach to supervising banks of all sizes as well as to their capital and other regulatory requirements. Despite these initiatives, it remains unclear what actions federal regulatory agencies will ultimately take as a result of these failures.

FDIC Special Assessment

On May 11, 2023, the FDIC published a proposed rule that would impose a special deposit insurance assessment on insured depository institutions in order to recover losses that the FDIC's Deposit Insurance Fund (DIF) has incurred in the receiverships of Silicon Valley Bank and Signature Bank. The proposed rule would require the payment of the special assessment over eight quarterly assessment periods beginning the first quarter of 2024, subject to adjustments if the total amount collected is insufficient to cover the DIF's costs. Each quarterly special assessment would be equal to 3.13 basis points (0.0313%) of the amount of an institution's estimated uninsured deposits that exceeded \$5 billion as of December 31, 2022. As of December 31, 2022, WSFS Bank's estimated amount of uninsured deposits was \$6.9 billion.

Small Business Lending Data Collection Rule

On March 30, 2023, the CFPB finalized a rule under section 1071 of the Dodd-Frank Act requiring lenders to collect and report data regarding small business lending activity. The rule was scheduled to take effect on August 29, 2023, and requires compliance by October 1, 2024, April 1, 2025, or January 1, 2026, depending on the number of covered small business loans that a covered lender originates. On July 31, 2023, the U.S. District Court for the Southern District of Texas ordered the CFPB not to implement or enforce the rule against the plaintiff trade associations in *Texas Bankers Ass'n, et al, v. CFPB, et al*, No. 7:23-cv-00144, and their members, which include WSFS Bank. The Company is evaluating the impact of the new rule and related court rulings.

Transition from London Inter-Bank Offered Rate (LIBOR)

LIBOR, a benchmark interest rate that was widely referenced in the past, is no longer published as of June 30, 2023. Financial market regulators had taken steps in previous years to prepare for the transition away from LIBOR and to encourage banks and other market participants to do the same. The United Kingdom Financial Conduct Authority (FCA) caused several LIBOR settings to cease publication after December 31, 2021 and the remaining settings to cease publication after June 30, 2023.

The Adjustable Interest Rate (LIBOR) Act and implementing regulations of the Federal Reserve created a set of default rules for preexisting contracts that reference LIBOR, and created a safe harbor from liability for persons who elected to use the Secured Overnight Financing Rate (SOFR) as the replacement rate in a contract that references LIBOR.

The Company's commercial and consumer businesses used various products that were indexed to LIBOR. Most of these instruments gave the Company discretion to determine a replacement benchmark rate when LIBOR became unavailable.

This discretion combined with the LIBOR Act's safe harbor allowed the Company to select and migrate to SOFR as a replacement to LIBOR in the first quarter of 2022. Currently, the Company's new variable rate loan products are primarily originated in SOFR.

Third-Party Risk Management Guidance

On June 6, 2023, the FDIC, the Federal Reserve and the OCC issued final guidance providing sound principles that support a risk-based approach to third-party risk management. The Company is evaluating the impact of this guidance on its practices.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information required by this Item is incorporated herein by reference to the information provided in Part I Item 2 (Interest Rate Sensitivity) of this Quarterly Report on Form-10-Q.

Item 4. Controls and Procedures

- (a) **Evaluation of disclosure controls and procedures.** Based on their evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934), our principal executive officer and principal financial officer have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q such disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.
- (b) **Changes in internal control over financial reporting.** There was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting during the three months ended September 30, 2023.

Part II. OTHER INFORMATION**Item 1. Legal Proceedings**

The information required by this Item is incorporated herein by reference to the information provided in Note 17 – Legal and Other Proceedings to the unaudited Consolidated Financial Statements.

Item 1A. Risk Factors

There have not been any material changes to the risk factors previously disclosed under Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

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

During the first quarter of 2020, the Board of Directors of the Company approved a share repurchase program authorizing the repurchase of 7,594,977 shares of common stock, or 15% of its outstanding shares as of March 31, 2020. This repurchase program was completed during the first quarter of 2023. During the second quarter of 2022, the Board of Directors of the Company approved an additional share repurchase authorization under the program of 6,358,727 shares of common stock, or 10% of its outstanding shares as of June 30, 2022. Under the program, repurchases may be made from time to time in the open market or through negotiated transactions, subject to market conditions and other factors, and in accordance with applicable securities laws. The program is consistent with our intent to return a minimum of 35% of annual net income to stockholders through dividends and share repurchases while maintaining capital ratios in excess of "well-capitalized" regulatory benchmarks.

The following table represents information with respect to repurchases of common stock made by the Company during the three months ended September 30, 2023.

Month	Total Number of Shares Purchased	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
July 1, 2023 - July 31, 2023	36,000	\$ 43.82	36,000	5,933,493
August 1, 2023 - August 28, 2023	209,000	41.45	209,000	5,724,493
September 1, 2023 - September 31, 2023	141,900	38.72	141,900	5,582,593
Total	<u>386,900</u>	<u>\$ 40.67</u>	<u>386,900</u>	

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the period covered by this Quarterly Report on Form 10-Q, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Description of Document
10.1	WSFS Financial Corporation's 2018 Incentive Plan, as amended on May 16, 2023, is incorporated herein by reference to Appendix B of the Registrant's Definitive Proxy Statement on Schedule 14-A for the 2023 Annual Meeting of Stockholders
31.1	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document *
101.SCH	XBRL Schema Document *
101.CAL	XBRL Calculation Linkbase Document *
101.LAB	XBRL Labels Linkbase Document *
101.PRE	XBRL Presentation Linkbase Document *
101.DEF	XBRL Definition Linkbase Document *
104	The cover page of this Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 3, 2023, is formatted in Inline XBRL.

* Submitted as Exhibits 101 to this Quarterly Report on Form 10-Q are documents formatted in XBRL (Extensible Business Reporting Language). Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability.

SIGNATURES

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

WSFS FINANCIAL CORPORATION

Date: November 3, 2023

/s/ Rodger Levenson

Rodger Levenson
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Date: November 3, 2023

/s/ Arthur J. Bacci

Arthur J. Bacci
Executive Vice President, Chief Wealth Officer and
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

I, Rodger Levenson, certify that:

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

Date: November 3, 2023

/s/ Rodger Levenson

Rodger Levenson
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

I, Arthur J. Bacci, certify that:

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

Date: November 3, 2023

/s/ Arthur J. Bacci

Arthur J. Bacci

Executive Vice President, Chief Wealth Officer and Interim Chief
Financial Officer

(Principal Financial and Accounting Officer)

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

In connection with the quarterly report on Form 10-Q of WSFS Financial Corporation (the Company) for the quarter ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the Report), we, Rodger Levenson, Chairman, President and Chief Executive Officer, and Arthur J. Bacci, Executive Vice President, Chief Wealth Officer and Interim Chief Financial Officer (Principal Accounting Officer), hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Rodger Levenson

Rodger Levenson
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Arthur J. Bacci

Arthur J. Bacci
Executive Vice President, Chief Wealth Officer and
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: November 3, 2023