UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

☑ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended March 31, 2024

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

Commission File No. 0-15950

FIRST BUSEY CORPORATION
(Exact name of registrant as specified in its charter)

Nevada	**37-1078406**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 W. University Ave. Champaign, Illinois	61820
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: **(217) 365-4544**

N/A
(Former name, former address, and former fiscal year, 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, $.001 par value	BUSE	The Nasdaq Stock Market LLC

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

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

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

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

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

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

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

Class	Outstanding at May 7, 2024
Common Stock, $.001 par value	56,729,312

FIRST BUSEY CORPORATION
FORM 10-Q
March 31, 2024
Table of Contents

GLOSSARY

We use acronyms, abbreviations, and other terms throughout this Quarterly Report, as defined in the glossary below:

Term	Definition
2020 Equity Plan	First Busey Corporation Amended 2020 Equity Incentive Plan
2021 ESPP	First Busey Corporation 2021 Employee Stock Purchase Plan
401(k) Plan	First Busey Corporation Profit Sharing Plan and Trust
ACL	Allowance for credit losses
Annual Report	Annual report filed with the SEC on Form 10-K pursuant to Section 13 or 15(d) of the Exchange Act
AOCI	Accumulated other comprehensive income (loss)
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Basel III	2010 capital accord adopted by the international Basel Committee on Banking Supervision
Basel III Rule	Regulations promulgated by U.S. federal banking agencies – the Office of the Comptroller of the Currency, the Federal Reserve, and the FDIC – to both enforce implementation of certain aspects of the Basel III capital reforms and effect certain changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act
BHCA	Bank Holding Company Act of 1956, as amended
bps	basis points
C&I	Commercial and industrial loans
CAC	Cummins-American Corp.
CECL	ASU 2016-13, codified as ASC Topic 326 "Financial Instruments-Credit Losses," which established the Current Expected Credit Losses methodology for measuring credit losses on financial instruments
CFPB	Consumer Financial Protection Bureau
Current Report	Current report filed with the SEC on Form 8-K pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
DSU	Deferred stock unit
Exchange Act	Securities Exchange Act of 1934, as amended
Fair value	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, as defined in ASC Topic 820 "Fair Value Measurement"
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
Federal Reserve	Board of Governors of the Federal Reserve System
FHLB	Federal Home Loan Bank
First Busey	First Busey Corporation, together with its wholly-owned consolidated subsidiaries; also, "Busey," the "Company," "we," "us," and "our"
FirsTech	FirsTech, Inc.
FOMC	Federal Open Market Committee
GAAP	U.S. Generally Accepted Accounting Principles
LIBOR	London Interbank Offered Rate
M&M	Merchants and Manufacturers Bank Corporation
M&M Bank	Merchants and Manufacturers Bank
Nasdaq	National Association of Securities Dealers Automated Quotations

Term	Definition
NM	Not meaningful
NMTC	New Markets Tax Credit
OCI	Other comprehensive income (loss)
OREO	Other real estate owned
PCD	Purchased credit deteriorated
PSU	Performance stock unit
Quarterly Report	Quarterly report filed with the SEC on Form 10-Q pursuant to Section 13 or 15(d) of the Exchange Act
RSU	Restricted stock unit
SBA	U.S. Small Business Administration
SEC	U.S. Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended
SOFR	Secured Overnight Financing Rate published by the Federal Reserve
Stock Repurchase Plan	Stock repurchase program approved by First Busey Corporation's board of directors on February 3, 2015
Term Loan	$60 million term loan provided for in the Second Amended and Restated Credit Agreement, dated May 28, 2021
U.S.	United States of America
U.S. Treasury	U.S. Department of the Treasury

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FIRST BUSEY CORPORATION
CONSOLIDATED BALANCE SHEETS (Unaudited)
(dollars in thousands)

	As of	
	March 31, 2024	December 31, 2023
Assets		
Cash and cash equivalents:		
Cash and due from banks	$ 93,091	$ 134,680
Interest-bearing deposits	497,980	584,901
Total cash and cash equivalents	591,071	719,581
Debt securities available for sale	1,898,072	2,087,571
Debt securities held to maturity	862,218	872,628
Equity securities	9,790	9,812
Loans held for sale	6,827	2,379
Portfolio loans (net of ACL of $91,562 at March 31, 2024, and $91,740 at December 31, 2023)	7,496,515	7,559,294
Premises and equipment, net	121,506	122,594
Right of use assets	10,590	11,027
Goodwill	317,873	317,873
Other intangible assets, net	33,582	35,991
Cash surrender value of bank owned life insurance	182,105	182,975
Other assets	357,309	361,690
Total assets	$ 11,887,458	$ 12,283,415
Liabilities and stockholders' equity		
Liabilities		
Deposits:		
Noninterest-bearing	$ 2,784,338	$ 2,834,655
Interest-bearing	7,175,853	7,456,501
Total deposits	9,960,191	10,291,156
Securities sold under agreements to repurchase	147,175	187,396
Short-term borrowings	—	12,000
Long-term debt	—	18,000
Subordinated notes, net of unamortized issuance costs	223,100	222,882
Junior subordinated debt owed to unconsolidated trusts	72,040	71,993
Lease liabilities	10,896	11,308
Other liabilities	191,405	196,699
Total liabilities	10,604,807	11,011,434
Outstanding commitments and contingent liabilities (see Notes 4 and 10)		
Stockholders' equity		
Common stock, ($.001 par value; 100,000,000 shares authorized)	58	58
Additional paid-in capital	1,324,999	1,323,595
Retained earnings	248,412	237,197
AOCI	(222,190)	(218,803)
Total stockholders' equity before treasury stock	1,351,279	1,342,047
Treasury stock at cost	(68,628)	(70,066)
Total stockholders' equity	1,282,651	1,271,981
Total liabilities and stockholders' equity	$ 11,887,458	$ 12,283,415
Shares		
Common shares issued	58,116,969	58,116,969
Less: Treasury shares	(2,816,961)	(2,872,850)
Common shares outstanding	55,300,008	55,244,119

See accompanying Notes to Consolidated Financial Statements (Unaudited).

FIRST BUSEY CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(dollars in thousands, except per share amounts)

	Three Months Ended March 31,	
	2024	2023
Interest income		
Interest and fees on loans	$ 99,325	$ 89,775
Interest and dividends on investment securities:		
Taxable interest income	19,597	19,599
Non-taxable interest income	340	743
Other interest income	6,471	988
Total interest income	125,733	111,105
Interest expense		
Deposits	43,968	14,740
Federal funds purchased and securities sold under agreements to repurchase	1,372	1,222
Short-term borrowings	232	4,822
Long-term debt	296	454
Subordinated notes	3,109	3,097
Junior subordinated debt owed to unconsolidated trusts	989	913
Total interest expense	49,966	25,248
Net interest income	75,767	85,857
Provision for credit losses	5,038	953
Net interest income after provision for credit losses	70,729	84,904
Noninterest income		
Wealth management fees	15,549	14,797
Fees for customer services	7,056	6,819
Payment technology solutions	5,709	5,315
Mortgage revenue	746	288
Income on bank owned life insurance	1,419	1,652
Realized gain on the sale of mortgage servicing rights	7,465	—
Realized net gains (losses) on securities	(6,802)	4
Unrealized net gains (losses) recognized on equity securities	427	(620)
Other income	3,431	3,593
Total noninterest income	35,000	31,848
Noninterest expense		
Salaries, wages, and employee benefits	42,090	40,331
Data processing	6,550	5,640
Net occupancy expense of premises	4,720	4,762
Furniture and equipment expenses	1,813	1,746
Professional fees	2,253	2,058
Amortization of intangible assets	2,409	2,729
Interchange expense	1,611	1,853
FDIC insurance	1,400	1,502
Other expense	7,923	9,782
Total noninterest expense	70,769	70,403
Income before income taxes	34,960	46,349
Income taxes	8,735	9,563
Net income	$ 26,225	$ 36,786
Basic earnings per common share	$ 0.47	$ 0.66
Diluted earnings per common share	$ 0.46	$ 0.65
Dividends declared per share of common stock	$ 0.24	$ 0.24

See accompanying Notes to Consolidated Financial Statements (Unaudited).

FIRST BUSEY CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)
(dollars in thousands)

	Three Months Ended March 31,	
	2024	2023
Net income	$ 26,225	$ 36,786
OCI:		
Unrealized/Unrecognized gains (losses) on debt securities:		
Net unrealized holding gains (losses) on debt securities available for sale, net of taxes of $2,266, and $(8,749), respectively	(5,681)	21,944
Reclassification adjustment for realized (gains) losses on debt securities available for sale included in net income, net of taxes of $(1,939), and $1, respectively	4,863	(3)
Amortization of unrecognized losses on securities transferred to held to maturity, net of taxes of $(402), and $(483), respectively	1,009	1,210
Net change in unrealized/unrecognized gains (losses) on debt securities	191	23,151
Unrealized gains (losses) on cash flow hedges:		
Net unrealized holding gains (losses) on cash flow hedges, net of taxes of $2,086, and $(1,214), respectively	(5,232)	3,050
Reclassification adjustment for realized (gains) losses on cash flow hedges included in net income, net of taxes of $(659), and ($516), respectively	1,654	1,293
Net change in unrealized gains (losses) on cash flow hedges	(3,578)	4,343
Net change in AOCI	(3,387)	27,494
Total comprehensive income (loss)	$ 22,838	$ 64,280

See accompanying Notes to Consolidated Financial Statements (Unaudited).

FIRST BUSEY CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)
(dollars in thousands, except per share amounts)

	Three Months Ended March 31, 2024						
	Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	AOCI	Treasury Stock	Total Stockholders' Equity
Balance, December 31, 2023	55,244,119	$ 58	$ 1,323,595	$ 237,197	$ (218,803)	$ (70,066)	$ 1,271,981
Cumulative effect of change in accounting principal (ASU 2023-02)	—	—	—	(1,391)	—	—	(1,391)
Net income	—	—	—	26,225	—	—	26,225
OCI, net of tax	—	—	—	—	(3,387)	—	(3,387)
Issuance of treasury stock for ESPP	23,305	—	(124)	—	—	599	475
Net issuance of treasury stock for RSU/PSU/DSU vesting and related tax	32,584	—	(1,235)	—	—	839	(396)
Cash dividends on common stock at $0.24 per share	—	—	—	(13,259)	—	—	(13,259)
Stock dividend equivalents on RSUs/PSUs/DSUs	—	—	360	(360)	—	—	—
Stock-based compensation	—	—	2,403	—	—	—	2,403
Balance, March 31, 2024	55,300,008	$ 58	$ 1,324,999	$ 248,412	$ (222,190)	$ (68,628)	$ 1,282,651

	Three Months Ended March 31, 2023						
	Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	AOCI	Treasury Stock	Total Stockholders' Equity
Balance, December 31, 2022	55,279,124	$ 58	$ 1,320,980	$ 168,769	$ (273,278)	$ (70,552)	$ 1,145,977
Net income	—	—	—	36,786	—	—	36,786
OCI, net of tax	—	—	—	—	27,494	—	27,494
Repurchase of stock	(25,000)	—	—	—	—	(534)	(534)
Issuance of treasury stock for ESPP	30,360	—	(257)	—	—	782	525
Net issuance of treasury stock for RSU/DSU vesting and related tax	8,977	—	(331)	—	—	231	(100)
Net issuance of treasury stock for warrants exercised	994	—	(17)	—	—	26	9
Cash dividends on common stock at $0.24 per share	—	—	—	(13,268)	—	—	(13,268)
Stock dividend equivalents on RSUs/PSUs/DSUs	—	—	363	(363)	—	—	—
Stock-based compensation	—	—	1,669	—	—	—	1,669
Balance, March 31, 2023	55,294,455	$ 58	$ 1,322,407	$ 191,924	$ (245,784)	$ (70,047)	$ 1,198,558

See accompanying Notes to Consolidated Financial Statements (Unaudited).

FIRST BUSEY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(dollars in thousands)

	Three Months Ended March 31,	
	2024	2023
Cash flows provided by (used in) operating activities		
Net income	$ 26,225	$ 36,786
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for credit losses	5,038	953
Amortization of intangible assets	2,409	2,729
Amortization of mortgage servicing rights	468	749
Amortization of NMTC	—	2,221
Depreciation and amortization of premises and equipment	2,378	2,371
Net amortization (accretion) on portfolio loans	1,629	1,803
Net amortization (accretion) of premium (discount) on investment securities	2,535	4,231
Net amortization (accretion) of premium (discount) on time deposits	(20)	(80)
Net amortization (accretion) of premium (discount) on FHLB advances and other borrowings	265	252
Impairment of OREO and other repossessed assets	—	113
Impairment of fixed assets held for sale	48	—
Impairment of mortgage servicing rights	1	1
Unrealized (gains) losses recognized on equity securities, net	(427)	620
(Gain) loss on sales of debt securities, net	6,802	(4)
(Gain) loss on sales of mortgage servicing rights	(7,465)	—
(Gain) loss on sales of loans, net	(269)	(159)
(Gain) loss on sales of OREO and other repossessed assets	(540)	—
(Gain) loss on sales of premises and equipment	(10)	(266)
(Gain) loss on life insurance proceeds	(394)	(707)
(Increase) decrease in cash surrender value of bank owned life insurance	(1,025)	(945)
Provision for deferred income taxes	—	(1,617)
Stock-based compensation	2,403	1,669
Proceeds from the sale of mortgage servicing rights	9,796	—
Mortgage loans originated for sale	(19,296)	(9,524)
Proceeds from sales of mortgage loans	15,241	8,219
(Increase) decrease in other assets	1,613	(2,119)
Increase (decrease) in other liabilities	(10,055)	(2,000)
Net cash provided by (used in) operating activities	37,350	45,296
Cash flows provided by (used in) investing activities		
Purchases of equity securities	(177)	(14)
Purchases of debt securities available for sale	(780)	(2,449)
Proceeds from sales of equity securities	626	14
Proceeds from sales of debt securities available for sale	101,360	—
Proceeds from paydowns and maturities of debt securities held to maturity	11,154	11,708
Proceeds from paydowns and maturities of debt securities available for sale	79,104	107,492
Purchases of FHLB and other bank stock	—	(17,891)
Proceeds from the redemption of FHLB and other bank stock	—	6,086
Net (increase) decrease in loans	56,113	(60,807)
Cash paid for premiums on bank-owned life insurance	(70)	(76)
Proceeds from life insurance	2,359	2,026
Purchases of premises and equipment	(1,365)	(2,380)
Proceeds from disposition of premises and equipment	37	284
Proceeds from sales of OREO and other repossessed assets, including cash payments collected	600	42
Net cash provided by (used in) investing activities	248,961	44,035

(continued)

FIRST BUSEY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) (Continued)
(dollars in thousands)

	Three Months Ended March 31,	
	2024	**2023**
Cash flows provided by (used in) financing activities		
Net increase (decrease) in deposits	$ (330,945)	$ (270,031)
Net increase (decrease) in federal funds purchased and securities sold under agreements to repurchase	(40,221)	(18,829)
Net increase (decrease) in short-term borrowings	—	265,000
Repayment of other borrowings	(30,000)	(3,173)
Cash dividends paid	(13,259)	(13,268)
Purchase of treasury stock	—	(534)
Cash paid for withholding taxes on stock-based payments	(396)	(100)
Proceeds from stock warrants exercised	—	9
Net cash provided by (used in) financing activities	(414,821)	(40,926)
Net increase (decrease) in cash and cash equivalents	$ (128,510)	$ 48,405
Cash and cash equivalents, beginning of period	719,581	227,164
Cash and cash equivalents, ending of period	$ 591,071	$ 275,569
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash payments for:		
Interest	$ 51,676	$ 19,961
Non-cash investing and financing activities:		
OREO acquired in settlement of loans	—	64

See accompanying Notes to Consolidated Financial Statements (Unaudited).

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

First Busey Corporation, a Nevada corporation organized in 1980, is a $11.9 billion financial holding company headquartered in Champaign, Illinois. Busey's common stock is traded on The Nasdaq Global Select Market under the symbol "BUSE."

First Busey operates and reports its business in three segments: Banking, Wealth Management, and FirsTech.

- The *Banking* operating segment provides a full range of banking services to individual and corporate customers through its banking center network in Illinois; the St. Louis, Missouri metropolitan area; southwest Florida; and Indianapolis, Indiana.

- The *Wealth Management* operating segment provides a full range of asset management, investment, brokerage, fiduciary, philanthropic advisory, tax preparation, and farm management services to individuals, businesses, and foundations.

- The *FirsTech* operating segment provides comprehensive and innovative payment technology solutions including online, mobile, and voice-recognition bill payments; money management and credit card networks; direct debit services; lockbox remittance processing for payments made by mail; and walk-in payments. FirsTech also provides additional tools to help clients with billing, reconciliation, bill reminders, and treasury services.

For additional information about First Busey's operating segments, see *"Note 15. Operating Segments and Related Information."*

Basis of Financial Statement Presentation

These unaudited consolidated financial statements and related notes should be read in conjunction with the audited consolidated financial statements included in Busey's 2023 Annual Report. These interim unaudited consolidated financial statements serve to update our 2023 Annual Report and may not include all information and notes necessary to constitute a complete set of financial statements.

We prepared these unaudited consolidated financial statements in conformity with GAAP. We have eliminated intercompany accounts and transactions. We have also reclassified certain prior year amounts to conform to the current period presentation. These reclassifications did not have a material impact on our consolidated financial condition or results of operations.

In our opinion, the unaudited consolidated financial statements reflect all normal, recurring adjustments needed to present fairly our results for the interim periods. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the full year or any other interim period.

Use of Estimates

In preparing the accompanying unaudited consolidated financial statements in conformity with GAAP, Busey's management is required to make estimates and assumptions that affect the amounts reported in the financial statements and the disclosures provided. Actual results could differ from those estimates. Material estimates which are particularly susceptible to significant change in the near term relate to the fair value of debt securities available for sale, fair value of assets acquired and liabilities assumed in business combinations, goodwill, income taxes, and the determination of the ACL.

Impact of Recently Adopted Accounting Standards

In March 2023, the FASB issued ASU 2023-02 *"Investments—Equity Method and Joint Ventures (Topic 323),"* permitting an election to use the proportional amortization method to account for equity investments made primarily for the purpose of receiving income tax credits and other income tax benefits, regardless of the tax credit program from which the income tax credits are received, provided that certain conditions are met. The proportional amortization method results in the cost of the investment being amortized in proportion to the income tax credits and other income tax benefits received, with the amortization of the investment and the income tax credits being presented net in the income statement as a component of income tax expense. Busey adopted this standard on a modified retrospective basis on January 1, 2024. Upon adoption, Busey recorded an after-tax decrease to retained earnings of $1.4 million for the cumulative effect of adopting ASU 2023-02. This transition adjustment included a $2.4 million decrease in other assets, a $0.5 million decrease in other liabilities, and a $0.5 million increase in deferred tax assets.

In March 2023, the FASB issued ASU 2023-01 "Leases (Topic 842): Common Control Arrangements," which requires amortization over the useful life of leasehold improvements (not the lease term) when the lease is between entities under common control, and any value of such leasehold improvements remaining at the end of the lease term is to be accounted for as a transfer between entities under common control. Busey adopted this standard on a prospective basis on January 1, 2024. Adoption of this standard did not have a material impact on Busey's financial position or results of operations.

In June 2022, the FASB issued ASU 2022-03 *"Fair Value Measurements (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions,"* which clarifies that contractual restrictions on the sale of equity securities are not considered in measuring the fair value of those equity securities, and further that contractual sale restrictions cannot be recognized and measured as a separate unit of account. Busey adopted this standard on a prospective basis on January 1, 2024. Adoption of this standard did not have a material impact on Busey's financial position or results of operations.

Recently Issued Accounting Standards Not Yet Adopted

In March 2024, the FASB issued ASU 2024-01 "Compensation-Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards" to clarify that certain "profits interests" are within the scope of Topic 718 by amending the language and providing illustrative examples on how the scope guidance in paragraph 718-10-15-3 should be applied. This update is intended to improve clarity of the accounting standards codification, not to change the guidance. This update may be applied on a retrospective or prospective basis and will be effective for Busey for annual and interim periods beginning January 1, 2025. Early adoption is permitted. Busey is currently evaluating the potential effects of adoption of this ASU on its financial position and results of operations.

In December 2023, the FASB issued ASU 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires more detailed disclosures of income taxes paid net of refunds received, income from continuing operations before income tax expense or benefit, and income tax expense from continuing operations. This standard is to be applied on a prospective basis, with retrospective application permitted, and will be effective for Busey for annual reporting periods beginning with the fiscal year ending December 31, 2025. Busey does not expect adoption of this standard to have a material impact on its financial position or results of operations.

In November 2023, the FASB issued ASU 2023-07 "Segment Reporting Topic 820): Improvements to Reportable Segment Disclosures" requiring enhanced disclosures related to significant segment expenses. This standard is to be applied on a retrospective basis and is effective for Busey for annual reporting periods beginning with the fiscal year ending December 31, 2024, and for interim reporting periods within fiscal years starting January 1, 2025. Busey does not expect adoption of this standard to have a material impact on the Company's financial position or results of operations.

In October 2023, the FASB issued ASU 2023-06 "Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative" which aligns certain GAAP disclosure requirements with the SEC's disclosure requirements, in order to better facilitate comparisons between entities that are subject to the SEC's existing disclosures with entities that were not previously subject to the SEC's requirements. Amendments in this update should be applied prospectively, and the effective date for Busey for each amendment in this ASU will be the date on which the SEC removes the related disclosure from Regulation S-X or Regulation S-K. Early adoption is prohibited. Busey does not expect adoption of this standard to have a material impact on its financial position or results of operations.

Subsequent Events

Busey has evaluated subsequent events for potential recognition and/or disclosure through the date the unaudited consolidated financial statements included in this Quarterly Report were issued. Busey issued a Form 8-K on April 1, 2024, announcing completion of its acquisition of M&M on that date. Merger consideration paid to M&M common stockholders was comprised of an aggregate of 1,429,304 shares of Busey common stock and an aggregate of $12.2 million in cash. For additional information about Busey's acquisition of M&M, see *"Note. 16 Acquisition."* There were no other significant events subsequent to the quarter ended March 31, 2024, through the filing date of these unaudited consolidated financial statements.

NOTE 2. DEBT SECURITIES

Busey's portfolio of debt securities includes both available for sale and held to maturity securities. The tables below provide the amortized cost, unrealized gains and losses, and fair values of debt securities summarized by major category *(dollars in thousands)*:

	As of March 31, 2024			
		Unrealized		
	Amortized Cost	Gross Gains	Gross Losses	Fair Value
Debt securities available for sale				
U.S. Treasury securities	$ 749	$ —	$ (7)	$ 742
Obligations of U.S. government corporations and agencies	5,777	1	(35)	5,743
Obligations of states and political subdivisions[1]	168,997	20	(18,091)	150,926
Asset-backed securities[1,2]	462,082	—	(384)	461,698
Commercial mortgage-backed securities	108,006	—	(15,443)	92,563
Residential mortgage-backed securities	1,223,453	2	(201,722)	1,021,733
Corporate debt securities	177,212	85	(12,630)	164,667
Total debt securities available for sale	$ 2,146,276	$ 108	$ (248,312)	$ 1,898,072

		Unrecognized		
	Amortized Cost	Gross Gains	Gross Losses	Fair Value
Debt securities held to maturity				
Commercial mortgage-backed securities	$ 424,946	$ —	$ (74,590)	$ 350,356
Residential mortgage-backed securities	437,272	—	(74,597)	362,675
Total debt securities held to maturity	$ 862,218	$ —	$ (149,187)	$ 713,031

1. Includes securities marked at par, with no gain or loss to report.
2. Gross gains were insignificant, rounding to zero thousand.

	As of December 31, 2023			
	Amortized Cost	Unrealized Gross Gains	Unrealized Gross Losses	Fair Value
Debt securities available for sale				
U.S. Treasury securities	$ 16,031	$ —	$ (85)	$ 15,946
Obligations of U.S. government corporations and agencies	5,889	1	(58)	5,832
Obligations of states and political subdivisions[1]	190,819	52	(18,026)	172,845
Asset-backed securities	470,046	—	(1,823)	468,223
Commercial mortgage-backed securities	119,044	—	(15,535)	103,509
Residential mortgage-backed securities[1]	1,306,854	5	(195,547)	1,111,312
Corporate debt securities	225,947	128	(16,171)	209,904
Total debt securities available for sale	$ 2,334,630	$ 186	$ (247,245)	$ 2,087,571

	Amortized Cost	Unrecognized Gross Gains	Unrecognized Gross Losses	Fair Value
Debt securities held to maturity				
Commercial mortgage-backed securities	$ 428,526	$ —	$ (71,000)	$ 357,526
Residential mortgage-backed securities	444,102	—	(71,231)	372,871
Total debt securities held to maturity	$ 872,628	$ —	$ (142,231)	$ 730,397

1. Includes securities marked at par, with no gain or loss to report.

Maturities of Debt Securities

Amortized cost and fair value of debt securities, by contractual maturity or pre-refunded date, are shown below. Mortgages underlying mortgage-backed securities and asset-backed securities may be called or prepaid; therefore, actual maturities could differ from the contractual maturities. All mortgage-backed securities were issued by U.S. government corporations and agencies *(dollars in thousands)*:

	As of March 31, 2024	
	Amortized Cost	Fair Value
Debt securities available for sale		
Due in one year or less	$ 262,012	$ 222,566
Due after one year through five years	752,610	666,718
Due after five years through ten years	529,926	469,029
Due after ten years	601,728	539,759
Debt securities available for sale	$ 2,146,276	$ 1,898,072
Debt securities held to maturity		
Due in one year or less	$ 104,797	$ 88,589
Due after one year through five years	263,376	216,744
Due after five years through ten years	241,243	198,562
Due after ten years	252,802	209,136
Debt securities held to maturity	$ 862,218	$ 713,031

Gains and Losses on Debt Securities Available for Sale

Realized gains and losses related to sales and calls of debt securities available for sale are summarized as follows *(dollars in thousands)*:

	Three Months Ended March 31,	
	2024	2023
Realized gains and losses on debt securities		
Gross gains on debt securities	$ 1	$ 10
Gross (losses) on debt securities[1]	(6,803)	(6)
Realized net gains (losses) on debt securities	$ (6,802)	$ 4

1. During the first quarter of 2024, Busey sold available-for-sale debt securities with a book value of approximately $108.2 million for a pre-tax loss of $6.8 million, as part of a balance sheet repositioning strategy. The loss on the sale of securities was offset by a pre-tax gain of $7.5 million realized on the sale of mortgage servicing rights on approximately $923.5 million of one- to four-family mortgage loans.

Debt securities with carrying amounts of $787.5 million on March 31, 2024, and $837.4 million on December 31, 2023, were pledged as collateral for public deposits, securities sold under agreements to repurchase, and for other purposes as required.

Debt Securities in an Unrealized or Unrecognized Loss Position

The following information pertains to debt securities with gross unrealized or unrecognized losses, aggregated by investment category and the length of time that individual securities have been in a continuous loss position *(dollars in thousands)*:

	As of March 31, 2024					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities available for sale						
U.S. Treasury securities	$ —	$ —	$ 742	$ (7)	$ 742	$ (7)
Obligations of U.S. government corporations and agencies	—	—	5,629	(35)	5,629	(35)
Obligations of states and political subdivisions	8,524	(68)	134,945	(18,023)	143,469	(18,091)
Asset-backed securities	—	—	253,231	(384)	253,231	(384)
Commercial mortgage-backed securities	—	—	92,563	(15,443)	92,563	(15,443)
Residential mortgage-backed securities	165	(1)	1,021,383	(201,721)	1,021,548	(201,722)
Corporate debt securities	4,313	(102)	152,739	(12,528)	157,052	(12,630)
Debt securities available for sale with gross unrealized losses	$ 13,002	$ (171)	$1,661,232	$ (248,141)	$1,674,234	$ (248,312)

	12 months or more		Total	
	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses
Debt securities held to maturity				
Commercial mortgage-backed securities	$ 350,356	$ (74,590)	$ 350,356	$ (74,590)
Residential mortgage-backed securities	362,675	(74,597)	362,675	(74,597)
Debt securities held to maturity with gross unrecognized losses	$ 713,031	$ (149,187)	$ 713,031	$ (149,187)

	As of December 31, 2023					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities available for sale						
U.S. Treasury securities	$ —	$ —	$ 15,946	$ (85)	$ 15,946	$ (85)
Obligations of U.S. government corporations and agencies	—	—	5,709	(58)	5,709	(58)
Obligations of states and political subdivisions	11,442	(54)	146,797	(17,972)	158,239	(18,026)
Asset-backed securities	—	—	468,223	(1,823)	468,223	(1,823)
Commercial mortgage-backed securities	—	—	103,509	(15,535)	103,509	(15,535)
Residential mortgage-backed securities	141	(1)	1,110,906	(195,546)	1,111,047	(195,547)
Corporate debt securities	1,450	(10)	198,694	(16,161)	200,144	(16,171)
Debt securities available for sale with gross unrealized losses	$ 13,033	$ (65)	$2,049,784	$ (247,180)	$2,062,817	$ (247,245)

	12 months or more		Total	
	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses
Debt securities held to maturity				
Commercial mortgage-backed securities	$ 357,526	$ (71,000)	$ 357,526	$ (71,000)
Residential mortgage-backed securities	372,871	(71,231)	372,871	(71,231)
Debt securities held to maturity with gross unrecognized losses	$ 730,397	$ (142,231)	$ 730,397	$ (142,231)

Additional information about debt securities in an unrealized or unrecognized loss position is presented in the tables below *(dollars in thousands)*:

	As of March 31, 2024		
	Available for Sale	Held to Maturity	Total
Debt securities with gross unrealized or unrecognized losses, fair value	$ 1,674,234	$ 713,031	$ 2,387,265
Gross unrealized or unrecognized losses on debt securities	248,312	149,187	397,499
Ratio of gross unrealized or unrecognized losses to debt securities with gross unrealized or unrecognized losses	14.8 %	20.9 %	16.7 %
Count of debt securities	708	55	763
Count of debt securities in an unrealized or unrecognized loss position	654	55	709

	As of December 31, 2023		
	Available for Sale	Held to Maturity	Total
Debt securities with gross unrealized or unrecognized losses, fair value	$ 2,062,817	$ 730,397	$ 2,793,214
Gross unrealized or unrecognized losses on debt securities	247,245	142,231	389,476
Ratio of gross unrealized or unrecognized losses to debt securities with gross unrealized or unrecognized losses	12.0 %	19.5 %	13.9 %
Count of debt securities	835	55	890
Count of debt securities in an unrealized or unrecognized loss position	779	55	834

Unrealized and unrecognized losses were related to changes in market interest rates and market conditions that do not represent credit-related impairments. Unless part of a corporate strategy or restructuring plan, Busey does not intend to sell securities that are in an unrealized or unrecognized loss position, and it is more likely than not that the Company will recover the amortized cost prior to being required to sell the debt securities. Full collection of the amounts due according to the contractual terms of the debt securities is expected; therefore, no ACL was recorded in relation to debt securities, and the impairment related to noncredit factors on debt securities available for sale is recognized in AOCI, net of applicable taxes. As of March 31, 2024, Busey did not hold general obligation bonds of any single issuer, the aggregate of which exceeded 10% of Busey’s stockholders’ equity.

NOTE 3. PORTFOLIO LOANS

Loan Categories

Busey’s lending can be summarized in two primary categories: commercial and retail. Lending is further classified into five primary areas of loans: C&I and other commercial loans, commercial real estate loans, real estate construction loans, retail real estate loans, and retail other loans. Distributions of the loan portfolio by loan category and class is presented in the following table *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Commercial loans		
C&I and other commercial	$ 1,828,711	$ 1,835,994
Commercial real estate	3,331,670	3,337,337
Real estate construction	445,860	461,717
Total commercial loans	5,606,241	5,635,048
Retail loans		
Retail real estate	1,708,663	1,720,455
Retail other	273,173	295,531
Total retail loans	1,981,836	2,015,986
Total portfolio loans	7,588,077	7,651,034
ACL	(91,562)	(91,740)
Portfolio loans, net	$ 7,496,515	$ 7,559,294

Net deferred loan origination costs included in the balances above were $13.4 million as of March 31, 2024, compared to $13.5 million as of December 31, 2023. Net accretable purchase accounting adjustments included in the balances above reduced loans by $4.3 million as of March 31, 2024, and $4.5 million as of December 31, 2023.

Busey did not purchase any retail real estate loans during the three months ended March 31, 2024 or 2023.

Pledged Loans

The principal balance of loans Busey has pledged as collateral to the FHLB and Federal Reserve Bank for liquidity as set forth in the table below *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Pledged loans		
FHLB	$ 4,821,485	$ 4,865,481
Federal Reserve Bank	724,971	722,914
Total pledged loans	$ 5,546,456	$ 5,588,395

Risk Grading

Busey utilizes a loan grading scale to assign a risk grade to all of its loans. A description of the general characteristics of each grade is as follows:

- *Pass* – This category includes loans that are all considered acceptable credits, ranging from investment or near investment grade, to loans made to borrowers who exhibit credit fundamentals that meet or exceed industry standards.
- *Watch* – This category includes loans that warrant a higher-than-average level of monitoring to ensure that weaknesses do not cause the inability of the credit to perform as expected. These loans are not necessarily a problem due to other inherent strengths of the credit, such as guarantor strength, but have above average concern and monitoring.
- *Special mention* – This category is for “Other Assets Specially Mentioned” loans that have potential weaknesses, which may, if not checked or corrected, weaken the asset or inadequately protect Busey’s credit position at some future date.
- *Substandard* – This category includes “Substandard” loans, determined in accordance with regulatory guidelines, for which the accrual of interest has not been stopped. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that Busey will sustain some loss if the deficiencies are not corrected.
- *Substandard non-accrual* – This category includes loans that have all the characteristics of a “Substandard” loan with additional factors that make collection in full highly questionable and improbable. Such loans are placed on non-accrual status and may be dependent on collateral with a value that is difficult to determine.

All loans are graded at their inception. Commercial lending relationships that are $1.0 million or less are usually processed through an expedited underwriting process. Most commercial loans greater than $1.0 million are included in a portfolio review at least annually. Commercial loans greater than $0.35 million that have a grading of special mention or worse are typically reviewed on a quarterly basis. Interim reviews may take place if circumstances of the borrower warrant a more frequent review.

The following table is a summary of risk grades segregated by category and class of portfolio loans *(dollars in thousands)*:

	As of March 31, 2024					
	Pass	Watch	Special Mention	Substandard	Substandard Non-accrual	Total
Commercial loans						
C&I and other commercial	$ 1,491,166	$ 243,635	$ 37,711	$ 42,853	$ 13,346	$ 1,828,711
Commercial real estate	2,797,374	447,313	49,932	36,987	64	3,331,670
Real estate construction	410,089	22,483	7,743	5,301	244	445,860
Total commercial loans	4,698,629	713,431	95,386	85,141	13,654	5,606,241
Retail loans						
Retail real estate	1,692,013	9,371	922	2,689	3,668	1,708,663
Retail other	273,030	—	—	—	143	273,173
Total retail loans	1,965,043	9,371	922	2,689	3,811	1,981,836
Total portfolio loans	$ 6,663,672	$ 722,802	$ 96,308	$ 87,830	$ 17,465	$ 7,588,077

	As of December 31, 2023					
	Pass	Watch	Special Mention	Substandard	Substandard Non-accrual	Total
Commercial loans						
C&I and other commercial	$ 1,462,755	$ 296,416	$ 46,488	$ 27,733	$ 2,602	$ 1,835,994
Commercial real estate	2,827,030	431,427	48,545	29,492	843	3,337,337
Real estate construction	448,011	8,135	—	5,327	244	461,717
Total commercial loans	4,737,796	735,978	95,033	62,552	3,689	5,635,048
Retail loans						
Retail real estate	1,702,897	11,144	1,024	1,795	3,595	1,720,455
Retail other	295,374	—	—	—	157	295,531
Total retail loans	1,998,271	11,144	1,024	1,795	3,752	2,015,986
Total portfolio loans	$ 6,736,067	$ 747,122	$ 96,057	$ 64,347	$ 7,441	$ 7,651,034

Risk grades of portfolio loans and gross charge-offs are presented in the tables below by loan class, further sorted by origination year *(dollars in thousands)*:

	As of and For The Three Months Ended March 31, 2024							
	Term Loans Amortized Cost Basis by Origination Year							
Risk Grade Ratings	**2024**	**2023**	**2022**	**2021**	**2020**	**Prior**	**Revolving Loans**	**Total**
C&I and other commercial								
Pass	$ 92,898	$ 261,771	$ 214,944	$ 156,831	$ 66,161	$ 154,099	$ 544,462	$ 1,491,166
Watch	4,869	58,913	49,671	14,389	23,226	27,759	64,808	243,635
Special Mention	665	239	7,964	2,654	677	3,264	22,248	37,711
Substandard	8,371	5,700	1,386	819	525	2,348	23,704	42,853
Substandard non-accrual	—	75	—	117	66	1,388	11,700	13,346
Total commercial	106,803	326,698	273,965	174,810	90,655	188,858	666,922	1,828,711
Gross charge-offs	—	5,130	—	—	—	88	—	5,218
Commercial real estate								
Pass	77,146	362,541	845,621	676,837	384,545	433,216	17,468	2,797,374
Watch	58,049	131,059	35,873	111,998	32,964	73,846	3,524	447,313
Special Mention	1,405	8,646	13,126	12,578	5,015	9,162	—	49,932
Substandard	1,362	5,626	2,677	18,821	3,337	5,114	50	36,987
Substandard non-accrual	—	44	—	—	20	—	—	64
Total commercial real estate	137,962	507,916	897,297	820,234	425,881	521,338	21,042	3,331,670
Gross charge-offs	—	—	—	—	—	96	—	96
Real estate construction								
Pass	58,333	177,437	72,325	75,282	2,458	3,332	20,922	410,089
Watch	—	3,678	18,030	455	320	—	—	22,483
Special Mention	—	7,743	—	—	—	—	—	7,743
Substandard	—	5,301	—	—	—	—	—	5,301
Substandard non-accrual	—	—	—	—	—	244	—	244
Total real estate construction	58,333	194,159	90,355	75,737	2,778	3,576	20,922	445,860
Gross charge-offs	—	—	—	—	—	—	—	—
Retail real estate								
Pass	19,533	240,662	376,623	378,955	153,995	313,080	209,165	1,692,013
Watch	805	832	2,873	2,242	937	401	1,281	9,371
Special Mention	—	191	354	—	—	377	—	922
Substandard	—	136	1,049	519	45	935	5	2,689
Substandard non-accrual	—	—	527	65	253	1,982	841	3,668
Total retail real estate	20,338	241,821	381,426	381,781	155,230	316,775	211,292	1,708,663
Gross charge-offs	—	—	—	—	—	52	—	52
Retail other								
Pass	1,458	78,006	83,891	20,205	5,438	3,546	80,486	273,030
Substandard non-accrual	—	—	93	49	—	1	—	143
Total retail other	1,458	78,006	83,984	20,254	5,438	3,547	80,486	273,173
Gross charge-offs	—	3	—	23	—	68	—	94
Total portfolio loans	$ 324,894	$ 1,348,600	$ 1,727,027	$ 1,472,816	$ 679,982	$ 1,034,094	$ 1,000,664	$ 7,588,077
Total gross charge-offs	$ —	$ 5,133	$ —	$ 23	$ —	$ 304	$ —	$ 5,460

FIRST BUSEY CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

	As of and For The Year Ended December 31, 2023							
	Term Loans Amortized Cost Basis by Origination Year							
Risk Grade Ratings	**2023**	**2022**	**2021**	**2020**	**2019**	**Prior**	**Revolving Loans**	**Total**
C&I and other commercial								
Pass	$ 306,578	$ 220,847	$ 159,130	$ 71,025	$ 35,927	$ 143,078	$ 526,170	$ 1,462,755
Watch	78,603	65,703	21,421	23,919	7,035	21,293	78,442	296,416
Special Mention	792	8,224	2,917	1,076	686	3,274	29,519	46,488
Substandard	8,715	765	942	426	3,734	1,859	11,292	27,733
Substandard non-accrual	166	—	117	84	128	407	1,700	2,602
Total commercial	394,854	295,539	184,527	96,530	47,510	169,911	647,123	1,835,994
Gross charge-offs	284	—	420	—	316	1,409	—	2,429
Commercial real estate								
Pass	395,644	824,506	720,052	399,195	271,078	199,662	16,893	2,827,030
Watch	166,795	47,070	92,848	34,010	68,196	19,396	3,112	431,427
Special Mention	14,313	10,507	12,446	4,968	3,297	3,014	—	48,545
Substandard	1,796	188	18,862	2,938	1,802	3,856	50	29,492
Substandard non-accrual	47	79	85	23	—	609	—	843
Total commercial real estate	578,595	882,350	844,293	441,134	344,373	226,537	20,055	3,337,337
Gross charge-offs	—	—	—	—	—	953	—	953
Real estate construction								
Pass	204,952	128,462	85,086	2,616	1,323	2,934	22,638	448,011
Watch	2,859	4,406	507	322	41	—	—	8,135
Substandard	5,327	—	—	—	—	—	—	5,327
Substandard non-accrual	—	—	—	—	—	244	—	244
Total real estate construction	213,138	132,868	85,593	2,938	1,364	3,178	22,638	461,717
Gross charge-offs	—	—	—	—	—	—	—	—
Retail real estate								
Pass	243,400	376,922	411,723	156,762	70,099	256,571	187,420	1,702,897
Watch	1,096	4,137	2,442	954	536	234	1,745	11,144
Special Mention	286	358	—	—	—	380	—	1,024
Substandard	69	72	292	49	80	997	236	1,795
Substandard non-accrual	—	528	121	267	100	1,960	619	3,595
Total retail real estate	244,851	382,017	414,578	158,032	70,815	260,142	190,020	1,720,455
Gross charge-offs	—	5	—	29	72	301	—	407
Retail other								
Pass	88,885	92,931	23,019	6,701	4,597	854	78,387	295,374
Substandard non-accrual	—	93	62	—	—	2	—	157
Total retail other	88,885	93,024	23,081	6,701	4,597	856	78,387	295,531
Gross charge-offs	5	71	172	5	3	373	—	629
Total portfolio loans	$ 1,520,323	$ 1,785,798	$ 1,552,072	$ 705,335	$ 468,659	$ 660,624	$ 958,223	$ 7,651,034
Total gross charge-offs	$ 289	$ 76	$ 592	$ 34	$ 391	$ 3,036	$ —	$ 4,418

Past Due and Non-accrual Loans

An analysis of the amortized cost basis of portfolio loans that are past due and still accruing, or on a non-accrual status, is as follows *(dollars in thousands)*:

	As of March 31, 2024			
	Loans past due, still accruing			Non-accrual Loans
	30-59 Days	60-89 Days	90+Days	
Past due and non-accrual loans				
Commercial loans:				
C&I and other commercial	$ 43	$ —	$ —	$ 13,346
Commercial real estate	3,174	338	—	64
Real estate construction	—	—	—	244
Past due and non-accrual commercial loans	3,217	338	—	13,654
Retail loans:				
Retail real estate	2,869	385	77	3,668
Retail other	530	102	11	143
Past due and non-accrual retail loans	3,399	487	88	3,811
Total past due and non-accrual loans	$ 6,616	$ 825	$ 88	$ 17,465

	As of December 31, 2023			
	Loans past due, still accruing			Non-accrual Loans
	30-59 Days	60-89 Days	90+Days	
Past due and non-accrual loans				
Commercial loans:				
C&I and other commercial	$ —	$ 214	$ —	$ 2,602
Commercial real estate	752	—	—	843
Real estate construction	24	—	—	244
Past due and non-accrual commercial loans	776	214	—	3,689
Retail loans:				
Retail real estate	2,781	927	366	3,595
Retail other	886	195	9	157
Past due and non-accrual retail loans	3,667	1,122	375	3,752
Total past due and non-accrual loans	$ 4,443	$ 1,336	$ 375	$ 7,441

Gross interest income recorded on 90+ days past due loans, and that would have been recorded on non-accrual loans if they had been accruing interest in accordance with their original terms, was $0.3 million for the three months ended March 31, 2024, and was $0.4 million for the three months ended March 31, 2023. The amount of interest collected on those loans and recognized on a cash basis that was included in interest income was immaterial for the three months ended March 31, 2024 and 2023.

Loan Modifications for Borrowers Experiencing Financial Difficulty

The following tables present the amortized cost basis of loans that were modified—specifically in the form of (1) principal forgiveness, (2) an interest rate reduction, (3) an other-than-insignificant payment deferral, and/or (4) a term extension—for borrowers experiencing financial difficulty during the periods indicated, disaggregated by class of financing receivable and type of concession granted *(dollars in thousands)*:

	Three Months Ended March 31, 2024			
	Payment Deferral[1]	% of Total Class of Financing Receivable	Term Extension[2]	% of Total Class of Financing Receivable
Modified Loans				
C&I and other commercial	$ 10,000	0.5 %	$ 17,155	0.9 %
Commercial real estate	—	— %	1,705	0.1 %
Total of loans modified during the period	$ 10,000	0.1 %	$ 18,860	0.2 %

1. One loan was modified and classified as non-accrual during the three months ended March 31, 2024.
2. Modifications to extend loan terms also included, in some cases, interest rate increases during the extension period. All modifications were for loans classified as substandard.

	Three Months Ended March 31, 2023			
	Payment Deferral[1]	% of Total Class of Financing Receivable[2]	Term Extension[3]	% of Total Class of Financing Receivable
Modified Loans				
C&I and other commercial	$ 489	— %	$ 25,155	1.3 %
Commercial real estate	—	— %	12,698	0.4 %
Total of loans modified during the period[4]	$ 489	— %	$ 37,853	0.5 %

1. Loans with payment deferrals were modified to defer all principal payments until the end of the loan terms, which were shortened. Regular interest payments continue to be required during the deferral period.
2. Loans with payment deferrals represent an insignificant portion of commercial loans and total loans, rounding to zero percent.
3. Modifications to extend loan terms also included, in most cases, interest rate increases during the extension period.
4. All modifications were for loans classified as substandard.

	Three Months Ended March 31,	
	2024	2023
	Weighted Average Term Extension	Weighted Average Term Extension
Effects of Loan Modifications		
C&I and other commercial	19.1 months	9.1 months
Commercial real estate	2.0 months	5.8 months
Total effect	17.6 months	8.0 months

No loans to borrowers experiencing financial difficulty had a payment default during the three months ended March 31, 2024 or 2023, after having been modified during the 12 months before that default. A default occurs when a loan is 90 days or more past due or transferred to non-accrual status.

Busey closely monitors the performance of the loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts. The following table depicts the payment performance of loans modified during the last twelve months *(dollars in thousands)*:

	As of March 31, 2024			
	Current	30-89 Days	90+ Days	Non-accrual
Modified Loans				
C&I and other commercial	$ 21,641	$ —	$ —	$ 10,000
Commercial real estate	3,009	—	—	—
Real estate construction	5,301	—	—	—
Amortized cost of modified loans	$ 29,951	$ —	$ —	$ 10,000

Collateral Dependent Loans

Management's evaluation as to the ultimate collectability of loans includes estimates regarding future cash flows from operations and the value of property, real and personal, pledged as collateral. These estimates are affected by changing economic conditions and the economic prospects of borrowers. Collateral dependent loans are loans in which repayment is expected to be provided solely by the operation or sale of the underlying collateral and there are no other available and reliable sources of repayment. Loans are written down to the lower of cost or fair value of the underlying collateral, less estimated costs to sell. Busey had $14.2 million and $6.1 million of collateral dependent loans secured by real estate or business assets as of March 31, 2024, and December 31, 2023, respectively.

Foreclosures

As of March 31, 2024, Busey had $0.9 million of residential real estate loans in the process of foreclosure. Busey follows Federal Housing Finance Agency guidelines on single-family foreclosures and real estate owned evictions on portfolio loans.

Loans Evaluated Individually

Busey evaluates loans with disparate risk characteristics on an individual basis. The following tables provide details of loans evaluated individually, segregated by loan category and class. The unpaid principal balance represents customer outstanding contractual principal balances excluding any partial charge-offs. Recorded investment represents the amortized cost of customer balances net of any partial charge-offs recognized on the loan. Average recorded investment is calculated using the most recent four quarters *(dollars in thousands)*:

	As of March 31, 2024					
		Recorded Investment				
	Unpaid Principal Balance	With No Allowance	With Allowance	Total	Related Allowance	Average Recorded Investment
Loans evaluated individually						
Commercial loans:						
C&I and other commercial	$ 20,372	$ 2,197	$ 10,920	$ 13,117	$ 7,498	$ 6,553
Commercial real estate	—	—	—	—	—	2,618
Commercial loans evaluated individually	20,372	2,197	10,920	13,117	7,498	9,171
Retail loans:						
Retail real estate	213	61	25	86	25	289
Retail loans evaluated individually	213	61	25	86	25	289
Total loans evaluated individually	$ 20,585	$ 2,258	$ 10,945	$ 13,203	$ 7,523	$ 9,460

	As of December 31, 2023					
	Unpaid Principal Balance	Recorded Investment			Related Allowance	Average Recorded Investment
		With No Allowance	With Allowance	Total		
Loans evaluated individually						
Commercial loans:						
C&I and other commercial	$ 7,283	$ 585	$ 1,785	$ 2,370	$ 785	$ 5,244
Commercial real estate	2,600	610	85	695	85	3,865
Real estate construction	—	—	—	—	—	49
Commercial loans evaluated individually	9,883	1,195	1,870	3,065	870	9,158
Retail loans:						
Retail real estate	213	61	25	86	25	790
Retail loans evaluated individually	213	61	25	86	25	790
Total loans evaluated individually	$ 10,096	$ 1,256	$ 1,895	$ 3,151	$ 895	$ 9,948

Allowance for Credit Losses

The ACL is a valuation account that is deducted from the portfolio loans' amortized cost bases to present the net amount expected to be collected on the portfolio loans. Portfolio loans are charged off against the ACL when management believes the uncollectibility of a loan balance is confirmed. Recoveries will be recognized up to the aggregate amount of previously charged-off balances. The ACL is established through the provision for credit loss charged to income.

Management estimates the ACL balance using relevant available information from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. Historical credit loss experience provides the basis for the estimation of expected credit losses. The cumulative loss rate used as the basis for the estimate of credit losses is comprised of Busey's historical loss experience beginning in 2010. Due to the continued economic uncertainty in the markets in which the Company operates, Busey will continue to utilize a forecast period of 12 months with an immediate reversion to historical loss rates beyond this forecast period in its ACL estimate.

The following tables summarize activity in the ACL attributable to each loan class. Allocation of a portion of the ACL to one loan class does not preclude its availability to absorb losses in other loan classes *(dollars in thousands)*:

	Three Months Ended March 31, 2024					
	C&I and Other Commercial	Commercial Real Estate	Real Estate Construction	Retail Real Estate	Retail Other	Total
ACL balance, December 31, 2023	$ 21,256	$ 35,465	$ 5,163	$ 26,298	$ 3,558	$ 91,740
Provision for credit losses	10,125	(1,864)	(491)	(2,093)	(639)	5,038
Charged-off	(5,218)	(96)	—	(52)	(94)	(5,460)
Recoveries	44	—	41	128	31	244
ACL balance, March 31, 2024	$ 26,207	$ 33,505	$ 4,713	$ 24,281	$ 2,856	$ 91,562

	Three Months Ended March 31, 2023					
	C&I and Other Commercial	Commercial Real Estate	Real Estate Construction	Retail Real Estate	Retail Other	Total
ACL balance, December 31, 2022	$ 23,860	$ 38,299	$ 6,457	$ 18,193	$ 4,799	$ 91,608
Provision for credit losses	695	(3,359)	(1,329)	5,948	(1,002)	953
Charged-off	(400)	(539)	—	(5)	(237)	(1,181)
Recoveries	121	20	31	119	56	347
ACL balance, March 31, 2023	$ 24,276	$ 34,421	$ 5,159	$ 24,255	$ 3,616	$ 91,727

The following tables present the ACL and amortized cost of portfolio loans by loan category and class *(dollars in thousands)*:

	As of March 31, 2024					
	Portfolio Loans			ACL Attributed to Portfolio Loans		
	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Total	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Total
Portfolio loans and related ACL						
Commercial loans:						
C&I and other commercial	$ 1,815,594	$ 13,117	$ 1,828,711	$ 18,709	$ 7,498	$ 26,207
Commercial real estate	3,331,670	—	3,331,670	33,505	—	33,505
Real estate construction	445,860	—	445,860	4,713	—	4,713
Commercial loans and related ACL	5,593,124	13,117	5,606,241	56,927	7,498	64,425
Retail loans:						
Retail real estate	1,708,577	86	1,708,663	24,256	25	24,281
Retail other	273,173	—	273,173	2,856	—	2,856
Retail loans and related ACL	1,981,750	86	1,981,836	27,112	25	27,137
Portfolio loans and related ACL	$ 7,574,874	$ 13,203	$ 7,588,077	$ 84,039	$ 7,523	$ 91,562

	As of December 31, 2023					
	Portfolio Loans			ACL Attributed to Portfolio Loans		
	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Total	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Total
Portfolio loans and related ACL						
Commercial loans:						
C&I and other commercial	$ 1,833,624	$ 2,370	$ 1,835,994	$ 20,471	$ 785	$ 21,256
Commercial real estate	3,336,642	695	3,337,337	35,380	85	35,465
Real estate construction	461,717	—	461,717	5,163	—	5,163
Commercial loans and related ACL	5,631,983	3,065	5,635,048	61,014	870	61,884
Retail loans:						
Retail real estate	1,720,369	86	1,720,455	26,273	25	26,298
Retail other	295,531	—	295,531	3,558	—	3,558
Retail loans and related ACL	2,015,900	86	2,015,986	29,831	25	29,856
Portfolio loans and related ACL	$ 7,647,883	$ 3,151	$ 7,651,034	$ 90,845	$ 895	$ 91,740

NOTE 4. LEASES

Busey as the Lessee

Busey has operating leases consisting primarily of equipment leases and real estate leases for banking centers, ATM locations, and office space. The following table summarizes lease-related information and balances Busey reported in its Consolidated Balance Sheets (Unaudited) for the periods presented *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Lease balances		
Right of use assets	$ 10,590	$ 11,027
Lease liabilities	10,896	11,308
Supplemental information		
Year through which lease terms extend	2037	2037
Weighted average remaining lease term	8.26 years	8.39 years
Weighted average discount rate	3.61 %	3.59 %

The following table represents lease costs and cash flows related to leases for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	2023
Lease costs		
Operating lease costs	$ 535	$ 628
Variable lease costs	14	5
Short-term lease costs	13	6
Total lease cost[1]	$ 562	$ 639
Cash flows related to leases		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating lease cash flows – Fixed payments	$ 507	$ 570
Operating lease cash flows – Liability reduction	411	479
Right of use assets obtained during the period in exchange for operating lease liabilities	—	4

1. Lease costs are included in net occupancy and equipment expense in the Consolidated Statements of Income (Unaudited).

Busey was obligated under noncancelable operating leases for office space and other commitments. Future undiscounted lease payments with initial terms of one year or more, are as follows *(dollars in thousands)*:

	As of March 31, 2024
Rent commitments	
Remainder of 2024	$ 1,515
2025	1,768
2026	1,443
2027	1,277
2028	1,255
2029	1,278
Thereafter	4,200
Total undiscounted cash flows	12,736
Less: Amounts representing interest	1,840
Present value of net future minimum lease payments	$ 10,896

Busey as the Lessor

Busey occasionally leases parking lots and office space to outside parties. Revenues recorded in connection with these leases, reported in Other income on our Consolidated Statements of Income (Unaudited), are summarized as follows *(dollars in thousands)*:

	Three Months Ended March 31, 2024	2023
Rental income	$ 202	$ 191

NOTE 5. DEPOSITS

The composition of Busey’s deposits is as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Deposits		
Noninterest-bearing demand deposits	$ 2,784,338	$ 2,834,655
Interest-bearing transaction deposits	2,397,937	2,717,139
Saving deposits and money market deposits	3,200,738	2,920,088
Time deposits	1,577,178	1,819,274
Total deposits	$ 9,960,191	$ 10,291,156

Additional information about Busey’s deposits follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Brokered savings deposits and money market deposits	$ 6,001	$ 6,001
Brokered time deposits	—	285
Aggregate amount of time deposits with a minimum denomination of $100,000	898,433	1,072,189
Aggregate amount of time deposits with a minimum denomination that meets or exceeds the FDIC insurance limit of $250,000	326,794	386,286

Scheduled maturities of time deposits are as follows *(dollars in thousands)*:

	As of March 31, 2024
Time deposits by schedule of maturities	
Remainder of 2024	$ 1,371,431
2025	156,304
2026	22,905
2027	13,209
2028	10,150
2029	2,743
Thereafter	436
Time deposits	$ 1,577,178

NOTE 6. BORROWINGS

Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase, which are classified as secured borrowings, generally mature daily. Securities sold under agreements to repurchase are reflected at the amount of cash received in connection with the transaction. The underlying securities are held by Busey's safekeeping agent. Busey may be required to provide additional collateral based on fluctuations in the fair value of the underlying securities. Securities sold under agreements to repurchase were as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Securities sold under agreements to repurchase	$ 147,175	$ 187,396
Weighted average rate for securities sold under agreements to repurchase	2.96 %	3.26 %

Term Loan

On May 28, 2021, Busey entered into a Second Amended and Restated Credit Agreement, pursuant to which Busey has access to (1) a $40.0 million revolving line of credit with an initial termination date of April 30, 2022, and (2) a $60.0 million Term Loan with a maturity date of May 31, 2026. The loans had an annual interest rate of 1.75% plus the one-month LIBOR rate. On April 30, 2022, the agreement was amended, effecting an extension of the termination date for the revolving line of credit to April 30, 2023, and providing for the transition from a LIBOR-indexed interest rate to a SOFR-indexed interest rate. Under the terms of the amendment, the loans now have an annual interest rate of 1.80% plus the one-month forward-looking term rate based on SOFR. The agreement has subsequently been amended twice to extend the termination date for the revolving line of credit, which is currently April 30, 2025. During the first quarter of 2024, Busey paid the full $30.0 million balance remaining on the Term Loan, at which time the Term Loan carried interest at a rate of 7.13%.

As of March 31, 2024, there was no balance outstanding on the revolving credit facility. The revolving credit facility incurs a non-usage fee based on any undrawn amounts.

Short-term Borrowings

Busey's short-term borrowings include loans maturing within one year of the loan origination date and, when applicable, the current portion of long-term debt that is due within 12 months. Short-term borrowings are summarized as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Short-term borrowings		
Term Loan, current portion due within 12 months	$ —	$ 12,000
Total short-term debt	$ —	$ 12,000

Federal funds purchased are short-term borrowings that generally mature between one day and 90 days. During the first quarter of 2024, Busey purchased federal funds to test operational availability to access funds if needed. Busey had no federal funds purchased as of March 31, 2024, or December 31, 2023.

Long-term Debt

Busey’s long-term debt consists of loans maturing more than one year from the loan origination date, excluding the current portion that is due within 12 months. Long-term debt is summarized as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Long-term debt		
Term Loan	$ —	$ 18,000
Total long-term debt	$ —	$ 18,000

Subordinated Notes

On June 1, 2020, Busey issued $125.0 million of fixed-to-floating rate subordinated notes that mature on June 1, 2030. The subordinated notes, which qualify as Tier 2 capital for regulatory purposes, bear interest at an annual rate of 5.25% for the first five years after issuance and thereafter bear interest at a floating rate equal to a three-month benchmark rate plus a spread of 5.11%, as calculated on each applicable determination date. Interest on the subordinated notes is payable semi-annually on each June 1 and December 1 during the five-year fixed-term, and thereafter on March 1, June 1, September 1, and December 1 of each year, commencing on September 1, 2025. The subordinated notes have an optional redemption, in whole or in part, on any interest payment date on or after June 1, 2025. The subordinated notes are unsecured obligations of the Company.

On June 2, 2022, Busey issued $100.0 million aggregate principal amount of 5.000% fixed-to-floating rate subordinated notes maturing June 15, 2032, which qualify as Tier 2 capital for regulatory purposes. The price to the public for the subordinated notes was 100% of the principal amount of the subordinated notes. Interest on the subordinated notes accrues at a rate equal to (i) 5.000% per annum from the original issue date to, but excluding, June 15, 2027, payable semiannually in arrears, and (ii) a floating rate per annum equal to a benchmark rate, which is expected to be the Three-Month Term SOFR (as defined in the subordinated notes), plus a spread of 252 basis points from and including June 15, 2027, payable quarterly in arrears. The subordinated notes have an optional redemption, in whole or in part, on any interest payment date on or after June 15, 2027.

Unamortized debt issuance costs related to Busey’s subordinated notes are presented in the following table *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Unamortized debt issuance costs		
Subordinated notes issued in 2020	$ 610	$ 735
Subordinated notes issued in 2022	1,290	1,383
Total unamortized debt issuance costs	$ 1,900	$ 2,118

NOTE 7. REGULATORY CAPITAL

Busey and Busey Bank are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on Busey's consolidated financial statements. Capital amounts and classification also are subject to qualitative judgments by regulators about components, risk weightings, and other factors.

Banking regulations identify five capital categories for insured depository institutions: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. As of March 31, 2024, and December 31, 2023, all capital ratios of Busey and Busey Bank exceeded well capitalized levels under the applicable regulatory capital adequacy guidelines. Management believes that no events or changes have occurred subsequent to March 31, 2024, that would change this designation.

Current Expected Credit Loss Model

On August 26, 2020, the FDIC and other federal banking agencies adopted a final rule which provided banking organizations that adopted CECL during 2020 with the option to delay for two years the estimated impact of CECL on regulatory capital and to phase in the aggregate impact of the deferral on regulatory capital over a subsequent three-year period. Under this final rule, because Busey elected to use the deferral option, the regulatory capital impact of our transition adjustments recorded on January 1, 2020, arising from the adoption of CECL, was deferred for two years. In addition, 25 percent of the ongoing impact of CECL on our ACL, retained earnings, and average total consolidated assets from January 1, 2020, through the end of the two-year deferral period, each as reported for regulatory capital purposes, has been added to the deferred transition amounts ("adjusted transition amounts") and deferred for the two-year period. On January 1, 2022, at the conclusion of the two-year period, the adjusted transition amounts began to be phased-in for regulatory capital purposes at a rate of 25 percent per year, with the phased-in amounts included in regulatory capital at the beginning of each year.

Capital Amounts and Ratios

The following tables summarize regulatory capital requirements applicable to Busey and Busey Bank *(dollars in thousands)*:

	As of March 31, 2024					
	Actual		Minimum Capital Requirement		Minimum To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Common equity Tier 1 capital to risk weighted assets						
First Busey	$ 1,166,919	13.45 %	$ 390,433	4.50 %	$ 563,958	6.50 %
Busey Bank	$ 1,365,033	15.79 %	$ 389,113	4.50 %	$ 562,052	6.50 %
Tier 1 capital to risk weighted assets						
First Busey	$ 1,240,919	14.30 %	$ 520,577	6.00 %	$ 694,103	8.00 %
Busey Bank	$ 1,365,033	15.79 %	$ 518,817	6.00 %	$ 691,756	8.00 %
Total capital to risk weighted assets						
First Busey	$ 1,557,137	17.95 %	$ 694,103	8.00 %	$ 867,628	10.00 %
Busey Bank	$ 1,456,250	16.84 %	$ 691,756	8.00 %	$ 864,695	10.00 %
Leverage ratio of Tier 1 capital to average assets						
First Busey	$ 1,240,919	10.46 %	$ 474,678	4.00 %	N/A	N/A
Busey Bank	$ 1,365,033	11.53 %	$ 473,422	4.00 %	$ 591,777	5.00 %

	As of December 31, 2023					
	Actual		Minimum Capital Requirement		Minimum To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Common equity Tier 1 capital to risk weighted assets						
First Busey	$ 1,155,973	13.09 %	$ 397,331	4.50 %	$ 573,923	6.50 %
Busey Bank	$ 1,362,962	15.48 %	$ 396,128	4.50 %	$ 572,185	6.50 %
Tier 1 capital to risk weighted assets						
First Busey	$ 1,229,973	13.93 %	$ 529,775	6.00 %	$ 706,367	8.00 %
Busey Bank	$ 1,362,962	15.48 %	$ 528,171	6.00 %	$ 704,228	8.00 %
Total capital to risk weighted assets						
First Busey	$ 1,540,318	17.44 %	$ 706,367	8.00 %	$ 882,958	10.00 %
Busey Bank	$ 1,448,307	16.45 %	$ 704,228	8.00 %	$ 880,285	10.00 %
Leverage ratio of Tier 1 capital to average assets						
First Busey	$ 1,229,973	10.08 %	$ 488,315	4.00 %	N/A	N/A
Busey Bank	$ 1,362,962	11.19 %	$ 487,103	4.00 %	$ 608,879	5.00 %

Capital Conservation Buffer

In July 2013, U.S. federal banking authorities approved the Basel III Rule for strengthening international capital standards. The Basel III Rule introduced a capital conservation buffer, composed entirely of common equity Tier 1 capital, which is added to the minimum risk-weighted asset ratios. The capital conservation buffer is not a minimum capital requirement; however, banking institutions with a ratio of common equity Tier 1 capital to risk-weighted assets below the capital conservation buffer will face constraints on dividends, equity repurchases, and discretionary bonus payments based on the amount of the shortfall. In order to refrain from restrictions on dividends, equity repurchases, and discretionary bonus payments, banking institutions must maintain minimum ratios of (1) common equity Tier 1 capital to risk-weighted assets of at least 7.0%, (2) Tier 1 capital to risk-weighted assets of at least 8.5%, and (3) total capital to risk-weighted assets of at least 10.5%.

NOTE 8. TAX CREDIT AND OTHER INVESTMENTS IN UNCONSOLIDATED ENTITIES

Busey has invested in certain tax-advantaged projects promoting affordable housing, new markets, and historic rehabilitation. These investments are designed to generate returns primarily though the realization of federal and state income tax credits and other tax benefits, such as tax deductions from operating losses of the investments, over specified time periods. These investments are considered to be variable interest entities, and are accounted for under the equity, deferral, or proportional amortization practical expedient methods, as appropriate. Busey is not required to consolidate variable interest entities in which it has concluded it does not have a controlling financial interest, and is not the primary beneficiary. Busey's maximum exposure to loss related to its investments in these unconsolidated variable interest entities is limited to the carrying amount of the investment, net of any unfunded capital commitments and previously recorded tax credits which remain subject to recapture by taxing authorities based on compliance features required to be met at the project level. Busey believes potential losses from these investments are remote.

In addition, Busey has private equity investments, which are primarily in funds that invest in small businesses across diverse sectors including, but not limited to, financial technology, business services, manufacturing, agribusiness, healthcare, software as a service, and environmental, or supporting the preservation of affordable housing.

Busey's investments in these unconsolidated entities and related unfunded investment obligations are reflected in other assets and other liabilities on the Consolidated Balance Sheets (Unaudited), and are summarized in the table below for the periods indicated *(dollars in thousands)*:

		As of	
	Location	March 31, 2024	December 31, 2023
Investments in unconsolidated entities			
Funded investments	Other assets	$ 64,516	$ 68,516
Unfunded investments	Other assets	56,362	58,552
Investments in unconsolidated entities		$ 120,878	$ 127,068
Unfunded investment obligations	Other liabilities	$ 56,362	$ 58,552

Upon adoption of ASU 2023-02 on January 1, 2024, Busey elected to apply the proportional amortization method in accounting for investments in tax-advantaged projects. Income tax credits and other tax benefits, net of investment amortization, were included as a component of our estimated annual effective tax rate used for the calculation of income taxes presented in the Consolidated Statements of Income (Unaudited). These income tax credits and other benefits, along with the investment amortization, are presented in the table below *(dollars in thousands)*:

	Three Months Ended March 31, 2024
Tax effects of investments in tax-advantaged projects	
Income tax credits and other tax benefits	$ 4,101
Amortization of investments in tax-advantaged projects	3,647

NOTE 9. STOCK-BASED COMPENSATION

Stock Options

Busey has outstanding stock options assumed from acquisitions. A summary of the status of, and changes in, the Company's stock option awards for the three months ended March 31, 2024, follows:

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life
Outstanding at December 31, 2023	21,266	$ 23.53	2.88 years
Forfeited	(880)	23.53	
Outstanding at March 31, 2024	20,386	23.53	2.63 years
Exercisable at March 31, 2024	20,386	23.53	2.63 years

2020 Equity Plan

The 2020 Equity Plan was originally approved by stockholders at the 2020 Annual Meeting of Stockholders. A description of the 2020 Equity Plan, as originally approved, can be found in Appendix A within Busey's Proxy Statement for the 2020 Annual Meeting of Stockholders filed on April 9, 2020. An amendment and restatement of the 2020 Equity Plan was approved by stockholders at the 2023 Annual Meeting of Stockholders. Terms of the amended and restated 2020 Equity Plan are substantially identical to those of the originally approved 2020 Equity Plan, other than a 1,350,000 increase in the number of shares authorized for issuance under the plan. More information can be found in Appendix A within Busey's Proxy Statement for the 2023 Annual Meeting of Stockholders filed on April 14, 2023.

Busey has granted RSU, PSU, and DSU awards under the terms of the 2020 Equity Plan. Upon vesting and delivery, shares are expected, though not required, to be issued from treasury stock. There were 1,333,769 shares available for issuance under the 2020 Equity Plan as of March 31, 2024.

A description of RSU, PSU, and DSU awards granted in 2024 under the terms of the 2020 Equity Plan is provided below. Further information related to awards granted in prior years has been presented in the Annual Reports previously filed with the SEC corresponding to the year of each award grant.

RSU Awards

Busey grants RSU awards to members of management periodically throughout the year. RSU awards are stock-based awards for which vesting is conditional upon meeting established service criteria. Each RSU is equivalent to one share of Busey's common stock. Busey's RSUs have requisite service periods ranging from one year to five years, and are subject to accelerated vesting upon eligible retirement from Busey. Recipients earn quarterly dividend equivalents on their respective RSUs, which entitle the recipients to additional units. Therefore, dividends earned each quarter compound based upon the updated unit balances.

On March 20, 2024, under the terms of the 2020 Equity Plan, Busey granted 189,179 RSUs to members of management. The grant date fair value of the award was $4.4 million, which will be recognized as compensation expense over the requisite service period ranging from one year to five years. The terms of these awards included an accelerated vesting provision upon eligible retirement from Busey, after a one-year minimum requisite service period. Subsequent to the requisite service period, the awards will become 100% vested.

A summary of changes in Busey's RSU awards for the three months ended March 31, 2024, is as follows:

RSU Awards	Shares	Weighted-Average Grant Date Fair Value
Nonvested at December 31, 2023	1,041,444	$ 22.05
Granted	189,179	23.35
Dividend equivalents earned	10,219	24.46
Vested	(7,681)	23.23
Forfeited	(5,347)	23.38
Nonvested at March 31, 2024	1,227,814	22.25

PSU Awards

Busey grants PSU awards to members of management periodically throughout the year. PSU awards are stock-based awards for which vesting is conditional upon meeting established performance criteria. Each PSU is equivalent to one share of Busey's common stock. The number of PSUs that ultimately vest will be determined based on the extent to which market or other performance goals are achieved. Busey's PSUs are subject to accelerated service-based vesting conditions upon eligible retirement from Busey. After performance determination, dividend equivalents are compounded based upon the updated PSU balances at each dividend date during the performance period.

On March 20, 2024, under the terms of the 2020 Equity Plan, Busey granted a target of 94,604 PSUs with a maximum award of 151,366 units. The actual number of units issued at the vesting date could range from 0% to 160% of the initial grant, depending on attaining a market-based total stockholder return performance goal. The estimated grant date fair value of the award was $2.2 million, which will be recognized in compensation expense over the performance period ending December 31, 2026. Busey expects to finalize the grant date fair value of these awards in the second quarter of 2024.

On March 20, 2024, under the terms of the 2020 Equity Plan, Busey granted a target of 94,604 PSUs with a maximum award of 151,366 units. The actual number of units issued at the vesting date could range from 0% to 160% of the initial grant, depending on attaining an adjusted return on average tangible common equity performance goal. The grant date fair value of the award was $2.2 million, which will be recognized in compensation expense over the performance period ending December 31, 2026. The actual amount of compensation expense recognized for these awards may vary, subject to achievement of the performance goal.

A summary of changes in Busey's PSU awards for the three months ended March 31, 2024, is as follows:

PSU Awards	Shares[1]	Weighted-Average Grant Date Fair Value
Nonvested at December 31, 2023	341,700	$ 22.67
Granted	189,208	23.35
Dividend equivalents earned[2]	4,264	22.95
Vested[2]	(4,264)	22.95
Forfeited	(1,754)	22.76
Nonvested at March 31, 2024	529,154	$ 22.91

1. Shares for PSU awards represent target shares at the grant date.
2. PSUs granted in 2021 vested on December 31, 2023, with performance determination and settlement activity in the first quarter of 2024. Final performance was determined to be at 50% of target.

DSU Awards

Busey grants DSU awards to its directors and advisory directors. DSU awards are stock-based awards with a deferred settlement date. Each DSU is equivalent to one share of Busey's common stock. DSUs vest over a one-year period following the grant date. Under the 2020 Equity Plan, DSUs are generally subject to the same terms as RSUs, except that following vesting of DSUs, settlement occurs within 30 days following the earlier of separation from the board or a change in control of the Company. After vesting and prior to delivery, DSUs will continue to earn dividend equivalents.

On March 20, 2024, under the terms of the 2020 Equity Plan, Busey granted 35,847 DSUs to directors and advisory directors. The grant date fair value of the award totaled $0.8 million and will be recognized as compensation expense over the requisite service period of one year. Subsequent to the requisite service period, the awards will become 100% vested.

A summary of changes in Busey's DSU awards for the three months ended March 31, 2024, is as follows:

DSU Awards	Shares	Weighted-Average Grant Date Fair Value
Nonvested at December 31, 2023	43,026	$ 20.41
Granted	35,847	23.35
Dividend equivalents earned	1,836	24.46
Vested	(44,862)	20.57
Nonvested at March 31, 2024	35,847	23.35
Vested and outstanding at March 31, 2024	189,000	22.82

2021 Employee Stock Purchase Plan

The First Busey Corporation 2021 ESPP was approved at Busey's 2021 Annual Meeting of Stockholders and details can be found in Appendix A within Busey's Definitive Proxy Statement filed with the SEC on April 8, 2021. The purpose of the 2021 ESPP is to provide a means through which our employees may acquire a proprietary interest in Busey by purchasing shares of our common stock at a 15% discount through voluntary payroll deductions, to assist us in retaining the services of our employees and securing and retaining the services of new employees, and to provide incentives for our employees to exert maximum efforts toward our success.

The 2021 ESPP initially reserved for issuance and purchase an aggregate of 600,000 shares of Busey's common stock. The first offering under the 2021 ESPP began on July 1, 2021. There were 429,074 shares available for issuance under the 2021 ESPP as of March 31, 2024.

Stock-based Compensation Expense

Busey did not record any stock option compensation expense for the three months ended March 31, 2024, or 2023. Busey did not have any unrecognized stock option compensation expense as of March 31, 2024.

Busey recognized compensation expense related to nonvested RSU, PSU, and DSU awards, as well as the 2021 ESPP, as summarized in the table below *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Stock-based compensation expense		
RSU awards	$ 894	$ 1,020
PSU awards[1]	1,210	360
DSU awards	215	196
2021 ESPP	84	93
Total stock-based compensation expense	$ 2,403	$ 1,669

1. Expense for PSU awards with a market-based total stockholder return performance goal represents amounts based on target shares at the grant date. Expense for PSU awards with return on average tangible common equity and compounded annual revenue growth rate performance goals represents amounts based on target shares at the grant date, adjusted for performance expectations as of the date indicated.

Unamortized compensation expense related to nonvested RSU, PSU, and DSU awards is summarized in the table below *(dollars in thousands)*:

	As of March 31, 2024	As of December 31, 2023
Unamortized stock-based compensation		
RSU awards	$ 10,259	$ 6,842
PSU awards[1]	8,743	3,607
DSU awards	812	190
Total unamortized stock-based compensation	$ 19,814	$ 10,639
Weighted average period over which expense is to be recognized	2.7 years	2.4 years

1. Unamortized expense for PSU awards with a market-based total stockholder return performance goal represents amounts based on target shares at grant date. Unamortized expense for PSU awards with return on average tangible common equity and compounded annual revenue growth rate performance goals represents amounts based on target shares at grant date, adjusted for performance expectations as of the date indicated.

NOTE 10. OUTSTANDING COMMITMENTS AND CONTINGENT LIABILITIES

Legal Matters

Busey is a party to legal actions which arise in the normal course of its business activities. Legal and administrative proceedings are subject to inherent uncertainties, and while unfavorable outcomes could occur, Busey does not believe at this time that any potential liabilities relating to pending or potential legal matters are likely to have a material impact on Busey's results of operations or financial position.

Credit Commitments and Contingencies

A summary of the contractual amount of Busey's exposure to off-balance-sheet risk relating to the Company's commitments to extend credit and standby letters of credit follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Financial instruments whose contract amounts represent credit risk		
Commitments to extend credit	$ 2,118,621	$ 2,132,500
Standby letters of credit	46,967	43,996
Total commitments	$ 2,165,588	$ 2,176,496

Franchise Tax Matter

In 2021, Busey received an inquiry from the Illinois Secretary of State ("ISOS"), pursuant to which the ISOS asked for additional information regarding certain of our franchise tax filings and the calculation of amounts due thereunder. The franchise tax is established by the Illinois Business Corporation Act ("BCA") 805 ILCS 5/1 et seq., and is a tax imposed on foreign and domestic corporations for the privilege of conducting business in Illinois. Busey has been cooperating with the inquiry and has agreed to prepare additional BCA forms requested by the ISOS, with a full reservation of rights by Busey, including seeking judicial relief, if necessary, with respect to any potential dispute regarding Busey's preparation of the BCA forms and the calculation of the franchise taxes due. Where a loss is believed to be reasonably possible, but not probable, or the loss cannot be reasonably estimated, as is the case with this matter, no accrual is required. It is reasonably possible that this matter could require us to pay additional taxes, including potential penalties and interest, or make other expenditures or accrue liabilities in amounts that could not be reasonably estimated as of March 31, 2024. If the likelihood of potential liabilities elevates, requiring an accrual, the potential future liabilities could be material in the period(s) in which they are recorded.

NOTE 11. DERIVATIVE FINANCIAL INSTRUMENTS

Busey utilizes interest rate swap agreements as part of its asset liability management strategy to help manage its interest rate risk position. Additionally, Busey enters into derivative financial instruments, including interest rate lock commitments issued to residential loan customers for loans that will be held for sale; forward sales commitments to sell residential mortgage loans to investors; and interest rate swaps, risk participation agreements, and foreign currency exchange contracts with customers and other third parties. See "*Note 12: Fair Value Measurements*" for further discussion of the fair value measurement of such derivatives.

To secure its obligations under derivative contracts, Busey pledged cash and held collateral as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Cash pledged to secure obligations under derivative contracts	$ 34,210	$ 34,210
Collateral held to secure obligations under derivative contracts	24,860	19,280

Derivative Instruments Designated as Hedges

Busey entered into derivative instruments designated as cash flow hedges. For a derivative instrument that is designated and qualifies as a cash flow hedge, the change in fair value of the derivative instrument is reported as a component of OCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Changes in fair value of components excluded from the assessment of effectiveness are recognized in current earnings.

Interest Rate Swaps Designated as Cash Flow Hedges

Interest rate swaps with notional amounts totaling $450.0 million as of March 31, 2024, and $350.0 million as of December 31, 2023, were designated as cash flow hedges. Busey entered into one $50.0 million interest rate swap to hedge the risks of variability in cash flows for future interest payments attributable to changes in the 3-month CME Term SOFR benchmark interest rate on Busey's junior subordinated debt owed to unconsolidated trusts (Debt Swap). In addition, Busey entered into one $300.0 million receive fixed pay floating interest rate swap to reduce Busey's asset sensitivity (Prime Loan Swap). Duration was added to our loan portfolio by fixing a portion of floating prime-based loans. Interest rates had risen above their historical lows allowing Busey to lock in a portion of its loan portfolio to reduce asset sensitivity while creating a more stable margin in a volatile rate market. These hedges were determined to be highly effective during the period, and Busey expects its hedges to remain highly effective during the remaining terms of the swaps. Further, in 2024 Busey entered into one $100.0 million one year forward-starting SOFR-based receive-fixed pay-floating interest rate swap, with an effective date of March 5, 2025, to reduce Busey's asset sensitivity (SOFR Loan Swap). Changes in fair value were recorded net of tax in OCI.

A summary of the interest-rate swaps designated as cash flow hedges is presented below *(dollars in thousands)*:

	Location	As of March 31, 2024	As of December 31, 2023
Debt Swap			
Notional amount		$ 50,000	$ 50,000
Weighted average fixed pay rates		1.79 %	1.79 %
Weighted average variable 3-month Fallback Rate (SOFR) receive rates		5.62 %	5.61 %
Weighted average maturity		0.46 years	0.71 years
Prime Loan Swap			
Notional amount		$ 300,000	$ 300,000
Weighted average fixed receive rates		4.81 %	4.81 %
Weighted average variable Prime pay rates		8.50 %	8.50 %
Weighted average maturity		4.85 years	5.10 years
SOFR Loan Swap			
Notional amount		$ 100,000	$ —
Weighted average fixed receive rates		3.72 %	—
Weighted average maturity		4.93 years	—
Gross aggregate fair value of the swaps			
Gross aggregate fair value of swap assets	Other assets	$ 1,178	$ 1,293
Gross aggregate fair value of swap liabilities	Other liabilities	30,303	25,411
Balances carried in AOCI			
Unrealized gains (losses) on cash flow hedges, net of tax	AOCI	$ (20,272)	$ (16,694)

Busey expects to reclassify unrealized gains and losses from OCI to interest income and interest expense as shown in the following table, during the next 12 months *(dollars in thousands)*. Amounts actually recognized could differ from these expectations due to changes in interest rates, hedge de-designations, and the addition of other hedges subsequent to March 31, 2024.

	As of March 31, 2024
Unrealized gains (losses) in OCI expected to be recognized in income	
Unrealized losses expected to be reclassified from OCI to interest income	$ (952)
Unrealized gains expected to be reclassified from OCI to interest expense	483
Net unrealized gains (losses) in OCI expected to be recognized in net interest income	$ (469)

Interest expense recorded on these swap transactions was as follows for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Interest on swap transactions		
Increase (decrease) in interest income on swap transactions	$ (2,796)	$ (2,192)
(Increase) decrease in interest expense on swap transactions	483	383
Net increase (decrease) in net interest income on swap transactions	$ (2,313)	$ (1,809)

The following table reflects the net gains (losses) relating to cash flow derivative instruments that were recorded in AOCI and the Consolidated Statements of Income (Unaudited) during the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Unrealized gains (losses) on cash flow hedges		
Net gain (loss) recognized in OCI, net of tax	$ (5,232)	$ 3,050
(Gain) loss reclassified from OCI to interest income, net of tax	1,999	1,567
(Gain) loss reclassified from OCI to interest expense, net of tax	(345)	(274)
Net change in unrealized gains (losses) on cash flow hedges, net of tax	$ (3,578)	$ 4,343

Derivative Instruments Not Designated as Hedges

Interest Rate Swaps Not Designated as Hedges

Busey may offer derivative contracts to its customers in connection with their risk management needs. Busey manages the risk associated with these contracts by entering into equal and offsetting derivative agreements with third-party dealers. These contracts supported variable rate, commercial loan relationships totaling $678.3 million as of March 31, 2024, and $663.1 million as of December 31, 2023. These derivatives generally worked together as an economic interest rate hedge, but Busey did not designate them for hedge accounting treatment. Consequently, changes in fair value of the corresponding derivative financial asset or liability were recorded as either a charge or credit to current earnings during the period in which the changes occurred.

Amounts and fair values of derivative assets and liabilities related to customer interest rate swaps recorded in the Consolidated Balance Sheets (Unaudited) are summarized as follows *(dollars in thousands)*:

	As of March 31, 2024			
	Derivative Asset		Derivative Liability	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Derivatives not designated as hedging instruments				
Interest rate swaps – pay floating, receive fixed	$ 71,472	$ 868	$ 606,862	$ 33,552
Interest rate swaps – pay fixed, receive floating	606,862	33,552	71,472	868
Total derivatives not designated as hedging instruments	$ 678,334	$ 34,420	$ 678,334	$ 34,420

	As of December 31, 2023							
	Derivative Asset				Derivative Liability			
	Notional Amount		Fair Value		Notional Amount		Fair Value	
Derivatives not designated as hedging instruments								
Interest rate swaps – pay floating, receive fixed	$	177,883	$	2,375	$	485,253	$	26,289
Interest rate swaps – pay fixed, receive floating		485,253		26,289		177,883		2,375
Total derivatives not designated as hedging instruments	$	663,136	$	28,664	$	663,136	$	28,664

Changes in fair value of these derivative assets and liabilities were recorded in noninterest expense in the Consolidated Statements of Income (Unaudited) and are summarized as follows *(dollars in thousands)*:

		Three Months Ended March 31,			
	Location	2024		2023	
Interest rate swaps					
Pay floating, receive fixed	Noninterest expense	$	5,480	$	(7,667)
Pay fixed, receive floating	Noninterest expense		(5,480)		7,667
Net change in fair value of interest rate swaps		$	—	$	—

Risk Participation Agreements

To manage the credit risk exposure related to customer-facing swaps, Busey entered into risk participation agreements in conjunction with loan participation arrangements with other financial institutions. Under these risk participation agreements, Busey purchased a portion of the credit exposure, paying an up-front fee, and will receive a payment from the counterparty if the loan customer defaults on its obligations.

Busey also entered into a risk participation agreement under which Busey sold a portion of its credit exposure, receiving an up-front fee, and will be required to make a payment to the counterparty if the loan customer defaults on its obligations.

The notional amount of the risk participation agreements reflect Busey's pro-rata share of the derivative instrument, consistent with its share of the related participated loan. The risk participation agreements mature between June 2024 and January 2029, and are summarized as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Risk participation agreements purchased		
Number of risk participation agreements	4	3
Notional amount	$ 35,097	$ 34,251
Fair value	9	15
Risk participation agreements sold		
Number of risk participation agreements	1	1
Notional amount	$ 20,001	20,001
Fair value	—	—

Mortgage Banking Derivatives

Interest Rate Lock Commitments

Interest rate lock commitments that meet the definition of derivative financial instruments under ASC Topic 815 *"Derivatives and Hedging"* are carried at their fair values in other assets or other liabilities in the Consolidated Balance Sheets (Unaudited), with changes in the fair values of the corresponding derivative financial assets or liabilities recorded as either a charge or credit to current earnings during the period in which the changes occurred.

Forward Sales Commitments

Busey economically hedges mortgage loans held for sale and interest rate lock commitments issued to its residential loan customers related to loans that will be held for sale by obtaining corresponding forward sales commitments with an investor to sell the loans at an agreed-upon price at the time the interest rate locks are issued to the customers. Forward sales commitments that meet the definition of derivative financial instruments under ASC Topic 815 *"Derivatives and Hedging"* are carried at their fair values in other assets or other liabilities in the Consolidated Balance Sheets (Unaudited). While such forward sales commitments generally served as an economic hedge to mortgage loans held for sale and interest rate lock commitments, Busey did not designate them for hedge accounting treatment. Changes in fair value of the corresponding derivative financial asset or liability were recorded as either a charge or credit to current earnings during the period in which the changes occurred.

Amounts and fair values of mortgage banking derivatives included in the Consolidated Balance Sheets (Unaudited) are summarized as follows *(dollars in thousands)*:

		As of March 31, 2024		As of December 31, 2023	
	Location	Notional Amount	Fair Value	Notional Amount	Fair Value
Mortgage banking derivative assets					
Interest rate lock commitments	Other assets	$ 9,123	$ 133	$ 3,477	$ 25
Forward sales commitments	Other assets	2,772	9	1,761	11
Mortgage banking derivative assets		$ 11,895	$ 142	$ 5,238	$ 36
Mortgage banking derivative liabilities					
Interest rate lock commitments	Other liabilities	$ 268	$ 3	$ 1,615	$ 10
Forward sales commitments	Other liabilities	6,619	51	5,216	47
Mortgage banking derivative liabilities		$ 6,887	$ 54	$ 6,831	$ 57

Gains (losses) relating to these derivative instruments are summarized as follows for the periods presented *(dollars in thousands)*:

		Three Months Ended March 31,	
	Location	2024	2023
Gains (losses)			
Interest rate lock commitments	Mortgage revenue	$ 267	$ 37
Forward sales commitments	Mortgage revenue	9	(54)
Interest rate lock commitments	Other expense	5	—
Forward sales commitments	Other expense	51	—

NOTE 12. FAIR VALUE MEASUREMENTS

The fair value of an asset or liability is the price that would be received by selling that asset or paid in transferring that liability (exit price) in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. ASC Topic 820 *"Fair Value Measurement"* establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- *Level 1 Inputs*—Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- *Level 2 Inputs*—Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.
- *Level 3 Inputs*—Unobservable inputs for determining the fair values of assets or liabilities that reflect the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to Busey's assets and liabilities that are carried at fair value.

In general, fair value is based upon quoted market prices, when available. If such quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable data. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect, among other things, counterparty credit quality and the company's creditworthiness as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. While management believes Busey's 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.

Financial Assets and Financial Liabilities Measured at Fair Value on a Recurring Basis

Debt Securities Available for Sale

Debt securities classified as available for sale are reported at fair value utilizing Level 2 inputs. Busey obtains fair value measurements from an independent pricing service. The independent pricing service utilizes evaluated pricing models that vary by asset class and incorporate available trade, bid, and other market information. Because many fixed income securities do not trade on a daily basis, the independent pricing service applies available information to prepare evaluations, with a focus on observable market data such as benchmark curves, benchmarking of like securities, sector groupings, and matrix pricing.

The independent pricing service uses model processes, such as the Option Adjusted Spread model, to assess interest rate impact and develop prepayment scenarios. Models and processes take into account market conventions. For each asset class, a team of evaluators gathers information from market sources and integrates relevant credit information, perceived market movements, and sector news into the evaluated pricing applications and models.

Market inputs that the independent pricing service normally seeks for evaluations of securities, listed in approximate order of priority, include: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications. The independent pricing service also monitors market indicators, industry, and economic events. For certain security types, additional inputs may be used or some of the market inputs may not be applicable. Evaluators may prioritize inputs differently on any given day for any security based on market conditions, and not all inputs listed are available for use in the evaluation process for each security evaluation on a given day. Because the data utilized was observable, the securities have been classified as Level 2.

Equity Securities

Equity securities are reported at fair value utilizing Level 1 or Level 2 inputs. Fair value measurements of mutual funds, when held, are determined using unadjusted quoted prices in active markets for identical assets at the measurement date and are classified as Level 1. Fair value measurements of stock utilize quoted prices for identical or similar assets in markets that are not active and are classified as Level 2.

Derivative Assets and Derivative Liabilities

Busey’s derivative assets and derivative liabilities are reported at fair value utilizing Level 2 or Level 3 inputs. Fair values of derivative assets and liabilities are determined based on prices that are obtained from a third-party which uses observable market inputs and, with the exception of our risk participation agreements, are classified as Level 2. Due to the significance of unobservable inputs, derivative assets related to our risk participation agreements are classified as Level 3.

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis as of March 31, 2024, and December 31, 2023, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value *(dollars in thousands)*:

	As of March 31, 2024			
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Debt securities available for sale:				
U.S. Treasury securities	$ —	$ 742	$ —	$ 742
Obligations of U.S. government corporations and agencies	—	5,743	—	5,743
Obligations of states and political subdivisions	—	150,926	—	150,926
Asset-backed securities	—	461,698	—	461,698
Commercial mortgage-backed securities	—	92,563	—	92,563
Residential mortgage-backed securities	—	1,021,733	—	1,021,733
Corporate debt securities	—	164,667	—	164,667
Equity securities	—	9,790	—	9,790
Derivative assets	—	35,740	9	35,749
Derivative liabilities	—	64,777	—	64,777

	As of December 31, 2023			
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Debt securities available for sale:				
U.S. Treasury securities	$ —	$ 15,946	$ —	$ 15,946
Obligations of U.S. government corporations and agencies	—	5,832	—	5,832
Obligations of states and political subdivisions	—	172,845	—	172,845
Asset-backed securities	—	468,223	—	468,223
Commercial mortgage-backed securities	—	103,509	—	103,509
Residential mortgage-backed securities	—	1,111,312	—	1,111,312
Corporate debt securities	—	209,904	—	209,904
Equity securities	448	9,364	—	9,812
Derivative assets	—	29,993	15	30,008
Derivative liabilities	—	54,132	—	54,132

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

Loans Evaluated Individually

Busey does not record portfolio loans at fair value on a recurring basis. However, periodically, a loan is evaluated individually and is reported at the fair value of the underlying collateral, less estimated costs to sell, if repayment is expected solely from the collateral. If the collateral value is not sufficient, a specific reserve is recorded. Collateral values are estimated using a combination of observable inputs, including recent appraisals, and unobservable inputs based on customized discounting criteria. Due to the significance of unobservable inputs, fair values of individually evaluated collateral dependent loans have been classified as Level 3.

Bank Property Held for Sale

Bank property held for sale represents certain banking center office buildings which Busey has closed and consolidated with other existing banking centers. Bank property held for sale is measured at the lower of amortized cost or fair value less estimated costs to sell. Fair values were based upon discounted appraisals or real estate listing prices. Due to the significance of unobservable inputs, fair values of all bank property held for sale have been classified as Level 3.

The following tables summarize assets and liabilities measured at fair value on a non-recurring basis for the periods presented, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value *(dollars in thousands)*:

	As of March 31, 2024			
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Loans evaluated individually, net of related allowance	$ —	$ —	$ 3,422	$ 3,422
Bank property held for sale with impairment	—	—	4,238	4,238

	As of December 31, 2023			
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Loans evaluated individually, net of related allowance	$ —	$ —	$ 1,000	$ 1,000
Bank property held for sale with impairment	—	—	4,286	4,286

The following table presents additional quantitative information about assets measured at fair value on a non-recurring basis for which the Company has utilized Level 3 inputs to determine fair value *(dollars in thousands)*:

	As of March 31, 2024			
	Fair Value	Valuation Techniques	Unobservable Input	Range (Weighted Average)
Loans evaluated individually, net of related allowance	$ 3,422	Appraisal of collateral	Appraisal adjustments	-25.0% to -100.0% (-68.7)%
Bank property held for sale with impairment	4,238	Appraisal of collateral or real estate listing price	Appraisal adjustments	-9.0% to -64.9% (-39.1)%

	As of December 31, 2023			
	Fair Value	Valuation Techniques	Unobservable Input	Range (Weighted Average)
Loans evaluated individually, net of related allowance	$ 1,000	Appraisal of collateral	Appraisal adjustments	-41.2% to -100.0% (-47.2)%
Bank property held for sale with impairment	4,286	Appraisal of collateral or real estate listing price	Appraisal adjustments	-6.2% to -64.9% (-38.4)%

Financial Assets and Financial Liabilities That Are Not Carried at Fair Value

Estimated fair values of financial instruments that are not carried at fair value in Busey's Consolidated Balance Sheets (Unaudited), segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value, were as follows *(dollars in thousands)*:

	As of March 31, 2024		As of December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Level 1 inputs:				
Cash and cash equivalents	$ 591,071	$ 591,071	$ 719,581	$ 719,581
Level 2 inputs:				
Debt securities held to maturity	862,218	713,031	872,628	730,397
Loans held for sale	6,827	6,834	2,379	2,401
Accrued interest receivable	46,530	46,530	45,288	45,288
Level 3 inputs:				
Portfolio loans, net	7,496,515	7,293,871	7,559,294	7,276,905
Mortgage servicing rights	989	5,468	3,289	18,079
Other servicing rights	1,573	2,008	1,597	2,062
Financial liabilities				
Level 2 inputs:				
Time deposits	$ 1,577,178	$ 1,559,643	$ 1,819,274	$ 1,804,905
Securities sold under agreements to repurchase	147,175	147,175	187,396	187,396
Short-term borrowings	—	—	12,000	12,034
Long-term debt	—	—	18,000	18,020
Junior subordinated debt owed to unconsolidated trusts	72,040	58,776	71,993	57,153
Accrued interest payable	26,707	26,707	28,418	28,418
Level 3 inputs:				
Subordinated notes, net of unamortized issuance costs	223,100	204,750	222,882	200,000

NOTE 13. EARNINGS PER COMMON SHARE

Basic earnings per share is computed by dividing net income for the period by the weighted average number of common shares outstanding, which include DSUs that are vested but not delivered. Diluted earnings per common share is computed using the treasury stock method and reflects the potential dilution that could occur if Busey's outstanding stock options and warrants were exercised, stock units were vested, and ESPP shares were issued.

Earnings per common share have been computed as follows *(dollars in thousands, except per share amounts)*:

	Three Months Ended March 31,	
	2024	2023
Net income	$ 26,225	$ 36,786
Weighted average number of common shares outstanding, basic	55,416,589	55,397,989
Dilutive effect of common stock equivalents:		
Warrants	—	1,296
RSU awards	653,437	651,777
PSU awards	293,389	90,645
DSU awards	33,481	24,345
2021 ESPP	9,604	13,554
Weighted average number of common shares outstanding, diluted	56,406,500	56,179,606
Basic earnings per common share	$ 0.47	$ 0.66
Diluted earnings per common share	$ 0.46	$ 0.65

Average shares that were excluded from the computation of diluted earnings per common share because their effect would have been anti-dilutive are summarized in the table below for the periods presented:

	Three Months Ended March 31,	
	2024	2023
Anti-dilutive common stock equivalents		
Options	20,386	22,806
PSU awards	108,671	265,459
Total anti-dilutive common stock equivalents	129,057	288,265

NOTE 14. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables present changes in AOCI by component, net of tax, for the periods indicated *(dollars in thousands)*:

	Three Months Ended March 31,					
	2024			2023		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized/Unrecognized gains (losses) on debt securities						
Balance at beginning of period	$ (282,688)	$ 80,579	$ (202,109)	$ (352,878)	$ 100,585	$ (252,293)
Unrealized holding gains (losses) on debt securities available for sale, net	(7,947)	2,266	(5,681)	30,693	(8,749)	21,944
Amounts reclassified from AOCI, net	6,802	(1,939)	4,863	(4)	1	(3)
Amortization of unrecognized losses on securities transferred to held to maturity	1,411	(402)	1,009	1,693	(483)	1,210
Balance at end of period	(282,422)	80,504	(201,918)	(320,496)	91,354	(229,142)
Unrealized gains (losses) on cash flow hedges						
Balance at beginning of period	(23,348)	6,654	(16,694)	(29,350)	8,365	(20,985)
Unrealized holding gains (losses) on cash flow hedges, net	(7,318)	2,086	(5,232)	4,264	(1,214)	3,050
Amounts reclassified from AOCI, net	2,313	(659)	1,654	1,809	(516)	1,293
Balance at end of period	(28,353)	8,081	(20,272)	(23,277)	6,635	(16,642)
Total AOCI	$ (310,775)	$ 88,585	$ (222,190)	$ (343,773)	$ 97,989	$ (245,784)

NOTE 15. OPERATING SEGMENTS AND RELATED INFORMATION

Busey has three reportable operating segments: Banking, Wealth Management, and FirsTech. Busey’s three operating segments are strategic business units that are separately managed, as they offer different products and services and have different marketing strategies.

The Banking Operating Segment

The Banking operating segment provides a full range of banking services to individual and corporate customers through First Busey Corporation’s wholly-owned bank subsidiary, Busey Bank, with 58 banking centers in Illinois; the St. Louis, Missouri, metropolitan area; southwest Florida; and Indianapolis, Indiana.

Banking services offered to individual customers include customary types of demand and savings deposits, money transfers, safe deposit services, individual retirement accounts and other fiduciary services, automated teller machines, and technology-based networks, as well as a variety of loan products including residential real estate, home equity lines of credit, and consumer loans. Banking services offered to corporate customers include commercial, commercial real estate, real estate construction, and agricultural loans, as well as commercial depository services such as cash management.

The Wealth Management Operating Segment

The Wealth Management operating segment provides a full range of asset management, investment, brokerage, fiduciary, philanthropic advisory, tax preparation, and farm management services to individuals, businesses, and foundations. Services are provided through Busey Capital Management, Inc., a wholly-owned subsidiary of Busey Bank, and Busey Wealth Management, a division of Busey Bank.

Wealth management services tailored to individuals include trust and estate advisory services and financial planning. Business services include business succession planning and employee retirement plan services. Services for foundations include investment strategy consulting and fiduciary services.

The FirsTech Operating Segment

The FirsTech operating segment provides comprehensive and innovative payment technology solutions through Busey Bank’s wholly-owned subsidiary, FirsTech. FirsTech's multi-channel payment platform allows businesses to collect payments from their customers in a variety of ways to enable fast, frictionless payments. Payment method vehicles include, but are not limited to, text-based mobile bill pay; interactive voice response; electronic payment concentration delivered to Automated Clearing House networks, money management, and credit card networks; walk-in payment processing for customers at retail pay agents; customer service payments made over a telephone; direct debit services; and lockbox remittance processing for customers to make payments by mail. FirsTech also provides additional tools to help clients with billing, reconciliation, bill reminders, and treasury services.

FirsTech's client base represents a diverse set of industries, with a higher concentration in highly regulated industries, such as financial institutions, utility, insurance, and telecommunications industries.

Segment Financial Information

The segment financial information provided below has been derived from information used by management to monitor and manage Busey’s financial performance. The accounting policies of the three operating segments are the same as those described in the summary of significant accounting policies in “*Note 1. Significant Accounting Policies*” of Busey’s 2023 Annual Report. Busey accounts for intersegment revenue and transfers at current market value.

Following is a summary of selected financial information for Busey's operating segments. The "other" category included in the tables below consists of the parent company, First Busey Risk Management, Inc. until its dissolution on December 18, 2023, and the elimination of intercompany transactions *(dollars in thousands)*:

	Goodwill		Total Assets	
	As of		As of	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Operating segment				
Banking	$ 294,773	$ 294,773	$ 11,722,919	$ 12,125,298
Wealth Management	14,108	14,108	107,251	103,147
FirsTech	8,992	8,992	50,643	51,600
Other	—	—	6,645	3,370
Consolidated total	$ 317,873	$ 317,873	$ 11,887,458	$ 12,283,415

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Net interest income		
Banking	$ 79,533	$ 89,890
FirsTech	13	13
Other	(3,779)	(4,046)
Total net interest income	$ 75,767	$ 85,857
Noninterest income		
Banking	$ 13,472	$ 12,421
Wealth Management	15,712	14,926
FirsTech	5,971	5,674
Other	(155)	(1,173)
Total noninterest income	$ 35,000	$ 31,848
Noninterest expense		
Banking	$ 52,387	$ 54,651
Wealth Management	9,136	8,534
FirsTech	5,866	5,739
Other	3,380	1,479
Total noninterest expense	$ 70,769	$ 70,403
Income before income taxes		
Banking	$ 35,580	$ 46,707
Wealth Management	6,576	6,392
FirsTech	118	(52)
Other	(7,314)	(6,698)
Total income before income taxes	$ 34,960	$ 46,349
Net income		
Banking	$ 26,492	$ 36,835
Wealth Management	4,998	4,858
FirsTech	86	(38)
Other	(5,351)	(4,869)
Total net income	$ 26,225	$ 36,786

NOTE 16. ACQUISITION

Merchants and Manufacturers Bank Corporation

Effective April 1, 2024, Busey completed its previously announced acquisition of M&M, pursuant to which Busey acquired M&M and its wholly-owned subsidiary, M&M Bank, through a merger transaction. This partnership adds M&M’s Life Equity Loan® products to Busey’s existing suite of services and expands Busey’s presence in the suburban Chicago market.

Busey will operate M&M Bank as a separate banking subsidiary of Busey until it is merged with Busey Bank, which is expected to occur in June 2024. At the time of the bank merger, M&M Bank's banking centers will become banking centers of Busey Bank, except for M&M's banking center located at 990 Essington Rd., Joliet, Illinois, which is expected to be closed in connection with the bank merger.

At the effective time of the Merger, each share of M&M common stock converted to the right to receive, at the election of each stockholder and subject to proration and adjustment as provided in the Merger Agreement, either (1) $117.74 in cash ("Cash Election"), (2) 5.7294 shares of Busey common stock ("Share Election"), or (3) mixed consideration of $34.55 in cash and 4.0481 shares of Busey common stock ("Mixed Election").

Most of the M&M common stockholders who submitted an election form by the election deadline made the Share Election to receive their Merger consideration solely in the form of shares of Busey common stock. As a result of the elections of M&M common stockholders, and in accordance with the proration and adjustment provisions of the Merger Agreement, the Merger consideration paid to M&M common stockholders was comprised of an aggregate of approximately 1,429,304 shares of Busey common stock and an aggregate of approximately $12.2 million in cash, allocated as follows for each share of M&M stock: (1) $117.74 in cash for the Cash Election, (2) $5.3966 in cash and 5.4668 shares of Busey common stock for the Share Election, and (3) $34.55 in cash and 4.0481 shares of Busey common stock for the Mixed Election. Pursuant to the terms of the Merger Agreement, M&M common stockholders that did not make an election or submit a properly completed election form by the election deadline of March 29, 2024, received cash consideration of $117.74 for each share of M&M common stock held. No fractional shares of Busey common stock were issued in the Merger. Fractional shares were paid in cash at the rate of $23.32 per share.

This transaction was accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed, and consideration exchanged was recorded at estimated fair values on April 1, 2024, the date of acquisition. Fair values will be subject to refinement for up to one year after the closing date as additional information regarding the closing date fair values becomes available. During the three months ended March 31, 2024, Busey incurred $0.3 million in pre-tax acquisition expenses, comprised primarily of legal expenses, related to the acquisition of M&M.

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

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

SCOPE OF DISCUSSION

The following discussion and analysis are intended to assist readers in understanding Busey's financial condition and results of operations during the three months ended March 31, 2024, and should be read in conjunction with our Consolidated Financial Statements (unaudited) and the related Notes to the Consolidated Financial Statements (unaudited) included in this Quarterly Report, as well as our 2023 Annual Report.

BUSINESS

First Busey Corporation is a $11.9 billion financial holding company headquartered in Champaign, Illinois. Our common stock is traded on The Nasdaq Global Select Market under the symbol "BUSE."

Our three operating segments provide a full range of banking, wealth management, and payment technology solutions through our subsidiaries, Busey Bank and FirsTech, in Illinois; the St. Louis, Missouri metropolitan area; southwest Florida; and Indianapolis, Indiana.

Banking Center Markets

Busey Bank serves the Illinois banking market with 46 banking centers, including 21 located within central Illinois, 13 located within the suburban Chicago market, and 12 located within the St. Louis Metropolitan Statistical Area. Our Illinois markets feature several Fortune 1000 companies. Those organizations, coupled with large healthcare and higher education sectors, anchor the communities in which they are located and have provided a comparatively stable foundation for housing, employment, and small business.

Busey Bank has eight banking centers in Missouri. St. Louis, Missouri has a diverse economy with major employment sectors including health care, financial services, professional and business services, and retail. We have a total of 20 banking centers within the boundaries of the St. Louis Metropolitan Statistical Area, including branches in both Illinois and Missouri.

Busey Bank has three banking centers in southwest Florida, an area which has experienced strong population growth, job growth, and an expanded housing market, as well as the benefits of a tourism and winter resort economy.

Busey Bank has one banking center in the Indianapolis, Indiana area, which is the most populous city of Indiana with a diverse economy, due in part to it serving as the headquarters of many large corporations.

Busey's Conservative Banking Strategy

Busey's financial strength is built on a long-term conservative operating approach. The quality of our core deposit franchise is a critical value driver of our institution. Busey remains substantially core deposit[1] funded, with robust liquidity and significant market share in the communities we serve. As of March 31, 2024, our loan to deposit ratio was 76.2% and core deposits represented 96.7% of total deposits. Furthermore, we have sufficient on- and off-balance sheet liquidity to manage deposit fluctuations and the liquidity needs of our customers.

Our credit performance reflects our highly diversified, conservatively underwritten loan portfolio, which has been originated predominantly to established customers with tenured relationships with Busey. Our approach to lending and our underwriting standards are designed to emphasize relationship banking rather than transactional banking. In addition, as a matter of both policy and practice, we limit concentration exposures in any particular loan segment. As a result, asset quality remains strong by both Busey's historical and current industry trends.

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[1] Core deposits is a non-GAAP financial measure. For a reconciliation of non-GAAP measures to the most directly comparable GAAP financial measures, see *"Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information"* included in this Quarterly Report.

Busey's conservative banking strategy is reflected in the strength of our capital base. We strive to consistently maintain capital ratios well in excess of thresholds required to be designated as well capitalized by applicable regulatory guidelines, thereby ensuring financial strength and flexibility across economic and operating cycles. At March 31, 2024, our leverage ratio of Tier 1 capital to average assets was 10.5%, our common equity Tier 1 capital to risk weighted assets ratio was 13.4%, and our total capital to risk weighted assets ratio was 17.9%.

Acquisition

Effective April 1, 2024, Busey completed its previously announced acquisition of M&M, pursuant to which Busey acquired M&M and its wholly-owned subsidiary, M&M Bank, through a merger transaction. This partnership adds M&M's Life Equity Loan® products to Busey's existing suite of services and expands Busey's presence in the suburban Chicago market.

Busey will operate M&M Bank as a separate banking subsidiary of Busey until it is merged with Busey Bank, which is expected to occur in June 2024. At the time of the bank merger, M&M Bank's banking centers will become banking centers of Busey Bank, except for M&M's banking center located at 990 Essington Rd., Joliet, Illinois, which is expected to be closed in connection with the bank merger.

For additional information, see "*Note 16. Acquisition*."

Busey executed a two-part balance sheet repositioning strategy

During the first quarter of 2024, Busey sold the mortgage servicing rights on approximately $923.5 million of one- to four-family mortgage loans for an estimated pre-tax gain of $7.5 million, which enabled us to sell available-for-sale investment securities with a book value of approximately $108.2 million for a pre-tax loss of $6.8 million with no resulting impact to tangible capital.

At the time of the sale, the securities sold yielded a weighted average rate of 1.98% and had a weighted-average life of 2.3 years. Proceeds from the repositioning were deposited into an interest-bearing account at the Federal Reserve yielding 5.40%. Busey anticipates reinvesting the proceeds into higher yielding organic growth opportunities over time.

The increased net interest spread as a result of the two-part repositioning is expected to increase net interest income by approximately $3.3 million on an annualized basis and improve the net interest margin run rate by 3 basis points. In addition, execution of these transactions further bolsters Busey's liquidity position and balance sheet flexibility, while also strengthening its capital position.

In combination, the gain generated from the sale of mortgage servicing rights and the loss generated from the sale of securities had an immediate positive impact on consolidated stockholders' equity and book value per share. Risk-based regulatory capital ratios increased modestly as a result of the repositioning proceeds rotating into lower risk-weighted assets. Busey expects the above transactions to be accretive to capital and earnings per share in future periods.

RESULTS OF OPERATIONS — THREE MONTHS ENDED MARCH 31, 2024

Net Income

Results of our operations are presented below, segregated by operating segment *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Net income by operating segment		
Banking	$ 26,492	$ 36,835
Wealth Management	4,998	4,858
FirsTech	86	(38)
Other	(5,351)	(4,869)
Net income	$ 26,225	$ 36,786

Operating Performance Metrics

Operating performance metrics presented in the table below have been derived from information used by management to monitor and manage Busey's financial performance *(dollars in thousands, except per share amounts)*:

		Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Reported:	Net income	$ 26,225	$ 36,786
Adjusted:	Net income[1]	$ 26,531	$ 36,786
Reported:	Diluted earnings per common share	$ 0.46	$ 0.65
Adjusted:	Diluted earnings per common share[1]	$ 0.47	$ 0.65
Reported:	Return on average assets[2]	0.88 %	1.22 %
Adjusted:	Return on average assets[1, 2]	0.89 %	1.22 %
Reported:	Return on average tangible common equity[1, 2]	11.43 %	18.48 %
Adjusted:	Return on average tangible common equity[1, 2]	11.56 %	18.48 %
Reported:	Pre-provision net revenue[1]	$ 46,373	$ 47,918
Adjusted:	Pre-provision net revenue[1]	$ 38,638	$ 49,504
Reported:	Pre-provision net revenue to average assets[1, 2]	1.55 %	1.58 %
Adjusted:	Pre-provision net revenue to average assets[1, 2]	1.29 %	1.64 %

1. A non-GAAP financial measure. For a reconciliation of non-GAAP measures to the most directly comparable GAAP financial measures, see *"Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information"* included in this Quarterly Report.
2. Annualized measure.

Non-Operating Expenses and Non-GAAP Measures

Busey views certain non-operating items, including acquisition-related and restructuring charges, as adjustments to net income reported under GAAP. Non-operating pretax adjustments were as follows for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31,	
	2024	2023
Non-operating costs		
Acquisition related expenses[1]	$ 285	$ —
Restructuring charges[2]	123	—
Total non-operating costs	$ 408	$ —

1. Acquisition expenses related to the acquisition of M&M, which was completed on April 1, 2024.
2. Restructuring charges related to previously disclosed restructuring and efficiency plans.

A reconciliation of non-GAAP measures, which Busey believes facilitates the assessment of its financial results and peer comparability, is included in tabular form in this Quarterly Report. See *"Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information."*

Net Interest Income

Net interest income is the difference between interest income and fees earned on earning assets and interest expense incurred on interest-bearing liabilities. Interest rate levels and volume fluctuations within earning assets and interest-bearing liabilities impact net interest income. Net interest margin is tax-equivalent net interest income as a percent of average earning assets.

Certain assets with tax favorable treatment are evaluated on a tax-equivalent basis, assuming a federal income tax rate of 21.0%. Tax favorable assets generally have lower contractual pre-tax yields than fully taxable assets. A tax-equivalent analysis is performed by adding the tax savings to the earnings on tax favorable assets. After factoring in the tax favorable effects of these assets, the yields may be more appropriately evaluated against alternative earning assets. In addition to yield, various other risks are factored into the evaluation process.

Consolidated Average Balance Sheets and Interest Rates (Unaudited)

The following tables show our unaudited consolidated average balance sheets *(dollars in thousands)*, detailing the major categories of assets and liabilities, the interest income earned on interest-earning assets, the interest expense paid for interest-bearing liabilities, and the related interest yields for the periods shown. Average information is provided on a daily average basis.

	Three Months Ended March 31,					
	2024			2023		
	Average Balance	Income/ Expense	Yield/ Rate[5]	Average Balance	Income/ Expense	Yield/ Rate[5]
Assets						
Interest-bearing bank deposits and federal funds sold	$ 488,610	$ 6,471	5.33 %	$ 108,051	$ 988	3.71 %
Investment securities:						
U.S. Government obligations	12,405	62	2.01 %	125,218	195	0.63 %
Obligations of states and political subdivisions[1]	165,446	1,147	2.79 %	254,403	1,765	2.81 %
Other securities	2,729,293	18,819	2.77 %	2,980,364	18,579	2.53 %
Loans held for sale	4,833	72	5.98 %	1,650	23	5.65 %
Portfolio loans[1, 2]	7,599,316	99,611	5.27 %	7,710,876	90,113	4.74 %
Total interest-earning assets[1, 3]	10,999,903	$ 126,182	4.61 %	11,180,562	$ 111,663	4.05 %
Cash and due from banks	105,583			115,145		
Premises and equipment	122,291			127,094		
ACL	(92,137)			(92,693)		
Other assets	888,568			933,610		
Total assets	$ 12,024,208			$ 12,263,718		
Liabilities and stockholders' equity						
Interest-bearing transaction deposits	$ 2,524,757	$ 10,811	1.72 %	$ 2,767,507	$ 6,938	1.02 %
Savings and money market deposits	3,076,203	16,388	2.14 %	2,911,194	3,952	0.55 %
Time deposits	1,729,145	16,769	3.90 %	958,704	3,850	1.63 %
Federal funds purchased and repurchase agreements	178,659	1,372	3.09 %	230,351	1,222	2.15 %
Borrowings[4]	250,882	3,637	5.83 %	675,349	8,373	5.03 %
Junior subordinated debt issued to unconsolidated trusts	72,009	989	5.52 %	71,825	913	5.16 %
Total interest-bearing liabilities	7,831,655	$ 49,966	2.57 %	7,614,930	$ 25,248	1.34 %
Net interest spread[1]			2.04 %			2.71 %
Noninterest-bearing deposits	2,708,586			3,272,745		
Other liabilities	208,243			205,224		
Stockholders' equity	1,275,724			1,170,819		
Total liabilities and stockholders' equity	$ 12,024,208			$ 12,263,718		
Interest income / earning assets[1, 3]	$ 10,999,903	$ 126,182	4.61 %	$ 11,180,562	$ 111,663	4.05 %
Interest expense / earning assets	10,999,903	49,966	1.82 %	11,180,562	25,248	0.92 %
Net interest margin[1]		$ 76,216	2.79 %		$ 86,415	3.13 %

1. On a tax-equivalent basis and assuming a federal income tax rate of 21.0%. For a reconciliation of non-GAAP measures to the most directly comparable GAAP financial measures, see *"Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information"* included in this Quarterly Report.
2. Non-accrual loans have been included in average portfolio loans.
3. Interest income includes tax-equivalent adjustments of $0.4 million and $0.6 million for the three months ended March 31, 2024, and 2023, respectively.
4. Includes short-term and long-term borrowings. Interest expense includes non-usage fees on a revolving loan.
5. Annualized.

Notable changes in average assets and average liabilities are summarized as follows for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Change	% Change
Average interest-earning assets	$ 10,999,903	$ 11,180,562	$ (180,659)	(1.6)%
Average interest-bearing liabilities	7,831,655	7,614,930	216,725	2.8 %
Average noninterest-bearing deposits	2,708,586	3,272,745	(564,159)	(17.2)%
Total average deposits	10,038,691	9,910,150	128,541	1.3 %
Total average liabilities	10,748,484	11,092,899	(344,415)	(3.1)%
Average noninterest-bearing deposits as a percent of total average deposits	27.0 %	33.0 %	(600) bps	
Total average deposits as a percent of total average liabilities	93.4 %	89.3 %	410 bps	

Changes in net interest income and net interest margin are summarized as follows for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Change	% Change
Net interest income				
Interest income, on a tax-equivalent basis[1]	$ 126,182	$ 111,663	$ 14,519	13.0 %
Interest expense	(49,966)	(25,248)	(24,718)	(97.9)%
Net interest income, on a tax-equivalent basis[1]	$ 76,216	$ 86,415	$ (10,199)	(11.8)%
Net interest margin[1, 2]	2.79 %	3.13 %	(34) bps	

1. Assuming a federal income tax rate of 21.0%. For a reconciliation of non-GAAP measures to the most directly comparable GAAP financial measures, see *"Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information"* included in this Quarterly Report.
2. Net interest income expressed as a percentage of average earning assets, stated on a tax-equivalent basis.

The FOMC raised rates by a total of 525 basis points since the onset of the current FOMC tightening cycle that began in the first quarter of 2022, with no further increases during the first quarter of 2024. Rising rates initially have a positive impact on net interest margin, as assets, in particular commercial loans, reprice more quickly and to a greater extent than liabilities. As deposit and funding costs increase in response to the tightening rate cycle, some of the net interest margin expansion is reversed. As lower yielding securities and loans have continued to mature or renew at higher current market rates, expansion in asset yields has outpaced any remaining lagged pressure on funding costs. Our deposit cost of funds peaked in the beginning of the first quarter of 2024, and we have been able to reduce interest expense by offering lower CD specials as well as applying rate management on higher priced non-maturity deposit products. We have also begun to benefit from recent actions taken to proactively bolster our net interest margin, including completion of targeted balance sheet repositionings in both the fourth quarter of 2023 and the first quarter of 2024, the reversal of the wealth management sweep accounts, and the pay off of the remaining balance on our Term Loan.

Table of Contents

Net interest spread represents the difference between the average rate earned on earning assets and the average rate paid on interest-bearing liabilities, and is presented in the table below for the periods indicated:

	Three Months Ended March 31,	
	2024	2023
Net interest spread[1]	2.04 %	2.71 %

1. Calculated on a tax-equivalent basis.

The net interest margin discussion above is based upon the results and average balances for the three months ended March 31, 2024, and 2023. Annualized net interest margins for the quarterly periods indicated were as follows:

	2024	2023
First Quarter	2.79 %	3.13 %
Second Quarter		2.86 %
Third Quarter		2.80 %
Fourth Quarter		2.74 %

Management attempts to mitigate the effects of an unpredictable interest-rate environment through effective portfolio management, prudent loan underwriting and pricing discipline, and operational efficiencies. For a description of accounting policies underlying the recognition of interest income and expense, refer to the Notes to Consolidated Financial Statements in Busey’s 2023 Annual Report.

Noninterest Income

Changes in noninterest income are summarized as follows for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023	Change	% Change
Noninterest income				
Wealth management and payment technology solutions income:				
Wealth management fees	$ 15,549	$ 14,797	$ 752	5.1 %
Payment technology solutions	5,709	5,315	394	7.4 %
Combined, wealth management fees and payment technology solutions	21,258	20,112	1,146	5.7 %
Fees for customer services	7,056	6,819	237	3.5 %
Mortgage revenue	746	288	458	159.0 %
Income on bank owned life insurance	1,419	1,652	(233)	(14.1)%
Realized gain on the sale of mortgage servicing rights	7,465	—	7,465	NM
Securities income:				
Realized net gains (losses) on securities	(6,802)	4	(6,806)	NM
Unrealized net gains (losses) recognized on equity securities	427	(620)	1,047	168.9 %
Net securities gains (losses)	(6,375)	(616)	(5,759)	NM
Other income	3,431	3,593	(162)	(4.5)%
Total noninterest income	$ 35,000	$ 31,848	$ 3,152	9.9 %
Assets under care as of period end	$ 12,762,786	$ 11,208,308	$ 1,554,478	13.9 %

Total noninterest income was $35.0 million for the three months ended March 31, 2024, an increase of 9.9% from the comparable period in 2023. Total noninterest income represented 31.6% of total revenue[2] for the three months ended March 31, 2024, compared to 27.1% for the comparable period in 2023.

Combined, revenues from wealth management fees and payment technology solutions represented 60.7% of Busey’s noninterest income for the three months ended March 31, 2024, providing a complement to spread-based revenue from traditional banking activities. On a combined basis, revenue from these two critical operating areas was $21.3 million for the three months ended March 31, 2024, a 5.7% increase from the comparable period in 2023.

Wealth management fees were $15.5 million for the three months ended March 31, 2024, a 5.1% increase from the comparable period in 2023. Busey’s Wealth Management division ended the first quarter of 2024 with $12.8 billion in assets under care, an increase of 13.9% from the comparable period in 2023. Our portfolio management team continues to focus on long-term returns and managing risk in the face of volatile markets.

Payment technology solutions revenue relates to our payment processing company, FirsTech. Payment technology solutions revenue was $5.7 million for the three months ended March 31, 2024, a 7.4% increase from the comparable period in 2023.

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[2] Total revenue consists of net interest income plus noninterest income.

Fees for customer services were $7.1 million for the three months ended March 31, 2024, a 3.5% increase from the comparable period in 2023.

Mortgage revenue was $0.7 million for the three months ended March 31, 2024, a 159.0% increase from the comparable period in 2023, primarily based on sold-loan mortgage volume. General economic conditions and interest rate volatility may impact future fee income. The sale of the mortgage servicing rights completed during the first quarter of 2024 is expected to reduce mortgage revenue by an average of $0.2 million per quarter for the remainder of the year.

Income on bank owned life insurance was $1.4 million for the three months ended March 31, 2024, a 14.1% decrease from the comparable period in 2023, as a result of a $0.3 million decrease in earnings on death proceeds and a $0.1 million increase in the cash surrender value of the insurance policies.

A realized gain on the sale of mortgage servicing rights was recognized in connection with our strategic two-part balance sheet repositioning completed during the first quarter of 2024. For more information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Busey executed a two-part balance sheet repositioning strategy*."

Other income was $3.4 million for the three months ended March 31, 2024, a 4.5% decrease from the comparable period in 2023. Fluctuations were primarily attributable to increased income recognized on venture capital investments and higher gains on commercial loan sales, offset by lower income on swap origination fees and reductions in gains on fixed asset disposals.

Noninterest Expense

Changes in noninterest expense are summarized as follows for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31, 2024	2023	Change	% Change
Noninterest expense				
Salaries, wages, and employee benefits	$ 42,090	$ 40,331	$ 1,759	4.4 %
Data processing	6,550	5,640	910	16.1 %
Premises expenses:				
Net occupancy expense of premises	4,720	4,762	(42)	(0.9)%
Furniture and equipment expenses	1,813	1,746	67	3.8 %
Combined, net occupancy expense of premises and furniture and equipment expenses	6,533	6,508	25	0.4 %
Professional fees	2,253	2,058	195	9.5 %
Amortization of intangible assets	2,409	2,729	(320)	(11.7)%
Interchange expense	1,611	1,853	(242)	(13.1)%
FDIC insurance	1,400	1,502	(102)	(6.8)%
Other expense	7,923	9,782	(1,859)	(19.0)%
Total noninterest expense	$ 70,769	$ 70,403	$ 366	0.5 %
Income taxes	$ 8,735	$ 9,563	$ (828)	(8.7)%
Effective income tax rate	25.0 %	20.6 %	440 bps	
Efficiency ratio[1]	58.1 %	56.9 %	120 bps	
Adjusted efficiency ratio[1]	61.7 %	56.9 %	480 bps	
Full-time equivalent associates as of period-end	1,464	1,473	(9)	(0.6)%

1. The efficiency ratio and adjusted efficiency ratio are non-GAAP financial measures. For a reconciliation of non-GAAP measures to the most directly comparable financial GAAP measures, see "*Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information*" included in this Quarterly Report.

Total noninterest expense was $70.8 million for the three months ended March 31, 2024, representing a modest 0.5% increase from the comparable period in 2023. We have effectively managed our noninterest expense during a time of decades-high inflation, and have been purposeful in our efforts to rationalize our expense base given our economic outlook and our view on the future of banking.

Salaries, wages, and employee benefits were $42.1 million for the three months ended March 31, 2024, a 4.4% increase from the comparable period in 2023. Our total associate base consisted of 1,464 full-time equivalents as of March 31, 2024, compared to 1,473 full-time equivalents at March 31, 2023. Current trends continue to reflect a competitive labor market, maintaining pressure on costs related to attracting and maintaining our skilled workforce.

Data processing expense was $6.6 million for the three months ended March 31, 2024, a 16.1% increase from the comparable period in 2023. Increases were primarily attributable to Company-wide investments in technology enhancements, as well as inflation-driven price increases.

Combined, net occupancy expense of premises and furniture and equipment expense totaled $6.5 million for the three months ended March 31, 2024, an 0.4% increase from the comparable period in 2023. Primary cost drivers in these expense categories include lease costs, repairs and maintenance, depreciation expense, real estate taxes, and utilities.

Professional fees were $2.3 million for the three months ended March 31, 2024, a 9.5% increase from the comparable period in 2023. The three months ended March 31, 2024, includes $0.1 of non-operating costs related to the M&M acquisition.

Amortization of intangible assets was $2.4 million for the three months ended March 31, 2024, an 11.7% decrease from the comparable period for 2023, due to the use of an accelerated amortization methodology.

Interchange expense was $1.6 million for the three months ended March 31, 2024, a 13.1% decrease from the comparable period in 2023. Fluctuations in interchange expense relate to payment and volume activity at FirsTech.

FDIC insurance expense was $1.4 million for the three months ended March 31, 2024, a 6.8% decrease from the comparable period in 2023.

Other expense was $7.9 million for the three months ended March 31, 2024, a 19.0% decrease from the comparable period in 2023. In connection with Busey’s adoption of ASU 2023-02 on January 1, 2024, Busey began recording amortization of New Markets Tax Credits as income tax expense instead of other expense, which resulted in a $2.2 million decrease in other expense during the first quarter of 2024, compared to the first quarter of 2023. Further changes in other expense are attributable to multiple items, including the provision for unfunded commitments, sales of other real estate owned, marketing, and business development expenses.

Efficiency Ratio

The efficiency ratio[3], which is a measure commonly used by management and the banking industry, measures the amount of expense incurred to generate a dollar of revenue. Our efficiency ratio was 58.1% for the three months ended March 31, 2024, compared to 56.9% for the three months ended March 31, 2023. Our adjusted efficiency ratio[3] was 61.7% for the three months ended March 31, 2024, compared to 56.9% for three months ended March 31, 2023.

Taxes

The effective income tax rate of 25.0% for the three months ended March 31, 2024, was lower than the combined federal and state statutory rate of approximately 28.0% due to tax exempt interest income, such as municipal bond interest and bank owned life insurance income. The effective tax rate was higher in the first quarter of 2024 compared to previous quarters due to the adoption of ASU 2023-02 in January 2024. We continue to monitor evolving federal and state tax legislation and its potential impact on operations on an ongoing basis. As of March 31, 2024, we were not under income tax examination by any income tax authority.

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[3] The efficiency ratio and adjusted efficiency ratio are non-GAAP financial measures. For a reconciliation of non-GAAP measures to the most directly comparable GAAP financial measures, see “*Item 2. Management’s Discussion and Analysis—Non-GAAP Financial Information*” included in this Quarterly Report.

FINANCIAL CONDITION

Balance Sheet

Changes in significant items included in our Consolidated Balance Sheets (Unaudited) are summarized as follows as of each of the dates indicated *(dollars in thousands)*:

	As of			
	March 31, 2024	December 31, 2023	Change	% Change
Assets				
Debt securities available for sale	$ 1,898,072	$ 2,087,571	$ (189,499)	(9.1)%
Debt securities held to maturity	862,218	872,628	(10,410)	(1.2)%
Portfolio loans, net of ACL	7,496,515	7,559,294	(62,779)	(0.8)%
Total assets	11,887,458	12,283,415	(395,957)	(3.2)%
Liabilities				
Deposits:				
Noninterest-bearing	2,784,338	2,834,655	(50,317)	(1.8)%
Interest-bearing	7,175,853	7,456,501	(280,648)	(3.8)%
Total deposits	9,960,191	10,291,156	(330,965)	(3.2)%
Securities sold under agreements to repurchase	147,175	187,396	(40,221)	(21.5)%
Subordinated notes, net of unamortized issuance costs	223,100	222,882	218	0.1 %
Junior subordinated debt owed to unconsolidated trusts	72,040	71,993	47	0.1 %
Total liabilities	10,604,807	11,011,434	(406,627)	(3.7)%
Stockholders’ equity	1,282,651	1,271,981	10,670	0.8 %

Portfolio Loans

We believe that making sound and profitable loans is a necessary and desirable means of employing funds available for investment. Busey maintains lending policies and procedures designed to focus lending efforts on the types, locations, and duration of loans most appropriate for its business model and markets. While not specifically limited, we attempt to focus our lending on short to intermediate-term (0-10 years) loans in geographic areas within 125 miles of our lending offices. Loans originated outside of these areas are generally to existing customers of Busey Bank. We attempt to utilize government-assisted lending programs, such as the SBA and U.S. Department of Agriculture lending programs, when prudent. Generally, loans are collateralized by assets, primarily real estate, and guaranteed by individuals. Loans are expected to be repaid primarily from cash flows of the borrowers or from proceeds from the sale of selected assets of the borrowers.

Management reviews and approves Busey Bank’s lending policies and procedures on a regular basis. Management routinely (at least quarterly) reviews the ACL in conjunction with reports related to loan production, loan quality, concentrations of credit, loan delinquencies, non-performing loans, and potential problem loans. Our underwriting standards are designed to encourage relationship banking rather than transactional banking. Relationship banking implies a primary banking relationship with the borrower that includes, at a minimum, an active deposit banking relationship in addition to the lending relationship. Significant underwriting factors, in addition to location, duration, a sound and profitable cash flow basis, and the borrower’s character, include the quality of the borrower’s financial history, the liquidity of the underlying collateral, and the reliability of the valuation of the underlying collateral.

At no time is a borrower's total borrowing relationship permitted to exceed Busey Bank's regulatory lending limit. We generally limit such relationships to amounts substantially less than the regulatory limit. Loans to related parties, including executive officers and directors of First Busey Corporation and its subsidiaries, are reviewed for compliance with regulatory guidelines.

Busey maintains an independent loan review department that reviews loans for compliance with our loan policy on a periodic basis. In addition, the loan review department reviews risk assessments made by our credit department, lenders, and loan committees. Results of these reviews are presented to management and the audit committee at least quarterly.

Busey Bank's lending activities can be summarized into two primary categories: commercial and retail. Lending is further classified into five primary areas: commercial loans, commercial real estate loans, real estate construction loans, retail real estate loans, and retail other loans. A description of each of the five primary areas can be found in"*Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Portfolio Loans*" of Busey's 2023 Annual Report.

The composition of our loan portfolio as of the dates indicated, as well as changes in portfolio loan balances, were as follows *(dollars in thousands)*:

	As of			
	March 31, 2024	December 31, 2023	Change	% Change
Commercial loans				
C&I and other commercial	$ 1,828,711	$ 1,835,994	$ (7,283)	(0.4)%
Commercial real estate	3,331,670	3,337,337	(5,667)	(0.2)%
Real estate construction	445,860	461,717	(15,857)	(3.4)%
Total commercial loans	5,606,241	5,635,048	(28,807)	(0.5)%
Retail loans				
Retail real estate	1,708,663	1,720,455	(11,792)	(0.7)%
Retail other	273,173	295,531	(22,358)	(7.6)%
Total retail loans	1,981,836	2,015,986	(34,150)	(1.7)%
Total portfolio loans	7,588,077	7,651,034	(62,957)	(0.8)%
ACL	(91,562)	(91,740)	178	0.2 %
Portfolio loans, net of ACL	$ 7,496,515	$ 7,559,294	$ (62,779)	(0.8)%

As has been our practice, we remain steadfast in our conservative approach to underwriting and disciplined approach to pricing, particularly given our outlook for the economy in the coming quarters. This posture will continue to impact loan growth, which we expect to remain modest over the next several quarters.

Concentration of credit risk

As a matter of policy and practice, we limit the level of concentration exposure in any particular loan segment with the goal of maintaining a well-diversified loan portfolio. The following table presents the percentage of total portfolio loans in each loan category and class.

	As of	
	March 31 2024	December 31 2023
Commercial loans		
C&I and other commercial	24.1 %	24.0 %
Commercial real estate	43.9 %	43.6 %
Real estate construction	5.9 %	6.0 %
Total commercial loans	73.9 %	73.6 %
Retail loans		
Retail real estate	22.5 %	22.5 %
Retail other	3.6 %	3.9 %
Total retail loans	26.1 %	26.4 %
Total portfolio loans	100.0 %	100.0 %

A significant majority of our portfolio lending activity occurs in the Illinois and Missouri markets, with the remainder in the Florida and Indiana markets. Geographic distributions of portfolio loans, based on originations, by loan category and class were as follows *(dollars in thousands)*:

	March 31, 2024				
	Illinois	Missouri	Florida	Indiana	Total
Commercial loans					
C&I and other commercial	$ 1,410,135	$ 346,024	$ 26,169	$ 46,383	$ 1,828,711
Commercial real estate	2,302,867	647,938	213,239	167,626	3,331,670
Real estate construction	236,594	77,408	65,615	66,243	445,860
Total commercial loans	3,949,596	1,071,370	305,023	280,252	5,606,241
Retail loans					
Retail real estate	1,271,298	223,903	133,334	80,128	1,708,663
Retail other	269,978	1,050	1,128	1,017	273,173
Total retail loans	1,541,276	224,953	134,462	81,145	1,981,836
Total portfolio loans	$ 5,490,872	$ 1,296,323	$ 439,485	$ 361,397	$ 7,588,077
ACL					(91,562)
Portfolio loans, net of ACL					$ 7,496,515

	December 31, 2023				
	Illinois	Missouri	Florida	Indiana	Total
Commercial loans					
C&I and other commercial	$ 1,395,020	$ 369,767	$ 25,267	$ 45,940	$ 1,835,994
Commercial real estate	2,278,348	671,762	219,511	167,716	3,337,337
Real estate construction	255,879	74,805	72,121	58,912	461,717
Total commercial loans	3,929,247	1,116,334	316,899	272,568	5,635,048
Retail loans					
Retail real estate	1,284,362	225,610	129,454	81,029	1,720,455
Retail other	290,937	2,344	1,111	1,139	295,531
Total retail loans	1,575,299	227,954	130,565	82,168	2,015,986
Total portfolio loans	$ 5,504,546	$ 1,344,288	$ 447,464	$ 354,736	$ 7,651,034
ACL					(91,740)
Portfolio loans, net of ACL					$ 7,559,294

Commercial real estate loans made up 43.9% of our total loan portfolio as of March 31, 2024, and were 27.6% owner occupied. Commercial real estate loans are made across a variety of industries, as depicted in the table below *(dollars in thousands)*. Balances reflected in the table below do not include loan origination fees or costs, purchase accounting adjustments, SBA discounts, or negative escrow amounts.

	As of March 31, 2024			
	Investor Owned	Owner Occupied	Total	% Owner Occupied
Commercial Real Estate by Industry				
Industrial/Warehouse	$ 312,640	$ 351,980	$ 664,620	53.0 %
Retail	487,213	77,200	564,413	13.7 %
Apartments	530,780	—	530,780	— %
Traditional Office	251,699	113,708	365,407	31.1 %
Specialty	71,812	238,538	310,350	76.9 %
Medical Office	151,362	88,682	240,044	36.9 %
Student Housing	208,767	—	208,767	— %
Hotel	186,106	598	186,704	0.3 %
Senior Housing	143,290	—	143,290	— %
Restaurant	26,623	45,681	72,304	63.2 %
Nursing Homes	23,711	1,388	25,099	5.5 %
Health Care	20,000	683	20,683	3.3 %
Other	533	199	732	27.2 %
Total	$ 2,414,536	$ 918,657	$ 3,333,193	27.6 %

Allowance and Provision for Credit Losses

The ACL is a significant estimate in our unaudited consolidated financial statements, affecting both earnings and capital. The methodology adopted influences, and is influenced by, Busey Bank’s overall credit risk management processes. The ACL is recorded in accordance with GAAP to provide an adequate reserve for expected credit losses that is reflective of management’s best estimate of what is expected to be collected. Estimates of credit losses are based on a careful consideration of all significant factors affecting collectability as of the evaluation date. The ACL is established through the provision for credit loss expense charged to income. Provision expenses were recorded as follows for each of the periods indicated *(dollars in thousands)*:

	Three Months Ended March 31,	
	2024	2023
Provision for credit losses	$ 5,038	$ 953

The ACL and the ratio of ACL to portfolio loan balances is presented below by loan category and class, as of each of the dates indicated *(dollars in thousands)*:

	As of March 31, 2024			As of December 31, 2023		
	Portfolio Loans	ACL	Ratio of ACL to Portfolio Loans	Portfolio Loans	ACL	Ratio of ACL to Portfolio Loans
Commercial						
C&I and other commercial	$ 1,828,711	$ 26,207	1.43 %	$ 1,835,994	$ 21,256	1.16 %
Commercial real estate	3,331,670	33,505	1.01 %	3,337,337	35,465	1.06 %
Real estate construction	445,860	4,713	1.06 %	461,717	5,163	1.12 %
Total commercial	5,606,241	64,425	1.15 %	5,635,048	61,884	1.10 %
Retail						
Retail real estate	1,708,663	24,281	1.42 %	1,720,455	26,298	1.53 %
Retail other	273,173	2,856	1.05 %	295,531	3,558	1.20 %
Total retail	1,981,836	27,137	1.37 %	2,015,986	29,856	1.48 %
Total	$ 7,588,077	$ 91,562	1.21 %	$ 7,651,034	$ 91,740	1.20 %

As of March 31, 2024, management believed the level of the ACL to be appropriate based upon the information available. However, additional losses may be identified in our loan portfolio as new information is obtained. The ongoing impacts of CECL will be dependent upon changes in economic conditions and forecasts, originated and acquired loan portfolio composition, prepayment speeds, credit performance trends, portfolio duration, and other factors.

Non-Performing Loans and Non-Performing Assets

Loans are considered past due if the required principal or interest payments have not been received as of the date such payments were due. Loans are placed on non-accrual status when, in management’s opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory guidelines. Loans may be placed on non-accrual status regardless of whether or not such loans are considered past due. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Typically, loans are secured by collateral. When a loan is classified as non-accrual and determined to be collateral dependent, it is appropriately reserved or charged down through the ACL to the fair value of our interest in the underlying collateral less estimated costs to sell. Our loan portfolio is collateralized primarily by real estate.

The following table sets forth information concerning non-performing loans and performing restructured loans, as of each of the dates indicated *(dollars in thousands)*:

	As of			
	March 31, 2024	December 31, 2023	Change	% Change
Portfolio loans	$ 7,588,077	$ 7,651,034	$ (62,957)	(0.8)%
Loans 30 – 89 days past due	7,441	5,779	1,662	28.8 %
Total assets	11,887,458	12,283,415	(395,957)	(3.2)%
Non-performing assets				
Non-performing loans:				
Non-accrual loans	$ 17,465	$ 7,441	$ 10,024	134.7 %
Loans 90+ days past due and still accruing	88	375	(287)	(76.5)%
Total non-performing loans	17,553	7,816	9,737	124.6 %
OREO and other repossessed assets	65	125	(60)	(48.0)%
Total non-performing assets	17,618	7,941	9,677	121.9 %
Substandard (excludes 90+ days past due)	87,830	64,347	23,483	36.5 %
Classified assets	$ 105,448	$ 72,288	$ 33,160	45.9 %
ACL	$ 91,562	$ 91,740	$ (178)	(0.2)%
Bank Tier 1 Capital	1,365,033	1,362,962	2,071	0.2 %
Ratios				
ACL to portfolio loans	1.21 %	1.20 %	1 bps	
ACL to non-accrual loans	524.26 %	1,232.90 %	NM	
ACL to non-performing loans	521.63 %	1,173.75 %	NM	
ACL to non-performing assets	519.71 %	1,155.27 %	NM	
Non-accrual loans to portfolio loans	0.23 %	0.10 %	13 bps	
Non-performing loans to portfolio loans	0.23 %	0.10 %	13 bps	
Non-performing assets to total assets	0.15 %	0.06 %	9 bps	
Non-performing assets to portfolio loans and OREO and other repossessed assets	0.23 %	0.10 %	13 bps	
Classified assets to Bank Tier 1 Capital and ACL	7.24 %	4.97 %	227 bps	

Asset quality remains strong by both Busey's historical and current industry trends, and our operating mandate and focus have been on emphasizing credit quality over asset growth.

Non-performing loan balances increased to $17.6 million as of March 31, 2024, compared to $7.8 million as of December 31, 2023. Non-performing loans represented 0.23% of portfolio loans as of March 31, 2024, compared to 0.10% as of December 31, 2023. Our allowance for credit losses provided 521.63% coverage of non-performing loans at March 31, 2024, compared to 1,173.75% at December 31, 2023. The increase in non-performing loans during the first quarter of 2024 can be substantially attributed to a single commercial credit relationship.

Non-performing assets, which includes non-performing loans, OREO, and other repossessed assets, increased to $17.6 million as of March 31, 2024, compared to $7.9 million as of December 31, 2023. Non-performing assets represented 0.15% of total assets as of March 31, 2024, compared to 0.06% as of December 31, 2023. Our allowance for credit losses provided 519.71% coverage of our non-performing assets at March 31, 2024, compared to 1,155.27% at December 31, 2023.

Classified assets, which includes non-performing assets and substandard loans, increased to $105.4 million as of March 31, 2024, compared to $72.3 million as of December 31, 2023. Classified assets represented 7.24% of Busey Bank's Tier 1 capital and ACL at March 31, 2024, compared to 4.97% at December 31, 2023.

Net charge-offs totaled $5.2 million for the three months ended March 31, 2024, compared to $0.8 million for the three months ended March 31, 2023. The increase in net charge-offs during the first quarter of 2024 was attributable to the single commercial credit relationship mentioned above.

Asset quality metrics remain dependent upon market-specific economic conditions, and specific measures may fluctuate from period to period. If economic conditions were to deteriorate, we would expect the credit quality of our loan portfolio to decline and loan defaults to increase.

Potential Problem Loans

Potential problem loans are loans classified as substandard which are not individually evaluated, non-accrual, or 90+ days past due, but where current information indicates that the borrower may not be able to comply with loan repayment terms. Management assesses the potential for loss on such loans and considers the effect of any potential loss in determining its provision for expected credit losses. Potential problem loans increased to $87.8 million as of March 31, 2024, compared to $64.3 million as of December 31, 2023. Management continues to monitor these loans and anticipates that restructurings, guarantees, additional collateral, or other planned actions will result in full repayment of the debts. As of March 31, 2024, management identified no other loans that represent or result from trends or uncertainties which would be expected to materially impact future operating results, liquidity, or capital resources.

Deposits

Total deposits decreased by 3.2% to $9.96 billion as of March 31, 2024, compared to $10.29 billion as of December 31, 2023. During the first quarter of 2024, we moved $129.7 million of wealth management client funds that had previously been swept into interest-bearing money market accounts at Busey Bank back to money market investments managed by the Wealth Management division. Remaining decreases in total deposits were attributable to normal seasonal flows in our public fund accounts. The quality of our core deposit[4] franchise coupled with cash flows from our securities portfolio allows us to fund loan growth while limiting our reliance on higher cost wholesale funding alternatives. We focus on deepening our relationships with customers to maintain and protect our strong core deposit franchise. As of March 31, 2024, our average customer tenure was 16.6 years for retail customers and 12.4 years for commercial customers. Core deposits include non-brokered transaction accounts, money market and savings deposit accounts, and time deposits of $250,000 or less. Core deposits represented 96.7% of total deposits as of March 31, 2024, compared to 96.2% as of December 31, 2023. Our estimated amount of uninsured deposits was $3.63 billion as of March 31, 2024, compared to $3.81 billion as of December 31, 2023.

[4] Core deposits is a non-GAAP financial measure. For a reconciliation of non-GAAP measures to the most directly comparable GAAP financial measures, see *"Item 2. Management's Discussion and Analysis—Non-GAAP Financial Information"* included in this Quarterly Report.

Liquidity

Liquidity management is the process by which we ensure that adequate liquid funds are available to meet the present and future cash flow obligations arising in the daily operations of our business. These financial obligations consist of needs for funds to meet commitments to borrowers for extensions of credit, fund capital expenditures, honor withdrawals by customers, pay dividends to stockholders, and pay operating expenses. Our most liquid assets are cash and due from banks, interest-bearing bank deposits, and federal funds sold. Balances of these assets are dependent on our operating, investing, lending, and financing activities during any given period.

Average liquid assets are summarized in the table below *(dollars in thousands)*:

	Three Months Ended March 31,	
	2024	2023
Average liquid assets		
Cash and due from banks	$ 105,583	$ 115,145
Interest-bearing bank deposits	488,610	108,051
Total average liquid assets	$ 594,193	$ 223,196
Average liquid assets as a percent of average total assets	4.9 %	1.8 %

Cash and unencumbered securities on our Consolidated Balance Sheets (Unaudited) are summarized as follows *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Cash and unencumbered securities		
Total cash and cash equivalents	$ 591,071	$ 719,581
Debt securities available for sale	1,898,072	2,087,571
Debt securities available for sale pledged as collateral	(596,692)	(649,769)
Cash and unencumbered securities	$ 1,892,451	$ 2,157,383

Busey's primary sources of funds consist of deposits, investment maturities and sales, loan principal repayments, and capital funds. Additional liquidity is provided by the ability to borrow from the FHLB, the Federal Reserve, and our revolving credit facility, as summarized in the table below *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Additional available borrowing capacity		
FHLB	$ 2,034,762	$ 1,898,737
Federal Reserve Bank	608,694	598,878
Federal funds purchased	477,500	482,500
Revolving credit facility	40,000	40,000
Additional borrowing capacity	$ 3,160,956	$ 3,020,115

Further, the company could utilize brokered deposits as additional sources of liquidity, as needed.

As of March 31, 2024, management believed that adequate liquidity existed to meet all projected cash flow obligations. We seek to achieve a satisfactory degree of liquidity by actively managing both assets and liabilities. Asset management guides the proportion of liquid assets to total assets, while liability management monitors future funding requirements and prices liabilities accordingly.

Off-Balance-Sheet Arrangements

Busey Bank routinely enters into commitments to extend credit and standby letters of credit in the normal course of business to meet the financing needs of its customers. The balance of commitments to extend credit represents future cash requirements and some of these commitments may expire without being drawn upon.

The following table summarizes our outstanding commitments and reserves for unfunded commitments *(dollars in thousands)*:

	As of	
	March 31, 2024	December 31, 2023
Outstanding loan commitments and standby letters of credit	$ 2,165,588	$ 2,176,496
Reserve for unfunded commitments	6,384	7,062

The following table summarizes our provision for unfunded commitments expenses (releases) for the periods presented *(dollars in thousands)*:

	Three Months Ended March 31,	
	2024	2023
Provision for unfunded commitments expense (release)	$ (678)	$ (635)

We anticipate we will have sufficient funds available to meet current loan commitments, including loan applications received and in process prior to the issuance of firm commitments.

Capital Resources

Our capital ratios are in excess of those required to be considered "well-capitalized" pursuant to applicable regulatory guidelines. The Federal Reserve Board uses capital adequacy guidelines in its examination and regulation of bank holding companies and their subsidiary banks. Risk-based capital ratios are established by allocating assets and certain off-balance-sheet commitments into risk-weighted categories. These balances are then multiplied by the factor appropriate for that risk-weighted category. In order to refrain from restrictions on dividends, equity repurchases, and discretionary bonus payments, banking institutions must maintain capital in excess of regulatory minimum capital requirements. The table below presents minimum capital ratios that include the capital conservation buffer in comparison to the capital ratios for First Busey and Busey Bank as of March 31, 2024:

	Minimum Capital Requirements with Capital Buffer	As of March 31, 2024	
		First Busey	Busey Bank
Common Equity Tier 1 Capital to Risk Weighted Assets	7.00 %	13.45 %	15.79 %
Tier 1 Capital to Risk Weighted Assets	8.50 %	14.30 %	15.79 %
Total Capital to Risk Weighted Assets	10.50 %	17.95 %	16.84 %
Leverage Ratio of Tier 1 Capital to Average Assets	6.50 %	10.46 %	11.53 %

For further discussion of capital resources and requirements, see *"Note 7: Regulatory Capital."*

NON-GAAP FINANCIAL INFORMATION

This Quarterly Report contains certain financial information determined by methods other than in accordance with GAAP. Management uses these non-GAAP financial measures and non-GAAP ratios, together with the related GAAP financial measures, in analysis of Busey’s performance and in making business decisions, as well as for comparison to Busey’s peers. We believe the adjusted measures are useful for investors and management to understand the effects of certain non-core and non-recurring noninterest items and provide additional perspective on our performance over time.

Non-GAAP disclosures have inherent limitations and are not audited. They should not be considered in isolation or as a substitute for the results reported in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Tax effected numbers included in these non-GAAP disclosures are based on estimated statutory rates and effective rates as appropriate.

A listing of Busey's non-GAAP financial measures and ratios are shown in the table below, together with the related GAAP financial measures.

GAAP Financial Measures	Related Non-GAAP Financial Measures	Related Non-GAAP Ratios
Net interest income Total noninterest income Net security gains and losses Total noninterest expense	Pre-provision net revenue	Pre-provision net revenue to average assets
	Adjusted pre-provision net revenue	Adjusted pre-provision net revenue to average assets
Net income	Adjusted net income	Adjusted diluted earnings per share
		Adjusted return on average assets
		Adjusted return on average tangible common equity
Average common equity	Average tangible common equity	Return on average tangible common equity
		Adjusted return on average tangible common equity
Net interest income	Tax-equivalent net interest income	Net interest margin
	Adjusted net interest income	Adjusted net interest margin
Net interest income Total noninterest income Net security gains and losses	Tax-equivalent revenue	Efficiency ratio
	Adjusted tax-equivalent revenue	Adjusted efficiency ratio
		Adjusted core efficiency ratio
	Adjusted noninterest income	
Total noninterest expense Amortization of intangible assets	Noninterest expense excluding amortization of intangible assets	Efficiency ratio
	Adjusted noninterest expense	Adjusted efficiency ratio
	Adjusted core expense	Adjusted core efficiency ratio
Total noninterest expense	Noninterest expense, excluding non-operating adjustments	
Total assets Goodwill and other intangible assets, net	Tangible assets	Tangible common equity to tangible assets
Total stockholders' equity Goodwill and other intangible assets, net	Tangible common equity	Tangible common equity to tangible assets
	Tangible book value	Tangible book value per common share
Total deposits	Core deposits	Core deposits to total deposits
		Portfolio loans to core deposits

A reconciliation of non-GAAP financial measures to what management believes to be the most directly comparable GAAP financial measures appears below.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Unaudited)

Pre-Provision Net Revenue, Adjusted Pre-Provision Net Revenue, Pre-Provision Net Revenue to Average Assets, and Adjusted Pre-Provision Net Revenue to Average Assets

(dollars in thousands)

		Three Months Ended March 31,	
		2024	2023
PRE-PROVISION NET REVENUE			
Net interest income		$ 75,767	$ 85,857
Total noninterest income		35,000	31,848
Net security (gains) losses		6,375	616
Total noninterest expense		(70,769)	(70,403)
Pre-provision net revenue		46,373	47,918
Non-GAAP adjustments:			
Acquisition and other restructuring expenses		408	—
Provision for unfunded commitments		(678)	(635)
Amortization of NMTC		—	2,221
Gain on sale of mortgage service rights		(7,465)	—
Adjusted pre-provision net revenue		$ 38,638	$ 49,504
Pre-provision net revenue, annualized	[a]	$ 186,511	$ 194,334
Adjusted pre-provision net revenue, annualized	[b]	155,401	200,766
Average total assets	[c]	12,024,208	12,263,718
Reported: Pre-provision net revenue to average assets[1]	[a÷c]	1.55 %	1.58 %
Adjusted: Pre-provision net revenue to average assets[1]	[b÷c]	1.29 %	1.64 %

1. Annualized measure.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Unaudited)

Adjusted Net Income, Adjusted Diluted Earnings Per Share, Adjusted Return on Average Assets, Average Tangible Common Equity, Return on Average Tangible Common Equity, and Adjusted Return on Average Tangible Common Equity

(dollars in thousands, except per share amounts)

		Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
NET INCOME ADJUSTED FOR NON-OPERATING ITEMS			
Net income	[a]	$ 26,225	$ 36,786
Non-GAAP adjustments:			
Acquisition expenses:			
Data processing		100	—
Professional fees, occupancy, furniture and fixtures, and other		185	—
Other restructuring expenses:			
Salaries, wages, and employee benefits		123	—
Related tax benefit[1]		(102)	—
Adjusted net income	[b]	$ 26,531	$ 36,786
DILUTED EARNINGS PER SHARE			
Diluted average common shares outstanding	[c]	56,406,500	56,179,606
Reported: Diluted earnings per share	[a÷c]	0.46	0.65
Adjusted: Diluted earnings per share	[b÷c]	0.47	0.65
RETURN ON AVERAGE ASSETS			
Net income, annualized	[d]	$ 105,476	$ 149,188
Adjusted net income, annualized	[e]	106,707	149,188
Average total assets	[f]	12,024,208	12,263,718
Reported: Return on average assets[2]	[d÷f]	0.88 %	1.22 %
Adjusted: Return on average assets[2]	[e÷f]	0.89 %	1.22 %
RETURN ON AVERAGE TANGIBLE COMMON EQUITY			
Average common equity		$ 1,275,724	$ 1,170,819
Average goodwill and other intangible assets, net		(353,014)	(363,354)
Average tangible common equity	[g]	$ 922,710	$ 807,465
Reported: Return on average tangible common equity[2]	[d÷g]	11.43 %	18.48 %
Adjusted: Return on average tangible common equity[2]	[e÷g]	11.56 %	18.48 %

1. Tax benefits were calculated by multiplying acquisition expenses and other restructuring expenses by the effective tax rate for each period. The effective tax rate used in this calculation was 25.0% for the three months ended March 31, 2024.
2. Annualized measure.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Unaudited)

Adjusted Net Interest Income and Adjusted Net Interest Margin

(dollars in thousands)

		Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Net interest income		$ 75,767	$ 85,857
Non-GAAP adjustments:			
Tax-equivalent adjustment[1]		449	558
Tax-equivalent net interest income		76,216	86,415
Purchase accounting accretion related to business combinations		(204)	(403)
Adjusted net interest income		$ 76,012	$ 86,012
Tax-equivalent net interest income, annualized	[a]	$ 306,539	$ 350,461
Adjusted net interest income, annualized	[b]	305,719	348,826
Average interest-earning assets	[c]	10,999,903	11,180,562
Reported: Net interest margin[2]	[a÷c]	2.79 %	3.13 %
Adjusted: Net interest margin[2]	[b÷c]	2.78 %	3.12 %

1. Tax-equivalent adjustments were calculated using an estimated federal income tax rate of 21%, applied to non-taxable interest income on investments and loans.
2. Annualized measure.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Unaudited)

Adjusted Noninterest Income, Noninterest Expense Excluding Amortization of Intangible Assets, Adjusted Noninterest Expense, Adjusted Core Expense, Noninterest Expense Excluding Non-operating Adjustments, Efficiency Ratio, Adjusted Efficiency Ratio, and Adjusted Core Efficiency Ratio

(dollars in thousands)

		Three Months Ended March 31,	
		2024	2023
Net interest income		$ 75,767	$ 85,857
Non-GAAP adjustments:			
Tax-equivalent adjustment[1]		449	558
Tax-equivalent net interest income	[a]	76,216	86,415
Total noninterest income		35,000	31,848
Non-GAAP adjustments:			
Net security (gains) losses		6,375	616
Noninterest income excluding net securities gains and losses	[b]	41,375	32,464
Further adjustments:			
Gain on sale of mortgage servicing rights		(7,465)	—
Adjusted noninterest income	[c]	33,910	32,464
Tax-equivalent revenue	[d = a+b]	$ 117,591	$ 118,879
Adjusted tax-equivalent revenue	[e = a+c]	$ 110,126	$ 118,879
Total noninterest expense		$ 70,769	$ 70,403
Non-GAAP adjustments:			
Amortization of intangible assets	[f]	(2,409)	(2,729)
Noninterest expense excluding amortization of intangible assets	[g]	68,360	67,674
Non-operating adjustments:			
Salaries, wages, and employee benefits		(123)	—
Data processing		(100)	—
Professional fees, occupancy, furniture and fixtures, and other		(185)	—
Adjusted noninterest expense	[h]	67,952	67,674
Provision for unfunded commitments		678	635
Amortization of NMTC		—	(2,221)
Adjusted core expense	[i]	$ 68,630	$ 66,088
Noninterest expense, excluding non-operating adjustments	[h-f]	$ 70,361	$ 70,403
Reported: Efficiency ratio	[g÷d]	58.13 %	56.93 %
Adjusted: Efficiency ratio	[h÷e]	61.70 %	56.93 %
Adjusted: Core efficiency ratio	[i÷e]	62.32 %	55.59 %

1. The tax-equivalent adjustments were calculated using an estimated federal income tax rate of 21%, applied to non-taxable interest income on investments and loans.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Unaudited)

Tangible Book Value and Tangible Book Value Per Common Share

(dollars in thousands, except per share amounts)

		As of	
		March 31 2024	December 31 2023
Total stockholders' equity		$ 1,282,651	$ 1,271,981
Goodwill and other intangible assets, net		(351,455)	(353,864)
Tangible book value	[a]	$ 931,196	$ 918,117
Ending number of common shares outstanding	[b]	55,300,008	55,244,119
Tangible book value per common share	[a÷b]	$ 16.84	$ 16.62

Tangible Assets, Tangible Common Equity, and Tangible Common Equity to Tangible Assets

(dollars in thousands)

		As of	
		March 31, 2024	December 31, 2023
Total assets		$ 11,887,458	$ 12,283,415
Non-GAAP adjustments:			
Goodwill and other intangible assets, net		$ (351,455)	$ (353,864)
Tax effect of other intangible assets[1]		$ 6,434	$ 6,888
Tangible assets[2]	[a]	$ 11,542,437	$ 11,936,439
Total stockholders' equity		$ 1,282,651	$ 1,271,981
Non-GAAP adjustments:			
Goodwill and other intangible assets, net		(351,455)	(353,864)
Tax effect of other intangible assets[1]		6,434	6,888
Tangible common equity[2]	[b]	$ 937,630	$ 925,005
Tangible common equity to tangible assets[2]	[b÷a]	8.12 %	7.75 %

1. Net of estimated deferred tax liability, calculated using the estimated statutory tax rate of 28%.
2. Tax-effected measure.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (Unaudited)

Core Deposits, Core Deposits to Total Deposits, and Portfolio Loans to Core Deposits
(dollars in thousands)

		As of	
		March 31, 2024	December 31, 2023
Portfolio loans	[a]	$ 7,588,077	$ 7,651,034
Total deposits	[b]	$ 9,960,191	$ 10,291,156
Non-GAAP adjustments:			
Brokered transaction accounts		(6,001)	(6,001)
Time deposits of $250,000 or more		(326,795)	(386,286)
Core deposits	[c]	$ 9,627,395	$ 9,898,869
RATIOS			
Core deposits to total deposits	[c÷b]	96.66 %	96.19 %
Portfolio loans to core deposits	[a÷c]	78.82 %	77.29 %

FORWARD-LOOKING STATEMENTS

Statements made in this Quarterly Report, other than those concerning historical financial information, may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to Busey's financial condition, results of operations, plans, objectives, future performance, and business. Forward-looking statements, which may be based upon beliefs, expectations, and assumptions of Busey's management, and on information currently available to management, are generally identifiable by the use of words such as "believe," "expect," "anticipate," "plan," "intend," "estimate," "may," "will," "would," "could," "should," or other similar expressions. Additionally, all statements in this Quarterly Report, including forward-looking statements, speak only as of the date they are made, and Busey undertakes no obligation to update any statement in light of new information or future events. A number of factors, many of which are beyond the ability of Busey to control or predict, could cause actual results to differ materially from those in any forward-looking statements. These factors include, among others, the following: (1) the strength of the local, state, national, and international economy (including effects of inflationary pressures and supply chain constraints); (2) the economic impact of any future terrorist threats or attacks, widespread disease or pandemics, or other adverse external events that could cause economic deterioration or instability in credit markets (including Russia's invasion of Ukraine and the Israeli-Palestinian conflict); (3) changes in state and federal laws, regulations, and governmental policies concerning Busey's general business (including changes in response to the failures of other banks or as a result of the upcoming 2024 presidential election); (4) changes in accounting policies and practices; (5) changes in interest rates and prepayment rates of Busey's assets (including the impact of the significant rate increases by the Federal Reserve since 2022) (6) increased competition in the financial services sector (including from non-bank competitors such as credit unions and fintech companies) and the inability to attract new customers; (7) changes in technology and the ability to develop and maintain secure and reliable electronic systems; (8) the loss of key executives or associates; (9) changes in consumer spending; (10) unexpected results of acquisitions (including the acquisition of M&M); (11) unexpected outcomes of existing or new litigation, investigations, or inquiries involving Busey (including with respect to Busey's Illinois franchise taxes); (12) fluctuations in the value of securities held in Busey's securities portfolio; (13) concentrations within Busey's loan portfolio, large loans to certain borrowers, and large deposits from certain clients; (14) the concentration of large deposits from certain clients who have balances above current FDIC insurance limits and may withdraw deposits to diversify their exposure; (15) the level of non-performing assets on Busey's balance sheets; (16) interruptions involving information technology and communications systems or third-party servicers; (17) breaches or failures of information security controls or cybersecurity-related incidents; and (18) the economic impact of exceptional weather occurrences such as tornadoes, hurricanes, floods, blizzards, and droughts. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Additional information concerning Busey and its business, including additional factors that could materially affect Busey's financial results, is included in Busey's filings with the Securities and Exchange Commission.

CRITICAL ACCOUNTING ESTIMATES

Busey has established various accounting policies that govern the application of GAAP in the preparation of its unaudited consolidated financial statements. Significant accounting policies are described in "*Note 1. Significant Accounting Policies*" of Busey's 2023 Annual Report.

Critical accounting estimates are those that are critical to the portrayal and understanding of Busey's financial condition and results of operations and require management to make assumptions that are difficult, subjective, or complex. These estimates involve judgments, assumptions, and uncertainties that are susceptible to change. In the event that different assumptions or conditions were to prevail, and depending on the severity of such changes, the possibility of a materially different financial condition or materially different results of operations is a reasonable likelihood. Further, changes in accounting standards could impact our critical accounting estimates. Management has reviewed these critical accounting estimates and related disclosures with our Audit Committee. The following accounting policies could be deemed critical:

Fair Value of Debt Securities Available for Sale

Fair values of debt securities available for sale are measurements from an independent pricing service and are based on observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the security's terms and conditions, among other things. Different fair value estimates could result from the use of different judgments and estimates to determine the fair values of securities.

Realized securities gains or losses are reported in the Consolidated Statements of Income (Unaudited). The cost of securities sold is based on the specific identification method.

A debt security available for sale is impaired if the fair value of the security declines below its amortized cost basis. To determine the appropriate accounting, we must first determine if we intend to sell the security or if it is more likely than not that we will be required to sell the security before the fair value increases to at least the amortized cost basis. If either of those selling events is expected, we will write down the amortized cost basis of the security to its fair value. This is achieved by writing off any previously recorded allowance related to the debt security, if applicable, and recognizing any incremental impairment through earnings. If we do not intend to sell the security, nor believe it more likely than not that we will be required to sell the security before the fair value recovers to the amortized cost basis, we must determine whether any of the decline in fair value has resulted from a credit loss, or if it is entirely the result of noncredit factors.

We consider the following factors in assessing whether the decline is due to a credit loss:

- Extent to which the fair value is less than the amortized cost basis;
- adverse conditions specifically related to the security, an industry, or a geographic area (for example, changes in the financial condition of the issuer of the security, or in the case of an asset-backed debt security, in the financial condition of the underlying loan obligors);
- payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future;
- failure of the issuer of the security to make scheduled interest or principal payments; and
- any changes to the rating of the security by a rating agency.

Impairment related to a credit loss must be measured using the discounted cash flow method. Credit loss recognition is limited to the fair value of the security. Impairment is recognized by establishing an allowance for the debt security through the provision for credit losses. Impairment related to noncredit factors is recognized in AOCI, net of applicable taxes.

Fair Value of Assets Acquired and Liabilities Assumed in Business Combinations

Business combinations are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, assets acquired and liabilities assumed are recorded at their estimated fair value on the date of acquisition. Fair values are determined based on the definition of "fair value" defined in ASC Topic 820 *"Fair Value Measurement"* 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."

The fair value of a loan portfolio acquired in a business combination generally requires greater levels of management estimates and judgment than other assets acquired or liabilities assumed. Acquired loans are within the scope of ASC Topic 326 *"Financial Instruments-Credit Losses."* However, the offset to record the allowance on acquired loans at the date of acquisition depends on whether or not the loan is classified as PCD. The allowance for PCD loans is recorded through a gross-up effect, while the allowance for acquired non-PCD loans is recorded through provision expense, consistent with originated loans. Thus, the determination of which loans are PCD and non-PCD can have a significant effect on the accounting for these loans.

Goodwill

Goodwill represents the excess of purchase price over the fair value of net assets acquired using the acquisition method of accounting. Determining the fair value often involves estimates based on third-party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques. Goodwill is not amortized. Instead, we assess the potential for impairment on an annual basis or more frequently if events and circumstances indicate that goodwill might be impaired.

Income Taxes

Busey estimates income tax expense based on amounts expected to be owed to federal and state tax jurisdictions. Estimated income tax expense is reported in the Consolidated Statements of Income (Unaudited). Accrued and deferred taxes, as reported in other assets or other liabilities in the Consolidated Balance Sheets (Unaudited), represent the net estimated amount due to, or to be received from, taxing jurisdictions, either currently or in the future. Management judgment is involved in estimating accrued and deferred taxes, as it may be necessary to evaluate the risks and merits of the tax treatment of transactions, filing positions, and taxable income calculations after considering tax-related statutes, regulations, and other relevant factors. Because of the complexity of tax laws and interpretations, interpretation is subject to judgment.

Allowance for Credit Losses

Busey calculates the ACL at each reporting date. We recognize an allowance for the lifetime expected credit losses for the amount we do not expect to collect. Measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported book value. The calculation also contemplates that Busey may not be able to make or obtain such forecasts for the entire life of the financial assets and requires a reversion to historical credit loss information.

In determining the ACL, management relies predominantly on a disciplined credit review and approval process that extends to the full range of Busey's credit exposure. The ACL must be determined on a collective (pool) basis when similar risk characteristics exist. On a case-by-case basis, we may conclude that a loan should be evaluated on an individual basis based on disparate risk characteristics.

Loans deemed uncollectible are charged against and reduce the ACL. A provision for credit losses is charged to current expense and acts to replenish the ACL in order to maintain the ACL at a level that management deems adequate. Determining the ACL involves significant judgments and assumptions by management. Because of the nature of the judgments and assumptions made by management, actual results may differ from these judgments and assumptions.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of changes in asset values due to movements in underlying market rates and prices. Interest rate risk is a type of market risk to earnings and capital arising from movements in interest rates. Interest rate risk is the most significant market risk affecting Busey as other types of market risk, such as foreign currency exchange rate risk and commodity price risk, have minimal impact or do not arise in the normal course of Busey's business activities.

Busey has an asset-liability committee, whose policy is to meet at least quarterly, to review current market conditions and to structure the Consolidated Balance Sheets (Unaudited) to optimize stability in net interest income in consideration of projected future changes in interest rates.

As interest rate changes do not impact all categories of assets and liabilities equally or simultaneously, the asset-liability committee primarily relies on balance sheet and income simulation analysis to determine the potential impact of changes in market interest rates on net interest income. In these standard simulation models, the balance sheet is projected over a one-year and a two-year time horizon and net interest income is calculated under current market rates and assuming permanent instantaneous shifts of +/-100, +/-200, +/-300, and +/-400 basis points. The model assumes immediate and sustained shifts in the federal funds rate and other market rate indices and corresponding shifts in other non-market rate indices based on their historical changes relative to changes in the federal funds rate and other market indices. Assets and liabilities are assumed to remain constant as of the measurement date; variable-rate assets and liabilities are repriced based on repricing frequency; and prepayment speeds on loans are projected for both declining and rising rate environments.

Busey’s interest rate risk resulting from immediate and sustained changes in interest rates, expressed as a change in net interest income as a percentage of the net interest income calculated in the constant base model, was as follows:

	Year-One: Basis Point Changes		Year-Two: Basis Point Changes	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
+400	8.57 %	7.38 %	9.20 %	8.55 %
+300	6.38 %	5.49 %	6.81 %	6.34 %
+200	4.22 %	3.64 %	4.49 %	4.20 %
+100	2.10 %	1.81 %	2.24 %	2.10 %
- 100	(1.90)%	(1.91)%	(2.89)%	(2.98)%
-200	(3.85)%	(3.86)%	(5.94)%	(6.12)%
-300	(5.69)%	(5.60)%	(9.06)%	(9.17)%
-400	(7.21)%	(6.91)%	(12.06)%	(11.36)%

Interest rate risk is monitored and managed within approved policy limits and any temporary exceptions to policy in periods of rapid rate movement are approved and documented. The calculation of potential effects of hypothetical interest rate changes is based on numerous assumptions and should not be relied upon as indicative of actual results. Actual results would likely differ from simulated results due to the timing, magnitude, and frequency of interest rate changes as well as changes in market conditions and management strategies.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

An evaluation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act, was carried out as of March 31, 2024, under the supervision and with the participation of our Chief Executive Officer, Chief Financial Officer, and several other members of our senior management. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2024, our disclosure controls and procedures were effective in ensuring that the information we are required to disclose in the reports we file or submit under the Exchange Act was (1) accumulated and communicated to our management (including the Chief Executive Officer and Chief Financial Officer) to allow timely decisions regarding required disclosure, and (2) recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the three months ended March 31, 2024, no change occurred in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

As part of the ordinary course of business, First Busey Corporation and its subsidiaries are parties to litigation that is incidental to their regular business activities.

There is no material pending litigation, other than ordinary routine litigation incidental to its business, in which First Busey Corporation or any of its subsidiaries is involved or of which any of their property is the subject. Furthermore, there is no pending legal proceeding that is adverse to Busey in which any director, officer, or affiliate of Busey, or any associate of any such director or officer, is a party, or has a material interest.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in *Part I—Item 1A* of Busey's 2023 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

STOCK REPURCHASE PLAN

On February 3, 2015, Busey's board of directors authorized the Company to repurchase up to an aggregate of 666,667 shares of its common stock. The repurchase plan has no expiration date, and has been amended to increase the number of shares available for repurchase as follows:

- On May 22, 2019, Busey's board of directors approved an amendment to increase the authorized shares under the repurchase plan by 1,000,000 shares.
- On February 5, 2020, Busey's board of directors approved an amendment to increase the authorized shares under the repurchase plan by an additional 2,000,000 shares.
- On May 24, 2023, Busey's board of directors approved an amendment to increase the authorized shares under the repurchase plan by an additional 2,000,000 shares.

During the first quarter of 2024, Busey purchased no shares under the repurchase plan. As of March 31, 2024, the Company had 1,919,275 shares that may still be purchased under the plan.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

During the fiscal quarter ended March 31, 2024, none of Busey's directors or executive officers adopted or terminated any contract, instruction, or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any non-Rule 10b5-1 trading arrangement.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibit	Filed Herewith
10.1	Employment Agreement, by and among First Busey Corporation, Busey Bank, and Monica L. Bowe, effective as of January 1, 2020	X
31.1	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a)	X
31.2	Certification of Principal Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a)	X
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, from First Busey's Chief Executive Officer	X
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, from First Busey's Chief Financial Officer	X
101.INS	iXBRL Instance Document	
101.SCH	iXBRL Taxonomy Extension Schema	
101.CAL	iXBRL Taxonomy Extension Calculation Linkbase	
101.LAB	iXBRL Taxonomy Extension Label Linkbase	
101.PRE	iXBRL Taxonomy Extension Presentation Linkbase	
101.DEF	iXBRL Taxonomy Extension Definition Linkbase	
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)	

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned, as of May 7, 2024, thereunto duly authorized.

FIRST BUSEY CORPORATION
(Registrant)

By: /s/ VAN A. DUKEMAN
Van A. Dukeman
Chairman and Chief Executive Officer
(Principal Executive Officer)

By: /s/ JEFFREY D. JONES
Jeffrey D. Jones
Chief Financial Officer
(Principal Financial Officer)

By: /s/ SCOTT A. PHILLIPS
Scott A. Phillips
Corporate Controller and Principal Accounting Officer
(Principal Accounting Officer)

EMPLOYMENT AGREEMENT

This **EMPLOYMENT AGREEMENT** (this **"Agreement"**) is by and among First Busey Corporation (**"First Busey"**), Busey Bank (the **"Bank,"** and together with First Busey, **"Employer"**) and Monica L. Bowe (**"Executive,"** and together with Employer, the **"Parties"**).

RECITALS

A. The Bank is a wholly owned subsidiary of First Busey.

B. Employer has determined it to be in its best interests to enter into this Agreement pertaining to the employment of Executive as of and following the Effective Date.

C. Executive desires to be employed by Employer as of and following the Effective Date in accordance with the terms of this Agreement.

NOW, THEREFORE, in consideration of the foregoing and of the respective covenants and agreements of the Parties contained herein, the Parties hereby agree as follows:

AGREEMENTS

Section 1. **Term with Automatic Renewal Provision.** The term of Executive's employment hereunder by Employer will commence on January 1, 2020 (the **"Effective Date"**) and will continue for one (1) year thereafter (the **"Initial Term"**). Following the Initial Term, the term shall automatically renew for additional one (1) year periods, unless either Party provides written notice of nonrenewal to the other Party not less than thirty (30) days prior to the end of the Initial Term or such one (1) year period (the Initial Period and any subsequent renewal periods, the **"Term"**).

Section 2. **Employment.**

(a) **Positions and Duties.** Subject to the terms of this Agreement, Executive shall devote Executive's full business time, energies and talent to serving as the Chief Risk Officer of First Busey and the Bank, at the direction of the Chief Executive Officer of First Busey (the **"CEO"**). Executive shall perform all duties assigned to Executive faithfully, loyally and efficiently, and shall have such duties, authority and responsibilities as may be assigned to Executive from time to time by the CEO, which duties, authority and responsibilities shall include those customarily held by such officer of comparable companies, subject always to the charter and bylaw provisions and policies of Employer. Executive shall perform the duties required by this Agreement at Employer's principal place of business unless the nature of such duties requires otherwise. Notwithstanding the foregoing, during the Term, Executive may devote reasonable time to activities other than those required under this Agreement, including activities of a charitable, educational, religious or similar nature (including professional associations) to the extent such activities do not in any material way inhibit, prohibit, interfere with or conflict with Executive's duties under this Agreement or conflict in any material way with the business of Employer.

(b) **Transfers.** The Board of Directors of First Busey (the **"Board"**) may, in its sole discretion, cause Executive's employment to be transferred from Employer to any wholly owned subsidiary of First Busey, in which case all references in this Agreement to **"Employer"** shall be deemed to refer to such subsidiary (and First Busey, if applicable).

Section 3. **Compensation and Benefits.** Subject to the terms of this Agreement, during the Term of this Agreement, Employer shall compensate Executive for Executive's services as follows:

(a) **Base Compensation.** Executive's annual base salary rate shall be two hundred fifty thousand dollars ($250,000.00) (the **"Base Salary"**), which shall be payable in accordance with Employer's normal payroll practices as are in effect from time to time. Beginning with the 2020 calendar year and annually thereafter, the Board (or an authorized committee thereof) shall review Executive's Base Salary at such time as it reviews Employer's executive compensation to determine whether Executive's Base Salary should be maintained at its existing level or increased, with any increase being effective as determined by the Board (or an authorized committee thereof). If Executive's Base Salary is increased by Employer, such increased Base Salary will then constitute the Base Salary for all purposes of this Agreement.

(b) **Discretionary Performance Bonus.** Employer shall consider Executive for a bonus each year during the Term based on performance criteria established by Employer and any other factors deemed by Employer to be appropriate. Bonuses shall be awarded, if at all, in the sole discretion of Employer, and nothing in this Agreement shall require the payment of a bonus in any given year. Payment of any such bonus shall be made as soon as practicable after it is earned, but in no event later than two and one-half (2½) months following the end of the calendar year in which it is earned; provided that bonuses shall not be considered earned until Employer has made all determinations and taken all actions necessary to establish such bonuses. Executive shall be guaranteed an initial minimum discretionary performance bonus of two hundred thousand dollars ($200,000) for 2019 payable in 2020 when such bonuses are paid to similarly situated senior executives of Employer (the **"2019 Bonus"**). If, prior to payment of the 2019 Bonus, Executive is terminated and becomes eligible for payments under **Section 6(b)** or **6(c)**, the amount of the 2019 Bonus shall be "the amount of the most recent performance bonus that Employer actually paid to Executive under **Section 3(b)**" for purposes of **Sections 6(b)(i)(B)** and **6(b)(ii)** or **Sections 6(c)(i)(B)** and **6(c)(ii)**, as applicable.

(c) **Long-Term Incentive Program.** During the Term, Executive shall be eligible to receive annual grants under Employer's long-term equity incentive program, as determined in the sole discretion of the Board (or an authorized committee thereof). Employer shall recommend to the Board that the Board grant, on or before March 31, 2020, a restricted stock or restricted stock unit award, with a grant date value of one hundred thousand dollars ($100,000), which shall vest on the third (3rd) anniversary of the grant date. In addition, Employer shall recommend to the Board that the Board grant a restricted stock or restricted stock units when such equity awards are granted to other senior executives of Employer on or around July 1, 2020 with a grant date value of two hundred thousand dollars ($200,000), which shall vest on the fifth (5th) anniversary of the grant date. For the avoidance of doubt, failure of Employer to grant the equity awards in accordance with this **Section 2(c)** shall constitute "Good Reason" under **Section 4(d)(iv)**

if, at the time of the applicable grant, Executive remains employed by Employer in the capacity set forth in **Section 2(a)**.

(d) **Profit Sharing Benefit.** Executive shall be eligible to receive an annual profit sharing benefit based on the combined amount of Executive's Base Salary and, if applicable, Executive's discretionary performance bonus, after Executive meets the eligibility requirements of the applicable profit sharing plan. The Board shall decide the exact amount of this benefit annually in its sole discretion. Employer shall contribute this benefit for the account of Executive to Employer's tax-qualified retirement plan and/or any nonqualified deferred compensation plan that Employer establishes or maintains. All such profit sharing benefit payments shall be determined and governed by the terms of the applicable plan as may be in effect from time to time. Employer shall have no obligation to continue to maintain any particular benefit plan or arrangement and the profit sharing benefit described in this **Section 3(d)** may be amended or terminated by Employer at any time for any reason or no reason, provided such amendment or termination applies to all other similarly situated senior executives of Employer.

(e) **Reimbursement of Expenses.** Employer shall reimburse Executive for all travel, entertainment and other out-of-pocket expenses that Executive reasonably and necessarily incurs in the performance of Executive's duties under this Agreement. Executive shall document these expenses to the extent necessary to comply with all applicable laws and Employer policies. Any reimbursement payments hereunder shall be made as soon as practicable and in no event later than two and one-half (2½) months following the end of the year in which the corresponding expenses are incurred. Employer shall reimburse Executive in an amount not to exceed twenty five thousand dollars ($25,000) for relocation expenses within ten (10) business days of Employer's receipt of valid receipts and any other required information to substantiate the reimbursement.

(f) **Other Benefits.** Executive shall be eligible to participate, subject to the terms thereof, in all Employer retirement plans and health, dental, life insurance and similar plans, as may be in effect from time to time with respect to similarly situated senior executives. In addition to the foregoing benefits, Executive shall be eligible to participate in Employer's key life insurance program on the first entry date following the Effective Date (which entry date is March 1, 2020) with an aggregate death benefit amount of one-million five hundred thousand dollars ($1,500,000.00), subject to insurability and all other terms of such program.

(g) **Vacations.** Executive shall be subject to Employer's general vacation policy as may be in effect from time to time, but shall accrue not less than twenty-five (25) days of paid vacation annually.

(h) **Withholding.** Employer may withhold any applicable federal, state and local withholding and other taxes from payments that become due or allowances that are provided to Executive.

(i) **Potential Refund.** If Executive's employment hereunder is terminated by Employer for Cause (as hereinafter defined) or by Employee without Good Reason (as hereinafter defined) prior to April 1, 2021, then within ninety (90) days after the effective date of such termination Executive shall repay any 2019 Bonus received pursuant to **Section 3(b)** and any relocation reimbursements received pursuant to **Section 3(e)**.

Section 4. **<u>Reasons for Termination of Employment.</u>** Executive's employment hereunder may be terminated during the Term under the following circumstances:

(a) **Death.** Executive's employment hereunder will terminate upon his or her death.

(b) **Disability.** If, as a result of Executive's incapacity due to physical or mental illness, Executive will have been substantially unable to perform his or her duties hereunder for a continuous period of 180 days, Employer may terminate Executive's employment hereunder for "Disability." During any period that Executive fails to perform his or her duties hereunder as a result of incapacity due to physical or mental illness, Executive will continue to receive his or her full Base Salary set forth in **Section 3(a)** until his or her employment terminates.

(c) **<u>Cause.</u>** Employer may terminate Executive's employment for Cause if: (i) Executive engages in one (1) or more unsafe or unsound banking practices or material violations of a law or regulation applicable to Employer or any subsidiary; (ii) Executive engages in any repeated violations of a policy of Employer after being warned in writing by the Board or the CEO not to violate such policy; (iii) Executive engages in any single violation of a policy of Employer if such violation materially and adversely affects the business or affairs of Employer; (iv) Executive fails to timely implement a direction or order of the Board or the CEO, unless such direction or order would violate the law; (v) Executive engages in a breach of fiduciary duty or act of dishonesty involving the affairs of Employer; (vi) Executive is removed or suspended from banking pursuant to Section 8(e) of the Federal Deposit Insurance Act or any other applicable state or federal law; (vii) Executive commits a material breach of Executive's obligations under this Agreement that Executive fails to remedy to the reasonable satisfaction of Employer within thirty (30) days after written notice is delivered by Employer to Executive that sets forth in reasonable detail the basis for Employer's determination that Executive materially breached an obligation under this Agreement (<u>provided</u> that notice and opportunity to cure need not be provided to Executive for a repeated and substantially similar material breach more than once in any calendar year); (viii) Executive materially fails to perform Executive's duties to Employer with the degree of skill, care or competence expected by Employer that Executive fails to remedy to the reasonable satisfaction of Employer within thirty (30) days after written notice is delivered by Employer to Executive that sets forth in reasonable detail the basis for Employer's determination that Executive materially failed to perform Executive's duties to Employer (<u>provided</u> that notice and opportunity to cure need not be provided to Executive for a repeated and substantially similar material breach more than once in any calendar year); or (ix) Executive is found guilty of, or pleads *nolo contendere* to, a felony or an act of dishonesty in connection with the performance of Executive's duties as an officer of Employer, or an act that disqualifies Executive under applicable laws, rules or regulations from serving as an officer or director of Employer. Notwithstanding the foregoing, during the first two (2) years following a Change in Control (as defined below), Executive's termination of employment will not be deemed to be for "Cause" unless and until there will have been delivered to Executive a copy of a resolution duly adopted by the affirmative vote of not less than 75% of the entire membership of the Board at a meeting of the Board called and held for such purpose (after reasonable notice is provided to Executive and Executive is given an opportunity, together with counsel, to be heard before the Board) finding that, Executive is guilty of the conduct described above, and specifying the particulars thereof in detail.

(d) **Good Reason.** Executive may terminate his or her employment for "Good Reason" within 120 days after Executive has actual knowledge of the occurrence, without the written consent of Executive, of one of the following events that has not been cured within 30 days after written notice thereof has been given by Executive to Employer setting forth in reasonable detail the basis of the event (provided that such notice must be given to Employer within 90 days of Executive becoming aware of such condition). **"Good Reason"** means the occurrence of any one (1) or more of the following, without Executive's prior consent: (i) a material adverse change in the nature, scope or status of Executive's position, authorities or duties from those in effect from time to time; (ii) a reduction in Executive's Base Salary, unless such reduction applies to all similarly situated senior executives of Employer; (iii) Employer changes the primary location of Executive's employment to a place that is more than fifty (50) miles from Executive's primary location of employment as of the Effective Date; (iv) Employer otherwise commits a material breach of its obligations under this Agreement; or (v) during the first two (2) years following a Change in Control, there occurs (A) a change in reporting line such that the individual to whom Executive reports is someone other than the Chief Executive Officer of the Surviving Entity (as defined below), or if applicable, the ultimate parent corporation thereof or (B) a reduction in Executive's performance bonus or long-term incentive opportunities, in each case, as compared to the amount of the most recent performance bonus that Employer actually paid to Executive and the grant date value of the most recent equity awards that Employer actually granted to Executive pursuant to **Sections 3(b)** and **3(c)**, respectively, prior to such Change in Control. Executive's continued employment during the 120-day period referred to above in this **Section 4(d)** will not constitute consent to, or a waiver of rights with respect to, any act or failure to act constituting Good Reason hereunder.

(e) **Without Cause.** Employer may terminate Executive's employment hereunder without Cause by providing Executive with a Notice of Termination (as defined below). This means that, notwithstanding this Agreement, Executive's employment with Employer will be "at will."

(f) **Without Good Reason.** Executive may terminate Executive's employment hereunder without Good Reason by providing Employer with a Notice of Termination.

Section 5. **Termination of Employment Procedure.**

(a) **Notice of Termination.** Any termination of Executive's employment by Employer or by Executive during the Term (other than termination pursuant to **Section 4(a)**) will be communicated by written Notice of Termination to the other party hereto in accordance with **Section 15(i)**. For purposes of this Agreement, a **"Notice of Termination"** means a notice which will indicate the specific termination provision in this Agreement relied upon and will set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of Executive's employment under the provision so indicated if the termination is based on **Sections 4(b)**, **4(c)** or **4(d)**.

(b) **Termination Date.** **"Termination Date"** means (i) if Executive's employment is terminated by his or her death, the date of his or her death; (ii) if Executive's employment is terminated pursuant to **Section 4(b)**, the date set forth in the Notice of Termination; and (iii) if Executive's employment is terminated for any other reason, the date on which a Notice of Termination is given or any later date (within 30 days after the giving of such notice) set forth in such Notice of Termination; provided, however, that if such termination is due to a Notice of Termination by Executive, Employer will have the right to accelerate such notice and make the Termination Date the date of the Notice of Termination or such other date prior to Executive's intended Termination Date as Employer deems appropriate, which acceleration will in no event be deemed a termination by Employer without Cause or constitute Good Reason and Executive is paid her Base Salary through Executive's intended Termination Date.

(c) **Removal from any Boards and Position.** Upon the termination of Executive's employment with Employer for any reason, he or she will be deemed to resign (i) from the board of directors of First Busey, the Bank, any subsidiary thereof and/or any other board to which he or she has been appointed or nominated by or on behalf of Employer (including the Board), and (ii) from any position (including, but not limited to, as an officer or director) with First Busey, the Bank and any subsidiary thereof.

Section 6. **Compensation upon Termination of Employment.** This **Section 6** provides the payments and benefits to be paid or provided to Executive as a result of his or her termination of employment. Except as provided in this **Section 6**, Executive will not be entitled to any payments or benefits from Employer as a result of the termination of his or her employment, regardless of the reason for such termination.

(a) **Termination for Any Reason.** Following the termination of Executive's employment, regardless of the reason for such termination and including, without limitation, a termination of his or her employment by Employer for Cause or by Executive without Good Reason, upon expiration of the Term, by reason of Executive's death or Disability, Employer will pay or provide to Executive (and upon Executive's death, Executive's heirs, executors and administrators) the following (collectively, the **"Accrued Benefits"**) as soon as practicable following the Termination Date:

(i) (A) any earned but unpaid Base Salary, (B) any earned but unpaid bonus under **Section 3(b)** for previously completed performance periods and (C) any accrued and unused vacation and personal time pay through the Termination Date;

(ii) reimbursement for any amounts due to Executive pursuant to **Section 3(e)**, provided that Executive submits the required documentation in accordance with established policies and within thirty (30) days of the Termination Date; and

(iii) any compensation and/or benefits as may be due or payable to Executive in accordance with the terms and provisions of any employee benefit plans or programs of Employer.

Upon any termination of Executive's employment hereunder, except as otherwise provided herein, Executive (or his or her beneficiary, legal representative or estate, as the case may be, in the event of his or her death) will be entitled to such rights in respect of any awards granted to Executive under Employer's long-term equity incentive program, and to only such rights, as are provided by the plan or the award agreement pursuant to which such awards have been granted to Executive or other written agreement or arrangement between Executive and Employer.

(b) **Termination by Employer without Cause or upon Non-Renewal of the Term or by Executive for Good Reason (Non-Change in Control).** If Executive's employment is terminated by Employer other than for Cause or a Disability, upon Employer's non-renewal of the Term, or by Executive for Good Reason, Employer (in lieu of any severance pay under any severance pay plans, programs or policies) will pay or provide the Accrued Benefits and, subject to **Section 7**, will pay to Executive:

(i) an amount equal to one hundred percent (100%) of the sum of (A) Executive's then applicable Base Salary, plus (B) the amount of the most recent performance bonus that Employer actually paid to Executive pursuant to **Section 3(b)**, payable in substantially equal installments over a one (1)-year period in accordance with Employer's regular payroll practices then in effect;

(ii) an amount equal to the annual performance bonus earned pursuant to Section 3(b) in respect of the fiscal year in which the Termination Date occurs based on actual performance, prorated based upon the number of days elapsed in such fiscal year prior to the Termination Date and paid in a lump sum at the time such awards are normally paid; and

(iii) reimbursement for up to twelve (12) months for continuing coverage for Executive and, if applicable, Executive's spouse and eligible dependents under Employer's health insurance pursuant to the health care continuation rules of the Consolidated Omnibus Budget Reconciliation Act of 1985 (**"COBRA"**), provided that Executive remains eligible for, and elects, such COBRA continuation for such period following the Termination Date. To the extent Executive paid a portion of the premium for such benefits while employed, Executive shall continue to pay such portion during the period of continuation hereunder, and any period of continuation hereunder shall be credited against Executive's continuation rights under COBRA.

(c) **Termination by Employer without Cause or upon Non-Renewal of the Term or by Executive for Good Reason (Change in Control Related).** If Executive's employment is terminated by Employer other than for Cause or a Disability, upon Employer's non-renewal of the Term, or by Executive for Good Reason, in each case within two (2) years following a Change in Control, or as set forth in **Section 6(c)(iv)**, Employer (in lieu of any severance pay under any severance pay plans, programs or policies) will pay or provide the Accrued Benefits and, subject to **Section 7**, will pay to Executive:

(i) a lump sum cash payment equal to two hundred percent (200%) of the sum of (A) Executive's then applicable Base Salary, plus (B) the amount of the most recent performance bonus that Employer actually paid to Executive pursuant to **Section 3(b)**;

(ii) a lump sum cash payment equal to the most recent annual performance bonus that Employer actually paid to Executive pursuant to **Section 3(b)**, prorated based upon the number of days elapsed in the fiscal year prior to the Termination Date; and

(iii) a lump sum cash payment in respect of eighteen (18) months of continuing coverage under Employer's health insurance pursuant to COBRA.

(iv) Notwithstanding anything to the contrary, if during the one hundred eighty (180) day period ending on a Change in Control, Executive experiences a termination of employment under **Section 6(b)** either (A) at the request of a third party that has taken steps reasonably calculated or intended to effect a Change in Control or (B) otherwise in connection with or in anticipation of a Change in Control, then Executive shall have the right to the incremental benefits under this **Section 6(c)**, without duplication for any payments or benefits provided under **Section 6(b)**, as if the Change in Control date were the Termination Date.

(d) **Applicable Definitions.** **"Change in Control"** means the occurrence of any of the following events:

(i) During any period of not more than 36 months, individuals who constitute the Board as of the beginning of the period (the **"Incumbent Directors"**) cease for any reason to constitute at least a majority of the Board. provided that any person becoming a director subsequent to the beginning of such period, whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of First Busey in which such person is named as a nominee for director, without written objection to such nomination) will be an Incumbent Director; provided, however, that no individual initially elected or nominated as a director of First Busey as a result of an actual or publicly threatened election contest with respect to directors or as a result of any other actual or publicly threatened solicitation of proxies by or on behalf of any person other than the Board will be deemed to be an Incumbent Director;

(ii) Any "person" (as such term is defined in Section 3(a)(9) of the Securities Exchange Act of 1934, as amended from time to time, or any successor thereto, and the applicable rules and regulations thereunder (the **"Exchange Act"**) and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act), is or becomes a "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of First Busey representing 30% or more of the combined voting power of First Busey's then-outstanding securities eligible to vote for the election of the Board (**"Company Voting Securities"**); provided, however, that the event described in this **Section 6(d)(ii)** will not be deemed to be a Change in Control by virtue of the ownership, or acquisition, of Company Voting Securities: (i) by First Busey, (ii) by any employee benefit plan (or related trust) sponsored or maintained by First Busey, (iii) by any underwriter temporarily holding securities pursuant to an offering of such securities or (iv) pursuant to a Non-Qualifying Transaction (as defined in **Section 6(d)(iii)**);

(iii) The consummation of a merger, consolidation, statutory share exchange or similar form of corporate transaction involving First Busey that requires the approval of First Busey's stockholders, whether for such transaction or the issuance of securities in the transaction (a **"Business Combination"**), unless immediately following such Business Combination: (A) more than 60% of the total voting power of (x) the entity resulting from such Business Combination (the **"Surviving Entity"**), or (y) if applicable, the ultimate parent corporation that directly or indirectly has beneficial ownership of at least 95% of the voting power, is represented by Company Voting Securities that were outstanding immediately prior to such Business Combination (or, if applicable, is represented by shares into which such Company Voting Securities were converted pursuant to such Business Combination), and such voting power among the holders thereof is in substantially the same proportion as the voting power of such Company Voting Securities among the holders thereof immediately prior to the Business Combination, (B) no person (other than any employee benefit plan (or related trust) sponsored or maintained by the Surviving Entity or the parent), is or becomes the beneficial owner, directly or indirectly, of 30% or more of the total voting power of the outstanding voting securities eligible to elect directors of the parent (or, if there is no parent, the Surviving Entity) and (C) at least a majority of the members of the board of directors of the parent (or, if there is no parent, the Surviving Entity) following the consummation of the Business Combination were Incumbent Directors at the time of the Board's approval of the execution of the initial agreement providing for such Business Combination (any Business Combination which satisfies all of the criteria specified in (A), (B) and (C) of this **Section 6(d)(iii)**) will be deemed to be a **"Non-Qualifying Transaction"**);

(iv) The consummation of a sale of all or substantially all of First Busey's assets (other than to an affiliate of First Busey); or

(v) First Busey's stockholders approve a plan of complete liquidation or dissolution of First Busey.

Notwithstanding the foregoing, a Change in Control will not be deemed to occur solely because any person acquires beneficial ownership of more than 30% of the Company Voting Securities as a result of the acquisition of Company Voting Securities by First Busey which reduces the number of Company Voting Securities outstanding; provided that if after such acquisition by First Busey such person becomes the beneficial owner of additional Company Voting Securities that increases the percentage of outstanding Company Voting Securities beneficially owned by such person, a Change in Control will then occur.

(e) **Termination by Reason of Death or Disability.** If Executive's employment terminates on account of death or is terminated by Employer for Disability, Employer (in lieu of any severance pay under any severance pay plans, programs or policies) will pay or provide the Accrued Benefits and, subject to **Section 7**, will pay to Executive (or Executive's heirs, executors and administrators) an amount equal to the annual performance bonus earned pursuant to **Section 3(b)** in respect of the fiscal year in which the Termination Date occurs based on actual performance, prorated based upon the number of days elapsed in such fiscal year prior to the Termination Date and paid in a lump sum at the time such awards are normally paid.

Section 7. Release.

(a) As a condition to Employer's obligation to pay any amount under **Sections 6(b)**, **6(c)** and **6(e)**, Executive (or, as applicable, Executive's heirs, executors and administrators) shall execute a general release of, and waiver of claims against, Employer and its subsidiaries and affiliates, substantially in the form attached hereto as Exhibit A on or before the sixtieth (60th) day following the Termination Date. For the avoidance of doubt, in order for such release to be deemed effective for purposes of this Agreement, any applicable revocation period with respect to such release and waiver must have expired on or before such sixtieth (60th) day.

(b) The payments and benefits provided in **Sections 6(b)**, **6(c)** and **6(e)** will, as applicable, begin (or be completed in the case of lump sum payments) within sixty (60) days following the Termination Date, subject to Executive's compliance with the requirements of this **Section 7**.

Section 8. __Section 280G.__ In the event that any payments or benefits otherwise payable to Executive (a) constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the **"Code"**), and (b) but for this **Section 8**, would be subject to the excise tax imposed by Section 4999 of the Code, then such payments and benefits will be either (i) delivered in full, or (ii) delivered as to such lesser extent that would result in no portion of such payments and benefits being subject to excise tax under Section 4999 of the Code, whichever of the foregoing amounts, taking into account the applicable federal, state and local income and employment taxes and the excise tax imposed by Section 4999 of the Code (and any equivalent state or local excise taxes), results in the receipt by Executive on an after-tax basis, of the greatest amount of benefits, notwithstanding that all or some portion of such payments and benefits may be taxable under Section 4999 of the Code. Unless the Parties otherwise agree in writing, any determination required under this **Section 8** will be made in writing by a nationally recognized accounting firm selected jointly by Employer and Executive (the **"Accountants"**), whose determination will be conclusive and binding upon Executive and Employer for all purposes. For purposes of making the calculations required by this **Section 8**, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. The Parties agree to furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this provision. Employer will bear all costs the Accountants may reasonably incur in connection with any calculations contemplated by this provision.

Section 9. __Confidentiality.__ Executive acknowledges that the nature of Executive's employment shall require that Executive produce and have access to records, data, trade secrets and information that are not available to the public regarding Employer and its subsidiaries and affiliates (**"Confidential Information"**). Executive shall hold in confidence and not directly or indirectly disclose any Confidential Information to third parties unless disclosure becomes reasonably necessary in connection with Executive's performance of Executive's duties hereunder, or the Confidential Information lawfully becomes available to the public from other sources, or Executive is authorized in writing by Employer to disclose it or Executive is required to make disclosure by a law or pursuant to the authority of any administrative agency or judicial body. All Confidential Information and all other records, files, documents and other materials or copies thereof relating to the business of Employer or any of its subsidiaries or affiliates that Executive prepares or uses shall always be the sole property of Employer. Executive's access to and use of Employer's computer systems, networks and equipment, and all Employer information contained therein, shall be restricted to legitimate business purposes on behalf of Employer; any other access to or use of such systems, network and equipment is without authorization and is prohibited. The restrictions contained in this **Section 9** shall extend to any personal computers or other electronic devices of Executive that are used for business purposes relating to Employer. Executive shall not transfer any Employer information to any personal computer or other electronic device that is not otherwise used for any business purpose relating to Employer. Executive shall promptly return all originals and copies of any Confidential Information and other records, files, documents and other materials to Employer if Executive's employment with Employer is terminated for any reason. In addition, Executive shall immediately upon termination for any reason surrender all personal electronic devices ever used to access Confidential Information or conduct business on behalf of Employer for joint (Executive and Employer) inspection and removal of Employer information, including without limitation, Confidential Information.

(a) Notwithstanding the foregoing, an individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (i) is made: (A) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (B) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Accordingly, Executive has the right to disclose in confidence trade secrets to Federal, State, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. Executive also has the right to disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure. Nothing in this Agreement is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b). Nothing in this Agreement shall be construed to authorize, or limit liability for, an act that is otherwise prohibited by law, such as the unlawful access of material by unauthorized means.

(b) Nothing contained herein shall impede Executive's ability to report possible securities law violations to the Securities and Exchange Commission or other governmental agencies (i) without Employer's prior approval, and (ii) without having to forfeit or forego any resulting whistleblower awards.

Section 10. **<u>Non-Competition and Non-Solicitation Covenants.</u>** Employer and Executive agree that the primary service area of Employer's business in which Executive will actively participate extends separately to an area that encompasses a fifty (50) mile radius from each banking and other office location of Employer and its subsidiaries and affiliates (collectively, the **"Restrictive Area"**). Therefore, as an essential ingredient of and in consideration of this Agreement and Executive's employment by Employer, Executive hereby agrees that for a period of one (1) year after termination of Executive's employment with Employer for any reason and whether such termination of employment is during the Term or after the termination or expiration of the Term (the **"Restrictive Period"**), Executive shall not directly or indirectly compete with the business of Employer, including by doing any of the following (the **"Restrictive Covenant"**):

(a) engage or invest in, own, manage, operate, control, finance, participate in the ownership, management, operation or control of, be employed by, associate with or in any manner be connected with, serve as an employee, officer or director of or consultant to, lend Executive's name or any similar name to, lend Executive's credit to, or render services or advice to any person, firm, partnership, corporation, trust or other entity that owns or operates, a bank, savings and loan association, credit union, wealth management or investment advisory firm, or similar financial institution (a **"Financial Institution"**) with any office located, or to be located at an address identified in a filing with any regulatory authority, within the Restrictive Area; provided, however, that in the event a successor to First Busey succeeds to or assumes First Busey's rights and obligations under this Agreement in connection with a Change in Control this **Section 10(a)** shall apply only to the primary service areas of Employer as they existed immediately before the Change in Control;

(b) directly or indirectly, for Executive or any Financial Institution: (i) induce or attempt to induce any officer of Employer or any of its subsidiaries or affiliates, or any employee who previously reported to Executive, to leave the employ of Employer or any of its subsidiaries or affiliates; (ii) in any way interfere with the relationship between Employer or any of its subsidiaries or affiliates and any such officer or employee; (iii) employ, or otherwise engage as an employee, independent contractor or otherwise, any such officer or employee; or (iv) induce or attempt to induce any customer, supplier, licensee or business relation of Employer of any of its subsidiaries or affiliates to cease doing business with Employer or any of its subsidiaries or affiliates or in any way interfere with the relationship between Employer or any of its subsidiaries or affiliates and any of their respective customers, suppliers, licensees or business relations, where Executive had personal contact with, or has accessed Confidential Information in the preceding twelve (12) months with respect to, such customers, suppliers, licensees or business relations; or

(c) directly or indirectly, for Executive or any Financial Institution, solicit the business of any person or entity known to Executive to be a customer of Employer or any of its subsidiaries or affiliates, where Executive, or any person reporting to Executive, had personal contact with such person or entity, with respect to products, activities or services that compete in whole or in part with the products, activities or services of Employer or any of its subsidiaries or affiliates.

The foregoing Restrictive Covenant shall not prohibit Executive from owning directly or indirectly capital stock or similar securities that are listed on a securities exchange or quoted on the National Association of Securities Dealers Automated Quotation System that do not represent more than one percent (1%) of the outstanding capital stock of any Financial Institution.

Section 11. **Remedies for Breach.** Executive has reviewed the provisions of this Agreement with legal counsel, or has been given adequate opportunity to seek such counsel, and Executive acknowledges and expressly agrees that the covenants contained herein are reasonable with respect to their duration, geographical area and scope. Executive further acknowledges that the restrictions contained in this Agreement are reasonable and necessary for the protection of the legitimate business interests of Employer, that they create no undue hardships, that any violation of these restrictions would cause substantial injury to Employer and its interests, that Employer would not have agreed to enter into this Agreement without receiving Executive's agreement to be bound by these restrictions and that such restrictions were a material inducement to Employer to enter into this Agreement. Executive hereby acknowledges and agrees that during the Restrictive Period, Employer shall have the right to communicate the existence and terms of this Agreement to any third party with whom Executive may seek or obtain future employment or other similar arrangement. In the event Employer determines that Executive has violated any of the restrictions contained in in **Sections 9**, **10**, or **12**, Executive's eligibility for and receipt of any severance payments or benefits under **Section 6(b)** shall immediately terminate. In addition, in the event of any violation or threatened violation of the restrictions contained in this Agreement, Employer, in addition to and not in limitation of, any other rights, remedies or damages available to Employer under this Agreement or otherwise at law or in equity, shall be entitled to preliminary and permanent injunctive relief to prevent or restrain any such violation by Executive and any and all persons directly or indirectly acting for or with Executive, as the case may be. If Executive violates the Restrictive Covenant and Employer brings legal action for injunctive or other relief, Employer shall not, as a result of the time involved in obtaining such relief, be deprived of the benefit of the full period of the Restrictive Covenant. Accordingly, the Restrictive Covenant shall be deemed to have the duration specified herein computed from the date the relief is granted but reduced by the time between the period when the Restrictive Period began to run and the date of the first violation of the Restrictive Covenant by Executive.

Section 12. **Intellectual Property.** At all times from and after the date of this Agreement, Executive agrees to not, directly or indirectly, use, register, or assist others to use or register, any designation (including, without limitation, any service mark, trademark, trade name or other indicia of source) that is the same as or confusingly similar to the legal or operating names of First Busey Corporation or Busey Bank and their affiliates in connection with any banking, wealth management, lending, trust, mortgage, or other financial services or products. Executive further acknowledges and agrees that Executive's obligations under this **Section 12** are necessary to protect consumers from confusion as to source, affiliation, association or sponsorship, and that such obligations are reasonable and will not preclude or materially impede Executive from gainful employment.

Section 13. **Indemnity; Other Protections.**

(a) **Indemnification.** Employer shall indemnify Executive (and, upon Executive's death, Executive's heirs, executors and administrators) to the fullest extent permitted by law against all expenses, including reasonable attorneys' fees, court and investigative costs, judgments, fines and amounts paid in settlement (collectively, **"Expenses"**) reasonably incurred by Executive in connection with or arising out of any pending, threatened or completed action, suit or proceeding in which Executive becomes involved by reason of Executive's having been an officer or director of Employer. The indemnification rights provided for herein are not exclusive and shall supplement any rights to indemnification that Executive may have under any applicable bylaw or charter provision of Employer, or any resolution of Employer or any applicable statute.

(b) **Advancement of Expenses.** In the event that Executive becomes a party, or is threatened to be made a party, to any pending, threatened or completed action, suit or proceeding for which Employer is permitted or required to indemnify Executive under this Agreement, any applicable bylaw or charter provision of Employer, any resolution of Employer, or any applicable statute, Employer shall, to the fullest extent permitted by law, advance all Expenses incurred by Executive in connection with the investigation, defense, settlement, or appeal of any threatened, pending or completed action, suit or proceeding, subject to receipt by Employer of a written undertaking from Executive to reimburse Employer for all Expenses actually paid by Employer to or on behalf of Executive in the event it shall be ultimately determined that Employer cannot lawfully indemnify Executive for such Expenses, and to assign to Employer all rights of Executive to indemnification under any policy of directors' and officers' liability insurance to the extent of the amount of Expenses actually paid by Employer to or on behalf of Executive.

(c) **Litigation.** Unless precluded by an actual or potential conflict of interest, Employer shall have the right to recommend counsel to Executive to represent Executive in connection with any claim covered by this **Section 13**. Further, Executive's choice of counsel, Executive's decision to contest or settle any such claim and the terms and amount of the settlement of any such claim shall be subject to Employer's prior written approval, which approval shall not be unreasonably withheld or delayed by Employer.

Section 14. **Regulatory Conditions.** If Employer is not permitted to make any payments that may become due to Executive under **Sections 6(b)**, **6(c)** or **6(e)** because First Busey or the Bank is not in compliance with any regulatory-mandated minimum capital requirements or if making the payments would cause First Busey' s or the Bank's capital to fall below such minimum capital requirements, then Employer shall delay making such payments until the earliest possible date it could resume making the payments without violating such minimum capital requirements. Further, if Employer is not permitted to make any payments that may become due to Executive under **Sections 6(b)**, **6(c)**, or **6(e)** because of the operation of any other applicable law or regulation, then Employer shall delay making such payments until the earliest possible date it could resume making the payments without violating such applicable law or regulation.

Section 15. **General Provisions.**

(a) **Amendment.** Except as set forth explicitly herein, this Agreement may not be amended or modified except by written agreement signed by Executive and Employer.

(b) **Successors; Assignment.** This Agreement shall be binding upon and inure to the benefit of Executive, Employer and their respective personal representatives, successors and assigns. Except as set forth in **Section 10(a)**, for the purposes of this Agreement, any successor or assign of Employer shall be deemed to be **"Employer."** Employer shall require any successor or assign of Employer or any direct or indirect purchaser or acquirer of all or substantially all of the business, assets or liabilities of Employer, whether by transfer, purchase, merger, consolidation, stock acquisition or otherwise, to assume and agree in writing to perform this Agreement and Employer's obligations hereunder in the same manner and to the same extent as Employer would have been required to perform them if no such transaction had occurred.

(c) **Entire Agreement.** This Agreement constitutes the entire agreement between the Parties concerning the subject matter hereof, and supersedes all prior negotiations, undertakings, agreements and arrangements with respect thereto, whether written or oral. The provisions of this Agreement shall be regarded as divisible and separate; if any provision is declared invalid or unenforceable, the validity and enforceability of the remaining provisions shall not be affected. In the event any provision of this Agreement (including any provision of the Restrictive Covenant) is held to be overbroad as written, such provision shall be deemed to be amended to narrow the application of such provision to the extent necessary to make such provision enforceable according to applicable law.

(d) **Survival.** The provisions of **Section 9** (Confidentiality), **Section 10** (Non- Competition and Non-Solicitation Covenants), **Section 11** (Remedies for Breach), **Section 12** (Intellectual Property), **Section 13** (Indemnity; Other Protections), **Section 14** (Regulatory Conditions) and **Section 15** (General Provisions) shall survive the expiration or termination of this Agreement for any reason.

(e) **Governing Law and Enforcement.** This Agreement shall be construed and the legal relations of the Parties shall be determined in accordance with the laws of the State of Illinois without reference to the law regarding conflicts of law.

(f) **Jurisdiction.** Any action or proceeding seeking to enforce any provision of, or based on any right arising out of, this Agreement, shall be brought against either of the parties exclusively in the courts of the State of Illinois, County of Champaign, or, if it has or can acquire jurisdiction, in the United States District court for the Central District of Illinois, and each of the parties consents to the exclusive jurisdiction of such courts (and of the appropriate appellate courts) in any such action or proceeding and waives any objection to venue laid therein. Process in any action or proceeding referred to in the preceding sentence may be served on either party anywhere in the world. EXECUTIVE AND EMPLOYER HEREBY WAIVE THEIR RIGHT TO TRIAL BY JURY IN THE EVENT OF A DISPUTE, AND EXECUTIVE REPRESENTS THAT EXECUTIVE'S WAIVER IS KNOWING, VOLUNTARY AND INTENTIONAL.

(g) **Prevailing Party Legal Fees.** Should either Party initiate any action or proceeding to enforce this Agreement or any provision hereof, or for damages by reason of any alleged breach of this Agreement or of any provision hereof, or for a declaration of rights hereunder (a **"Covered Dispute"**), the prevailing Party in any such Covered Dispute shall be entitled to receive from the other Party all costs and expenses, including reasonable attorneys' fees, incurred by the prevailing Party in connection with such Covered Dispute. Notwithstanding the foregoing, in the event of a Covered Dispute arising upon or within three (3) years following a Change in Control, Employer shall advance to Executive all costs and expenses (including, without limitation, reasonable attorneys' fees) which Executive may incur in connection with such Covered Dispute, within ten (10) business days after receipt by Employer of a written request for such advance, provided that Executive shall repay the amount of any such costs and expenses advanced by Employer pursuant to this **Section 15(g)** if a court issues a final and non-appealable order settling forth the determination that the position taken by Executive was frivolous or advanced by Executive in bad faith.

(h) **Waiver.** No waiver by either Party at any time of any breach by the other Party of, or compliance with, any condition or provision of this Agreement to be performed by the other Party shall be deemed a waiver of any similar or dissimilar provisions or conditions at the same time or any prior or subsequent time.

(i) **Notices.** Notices pursuant to this Agreement shall be in writing and shall be deemed given when received; and, if mailed, shall be mailed by United States registered or certified mail, return receipt requested, postage prepaid; and if to Employer, addressed to the principal headquarters of First Busey, attention: President and Chief Executive Officer; and if to Executive, to the address for Executive as most currently reflected in the corporate records or to such other address as Executive has most recently provided to Employer.

(j) **Section 409A.**

(i) This Agreement is intended to comply with the requirements of Section 409A of the Code (together with the applicable regulations thereunder, **"Section 409A"**), and the Parties agree that it shall be administered accordingly, and interpreted and construed on a basis consistent with such intent. Notwithstanding anything herein to the contrary, no termination or other similar payments and benefits hereunder shall be payable on account of Executive's termination of employment unless Executive's termination of employment constitutes a "separation from service" within the meaning of Section 409A. To the extent any reimbursements or in-kind benefit payments under this Agreement are subject to Section 409A, such reimbursements and in-kind benefit payments shall be made in accordance with Treasury Regulation §l.409A-3(i)(l)(iv). This Agreement may be amended to the extent necessary (including retroactively) by Employer to maintain to the maximum extent practicable the original intent of this Agreement while avoiding the application of taxes or interest under Section 409A. The preceding shall not be construed as a guarantee of any particular tax effect for Executive's compensation and benefits and Employer does not guarantee that any compensation or benefits provided under this Agreement will satisfy the provisions of Section 409A.

(ii) If at the time of any payment hereunder Executive is considered to be a Specified Employee and such payment is required to be treated as deferred compensation subject to Section 409A, then, to the extent required by Section 409A, such payments shall be delayed to the date that is six (6) months after the Termination Date. For purposes of Section 409A, each payment made under this Agreement, or pursuant to another plan or arrangement, will be treated as a separate payment. The term **"Specified Employee"** means any person who holds a position with Employer of senior vice president or higher and has compensation greater than that stated in Section 416(i)(l)(A)(i) of the Code. The determination of whether Executive is a Specified Employee shall be based upon the twelve (12)-month period ending on each December 31st (such twelve (12)-month period is referred to below as the "identification period"). If Executive is determined to be a Specified Employee during the identification period, he or she shall be treated as a Specified Employee for purposes of this Agreement during the twelve (12) month period that begins on the April 1st following the close of such identification period. For purposes of determining whether Executive is a Specified Employee under Section 4l 6(i) of the Code, compensation shall mean Executive's W-2 compensation as reported by Employer for a particular calendar year.

(iii) All payments under this Agreement required to be delayed pursuant to this Section 15(j) shall be accumulated and paid in a lump-sum, catch-up payment as of the first (1st) day of the seventh (7th) month following the Termination Date (or, if earlier, the date of death of Executive), with all such delayed payments being credited with interest (compounded monthly) for such period of delay equal to the prime rate in effect on the first (1st) day of such six (6)-month period. Any portion of the benefits hereunder that were not otherwise due to be paid during the six (6)-month period following the Termination Date shall be paid to Executive in accordance with the payment schedule established herein.

(k) **<u>Clawback.</u>** Any amount or benefit received under this Agreement shall be subject to potential cancellation, recoupment, rescission, payback, or other action in accordance with the terms of any applicable Employer clawback policy (the **"Policy"**) or any applicable law, as may be in effect from time to time. Executive acknowledges and consents to Employer's application, implementation, and enforcement of (i) the Policy or any similar policy established by Employer that may apply to Executive and (ii) any provision of applicable law relating to cancellation, rescission, payback, or recoupment of compensation, as well as Executive's express agreement that Employer may take such actions as may be necessary to effectuate the Policy, any similar policy, or applicable law, without further consideration or action.

(l) **<u>Construction.</u>** This Agreement shall be deemed drafted equally by the Parties. Any presumption or principle that the language of this Agreement is to be construed against any Party shall not apply. Whenever used in this Agreement, the singular includes the plural and vice versa (where applicable); the words "hereof," "herein," "hereto," "hereby," "hereunder," and other words of similar import refer to this Agreement as a whole (including exhibits); all references to sections, schedules and exhibits are to sections, schedules and exhibits in or to this Agreement unless otherwise specified; the words "include," "includes" and "including" means "include, without limitation," "includes, without limitation" and "including, without limitation," respectively; any reference to a document or set of documents, and the rights and obligations of the parties under any such documents, means such document or documents as amended from time to time, and any and all modifications, extensions, renewals, substitutions or replacements thereof; and references to a statute shall refer to the statute and any amendments and any successor statutes, and to all regulations promulgated under or implementing the statute, as amended, or its successors, as in effect at the relevant time. The headings used in this Agreement are for convenience only, shall not be deemed to constitute a part hereof, and shall not be deemed to limit, characterize or in any way affect the construction or enforcement of the provisions of this Agreement. This Agreement may be executed in any number of identical counterparts, any of which may contain the signatures of less than all Parties, and all of which together shall constitute a single agreement. All remedies of any Party are cumulative and not alternative, and are in addition to any other remedies available at law, in equity or otherwise.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Parties have executed this Agreement on November 21, 2019, effective as of the Effective Date.

FIRST BUSEY CORPORATION and BUSEY BANK	**EXECUTIVE**
By: /s/ Van A. Dukeman	/s/ Monica L. Bowe
Van A. Dukeman	Monica L. Bowe
President and Chief Executive Officer of First Busey Corporation and Chairman of the Board of Busey Bank	

Signature Page to Bowe Employment Agreement

<u>AGREEMENT AND RELEASE</u>

This Agreement and Release (this **"Release"**), is made and entered into by [•] (**"Employee"**) in favor of First Busey Corporation (**"First Busey"**), Busey Bank (the **"Bank"** and together with First Busey, **"Employer"**) and its subsidiaries, affiliates, stockholders, beneficial owners of its stock, its current or former officers, directors, employees, members, attorneys and agents, and their predecessors, successors and assigns, individually and in their official capacities (together, the **"Released Parties"**).

WHEREAS, Employee has been employed as [•];

WHEREAS, Employee's employment with Employer was terminated, effective as of [•] (the **"Termination Date"**); and

WHEREAS, Employee is seeking certain payments under **Section 6[•]** of the employment agreement entered into with Employer dated [•] (the **"Employment Agreement"**), that are conditioned on the effectiveness of this Release.

NOW, THEREFORE, in consideration of the covenants and agreements hereinafter set forth, the parties agree as follows:

1. **<u>General Release.</u>** Employee knowingly and voluntarily waives, terminates, cancels, releases and discharges forever the Released Parties from any and all suits, actions, causes of action, claims, allegations, rights, obligations, liabilities, demands, entitlements or charges (collectively, **"Claims"**) that Employee (or Employee's heirs, executors, administrators, successors and assigns) has or may have, whether known, unknown or unforeseen, vested or contingent, by reason of any matter, cause or thing occurring at any time before and including the date of this Release, arising under or in connection with Employee's employment or termination of employment with Employer, including, without limitation: Claims under United States federal, state or local law and the national or local law of any foreign country (statutory or decisional), for wrongful, abusive, constructive or unlawful discharge or dismissal, for breach of any contract, or for discrimination based upon race, color, ethnicity, sex, age, national origin, religion, disability, sexual orientation, or any other unlawful criterion or circumstance, including, without limitation, rights or Claims under the Age Discrimination in Employment Act of 1967 (**"ADEA"**), the Older Workers Benefit Protection Act of 1990 (**"OWBPA"**), violations of the Equal Pay Act, Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Americans with Disabilities Act of 1991, the Employee Retirement Income Security Act of 1974 (**"ERISA"**), the Fair Labor Standards Act, the Worker Adjustment Retraining and Notification Act, the Family Medical Leave Act, including all amendments to any of the aforementioned acts; and violations of any other federal, state, or municipal fair employment statutes or laws, including, without limitation, violations of any other law, rule, regulation, or ordinance pertaining to employment, wages, compensation, hours worked, or any other Claims for compensation or bonuses, whether or not paid under any compensation plan or arrangement; breach of contract; tort and other common law Claims; defamation; libel; slander; impairment of economic opportunity defamation; sexual harassment; retaliation; attorneys' fees; emotional distress; intentional infliction of emotional distress; assault; battery, pain and suffering; and punitive or exemplary damages (the **"Released Matters"**). In addition, in consideration of the provisions of this Release, Employee further agrees

to waive any and all rights under the laws of any jurisdiction in the United States, or any other country, that limit a general release to those Claims that are known or suspected to exist in Employee's favor as of the Effective Date (as defined below).

2. **Surviving Claims.** Notwithstanding anything herein to the contrary, this Release shall not:

(i) release any Claims for payment of amounts payable under the Employment Agreement (including under **Section 6[•]** thereof) or any rights or obligations imposed by the surviving Sections of the Employment Agreement, which include but are not limited to Sections 9, 10, 11, 12, 13, 14 and 15;

(ii) release any Claim for employee benefits under plans covered by ERISA to the extent any such Claim may not lawfully be waived or for any payments or benefits under any Employer plans that have vested according to the terms of those plans;

(iii) release any Claim that may not lawfully be waived;

(iv) release any Claim for indemnification and D&O insurance in accordance with the Employment Agreement and with applicable laws and the corporate governance documents of Employer; or

(v) limit Employee's rights under applicable law to provide truthful information to any governmental entity or to file a charge with or participate in an investigation conducted by any governmental entity. Notwithstanding the foregoing, Employee agrees to waive Employee's right to recover monetary damages in connection with any charge, complaint or lawsuit filed by Employee or anyone else on Employee's behalf (whether involving a governmental entity or not); provided that Employee is not agreeing to waive, and this Release shall not be read as requiring Employee to waive, any right Employee may have to receive an award for information provided to any governmental entity.

3. **Additional Representations.** Employee further represents and warrants that Employee has not filed any civil action, suit, arbitration, administrative charge, or legal proceeding against any Released Party, nor has Employee assigned, pledged, or hypothecated as of the Effective Date any Claim to any person and no other person has an interest in the Claims that he is releasing.

4. **Acknowledgements by Employee.** Employee acknowledges and agrees that Employee has read this Release in its entirety and that this Release is a general release of all known and unknown Claims. Employee further acknowledges and agrees that:

(i) this Release does not release, waive or discharge any rights or Claims that may arise for actions or omissions after the Effective Date of this Release and Employee acknowledges that he is not releasing, waiving or discharging any ADEA Claims that may arise after the Effective Date of this Release;

(ii) Employee is entering into this Release and releasing, waiving and discharging rights or Claims only in exchange for consideration which Employee is not already entitled to receive;

(iii) Employee has been advised, and is being advised by the Release, to consult with an attorney before executing this Release; Employee acknowledges that Employee has consulted with counsel of Employee's choice concerning the terms and conditions of this Release;

(iv) Employee has been advised, and is being advised by this Release, that Employee has been given at least [twenty-one (21)] [forty-five (45)] days within which to consider the Release, but Employee can execute this Release at any time prior to the expiration of such review period; [and]

(v) [Because this Release includes a release of claims under ADEA, Employee is being provided with the information contained in **Schedule 1** hereto in accordance with the OWBPA; and]

(vi) Employee is aware that this Release shall become null and void if Employee revokes Employee's agreement to this Release within seven (7) days following the date of execution of this Release. Employee may revoke this Release at any time during such seven-day period by delivering (or causing to be delivered) to Employer written notice of Employee's revocation of this Release no later than 5:00 p.m. Central time on the seventh (7th) full day following the date of execution of this Release (the **"Effective Date"**). Employee agrees and acknowledges that a letter of revocation that is not received by such date and time will be invalid and will not revoke this Release.

5. **Confidentiality.** Employee and Employer shall keep the existence and the terms of this Release confidential, except for Executive's immediate family members or their legal or tax advisors in connection with services related hereto and except as may be required by law or in connection with the preparation of tax returns. For purposes of this Section 5, "immediate family members" shall be limited to Employee's spouse or domestic partner and any person (other than a tenant or employee) sharing Employee's household.

6. **Non-Waiver.** Employer's waiver of a breach of this Release by Employee shall not be construed or operate as a waiver of any subsequent breach by Employee of the same or of any other provision of this Release.

7. **Non-Disparagement.** Employer shall instruct in writing each member of the Board of Directors of First Busey and each executive officer of First Busey that at all times following the Termination Date, such individual shall not engage in any vilification of the Employee, and shall refrain from making any false, negative, critical or disparaging statements, implied or expressed, concerning Employee, including Employee's management style, methods of

doing business, the quality of Employee's work or Employee's role in the community. At all times following the Termination Date, Employee shall not engage in any vilification of the Employer and its and their officers and directors, and Employee shall refrain from making any false, negative, critical or disparaging statements, implied or expressed, concerning Employer and its and their officers and directors, including management style, methods of doing business, the quality of products and services, or role in the community. Employee shall do nothing that would damage Employer's business reputation or good will.

8. **Restrictive Covenants.** Employee shall abide by the terms set forth in **Sections 9** and **10** of the Employment Agreement.

9. **Governing Law and Enforcement.** This Release shall be construed and the legal relations of Executive and Employer shall be determined in accordance with the laws of the State of Illinois without reference to the law regarding conflicts of law.

10. **Counterparts.** This Release may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Release.

11. **Construction.** The prov1s10ns of Section 15(1) of the Employment Agreement shall apply to this Release provided that the word "Release" shall take the place of the word "Agreement" in such Section 15(1), where applicable.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have executed this Release as of dates set forth below their respective signatures below.

FIRST BUSEY CORPORATION and BUSEY BANK	**EXECUTIVE**
By: ______________________	______________________
[Name] President and Chief Executive Officer of First Busey Corporation and Chairman of the Board of Busey Bank	[Name]
Date: ______________________	Date: ______________________

Signature Page to [•] Agreement and Release

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Van A. Dukeman, Chairman and Chief Executive Officer of First Busey Corporation, certify that:

1) I have reviewed this Quarterly Report on Form 10-Q of First Busey Corporation;

2) Based on my knowledge, this Quarterly 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 Quarterly Report;

3) Based on my knowledge, the Financial Statements, and other financial information included in this Quarterly 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 Quarterly 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 Quarterly 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 Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Quarterly Report based on such evaluation; and

   d) disclosed in this Quarterly Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ VAN A. DUKEMAN

Van A. Dukeman
Chairman and Chief Executive Officer

Date: May 7, 2024

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Jeffrey D. Jones, Chief Financial Officer of First Busey Corporation, certify that:

1) I have reviewed this Quarterly Report on Form 10-Q of First Busey Corporation;

2) Based on my knowledge, this Quarterly 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 Quarterly Report;

3) Based on my knowledge, the Financial Statements, and other financial information included in this Quarterly 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 Quarterly 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 Quarterly 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 Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Quarterly Report based on such evaluation; and

   d) disclosed in this Quarterly Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JEFFREY D. JONES
Jeffrey D. Jones
Chief Financial Officer

Date: May 7, 2024

EXHIBIT 32.1

The following certification is provided by the undersigned Chief Executive Officer of First Busey Corporation on the basis of such officer’s knowledge and belief for the sole purpose of complying with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION

I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the accompanying Quarterly Report of First Busey Corporation on Form 10-Q for the quarter ended March 31, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of First Busey Corporation as of and for the periods covered by the Quarterly Report.

/s/ VAN A. DUKEMAN
Van A. Dukeman
Chairman and Chief Executive Officer

Date: May 7, 2024

The following certification is provided by the undersigned Chief Financial Officer of First Busey Corporation on the basis of such officer’s knowledge and belief for the sole purpose of complying with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION

I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the accompanying Quarterly Report of First Busey Corporation on Form 10-Q for the quarter ended March 31, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of First Busey Corporation as of and for the periods covered by the Quarterly Report.

/s/ JEFFREY D. JONES

Jeffrey D. Jones

Chief Financial Officer

Date: May 7, 2024