



**VALLEY NATIONAL BANCORP
BASEL III REGULATORY CAPITAL DISCLOSURES REPORT
December 31, 2024**

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INTRODUCTION

Background

Valley National Bancorp, headquartered in Morristown, New Jersey, is a New Jersey corporation organized in 1983 and is registered as a bank holding company and a financial holding company with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended (Holding Company Act). As of December 31, 2024, Valley had consolidated total assets of \$62.5 billion, total net loans of \$48.2 billion, total deposits of \$50.1 billion and total shareholders' equity of \$7.4 billion.

Valley's principal subsidiary, Valley National Bank (commonly referred to as the "Bank" in this Report), has been chartered as a national banking association under the laws of the United States since 1927. Valley, through the Bank and its subsidiaries, offers a full suite of national and regional banking solutions through various commercial, private banking, retail, insurance, capital markets, and wealth management financial services products. Valley provides personalized service and customized solutions to assist its customers with their financial service needs. Our solutions include, but are not limited to, traditional consumer and commercial deposit and lending products, commercial real estate financing, asset-based loans, small business loans, equipment financing, insurance and wealth management solutions, and personal financing solutions, such as residential mortgages, home equity loans and automobile financing. Valley also offers niche financial services, including loan and deposit products for homeowners associations, cannabis-related business banking and venture banking, which we offer nationally.

The Bank also provides convenient account access to customers through a number of account management services, including access to more than 200 branch locations across New Jersey, New York, Florida, Alabama, California and Illinois; online, mobile and telephone banking; drive-in and night deposit services; ATMs; remote deposit capture; and safe deposit facilities. In addition, certain international banking services are available to customers, including standby letters of credit, documentary letters of credit and related products, and certain ancillary services, such as foreign exchange transactions, documentary collections, and foreign wire transfers.

In addition to the Bank, Valley's consolidated subsidiaries include, but are not limited to: an insurance agency offering property and casualty, life and health insurance; an asset management adviser that is a registered investment adviser with the SEC; a registered securities broker-dealer with the SEC and member of FINRA, which is also licensed as an insurance agency to provide life and health insurance; a title insurance agency in New York, which also provides services in New Jersey; an advisory firm specializing in the investment and management of tax credits; and a subsidiary which specializes in health care equipment lending and other commercial equipment leases.

This document, along with Valley's public filings, present the Regulatory Capital Disclosures in compliance with Basel III as set forth in 12 CFR 217.63 – Disclosures (Pillar III) by institutions regulated by the Federal Reserve Board (Federal Reserve). The information presented in this document should be read jointly with Valley's Annual Report and the FR Y-9C for December 31, 2024.

Forward-Looking Statements

The foregoing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about management's confidence and strategies and management's expectations about our business, new and existing programs and products, acquisitions, relationships, opportunities, taxation, technology, market conditions and economic expectations. These statements may be identified by such forward-looking terminology as "intend," "should," "expect," "believe," "view," "opportunity," "allow," "continues," "reflects," "would," "could," "typically," "usually," "anticipate," "may," "estimate," "outlook," "project" or similar statements or variations of such terms. Such forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from such forward-looking statements.

Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include but are not limited to those risk factors disclosed under the "Risk Factors" section in Part I, Item 1A on Valley's Annual Report.

I. SCOPE OF APPLICATION

General

The Capital Rule applies to Valley, the Bank and all other entities in which Valley has controlling interest. Valley's consolidated subsidiaries include the Bank, as well as subsidiaries with the following primary functions: insurance agencies offering property and casualty, life and health insurance; asset management advisers that are registered investment advisers with the SEC; a registered securities broker-dealer with the SEC and member of the FINRA; a title insurance agency in New York which also provides services in New Jersey; an advisory firm specializing in the investment and management of tax credits; and a subsidiary which specializes in health care equipment lending and other commercial equipment leases. Valley Financial Management, Inc. and Valley Insurance Services, Inc. are subsidiaries for which the total capital requirement is deducted.

Basis of Consolidation

The consolidated financial statements of Valley include the accounts of the Bank and all other entities in which Valley has a controlling financial interest. The accounting and reporting policies of Valley conform to GAAP and general practices within the financial services industry. In accordance with applicable accounting standards, Valley does not consolidate statutory trusts established for the sole purpose of issuing trust preferred securities and related trust common securities.

Restrictions on the Transfer of Funds or Total Capital

This section does not apply to Valley, as it does not have restrictions on the transfer of funds or capital as of December 31, 2024.

Capital Requirements

Regulatory capital ratios for Valley and the Bank were above the regulatory requirement ratios under the Capital Rule at December 31, 2024. For more information see Note 17 to the consolidated financial statements of Valley's Annual Report.

II. CAPITAL STRUCTURE

Summary of Capital

Valley and the Bank are subject to the regulatory capital requirements administered by the Federal Reserve Bank and the OCC. Valley manages its capital to meet its internal capital targets with the objective of maintaining capital levels that exceed the regulatory requirements and are sufficient to support the Bank's business activities, growth objectives, and risk appetite. Valley's capital structure includes the following elements: (1) Common Equity Tier 1 (CET1) capital, which primarily includes common shareholders' equity, subject to certain regulatory adjustments and deductions; (2) Additional Tier 1 capital, which includes perpetual preferred stock and certain other qualifying capital instruments; and (3) Tier 2 capital, includes primarily qualifying subordinated debt and qualifying ACL, as well as, among other things, certain trust preferred securities.

Regulatory Capital Tiers

The following table presents Valley's and Valley National Bank's total risk-based capital and the components of capital used in calculating CET1 capital, Additional Tier 1 capital, and Tier 2 capital at December 31, 2024.

Table 1: Regulatory Capital Components

Regulatory Capital Components	(\$ in thousands)	
	Valley	Valley National Bank
Common Equity Tier 1 Capital		
Common stock and surplus (net of treasury stock)	\$ 5,638,068	\$ 5,892,422
Retained earnings (including CECL add-back)	1,609,868	2,158,755
Accumulated other comprehensive loss, net	(155,334)	(154,959)
Regulatory adjustments and deductions made to CET1	(1,861,970)	(1,854,784)
Total Common Equity Tier 1 Capital	5,230,632	6,041,434
Additional Tier 1 Capital		
Preferred Stock	354,345	—
Total Additional Tier 1 Capital	(278)	—
Tier 1 Capital	5,584,699	6,041,434
Total Tier 2 Capital		
Qualifying subordinated debt	565,000	—
Qualifying allowance for loan and lease losses	494,487	494,458
Non-qualifying capital instruments subject to phase out from Tier 2 Capital	59,000	—
Total Risk-based Capital	\$ 6,703,186	\$ 6,535,892

III. CAPITAL ADEQUACY

Internal Capital Adequacy Process

Valley exercises prudent capital management to maintain capital levels that adequately support its strategic initiatives and business activities.

Valley's Board performs its risk oversight function through several standing committees, including the Board Risk Committee. The Board Risk Committee supports the Board's oversight of management's enterprise-wide risk management framework and risk culture, which are each intended to align with Valley's strategic plan. The Board Risk Committee also determines the appropriateness of Valley's capital levels in consideration of its business activities, growth objectives, and risk appetite.

Management utilizes the enterprise-wide risk management framework to holistically manage and monitor risks across the organization and to aggregate and manage the risk appetite approved by the Board. The Board Risk Committee also recommends to the Board acceptable risk tolerances related to strategic, credit, interest rate, price, liquidity, compliance, operational (including cybersecurity risk), and reputation risks, oversees risk management within those tolerances and monitors compliance with applicable laws and regulations. With guidance from and oversight by the Board Risk Committee, management continually refines and enhances its risk management policies, procedures, and monitoring programs to adapt to changing risks.

While Valley is no longer required to publish Company-run annual stress tests under the Dodd-Frank Act, it continues to internally run stress tests of its capital position that are subject to review by Valley's primary regulators in efforts to appropriately monitor capital adequacy under stressful environments. Further, Valley makes every effort to ensure

that its capital ratios will remain in excess of required minimums and at levels that adequately protect Valley during times of potential stress.

Components of Risk-Weighted Assets

The following table presents Valley's standardized approach risk-weighted assets as of December 31, 2024, using the categorization based on the standardized definitions and per the Pillar III requirements. Currently, Valley has no risk-weighted assets exposure for supranational entities and multilateral development banks, default fund contributions, unsettled transactions, and securitization exposures.

Table 2: Standardized Approach Risk-Weighted Assets

	(\$ in thousands)	
Standardized Approach Risk-Weighted Assets	Valley	
Exposures to sovereign entities	\$	556,623
Exposures to depository institutions, foreign banks, and credit unions		265,851
Exposures to public sector entities		147,446
Corporate exposures		32,882,856
Residential mortgage exposures		3,649,557
Statutory multifamily mortgages and pre-sold construction loans		6,010,944
High volatility commercial real estate loans		25,460
Past due loans		481,658
Other assets		4,264,128
Equity exposures		58,370
Total Risk-Weighted Assets	\$	48,342,893

IV. CAPITAL CONSERVATION BUFFER AND CAPITAL RATIOS

Capital Conservation Buffer

The Basel III rules require Valley and the Bank to have a minimum CCB of 2.5% in addition to the minimum required risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of (i) CET1 to risk-weighted assets, (ii) Tier 1 capital to risk-weighted assets or (iii) Total capital to risk-weighted assets above the respective minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and discretionary bonus payments to executive officers based on the amount of the shortfall. Basel III also requires deductions from and adjustments to its various capital components. The CCB is calculated as the lowest of the (i) CET1 ratio less the CET1 stated minimum ratio requirement, (ii) Tier 1 ratio less the Tier 1 stated minimum ratio requirement, and (iii) Total capital ratio less the Total capital stated minimum ratio requirement. Valley and the Bank both surpass the CCB requirements. Valley's capital ratios were all above the minimum levels required to be considered a "well-capitalized" financial institution as of December 31, 2024, under the "prompt corrective action" regulations. For reference see Note 17 to the consolidated financial statements of Valley's Annual Report for the year ended December 31, 2024.

The maximum dollar amount that a banking organization can pay in the form of discretionary bonus payments or capital distributions during the current quarter is equal to the maximum payout ratio multiplied by the banking organization's eligible retained income. Eligible retained income is defined for Basel III as the greater of a banking organization's net income (as reported in the banking organization's quarterly regulatory reports) for the four quarters preceding the current quarter, net of any capital distributions and associated tax effects not already reflected in net income or the average of the most recent four quarters' net income. Valley had \$127 million of eligible retained income as of December 31, 2024.

Valley is not subject to any limitations on its capital distributions or discretionary bonus payments to executive officers, as its capital levels exceeded defined minimums, inclusive of the CCB, at December 31, 2024.

Regulatory Capital Ratios

The following table presents the regulatory capital ratios and related capital requirements for Valley and the Bank at December 31, 2024.

Table 3: Regulatory Capital Ratios

	Actual Ratio	Minimum Capital Ratio	Capital Conservation Buffer	Minimum Capital Conservation Buffer
Valley				
CET1 Capital	10.82%	7.00%	6.32%	2.50%
Tier 1 Risk-based Capital	11.55	8.50	5.55 *	2.50
Total Risk-based Capital	13.87	10.50	5.87	2.50
Valley National Bank				
CET1 Capital	12.51	7.00	8.01	2.50
Tier 1 Risk-based Capital	12.51	8.50	6.51	2.50
Total Risk-based Capital	13.53	10.50	5.53 *	2.50

* The CCBs for Valley and the Bank are 5.55% and 5.53%, respectively, at December 31, 2024.

V. CREDIT RISK: GENERAL DISCLOSURES

Credit Risk Management

For all of its loan types, Valley adheres to a credit policy designed to minimize credit risk while generating the maximum income given the level of risk appetite. Management reviews and approves these policies and procedures on a regular basis with subsequent approval by the Board annually. Credit authority relating to a significant dollar percentage of the overall portfolio is centralized and controlled by the Credit Risk Management Division and by the Credit Committee. A reporting system supplements the management review process by providing management with frequent reports concerning loan production, loan quality, internal loan classification, concentrations of credit, loan delinquencies, non-performing, and potential problem loans. Loan portfolio diversification is an important factor utilized by Valley to manage its risk across business sectors and through cyclical economic circumstances. Additionally, Valley does not accept crypto assets as loan collateral for any of its loan portfolio classes.

Valley's historical and current loan underwriting practice prohibits the origination of payment option adjustable residential mortgages which allow for negative interest amortization and subprime loans. Virtually all of our residential mortgage loan originations in recent years have conformed to rules requiring documentation of income, assets sufficient to close the transactions and debt to income ratios that support the borrower's ability to repay under the loan's proposed terms and conditions. These rules are applied to all loans originated for retention in our portfolio or for sale in the secondary market.

See Item 1 "Business" and Note 5 to the consolidated financial statements of Valley's Annual Report for additional information.

Valley maintains an ACL for financial assets measured at amortized cost. The ACL consists of the allowance for loan losses unfunded loan commitments (together, the "allowance of credit losses for loans"), and the allowance for credit losses for held to maturity securities. The estimate of expected credit losses under the CECL methodology is based on relevant information about the past events, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amounts. Our methodology to establish the allowance for loan losses has two basic components: (i) a collective reserve component for estimated lifetime expected credit losses for pools of loans that share common risk characteristics and (ii) an individual reserve component for loans that do not share risk characteristics, consisting of collateral dependent loans. Valley also maintains a separate allowance for unfunded

credit commitments mainly consisting of reserves for credit losses on undisbursed non-cancellable lines of credit, new loan commitments and commercial standby letters of credit.

Valley estimates the collective ACL using a current expected credit losses methodology which is based on relevant information about historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the loan balances. In estimating the component of the allowance on a collective basis, we use a transition matrix model which calculates an expected life of loan loss percentage for each loan pool by generating probability of default and loss given default metrics. The metrics are based on the migration of loans within the commercial and industrial loan categories from performing to loss by credit quality rating or delinquency categories using historical life-of-loan analysis periods for each loan portfolio pool, and the severity of loss, based on the aggregate net lifetime losses. The model's expected losses based on loss history are adjusted for qualitative factors. Among other things, these adjustments include and account for differences in: (i) the impact of the reasonable and supportable economic forecast, relative probability weightings and reversion period, (ii) other asset specific risks to the extent that they do not exist in the historical loss information, and (iii) net expected recoveries of charged off loan balances. These adjustments are based on qualitative factors not reflected in the quantitative model but are likely to impact the measurement of estimated credit losses. The expected lifetime loss rate is the life of loan loss percentage from the transition matrix model plus the impact of the adjustments for qualitative factors. The expected credit losses are the product of multiplying the model's expected lifetime loss rate by the exposure at default at period end on an undiscounted basis.

For further discussion regarding CECL methodology and information regarding Valley's policy for determining past due or delinquency status, placing loans on non-accrual, returning loans to accrual status, and charging-off uncollectible amounts, refer to "Allowance for Credit Losses for Loans" section in Note 1 to the consolidated financial statements of Valley's Annual Report.

Credit Risk Exposures

The following tables provide the exposure information for the credit portfolios including on- and off-balance sheet exposures, debt securities, and derivatives as of December 31, 2024. On-balance sheet exposures include the spot exposure as of December 31, 2024, and the daily average for the fourth quarter 2024 exposure amount.

Table 4: On-Balance Sheet Credit Risk Exposures

On-Balance Sheet Exposures Type	(\$ in thousands)	
	Total	Average
Commercial and industrial	\$ 9,931,400	\$ 9,907,638
Commercial real estate	26,530,225	26,845,025
Construction	3,123,483	3,779,916
Residential mortgage	5,649,447	5,685,802
Consumer	3,590,837	3,511,749
Total on-balance sheet	\$ 48,825,392	\$ 49,730,130
Less: Loans held for sale, at fair value	25,681	521,003
Total loan portfolio	\$ 48,799,711	\$ 49,209,127

Table 5: Off-Balance Sheet, Investment Securities, and Derivatives Credit Risk Exposures

		(\$ in thousands)
Exposures		Total
Total on-balance sheet	\$	48,825,392
Commitments under commercial loans and lines of credit		10,303,607
Home equity and other revolving lines of credit		1,913,626
Standby letters of credit		524,108
Outstanding residential mortgage loan commitments		111,696
Commitments under unused lines of credit—credit card		146,832
Commitments to sell loans		28,561
Commercial letters of credit		26,639
Total off-balance sheet		13,055,069
Total investment securities		6,972,810
Derivatives		773,708
Total credit risk exposure	\$	69,626,979

The following table presents the distribution of credit exposure by geography as of December 31, 2024. For the tables below, geography is considered as the location of the collateral for exposures collateralized by real estate.

Table 6: Credit Exposures by Geography

						(\$ in thousands)
State	Commercial and Industrial	Commercial Real Estate	Residential Mortgage	Consumer		Total
New York	\$ 2,380,333	\$ 9,425,827	\$ 1,508,569	\$ 1,007,797	\$	14,322,526
Florida	2,846,615	8,411,370	1,475,810	611,301		13,345,096
New Jersey	1,858,137	5,947,952	1,888,368	1,159,515		10,853,972
California	490,658	1,054,994	96,703	37,190		1,679,545
Illinois	447,906	371,281	4,599	14,057		837,843
Alabama	69,121	383,678	34,812	92,624		580,235
Other	1,838,630	4,058,606	640,586	668,353		7,206,175
Total	9,931,400	29,653,708	5,649,447	3,590,837		48,825,392
Less: Loans held for sale	—	8,750	16,931	—		25,681
Total loan portfolio	\$ 9,931,400	\$ 29,644,958	\$ 5,632,516	\$ 3,590,837	\$	48,799,711

The following table presents the distribution of credit exposure by industry as of December 31, 2024.

Table 7: Credit Exposure by Industry

		Total	(\$ in thousands) Percent of Total
Commercial and industrial	\$	9,931,400	20%
Commercial real estate:			
Non owner-occupied		12,344,355	25%
Multifamily		8,299,250	17%
Owner occupied		5,886,620	12%
Total		26,530,225	54%
Construction		3,114,733	7%
Total commercial real estate loans		29,644,958	61%
Residential mortgage		5,632,516	12%
Consumer			
Home equity		604,433	1%
Automobile		1,901,065	4%
Other consumer		1,085,339	2%
Total consumer loans		3,590,837	7%
Total loan portfolio	\$	48,799,711	100%

The following table presents the allowance reconciliation by exposure type from September 30, 2024 to December 31, 2024.

Table 8: Allowance Reconciliation

	(\$ in thousands)				
	Commercial and Industrial	Commercial Real Estate	Residential Mortgage	Consumer	Total
Beginning at September 30, 2024	\$ 166,365	\$ 309,028	\$ 51,545	\$ 21,389	\$ 548,327
Loans charged-off	(31,784)	(69,218)	(29)	(2,621)	(103,652)
Charged-off loans recovered	1,452	3,138	81	673	5,344
Net loan (charge-offs) recoveries	(30,332)	(66,080)	52	(1,948)	(98,308)
Provision for credit losses for loans	36,969	61,200	7,298	3,364	108,831
Balance at December 31, 2024	\$ 173,002	\$ 304,148	\$ 58,895	\$ 22,805	\$ 558,850

Net loan charge-offs totaled \$98.3 million for the fourth quarter 2024 as compared to \$42.9 million for the third quarter 2024. Total gross loan charge offs were \$103.7 million for the fourth quarter 2024 and included full and partial charge-offs totaling \$54.1 million and \$29.1 million related to two non-performing CRE loan relationships and two C&I loan relationships, respectively.

The allowance for credit losses for loans, comprised of our allowance for loan losses and unfunded credit commitments, as a percentage of total loans was 1.17 percent at December 31, 2024 and 1.14 percent at September 30, 2024. During the fourth quarter 2024, the provision for credit losses for loans totaled \$107.0 million as compared to \$75.0 million for the third quarter 2024. The increase in the provision for credit losses was mainly driven by the impact of loan charge-offs, increased quantitative reserves allocated to CRE loans, higher specific reserves associated with collateral dependent loans, and continued growth in the C&I loan category, partially offset by a decline in qualitative and economic forecast reserves at December 31, 2024.

For additional information regarding the allowance for credit losses for loans, see Note 5 to the consolidated financial statements of Valley's Annual Annual Report.

The following table presents the distribution of loan maturities by exposure type as of December 31, 2024.

Table 9: Loan Maturities by Exposure Type

	(\$ in thousands)				
	1 Year or Less	1 to 5 Years	5 to 15 Years	Greater than 15 Years	Total
Commercial and industrial	\$ 2,208,501	\$ 4,638,823	\$ 2,793,268	\$ 290,808	\$ 9,931,400
Commercial real estate	3,117,541	10,527,207	10,348,661	2,536,816	26,530,225
Construction	1,270,952	1,212,507	403,598	227,676	3,114,733
Residential mortgage	16,893	229,038	435,125	4,951,460	5,632,516
Consumer	103,265	968,457	2,440,404	78,711	3,590,837
Total	\$ 6,717,152	\$ 17,576,032	\$ 16,421,056	\$ 8,085,471	\$ 48,799,711

The following table presents commitments and letters of credit maturities by exposure as of December 31, 2024.

Table 10: Commitments and Letters of Credit Maturities by Exposure Type

	(\$ in thousands)			
	1 Year or Less	1 to 5 Years	Greater than 5 Years	Total
Commitments under commercial loans and lines of credit	\$ 5,223,974	\$ 3,656,192	\$ 1,423,441	\$ 10,303,607
Home equity and other revolving lines of credit	1,913,626	—	—	1,913,626
Standby letters of credit	373,307	150,801	—	524,108
Outstanding residential mortgage loan commitments	111,696	—	—	111,696
Commitments under unused lines of credit—credit card	94,244	52,588	—	146,832
Commitments to sell loans	28,561	—	—	28,561
Commercial letters of credit	26,639	—	—	26,639
Total	\$ 7,772,047	\$ 3,859,581	\$ 1,423,441	\$ 13,055,069

The following table presents the loans past due and non-accrual by geography as of December 31, 2024.

Table 11: Past Due and Non-Accrual Loans by Geography

	(\$ in thousands)		
	30-89 Days Past Due	90 or More Days Past Due	Non-Accrual Loans
New York	\$ 12,197	\$ 774	\$ 188,448
Florida	29,530	850	25,565
New Jersey	27,806	258	66,646
California	18,801	40	4,845
Illinois	29	18	195
Alabama	657	82	2,700
Other	4,285	3,867	71,099
Total	\$ 93,305	\$ 5,889	\$ 359,498

The following table presents the loans past due and non-accrual by industry as of December 31, 2024.

Table 12: Past Due and Non-Accrual Loans by Industry

	(\$ in thousands)		
	30-89 Days Past Due	90 or More Days Past Due	Non-Accrual Loans
Commercial and industrial	\$ 3,396	\$ 1,307	\$ 136,675
Commercial real estate			
Commercial real estate	45,805	—	157,231
Construction	—	—	24,591
Total commercial real estate loans	45,805	—	181,822
Residential mortgage	27,068	3,533	36,786
Consumer			
Home equity	1,832	—	3,961
Automobile	9,929	407	230
Other consumer	5,275	642	24
Total consumer loans	17,036	1,049	4,215
Total	\$ 93,305	\$ 5,889	\$ 359,498

VI. GENERAL DISCLOSURES FOR COUNTERPARTY CREDIT RISK-RELATED EXPOSURES

Counterparty Credit Risk Management

Valley is exposed to counterparty credit risk when one of the parties it makes transactions with may fail to complete contractual obligations. This risk comes from various types of transactions such as: securities sold under agreement to repurchase, margin loans, transactions cleared through a central counterparty, syndicated risk participants and derivatives contracts. Existing agreements are structured in a manner that there would be no change in collateral posting requirements in the event of Valley's credit downgrade.

By using derivatives, Valley is exposed to credit risk if counterparties to the derivative contracts do not perform as expected. Management attempts to minimize counterparty credit risk through credit approvals, limits, monitoring procedures, and obtaining collateral where appropriate. Credit risk exposure associated with derivative contracts is managed at Valley in conjunction with Valley's consolidated counterparty risk management process. Valley's

counterparties and the related risk limits monitored by management are periodically reviewed and approved by the Board.

Certain financial instruments, including certain OTC derivatives (mostly interest rate swaps) and repurchase agreements (accounted for as secured long-term borrowings), may be eligible for offset in the consolidated statements of financial condition and/or subject to master netting arrangements or similar agreements. OTC derivatives include interest rate swaps executed and settled bilaterally with counterparties without the use of an organized exchange or central clearing house (presented in the table below). The credit risk associated with bilateral OTC derivatives is managed through obtaining collateral and enforceable master netting agreements.

Valley is party to master netting arrangements with its financial institution counterparties; however, Valley does not offset assets and liabilities under these arrangements for financial statement presentation purposes. The master netting arrangements provide for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral, usually in the form of cash or marketable investment securities, is posted by or received from the counterparty with net liability or assets positions, respectively, in accordance with contract thresholds. Master repurchase agreements which include “right of set-off” provisions generally have a legally enforceable right to offset recognized amounts. In such cases, the collateral would be used to settle the fair value of the swap or repurchase agreement should Valley be in default. Total amount of collateral held or pledged cannot exceed the net derivative fair values with the counterparty.

Valley utilizes CEM which is an OCC approved method for calculating credit exposure resulting from a derivative transaction for the purpose of calculating a bank’s adherence to its legal lending limit under Dodd-Frank Act Section 610. Under CEM, Valley calculates the credit exposure for derivative transactions by adding the current exposure (the greater of zero or the mark-to-market value) and the PFE (calculated by multiplying the notional amount by a specific conversion factor which varies based on the type and remaining maturity of the contract) of the derivative transactions. CEM incorporates additional calculations for netting arrangements and collateral and uses multipliers that are tailored to computing the PFE of derivative transactions. In addition, because of its use in the capital rules, the CEM is familiar to both industry and regulators as an available measure of derivative exposure and its use for measuring credit exposure under the lending limits rule would therefore introduce less burden and operational risk than would the use of a different methodology for regulatory purposes. Valley’s Credit Risk Management Department is responsible for monitoring individual exposures in accordance with all lending limits for Valley. Total net credit exposure to the counterparty is managed to not exceed 2 percent of the Valley’s equity. At December 31, 2024, Valley was compliant with the counterparty limit.

Derivative Financial Instruments

The following table provides the gross information for Valley’s counterparty credit risk-related exposures as of December 31, 2024.

Table 13: Derivative Financial Instruments

	(\$ in thousands)			
	Notional Amount		Other Assets	Other Liabilities
Fair value hedge interest rate swaps	\$	780,322	\$ 2,419	\$ 13,993
Total derivatives designated as hedging instruments		780,322	2,419	13,993
Derivatives not designated as hedging instruments				
Interest rate swaps and other contracts *		16,209,499	423,683	423,492
Foreign currency derivatives		1,688,338	18,011	16,488
Mortgage banking derivatives		45,752	150	192
Credit default swap		1,142,026	—	35
Total derivatives not designated as hedging instruments	\$	19,085,615	\$ 441,844	\$ 440,207
Gross derivative values presented in the consolidated statements of financial condition in the Form 10-K	\$	19,865,937	\$ 444,263	\$ 454,200

* Other derivative contracts include risk participation agreements.

As of December 31, 2024, cash collateral received and pledged was \$359.9 million and \$10.9 million, respectively.

The table below presents information about Valley's financial instruments that are eligible for offset in the consolidated statements of financial condition as of December 31, 2024.

Table 14: Eligible Financial Instruments

	(\$ in thousands)							
	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Financial Instruments	Cash Collateral*	Net Amount		
Assets:								
Interest rate swaps	\$ 426,102	\$ —	\$ 426,102	\$ 32,571	\$ (358,520)	\$ 100,153		
Liabilities:								
Interest rate swaps	\$ 437,485	\$ —	\$ 437,485	\$ (32,571)	\$ —	\$ 404,914		

* Cash collateral received from or pledged to our counterparties in relation to market value exposures of OTC derivative contracts in an asset/liability position.

The following table provides the notional amount of purchased and sold credit derivatives related to risk participation agreements with external lenders as of December 31, 2024.

Table 15: Purchased and Sold Credit Derivatives

	(\$ in thousands)	
	Purchased	Sold
Credit default swap	\$ 1,142,026	\$ —
Swap participations	583,206	238,809

VII. CREDIT RISK MITIGATION

General Credit Risk Mitigation

Loans are well documented in accordance with specific and detailed underwriting policies and verification procedures. General underwriting guidance is consistent across all loan types with possible variations in procedures and due diligence dictated by specific loan requests. Due diligence standards require acquisition and verification of sufficient financial information to determine a borrower's or guarantor's credit worthiness, capital support, capacity to repay, collateral support, and character. Credit worthiness is generally verified using personal or business credit reports from independent credit reporting agencies. Capacity to repay the loan is based on verifiable liquidity and earnings capacity as shown on financial statements and/or tax returns, banking activity levels, operating statements, rent rolls or independent verification of employment. Finally, collateral valuation is determined via appraisals from independent, bank-approved, certified, or licensed property appraisers, valuation services, or readily available market resources.

Credit Concentrations

As of December 31, 2024, approximately 73.6 percent of Valley's gross loans consisted of commercial real estate (including construction loans), residential mortgage, and home equity loans. The remaining 26.4 percent at December 31, 2024 consisted of loans not collateralized by real estate. While commercial real estate lending remains a key pillar of the success of our relationship banking model and our lending expertise, we continue to proactively diversify our loan portfolio by reducing new originations of certain types of commercial real estate lending, such as non-owner occupied and multifamily loans. We remain focused on growing our commercial and industrial, owner

occupied commercial real estate, and consumer loan portfolio. We also continued to diversify the types of borrowers within our geographic concentrations in New Jersey, the New York City metropolitan area, including Westchester County, New York, and Florida.

Total loans decreased \$555.6 million, or 4.5 percent on an annualized basis, to \$48.8 billion at December 31, 2024 from September 30, 2024 mainly as a result of bulk sales of commercial real estate and construction loans completed in the fourth quarter 2024 and commercial real estate loans repayment activity which outpaced new and refinanced loan volumes due to the planned lower production within the non-owner occupied and multifamily loan categories. Loans held for sale are presented separately from total loans on the consolidated statements of financial condition totaled \$25.7 million and \$843.2 million at December 31, 2024 and September 30, 2024, respectively. During the fourth quarter 2024, we transferred and subsequently sold \$151 million of performing CRE loans that were not previously identified as loans held for sale at September 30, 2024.

Commercial and industrial loans increased \$132.1 million to \$9.9 billion at December 31, 2024 from September 30, 2024. The organic growth during was largely due to our continued multi-year strategic initiative to expand new loan production from diverse relationship-driven middle market businesses in our primary markets, as well as nationwide businesses.

Commercial real estate loans (excluding construction loans) decreased \$384.5 million to \$26.5 billion at December 31, 2024 from December 31, 2023 primarily due to repayments of non-owner occupied and multifamily loans, the sale \$151 million of loans from these categories not previously identified as loans held for sale. We continue to be highly selective on new CRE loan originations in an effort to reduce loan concentrations within the non-owner occupied and multifamily loan categories. At December 31, 2024, our CRE loan concentration ratio declined to 362 percent as compared to 421 percent and 474 percent at September 30, 2024 and December 31, 2023, respectively. During the second quarter 2024, we reassessed the loan classification of skilled nursing facility loans based on the qualifying criteria for owner occupied loans outlined in the applicable bank regulatory reporting guidance. As a result, we reclassified loans totaling approximately \$1.1 billion from non-owner occupied to owner occupied loans during the second quarter 2024. Overall, commercial real estate loans are well-diversified across our footprint areas in Florida, Alabama, New Jersey, New York and Manhattan with a combined weighted average loan to value ratio of 58 percent and debt service coverage ratio of 1.66 at December 31, 2024 as compared to 58 percent and debt service coverage ratio of 1.62 at September 30, 2024.

Construction loans decreased \$372.7 million to \$3.1 billion at December 31, 2024 from September 30, 2024 mostly due to the migration of completed projects to both internal and external permanent financing (mostly owner occupied) and a low level of new advances on existing projects. We also sold approximately \$14.2 million of construction loans to an unrelated party during fourth quarter 2024.

Residential mortgage loans totaled \$5.6 billion at December 31, 2024 and decreased \$51.6 million from September 30, 2024 largely due to lower prepayment activity and continued retention of a higher percentage of new loan volumes for investment rather than for sale. Our new and refinanced residential mortgage loan originations totaled \$182.0 million for December 31, 2024 as compared to \$179.3 million in September 30, 2024. The volume of residential mortgage loan applications remained relatively low largely due to the stubbornly high level of mortgage interest rates, as well as declines in new home purchase activity which may continue to challenge our ability to grow this loan category in 2025. Valley also sold \$75.5 million of residential mortgage loans during the fourth quarter 2024.

Consumer loans increased \$121.1 million to \$3.6 billion at December 31, 2024 from September 30, 2024 mainly due to increases in automobile and home equity loans, partially offset by lower other consumer loans.

Automobile loans increased by \$77.3 million, or 17.0 percent on an annualized basis, to \$1.9 billion at December 31, 2024 as compared to September 30, 2024 mainly due to continued consumer demand generated by our indirect auto dealer network and low prepayment activity within the portfolio.

Home equity loans increased \$23.3 million to \$604.4 million at December 31, 2024 compared to September 30, 2024 largely due to moderate increases in pre-existing line utilization, while new home equity loan originations remain challenged due to the unfavorable high interest rate environment.

Other consumer loans increased \$20.5 million to \$1.1 billion at December 31, 2024 as compared to September 30, 2024, primarily due to the negative impact of high market interest rates on the demand and usage of collateralized personal lines of credit, however, the usage of collateralized personal lines of credit showed a slight increase during the fourth quarter 2024.

A significant part of our lending is in northern and central New Jersey, New York City, Long Island and Florida. To mitigate our geographic risks, we make efforts to maintain a diversified portfolio as to type of borrower and loan to guard against a potential downward turn in any one economic sector.

Looking forward to 2025, we continue to proactively diversify our loan portfolio by reducing new originations of certain types of commercial real estate lending, such as non-owner occupied and multifamily loans through highly selective new loan origination. We also intend to focus greater efforts on commercial and industrial loan products. For 2025, we expect an overall loan growth, net of continued runoff from scheduled maturities of commercial real estate non-owner occupied and multifamily loans, in the range of 3 to 5 percent based on total loans at December 31, 2024. However, there can be no assurance that we will achieve such levels given the potential for unforeseen changes in the market and other conditions detailed in our risk factors set forth under Item 1A. Risk Factors of Valley's Annual Report for the year ended December 31, 2024.

Management realizes that some degree of risk must be expected in the normal course of lending activities. Allowances are maintained to absorb such lifetime expected credit losses inherent in the portfolio. For more information, see the "Loan Portfolio Risk Elements and Credit Risk Management" section within Note 5 of the consolidated financial statements of Valley's Annual Report.

The following table provides the total exposure that is covered by guarantees by portfolio as of December 31, 2024. The guarantees are SBA guaranteed loans with a 0 percent risk-weighting. Valley does not utilize credit derivatives for the purposes of calculating risk-weighted assets.

Table 16: Total Exposure Covered by SBA Guarantees

	(\$ in thousands)	
	Exposure Covered by Guarantees	
Commercial and industrial	\$	17,762
Commercial real estate		13,579
Total	\$	31,341

VIII. SECURITIZATION

Valley and its subsidiaries did not hold securitization exposures at December 31, 2024.

IX. EQUITIES NOT SUBJECT TO MARKET RISK RULE

Equity Risk

The Market Risk Rule under the Federal Reserve's regulatory capital framework applies to institutions with aggregate trading assets and liabilities of greater than \$1 billion or 10 percent of total assets at December 31, 2024. Both Valley and the Bank had aggregate trading assets and liabilities below this threshold at December 31, 2024, and therefore are not subject to the Market Risk Rule.

Valley owns equity securities, not held for trading purposes, consisting of two publicly traded mutual funds, CRA investments and several other equity investments we have made in companies that develop new financial technologies and in partnerships that invest in such companies. Our CRA and other equity investments are a mix of both publicly traded entities and privately held entities. In addition, Valley owns Federal Reserve Bank and Federal Home Loan Bank stock which are considered non-marketable equity securities and reported in other assets at cost which equals to their redeemable carrying amounts.

In accordance with Basel III requirements, Valley utilized the simple risk-weighted approach to determine risk-weighted assets for equity exposures. The risk-weighted amount of Valley's equity exposure is based on the adjusted carrying value of the equity exposure.

See additional information on equity risk pertaining to capital gains and valuation of equity holdings not subject to market risk rule under – "Interest Rate Sensitivity," – "Liquidity and Cash Requirements" and – "Capital Adequacy" sections of Valley's Annual Report the year ended December 31, 2024.

Book Value and Fair Value of Equity Exposures Not Subject to the Market Risk Rule

The following table presents Valley's equity investments not subject to the Market Risk rule as of December 31, 2024.

Table 17: Equity Investments Not Subject to the Market Risk Rule

Equity Investments	(\$ in thousands)	
	Carrying Value	
Non-publicly traded equity investments	\$	376,367
Publicly traded equity investments		23,642
Total equity investments not subject to the Market Risk rule	\$	400,009

Valley had no realized or unrealized gains and losses due to the sale of equity securities during the fourth quarter 2024.

Capital Requirements of Equity Investment Exposures by Risk-Weighting

The following table presents Valley's equity exposures by type and risk-weight as of December 31, 2024.

Table 18: Equity Exposures by Type and Risk-Weight

Simple Risk-Weighted Approach	Exposures	Risk-Weighted Assets	(\$ in thousands)	
			Risk-Weight	
Federal Reserve Bank stock	\$ 163,273	\$ —	—%	
Federal Home Loan Bank stock	165,224	33,045	20.0	
Equity exposures	71,512	58,370	81.6 *	
Total equity investments not subject to the Market Risk rule	\$ 400,009	\$ 91,415		

* Includes the weighted average risk-weight among various equity exposures.

X. INTEREST RATE RISK FOR NON-TRADING ACTIVITIES

Our success is largely dependent upon our ability to manage interest rate risk. Interest rate risk can be defined as the exposure of our interest rate sensitive assets and liabilities to the movement in interest rates. Our Asset/Liability Management Committee is responsible for managing such risks and establishing policies that monitor and coordinate our sources and uses of funds. Asset/Liability management is a continuous process due to the constant change in interest rate risk factors. In assessing the appropriate interest rate risk levels for us, management weighs the potential benefit of each risk management activity within the desired parameters of liquidity, capital levels and management's tolerance for exposure to income fluctuations. Many of the actions undertaken by management utilize fair value analysis and attempt to achieve consistent accounting and economic benefits for financial assets and their related funding sources. We have predominantly focused on managing our interest rate risk by attempting to match the inherent risk and cash flows of financial assets and liabilities. Specifically, management employs multiple risk management activities, such as optimizing the level of new residential mortgage originations retained in our mortgage portfolio through increasing or decreasing loan sales in the secondary market, product pricing levels, the desired maturity levels for new originations, the composition levels of both our interest earning assets and interest bearing liabilities, as well as several other risk management activities.

We use a simulation model to analyze net interest income sensitivity to movements in interest rates. The simulation model projects net interest income based on various interest rate scenarios over a 12-month period. The model is based on the actual maturity and re-pricing characteristics of rate sensitive assets and liabilities. The model

incorporates certain assumptions which management believes to be reasonable regarding the impact of changing interest rates, non-maturity deposit betas, and the prepayment assumptions of certain assets and liabilities as of December 31, 2024. The model assumes immediate changes in interest rates without any proactive change in the composition or size of the balance sheet, or other future actions that management might undertake to mitigate this risk. In the model, the forecasted shape of the yield curve remains static as of December 31, 2024. The impact of interest rate derivatives, such as interest rate swaps, is also included in the model.

Our simulation model is based on market interest rates and prepayment speeds prevalent in the market as of December 31, 2024. Although the size of Valley's balance sheet is forecasted to remain static as of December 31, 2024, in our model, the composition is adjusted to reflect new interest earning assets and funding originations coupled with rate spreads utilizing our actual originations during the fourth quarter 2024. The model utilizes an immediate parallel shift in market interest rates at December 31, 2024.

The assumptions used in the net interest income simulation are inherently uncertain. Actual results may differ significantly from those presented in the table below, due to the frequency and timing of changes in interest rates and changes in spreads between maturity and re-pricing categories. Overall, our net interest income is affected by changes in interest rates and cash flows from our loan and investment portfolios. We actively manage these cash flows in conjunction with our liability mix, duration and interest rates to optimize the net interest income, while structuring the balance sheet in response to actual or potential changes in interest rates. Additionally, our net interest income is impacted by the level of competition within our marketplace. Competition can negatively impact the level of interest rates attainable on loans and increase the cost of deposits, which may result in downward pressure on our net interest margin in future periods. Other factors, including, but not limited to, the slope of the yield curve and projected cash flows will impact our net interest income results and may increase or decrease the level of asset sensitivity of our balance sheet.

Convexity is a measure of how the duration of a financial instrument changes as market interest rates change. Potential movements in the convexity of bonds held in our investment portfolio, as well as the duration of the loan portfolio may have a positive or negative impact on our net interest income in varying interest rate environments. As a result, the increase or decrease in forecasted net interest income may not have a linear relationship to the results reflected in the table below. Management cannot provide any assurance about the actual effect of changes in interest rates on our net interest income.

The following table reflects management's expectations of the change in our net interest income over the next 12-month period considering the aforementioned assumptions. While an instantaneous and severe shift in interest rates was used in this simulation model, we believe that any actual shift in interest rates would likely be more gradual and would therefore have a more modest impact than shown in the table below.

Table 19: Changes in Interest Rates

(\$ in thousands)			
Estimated Change in Future Net Interest Income			
Changes In Interest Rate (in basis points)	Dollar Change		Percentage Change
+300	\$	155,505	8.48%
+200		105,300	5.75
+100		53,232	2.90
-100		(59,207)	(3.23)
-200		(120,217)	(6.56)
-300		(180,067)	(9.82)

For more information see – "Interest Rate Sensitivity" in Valley's Annual Report.

The following table presents a summary of references to Valley's Annual Report and FR Y-9C consolidated financial statement.

Table 20: Disclosures Mapping Table

Disclosure Requirement	2024 Form 10-K	Q4 2024 FR Y-9C
Table 1: Scope of Application	<ul style="list-style-type: none"> Item 1. Business (Business, Basis of Presentation) Summary of Significant Accounting Policies (Note 1) Regulatory and Capital Requirements (Note 17) 	
Table 2: Capital Structure	Regulatory and Capital Requirements (Note 17)	
Table 3: Capital Adequacy	Item 1. Business (Risk Management)	Schedule HC-R
Table 4: Capital Conservation Buffer	<ul style="list-style-type: none"> Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (Capital Adequacy) Regulatory and Capital Requirements (Note 17) 	
Table 5: Credit Risk – General Disclosure	<ul style="list-style-type: none"> Item 1. Business (Credit Risk Management and Underwriting Approach, Changes in Loan Portfolio Composition) Summary of Significant Accounting Policies (Note 1) Loans and Allowance for Credit Losses for Loans (Note 5) Item 7. MD&A (Loan Portfolio, Investment Securities Portfolio) Commitments and Contingencies (Note 15) (Financial Instruments with Off-balance Sheet Risk) 	Schedule HC-R
Table 6: General Disclosures for Counterparty Credit Risk Related Exposures	<ul style="list-style-type: none"> Commitments and Contingencies (Note 15) (Derivative Instruments and Hedging Activities) Balance Sheet Offsetting (Note 16) 	
Table 7: Credit Risk Mitigation	<ul style="list-style-type: none"> Item 1. Business (Credit Risk Management and Underwriting Approach, Changes in Loan Portfolio Composition) Item 7. MD&A (Asset Concentration and Risk Elements) Loans and Allowance for Credit Losses for Loans (Note 5) (Loan Portfolio Risk Elements and Credit Risk Management) 	
Table 8: Securitization	Not Applicable	Not Applicable
Table 9: Equities Not Subject to Market Risk Rule	<ul style="list-style-type: none"> Item 7. MD&A (Interest Rate Sensitivity, Liquidity and Cash Requirements, Capital Adequacy) Fair Value Measurements of Assets and Liabilities (Note 3) (Assets and Liabilities Measured at Fair Value on a Recurring Basis) 	
Table 10: Interest Rate Risk for Non-Trading Activities	Item 7. MD&A (Interest Rate Sensitivity)	

APPENDIX

The following terms were used in Valley's BASEL III Regulatory Capital Disclosures Report.

Term	Definition
ACL	Allowance for Credit Losses
Board	Board of Directors of Valley National Bancorp
Capital Rule or Basel III	Capital rules under a global regulatory framework developed by the Basel
CCB	Capital Conservation Buffer
CECL	Current Expected Credit Losses
CEM	Current Exposure Methodology
CET1	Common Equity Tier 1
C&I	Commercial and Industrial
CRA	Community Reinvestment Act
CRE	Commercial Real Estate
CRE loan concentration ratio	Total commercial real estate loans held for investment and held for sale, excluding owner occupied loans, as a percentage of total risk-based capital
FINRA	Financial Industry Regulatory Authority
FR Y-9C	Consolidated Financial Statements for Bank Holding Companies
GAAP	U.S. Generally accepted accounting principles
MD&A	Management Discussion and Analysis
Market Risk Rule	Market Risk Capital Rule (FR 4201; OMB No. 7100-0314)
OCC	Office of the Comptroller of the Currency
OTC	Over the counter
PFE	Potential Future Exposure
SBA	Small Business Administration
SEC	Securities and Exchange Commission
The Bank	Valley National Bank
Valley	May refer to Valley National Bancorp individually, Valley National Bancorp subsidiaries, as the context requires (interchangeable with the "Company")
Valley's Annual Report	Valley's Annual Report on Form 10-K for the year ended December 31, 2024.