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## Section 1: 10-Q (10-Q CHFC Q1 2017)

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

(Mark One)

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

For the quarterly period ended **March 31, 2017**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **000-08185**

**CHEMICAL FINANCIAL CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Michigan**

(State or Other Jurisdiction of  
Incorporation or Organization)

**235 E. Main Street  
Midland, Michigan**

(Address of Principal Executive Offices)

**38-2022454**

(I.R.S. Employer  
Identification No.)

**48640**

(Zip Code)

**(989) 839-5350**

(Registrant's Telephone Number, Including Area Code)

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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) 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

The number of shares outstanding of the registrant's Common Stock, \$1 par value, as of May 8, 2017, was 71,121,541 shares.

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### Forward-Looking Statements

This report contains forward-looking statements that are based on management's beliefs, assumptions, current expectations, estimates and projections about the financial services industry, the economy and the Corporation. Words and phrases such as "anticipates," "believes," "continue," "estimates," "expects," "forecasts," "future," "intends," "is likely," "judgment," "look ahead," "look forward," "on schedule," "opinion," "opportunity," "plans," "potential," "predicts," "probable," "projects," "should," "strategic," "trend," "will," and variations of such words and phrases or similar expressions are intended to identify such forward-looking statements. Such statements are based upon current beliefs and expectations and involve substantial risks and uncertainties which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These statements include, among others, statements related to future levels of loan charge-offs, future levels of provisions for loan losses, real estate valuation, future levels of nonperforming assets, the rate of asset dispositions, future capital levels, future dividends, future growth and funding sources, future liquidity levels, future profitability levels, future deposit insurance premiums, future asset levels, the effects on earnings of future changes in interest rates, the future level of other revenue sources, future economic trends and conditions, future initiatives to expand the Corporation's market share, expected performance and cash flows from acquired loans, future effects of new or changed accounting standards, future opportunities for acquisitions, opportunities to increase top line revenues, the Corporation's ability to grow its core franchise, future cost savings and the Corporation's ability to maintain adequate liquidity and capital based on the requirements adopted by the Basel Committee on Banking Supervision and U.S. regulators. All statements referencing future time periods are forward-looking.

Management's determination of the provision and allowance for loan losses; the carrying value of acquired loans, goodwill and mortgage servicing rights; the fair value of investment securities (including whether any impairment on any investment security is temporary or other-than-temporary and the amount of any impairment); and management's assumptions concerning pension and other postretirement benefit plans involve judgments that are inherently forward-looking. There can be no assurance that future loan losses will be limited to the amounts estimated. All of the information concerning interest rate sensitivity is forward-looking. The future effect of changes in the financial and credit markets and the national and regional economies on the banking industry, generally, and on the Corporation, specifically, are also inherently uncertain. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions ("risk factors") that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence. Therefore, actual results and outcomes may materially differ from what may be expressed or forecasted in such forward-looking statements. The Corporation undertakes no obligation to update, amend or clarify forward-looking statements, whether as a result of new information, future events or otherwise.

In addition, risk factors include, but are not limited to, the risk factors described in Item 1A of Chemical's Annual Report on Form 10-K for the year ended December 31, 2016. These and other factors are representative of the risk factors that may emerge and could cause a difference between an ultimate actual outcome and a preceding forward-looking statement.

Part I. Financial Information

Item 1. Financial Statements

Chemical Financial Corporation  
Consolidated Statements of Financial Position

(Dollars in thousands, except per share data)	March 31, 2017 (Unaudited)	December 31, 2016
<b>Assets</b>		
Cash and cash equivalents:		
Cash and cash due from banks	\$ 191,940	\$ 237,758
Interest-bearing deposits with the Federal Reserve Bank and other banks	249,840	236,644
<b>Total cash and cash equivalents</b>	<b>441,780</b>	474,402
Investment securities:		
Available-for-sale, at fair value	1,275,846	1,234,964
Held-to-maturity, at amortized cost (fair value of \$639,800 and \$608,531, respectively)	647,192	623,427
<b>Total investment securities</b>	<b>1,923,038</b>	1,858,391
Loans held-for-sale, at fair value	39,123	81,830
Loans	13,273,392	12,990,779
Allowance for loan losses	(78,774)	(78,268)
<b>Net loans</b>	<b>13,194,618</b>	12,912,511
Premises and equipment	142,763	145,012
Loan servicing rights (\$64,604 and \$48,085 measured at fair value, respectively)	64,604	58,315
Goodwill	1,133,534	1,133,534
Other intangible assets	38,848	40,211
Interest receivable and other assets	658,665	650,973
<b>Total assets</b>	<b>\$ 17,636,973</b>	\$ 17,355,179
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing	\$ 3,399,287	\$ 3,341,520
Interest-bearing	9,733,060	9,531,602
<b>Total deposits</b>	<b>13,132,347</b>	12,873,122
Interest payable and other liabilities	114,789	134,637
Securities sold under agreements to repurchase with customers	398,910	343,047
Short-term borrowings	900,000	825,000
Long-term borrowings	490,876	597,847
<b>Total liabilities</b>	<b>15,036,922</b>	14,773,653
<b>Shareholders' equity</b>		
Preferred stock, no par value:		
Authorized – 2,000,000 shares at 3/31/17 and 12/31/2016, none issued	—	—
Common stock, \$1.00 par value per share:		
Authorized – 100,000,000 shares at 3/31/17 and 12/31/16		
Issued and outstanding – 71,117,908 shares at 3/31/17 and 70,599,133 shares at 12/31/16	71,118	70,599
Additional paid-in capital	2,194,705	2,210,762
Retained earnings	372,193	340,201
Accumulated other comprehensive loss	(37,965)	(40,036)
<b>Total shareholders' equity</b>	<b>2,600,051</b>	2,581,526
<b>Total liabilities and shareholders' equity</b>	<b>\$ 17,636,973</b>	\$ 17,355,179

See accompanying notes to Consolidated Financial Statements (unaudited).

**Chemical Financial Corporation**  
**Consolidated Statements of Income**  
(Unaudited)

(Dollars in thousands, except per share data)	Three Months Ended March 31,	
	2017	2016
<b>Interest income</b>		
Interest and fees on loans	\$ 132,485	\$ 74,401
Interest on investment securities:		
Taxable	4,756	1,929
Tax-exempt	4,235	2,665
Dividends on nonmarketable equity securities	621	256
Interest on deposits with the Federal Reserve Bank, other banks and Federal funds sold	799	213
<b>Total interest income</b>	<b>142,896</b>	<b>79,464</b>
<b>Interest expense</b>		
Interest on deposits	8,916	4,059
Interest on short-term borrowings	1,658	100
Interest on long-term borrowings	2,225	975
<b>Total interest expense</b>	<b>12,799</b>	<b>5,134</b>
<b>Net interest income</b>	<b>130,097</b>	<b>74,330</b>
Provision for loan losses	4,050	1,500
<b>Net interest income after provision for loan losses</b>	<b>126,047</b>	<b>72,830</b>
<b>Noninterest income</b>		
Service charges and fees on deposit accounts	8,004	5,720
Wealth management revenue	5,827	5,201
Other charges and fees for customer services	8,891	6,392
Mortgage banking revenue	9,160	1,405
Gain on sale of investment securities	90	19
Other	6,038	682
<b>Total noninterest income</b>	<b>38,010</b>	<b>19,419</b>
<b>Operating expenses</b>		
Salaries, wages and employee benefits	60,248	33,890
Occupancy	7,392	4,905
Equipment and software	8,517	4,404
Merger and acquisition-related transaction expenses	4,167	2,594
Other	23,872	13,094
<b>Total operating expenses</b>	<b>104,196</b>	<b>58,887</b>
Income before income taxes	59,861	33,362
Income tax expense	12,257	9,757
<b>Net income</b>	<b>\$ 47,604</b>	<b>\$ 23,605</b>
<b>Earnings per common share:</b>		
<b>Basic</b>	<b>\$ 0.67</b>	<b>\$ 0.61</b>
<b>Diluted</b>	<b>0.67</b>	<b>0.60</b>
<b>Cash dividends declared per common share</b>	<b>\$ 0.27</b>	<b>\$ 0.26</b>

See accompanying notes to Consolidated Financial Statements (unaudited).

**Chemical Financial Corporation**  
**Consolidated Statements of Comprehensive Income**  
(Unaudited)

(Dollars in thousands)	Three Months Ended March 31,	
	2017	2016
Net income	\$ 47,604	\$ 23,605
Other comprehensive income, net of tax:		
Unrealized holding gains on securities available-for-sale arising during the period	2,739	4,199
Reclassification adjustment for gains on realized income	(90)	(19)
Tax effect	(927)	(1,463)
Net unrealized gains on securities available-for-sale, net of tax	1,722	2,717
Adjustment for pension and other postretirement benefits	537	(577)
Tax effect	(188)	202
Net adjustment for pension and other postretirement benefits	349	(375)
Other comprehensive income, net of tax	2,071	2,342
Total comprehensive income, net of tax	\$ 49,675	\$ 25,947

See accompanying notes to Consolidated Financial Statements (unaudited).

**Chemical Financial Corporation**  
**Consolidated Statements of Changes in Shareholders' Equity**  
(Unaudited)

(Dollars in thousands)	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total
<b>Balances at December 31, 2015</b>	\$ 38,168	\$ 725,280	\$ 281,558	\$ (29,032)	\$ 1,015,974
Comprehensive income			23,605	2,342	25,947
Cash dividends declared and paid of \$0.26 per share			(9,961)		(9,961)
Shares issued – stock options	36	273			309
Shares issued – restricted stock units	43	(770)			(727)
Share-based compensation expense	1	748			749
<b>Balances at March 31, 2016</b>	<u>\$ 38,248</u>	<u>\$ 725,531</u>	<u>\$ 295,202</u>	<u>\$ (26,690)</u>	<u>\$ 1,032,291</u>
<b>Balances at December 31, 2016</b>	<b>\$ 70,599</b>	<b>\$ 2,210,762</b>	<b>\$ 340,201</b>	<b>\$ (40,036)</b>	<b>\$ 2,581,526</b>
Cumulative effect adjustment of change in accounting policy, net of tax impact <sup>(1)</sup>			<b>3,659</b>		<b>3,659</b>
Comprehensive income			<b>47,604</b>	<b>2,071</b>	<b>49,675</b>
Cash dividends declared and paid of \$0.27 per share			<b>(19,271)</b>		<b>(19,271)</b>
Shares issued – stock options	<b>508</b>	<b>(17,204)</b>			<b>(16,696)</b>
Shares issued – restricted stock units	<b>35</b>	<b>(1,330)</b>			<b>(1,295)</b>
Net shares – restricted stock awards	<b>(25)</b>	<b>(1,256)</b>			<b>(1,281)</b>
Share-based compensation expense	<b>1</b>	<b>3,733</b>			<b>3,734</b>
<b>Balances at March 31, 2017</b>	<u><b>\$ 71,118</b></u>	<u><b>\$ 2,194,705</b></u>	<u><b>\$ 372,193</b></u>	<u><b>\$ (37,965)</b></u>	<u><b>\$ 2,600,051</b></u>

(1) Refer to Footnote 1, Basis of Presentation and Accounting Policies and Footnote 8, Loan Servicing Rights, for further details on this change in accounting policy election.

See accompanying notes to Consolidated Financial Statements (unaudited).

**Chemical Financial Corporation**  
**Consolidated Statements of Cash Flows**  
(Unaudited)

(Dollars in thousands)	Three Months Ended March 31,	
	2017	2016
<b>Cash flows from operating activities</b>		
Net income	\$ 47,604	\$ 23,605
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	4,050	1,500
Gain on sales of loans	(6,120)	(1,296)
Proceeds from sales of loans	191,531	45,928
Loans originated for sale	(142,704)	(43,972)
Net gains on sale of investment securities	(90)	(19)
Net gains from sales/writedowns of other real estate and repossessed assets	(700)	(547)
Depreciation of premises and equipment	4,521	2,775
Amortization of intangible assets	1,513	2,169
Additions to loan servicing rights	(1,753)	(331)
Valuation change in loan servicing rights	1,125	—
Net amortization of premiums and discounts on investment securities	4,129	1,493
Share-based compensation expense	3,734	749
Deferred income tax expense (benefit)	17,948	—
Net increase in interest receivable and other assets	(29,660)	(737)
Net decrease in interest payable and other liabilities	(19,282)	(11,875)
Net cash provided by operating activities	75,846	19,442
<b>Cash flows from investing activities</b>		
Investment securities – available-for-sale:		
Proceeds from maturities, calls and principal reductions	60,885	42,281
Proceeds from sales and redemptions	—	644
Purchases	(102,702)	—
Investment securities – held-to-maturity:		
Proceeds from maturities, calls and principal reductions	9,408	8,133
Purchases	(33,628)	(16,965)
Net increase in loans	(290,438)	(101,915)
Proceeds from sales of other real estate and repossessed assets	5,734	2,705
Purchases of premises and equipment, net of disposals	(2,272)	(2,406)
Net cash used in investing activities	(353,013)	(67,523)
<b>Cash flows from financing activities</b>		
Net increase in interest- and noninterest-bearing demand deposits and savings accounts	350,763	234,102
Net decrease in time deposits	(91,538)	(40,753)
Net increase (decrease) in securities sold under agreements to repurchase with customers and other short-term borrowings	130,863	(113,816)
Proceeds from issuance of long-term borrowings	—	50,000
Repayment of long-term borrowings	(107,000)	(18,558)
Cash dividends paid	(19,271)	(9,961)
Proceeds from directors' stock plans and exercise of stock options, net of shares withheld	1,578	382
Cash paid for payroll taxes upon conversion of share-based awards	(20,850)	(730)
Net cash provided by financing activities	244,545	100,666
Net increase (decrease) in cash and cash equivalents	(32,622)	52,585
Cash and cash equivalents at beginning of period	474,402	238,789
Cash and cash equivalents at end of period	\$ 441,780	\$ 291,374
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	\$ 12,989	\$ 5,080
Income tax refunds, net of income taxes paid	(24,397)	—
Loans transferred to other real estate and repossessed assets	4,281	1,667

See accompanying notes to Consolidated Financial Statements (unaudited).



**Chemical Financial Corporation**  
**Notes to Consolidated Financial Statements (Unaudited)**  
**March 31, 2017**

**Note 1: Basis of Presentation and Significant Accounting Policies**

**Nature of Operations**

Chemical Financial Corporation ("Corporation" or "Chemical") operates in a single operating segment — commercial banking. The Corporation is a financial holding company, headquartered in Midland, Michigan, that operates through one commercial bank, Chemical Bank. Chemical Bank operates within Michigan, Ohio and Indiana as a state-chartered commercial bank. Chemical Bank operates through an internal organizational structure of seven regional banking units and offers a full range of traditional banking and fiduciary products and services to the residents and business customers in the bank's geographical market areas. The products and services offered by the regional banking units, through branch banking offices, are generally consistent throughout the Corporation, as is the pricing of those products and services. The marketing of products and services throughout the Corporation's regional banking units is generally uniform, as many of the markets served by the regional banking units overlap. The distribution of products and services is uniform throughout the Corporation's regional banking units and is achieved primarily through retail branch banking offices, automated teller machines and electronically accessed banking products.

The Corporation's primary sources of revenue are interest from its loan products and investment securities, service charges and fees from customer deposit accounts, wealth management revenue and mortgage banking revenue.

**Basis of Presentation and Principles of Consolidation**

The accompanying unaudited consolidated financial statements of the Corporation and its subsidiaries have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") for interim financial information and with instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, the interim consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with the Corporation's consolidated financial statements and footnotes thereto included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016. In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all adjustments believed necessary to present fairly the financial condition and results of operations of the Corporation for the periods presented. Operating results for the three months ended March 31, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

**Use of Estimates**

Management makes estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying footnotes. Estimates that are particularly susceptible to significant change include the determination of the allowance for loan losses, expected cash flows from acquired loans, fair value amounts related to business combinations, income taxes, goodwill impairment and those assets that require fair value measurement. Actual results could differ from these estimates.

**Reclassifications**

Certain amounts appearing in the consolidated financial statements and notes thereto for prior periods have been reclassified to conform with the current presentation. The reclassification had no effect on net income or shareholders' equity as previously reported.

**Loan Servicing Rights**

Effective January 1, 2017, the Corporation elected to account for all loan servicing rights ("LSRs") previously accounted for under the lower of cost or fair value method under the fair value method. The guidance in ASC Subtopic 860-50, "Transfers and Servicing-Servicing Assets and Liabilities" provides that an entity may make an irrevocable decision to subsequently measure a class of servicing assets and servicing liabilities at fair value at the beginning of any fiscal year. The guidance allows for the Corporation to apply this election prospectively to all new and existing servicing assets and servicing liabilities. Management believes this election will provide more comparable results to peers as many of those within our industry group account for loans servicing rights under the fair value method. The change in accounting policy in the first quarter of 2017 results in a cumulative adjustment to increase retained earnings in the amount of \$3.7 million, net of taxes.

**Investments in Qualified Affordable Housing Projects, Federal Historic Projects and New Market Tax Credits**

The Corporation invests in qualified affordable housing projects, federal historic projects, and new market projects for the purpose of community reinvestment and obtaining tax credits. Return on the Corporation's investment in these projects comes in the form of the tax credits and tax losses that pass through to the Corporation. The carrying value of the investments are reflected in "Interest receivable and other assets" on the Consolidated Statements of Financial Position. The Corporation utilizes the

**Chemical Financial Corporation**  
**Notes to Consolidated Financial Statements (Unaudited)**  
**March 31, 2017**

proportional amortization method to account for investments in qualified affordable housing projects and the equity method to account for investments in other tax credit projects.

Under the proportional amortization method, the Corporation amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits. The Corporation recognized additional income tax expense attributable to the amortization of investments in qualified affordable housing projects of \$0.8 million and \$0.6 million during the three months ended March 31, 2017 and 2016, respectively. The Corporation's remaining investment in qualified affordable housing projects accounted for under the proportional amortization method totaled \$31.8 million at March 31, 2017 and \$29.5 million at December 31, 2016.

Under the equity method, the Corporation's share of the earnings or losses are included in "Other operating expenses" on the Consolidated Statements of Income. The Corporation's remaining investment in new market projects accounted for under the equity method totaled \$10.7 million and \$10.9 million at March 31, 2017 and December 31, 2016, respectively.

The Corporation's unfunded equity contributions relating to investments in qualified affordable housing projects, federal historic tax projects and new market projects is recorded in "Interest payable and other liabilities" on the Consolidated Statements of Financial Position. The Corporation's remaining unfunded equity contributions totaled \$18.5 million and \$16.0 million at March 31, 2017 and December 31, 2016, respectively.

Management analyzes these investments for potential impairment when events or changes in circumstances indicate that it is more-likely-than-not that the carrying amount of the investment will not be realized. An impairment loss is measured as the amount by which the carrying amount of an investment exceeds its fair value. There were no impairment losses recognized as of March 31, 2017 or December 31, 2016.

The Corporation consolidates variable interest entities ("VIEs") in which it is the primary beneficiary. In general, a VIE is an entity that either (i) has an insufficient amount of equity to carry out its principal activities without additional subordinated financial support, (ii) has a group of equity owners that are unable to make significant decisions about its activities or (iii) has a group of equity owners that do not have the obligation to absorb losses or the right to receive returns as generated by its operations. If any of these characteristics are present, the entity is subject to a variable interests consolidation model, and consolidation is based on variable interests, not on ownership of the entity's outstanding voting stock. Variable interests are defined as contractual, ownership, or other monetary interests in an entity that change with fluctuations in the entity's net asset value. The primary beneficiary consolidates the VIE. The primary beneficiary is defined as the enterprise that has the power to direct the activities and absorb losses or the right to receive benefits. The Corporation is a significant limited partner in the qualified affordable housing, federal historic and new market projects it has invested in. These projects meet the definition of VIEs. However, the Corporation is not the primary beneficiary of any of the VIEs in which it holds a limited partnership interest; therefore, the VIEs are not consolidated in the Corporation's consolidated financial statements.

**Chemical Financial Corporation**  
**Notes to Consolidated Financial Statements (Unaudited)**  
**March 31, 2017**

**Note 2: Mergers and Acquisitions**

**Merger with Talmer Bancorp, Inc.**

On August 31, 2016, the Corporation completed a merger with Talmer Bancorp, Inc. ("Talmer") for total consideration of \$1.61 billion. As a result of the merger, the Corporation issued 32.1 million shares of its common stock based on an exchange ratio where each Talmer shareholder received 0.4725 shares of the Corporation's common stock, and \$1.61 in cash, for each share of Talmer common stock. In conjunction with the merger, the Corporation entered into and drew on a \$125.0 million credit facility. The proceeds from the credit facility were used to pay off the Corporation's \$25.0 million line-of-credit and a \$37.5 million line-of-credit of Talmer, with the remaining proceeds used to partially fund the cash portion of the merger consideration. The Corporation incurred \$4.2 million and \$2.6 million of merger and acquisition-related transaction expenses during the three months ended March 31, 2017 and 2016, respectively, primarily related to the merger with Talmer. As a result of the merger, Talmer Bank and Trust became a wholly-owned subsidiary of the Corporation. Talmer Bank and Trust was consolidated with and into Chemical Bank during the fourth quarter of 2016.

The Company determined that the merger with Talmer constitutes a business combination as defined by ASC 805. Accordingly, the assets acquired and liabilities assumed were recorded at their fair values on the date of acquisition. Fair values were determined in accordance with the guidance provided in ASC Topic 820, Fair Value Measurements. In many cases the determination of the fair values required management to make estimates about discount rates, future expected cash flows, market conditions and other future events that are highly subjective in nature and subject to change. The following allocation is based on the information that was available to make preliminary estimates of the fair value and may change as additional information becomes available and additional analyses are completed. While the Corporation believes that information provided a reasonable basis for estimating the fair values, it expects that it could obtain additional information and evidence during the measurement period that may result in changes to the estimated fair value amounts. This measurement period ends on the earlier of one year after the merger date or the date we receive the information about the facts and circumstances that existed at the merger date. Subsequent adjustments, if necessary, will be reflected in future filings. These refinements include: (1) changes in the estimated fair value of loans acquired; (2) changes in the estimated fair value of intangible assets acquired; (3) changes in deferred tax assets related to fair value estimates and a change in the expected realization of items considered to be net operating loss carry forwards and (4) a change in the goodwill caused by the net effect of these adjustments.

**Chemical Financial Corporation**  
**Notes to Consolidated Financial Statements (Unaudited)**  
**March 31, 2017**

**(Dollars in thousands)**

Consideration paid:		
Stock	\$	1,504,811
Cash		107,638
Total consideration		1,612,449
Fair value of identifiable assets acquired:		
Cash and cash equivalents		433,352
Investment securities:		
Available-for-sale		808,894
Held-to-maturity		1,657
Loans held-for-sale		244,916
Loans		4,882,402
Premises and equipment		38,793
Loan servicing rights		42,462
Other intangible assets		19,088
Interest receivable and other assets		395,119
Total identifiable assets acquired	\$	6,866,683
Fair value of liabilities assumed:		
Noninterest-bearing deposits		1,236,902
Interest-bearing deposits		4,057,716
Interest payable and other liabilities		99,482
Securities sold under agreements to repurchase with customers		19,704
Short-term borrowings		387,500
Long-term borrowings		299,597
Total liabilities assumed	\$	6,100,901
Fair value of net identifiable assets acquired	\$	765,782
Goodwill resulting from acquisition	\$	846,667

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Information regarding loans accounted for under ASC 310-30 at the merger date is as follows:

(Dollars in thousands)

<b>Accounted for under ASC 310-30:</b>	
Contractual cash flows	\$ 5,968,488
Contractual cash flows not expected to be collected (nonaccretable difference)	223,959
Expected cash flows	5,744,529
Interest component of expected cash flows (accretable yield)	862,127
Fair value at acquisition	\$ 4,882,402

**Unaudited Pro Forma Combined Results of Operations**

The following unaudited pro forma financial information presents the consolidated results of operation of the Corporation and Talmer as if the merger had occurred as of January 1, 2016. The unaudited pro forma combined results of operations are presented solely for information purposes and are not intended to represent or be indicative of the consolidated results of operations that Chemical would have reported had these transactions been completed as of the dates and for the periods presented, nor are they necessarily indicative of future results. In particular, no adjustments have been made to eliminate the amount of Talmer's provision for loan losses incurred prior to the acquisition date that would not have been necessary had the acquired loans been recorded at fair value as of the beginning of each period indicated. In accordance with Article 11 of SEC Regulation S-X, transaction costs directly attributable to the acquisitions have been excluded.

(Dollars in thousands)	For the three months ended,	
	March 31, 2017 <sup>(1)</sup>	March 31, 2016
Net interest and other income	\$ 168,107	\$ 157,932
Net Income	47,604	39,028
Earnings per share:		
Basic	\$ 0.67	\$ 0.56
Diluted	0.67	0.55

(1) As the business combination was effective August 31, 2016, there were no proforma adjustments for the three months ended March 31, 2017.

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**Note 3: Fair Value Measurements**

Fair value, as defined by GAAP, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability is not adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for market activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact and (iv) willing to transact.

The Corporation utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Investment securities — available-for-sale, loans held-for-sale, loan servicing rights and derivatives are recorded at fair value on a recurring basis. Additionally, the Corporation may be required to record other assets, such as impaired loans, goodwill, other intangible assets, other real estate and repossessed assets, at fair value on a nonrecurring basis. These nonrecurring fair value adjustments typically involve the application of lower of cost or market accounting or write-downs of individual assets.

The Corporation determines the fair value of its financial instruments based on a three-level hierarchy established by GAAP. The classification and disclosure of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. Observable inputs reflect market-derived or market-based information obtained from independent sources, while unobservable inputs reflect management's estimates about market data. The three levels of inputs that may be used to measure fair value within the GAAP hierarchy are as follows:

- Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets. Level 1 valuations for the Corporation include U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets. Valuations are obtained from a third-party pricing service for these investment securities.
- Level 2 Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market. Level 2 valuations for the Corporation include government sponsored agency securities, including securities issued by the Federal Home Loan Bank, Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Federal Farm Credit Bank, Student Loan Marketing Corporation and the Small Business Administration, securities issued by certain state and political subdivisions, residential mortgage-backed securities, collateralized mortgage obligations, corporate bonds, preferred stock and available-for-sale trust preferred securities. Valuations are obtained from a third-party pricing service for these investment securities. Additionally included in Level 2 valuations are loans held for sale and derivative assets and liabilities.
- Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models, yield curves and similar techniques. The determination of fair value requires management judgment or estimation and generally is corroborated by external data, which includes third-party pricing services. Level 3 valuations for the Corporation include securities issued by certain state and political subdivisions, held-to-maturity trust preferred investment securities, impaired loans, goodwill, core deposit intangible assets, non-compete intangible assets, LSRs and other real estate and repossessed assets.

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 all of the Corporation's financial assets and financial liabilities carried at fair value and all financial instruments disclosed at fair value. Transfers of asset or liabilities between levels of the fair value hierarchy are recognized at the beginning of the reporting period, when applicable.

In general, fair value is based upon quoted market prices, where available. If quoted market prices are not available, fair value is based upon third-party pricing services when available. Fair value may also be based on internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be required to record financial instruments at fair value. Any such valuation adjustments are applied consistently over time. The Corporation's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values.

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While management believes the Corporation'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. Furthermore, the fair value amounts may change significantly after the date of the statement of financial position from the amounts reported in the consolidated financial statements and related notes.

**Assets and Liabilities Recorded at Fair Value on a Recurring Basis**

**Investment securities:** Investment securities classified as available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are generally measured using independent pricing models or other model-based valuation techniques that include market inputs, such as benchmark yields, reported trades, broker dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data and industry and economic events.

**Loans held-for-sale:** The Corporation has elected the fair value option for all residential mortgage loans held-for-sale. Accordingly, loans held-for-sale are recorded at fair value on a recurring basis. The fair values of loans held-for-sale are based on the market price for similar loans sold in the secondary market, and therefore, are classified as Level 2 valuations.

**Loan servicing rights:** Effective January 1, 2017, the Corporation elected to account for all LSRs under the fair value measurement method. LSRs acquired related to the merger with Talmer effective August 31, 2016 were also previously accounted for under the fair value measurement method based on accounting election. A third party valuation model is used to determine the fair value at the end of each reporting period utilizing a discounted cash flow analysis using interest rates and prepayment speed assumptions currently quoted for comparable instruments and a discount rate determined by management. Because of the nature of the valuation inputs, the Corporation classifies loan servicing rights as Level 3. Refer to Note 8, "Loan Servicing Rights," for the assumptions included in the valuation of loan servicing rights.

**Derivatives:** The Corporation enters into interest rate lock commitments with prospective borrowers to be sold into the secondary market and forward commitments for the future delivery of mortgage loans to third party investors, which are carried at fair value on a recurring basis. The fair value of these commitments is based on the fair value of related mortgage loans determined using observable market data. Interest rate lock commitments are adjusted for expectations of exercise and funding. This adjustment is not considered to be a material input. The Corporation classifies interest rate lock commitments and forward contracts related to mortgage loans to be delivered for sale as recurring Level 2.

Derivative instruments held or issued for customer-initiated activities are traded in over-the counter markets where quoted market prices are not readily available. Fair value for over-the-counter derivative instruments is measured on a recurring basis using third party models that use primarily market observable inputs, such as yield curves and option volatilities. The fair value for these derivatives may include a credit valuation adjustment that is determined by applying a credit spread for the counterparty or the Corporation, as appropriate, to the total expected exposure of the derivative after considering collateral and other master netting arrangements. These adjustments, which are considered Level 3 inputs, are based on estimates of current credit spreads to evaluate the likelihood of default. The Corporation assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions at both March 31, 2017 and December 31, 2016 and it was determined that the credit valuation adjustments were not significant to the overall valuation of its derivatives. As a result, the Corporation classifies its customer-initiated derivatives valuations in Level 2 of the fair value hierarchy.

Written and purchased option derivatives consist of instruments to facilitate an equity-linked time deposit product (the "Power Equity CD"). The Power Equity CD is a time deposit that provides the purchaser a guaranteed return of principal at maturity plus a potential equity return, while the Corporation receives a known stream of funds based on equity returns. The written and purchased options are mirror derivative instruments which are carried at fair value on the Consolidated Statements of Financial Position. Fair value measurements for the Power Equity CD are determined using quoted prices of underlying stocks, along with other terms and features of the derivative instrument. As a result, the Power Equity CD derivatives are classified as Level 2 valuations.

**Disclosure of Recurring Basis Fair Value Measurements**

For assets and liabilities measured at fair value on a recurring basis, quantitative disclosures about the fair value measurements for each major category of assets and liabilities follow:

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(Dollars in thousands)	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>March 31, 2017</b>				
Investment securities – available-for-sale:				
U.S. Treasury securities	\$ 5,793	\$ —	\$ —	\$ 5,793
Government sponsored agencies	—	224,339	—	224,339
State and political subdivisions	—	300,409	—	300,409
Residential mortgage-backed securities	—	256,544	—	256,544
Collateralized mortgage obligations	—	367,321	—	367,321
Corporate bonds	—	89,253	—	89,253
Preferred stock and trust preferred securities	—	32,187	—	32,187
Total investment securities – available-for-sale	5,793	1,270,053	—	1,275,846
Loans held-for-sale	—	39,123	—	39,123
Loan servicing rights	—	—	64,604	64,604
Derivative assets:				
Customer-initiated derivatives	—	6,377	—	6,377
Interest rate lock commitments	—	2,178	—	2,178
Power Equity CD	—	2,234	—	2,234
Total derivatives	—	10,789	—	10,789
Total assets at fair value	\$ 5,793	\$ 1,319,965	\$ 64,604	\$ 1,390,362
Derivative liabilities:				
Customer-initiated derivatives	—	6,342	—	6,342
Forward contracts related to mortgage loans to be delivered for sale	—	342	—	342
Power Equity CD	—	2,234	—	2,234
Total derivatives	—	8,918	—	8,918
Total liabilities at fair value	\$ —	\$ 8,918	\$ —	\$ 8,918
<b>December 31, 2016</b>				
Investment securities – available-for-sale:				
U.S. Treasury securities	\$ 5,793	\$ —	\$ —	\$ 5,793
Government sponsored agencies	—	215,011	—	215,011
State and political subdivisions	—	300,088	—	300,088
Residential mortgage-backed securities	—	272,282	—	272,282
Collateralized mortgage obligations	—	320,025	—	320,025
Corporate bonds	—	89,474	—	89,474
Preferred stock and trust preferred securities	—	32,291	—	32,291
Total investment securities – available-for-sale	5,793	1,229,171	—	1,234,964
Loans held-for-sale	—	81,830	—	81,830
Loan servicing rights	—	—	48,085	48,085
Derivative assets:				
Customer-initiated derivatives	—	4,406	—	4,406
Forward contracts related to mortgage loans to be delivered for sale	—	635	—	635
Interest rate lock commitments	—	956	—	956
Power Equity CD	—	2,218	—	2,218
Total derivatives	—	8,215	—	8,215
Total assets at fair value	\$ 5,793	\$ 1,319,216	\$ 48,085	\$ 1,373,094
Derivative liabilities:				
Customer-initiated derivatives	—	4,141	—	4,141
Power Equity CD	—	2,218	—	2,218
Total derivatives	—	6,359	—	6,359
Total liabilities at fair value	\$ —	\$ 6,359	\$ —	\$ 6,359

There were no transfers between levels within the fair value hierarchy during the three months ended March 31, 2017.





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The following table summarizes the changes in Level 3 assets measured at fair value on a recurring basis.

(Dollars in thousands)	Three months ended March 31, 2017
	Loan servicing rights
<b>Balance, beginning of period</b>	<b>\$ 48,085</b>
Transfer in based on new accounting policy election <sup>(1)</sup>	15,891
Gains (losses):	
Recorded in earnings (realized):	
Recorded in "Mortgage banking revenue"	(1,125)
New originations	1,753
<b>Balance, end of period</b>	<b>\$ 64,604</b>

(1) Refer to Note 1 for further details.

The Corporation has elected the fair value option for loans held-for-sale. These loans are intended for sale and the Corporation believes that the fair value is the best indicator of the resolution of these loans. Interest income is recorded based on the contractual terms of the loans in accordance with the Corporation's policy on loans held for investment in "Interest and fees on loans" in the Consolidated Statements of Income. There were no loans held-for-sale on nonaccrual status or 90 days past due and on accrual status as of March 31, 2017 and December 31, 2016.

The aggregate fair value, contractual balance (including accrued interest), and gain or loss for loans held-for-sale carried at fair value was as follows:

(Dollars in thousands)	March 31, 2017	December 31, 2016
Aggregate fair value	\$ 39,123	\$ 81,830
Contractual balance	37,701	81,009
Unrealized gain (loss)	1,422	821

The total amount of gains (losses) from loans held-for-sale included in the Consolidated Statements of Income were as follows:

(Dollars in thousands)	For the three months ended March 31,	
	2017	2016
Interest income <sup>(1)</sup>	\$ 551	\$ 19
Change in fair value <sup>(2)</sup>	601	—
<b>Total included in earnings</b>	<b>\$ 1,152</b>	<b>\$ 19</b>

(1) Included in "Interest and fees on loans" in the Consolidated Statements of Income.

(2) Included in "Mortgage banking revenue" in the Consolidated Statements of Income.

**Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis**

Loans: The Corporation does not record loans held for investment at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allocation of the allowance (valuation allowance) may be established or a portion of the loan is charged off. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. The fair value of impaired loans is estimated using one of several methods, including the loan's observable market price, the fair value of the collateral or the present value of the expected future cash flows discounted at the loan's effective interest rate. Those impaired loans not requiring a valuation allowance represent loans for which the fair value of the expected repayments or collateral exceed the remaining carrying amount of such loans. Impaired loans where a valuation allowance is established or a portion of the loan is charged off based on the fair value of collateral are subject to nonrecurring fair value measurement and require classification in the fair value hierarchy. The Corporation records impaired loans as Level 3 valuations as there is generally no observable market price or management determines the fair value of the collateral is further impaired below the independent appraised value. When management determines the fair value of the

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collateral is further impaired below appraised value, discounts ranging between 10% and 25% of the appraised value are used depending on the nature of the collateral and the age of the most recent appraisal.

Goodwill: Goodwill is subject to impairment testing on an annual basis. The assessment of goodwill for impairment requires a significant degree of judgment. In the event the assessment indicates that it is more-likely-than-not that the fair value is less than the carrying value, the asset is considered impaired and recorded at fair value. Goodwill that is impaired and subject to nonrecurring fair value measurements is a Level 3 valuation. At March 31, 2017 and December 31, 2016, no goodwill was impaired.

Other intangible assets: Other intangible assets consist of core deposit intangible assets and non-compete intangible assets. These items are recorded at fair value when initially recorded. Subsequently, core deposit intangible assets and non-compete intangible assets are amortized primarily on an accelerated basis over periods ranging from ten to fifteen years and are subject to impairment testing whenever events or changes in circumstances indicate that the carrying amount exceeds the fair value of the asset. If core deposit intangible asset or non-compete intangible asset impairment is identified, the Corporation classifies impaired core deposit intangible assets and impaired non-compete intangible assets subject to nonrecurring fair value measurements as Level 3 valuations. At March 31, 2017 and December 31, 2016, there was no impairment identified for core deposit intangible assets or non-compete intangible assets.

Loan servicing rights: Prior to January 1, 2017, LSRs originated by the Corporation and those acquired in acquisitions of other institutions prior to the merger with Talmer were accounted for under the amortization method. The fair value of these LSRs were initially estimated using a model that calculates the net present value of estimated future cash flows using various assumptions, including prepayment speeds, the discount rate and servicing costs. If the valuation model reflected a value less than the carrying value, LSRs were adjusted to fair value, as determined by the model, through a valuation allowance. The Corporation classified the LSRs subject to nonrecurring fair value measurements as Level 3 valuations. At December 31, 2016, the Corporation recognized a valuation allowance of \$8 thousand related to impairment within certain pools attributable to the Corporation's servicing portfolios. As a result, the LSRs related to these servicing portfolios were considered to be recorded at fair value on a nonrecurring basis as of December 31, 2016.

Other real estate owned and repossessed assets: The carrying amounts for other real estate and repossessed assets are reported in the Consolidated Statements of Financial Position under "Interest receivable and other assets." Other real estate and repossessed assets include real estate and other types of assets repossessed by the Corporation. Other real estate and repossessed assets are recorded at the lower of cost or fair value upon the transfer of a loan to other real estate and repossessed assets and, subsequently, continue to be measured and carried at the lower of cost or fair value. Fair value is based upon independent market prices, appraised values of the property or management's estimation of the value of the property. The Corporation records other real estate and repossessed assets as Level 3 valuations as management generally determines that the fair value of the property is impaired below the appraised value. When management determines the fair value of the property is further impaired below appraised value, discounts ranging between 10% and 25% of the appraised value are used depending on the nature of the property and the age of the most recent appraisal.

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Disclosure of Nonrecurring Basis Fair Value Measurements

For assets measured at fair value on a nonrecurring basis, quantitative disclosures about fair value measurements for each major category of assets follows:

(Dollars in thousands)	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>March 31, 2017</b>				
Impaired originated loans	\$ —	\$ —	\$ 63,180	\$ 63,180
Other real estate/repossessed assets	—	—	2,240	2,240
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 65,420</u>	<u>\$ 65,420</u>
<b>December 31, 2016</b>				
Impaired originated loans	\$ —	\$ —	\$ 62,184	\$ 62,184
Other real estate/repossessed assets	—	—	1,386	1,386
Loan servicing rights	—	—	2	2
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 63,572</u>	<u>\$ 63,572</u>

There were no liabilities recorded at fair value on a nonrecurring basis at March 31, 2017 and December 31, 2016.

The following table presents additional information about the significant unobservable inputs used in the fair value measurement of financial assets measured on a nonrecurring basis that were categorized within the Level 3 of the fair value hierarchy:

(Dollars in thousands)	Fair Value at March 31, 2017	Valuation Technique	Significant Unobservable Inputs	Range
Impaired originated loans	\$ 63,180	Appraisal of collateral	Discount for type of collateral and age of appraisal	10%-25%
Other real estate/repossessed assets	2,240	Appraisal of property	Discount for type of property and age of appraisal	10%-25%

**Disclosures about Fair Value of Financial Instruments**

GAAP requires disclosures about the estimated fair value of the Corporation's financial instruments, including those financial assets and liabilities that are not measured and reported at fair value on a recurring or nonrecurring basis. However, the method of estimating fair value for certain financial instruments, such as loans, that are not required to be measured on a recurring or nonrecurring basis, as prescribed by FASB ASC Topic 820, "Fair Value Measurement", does not incorporate the exit-price concept of fair value. The Corporation utilized the fair value hierarchy in computing the fair values of its financial instruments. In cases where quoted market prices were not available, the Corporation employed present value methods using unobservable inputs requiring management's judgment to estimate the fair values of its financial instruments, which are considered Level 3 valuations. These Level 3 valuations are affected by the assumptions made and, accordingly, do not necessarily indicate amounts that could be realized in a current market exchange. It is also the Corporation's general practice and intent to hold the majority of its financial instruments until maturity and, therefore, the Corporation does not expect to realize the estimated amounts disclosed.

The methodologies for estimating the fair value of financial assets and financial liabilities on a recurring or nonrecurring basis are discussed above. At March 31, 2017 and December 31, 2016, the estimated fair values of cash and cash equivalents, interest receivable and interest payable approximated their carrying values at those dates. The methodologies for other financial assets and financial liabilities follow.

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Investment securities — held-to-maturity: Fair value measurements for investment securities — held-to-maturity fair values are measured using independent pricing models or other model-based valuation techniques that include market inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data and industry and economic events. Fair value measurements using Level 2 valuations of investment securities — held-to-maturity includes investment securities issued by state and political subdivisions. Level 3 valuations include trust preferred investment securities.

Nonmarketable equity securities: Fair value measurements of nonmarketable equity securities, which consist of Federal Home Loan Bank (FHLB) and Federal Reserve Bank (FRB) stock, are based on their redeemable value, which is cost. The market for these securities is restricted to the issuer of the stock and subject to impairment evaluation. It is not practicable to determine the fair value of these securities within the fair value hierarchy due to the restrictions placed on their transferability.

Loans: The fair values of loans that are not considered impaired are estimated using a discounted cash flow model. The cash flows take into consideration current portfolio interest rates and repricing characteristics as well as assumptions relating to prepayment speeds. The discount rates take into consideration the current market interest rate environment, a credit risk component based on the credit characteristics of each loan portfolio, and a liquidity premium reflecting the liquidity or illiquidity of the market. The fair value measurements for loans are Level 3 valuations.

Deposits: The fair values of deposit accounts without defined maturities, such as interest- and noninterest-bearing checking, savings and money market accounts, are estimated to be the amounts payable on demand. The fair values for variable-interest rate time deposits with defined maturities approximate their carrying amounts. Fair value measurements for fixed-interest rate time deposits with defined maturities are based on the discounted value of contractual cash flows, using the Corporation's interest rates currently being offered for deposits of similar maturities, and are therefore classified as Level 2 valuations. However, if the estimated fair value is less than the carrying value, the carrying value is reported as the fair value.

Securities sold under agreements to repurchase: Fair value measurements are based on the present value of future estimated cash flows using current interest rates offered to the Corporation under similar terms and are Level 2 valuations.

Short-term borrowings: Short-term borrowings consist of short-term FHLB advances. Fair value measurements for short-term borrowings are based on the present value of future estimated cash flows using current interest rates offered to the Corporation for debt with similar terms and are Level 2 valuations.

Long-term borrowings: Long-term borrowings consist of long-term FHLB advances, securities sold under agreements to repurchase with an unaffiliated financial institution, a term line-of-credit and subordinated debt obligations. Fair value measurements for long-term borrowings are based on the present value of future estimated cash flows using current interest rates offered to the Corporation for debt with similar terms and are therefore classified as Level 2 valuations.

Financial guarantees: The Corporation's unused commitments to extend credit, standby letters of credit and loan commitments have no carrying amount and have been estimated to have no realizable fair value. Historically, a majority of the unused commitments to extend credit have not been drawn upon and, generally, the Corporation does not receive fees in connection with these commitments other than standby letter of credit fees, which are not significant.

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A summary of carrying amounts and estimated fair values of the Corporation's financial instruments not recorded at fair value in their entirety on a recurring basis on the Consolidated Statements of Financial Position was as follows:

(Dollars in thousands)	Level in Fair Value Measurement Hierarchy	March 31, 2017		December 31, 2016	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>					
Cash and cash equivalents	Level 1	\$ 441,780	\$ 441,780	\$ 474,402	\$ 474,402
<b>Investment securities:</b>					
Held-to-maturity	Level 2	646,692	639,450	622,927	608,221
Held-to-maturity	Level 3	500	350	500	310
Nonmarketable equity securities	Level 2	129,939	129,939	97,350	97,350
Net loans <sup>(1)</sup>	Level 3	13,194,618	13,347,793	12,912,511	13,069,315
Interest receivable	Level 2	45,863	45,863	42,235	42,235
<b>Financial liabilities:</b>					
<b>Deposits:</b>					
Deposits without defined maturities	Level 2	\$ 10,213,518	\$ 10,213,518	\$ 9,862,755	\$ 9,862,755
Time deposits	Level 2	2,918,829	2,919,153	3,010,367	3,010,048
Total deposits		13,132,347	13,132,671	12,873,122	12,872,803
Interest payable	Level 2	5,225	5,225	5,415	5,415
Securities sold under agreements to repurchase with customers	Level 2	398,910	398,910	343,047	343,047
Short-term borrowings	Level 2	900,000	899,777	825,000	825,000
Long-term borrowings	Level 2	490,876	486,161	597,847	591,227

(1) Included \$63.2 million and \$62.2 million of impaired loans recorded at fair value on a nonrecurring basis at March 31, 2017 and December 31, 2016, respectively.

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**Note 4: Investment Securities**

The following is a summary of the amortized cost and fair value of investment securities available-for-sale and investment securities held-to-maturity at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	Investment Securities Available-for-Sale			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
<b>March 31, 2017</b>				
U.S. Treasury securities	\$ 5,792	\$ 1	\$ —	\$ 5,793
Government sponsored agencies	225,993	153	1,807	224,339
State and political subdivisions	309,518	140	9,249	300,409
Residential mortgage-backed securities	260,703	45	4,204	256,544
Collateralized mortgage obligations	371,084	75	3,838	367,321
Corporate bonds	90,438	27	1,212	89,253
Preferred stock and trust preferred securities	31,426	1,042	281	32,187
<b>Total</b>	<b>\$ 1,294,954</b>	<b>\$ 1,483</b>	<b>\$ 20,591</b>	<b>\$ 1,275,846</b>
<b>December 31, 2016</b>				
U.S. Treasury securities	\$ 5,788	\$ 5	\$ —	\$ 5,793
Government sponsored agencies	216,890	189	2,068	215,011
State and political subdivisions	311,704	163	11,779	300,088
Residential mortgage-backed securities	276,162	112	3,992	272,282
Collateralized mortgage obligations	323,965	63	4,003	320,025
Corporate bonds	90,859	16	1,401	89,474
Preferred stock and trust preferred securities	31,353	1,018	80	32,291
<b>Total</b>	<b>\$ 1,256,721</b>	<b>\$ 1,566</b>	<b>\$ 23,323</b>	<b>\$ 1,234,964</b>

  

(Dollars in thousands)	Investment Securities Held-to-Maturity			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
<b>March 31, 2017</b>				
State and political subdivisions	\$ 646,692	\$ 3,830	\$ 11,072	\$ 639,450
Trust preferred securities	500	—	150	350
<b>Total</b>	<b>\$ 647,192</b>	<b>\$ 3,830</b>	<b>\$ 11,222</b>	<b>\$ 639,800</b>
<b>December 31, 2016</b>				
State and political subdivisions	\$ 622,927	\$ 2,648	\$ 17,354	\$ 608,221
Trust preferred securities	500	—	190	310
<b>Total</b>	<b>\$ 623,427</b>	<b>\$ 2,648</b>	<b>\$ 17,544</b>	<b>\$ 608,531</b>

The majority of the Corporation's residential mortgage-backed securities and collateralized mortgage obligations are backed by a U.S. government agency (Government National Mortgage Association) or a government sponsored enterprise (Federal Home Loan Mortgage Corporation or Federal National Mortgage Association).

Proceeds from sales of securities and the associated gains and losses recorded in earnings are listed below:

(Dollars in thousands)	For the three months ended March 31,	
	2017	2016
Proceeds	\$ —	\$ 644
Gross gains	90	19

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The following is a summary of the amortized cost and fair value of investment securities at March 31, 2017, by maturity, for both available-for-sale and held-to-maturity investment securities. The maturities of residential mortgage-backed securities and collateralized mortgage obligations are based on scheduled principal payments. The maturities of all other debt securities are based on final contractual maturity.

(Dollars in thousands)	March 31, 2017	
	Amortized Cost	Fair Value
<b>Investment Securities Available-for-Sale:</b>		
Due in one year or less	\$ 248,015	\$ 246,683
Due after one year through five years	529,893	524,707
Due after five years through ten years	347,825	340,248
Due after ten years	167,832	162,405
Preferred stock	1,389	1,803
Total	\$ 1,294,954	\$ 1,275,846
<b>Investment Securities Held-to-Maturity:</b>		
Due in one year or less	\$ 70,242	\$ 70,210
Due after one year through five years	271,055	268,753
Due after five years through ten years	146,712	144,004
Due after ten years	159,183	156,833
Total	\$ 647,192	\$ 639,800

Securities with a carrying value of \$911.9 million and \$794.0 million were pledged at March 31, 2017 and December 31, 2016, respectively, to secure borrowings and deposits.

At March 31, 2017 and December 31, 2016, there were no holdings of securities of any one issuer, other than the U.S. government and its agencies, in an amount greater than 10% of shareholders' equity.



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The following schedule summarizes information for both available-for-sale and held-to-maturity investment securities with gross unrealized losses at March 31, 2017 and December 31, 2016, aggregated by category and length of time that individual securities have been in a continuous unrealized loss position. As of March 31, 2017, the Corporation's securities portfolio consisted of 2,309 securities, 1,418 of which were in an unrealized loss position.

(Dollars in thousands)	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>March 31, 2017</b>						
Government sponsored agencies	\$ 108,300	\$ 1,445	\$ 11,203	\$ 362	\$ 119,503	\$ 1,807
State and political subdivisions	705,870	19,603	26,084	718	731,954	20,321
Residential mortgage-backed securities	248,111	4,204	—	—	248,111	4,204
Collateralized mortgage obligations	311,566	3,626	12,528	212	324,094	3,838
Corporate bonds	78,815	1,211	1,499	1	80,314	1,212
Trust preferred securities	10,511	281	350	150	10,861	431
Total	<u>\$ 1,463,173</u>	<u>\$ 30,370</u>	<u>\$ 51,664</u>	<u>\$ 1,443</u>	<u>\$ 1,514,837</u>	<u>\$ 31,813</u>
<b>December 31, 2016</b>						
Government sponsored agencies	\$ 105,702	\$ 1,707	\$ 15,023	\$ 361	\$ 120,725	\$ 2,068
State and political subdivisions	758,063	28,158	26,810	975	784,873	29,133
Residential mortgage-backed securities	244,239	3,992	—	—	244,239	3,992
Collateralized mortgage obligations	279,001	3,778	14,754	225	293,755	4,003
Corporate bonds	80,536	1,401	—	—	80,536	1,401
Trust preferred securities	10,699	80	310	190	11,009	270
Total	<u>\$ 1,478,240</u>	<u>\$ 39,116</u>	<u>\$ 56,897</u>	<u>\$ 1,751</u>	<u>\$ 1,535,137</u>	<u>\$ 40,867</u>

An assessment is performed quarterly by the Corporation to determine whether unrealized losses in its investment securities portfolio are temporary or other-than-temporary by carefully considering all reasonably available information. The Corporation reviews factors such as financial statements, credit ratings, news releases and other pertinent information of the underlying issuer or company to make its determination. Management did not believe any individual unrealized loss on any investment security, as of March 31, 2017, represented other-than-temporary impairment (OTTI) as the unrealized losses for these securities resulted primarily from changes in benchmark U.S. Treasury interest rates and not credit issues. Management believed that the unrealized losses on investment securities at March 31, 2017 were temporary in nature and due primarily to changes in interest rates and reduced market liquidity and not as a result of credit-related issues.

At March 31, 2017, the Corporation did not have the intent to sell any of its impaired investment securities and believed that it was more-likely-than-not that the Corporation will not have to sell any such investment securities before a full recovery of amortized cost. Accordingly, at March 31, 2017, the Corporation believed the impairments in its investment securities portfolio were temporary in nature. However, there is no assurance that OTTI may not occur in the future.

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**Note 5: Loans**

Loan portfolio segments are defined as the level at which an entity develops and documents a systematic methodology to determine its allowance. The Corporation has two loan portfolio segments (commercial loans and consumer loans) that it uses in determining the allowance. Both quantitative and qualitative factors are used by management at the loan portfolio segment level in determining the adequacy of the allowance for the Corporation. Classes of loans are a disaggregation of an entity's loan portfolio segments. Classes of loans are defined as a group of loans which share similar initial measurement attributes, risk characteristics, and methods for monitoring and assessing credit risk. The Corporation has six classes of loans, which are set forth below.

Commercial — Loans and lines of credit to varying types of businesses, including municipalities, school districts and nonprofit organizations, for the purpose of supporting working capital, operational needs and term financing of equipment. Repayment of such loans is generally provided through operating cash flows of the business. Commercial loans are predominately secured by equipment, inventory, accounts receivable, personal guarantees of the owner and other sources of repayment, although the Corporation may also secure commercial loans with real estate.

Commercial real estate — Loans secured by real estate occupied by the borrower for ongoing operations, non-owner occupied real estate leased to one or more tenants and vacant land that has been acquired for investment or future land development.

Real estate construction and land development — Real estate construction loans represent secured loans for the construction of business properties. Real estate construction loans often convert to a commercial real estate loan at the completion of the construction period. Land development loans represent secured development loans made to borrowers for the purpose of infrastructure improvements to vacant land to create finished marketable residential and commercial lots/land. Most land development loans are originated with the intention that the loans will be paid through the sale of developed lots/land by the developers within twelve months of the completion date. Land development loans at March 31, 2017 and December 31, 2016 were primarily comprised of loans to develop residential properties.

Residential mortgage — Loans secured by one- to four-family residential properties, generally with fixed interest rates for periods of fifteen years or less. The loan-to-value ratio at the time of origination is generally 80% or less. Residential mortgage loans with a loan-to-value ratio of more than 80% generally require private mortgage insurance.

Consumer installment — Loans to consumers primarily for the purpose of acquiring automobiles, recreational vehicles and personal watercraft and comprised primarily of indirect loans purchased from dealers. These loans consist of relatively small amounts that are spread across many individual borrowers.

Home equity — Loans and lines of credit whereby consumers utilize equity in their personal residence, generally through a second mortgage, as collateral to secure the loan.

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Commercial, commercial real estate, and real estate construction and land development loans are referred to as the Corporation's commercial loan portfolio, while residential mortgage, consumer installment and home equity loans are referred to as the Corporation's consumer loan portfolio. A summary of the Corporation's loans follows:

(Dollars in thousands)	Originated	Acquired <sup>(1)</sup>	Total Loans
<b>March 31, 2017</b>			
Commercial loan portfolio:			
Commercial	\$ 1,989,609	\$ 1,263,999	\$ 3,253,608
Commercial real estate	2,114,540	1,983,231	4,097,771
Real estate construction and land development	327,740	126,071	453,811
Subtotal	<u>4,431,889</u>	<u>3,373,301</u>	<u>7,805,190</u>
Consumer loan portfolio:			
Residential mortgage	1,594,376	1,539,089	3,133,465
Consumer installment	1,342,063	138,994	1,481,057
Home equity	591,441	262,239	853,680
Subtotal	<u>3,527,880</u>	<u>1,940,322</u>	<u>5,468,202</u>
Total loans	<u>\$ 7,959,769</u>	<u>\$ 5,313,623</u>	<u>\$ 13,273,392</u> <sup>(2)</sup>
<b>December 31, 2016</b>			
Commercial loan portfolio:			
Commercial	\$ 1,901,526	\$ 1,315,774	\$ 3,217,300
Commercial real estate	1,921,799	2,051,341	3,973,140
Real estate construction and land development	281,724	122,048	403,772
Subtotal	<u>4,105,049</u>	<u>3,489,163</u>	<u>7,594,212</u>
Consumer loan portfolio:			
Residential mortgage	1,475,342	1,611,132	3,086,474
Consumer installment	1,282,588	151,296	1,433,884
Home equity	595,422	280,787	876,209
Subtotal	<u>3,353,352</u>	<u>2,043,215</u>	<u>5,396,567</u>
Total loans	<u>\$ 7,458,401</u>	<u>\$ 5,532,378</u>	<u>\$ 12,990,779</u> <sup>(2)</sup>

(1) Acquired loans are accounted for under ASC 310-30.

(2) Reported net of deferred costs totaling \$15.0 million and \$14.8 million at March 31, 2017 and December 31, 2016, respectively.

The Corporation acquired loans at fair value as of the acquisition date, which includes loan acquired in the acquisitions of Talmer, Lake Michigan Financial Corporation ("Lake Michigan"), Monarch Community Bancorp, Inc. ("Monarch"), Northwestern Bancorp, Inc. ("Northwestern") and O.A.K. Financial Corporation ("OAK"). Acquired loans are accounted for under ASC 310-30 which recognizes the expected shortfall of expected future cash flows, as compared to the contractual amount due, as nonaccretable discount. Any excess of the net present value of expected future cash flows over the acquisition date fair value is recognized as the accretable discount, or accretable yield. The accretable discount is recognized over the expected remaining life of the acquired loans on a pool basis.

Activity for the accretable yield, which includes contractually due interest for acquired loans that have been renewed or extended since the date of acquisition and continue to be accounted for in loan pools in accordance with ASC 310-30, follows:

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(Dollars in thousands)	Talmer	Lake Michigan	Monarch	North-western	OAK	Total
<b>Three Months Ended March 31, 2017</b>						
Balance at beginning of period	\$ 798,210	\$ 121,416	\$ 27,182	\$ 69,847	\$ 23,316	\$ 1,039,971
Additions (reductions) <sup>(1)</sup>	—	(939)	54	(1,058)	1,428	(515)
Accretion recognized in interest income	(44,571)	(7,266)	(1,181)	(3,892)	(3,277)	(60,187)
Reclassification from nonaccretable difference	21,139	—	—	—	—	21,139
Balance at end of period	<u>\$ 774,778</u>	<u>\$ 113,211</u>	<u>\$ 26,055</u>	<u>\$ 64,897</u>	<u>\$ 21,467</u>	<u>\$ 1,000,408</u>
<b>Three Months Ended March 31, 2016</b>						
Balance at beginning of period	\$ —	\$ 152,999	\$ 34,558	\$ 82,623	\$ 28,077	\$ 298,257
Additions (reductions) <sup>(1)</sup>	—	(6,071)	128	(2,254)	1,516	(6,681)
Accretion recognized in interest income	—	(8,953)	(1,451)	(4,001)	(2,557)	(16,962)
Balance at end of period	<u>\$ —</u>	<u>\$ 137,975</u>	<u>\$ 33,235</u>	<u>\$ 76,368</u>	<u>\$ 27,036</u>	<u>\$ 274,614</u>

(1) Represents additions of estimated contractual interest expected to be collected from acquired loans being renewed or extended, less reductions in contractual interest resulting from the early payoff of acquired loans.

As part of its ongoing assessment of the acquired loan portfolios, management has determined that the overall credit quality of the Talmer acquired loan portfolios has improved, which has resulted in an improvement in expected cash flows of certain loan pools in these acquired loan portfolios. Accordingly, management reclassified \$21.1 million during the three months ended March 31, 2017 from the nonaccretable difference to the accretable yield for each of these acquired loan portfolios, which will increase amounts recognized into interest income over the estimated remaining lives of the loan pools within these portfolios.

#### Credit Quality Monitoring

The Corporation maintains loan policies and credit underwriting standards as part of the process of managing credit risk. These standards include making loans generally only within the Corporation's market areas. The Corporation's lending markets generally consist of communities throughout Michigan and additional communities located within Northeast Ohio and Northern Indiana.

The Corporation, through Chemical Bank, has a commercial loan portfolio approval process involving underwriting and individual and group loan approval authorities to consider credit quality and loss exposure at loan origination. The loans in the Corporation's commercial loan portfolio are risk rated at origination based on the grading system set forth below. The approval authority of relationship managers is established based on experience levels, with credit decisions greater than \$2.0 million requiring group loan authority approval, except for six executive and senior officers who have varying loan limits exceeding \$2.0 million and up to \$3.5 million. With respect to the group loan authorities, Chemical Bank has various regional loan committees that meet weekly to consider loans ranging in amounts of \$2.0 million to \$5.0 million, and a senior loan committee, consisting of certain executive and senior officers, that meets weekly to consider loans ranging in amounts from \$5.0 million to \$10.0 million, depending on risk rating and credit action required. A directors' loan committee of Chemical Bank, consisting of eight independent members of the board of directors of Chemical Bank, the chief executive officer of Chemical Bank and the chief credit officer of Chemical Bank, meets bi-weekly to consider loans in amounts over \$10.0 million, and certain loans under \$10.0 million depending on a loan's risk rating and credit action required. Loans over \$25.0 million require the approval of the board of directors of Chemical Bank.

The majority of the Corporation's consumer loan portfolio is comprised of secured loans that are relatively small. The Corporation's consumer loan portfolio has a centralized approval process which utilizes standardized underwriting criteria. The ongoing measurement of credit quality of the consumer loan portfolio is largely done on an exception basis. If payments are made on schedule, as agreed, then no further monitoring is performed. However, if delinquency occurs, the delinquent loans are turned over to the Corporation's collection department for resolution, resulting in repossession or foreclosure if payments are not brought current. Credit quality for the entire consumer loan portfolio is measured by the periodic delinquency rate, nonaccrual amounts and actual losses incurred.

Loans in the commercial loan portfolio tend to be larger and more complex than those in the consumer loan portfolio, and therefore, are subject to more intensive monitoring. All loans in the commercial loan portfolio have an assigned relationship manager, and most borrowers provide periodic financial and operating information that allows the relationship managers to stay

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abreast of credit quality during the life of the loans. The risk ratings of loans in the commercial loan portfolio are reassessed at least annually, with loans below an acceptable risk rating reassessed more frequently and reviewed by various loan committees within the Corporation at least quarterly.

The Corporation maintains a centralized independent loan review function that monitors the approval process and ongoing asset quality of the loan portfolio, including the accuracy of loan grades. The Corporation also maintains an independent appraisal review function that participates in the review of all appraisals obtained by the Corporation for loans in the commercial loan portfolio.

**Credit Quality Indicators**

Commercial Loan Portfolio

Risk categories for the Corporation's commercial loan portfolio establish the credit quality of a borrower by measuring liquidity, debt capacity, coverage and payment behavior as shown in the borrower's financial statements. The risk categories also measure the quality of the borrower's management and the repayment support offered by any guarantors. Risk categories for the Corporation's commercial loan portfolio are described as follows:

*Pass:* Includes all loans without weaknesses or potential weaknesses identified in the categories of special mention, substandard or doubtful.

*Special Mention:* Loans with potential credit weakness or credit deficiency, which, if not corrected, pose an unwarranted financial risk that could weaken the loan by adversely impacting the future repayment ability of the borrower.

*Substandard:* Loans with a well-defined weakness, or weaknesses, such as loans to borrowers who may be experiencing losses from operations or inadequate liquidity of a degree and duration that jeopardizes the orderly repayment of the loan. Substandard loans also are distinguished by the distinct possibility of loss in the future if these weaknesses are not corrected.

*Doubtful:* Loans with all the characteristics of a loan classified as Substandard, with the added characteristic that credit weaknesses make collection in full highly questionable and improbable.

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The following schedule presents the recorded investment of loans in the commercial loan portfolio by credit risk categories at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
<b>March 31, 2017</b>					
Originated Portfolio:					
Commercial	\$ 1,902,773	\$ 34,018	\$ 52,818	\$ —	\$ 1,989,609
Commercial real estate	2,040,155	37,528	36,856	1	2,114,540
Real estate construction and land development	326,942	719	79	—	327,740
Subtotal	<u>4,269,870</u>	<u>72,265</u>	<u>89,753</u>	<u>1</u>	<u>4,431,889</u>
Acquired Portfolio:					
Commercial	1,171,260	39,079	53,625	35	1,263,999
Commercial real estate	1,841,116	52,038	89,912	165	1,983,231
Real estate construction and land development	122,593	1,887	1,591	—	126,071
Subtotal	<u>3,134,969</u>	<u>93,004</u>	<u>145,128</u>	<u>200</u>	<u>3,373,301</u>
Total	<u>\$ 7,404,839</u>	<u>\$ 165,269</u>	<u>\$ 234,881</u>	<u>\$ 201</u>	<u>\$ 7,805,190</u>
<b>December 31, 2016</b>					
Originated Portfolio:					
Commercial	\$ 1,803,750	\$ 44,809	\$ 51,898	\$ 1,069	\$ 1,901,526
Commercial real estate	1,849,315	36,981	35,502	1	1,921,799
Real estate construction and land development	280,968	157	599	—	281,724
Subtotal	<u>3,934,033</u>	<u>81,947</u>	<u>87,999</u>	<u>1,070</u>	<u>4,105,049</u>
Acquired Portfolio:					
Commercial	1,218,848	46,643	50,283	—	1,315,774
Commercial real estate	1,897,011	61,441	92,636	253	2,051,341
Real estate construction and land development	117,505	1,982	2,561	—	122,048
Subtotal	<u>3,233,364</u>	<u>110,066</u>	<u>145,480</u>	<u>253</u>	<u>3,489,163</u>
Total	<u>\$ 7,167,397</u>	<u>\$ 192,013</u>	<u>\$ 233,479</u>	<u>\$ 1,323</u>	<u>\$ 7,594,212</u>

Consumer Loan Portfolio

The Corporation evaluates the credit quality of loans in the consumer loan portfolio based on the performing or nonperforming status of the loan. Loans in the consumer loan portfolio that are performing in accordance with original contractual terms and are less than 90 days past due and accruing interest are considered to be in a performing status, while those that are in nonaccrual status, contractually past due 90 days or more as to interest or principal payments are considered to be in a nonperforming status. Loans accounted for under ASC 310-30, "acquired loans", that are not performing in accordance with contractual terms are not reported as nonperforming because these loans are recorded in pools at their net realizable value based on the principal and interest the Corporation expects to collect on these loans.

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The following schedule presents the recorded investment of loans in the consumer loan portfolio based on loans in a performing status and loans in a nonperforming status at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	Residential Mortgage	Consumer Installment	Home Equity	Total Consumer
<b>March 31, 2017</b>				
Originated Loans:				
Performing	\$ 1,587,627	\$ 1,341,308	\$ 588,728	\$ 3,517,663
Nonperforming	6,749	755	2,713	10,217
Subtotal	<u>1,594,376</u>	<u>1,342,063</u>	<u>591,441</u>	<u>3,527,880</u>
Acquired Loans	1,539,089	138,994	262,239	1,940,322
Total	<u>\$ 3,133,465</u>	<u>\$ 1,481,057</u>	<u>\$ 853,680</u>	<u>\$ 5,468,202</u>
<b>December 31, 2016</b>				
Originated Loans:				
Performing	\$ 1,468,373	\$ 1,281,709	\$ 592,071	\$ 3,342,153
Nonperforming	6,969	879	3,351	11,199
Subtotal	<u>1,475,342</u>	<u>1,282,588</u>	<u>595,422</u>	<u>3,353,352</u>
Acquired Loans	1,611,132	151,296	280,787	2,043,215
Total	<u>\$ 3,086,474</u>	<u>\$ 1,433,884</u>	<u>\$ 876,209</u>	<u>\$ 5,396,567</u>

**Nonperforming Assets and Past Due Loans**

Nonperforming assets consist of loans for which the accrual of interest has been discounted, other real estate owned acquired through acquisitions, other real estate owned obtained through foreclosure and other repossessed assets.

Loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement or any portion thereof remains unpaid after the due date of the scheduled payments. Loans outside of those accounted for under ASC 310-30 are classified as nonaccrual when, in the opinion of management, collection of principal or interest is doubtful. The accrual of interest is discontinued when a loan is placed in nonaccrual status and any payments received reduce the carrying value of the loan. A loan may be placed back on accrual status if all contractual payments have been received and collection of future principal and interest payments are no longer doubtful. Acquired loans that are not performing in accordance with contractual terms are not reported as nonperforming because these loans are recorded in pools at their net realizable value based on the principal and interest the Corporation expects to collect on these loans.

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A summary of nonperforming loans follows:

(Dollars in thousands)	March 31, 2017	December 31, 2016
<b>Nonperforming assets</b>		
Nonaccrual loans:		
Commercial	\$ 16,717	\$ 13,178
Commercial real estate	20,828	19,877
Real estate construction and land development	79	80
Residential mortgage	6,749	6,969
Consumer installment	755	879
Home equity	2,713	3,351
Total nonaccrual loans	<u>47,841</u>	<u>44,334</u>
Other real estate owned and repossessed assets	16,395	17,187
<b>Total nonperforming assets</b>	<u>\$ 64,236</u>	<u>\$ 61,521</u>
Accruing loans contractually past due 90 days or more as to interest or principal payments, excluding acquired loans accounted for under ASC 310-30		
Commercial	1,823	11
Commercial real estate	700	277
Home equity	1,169	995
<b>Total accruing loans contractually past due 90 days or more as to interest or principal payments, excluding acquired loans accounted for under ASC 310-30</b>	<u>\$ 3,692</u>	<u>\$ 1,283</u>

The Corporation's nonaccrual loans at March 31, 2017 and December 31, 2016 included \$27.9 million and \$30.5 million, respectively, of nonaccrual TDRs.

The Corporation had \$5.1 million of residential mortgage loans that were in the process of foreclosure at March 31, 2017, compared to \$7.3 million at December 31, 2016.



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Loan delinquency, excluding acquired loans accounted for under ASC 310-30, was as follows:

(Dollars in thousands)	30-59 days past due	60-89 days past due	90 days or more past due	Total past due	Current	Total loans	90 days or more past due and still accruing
<b>March 31, 2017</b>							
Originated Portfolio:							
Commercial	\$ 10,603	\$ 9,411	\$ 8,661	\$ 28,675	\$ 1,960,934	\$ 1,989,609	\$ 1,823
Commercial real estate	9,712	2,625	6,016	18,353	2,096,187	2,114,540	700
Real estate construction and land development	3,495	1,770	—	5,265	322,475	327,740	—
Residential mortgage	12,918	731	941	14,590	1,579,786	1,594,376	—
Consumer installment	2,805	275	235	3,315	1,338,748	1,342,063	—
Home equity	3,976	552	1,536	6,064	585,377	591,441	1,169
<b>Total</b>	<b>\$ 43,509</b>	<b>\$ 15,364</b>	<b>\$ 17,389</b>	<b>\$ 76,262</b>	<b>\$ 7,883,507</b>	<b>\$ 7,959,769</b>	<b>\$ 3,692</b>
<b>December 31, 2016</b>							
Originated Portfolio:							
Commercial	\$ 10,421	\$ 4,842	\$ 3,641	\$ 18,904	\$ 1,882,622	\$ 1,901,526	\$ 11
Commercial real estate	6,551	1,589	5,165	13,305	1,908,494	1,921,799	277
Real estate construction and land development	2,721	499	—	3,220	278,504	281,724	—
Residential mortgage	3,147	62	1,752	4,961	1,470,381	1,475,342	—
Consumer installment	3,991	675	238	4,904	1,277,684	1,282,588	—
Home equity	3,097	893	2,349	6,339	589,083	595,422	995
<b>Total</b>	<b>\$ 29,928</b>	<b>\$ 8,560</b>	<b>\$ 13,145</b>	<b>\$ 51,633</b>	<b>\$ 7,406,768</b>	<b>\$ 7,458,401</b>	<b>\$ 1,283</b>

**Impaired Loans**

A loan is impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans include nonperforming loans and all TDRs. Impaired loans are accounted for at the lower of the present value of expected cash flows or the estimated fair value of the collateral. When the present value of expected cash flows or the fair value of the collateral of an impaired loan not accounted for under ASC 310-30 is less than the amount of unpaid principal outstanding on the loan, the recorded principal balance of the loan is reduced to its carrying value through either a specific allowance for loan loss or a partial charge-off of the loan balance.

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The following schedules present impaired loans by classes of loans at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Valuation Allowance
<b>March 31, 2017</b>			
Impaired loans with a valuation allowance:			
Commercial	\$ 26,201	\$ 29,804	\$ 2,468
Commercial real estate	20,416	25,875	1,251
Real estate construction and land development	164	164	2
Residential mortgage	16,944	16,944	1,162
Consumer installment	799	799	102
Home equity	4,296	4,296	655
Subtotal	<u>68,820</u>	<u>77,882</u>	<u>5,640</u>
Impaired loans with no related valuation allowance:			
Commercial	9,028	14,910	—
Commercial real estate	22,791	26,569	—
Real estate construction and land development	79	79	—
Residential mortgage	3,607	3,607	—
Consumer installment	62	62	—
Home equity	512	512	—
Subtotal	<u>36,079</u>	<u>45,739</u>	<u>—</u>
Total impaired loans:			
Commercial	35,229	44,714	2,468
Commercial real estate	43,207	52,444	1,251
Real estate construction and land development	243	243	2
Residential mortgage	20,551	20,551	1,162
Consumer installment	861	861	102
Home equity	4,808	4,808	655
Total	<u>\$ 104,899</u>	<u>\$ 123,621</u>	<u>\$ 5,640</u>
<b>December 31, 2016</b>			
Impaired loans with a valuation allowance:			
Commercial	\$ 28,925	\$ 33,209	\$ 3,128
Commercial real estate	21,318	27,558	2,102
Real estate construction and land development	177	177	4
Residential mortgage	20,864	20,864	3,528
Consumer installment	879	879	240
Home equity	2,577	2,577	390
Subtotal	<u>74,740</u>	<u>85,264</u>	<u>9,392</u>
Impaired loans with no related valuation allowance:			
Commercial	7,435	11,153	—
Commercial real estate	20,588	23,535	—
Real estate construction and land development	80	80	—
Residential mortgage	3,252	3,252	—
Home equity	774	774	—
Subtotal	<u>32,129</u>	<u>38,794</u>	<u>—</u>
Total impaired loans:			
Commercial	36,360	44,362	3,128
Commercial real estate	41,906	51,093	2,102
Real estate construction and land development	257	257	4
Residential mortgage	24,116	24,116	3,528
Consumer installment	879	879	240
Home equity	3,351	3,351	390
Total	<u>\$ 106,869</u>	<u>\$ 124,058</u>	<u>\$ 9,392</u>



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The following schedule presents additional information regarding impaired loans by classes of loans segregated by those requiring a valuation allowance and those not requiring a valuation allowance for the three months ended March 31, 2017 and 2016, and the respective interest income amounts recognized:

(Dollars in thousands)	Three Months Ended March 31, 2017		Three Months Ended March 31, 2016	
	Average recorded investment	Interest income recognized while on impaired status	Average recorded investment	Interest income recognized while on impaired status
<b>Impaired loans with a valuation allowance:</b>				
Commercial	\$ 25,712	\$ —	\$ 10,551	\$ —
Commercial real estate	20,035	—	7,592	—
Real estate construction and land development	161	—	—	—
Residential mortgage	17,398	264	20,988	333
Consumer installment	780	—	—	—
Home equity	4,071	—	—	—
Subtotal	\$ 68,157	\$ 264	\$ 39,131	\$ 333
<b>Impaired loans with no related valuation allowance:</b>				
Commercial	\$ 9,297	\$ 255	\$ 31,404	\$ 277
Commercial real estate	23,473	306	45,737	380
Real estate construction and land development	81	2	918	6
Residential mortgage	3,808	—	5,149	—
Consumer installment	215	—	340	—
Home equity	880	—	2,388	—
Subtotal	\$ 37,754	\$ 563	\$ 85,936	\$ 663
<b>Total impaired loans:</b>				
Commercial	\$ 35,009	\$ 255	\$ 41,955	\$ 277
Commercial real estate	43,508	306	53,329	380
Real estate construction and land development	242	2	918	6
Residential mortgage	21,206	264	26,137	333
Consumer installment	995	—	340	—
Home equity	4,951	—	2,388	—
Total	\$ 105,911	\$ 827	\$ 125,067	\$ 996

The difference between an impaired loan's recorded investment and the unpaid principal balance for originated loans represents a partial charge-off resulting from a confirmed loss due to the value of the collateral securing the loan being below the loan balance and management's assessment that full collection of the loan balance is not likely.

Impaired loans included \$57.1 million and \$62.5 million at March 31, 2017 and December 31, 2016, respectively, of accruing TDRs.

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**Loans Modified Under Troubled Debt Restructurings (TDRs)**

The following tables present the recorded investment of loans modified into TDRs during the three months ended March 31, 2017 and 2016 by type of concession granted. In cases where more than one type of concession was granted, the loans were categorized based on the most significant concession.

(Dollars in thousands)	Concession type			Total number of loans	Pre-modification recorded investment	Post- modification recorded investment
	Principal deferral	Interest rate	Forbearance agreement			
<b>For the three months ended March 31, 2017</b>						
Commercial loan portfolio:						
Commercial	\$ 50	\$ 1,101	\$ 579	5	\$ 1,739	\$ 1,730
Commercial real estate	447	75	—	3	522	522
Subtotal	497	1,176	579	8	2,261	2,252
Consumer loan portfolio:						
Residential mortgage	98	—	—	1	98	98
Consumer installment	10	—	—	2	11	10
Home equity	111	—	—	1	165	111
Subtotal	219	—	—	4	274	219
<b>Total loans</b>	<b>\$ 716</b>	<b>\$ 1,176</b>	<b>\$ 579</b>	<b>12</b>	<b>\$ 2,535</b>	<b>\$ 2,471</b>
<b>For the three months ended March 31, 2016</b>						
Commercial loan portfolio:						
Commercial	\$ 3,832	\$ —	\$ —	7	\$ 3,832	\$ 3,832
Commercial real estate	987	—	—	4	987	987
Subtotal	4,819	—	—	11	4,819	4,819
Consumer loan portfolio:						
Residential mortgage	105	—	—	1	105	105
Consumer installment	33	—	—	4	33	33
Home equity	29	37	—	2	66	66
Subtotal	167	37	—	7	204	204
<b>Total loans</b>	<b>\$ 4,986</b>	<b>\$ 37</b>	<b>\$ —</b>	<b>18</b>	<b>\$ 5,023</b>	<b>\$ 5,023</b>

The pre-modification and post-modification recorded investment represents amounts as of the date of loan modification. The difference between the pre-modification and post-modification recorded investment of residential mortgage TDRs represents impairment recognized by the Corporation through the provision for loan losses computed based on a loan's post-modification present value of expected future cash flows discounted at the loan's original effective interest rate.

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The following schedule presents the Corporation's TDRs at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	Accruing TDRs	Nonaccrual TDRs	Total
<b>March 31, 2017</b>			
Commercial loan portfolio	\$ 41,055	\$ 23,842	\$ 64,897
Consumer loan portfolio	16,003	4,100	20,103
Total	<u>\$ 57,058</u>	<u>\$ 27,942</u>	<u>\$ 85,000</u>
<b>December 31, 2016</b>			
Commercial loan portfolio	\$ 45,388	\$ 25,397	\$ 70,785
Consumer loan portfolio	17,147	5,134	22,281
Total	<u>\$ 62,535</u>	<u>\$ 30,531</u>	<u>\$ 93,066</u>

The following schedule includes TDRs for which there was a payment default during the three months ended March 31, 2017 and 2016, whereby the borrower was past due with respect to principal and/or interest for 90 days or more, and the loan became a TDR during the twelve-month period prior to the default:

(Dollars in thousands)	Three Months Ended March 31, 2017		Three Months Ended March 31, 2016	
	Number of loans	Principal balance	Number of loans	Principal balance
Commercial loan portfolio:				
Commercial	3	\$ 620	—	\$ —
Commercial real estate	—	—	1	933
Subtotal - Commercial loan portfolio	3	620	1	933
Consumer loan portfolio (residential mortgage)	2	105	1	—
Total	<u>5</u>	<u>\$ 725</u>	<u>2</u>	<u>\$ 933</u>

At March 31, 2017, commitments to lend additional funds to borrowers whose terms have been modified in TDRs totaled \$2.7 million.

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**Allowance for Loan Losses**

The following schedule presents, by loan portfolio segment, the changes in the allowance for the three months ended March 31, 2017 and 2016, and details regarding the balance in the allowance and the recorded investment in loans at March 31, 2017 by impairment evaluation method.

(Dollars in thousands)	Commercial Loan Portfolio	Consumer Loan Portfolio	Total
<b>Changes in allowance for loan losses for the three months ended March 31, 2017:</b>			
Beginning balance	\$ 51,201	\$ 27,067	\$ 78,268
Provision for loan losses	4,392	(342)	4,050
Charge-offs	(2,691)	(2,883)	(5,574)
Recoveries	1,413	617	2,030
Ending balance	<u>\$ 54,315</u>	<u>\$ 24,459</u>	<u>\$ 78,774</u>
<b>Changes in allowance for loan losses for the three months ended March 31, 2016:</b>			
Beginning balance	\$ 47,234	\$ 26,094	\$ 73,328
Provision for loan losses	1,000	500	1,500
Charge-offs	(3,896)	(1,562)	(5,458)
Recoveries	330	618	948
Ending balance	<u>\$ 44,668</u>	<u>\$ 25,650</u>	<u>\$ 70,318</u>
<b>Allowance for loan losses balance at March 31, 2017 attributable to:</b>			
Loans individually evaluated for impairment	\$ 3,721	\$ 1,919	\$ 5,640
Loans collectively evaluated for impairment	50,594	22,540	73,134
Loans acquired with deteriorated credit quality	—	—	—
Total	<u>\$ 54,315</u>	<u>\$ 24,459</u>	<u>\$ 78,774</u>
<b>Recorded investment (loan balance) at March 31, 2017:</b>			
Loans individually evaluated for impairment	\$ 78,679	\$ 26,220	\$ 104,899
Loans collectively evaluated for impairment	4,353,210	3,501,660	7,854,870
Loans acquired with deteriorated credit quality	3,373,301	1,940,322	5,313,623
Total	<u>\$ 7,805,190</u>	<u>\$ 5,468,202</u>	<u>\$ 13,273,392</u>

The following schedule presents, by loan portfolio segment, details regarding the balance in the allowance and the recorded investment in loans at December 31, 2016 by impairment evaluation method.

(Dollars in thousands)	Commercial Loan Portfolio	Consumer Loan Portfolio	Total
<b>Allowance for loan losses balance at December 31, 2016 attributable to:</b>			
Loans individually evaluated for impairment	\$ 5,234	\$ 4,158	\$ 9,392
Loans collectively evaluated for impairment	45,967	22,909	68,876
Loans acquired with deteriorated credit quality	—	—	—
Total	<u>\$ 51,201</u>	<u>\$ 27,067</u>	<u>\$ 78,268</u>
<b>Recorded investment (loan balance) at December 31, 2016:</b>			
Loans individually evaluated for impairment	\$ 78,523	\$ 28,346	\$ 106,869
Loans collectively evaluated for impairment	4,026,526	3,325,006	7,351,532
Loans acquired with deteriorated credit quality	3,489,163	2,043,215	5,532,378
Total	<u>\$ 7,594,212</u>	<u>\$ 5,396,567</u>	<u>\$ 12,990,779</u>

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**Note 6: Other Real Estate Owned and Repossessed Assets**

Changes in other real estate owned and repossessed assets, included in interest receivable and other assets on the consolidated statements of financial position, were as follows:

(Dollars in thousands)	Other real estate owned	Repossessed assets
<b>Balance at January 1, 2017</b>	\$ 16,812	\$ 375
Other additions <sup>(1)</sup>	3,119	1,162
Net payments received	(39)	—
Disposals	(3,728)	(1,037)
Write-downs	(269)	—
<b>Balance at March 31, 2017</b>	<b>\$ 15,895</b>	<b>\$ 500</b>
<b>Balance at January 1, 2016</b>	\$ 9,716	\$ 219
Other additions <sup>(1)</sup>	938	729
Net payments received	(185)	(11)
Disposals	(1,371)	(620)
Write-downs	(167)	—
<b>Balance at March 31, 2016</b>	<b>\$ 8,931</b>	<b>\$ 317</b>

(1) Includes loans transferred to other real estate owned and other repossessed assets.

At March 31, 2017 the Corporation had \$1.2 million of other real estate owned and repossessed assets as a result of obtaining physical possession in accordance with ASU No. 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure. In addition, there were \$5.1 million of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process as of March 31, 2017.

Income and expenses related to other real estate owned and repossessed assets, recorded as a component of "Other expense" in the Consolidated Statements of Income, were as follows:

(Dollars in thousands)	Other real estate owned	Repossessed assets
<b>For the three months ended March 31, 2017</b>		
Net gain (loss) on sale	\$ 1,047	\$ (78)
Write-downs	(269)	—
Net operating expenses	(508)	(3)
Total	<b>\$ 270</b>	<b>\$ (81)</b>
<b>For the three months ended March 31, 2016</b>		
Net gain (loss) on sale	\$ 722	\$ (8)
Write-downs	(167)	—
Net operating expenses	(153)	(5)
Total	<b>\$ 402</b>	<b>\$ (13)</b>

**Note 7: Goodwill**

Goodwill was \$1.13 billion for the periods ended March 31, 2017 and December 31, 2016, respectively. Goodwill recorded is primarily attributable to the synergies and economies of scale expected from combining the operations of the Corporation and acquired organizations. The Corporation recorded goodwill in the amount of \$846.7 million related to the merger with Talmer completed on August 31, 2016.

Goodwill is not amortized but is evaluated at least annually for impairment. The Corporation's most recent annual goodwill impairment review performed as of October 31, 2016 did not indicate that an impairment of goodwill existed. The Corporation



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also determined that no triggering events have occurred that indicated impairment from the most recent valuation date through March 31, 2017 and that the Corporation's goodwill was not impaired at March 31, 2017.

**Note 8: Loan Servicing Rights**

Loan servicing rights ("LSRs") are created as a result of selling residential mortgage and commercial real estate loans in the secondary market while retaining the right to service these loans and receive servicing income over the life of the loan, and from acquisitions of other banks that had LSRs. Loans serviced for others are not reported as assets in the Consolidated Statements of Financial Position.

The Corporation elected to account for LSRs acquired related to the merger with Talmer under the fair value measurement method. Prior to January 1, 2017, the Corporation accounted for all other LSRs at the lower of cost or fair value ("Amortized LSRs"). The Company elected as of January 1, 2017 to account for all previously Amortized LSRs under the fair value measurement method. This change in accounting policy resulted in a cumulative adjustment to retained earnings as of January 1, 2017 in the amount of \$3.7 million. For further information on this election, refer to Footnote 1, Basis of Presentation and Accounting Policies.

LSRs are established and recorded at the estimated fair value by calculating the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs, and other economic factors, which are determined based on current market conditions. The following table represents the activity for LSRs and the related fair value changes:

(Dollars in thousands)	For the three months ended March 31, 2017		
	Commercial Real Estate	Mortgage	Total
Fair value, beginning of period	\$ 344	\$ 47,741	\$ 48,085
Transfers based on new accounting policy election	—	15,891	15,891
Additions from loans sold with servicing retained	—	1,753	1,753
Changes in fair value due to:			
Reductions from pay-offs, pay downs and run-off	(24)	(582)	(606)
Changes in estimates of fair value <sup>(1)</sup>	—	(519)	(519)
Fair value, end of period	\$ 320	\$ 64,284	\$ 64,604
Principal balance of loans serviced for others that have servicing capitalized	\$ 50,942	\$ 7,253,396	\$ 7,304,338

(1) Represents estimated LSR value change resulting primarily from market-driven changes in interest rates and prepayments. Included in "Mortgage banking revenue" in the Consolidated Statements of Income.

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During the three months ended March 31, 2016, the Corporation accounted for LSRs using the amortization method. Activity for LSRs and the related valuation allowance for the three months ended March 31, 2016 are as follows:

(Dollars in thousands)	For the three months ended March 31, 2016	
Balance at beginning of period	\$	11,122
Additions		331
Amortization		(975)
Balance at end of period	\$	10,478

Expected and actual loan prepayment speeds are the most significant factors driving the fair value of loan servicing rights. The following table presents assumptions utilized in determining the fair value of loan servicing rights as of March 31, 2017 and December 31, 2016.

	Mortgage
<b>As of March 31, 2017</b>	
Prepayment speed	0.0 - 36.6%
Weighted average ("WA") discount rate	10.1%
Cost to service/per year	\$ 65
Ancillary income/per year	\$ 31
WA float range	0.98%
<b>As of December 31, 2016</b>	
Prepayment speed	0.0 - 99.8%
WA discount rate	10.1%
Cost to service/per year	\$65-\$90
Ancillary income/per year	\$ 28
WA float range	1.0%

The Corporation realized total loan servicing fee income, included in "Mortgage banking revenue" in the Consolidated Statements of Income, of \$4.5 million and \$1.3 million for the three months ended March 31, 2017 and 2016, respectively.

**Note 9: Other Intangible Assets**

The following table shows the net carrying value of the Corporation's other intangible assets:

(Dollars in thousands)	March 31, 2017	December 31, 2016
Core deposit intangible assets	\$ 38,723	\$ 40,211
Non-compete intangible assets	125	—
Total other intangible assets	\$ 38,848	\$ 40,211

The following table sets forth the carrying amount and accumulated amortization of core deposit intangible assets that are amortizable and arose from business combinations or other acquisitions:

(Dollars in thousands)	March 31, 2017	December 31, 2016
Gross original amount	\$ 59,143	\$ 59,143
Accumulated amortization	20,420	18,932
Net carrying amount	\$ 38,723	\$ 40,211

Amortization expense recognized on core deposit intangible assets was \$1.5 million and \$1.1 million for the three months ended March 31, 2017 and 2016, respectively.

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The estimated future amortization expense on core deposit intangible assets for periods ending after March 31, 2017 is as follows: 2017 — \$4.5 million; 2018 — \$5.7 million; 2019 — \$5.4 million; 2020 — \$4.9 million; 2021 — \$4.5 million; 2022 and thereafter — \$13.8 million.

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**Note 10: Derivative Instruments and Balance Sheet Offsetting**

In the normal course of business, the Corporation enters into various transactions involving derivative instruments to manage exposure to fluctuations in interest rates and to meet the financing needs of customers (customer-initiated derivatives). These financial instruments involve, to varying degrees, elements of market and credit risk. Market and credit risk are included in the determination of fair value.

Commitments to fund mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery of mortgage loans to third party investors are considered derivatives. It is the Corporation's practice to enter into forward commitments for the future delivery of mortgage loans when interest rate lock commitments are entered into in order to economically hedge the effect of changes in interest rates resulting from its commitments to fund the loans.

The Corporation enters into interest rate derivatives to provide a service to certain qualifying customers to help facilitate their respective risk management strategies, customer-initiated derivatives, and, therefore, are not used for interest rate risk management purposes. The Corporation generally takes offsetting positions with dealer counterparts to mitigate the inherent risk. Income primarily results from the spread between the customer derivative and the offsetting dealer positions.

The Corporation additionally has written and purchased option derivatives consisting of instruments to facilitate an equity-linked time deposit product (the "Power Equity CD"). The Power Equity CD is a time deposit that provides the purchaser a guaranteed return of principal at maturity plus a potential equity return (a written option), while the Corporation receives a known stream of funds based on the equity return (a purchased option). The written and purchased options are mirror derivative instruments which are carried at fair value on the Consolidated Statements of Financial Position.

The following table presents the notional amount and fair value of the Corporation's derivative instruments held or issued in connection with customer-initiated and mortgage banking activities.

(Dollars in thousands)	March 31, 2017			December 31, 2016		
	Notional Amount (1)	Fair Value		Notional Amount (1)	Fair Value	
		Gross Derivative Assets (2)	Gross Derivative Liabilities (2)		Gross Derivative Assets (2)	Gross Derivative Liabilities (2)
Customer-initiated and mortgage banking derivatives:						
Customer-initiated derivatives	\$ 837,903	\$ 6,377	\$ 6,342	\$ 600,598	\$ 4,406	\$ 4,141
Forward contracts related to mortgage loans to be delivered for sale	121,008	—	342	140,155	635	—
Interest rate lock commitments	96,764	2,178	—	76,034	956	—
Power Equity CD	37,635	2,234	2,234	36,807	2,218	2,218
<b>Total gross derivatives</b>	<b>\$ 1,093,310</b>	<b>\$ 10,789</b>	<b>\$ 8,918</b>	<b>\$ 853,594</b>	<b>\$ 8,215</b>	<b>\$ 6,359</b>

(1) Notional or contract amounts, which represent the extent of involvement in the derivatives market, are used to determine the contractual cash flows required in accordance with the terms of the agreement. These amounts are typically not exchanged, significantly exceed amounts subject to credit or market risk and are not reflected in the Consolidated Statements of Financial Position.

(2) Derivative assets are included within "Other assets" and derivative liabilities are included within "Other liabilities" on the Consolidated Statements of Financial Position. Included in the fair value of the derivative assets are credit valuation adjustments for counterparty credit risk totaling \$138 thousand at March 31, 2017 and \$99 thousand at December 31, 2016.

In the normal course of business, the Corporation may decide to settle a forward contract rather than fulfill the contract. Cash received or paid in this settlement manner is included in "Mortgage banking revenue" in the Consolidated Statements of Income and is considered a cost of executing a forward contract.

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The following table presents the net gains (losses) related to derivative instruments reflecting the changes in fair value.

(Dollars in thousands)	Location of Gain (Loss)	Three Months Ended March 31,	
		2017	2016
Forward contracts related to mortgage loans to be delivered for sale	Mortgage banking revenue	\$ (977)	\$ (233)
Interest rate lock commitments	Mortgage banking revenue	1,223	161
Customer-initiated derivatives	Other noninterest income	(231)	—
Total gain (loss) recognized in income		\$ 15	\$ (72)

Methods and assumptions used by the Corporation in estimating the fair value of its forward contracts, interest rate lock commitments and customer-initiated derivatives are discussed in Note 3: Fair Value Measurements.

*Balance Sheet Offsetting*

Certain financial instruments, including customer-initiated derivatives, may be eligible for offset in the Consolidated Statements of Financial Position and/or subject to master netting arrangements or similar agreements. The Corporation is party to master netting arrangements with its financial institution counterparties; however, the Corporation does not offset assets and liabilities under these arrangements for financial statement presentation purposes based on an accounting policy election. The tables below present information about the Corporation's financial instruments that are eligible for offset.

(Dollars in thousands)	Gross amounts recognized	Gross amounts offset in the statements of financial condition	Net amounts presented in the statements of financial position	Gross amounts not offset in the statements of financial position		Net Amount
				Financial instruments	Collateral (received)/posted	
<b>March 31, 2017</b>						
Offsetting derivative assets						
Derivative assets	\$ 6,355	\$ —	\$ 6,355	\$ —	\$ (450)	\$ 5,905
Offsetting derivative liabilities						
Derivative liabilities	6,342	—	6,342	—	7,506	(1,164)
<b>December 31, 2016</b>						
Offsetting derivative assets						
Derivative assets	\$ 4,405	\$ —	\$ 4,405	\$ —	\$ —	\$ 4,405
Offsetting derivative liabilities						
Derivative liabilities	4,141	—	4,141	—	2,550	1,591

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**Note 11: Commitments, Contingencies and Guarantees**

*Commitments*

In the normal course of business, the Corporation offers a variety of financial instruments containing credit risk that are not required to be reflected in the Consolidated Statements of Financial Position. These financial instruments include outstanding commitments to extend credit, approved but undisbursed loans (undisbursed loan commitments), credit lines, commercial letters of credit and standby letters of credit. The Corporation has risk management policies to identify, monitor and limit exposure to credit risk. To mitigate credit risk for these financial guarantees, the Corporation generally determines the need for specific covenant, guarantee and collateral requirements on a case-by-case basis, depending on the nature of the financial instrument and the customer's creditworthiness.

At March 31, 2017 and December 31, 2016, the Corporation had \$118.4 million and \$118.9 million, respectively, of outstanding financial and performance standby letters of credit. The majority of these standby letters of credit are collateralized. The Corporation determined that there were no potential losses from standby letters of credit at March 31, 2017 and December 31, 2016.

Commitments to extend credit are agreements to lend to a customer provided there is no violation of any condition established in the commitment. Commitments generally have fixed expiration dates or other termination clauses and may not require payment of a fee. Since many commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Corporation evaluates each customer's creditworthiness on an individual basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the counterparty. The collateral held varies, but may include securities, real estate, accounts receivable, inventory, plant or equipment. Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are included in commitments to extend credit. These lines of credit are generally not collateralized, usually do not contain a specified maturity date and may be drawn upon only to the total extent to which the Corporation is committed. At March 31, 2017 and December 31, 2016, the Corporation had \$2.65 billion and \$2.70 billion, respectively, of commitments to extend credit. The Corporation had undisbursed loan commitments of \$565.6 million and \$578.2 million at March 31, 2017 and December 31, 2016, respectively. Undisbursed loan commitments are not included in loans on the Consolidated Statements of Financial Position. The majority of undisbursed loan commitments will be funded and convert to a portfolio loan within a one year period.

The allowance for credit losses on lending-related commitments included \$1.0 million and \$1.3 million at March 31, 2017 and December 31, 2016, respectively, for probable credit losses inherent in the Corporation's unused commitments and was recorded in "Interest payable and other liabilities" in the Consolidated Statements of Financial Position.

*Contingencies and Guarantees*

The Corporation has originated and sold certain loans, and additionally acquired the potential liability for those historical originated and sold loans by Talmer, for which the buyer has limited recourse to us in the event the loans do not perform as specified in the agreements. These loans had an outstanding balance of \$15.4 million and \$16.9 million at March 31, 2017 and December 31, 2016, respectively. The maximum potential amount of undiscounted future payments that the Corporation could be required to make in the event of nonperformance by the borrower totaled \$14.8 million and \$16.1 million at March 31, 2017 and December 31, 2016, respectively. In the event of nonperformance, the Corporation has rights to the underlying collateral securing the loans. At both March 31, 2017 and December 31, 2016, the Corporation had recorded a liability of \$200 thousand in connection with the recourse agreements, recorded in "Interest payable and other liabilities" in the Consolidated Statements of Financial Position.

*Representations and Warranties*

In connection with the Corporation's mortgage banking loan sales, and the historical sales of Talmer, the Corporation makes certain representations and warranties that the loans meet certain criteria, such as collateral type and underwriting standards. The Corporation may be required to repurchase individual loans and/or indemnify the purchaser against losses if the loan fails to meet established criteria. At March 31, 2017 and December 31, 2016, respectively, the liability recorded in connection with these representations and warranties totaled \$5.7 million and \$6.5 million, respectively.

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A summary of the reserve for unfunded commitments of the Corporation is as follows:

<b>(Dollars in thousands)</b>	<b>For the three months ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Reserve balance at beginning of period	\$ 6,459	\$ 4,048
Reserve reduction	(770)	(150)
Charge-offs	—	(73)
Ending reserve balance	\$ 5,689	\$ 3,825

<b>(Dollars in thousands)</b>	<b>March 31, 2017</b>	<b>December 31, 2016</b>
Reserve balance		
Liability for specific claims	529	730
General allowance	5,160	5,729
Total reserve balance	\$ 5,689	\$ 6,459

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**Note 12: Borrowings**

A summary of the Corporation's short- and long-term borrowings follows:

(Dollars in thousands)	March 31, 2017		December 31, 2016	
	Amount	Weighted Average Rate (1)	Amount	Weighted Average Rate (1)
<b>Securities sold under agreements to repurchase with customers:</b>				
Securities sold under agreements to repurchase with customers	\$ 398,910	0.18%	\$ 343,047	0.16%
<b>Short-term borrowings:</b>				
FHLB advances: 0.66% - 0.89% fixed-rate notes	900,000	0.79	825,000	0.65
<b>Long-term borrowings:</b>				
FHLB advances: 0.92% - 7.44% fixed-rate notes due 2017 to 2020 <sup>(2)</sup>	386,417	2.11	438,538	1.24
Securities sold under agreements to repurchase: 1.48% - 2.75% fixed-rate notes due in 2017 <sup>(3)</sup>	9,093	1.29	19,144	3.17
Line-of-credit: floating-rate based on one-month LIBOR plus 1.75%	79,783	2.53	124,625	2.52
Subordinated debt obligations: floating-rate based on three-month LIBOR plus 1.45% - 2.85% due 2034 to 2035 <sup>(4)</sup>	11,320	3.30	11,285	3.14
Subordinated debt obligations: floating-rate based on three-month LIBOR plus 3.25% due in 2032 <sup>(5)</sup>	4,263	4.40	4,255	4.25
<b>Total long-term borrowings</b>	<b>490,876</b>	<b>2.21</b>	<b>597,847</b>	<b>1.63</b>
<b>Total borrowings</b>	<b>\$ 1,789,786</b>	<b>1.04%</b>	<b>\$ 1,765,894</b>	<b>0.89%</b>

- (1) Weighted average rate presented is the contractual rate which excludes premiums and discounts related to purchase accounting.
- (2) The March 31, 2017 balances include advances payable of \$385.9 million and purchase accounting premiums of \$0.6 million. The December 31, 2016 balance includes advances payable of \$437.8 million and purchase accounting premiums of \$0.7 million.
- (3) The March 31, 2017 balance includes advances payable of \$9.0 million and purchase accounting premiums of \$0.1 million. The December 31, 2016 balance includes advance payable of \$19.0 million and purchase accounting premiums of \$0.1 million.
- (4) The March 31, 2017 balance includes advances payable of \$15.0 million and purchase accounting discounts of \$3.7 million. The December 31, 2016 balance includes advances payable of \$15.0 million and purchase accounting discounts of \$3.7 million.
- (5) The March 31, 2017 balance includes advances payable of \$5.0 million and purchase accounting discounts of \$0.7 million. The December 31, 2016 balance includes advances payable of \$5.0 million and purchase accounting discounts of \$0.7 million.

Chemical Bank is a member of the FHLB, which provides short- and long-term funding collateralized by mortgage related assets to its members. Each advance is payable at its maturity date, with a prepayment penalty for fixed-rate advances. The Corporation's FHLB advances, including both short-term and long-term, require monthly interest payments and are collateralized by commercial and residential mortgage loans totaling \$5.17 billion as of March 31, 2017. The Corporation's additional borrowing availability through the FHLB, subject to the FHLB's credit requirements and policies and based on the amount of FHLB stock owned by the Corporation, was \$53.2 million at March 31, 2017.



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Securities sold under agreements to repurchase are with an unaffiliated financial institution and are secured by available for-sale-securities. The Corporation's securities sold under agreements to repurchase do not qualify as sales for accounting purposes. The remaining contractual maturity, excluding purchase accounting adjustments, of long-term securities under agreement to repurchase, is as follows:

(Dollars in thousands)	March 31, 2017				
	Remaining Contractual Maturities of the Agreements				
	Overnight and continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Securities sold under agreements to repurchase	\$ —	\$ —	\$ —	\$ 9,000	\$ 9,000
Total borrowings	\$ —	\$ —	\$ —	\$ 9,000	\$ 9,000
Amounts related to securities sold under agreements to repurchase not included in offsetting disclosure in Footnote 10					\$ 9,000

The line-of-credit agreement contains certain restrictive covenants. The Corporation was in compliance with all of the covenants at March 31, 2017.

**Note 13: Income Taxes**

The Corporation records its federal income tax expense using its estimate of the effective income tax rate expected for the full year and applies that rate on a year-to-date basis. The fluctuations in the Corporation's effective federal income tax rate reflect changes each period in the proportion of interest income exempt from federal taxation, nondeductible transaction costs and other nondeductible expenses relative to pretax income and tax credits.

A reconciliation of expected income tax expense at the federal statutory income tax rate and the amounts recorded in the Consolidated Financial Statements were as follows:

(Dollars in thousands)	Three Months Ended March 31,			
	2017		2016	
	Amount	Rate	Amount	Rate
Tax at statutory rate	\$ 20,951	35.0 %	\$ 11,677	35.0 %
Changes resulting from:				
Tax-exempt interest income	(1,757)	(2.9)	(1,139)	(3.4)
State taxes, net of federal benefit	212	0.4	—	—
Change in valuation allowance	11	—	—	—
Bank-owned life insurance adjustments	(344)	(0.6)	(68)	(0.2)
Income tax credits, net	(695)	(1.2)	(797)	(2.4)
Tax benefits in excess of compensation costs on share-based payments	(6,134)	(10.2)	(343)	(1.0)
Other, net	13	—	427	1.2
Income tax expense	\$ 12,257	20.5 %	\$ 9,757	29.2 %

**Note 14: Share-Based Compensation**

The Corporation maintains share-based compensation plans under which it periodically grants share-based awards for a fixed number of shares to certain officers of the Corporation. The fair value of share-based awards is recognized as compensation expense over the requisite service or performance period. During the three-month periods ended March 31, 2017 and 2016, share-based compensation expense related to share-based awards totaled \$3.8 million and \$0.8 million, respectively. During the three months ended March 31, 2017 and 2016, excess tax benefit realized from share-based compensation transactions was \$6.1 million and \$0.3 million, respectively.

During the three-month period ended March 31, 2017, the Corporation granted options to purchase 126,695 shares of common stock, 159,462 restricted stock units and 13,300 shares of common stock to certain officers of the Corporation.

On April 20, 2015, the shareholders of the Corporation approved the Stock Incentive Plan of 2015, which provides for 1,300,000 shares of the Corporation's common stock to be made available for future equity-based awards and canceled the amount

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of shares available for future grant under prior share-based compensation plans. At March 31, 2017, there were 287,348 shares of common stock available for future grants under the Stock Incentive Plan of 2015.

On April 26, 2017, the shareholders of the Corporation approved the Stock Incentive Plan of 2017, which provides for 1,750,000 shares of the Corporation's common stock to be made available for future equity-based awards and canceled the amount of shares available for future grant under prior share-based compensation plans.

**Stock Options**

The Corporation issues stock options to certain officers from time to time. The exercise price on stock options equals the current market price of the Corporation's common stock on the date of grant and stock options expire ten years from the date of grant. Stock options granted after 2012 vest ratably over a five-year period. Stock options granted prior to 2013 generally vest ratably over a three-year period. Stock options granted prior to 2016 fully vested upon the merger with Talmer. Stock options assumed by the Corporation in the merger with Talmer were fully vested prior to assumption.

A summary of activity for the Corporation's stock options as of and for the three months ended March 31, 2017 is presented below:

	Non-Vested Stock Options Outstanding			Stock Options Outstanding	
	Number of Options	Weighted- Average Exercise Price Per Share	Weighted- Average Grant Date Fair Value Per Share	Number of Options	Weighted- Average Exercise Price Per Share
Outstanding at December 31, 2016	407,939	\$ 32.81	\$ 6.15	2,453,395	\$ 21.41
Granted	126,695	53.72	10.05	126,695	53.72
Exercised	—	—	—	(1,210,264)	15.92
Vested	(81,584)	32.81	6.15	—	—
Forfeited/expired	(3,940)	32.81	6.15	(3,940)	32.81
Outstanding at March 31, 2017	449,110	\$ 38.71	\$ 7.25	1,365,886	\$ 29.24
Exercisable/vested at March 31, 2017				916,776	\$ 24.60

The weighted-average remaining contractual terms were 6.9 years for all outstanding stock options and 5.7 years for exercisable stock options at March 31, 2017. The intrinsic value of all outstanding in-the-money stock options and exercisable in-the-money stock options was \$29.0 million and \$24.3 million, respectively, at March 31, 2017. The aggregate intrinsic values of outstanding and exercisable options at March 31, 2017 were calculated based on the closing market price of the Corporation's common stock on March 31, 2017 of \$51.15 per share less the exercise price. Options with intrinsic values less than zero, or "out-of-the-money" options, are not included in the aggregate intrinsic value reported. The total intrinsic value of stock options for the three months ended March 31, 2016 was \$11.0 million.

Total cash received from options exercises during the three months ended March 31, 2017 and 2016 was \$906 thousand and \$498 thousand, respectively, resulting in the issuance of 496 thousand shares and 37 thousand shares, respectively.

At March 31, 2017, unrecognized compensation expense related to stock options totaled \$3.2 million and is expected to be recognized over a remaining weighted average period of 4.3 years.

The fair value of the stock options granted during the three months ended March 31, 2017 was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions.

Expected dividend yield	3.32%
Risk-free interest rate	2.06%
Expected stock price volatility	26.9%
Expected life of options – in years	6.0
Weighted average fair value of options granted	\$ 10.05

The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant and the expected life of the options granted. Expected stock volatility was based on historical volatility of the Corporation's common stock over the expected

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life of the option. The expected life of the options represents the period of time that options granted are expected to be outstanding and is based primarily upon historical experience, including option exercise behavior.

Because of the unpredictability of the assumptions required, the Black-Scholes (or any other valuation) model is incapable of accurately predicting the Corporation's common stock price or of placing an accurate present value on options to purchase its stock. In addition, the Black-Scholes model was designed to approximate value for types of options that are very different from those issued by the Corporation. In spite of any theoretical value that may be placed on a stock option grant, no value is possible under options issued by the Corporation without an increase in the market price per share of the Corporation's common stock over the market price per share of the Corporation's common stock at the date of grant.

**Restricted Stock Units**

The Corporation grants restricted stock performance units and restricted stock service-based units (collectively referred to as restricted stock units) to certain officers from time to time. The restricted stock performance units vest based on the Corporation achieving certain performance target levels and the grantee completing the requisite service period. The restricted stock performance units are eligible to vest from 0.5x to 1.5x the number of units originally granted depending on which, if any, of the performance target levels are met. However, if the minimum performance target levels are not achieved, no shares will become vested or be issued for that respective year's restricted stock performance units. The restricted stock service-based units vest upon satisfaction of a service condition. Upon achievement of the performance target level and/or satisfaction of a service condition, as applicable, the restricted stock units are converted into shares of the Corporation's common stock on a one-to-one basis. Compensation expense related to restricted stock units is recognized over the expected requisite performance or service period, as applicable.

A summary of the activity for restricted stock units as of and for the three months ended March 31, 2017 is presented below:

	Number of Units	Weighted-average grant date fair value per unit
Outstanding at December 31, 2016	298,357	\$ 32.81
Granted	159,462	52.11
Converted into shares of common stock	(40,141)	26.86
Forfeited/expired	(316)	32.81
Outstanding at March 31, 2017	417,362	\$ 40.76

At March 31, 2017, unrecognized compensation expense related to restricted stock units totaled \$13.4 million and is expected to be recognized over a remaining weighted average period of 3.3 years.

**Restricted Stock Awards**

The Corporation assumed restricted stock awards in the merger with Talmer that vest upon completion of future service requirements. The fair value of these awards is equal to the market price of the Corporation's common stock at the date the awards were assumed with the portion of the fair value related to post-combination service. The Corporation recognizes stock-based compensation expense over the vesting period, using the straight-lined method, based upon the number of shares of restricted stock ultimately expected to vest. If an individual awarded restricted stock awards terminates employment prior to the end of the vesting period, the unvested portion of the stock is forfeited, with certain exceptions.

The following table provides information regarding nonvested restricted stock awards:

Nonvested restricted stock awards	Number of Awards	Weighted-average acquisition-date fair value
Nonvested at January 1, 2017	365,891	\$ 46.23
Vested	(61,049)	46.23
Forfeited	(1,524)	46.23
Nonvested at March 31, 2017	303,318	\$ 46.23

At March 31, 2017, unrecognized compensation expense related to nonvested restricted stock awards totaled \$4.8 million and is expected to be recognized over a remaining weighted average period of 1.1 years.

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**Note 15: Pension and Other Postretirement Benefit Plans**

The Corporation's retirement plans include a qualified pension plan, a nonqualified pension plan, a nonqualified postretirement benefit plan, a 401(k) savings plan, and a multi-employer defined benefit plan.

Qualified and Nonqualified Pension Plans and Nonqualified Postretirement Benefit Plans

The components of net periodic benefit cost for the Corporation's qualified and nonqualified pension plans and nonqualified postretirement benefit plan are as follows:

(Dollars in thousands)	Three Months Ended March 31,	
	2017	2016
<u>Defined Benefit Pension Plans</u>		
Service cost	\$ 233	\$ 277
Interest cost	1,302	1,358
Expected return on plan assets	(2,217)	(2,141)
Amortization of unrecognized net loss	578	572
Net periodic benefit cost (income)	<u>\$ (104)</u>	<u>\$ 66</u>
<u>Postretirement Benefit Plan</u>		
Service cost	\$ 1	\$ 2
Interest cost	24	33
Amortization of prior service cost	—	29
Amortization of unrecognized net gain	(41)	(24)
Net periodic benefit cost (income)	<u>\$ (16)</u>	<u>\$ 40</u>

The Corporation did not make a contribution to the pension plan during the three months ended March 31, 2017 or 2016. The discount rate used to compute the Corporation's pension plan expense for 2017 is 4.2%. The discount rate used to compute the Corporation's nonqualified pension plan for 2017 is 3.6%.

401(k) Savings Plan

401(k) Savings Plan expense for the Corporation's match of participants' base compensation contributions and a 4.0% of eligible pay contribution to employees who are not grandfathered under the pension plan was \$2.5 million and \$1.3 million for the three months ended March 31, 2017 and 2016, respectively. The Corporation's base compensation match equals 50.0% of the participants' elective deferrals on the first 4.0% of the participants' base compensation up to the maximum amount allowed under the Internal Revenue Code.

Multi-Employer Defined Benefit Plan

In conjunction with the April 1, 2015 acquisition of Monarch, the Corporation acquired a participation in the Pentegra Defined Benefit Plan for Financial Institutions (Pentegra DB Plan), a qualified defined benefit pension plan. Employee benefits for Monarch employees under the Plan were frozen effective April 1, 2004. The Pentegra DB Plan operates as a multi-employer plan for accounting purposes and as a multiple-employer plan under the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code (IRC). The Pentegra DB Plan is a single plan under IRC Section 413(c) and, as a result, all of the plan's assets stand behind all of the plan's liabilities. Accordingly, contributions made by a participating employer may be used to provide benefits to participants of other participating employers. No contributions were made by the Corporation to the Pentegra DB Plan for the three months ended March 31, 2017 and 2016.

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**Note 16: Regulatory Capital**

Federal and state banking regulations place certain restrictions on the transfer of assets, in the form of dividends, loans, or advances, from Chemical Bank to the Corporation. As of March 31, 2017, substantially all of the assets of Chemical Bank were restricted from transfer to the Corporation in the form of loans or advances. Dividends from the bank are the principal source of funds for the Corporation. In addition to the statutory limits, the Corporation considers the overall financial and capital position of the bank prior to making any cash dividend decisions.

The Corporation and Chemical Bank are subject to various regulatory capital requirements administered by federal banking agencies. Under these capital requirements, Chemical Bank must meet specific capital guidelines that involve quantitative measures of assets and certain off-balance sheet items as calculated under regulatory accounting practices. In addition, capital amounts and classifications are subject to qualitative judgments by regulators. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Corporation's consolidated financial statements. Management believes as of March 31, 2017, the Corporation and Chemical Bank met all capital adequacy requirements to which they are subject.

Quantitative measures established by regulation to ensure capital adequacy require minimum ratios of Tier 1 capital to average assets (Leverage Ratio) and common equity Tier 1, Tier 1 and Total capital to risk-weighted assets. These capital guidelines assign risk weights to on- and off-balance sheet items in arriving at total risk-weighted assets. Minimum capital levels are based upon the perceived risk of various asset categories and certain off-balance sheet instruments. Risk-weighted assets of the Corporation and Chemical Bank totaled \$13.62 billion and \$13.58 billion at March 31, 2017, respectively, compared to \$13.42 billion and \$13.36 billion at December 31, 2016, respectively.

Effective January 1, 2015, the Company adopted the new Basel III regulatory capital framework as approved by federal banking agencies, which are subject to a multi-year phase-in period. The adoption of this new framework modified the calculation of the various capital ratios, added a new ratio, common equity tier 1, and revised the adequately and well capitalized thresholds. In addition, Basel III establishes a new capital conservation buffer of 2.5% of risk-weighted assets, which is phased-in over a four-year period beginning January 1, 2016. The capital conservation buffer for 2017 is 1.25% and was 0.625% for 2016. The Corporation has elected to opt-out of including capital in accumulated other comprehensive income in common equity tier 1 capital.

At March 31, 2017 and December 31, 2016, Chemical Bank's capital ratios exceeded the quantitative capital ratios required for an institution to be considered "well-capitalized." Significant factors that may affect capital adequacy include, but are not limited to, a disproportionate growth in assets versus capital and a change in mix or credit quality of assets. There are no conditions or events since that notification that management believes have changed the institutions' category.

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The summary below compares the actual capital amounts and ratios with the quantitative measures established by regulation to ensure capital adequacy:

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required for Capital Adequacy Purposes Plus Capital Conservation Buffer		Required to be Well Capitalized Under Prompt Corrective Action Regulations	
	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio	Capital Amount	Ratio
<b>(Dollars in thousands)</b>								
<b>March 31, 2017</b>								
Total Capital to Risk-Weighted Assets								
Corporation	\$ 1,547,145	11.4%	\$ 1,089,998	8.0%	\$ 1,260,310	9.3%	N/A	N/A
Chemical Bank	1,581,814	11.7	1,086,008	8.0	1,255,696	9.3	\$ 1,357,510	10.0%
Tier 1 Capital to Risk-Weighted Assets								
Corporation	1,445,929	10.6	817,498	6.0	987,810	7.3	N/A	N/A
Chemical Bank	1,496,181	11.0	814,506	6.0	984,195	7.3	1,086,008	8.0
Common Equity Tier 1 Capital to Risk-Weighted Assets								
Corporation	1,445,929	10.6	613,124	4.5	783,436	5.8	N/A	N/A
Chemical Bank	1,496,181	11.0	610,879	4.5	780,568	5.8	882,381	6.5
Leverage Ratio								
Corporation	1,445,929	8.9	651,811	4.0	651,811	4.0	N/A	N/A
Chemical Bank	1,496,181	9.2	650,356	4.0	650,356	4.0	812,945	5.0
<b>December 31, 2016</b>								
Total Capital to Risk-Weighted Assets								
Corporation	\$ 1,543,018	11.5%	\$ 1,073,431	8.0%	\$ 1,157,293	8.6%	N/A	N/A
Chemical Bank	1,608,980	12.0	1,068,560	8.0	1,152,041	8.6	\$ 1,335,700	10.0%
Tier 1 Capital to Risk-Weighted Assets								
Corporation	1,441,209	10.7	805,073	6.0	888,935	6.6	N/A	N/A
Chemical Bank	1,522,711	11.4	801,420	6.0	884,901	6.6	1,068,560	8.0
Common Equity Tier 1 Capital to Risk-Weighted Asset								
Corporation	1,441,209	10.7	603,805	4.5	687,667	5.1	N/A	N/A
Chemical Bank	1,522,711	11.4	601,065	4.5	684,546	5.1	868,205	6.5
Leverage Ratio								
Corporation	1,441,209	9.0	643,603	4.0	643,603	4.0	N/A	N/A
Chemical Bank	1,522,711	9.5	641,457	4.0	641,457	4.0	801,822	5.0

On April 26, 2017, a cash dividend on the Corporation's common stock of \$0.27 per share was declared. The dividend will be paid on June 16, 2017 to shareholders of record as of June 2, 2017.

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**Note 17: Earnings Per Common Share**

The two-class method is used in the calculation of basic and diluted earnings per share. Under the two-class method, earnings available to common shareholders for the period are allocated between common shareholders and participating securities according to dividends declared (or accumulated) and participating rights in undistributed earnings.

Average shares of common stock for diluted net income per common share include shares to be issued upon the exercise of stock options granted under the Corporation's share-based compensation plans, restricted stock units that may be converted to stock, restricted stock awards and stock to be issued under the deferred stock compensation plan for non-employee directors.

The factors used in the earnings per share computation follow:

<b>(In thousands, except per share data)</b>	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Net income	\$ 47,604	\$ 23,605
Net income allocated to participating securities	226	—
Net income allocated to common shareholders (1)	<u>\$ 47,378</u>	<u>\$ 23,605</u>
Weighted average common shares - issued	70,969	38,198
Average unvested restricted share awards	<u>(341)</u>	<u>—</u>
Weighted average common shares outstanding - basic	70,628	38,198
Effect of dilutive securities		
Weighted average common stock equivalents	787	323
Weighted average common shares outstanding - diluted	<u>71,415</u>	<u>38,521</u>
EPS available to common shareholders		
Basic earnings per common share	<u>\$ 0.67</u>	<u>\$ 0.61</u>
Diluted earnings per common share	<u>\$ 0.67</u>	<u>\$ 0.60</u>

(1) Net income allocated to common shareholders for basic and diluted earnings per share may differ under the two-class method as a result of adding common share equivalents for options and warrants to dilutive shares outstanding, which alters the ratio used to allocate net income to common shareholders and participating securities for the purposes of calculating diluted earnings per share.

For effect of dilutive securities, the assumed average stock valuation is \$51.81 per share and \$33.29 per share for the three months ended March 31, 2017 and 2016, respectively.

The average number of exercisable employee stock options outstanding that were "out-of-the-money," whereby the option exercise price per share exceeded the market price per share and, therefore, were not included in the computation of diluted earnings per common share because they would have been anti-dilutive totaled zero and 121,050 for the three months ended March 31, 2017 and 2016, respectively.

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**Note 18: Accumulated Other Comprehensive Loss**

The following table summarizes the changes within each component of accumulated other comprehensive income (loss), net of related tax benefit/expense for the three months ended March 31, 2017, and 2016:

(Dollars in thousands)	Unrealized gains (losses) on securities available-for-sale, net of tax	Defined Benefit Pension Plans	Total
<b>For the three months ended March 31, 2017</b>			
Beginning balance	\$ (14,142)	\$ (25,894)	\$ (40,036)
Other comprehensive income before reclassifications	1,780	—	1,780
Amounts reclassified from accumulated other comprehensive income	(58)	349	291
Net current period other comprehensive income	1,722	349	2,071
Ending balance	\$ (12,420)	\$ (25,545)	\$ (37,965)
<b>For the three months ended March 31, 2016</b>			
Beginning balance	\$ (1,888)	\$ (27,144)	\$ (29,032)
Other comprehensive income before reclassifications	2,729	—	2,729
Amounts reclassified from accumulated other comprehensive income	(12)	(375)	(387)
Net current period other comprehensive income (loss)	2,717	(375)	2,342
Ending balance	\$ 829	\$ (27,519)	\$ (26,690)

The following table summarizes the amounts reclassified out of each component of accumulated other comprehensive income (loss) for the three months ended March 31, 2017, and 2016:

(Dollars in thousands)	Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)		Affected Line Item in the Income Statement
	Three Months Ended March 31,		
	2017	2016	
Gains and losses on available-for-sale securities	\$ 90	\$ 19	Gain on sale of investment securities (noninterest income)
	(32)	(7)	Income tax (expense)/benefit
	\$ 58	\$ 12	Net Income
Amortization of defined benefit pension plan items	\$ 537	\$ 577	Salaries, wages and employee benefits (operating expenses)
	(188)	(202)	Income tax (expense)/benefit
	\$ 349	\$ 375	Net Income

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

The following is management's discussion and analysis of certain significant factors that have affected the financial condition and results of operations of Chemical Financial Corporation ("Corporation") during the periods included in the consolidated financial statements included in this report.

The Corporation is headquartered in Midland, Michigan, is a financial holding company registered under the Bank Holding Company Act of 1956 and is incorporated in the State of Michigan. At March 31, 2017, the Corporation's consolidated total assets, loans, deposits and shareholders' equity were \$17.64 billion, \$13.27 billion, \$13.13 billion and \$2.60 billion, respectively.

The Corporation was incorporated in August 1973. On June 30, 1974, the Corporation acquired Chemical Bank and Trust Company ("CBT") pursuant to a reorganization in which the former shareholders of CBT became shareholders of the Corporation. CBT's name was changed to Chemical Bank on December 31, 2005. In addition to the acquisition of CBT, the Corporation has acquired 25 community banks and 36 other branch bank offices through March 31, 2017. The Corporation's most recent transactions



include the merger with Talmer Bancorp, Inc. ("Talmer") during the third quarter of 2016, and the acquisitions of Lake Michigan Financial Corporation ("Lake Michigan") and Monarch Community Bancorp, Inc. ("Monarch") during the second quarter of 2015.

### **Critical Accounting Policies**

The Corporation's consolidated financial statements are prepared in accordance with United States generally accepted accounting principles ("GAAP"), Securities and Exchange Commission ("SEC") rules and interpretive releases and general practices within the industry in which the Corporation operates. Application of these principles requires management to make estimates, assumptions and complex judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the consolidated financial statements could reflect different estimates, assumptions and judgments. Actual results could differ significantly from those estimates. Certain policies inherently have a greater reliance on the use of estimates, assumptions and judgments and, as such, have a greater possibility of producing results that could be materially different than originally reported. Management has identified the determination of the allowance for loan losses, accounting for business combinations (including acquired loans), income and other taxes, fair value measurements and the evaluation of goodwill impairment to be the accounting areas that require the most subjective or complex judgments and, as such, could be most subject to revision as new or additional information becomes available or circumstances change, including overall changes in the economic climate and/or market interest rates. Therefore, management considers them to be critical accounting policies and discusses them directly with the Audit Committee of the board of directors.

The Corporation's significant accounting policies are more fully described in Note 1 to the audited consolidated financial statements contained in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016, and the more significant assumptions and estimates made by management are more fully described in "Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016. There were no material changes to the Corporation's significant accounting policies or the estimates made pursuant to those policies during the most recent quarter.

### **Mergers and Branch Closings**

#### **Merger with Talmer Bancorp, Inc.**

On August 31, 2016, the Corporation acquired all the outstanding stock of Talmer for total consideration of \$1.61 billion, which included stock consideration of \$1.50 billion and cash consideration of \$107.6 million. As a result of the merger, the Corporation issued 32.1 million shares of its common stock, based on an exchange ratio of 0.4725 shares of its common stock, and paid \$1.61 in cash, for each share of Talmer common stock outstanding. Talmer Bank and Trust, Talmer's wholly-owned subsidiary bank, was consolidated with and into Chemical Bank during the fourth quarter of 2016. The acquisition of Talmer resulted in increases in the Corporation's total assets of \$7.71 billion, including increases in total loans of \$4.88 billion and total deposits of \$5.29 billion. In connection with the merger with Talmer, the Corporation recorded \$846.7 million of goodwill, which was primarily attributable to the synergies and economies of scale expected from combining the operations of the Corporation and Talmer. Additionally, the Corporation recorded \$19.1 million of core deposit intangible assets in conjunction with the merger.

#### **Branch Closings**

On April 15, 2016, the Corporation closed eleven branch locations which were identified as having a small core deposit base and/or were in close proximity to other Chemical Bank branch locations.

In conjunction with the consolidation of Talmer Bank and Trust with and into Chemical Bank during the fourth quarter of 2016, the Corporation closed seven branches in communities where Talmer Bank and Trust and Chemical Bank had overlapping branches.

Expenses associated with the closing of the aforementioned branch office locations were not significant, with the exception of \$1.0 million of fair value write-downs recognized in the second quarter of 2016 related to the eleven branch locations that were closed, as the majority of the employees of these closed branch offices were transferred to other nearby Chemical Bank branch locations or other open positions within Chemical Bank.

On April 26, 2017, the Corporation announced that 16 branches within Michigan will be closed or consolidated prior to the end of the year.

#### **Branch Sales**

On October 28, 2016, Talmer Bank and Trust completed its sale of its single branch office in Chicago, Illinois to Old Second National Bank, a wholly owned subsidiary of Old Second Bancorp, Inc. Old Second Bank assumed approximately \$48.9 million of deposits and purchased approximately \$233.6 million of loans and paid a \$6.5 million premium in the transaction.

On November 4, 2016, Talmer Bank and Trust completed the sale of its single branch office in Las Vegas, Nevada to First Savings Bank. First Savings Bank assumed approximately \$88.1 million of deposits and purchased approximately \$0.1 million of loans and paid a \$1.0 million premium in the transaction.

#### **Accounting Standards Updates**

See Note 1 to the Consolidated Financial Statements included in this report for details of the accounting policy election made by the Corporation during the three months ended March 31, 2017. See the following section for a description of pronouncements that have been released but are not adopted by the Corporation.

#### **Pending Accounting Pronouncements**

##### Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The core principle of the revenue model is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU is intended to clarify and converge the revenue recognition principles under GAAP and International Financial Reporting Standards and to streamline revenue recognition requirements in addition to expanding required revenue recognition disclosures. In March 2016, the FASB issued ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net), ("ASU 2016-08"), which further clarifies ASU 2014-09 by providing implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10, Identifying Performance Obligations and Licensing, ("ASU 2016-10"), which provides additional clarification of ASU 2014-09 by amending guidance related to the identification of performance obligations and licensing implementation. ASU 2016-08 and ASU 2016-10 do not change the core principal of ASU 2014-09, but are intended to improve the operations and understanding of principal versus agent considerations, performance obligation identification and licensing implementation. In May 2016, the FASB issued ASU 2016-12, Narrow-Scope Improvements and Practical Expedients, ("ASU 2016-12"), which amends certain aspects of ASU 2014-09, which include collectibility, presentation of sales taxes and other taxes collected from customers, noncash consideration and transition technical corrections. In February 2017, the FASB issued ASU 2017-05, Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets ("ASU 2017-05"). ASU 2017-05 clarifies the scope of the revenue recognition guidance related to nonfinancial asset recognition (ASC 610-20) and applies to the derecognition of all nonfinancial assets and in-substance nonfinancial assets. In August 2015, the FASB issued ASU 2015-14, Deferral of the Effective Date ("ASU 2015-14"), which provides a one year deferral to the effective date, therefore, ASU 2014-09 is effective for public companies for annual periods, and interim periods within those annual periods, beginning on or after December 15, 2017. As such, the Corporation will adopt ASU 2014-09 as of January 1, 2018. Under the provision, the Corporation will have the option to adopt the guidance using either a full retrospective method or a modified transition approach. The Corporation is currently evaluating the provisions of ASU 2014-09 on the Corporation's consolidated financial condition and results of operations.

##### Recognition and Measurement

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"). ASU 2016-01 amends current guidance by: (i) requiring equity investments with readily determinable fair values to be measured at fair value with changes in fair value recognized in net income, (ii) allowing an entity to measure equity investments that do not have readily determinable fair values at either fair value or cost minus impairment, if any, plus or minus changes in observable prices, with changes in measurement recognized in net income, (iii) simplifying the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iv) eliminating the requirement to disclose the methods and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost on the balance sheet; (v) requiring use the of exit price notion when measuring the fair value of financial instruments for disclosure purposes; (vi) requiring recognition of changes in the fair value related to instrument-specific credit risk in other comprehensive income if the fair value option for financial liabilities is elected, (vii) requiring separate presentation in the financial statements of financial assets and financial liabilities by measurement category, and (8) clarifying that an entity should evaluate the need for a valuation allowance on deferred tax assets related to available-for-sale securities in combination with the entity's other deferred tax assets. ASU 2016-01 is effective for interim and annual reporting periods beginning after December 15, 2017. Early application is permitted as of the beginning of the fiscal year of adoption only for items (iv) and (vi) above. Early adoption of the other items mentioned above is not permitted. The adoption of ASU 2016-01 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

## Leases

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"). Under ASU 2016-02, the Corporation will be required to recognize the following for all leases (with the exception of short-term leases): (i) a right to use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term and (ii) a lease liability, which is a liability that represents lessee's obligation to make lease payments arising from a lease, measured on a discounted basis. ASU 2016-02 requires a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. ASU 2016-02 is effective for public companies for interim and annual periods beginning after December 15, 2018. The adoption of ASU 2016-02 is not expected to have a material impact on the Corporation's results of operations, but it is anticipated to result in a material increase in our assets and liabilities.

## Credit Losses

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income.

ASU 2016-13 requires an entity measure expected credit losses for financial assets over the estimated lifetime of expected credit loss and record an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The standard includes the following core concepts in determining the expected credit loss estimate: (a) be based on an asset's amortized cost (including premiums or discounts, net deferred fees and costs, foreign exchange and fair value hedge accounting adjustments), (b) reflect losses expected over the remaining contractual life of an asset (considering the effect of voluntary prepayments), (c) consider available relevant information about the estimated collectibility of cash flows (including information about past events, current conditions, and reasonable and supportable forecasts), and (d) reflect the risk of loss, even when that risk is remote.

ASU 2016-13 also amends the recording of purchased credit-deteriorated assets. Under the new guidance, an allowance will be recognized at acquisition through a gross-up approach whereby an entity will record as the initial amortized cost the sum of (a) the purchase price and (b) an estimate of credit losses as of the date of acquisition. In addition, the guidance also requires immediate recognition in earnings any subsequent changes, both favorable and unfavorable, in expected cash flows by adjusting this allowance.

ASU 2016-13 amends the impairment model for available-for-sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on an available-for-sale debt security is a credit loss. Management may not use the length of time a security has been in an unrealized loss position as a factor in concluding whether a credit loss exists, as is currently permitted. In addition, an entity will recognize an allowance for credit losses on available-for-sale debt securities as a contra-account to the amortized cost basis rather than as a direct reduction of the amortized cost basis of the investment, as is currently required. As a result, entities will recognize improvements to credit losses on available-for-sale debt securities immediately in earnings rather than as interest income over time under current practice.

New disclosures required by ASU 2016-13 include: (a) for financial assets measured at amortized cost, an entity will be required to disclose information about how it developed its allowance, including changes in the factors that influenced management's estimate of expected credit losses and the reasons for those changes, (b) for financial receivables and net investments in leases measured at amortized cost, an entity will be required to further disaggregate the information it currently discloses about the credit quality of these assets by year or the asset's origination or vintage for as many as five annual periods, and (c) for available-for-sale debt securities, an entity will be required to provide a roll-forward of the allowance for credit losses and an aging analysis for securities that are past due.

Upon adoption of ASU 2016-13, a cumulative-effect adjustment to retained earnings will be recorded as of the beginning of the first reporting period in which the guidance is effective. ASU 2016-13 is effective for public companies for interim and annual periods beginning after December 15, 2019, with early adoption permitted for annual periods beginning after December 15, 2018. The Corporation is currently evaluating the provisions of ASU 2016-13 to determine the potential impact on the Corporation's consolidated financial condition and results of operations.

## Statement of Cash Flows

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"), which clarifies guidance on the classification of eight specific cash flow issues. ASU 2016-15 was issued to reduce diversity in practice and prevent financial statement restatements. Cash flow issues include; debt prepayment or debt extinguishment costs, settlement of zero-coupon bonds, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies and bank-owned life insurance policies, distributions received from equity method investees, beneficial interests in securitization transactions and separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods

within those fiscal years. Under the provision, entities must apply the guidance retrospectively to all periods presented but may apply it prospectively if retrospective application would be impracticable. The Corporation is currently evaluating the provisions of ASU 2016-15.

#### Mergers and Acquisitions

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business ("ASU 2017-01"), which narrows the definition of a business and provides a framework that gives entities a basis for making reasonable judgments about whether a transaction involves an asset or a business. ASU 2017-01 is effective for public business entities in annual periods beginning after December 15, 2017, including interim periods therein. The adoption of ASU 2017-01 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

#### Goodwill Impairment Measurement

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment, which simplifies the accounting for goodwill impairment ("ASU 2017-04"). The new guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Subsequent to adoption of ASU 2017-04, goodwill impairment will be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. All other goodwill impairment guidance largely remains unchanged. ASU 2017-04 will be applied prospectively, and is effective for public business entities for annual and interim goodwill impairment tests beginning after December 15, 2019. The adoption of ASU 2017-04 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

#### Pension and Other Post Retirement Benefit Plans

In February 2017, the FASB issued ASU No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960); Defined Contribution Pension Plans (Topic 962); Health and Welfare Benefit Plans (Topic 965) - Employee Benefit Plan Master Trust Reporting ("ASU 2017-06"). This update clarifies the reporting requirements by an employee benefit plan for its interest in a master trust and removes redundancy relating to 401(h) account disclosures. The new guidance requires a plan's interest in a master trust to be presented in separate line items in the statement of net assets available and in the statement of changes in net assets available. The amendment removes the requirement to disclose the percentage interest in the master trust, and instead requires disclosure of the dollar amount of interest in each investment type. ASU 2017-06 is effective for fiscal years beginning after December 15, 2018, and will be applied retrospectively to each period where financial statements are presented. As such, the Corporation will adopt ASU 2017-06 as of January 1, 2019. The Corporation is currently evaluating the provisions of ASU 2017-06.

In March 2017, the FASB issued ASU No. 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost ("ASU 2017-07"). ASU 2017-07 improves the income statement presentation of net periodic benefit cost for an entity's pension and postretirement plans. The new standard requires employers to disaggregate current-service-costs from other components of net benefit cost and present it with other compensation costs in the income statement, and outside of income from operations if presented. The amendment also allows only the service-cost component of net benefit cost to be eligible for capitalization. ASU 2017-07 is effective for public business entities for annual periods, including interim periods within those annual periods, beginning after December 15, 2017, with early adoption allowed within the first interim period. The Corporation will adopt ASU 2017-07 as of January 1, 2018. Under the provision, entities must use a retrospective transition method to adopt the separate income statement presentation of the service costs and other components, and a prospective transition method for the capitalization of the service-cost component. The adoption of ASU 2017-07 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

#### Investment Securities

In March 2017, the FASB issued ASU No. 2017-08, Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities ("ASU 2017-08"), which shortens the amortization period for certain callable debt securities that are held at a premium. The update requires entities to amortize premium at the earliest call date, which will eliminate the recognition of a loss into earnings. Debt securities held at a discount will continue to be amortized as a yield adjustment over the life of the instrument. ASU 2017-08 requires a modified retrospective transition approach as an adjustment directly to retained earnings as of the beginning of the adoption period. ASU 2017-08 will be effective for public entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted for any interim or annual period. The adoption of ASU 2017-08 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

## Summary

The Corporation's net income was \$47.6 million, or \$0.67 per diluted share, in the first quarter of 2017, compared to net income of \$47.2 million, or \$0.66 per diluted share, in the fourth quarter of 2016 and net income of \$23.6 million, or \$0.60 per diluted share, in the first quarter of 2016. Net income included merger and acquisition-related expenses ("transaction expenses") of \$4.2 million in the first quarter of 2017, \$18.0 million in the fourth quarter of 2016 and \$2.6 million in the first quarter of 2016. Net income in the first quarter of 2017 additionally included a \$0.5 million detriment to earnings due to the change in fair value in loan servicing rights, compared to the benefit received from the change in fair value in loan servicing rights of \$6.3 million and net gain on the sale of branches of \$7.4 million in the fourth quarter of 2016. Excluding transaction expenses, net gain on sale of branches and the change in the fair value of loan servicing rights ("significant items"), net income was \$50.7 million, or \$0.71 per diluted share, in the first quarter of 2017, compared to \$49.9 million, or \$0.70 per diluted share, in the fourth quarter of 2016 and \$25.3 million, or \$0.65 per diluted share, in the first quarter of 2016.<sup>(1)</sup>

Return on average assets was 1.09% in both the first quarter of 2017 and the fourth quarter of 2016, compared to 1.02% in the first quarter of 2016. Return on average equity was 7.4% in both the first quarter of 2017 and the fourth quarter of 2016, compared to 9.3% in the first quarter of 2016. Excluding significant items, the Corporation's return on average assets was 1.16% in both the first quarter of 2017 and the fourth quarter of 2016, compared to 1.09% in the first quarter of 2016 and the Corporation's return on average shareholders' equity was 7.8% in both the first quarter of 2017 and the fourth quarter of 2016, compared to 9.9% in the first quarter of 2016.<sup>(1)</sup>

<sup>(1)</sup> Net income, excluding significant items, diluted earnings per share, excluding significant items, return on average assets, excluding significant items, and return on average shareholders' equity, excluding significant items, are non-GAAP financial measures. Please refer to the section entitled "Non-GAAP Financial Measures" included within this Management's Discussion and Analysis of Financial Condition and Results of Operations for a reconciliation to the most directly comparable GAAP financial measures.

**Chemical Financial Corporation**  
**Selected Quarterly Information**  
(Unaudited)

(Dollars in thousands, except per share data)	Three Months Ended		
	March 31, 2017	December 31, 2016	March 31, 2016
<b>Summary of Operations</b>			
Interest income	\$ 142,896	\$ 144,416	\$ 79,464
Interest expense	12,799	11,969	5,134
Net interest income	130,097	132,447	74,330
Provision for loan losses	4,050	6,272	1,500
Net interest income after provision for loan losses	126,047	126,175	72,830
Noninterest income	38,010	54,264	19,419
Operating expenses, excluding transaction expenses (non-GAAP)	100,029	96,286	56,293
Transaction expenses	4,167	18,016	2,594
Income before income taxes	59,861	66,137	33,362
Income tax expense	12,257	18,969	9,757
Net income	\$ 47,604	\$ 47,168	\$ 23,605
Significant items, net of tax	3,046	2,781	1,686
Net income, excluding significant items <sup>(1)</sup>	\$ 50,650	\$ 49,949	\$ 25,291
<b>Per Common Share Data</b>			
Net income:			
Basic	\$ 0.67	\$ 0.67	\$ 0.61
Diluted	0.67	0.66	0.60
Diluted, excluding significant items (non-GAAP) <sup>(1)</sup>	0.71	0.70	0.65
Cash dividends declared	0.27	0.27	0.26
Book value - period-end	36.56	36.57	26.99
Tangible book value - period-end <sup>(1)</sup>	20.32	20.20	19.20
Market value - period-end	51.15	54.17	35.69
<b>Key Ratios (annualized where applicable)</b>			
Net interest margin (GAAP)	3.41%	3.48%	3.50%
Net interest margin (taxable equivalent basis) (non-GAAP) <sup>(2)</sup>	3.49%	3.56%	3.60%
Efficiency ratio (GAAP)	62.0%	61.2%	62.8%
Efficiency ratio - adjusted (non-GAAP) <sup>(1)</sup>	57.4%	53.7%	57.6%
Return on average assets	1.09%	1.09%	1.02%
Return on average shareholders' equity	7.4%	7.4%	9.3%
Average shareholders' equity as a percent of average assets	14.8%	14.9%	11.0%
Capital ratios (period end):			
Tangible shareholders' equity as a percent of tangible assets <sup>(1)</sup>	8.8%	8.8%	8.2%
Total risk-based capital ratio	11.4%	11.5%	11.5%

<sup>(1)</sup>Net income, excluding significant items, diluted earnings per share, excluding significant items, tangible book value, adjusted efficiency ratio, and tangible equity to tangible assets are non-GAAP financial measures. Please refer to the section entitled "Non-GAAP Financial Measures" included within this Management's Discussion and Analysis of Financial Condition and Results of Operations for a reconciliation to the most directly comparable GAAP financial measures.

<sup>(2)</sup>Net interest margin (FTE) is a non-GAAP financial measure. Please refer to the section entitled "Average Balances, Fully Tax Equivalent (FTE) Interest and Effective Yields and Rates" included within this Management's Discussion and Analysis of Financial Condition and Results of Operations for a reconciliation to the most directly comparable GAAP financial measure.

## **Non-GAAP Financial Measures**

This report contains references to financial measures that are not defined in GAAP. Such non-GAAP financial measures include the Corporation's tangible book value per share, tangible equity to tangible assets ratio, presentation of net interest income and net interest margin on a fully taxable equivalent (FTE) basis and information presented excluding significant items, including net income, diluted earnings per share, return on average assets, return on average shareholders' equity, operating expenses and the efficiency ratio. Management believes these non-GAAP financial measures provide useful information to both management and investors that is supplementary to our financial condition and results of operations in accordance with GAAP; however, we acknowledge that these non-GAAP financial measures have a number of limitations. Limitations associated with non-GAAP financial measures include the risk that persons might disagree as to the appropriateness of items comprising these measures and that different companies might calculate these measures differently. These disclosures should not be considered an alternative to the Corporation's GAAP results.

A reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures is presented below. A reconciliation of net interest income and net interest margin (FTE) to the most directly comparable GAAP financial measure can be found under the subheading "Average Balances, Fully Taxable Equivalent (FTE) Interest and Effective Yields and Rates" of this report.

(Dollars in thousands, except per share data)	Three Months Ended		
	March 31, 2017	December 31, 2016	March 31, 2016
<b>Reconciliation of Non-GAAP Operating Results</b>			
<b>Net Income</b>			
Net income, as reported	\$ 47,604	\$ 47,168	\$ 23,605
Transaction expenses	4,167	18,016	2,594
Gain on sales of branch offices	—	(7,391)	—
Loan servicing rights change in fair value	519	(6,348)	—
Significant items	4,686	4,277	2,594
Income tax benefit <sup>(1)</sup>	(1,640)	(1,496)	(908)
Significant items, net of tax	3,046	2,781	1,686
Net income, excluding significant items	\$ 50,650	\$ 49,949	\$ 25,291
<b>Diluted Earnings Per Share</b>			
Diluted earnings per share, as reported	\$ 0.67	\$ 0.66	\$ 0.60
Effect of significant items, net of tax	0.04	0.04	0.05
Diluted earnings per share, excluding significant items	\$ 0.71	\$ 0.70	\$ 0.65
<b>Return on Average Assets</b>			
Return on average assets, as reported	1.09%	1.09%	1.02%
Effect of significant items, net of tax	0.07	0.07	0.07
Return on average assets, excluding significant items	1.16%	1.16%	1.09%
<b>Return on Average Shareholders' Equity</b>			
Return on average shareholders' equity, as reported	7.4%	7.4%	9.3%
Effect of significant items, net of tax	0.4	0.4	0.6
Return on average shareholders' equity, excluding significant items	7.8%	7.8%	9.9%
<b>Efficiency Ratio</b>			
Net interest income	\$ 130,097	\$ 132,447	\$ 74,330
Noninterest income	38,010	54,264	19,419
Total revenue - GAAP	168,107	186,711	93,749
Net interest income FTE adjustment	3,068	2,945	2,133
Loan servicing rights change in fair value (gains) losses	519	(6,348)	—
Gains on sale of branch offices	—	(7,391)	—
Gains from sale of investment securities and closed branch locations	(90)	(76)	(169)
Total revenue - Non-GAAP	\$ 171,604	\$ 175,841	\$ 95,713
Operating expenses - GAAP	\$ 104,196	\$ 114,302	\$ 58,887
Transaction expenses	(4,167)	(18,016)	(2,594)
Amortization of intangibles	(1,513)	(1,843)	(1,194)
Operating expenses - Non-GAAP	\$ 98,516	\$ 94,443	\$ 55,099
Efficiency ratio - GAAP	62.0%	61.2%	62.8%
Efficiency ratio - adjusted Non-GAAP	57.4%	53.7%	57.6%

(1) Assumes transaction expenses are deductible at an income tax rate of 35%, except for the impact of estimated nondeductible expenses incurred in periods when the Corporation completes merger and acquisition transactions.



(Dollars in thousands, except per share data)	March 31, 2017	December 31, 2016	March 31, 2016
<b>Tangible Book Value</b>			
Shareholders' equity, as reported	\$ 2,600,051	\$ 2,581,526	\$ 1,032,291
Goodwill, CDI and noncompete agreements, net of tax	(1,154,915)	(1,155,617)	(297,821)
Tangible shareholders' equity	\$ 1,445,136	\$ 1,425,909	\$ 734,470
Common shares outstanding	71,118	70,599	38,248
Book value per share (shareholders' equity, as reported, divided by common shares outstanding)	\$ 36.56	\$ 36.57	\$ 26.99
Tangible book value per share (tangible shareholders' equity divided by common shares outstanding)	\$ 20.32	\$ 20.20	\$ 19.20
<b>Tangible Shareholders' Equity to Tangible Assets</b>			
Total assets	\$ 17,636,973	\$ 17,355,179	\$ 9,303,632
Goodwill, CDI and noncompete agreements, net of tax	(1,154,915)	(1,155,617)	(297,821)
Tangible assets	\$ 16,482,058	\$ 16,199,562	\$ 9,005,811
Shareholders' equity to total assets	14.7%	14.9%	11.1%
Tangible shareholders' equity to tangible assets	8.8%	8.8%	8.2%

## Financial Condition

### Total Assets

Total assets were \$17.64 billion at March 31, 2017, an increase of \$281.8 million, or 1.6%, from total assets of \$17.36 billion at December 31, 2016. The increase in total assets during the three months ended March 31, 2017 was primarily attributable to loan growth that was funded by a combination of organic growth in customer deposits and an increase in FHLB advances.

Interest-earning assets were \$15.62 billion at March 31, 2017, an increase of \$350.3 million, or 2.3%, from interest-earning assets of \$15.26 billion at December 31, 2016.

Average assets were \$17.47 billion during the three months ended March 31, 2017, an increase of \$209.4 million, or 1.2%, from average assets of \$17.26 billion during the three months ended December 31, 2016. The increase in average assets during the three months ended March 31, 2017, was attributable to net loan growth.

## Investment Securities

The following tables summarize the maturities and yields of the carrying value of investment securities by investment category, and fair value by investment category, at March 31, 2017 and December 31, 2016.

(Dollars in thousands)	Maturity as of March 31, 2017 <sup>(1)</sup>										
	Within One Year		After One but Within Five Years		After Five but Within Ten Years		After Ten Years		Total Carrying Value <sup>(2)</sup>		Total Fair Value
	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	
<b>Available-for-Sale:</b>											
U.S. Treasury securities	\$ 5,793	0.95%	\$ —	—%	\$ —	—%	\$ —	—%	\$ 5,793	0.95%	\$ 5,793
Government sponsored agencies	73,714	1.24	80,678	1.57	63,629	1.84	6,318	2.07	224,339	1.55	224,339
State and political subdivisions	11,631	2.59	72,232	2.06	117,659	2.43	98,887	2.96	300,409	2.52	300,409
Residential mortgage-backed securities	52,257	1.54	137,778	1.60	43,718	2.09	22,791	2.28	256,544	1.73	256,544
Collateralized mortgage obligations	92,391	2.18	185,020	2.24	77,324	2.35	12,586	2.40	367,321	2.25	367,321
Corporate bonds	10,898	1.50	48,998	1.89	29,357	3.66	—	—	89,253	2.42	89,253
Preferred stock and trust preferred securities	—	—	—	—	8,561	3.08	23,626	2.86	32,187	2.92	32,187
Total investment securities available-for-sale	246,684	1.72	524,706	1.91	340,248	2.38	164,208	2.77	1,275,846	2.11	1,275,846
<b>Held-to-Maturity:</b>											
State and political subdivisions	70,242	3.41	271,055	3.65	146,712	3.65	158,683	4.04	646,692	3.72	639,450
Trust preferred securities	—	—	—	—	—	—	500	4.00	500	4.00	350
Total investment securities held-to-maturity	70,242	3.41	271,055	3.65	146,712	3.65	159,183	4.04	647,192	3.72	639,800
Total investment securities	\$ 316,926	2.10%	\$ 795,761	2.50%	\$ 486,960	2.76%	\$ 323,391	3.40%	\$ 1,923,038	2.65%	\$ 1,915,646

- (1) Residential mortgage-backed securities, collateralized mortgage obligations and certain government sponsored agencies are based on scheduled principal maturity. All other investment securities are based on final contractual maturity.
- (2) The aggregate book value of securities issued by any single issuer, other than the U.S. government and government sponsored agencies, did not exceed 10% of the Corporation's shareholders' equity.
- (3) Yields are weighted by amount and time to contractual maturity, are on a taxable equivalent basis using a 35% federal income tax rate and are based on carrying value. Yields disclosed are actual yields based on carrying value at March 31, 2017. Approximately 14% of the Corporation's investment securities at March 31, 2017 were variable-rate financial instruments.

(Dollars in thousands)	Maturity as of December 31, 2016 <sup>(1)</sup>										Total Fair Value
	Within One Year		After One but Within Five Years		After Five but Within Ten Years		After Ten Years		Total Carrying Value <sup>(2)</sup>		
	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	Amount	Yield <sup>(3)</sup>	
<b>Available-for-Sale:</b>											
U.S. Treasury securities	\$ 5,793	0.95%	\$ —	—%	\$ —	—%	\$ —	—%	\$ 5,793	0.95%	\$ 5,793
Government sponsored agencies	71,233	1.11	82,888	1.43	56,363	1.78	4,527	1.85	215,011	1.42	215,011
State and political subdivisions	9,438	2.53	70,435	2.11	116,239	2.39	103,976	2.94	300,088	2.52	300,088
Residential mortgage-backed securities	54,204	1.55	143,937	1.60	48,400	2.08	25,741	2.31	272,282	1.74	272,282
Collateralized mortgage obligations	87,400	2.04	135,646	2.26	79,496	2.42	17,483	2.58	320,025	2.26	320,025
Corporate bonds	7,778	1.47	52,315	1.85	29,381	3.66	—	—	89,474	2.41	89,474
Preferred stock and trust preferred securities	—	—	—	—	—	—	32,291	2.95	32,291	2.95	32,291
<b>Total investment securities available-for-sale</b>	<b>235,846</b>	<b>1.62</b>	<b>485,221</b>	<b>1.86</b>	<b>329,879</b>	<b>2.36</b>	<b>184,018</b>	<b>2.79</b>	<b>1,234,964</b>	<b>2.09</b>	<b>1,234,964</b>
<b>Held-to-Maturity:</b>											
State and political subdivisions	66,090	2.18	262,136	2.74	145,225	3.90	149,476	3.13	622,927	3.04	608,221
Trust preferred securities	—	—	—	—	—	—	500	4.00	500	4.00	310
<b>Total investment securities held-to-maturity</b>	<b>66,090</b>	<b>2.18</b>	<b>262,136</b>	<b>2.74</b>	<b>145,225</b>	<b>3.90</b>	<b>149,976</b>	<b>3.13</b>	<b>623,427</b>	<b>3.05</b>	<b>608,531</b>
<b>Total investment securities</b>	<b>\$ 301,936</b>	<b>1.74%</b>	<b>\$ 747,357</b>	<b>2.17%</b>	<b>\$ 475,104</b>	<b>2.83%</b>	<b>\$ 333,994</b>	<b>2.95%</b>	<b>\$ 1,858,391</b>	<b>2.41%</b>	<b>\$ 1,843,495</b>

- (1) Residential mortgage-backed securities, collateralized mortgage obligations and certain government sponsored agencies are based on scheduled principal maturity. All other investment securities are based on final contractual maturity.
- (2) The aggregate book value of securities issued by any single issuer, other than the U.S. government and government sponsored agencies, did not exceed 10% of the Corporation's shareholders' equity.
- (3) Yields are weighted by amount and time to contractual maturity, are on a taxable equivalent basis using a 35% federal income tax rate and are based on carrying value. Yields disclosed are actual yields based on carrying value at December 31, 2016. Approximately 10% of the Corporation's investment securities at December 31, 2016 were variable-rate financial instruments.

The Corporation utilizes third-party pricing services to obtain market value prices for its investment security portfolio. On a quarterly basis, the Corporation validates the reasonableness of prices received from third-party pricing services through independent price verification on a sample of investment securities in the portfolio, data integrity validation based upon comparison of current market prices to prior period market prices and analysis of overall expectations of movement in market prices based upon the changes in the related yield curves and other market factors. On a quarterly basis, the Corporation reviews the pricing methodology of the third-party pricing vendors and the results of the vendors' internal control assessments to ensure the integrity of the process that the vendor uses to develop market pricing for the Corporation's investment securities portfolio.

The carrying value of investment securities totaled \$1.92 billion at March 31, 2017, an increase of \$64.6 million, or 3.5%, from investment securities of \$1.86 billion at December 31, 2016.

The Corporation's investment securities portfolio as of March 31, 2017 had a weighted average life of approximately 4.2 years and an effective duration of approximately 2.6 years.

The following table summarizes the carrying value of investment securities at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	March 31, 2017	December 31, 2016
Available-for-sale:		
U.S. Treasury securities	\$ 5,793	\$ 5,793
Government sponsored agencies	224,339	215,011
State and political subdivisions	300,409	300,088
Residential mortgage-backed securities	256,544	272,282
Collateralized mortgage obligations	367,321	320,025
Corporate bonds	89,253	89,474
Preferred stock and trust preferred securities	32,187	32,291
Total investment securities available-for-sale	<u>1,275,846</u>	<u>1,234,964</u>
Held-to-maturity:		
State and political subdivisions	646,692	622,927
Trust preferred securities	500	500
Total investment securities held-to-maturity	<u>647,192</u>	<u>623,427</u>
Total investment securities	<u>\$ 1,923,038</u>	<u>\$ 1,858,391</u>

At March 31, 2017, the Corporation's investment securities portfolio consisted of: U.S. Treasury securities, comprised of fixed-rate government debt instruments issued by the U.S. Department of Treasury, totaling \$5.8 million; government sponsored agency (GSA) debt obligations, comprised primarily of fixed-rate instruments backed by Federal Home Loan Banks, Federal Farm Credit Banks and the Student Loan Marketing Corporation, totaling \$224.3 million; state and political subdivisions debt obligations, comprised of general debt obligations of issuers mostly located in the State of Michigan, totaling \$947.1 million; residential mortgage-backed securities (MBSs), comprised primarily of fixed-rate instruments backed by a U.S. government agency (Government National Mortgage Association) or government sponsored enterprises (Federal Home Loan Mortgage Corporation and Federal National Mortgage Association), totaling \$256.5 million; collateralized mortgage obligations (CMOs), comprised of approximately 89.0% fixed-rate and 11.0% variable-rate instruments backed by the same U.S. government agency and government sponsored enterprises as the residential MBSs, with average maturities of less than three years, totaling \$367.3 million; corporate bonds, comprised primarily of debt obligations of large U.S. global financial organizations, totaling \$89.3 million; and preferred stock and trust preferred securities (TRUPs), comprised of preferred stock debt instruments of two large regional/national banks and variable-rate TRUPs from both a publicly-traded bank holding company and a small non-public bank holding company, totaling \$32.7 million. Fixed-rate instruments comprised approximately 86.0% of the Corporation's investment securities portfolio at March 31, 2017.

The Corporation records all investment securities in accordance with ASC Topic 320, Investments-Debt and Equity Securities (ASC 320), under which the Corporation is required to access equity and debt securities that have fair values below their amortized cost basis to determine whether the decline (impairment) is other-than-temporary. An assessment is performed quarterly by the Corporation to determine whether unrealized losses in its investment securities portfolio are temporary or other-than-temporary by considering all reasonably available information. The Corporation reviews factors such as financial statements, credit ratings, news releases and other pertinent information of the underlying issuer or company to make its determination. In assessing whether a decline is other-than-temporary, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than amortized cost, (ii) the financial condition and near-term prospects of the issuer, (iii) the potential for impairments in an entire industry or sub-sector and (iv) the potential for impairments in certain economically depressed geographical locations.

The Corporation's investment securities portfolio, with a carrying value of \$1.92 billion at March 31, 2017, had gross unrealized losses of \$31.8 million at that date. Management believed that the unrealized losses on investment securities at March 31, 2017 were temporary in nature and due primarily to changes in interest rates on the investment securities and market illiquidity, and not as a result of credit-related issues. Accordingly, the Corporation believed the unrealized losses in its investment securities portfolio at March 31, 2017 were temporary in nature and, therefore, no impairment loss was recognized in the Corporation's Consolidated Statement of Income for the three months ended March 31, 2017. However, other-than-temporary impairment (OTTI) may occur in the future as a result of material declines in the fair value of investment securities resulting from market, credit, economic or other conditions. A further discussion of the assessment of potential impairment and the Corporation's process that resulted in the conclusion that the impairment was temporary in nature follows.

At March 31, 2017, the gross unrealized losses in the Corporation's investment securities portfolio of \$31.8 million were comprised as follows: state and political subdivisions securities of \$20.3 million; GSA securities, residential MBSs and CMOs, combined, of \$9.8 million; corporate bonds of \$1.2 million; and preferred stock and TRUPs of \$0.4 million. The amortized costs and fair values of investment securities are disclosed in Note 4 to the Consolidated Financial Statements.

State and political subdivisions securities, included in the available-for-sale and the held-to-maturity investment securities portfolios, had an amortized cost of \$956.2 million and gross unrealized losses of \$20.3 million at March 31, 2017. The Corporation's state and political subdivisions securities are almost entirely from issuers mostly located in the State of Michigan and of which approximately 76.0% are general obligations of the issuer, meaning that repayment of these obligations is funded by general tax collections of the issuer. The gross unrealized losses were attributable to state and political subdivisions securities with an amortized cost of \$752.3 million that generally mature beyond 2018. It was the Corporation's assessment that the unrealized losses on these investment securities were attributable to current market interest rates being slightly higher than the yield on these investment securities and illiquidity in the market due to the nature of a portion of these investment securities. The Corporation concluded that the unrealized losses in its state and political subdivisions securities were temporary in nature at March 31, 2017.

GSA securities, residential MBSs and CMOs, included in the available-for-sale investment securities portfolio, had a combined amortized cost of \$857.8 million and gross unrealized losses of \$9.8 million at March 31, 2017. Virtually all of the investment securities in these categories are backed by the full faith and credit of the U.S. government or a guarantee of a U.S. government agency or government sponsored enterprise. The Corporation determined that the unrealized losses on these investment securities were attributable to current market interest rates being higher than the yields being earned on these investment securities. The Corporation concluded that the unrealized losses in its GSA securities, residential MBSs and CMOs were temporary in nature at March 31, 2017.

Corporate bonds included in the available-for-sale investment securities portfolio, had an amortized cost of \$90.4 million and gross unrealized losses of \$1.2 million at March 31, 2017. The investment securities in this category are investment grade securities and none have had recent downgrades. The Corporation determined that the unrealized losses on these investment securities were attributable to current market interest rates being higher than the yields being earned on these investment securities. The Corporation concluded that the unrealized loss was temporary in nature at March 31, 2017.

At March 31, 2017, the Corporation held one TRUP in the held-to-maturity investment securities portfolio, with an amortized cost of \$0.5 million and gross unrealized loss of \$0.2 million. This TRUP represents a 10% interest in the TRUP of a well-capitalized non-public bank holding company in Michigan. The principal of \$0.5 million of this TRUP matures in 2033, with interest payments due quarterly. All scheduled interest payments on this TRUP have been made on a timely basis. The Corporation determined that the unrealized loss on this TRUP was attributable to lack of liquidity for issuances of this size. The Corporation concluded that the unrealized loss was temporary in nature at March 31, 2017.

At March 31, 2017, the Corporation expected to fully recover the entire amortized cost basis of each investment security in an unrealized loss position in its investment securities portfolio at that date. Furthermore, at March 31, 2017, the Corporation did not have the intent to sell any of its investment securities in an unrealized loss position and believed that it was more-likely-than-not that the Corporation would not have to sell any of its investment securities before a full recovery of amortized cost. However, there can be no assurance that OTTI losses will not be recognized on any other investment security in the future.

## Loans

The Corporation's loan portfolio is comprised of commercial, commercial real estate and real estate construction and land development loans, referred to as the Corporation's commercial loan portfolio, and residential mortgage, consumer installment and home equity loans, referred to as the Corporation's consumer loan portfolio. At March 31, 2017, the Corporation's loan portfolio was \$13.27 billion and consisted of loans in the commercial loan portfolio totaling \$7.81 billion, or 58.8% of total loans, and loans in the consumer loan portfolio totaling \$5.47 billion, or 41.2% of total loans. Loans at fixed interest rates comprised 57.5% of the Corporation's total loan portfolio at March 31, 2017, compared to 73.4% at December 31, 2016.

Chemical Bank is a full-service commercial bank and the acceptance and management of credit risk is an integral part of the Corporation's business. The Corporation maintains loan policies and credit underwriting standards as part of the process of managing credit risk. These standards include making loans generally only within the Corporation's market areas. The Corporation's lending markets generally consist of communities throughout Michigan and additional communities located within Ohio, western Pennsylvania and northern Indiana. The Corporation has no foreign loans or any loans to finance highly leveraged transactions. The Corporation's lending philosophy is implemented through strong administrative and reporting controls. The Corporation maintains a centralized independent loan review function that monitors the approval process and ongoing asset quality of the loan portfolio.

Total loans were \$13.27 billion at March 31, 2017, an increase of \$282.6 million, or 2.2%, from total loans of \$12.99 billion at December 31, 2016 and an increase of \$5.91 billion, or 80.2%, from total loans of \$7.37 billion at March 31, 2016. The Corporation experienced organic loan growth of \$282.6 million during the first quarter of 2017 and \$1.02 billion during the twelve months ended March 31, 2017. The Corporation added \$4.88 billion of loans as part of the merger with Talmer on August 31, 2016.

A summary of the Corporation's acquisition-related loan growth during the twelve months ended March 31, 2017 follows:

<b>(Dollars in thousands)</b>	<b>Talmer Bancorp, Inc. (August 31, 2016)</b>
<b>Commercial loan portfolio:</b>	
Commercial	\$ 1,223,179
Commercial real estate	1,589,900
Real estate construction	166,364
Subtotal	2,979,443
<b>Consumer loan portfolio:</b>	
Residential mortgage	1,531,641
Consumer installment	158,835
Home equity	212,483
Subtotal	1,902,959
Total loans	\$ 4,882,402

The following table includes the composition of the Corporation's loan portfolio, by major loan category, as of March 31, 2017 and December 31, 2016.

(Dollars in thousands)	March 31, 2017	December 31, 2016
Commercial loan portfolio:		
Commercial	\$ 3,253,608	\$ 3,217,300
Commercial real estate:		
Owner-occupied	1,705,653	1,697,238
Non-owner occupied	2,316,846	2,217,594
Vacant land	75,272	58,308
Total commercial real estate	4,097,771	3,973,140
Real estate construction and land development	453,811	403,772
Subtotal - commercial loan portfolio	7,805,190	7,594,212
Consumer loan portfolio:		
Residential mortgage	3,133,465	3,086,474
Consumer installment	1,481,057	1,433,884
Home equity	853,680	876,209
Subtotal - consumer loan portfolio	5,468,202	5,396,567
Total loans	\$ 13,273,392	\$ 12,990,779

A discussion of the Corporation's loan portfolio by category follows.

#### Commercial Loan Portfolio

The Corporation's commercial loan portfolio is comprised of commercial loans, commercial real estate loans, real estate construction loans and land development loans. The Corporation's commercial loan portfolio is well diversified across business lines and has no concentration in any one industry. The commercial loan portfolio of \$7.81 billion at March 31, 2017 included 150 loan relationships of \$5.0 million or greater. These 150 loan relationships totaled \$2.16 billion, which represented 27.7% of the commercial loan portfolio at March 31, 2017 and included 110 loan relationships that had outstanding balances of \$10.0 million or higher, totaling \$1.85 billion, or 23.7% of the commercial loan portfolio, at that date. The Corporation had 29 loan relationships that had outstanding balances of \$20.0 million or higher, totaling \$758.5 million, or 9.7% of the commercial loan portfolio, at March 31, 2017. The Corporation had 40 loan relationships at March 31, 2017 with loan balances greater than \$5.0 million and less than \$10.0 million, totaling \$327.5 million, that had unfunded credit commitments totaling \$233.3 million that, if advanced, could result in a loan relationship of \$10.0 million or more.

The following table presents contractual maturities of the Corporation's \$7.81 billion commercial loan portfolio at March 31, 2017. The percentage of these loans maturing within one year was 21.4% at March 31, 2017, while the percentage of these loans maturing beyond five years remained low at 23.0% at March 31, 2017. At March 31, 2017, loans in the commercial loan portfolio with maturities beyond one year totaled \$6.13 billion, with 64.0% of these loans at fixed interest rates.

(Dollars in thousands)	March 31, 2017			
	Due In			
	1 Year or Less	1 to 5 Years	Over 5 Years	Total
Loan maturities:				
Commercial	\$ 1,047,947	\$ 1,737,332	\$ 468,329	\$ 3,253,608
Commercial real estate	528,332	2,366,441	1,202,998	4,097,771
Real estate construction and land development	95,137	237,063	121,611	453,811
Total	\$ 1,671,416	\$ 4,340,836	\$ 1,792,938	\$ 7,805,190
Percent of total	21.4%	55.6%	23.0%	100.0%
Interest sensitivity of above loans:				
Fixed interest rates	\$ 564,255	\$ 2,978,912	\$ 946,427	\$ 4,489,594
Variable interest rates	1,107,161	1,361,924	846,511	3,315,596
Total	\$ 1,671,416	\$ 4,340,836	\$ 1,792,938	\$ 7,805,190

The following table presents the contractual maturities of the Corporation's \$7.59 billion commercial loan portfolio at December 31, 2016.

(Dollars in thousands)	December 31, 2016			
	Due In			Total
	1 Year or Less	1 to 5 Years	Over 5 Years	
<b>Loan maturities:</b>				
Commercial	\$ 1,064,276	\$ 1,739,072	\$ 413,952	\$ 3,217,300
Commercial real estate	517,175	2,333,992	1,121,973	3,973,140
Real estate construction and land development	91,514	223,846	88,412	403,772
<b>Total</b>	<b>\$ 1,672,965</b>	<b>\$ 4,296,910</b>	<b>\$ 1,624,337</b>	<b>\$ 7,594,212</b>
Percent of total	22.0%	56.6%	21.4%	100.0%
<b>Interest sensitivity of above loans:</b>				
Fixed interest rates	\$ 572,841	\$ 2,972,849	\$ 1,080,768	\$ 4,626,458
Variable interest rates	1,100,124	1,324,061	543,569	2,967,754
<b>Total</b>	<b>\$ 1,672,965</b>	<b>\$ 4,296,910</b>	<b>\$ 1,624,337</b>	<b>\$ 7,594,212</b>

Commercial loans consist of loans and lines of credit to varying types of businesses, including municipalities, school districts and nonprofit organizations, for the purpose of supporting working capital and operational needs and term financing of equipment. Repayment of such loans is generally provided through operating cash flows of the customer. Commercial loans are generally secured with inventory, accounts receivable, equipment, personal guarantees of the owner or other sources of repayment, although the Corporation may also obtain real estate as collateral.

Commercial loans were \$3.25 billion at March 31, 2017, an increase of \$36.3 million, or 1.1%, from commercial loans of \$3.22 billion at December 31, 2016. Commercial loans represented 24.5% of the Corporation's loan portfolio at March 31, 2017, compared to 24.8% at December 31, 2016.

Commercial real estate loans include loans that are secured by real estate occupied by the borrower for ongoing operations, non-owner occupied real estate leased to one or more tenants and vacant land that has been acquired for investment or future land development. Commercial real estate loans were \$4.10 billion at March 31, 2017, an increase of \$124.6 million, or 3.1%, from commercial real estate loans of \$3.97 billion at December 31, 2016. Loans secured by owner occupied properties, non-owner occupied properties and vacant land comprised 41.6%, 56.6% and 1.8%, respectively, of the Corporation's commercial real estate loans outstanding at March 31, 2017. Commercial real estate loans represented 30.9% of the Corporation's loan portfolio at March 31, 2017, compared to 30.6% at December 31, 2016.

Commercial and commercial real estate lending are generally considered to involve a higher degree of risk than residential mortgage, consumer installment and home equity lending as they typically involve larger loan balances concentrated in a single borrower. In addition, the payment experience on loans secured by income-producing properties and vacant land loans is typically dependent on the success of the operation of the related project and is typically affected by adverse conditions in the real estate market and in the economy. The Corporation generally attempts to mitigate the risks associated with commercial and commercial real estate lending by, among other things, lending primarily in its market areas, lending across industry lines, not developing a concentration in any one line of business and using prudent loan-to-value ratios in the underwriting process. It is management's belief that the Corporation's commercial and commercial real estate loan portfolios are generally well-secured.

Real estate construction loans are primarily originated for construction of commercial properties and often convert to a commercial real estate loan at the completion of the construction period. Land development loans include loans made to developers for the purpose of infrastructure improvements to vacant land to create finished marketable residential and commercial lots/land. A majority of the Corporation's land development loans consist of loans to develop residential real estate. Land development loans are generally originated as interest only with the intention that the loan principal balance will be repaid through the sale of finished properties by the developers within twelve months of the completion date. Real estate construction and land development loans were \$453.8 million at March 31, 2017, an increase of \$50.0 million or 12.4%, compared to \$403.8 million at December 31, 2016. Real estate construction and land development loans represented 3.4% of the Corporation's loan portfolio at March 31, 2017, compared to 3.1% at December 31, 2016.



Real estate construction and land development lending involves a higher degree of risk than commercial real estate lending and residential mortgage lending because of the uncertainties of construction, including the possibility of costs exceeding the initial estimates, the need to obtain a tenant or purchaser of the property if it will not be owner-occupied or the need to sell developed properties. The Corporation generally attempts to mitigate the risks associated with real estate construction and land development lending by, among other things, lending primarily in its market areas, using prudent underwriting guidelines and closely monitoring the construction process. At March 31, 2017, \$0.2 million or 0.1%, of the Corporation's \$453.8 million of real estate construction and land development loans were considered impaired, whereby the Corporation determined it was probable that the full amount of principal and interest would not be collected on these loans in accordance with their original contractual terms. At December 31, 2016, \$0.3 million, or 0.1%, of the Corporation's \$403.8 million of real estate and construction and land development loans were considered impaired.

### **Consumer Loan Portfolio**

The Corporation's consumer loan portfolio is comprised of residential mortgage loans, consumer installment loans and home equity loans and lines of credit.

Residential mortgage loans consist primarily of one- to four-family residential loans with fixed interest rates of fifteen years or less, with amortization periods generally from fifteen to thirty years. The loan-to-value ratio at the time of origination is generally 80% or less. Loans with more than an 80% loan-to-value ratio generally require private mortgage insurance.

Residential mortgage loans were \$3.13 billion at March 31, 2017, an increase of \$47.0 million, or 1.5%, from residential mortgage loans of \$3.09 billion at December 31, 2016. Residential mortgage loans historically involve the least amount of credit risk in the Corporation's loan portfolio, although the risk on these loans increased during the most recent economic downturn when the unemployment rate increased and real estate property values declined. Residential mortgage loans also include loans to consumers for the construction of single family residences that are secured by these properties. Residential mortgage construction loans to consumers were \$191.1 million at March 31, 2017, compared to \$169.5 million at December 31, 2016. Residential mortgage loans represented 23.6% of the Corporation's loan portfolio at March 31, 2017, compared to 23.8% of the Corporation's loan portfolio at December 31, 2016. The Corporation had residential mortgage loans with maturities beyond five years and that were at fixed interest rates totaling \$489.4 million at March 31, 2017, compared to \$463.8 million at December 31, 2016.

The Corporation's consumer installment loans consist of relatively small loan amounts to consumers to finance personal items (primarily automobiles, recreational vehicles and marine vehicles) and are comprised primarily of indirect loans purchased from dealerships. Consumer installment loans were \$1.48 billion at March 31, 2017, an increase of \$47.2 million, or 3.3%, from consumer installment loans of \$1.43 billion at December 31, 2016. At March 31, 2017, collateral securing consumer installment loans was comprised approximately as follows: automobiles - 61.2%; recreational vehicles - 18.0%; marine vehicles - 16.2%; other collateral - 3.6%; and unsecured - 1.0%. Consumer installment loans represented 11.2% of the Corporation's loan portfolio at March 31, 2017, compared to 11.0% at December 31, 2016.

The Corporation's home equity loans, including home equity lines of credit, are comprised of loans to consumers who utilize equity in their personal residence, including junior lien mortgages, as collateral to secure the loan or line of credit. Home equity loans were \$853.7 million at March 31, 2017, a decrease of \$22.5 million, or 2.6%, from home equity loans of \$876.2 million at December 31, 2016. At March 31, 2017, approximately 66.5% of the Corporation's home equity loans were first lien mortgages and 33.5% were junior lien mortgages. Home equity loans represented 6.4% of the Corporation's loan portfolio at March 31, 2017, compared to 6.7% at December 31, 2016. Home equity lines of credit comprised \$430.3 million, or 50.4%, of the Corporation's home equity loans at March 31, 2017, compared to \$437.8 million, or 49.3%, of home equity loans at December 31, 2016. The majority of the Corporation's home equity lines of credit are comprised of loans with payments of interest only and original maturities of up to ten years. These home equity lines of credit include junior lien mortgages whereby the first lien mortgage is held by a nonaffiliated financial institution.

Consumer installment and home equity loans generally have shorter terms than residential mortgage loans, but generally involve more credit risk than residential mortgage lending because of the type and nature of the collateral. The Corporation experienced net credit losses on consumer installment and home equity loans totaling 29 basis points (annualized) of average consumer installment and home equity loans during the first three months of 2017, compared to 15 basis points of average consumer installment and home equity loans in all of 2016. Consumer installment and home equity loans are spread across many individual borrowers, which minimizes the risk per loan transaction. The Corporation originates consumer installment and home equity loans utilizing a computer-based credit scoring analysis to supplement the underwriting process. Consumer installment and home equity lending collections are dependent on the borrowers' continuing financial stability and are more likely to be affected by adverse personal situations. Collateral values on properties securing consumer installment and home equity loans are negatively impacted by many factors, including the physical condition of the collateral and property values, although losses on consumer installment and home equity loans are often more significantly impacted by the unemployment rate and other economic conditions. The unemployment rates in Michigan, Ohio and Indiana were 5.1%, 5.1% and 3.9%, respectively, at March 31, 2017, compared to 5.0%, 4.9% and 4.0%, respectively, at December 31, 2016. The national average unemployment rate was 4.5% at March 31, 2017.

## Asset Quality

### Summary of Impaired Assets and Past Due Loans

A loan is impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans included nonperforming loans and all troubled debt restructurings ("TDRs").

Nonperforming assets consist of loans for which the accrual of interest has been discontinued, other real estate owned acquired through acquisitions or mergers, other real estate owned obtained through foreclosures and other repossessed assets. We do not consider accruing TDRs to be nonperforming assets. The level of nonaccrual is an important element in assessing asset quality. The Corporation transfers an originated loan that is 90 days or more past due to nonaccrual status, unless it believes the loan is both well-secured and in the process of collection. For loans classified as nonaccrual, including those with modifications, the Corporation does not expect to receive all principal and interest payments, and therefore, any payments are recognized as principal reductions when received.

Acquired loans, accounted for under ASC 310-30, that are not performing in accordance with contractual terms are not reported as nonperforming because these loans are recorded in pools at their net realizable value based on the principal and interest the Corporation expects to collect on these loans.

Nonperforming assets were \$64.2 million at March 31, 2017, an increase of \$2.7 million, or 4.4%, from \$61.5 million at December 31, 2016. Nonperforming assets represented 0.36% and 0.35% of total assets at March 31, 2017 and December 31, 2016, respectively. The Corporation's nonperforming assets are not concentrated in any one industry or any one geographical area.

The following schedule provides a summary of impaired assets:

(Dollars in thousands)	March 31, 2017	December 31, 2016
<b>Nonaccrual loans:</b>		
Commercial	\$ 16,717	\$ 13,178
Commercial real estate	20,828	19,877
Real estate construction and land development	79	80
Residential mortgage	6,749	6,969
Consumer installment	755	879
Home equity	2,713	3,351
Total nonaccrual loans	<u>47,841</u>	<u>44,334</u>
<b>Other real estate and repossessed assets</b>	<b>16,395</b>	<b>17,187</b>
Total nonperforming assets	<u>64,236</u>	<u>61,521</u>
<b>Accruing troubled debt restructurings</b>		
Commercial loan portfolio	41,055	45,388
Consumer loan portfolio	16,003	17,147
Total performing troubled debt restructurings	<u>57,058</u>	<u>62,535</u>
Total impaired assets	<u>\$ 121,294</u>	<u>\$ 124,056</u>
<b>Accruing loans contractually past due 90 days or more as to interest or principal payments, excluding loans accounted for under ASC 310-30</b>		
Commercial loan portfolio	\$ 2,523	\$ 288
Consumer loan portfolio	1,169	995
Total accruing loans contractually past due 90 days or more as to interest or principal payments	<u>\$ 3,692</u>	<u>\$ 1,283</u>
Nonperforming loans as a percent of total loans	<u>0.36%</u>	0.34%
Nonperforming assets as a percent of total assets	<u>0.36%</u>	0.35%
Impaired assets as a percent of total assets	<u>0.69%</u>	0.71%

The Corporation's nonaccrual loans that meet the definition of a TDR (nonaccrual TDR) totaled \$27.9 million at March 31, 2017, compared to \$30.5 million at December 31, 2016, respectively. These loans have been modified by providing the borrower a financial concession that is intended to improve the Corporation's probability of collection of the amounts due.

The following schedule summarizes impaired loans to commercial borrowers and the related valuation allowance at March 31, 2017 and December 31, 2016 and partial loan charge-offs (confirmed losses) taken on these impaired loans:

(Dollars in thousands)	Amount	Valuation Allowance	Confirmed Losses	Cumulative Inherent Loss Percentage
<b>March 31, 2017</b>				
Impaired loans – originated commercial loan portfolio:				
With valuation allowance and no charge-offs	\$ 37,063	\$ 2,429	\$ —	7%
With valuation allowance and charge-offs	9,718	1,292	9,062	55
With charge-offs and no valuation allowance	4,742	—	9,660	67
Without valuation allowance or charge-offs	27,156	—	—	—
Total impaired loans to commercial borrowers	<u>\$ 78,679</u>	<u>\$ 3,721</u>	<u>\$ 18,722</u>	<u>23%</u>
<b>December 31, 2016</b>				
Impaired loans – originated commercial loan portfolio:				
With valuation allowance and no charge-offs	\$ 41,305	\$ 4,377	\$ —	11%
With valuation allowance and charge-offs	9,115	857	10,524	58
With charge-offs and no valuation allowance	4,001	—	6,665	62
Without valuation allowance or charge-offs	24,102	—	—	—
Total impaired loans to commercial borrowers	<u>\$ 78,523</u>	<u>\$ 5,234</u>	<u>\$ 17,189</u>	<u>23%</u>

After analyzing the various components of the customer relationships and evaluating the underlying collateral of impaired loans, the Corporation determined that impaired loans in the commercial loan portfolio totaling \$46.8 million at March 31, 2017 required a specific allocation of the allowance for loan losses (valuation allowance) of \$3.7 million, compared to \$50.4 million of impaired loans in the commercial loan portfolio at December 31, 2016 which required a valuation allowance of \$5.2 million. The decrease in the allowance coverage on impaired loans in the commercial loan portfolio was due to overall improvements in the appraised values for the collateral dependent impaired loans, principal paydowns and charge-offs previously taken.

#### Nonperforming Loans

The following schedule provides the composition of nonperforming loans, by major loan category, as of March 31, 2017 and December 31, 2016.

(Dollars in thousands)	March 31, 2017		December 31, 2016	
	Amount	Percent of total	Amount	Percent of total
Commercial loan portfolio:				
Commercial	\$ 16,717	34.9%	\$ 13,178	29.7%
Commercial real estate	20,828	43.5	19,877	44.8
Real estate construction and land development	79	0.2	80	0.2
Subtotal-commercial loan portfolio	<u>37,624</u>	<u>78.6</u>	<u>33,135</u>	<u>74.7</u>
Consumer loan portfolio:				
Residential mortgage	6,749	14.1	6,969	15.7
Consumer installment	755	1.6	879	2.0
Home equity	2,713	5.7	3,351	7.6
Subtotal-consumer loan portfolio	<u>10,217</u>	<u>21.4</u>	<u>11,199</u>	<u>25.3</u>
Total nonperforming loans	<u>\$ 47,841</u>	<u>100.0%</u>	<u>\$ 44,334</u>	<u>100.0%</u>

Total nonperforming loans were \$47.8 million at March 31, 2017, an increase of \$3.5 million, or 7.9%, compared to \$44.3 million at December 31, 2016. The Corporation's nonperforming loans in the commercial loan portfolio were \$37.6 million at March 31, 2017, an increase of \$4.5 million, or 13.5%, from \$33.1 million at December 31, 2016. Nonperforming loans in the commercial loan portfolio comprised 78.6% of total nonperforming loans at March 31, 2017, compared to 74.7% at December 31,

2016. The Corporation's nonperforming loans in the consumer loan portfolio were \$10.2 million at March 31, 2017, a decrease of \$1.0 million, or 8.8%, from \$11.2 million at December 31, 2016.

The following schedule summarizes changes in nonaccrual loans (including nonaccrual TDRs) during the three months ended March 31, 2017 and 2016.

(Dollars in thousands)	Three Months Ended	
	March 31,	
	2017	2016
Balance at beginning of period	\$ 44,334	\$ 62,225
Additions during period	14,038	5,273
Principal balances charged off	(4,743)	(5,054)
Transfers to other real estate/repossessed assets	(1,720)	(1,447)
Returned to accrual status	(1,376)	(343)
Payments received	(2,692)	(7,235)
Balance at end of period	\$ 47,841	\$ 53,419

#### Nonperforming Loans — Commercial Loan Portfolio

The following schedule presents information related to stratification of nonperforming loans in the commercial loan portfolio by dollar amount at March 31, 2017 and December 31, 2016.

(Dollars in thousands)	March 31, 2017		December 31, 2016	
	Number of Borrowers	Amount	Number of Borrowers	Amount
\$5,000,000 or more	—	\$ —	—	\$ —
\$2,500,000 – \$4,999,999	2	9,139	1	4,793
\$1,000,000 – \$2,499,999	3	5,043	7	10,526
\$500,000 – \$999,999	13	9,921	8	5,652
\$250,000 – \$499,999	11	4,004	10	3,809
Under \$250,000	126	9,517	105	8,355
Total	155	\$ 37,624	131	\$ 33,135

Nonperforming commercial loans were \$16.7 million at March 31, 2017, an increase of \$3.5 million, or 26.9%, compared to \$13.2 million at December 31, 2016. Nonperforming commercial loans comprised 0.5% of total commercial loans at March 31, 2017, compared to 0.4% at December 31, 2016.

Nonperforming commercial real estate loans were \$20.8 million at March 31, 2017, an increase of \$1.0 million, or 4.8%, compared to \$19.9 million at December 31, 2016. Nonperforming commercial real estate loans comprised 0.5% of total commercial real estate loans at both March 31, 2017 and December 31, 2016. Nonperforming commercial real estate loans secured by owner occupied real estate, non-owner occupied real estate and vacant land totaled \$12.6 million, \$3.8 million and \$4.4 million, respectively, at March 31, 2017. At March 31, 2017, the Corporation's nonperforming commercial real estate loans were comprised of a diverse mix of commercial lines of business and were also geographically disbursed throughout the Corporation's market areas. The largest concentration of nonperforming commercial real estate loans at March 31, 2017 was one customer relationship totaling \$4.7 million that was primarily secured by vacant land. This same customer relationship had nonperforming land development loans of \$0.1 million and nonperforming residential mortgage loans of \$0.4 million.

Nonperforming real estate construction and land development loans were \$0.1 million at both March 31, 2017 and December 31, 2016. Nonperforming real estate construction and land development loans comprised less than 0.1% of total real estate construction and land development loans at both March 31, 2017 and December 31, 2016.

At March 31, 2017, the Corporation had nonperforming loans in the commercial loan portfolio of \$2.3 million that were secured by real estate and were in various stages of foreclosure, compared to \$1.7 million at December 31, 2016.

### Nonperforming Loans — Consumer Loan Portfolio

Nonperforming residential mortgage loans were \$6.7 million at March 31, 2017, a decrease of \$0.2 million, or 3.2%, from \$7.0 million at December 31, 2016. Nonperforming residential mortgage loans comprised 0.2% of total residential mortgage loans at both March 31, 2017 and December 31, 2016. At March 31, 2017, a total of \$5.1 million of nonperforming residential mortgage loans were in various stages of foreclosure, compared to \$1.8 million at December 31, 2016.

Nonperforming consumer installment loans were \$0.8 million at March 31, 2017, compared to \$0.9 million at December 31, 2016. Nonperforming consumer installment loans comprised 0.1% of total consumer installment loans at both March 31, 2017 and December 31, 2016.

Nonperforming home equity loans were \$2.7 million at March 31, 2017, a decrease of \$0.6 million, or 19.0%, compared to \$3.4 million at December 31, 2016. Nonperforming home equity loans comprised 0.3% of total home equity loans at March 31, 2017, compared to 0.4% at December 31, 2016.

### Troubled Debt Restructurings (TDRs)

The generally unfavorable economic climate that had existed during the most recent economic downturn resulted in a large number of both business and consumer customers experiencing cash flow issues making it difficult to maintain their loan balances in a performing status. The Corporation determined that it was probable that certain customers who were past due on their loans, if provided a modification of their loans by reducing their monthly payments, would be able to bring their loan relationships to a performing status. The Corporation believes loan modifications will potentially result in a lower level of loan losses and loan collection costs than if the Corporation proceeded immediately through the foreclosure process with these borrowers. The loan modifications involve granting concessions to borrowers who are experiencing financial difficulty and, therefore, these loans meet the criteria to be considered TDRs.

The Corporation's accruing TDRs continue to accrue interest at the loan's original interest rate as the Corporation expects to collect the remaining principal balance on the loan. The Corporation's nonaccrual loans that meet the definition of a TDR do not accrue interest as the Corporation does not expect to collect the full amount of principal and interest owed from the borrower on these loans.

The following summarizes the Corporation's TDRs at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	Accruing TDRs			Nonaccrual TDRs	Total
	Current	Past due 31-90 days	Subtotal		
<b>March 31, 2017</b>					
Commercial loan portfolio	\$ 36,874	\$ 4,181	\$ 41,055	\$ 23,842	\$ 64,897
Consumer loan portfolio	15,665	338	16,003	4,100	20,103
Total TDRs	\$ 52,539	\$ 4,519	\$ 57,058	\$ 27,942	\$ 85,000
<b>December 31, 2016</b>					
Commercial loan portfolio	\$ 43,041	\$ 2,347	\$ 45,388	\$ 25,397	\$ 70,785
Consumer loan portfolio	16,690	457	17,147	5,134	22,281
Total TDRs	\$ 59,731	\$ 2,804	\$ 62,535	\$ 30,531	\$ 93,066

A summary of changes in the Corporation's accruing TDRs in the commercial loan portfolio for the three months ended March 31, 2017 and 2016 follows:

(Dollars in thousands)	For the three months ended March 31,	
	2017	2016
Balance at beginning of period	\$ 45,388	\$ 46,141
Additions for modifications	608	3,421
Principal payments and pay-offs	(3,019)	(1,182)
Transfers from nonaccrual status	1,077	48
Transfers to nonaccrual status	(2,999)	(1,181)
Balance at end of period	\$ 41,055	\$ 47,247

## Other Real Estate and Repossessed Assets

Other real estate and repossessed assets are components of nonperforming assets, included in interest receivable and other assets on the Consolidated Statements of Financial Position. These include other real estate (ORE), comprised of residential and commercial real estate and land development properties acquired through foreclosure or by acceptance of a deed in lieu of foreclosure, and repossessed assets, comprised of other personal and commercial assets. ORE totaled \$15.9 million at March 31, 2017, a decrease of \$0.9 million, or 5.0%, from \$16.8 million at December 31, 2016. The decrease in ORE during the first quarter of 2017 was primarily attributable to ORE sales for the quarter. Repossessed assets totaled \$0.5 million at March 31, 2017, an increase from \$0.4 million at December 31, 2016.

The following schedule provides the composition of ORE at March 31, 2017 and December 31, 2016:

(Dollars in thousands)	March 31, 2017	December 31, 2016
Composition of ORE:		
Vacant land	\$ 4,998	\$ 5,473
Commercial real estate properties	6,355	6,812
Residential real estate properties	4,542	4,527
Total ORE	<u>\$ 15,895</u>	<u>\$ 16,812</u>

The following schedule summarizes ORE activity during the three months ended March 31, 2017 and 2016:

(Dollars in thousands)	For the three months ended March 31,	
	2017	2016
Balance at beginning of year	\$ 16,812	\$ 9,716
Additions attributable to foreclosures	3,119	938
Write-downs to fair value	(269)	(167)
Net payments received	(39)	—
Dispositions	(3,728)	(1,556)
Balance at end of year	<u>\$ 15,895</u>	<u>\$ 8,931</u>

The Corporation's ORE is carried at the lower of cost or fair value less estimated cost to sell. The Corporation had \$4.0 million in ORE at March 31, 2017 that had been held in excess of one year, of which \$1.5 million had been held in excess of three years. The Corporation had \$7.4 million of nonperforming loans that were in the process of foreclosure at March 31, 2017.

All of the Corporation's ORE properties have been written down to fair value through a charge-off against the allowance for loan losses at the time the loan was transferred to ORE, through a subsequent write-down, recorded as an operating expense, to recognize a further market value decline of the property after the initial transfer date, or due to recording at fair value as a result of acquisition transactions. Accordingly, at March 31, 2017, the carrying value of ORE of \$15.9 million was reflective of \$11.9 million in charge-offs, write-downs and acquisition-related fair value adjustments.

During the three months ended March 31, 2017, the Corporation sold 51 ORE properties for net proceeds of \$4.8 million. On an average basis, the net proceeds from these sales represented 130% of the carrying value of the property at the time of sale, with the net proceeds representing 101% of the remaining contractual loan balance at the time these loans were classified as nonperforming.

## Allowance for Loan Losses

The allowance for loan losses ("allowance") provides for probable losses in the originated loan portfolio that have been identified with specific customer relationships and for probable losses believed to be inherent in the remainder of the originated loan portfolio but that have not been specifically identified. The allowance is comprised of specific valuation allowances (assessed for originated loans that have known credit weaknesses and are considered impaired), pooled allowances based on assigned risk ratings and historical loan loss experience for each loan type, and a qualitative allowance based on environmental factors that take into consideration risks inherent in the originated loan portfolio that differ from historical loan loss experience. Management evaluates the allowance on a quarterly basis in an effort to ensure the level is adequate to absorb probable losses inherent in the loan portfolio. This evaluation process is inherently subjective as it requires estimates that may be susceptible to significant change and has the potential to affect net income materially. The Corporation's methodology for measuring the adequacy of the allowance is comprised of several key elements, which include a review of the loan portfolio, both individually and by category, and consideration of changes in the mix and volume of the loan portfolio, actual delinquency and loan loss experience, review of collateral values, the size and financial condition of the borrowers, industry and geographical exposures within the portfolio, economic conditions and employment levels of the Corporation's local markets and other factors affecting business sectors. Management believes that the allowance is currently maintained at an appropriate level, considering the inherent risk in the loan portfolio. Future significant adjustments to the allowance may be necessary due to changes in economic conditions, delinquencies or the level of loan losses incurred.

The following schedule summarizes information related to the Corporation's allowance for loan losses:

<b>(Dollars in thousands)</b>	<b>March 31, 2017</b>	<b>December 31, 2016</b>
Allowance for loan losses:		
Originated loans	\$ 78,774	\$ 78,268
Acquired loans	—	—
<b>Total</b>	<b>\$ 78,774</b>	<b>\$ 78,268</b>
Nonperforming loans	\$ 47,841	\$ 44,334
Allowance for originated loans as a percent of:		
Total originated loans	0.99%	1.05%
Nonperforming loans	165%	177%
Nonperforming loans, less impaired originated loans for which the expected loss has been charged-off	183%	194%

A summary of the activity in the allowance for loan losses for the three months ended March 31, 2017 and 2016 is included in the table below.

(Dollars in thousands)	Three Months Ended	
	March 31, 2017	March 31, 2016
Allowance for loan losses - beginning of period	\$ 78,268	\$ 73,328
Provision for loan losses	4,050	1,500
Loan charge-offs:		
Commercial	(2,637)	(3,336)
Commercial real estate	(45)	(549)
Real estate construction and land development	(9)	(11)
Residential mortgage	(643)	(349)
Consumer installment	(1,814)	(996)
Home equity	(426)	(217)
Total loan charge-offs	(5,574)	(5,458)
Recoveries of loans previously charged off:		
Commercial	638	221
Commercial real estate	775	109
Residential mortgage	76	177
Consumer installment	504	394
Home equity	37	47
Total loan recoveries	2,030	948
Net loan charge-offs	(3,544)	(4,510)
Allowance for loan losses - end of period	\$ 78,774	\$ 70,318
Net loan charge-offs as a percent of average loans (annualized)	0.11%	0.25%

The allowance of the acquired loan portfolio was not carried over on the date of acquisition. The acquired loans were recorded at their estimated fair values at the date of acquisition, with the estimated fair values including a component for expected credit losses. Acquired loans are subsequently evaluated for further credit deterioration in loan pools, which consist of loans with similar credit risk characteristics. If an acquired loan pool experiences a decrease in expected cash flows, as compared to those expected at the acquisition date, an allowance is established and allocated to acquired loans. There was no allowance needed for the acquired loan portfolio at March 31, 2017 and December 31, 2016.

(Dollars in millions)	March 31, 2017		December 31, 2016	
	Allowance Amount	Percent of originated loans in each category to total loans	Allowance Amount	Percent of originated loans in each category to total loans
Originated loans:				
Commercial	\$ 24.0	25%	\$ 22.4	25%
Commercial real estate	26.4	27	25.4	26
Real estate construction and land development	3.9	4	3.4	4
Residential mortgage	11.9	20	13.8	20
Consumer Installment	8.6	17	8.9	17
Home equity	4.0	7	4.4	8
Subtotal — originated loans	78.8	100%	78.3	100%
Acquired loans	—		—	
Total	\$ 78.8		\$ 78.3	



## Deposits

Total deposits were \$13.13 billion at March 31, 2017, an increase of \$259.2 million, or 2.0%, from total deposits of \$12.87 billion at December 31, 2016. The increase in total deposits during the three months ended March 31, 2017 was primarily attributable to organic growth in customer deposits of \$259.2 million, including increases in interest- and noninterest-bearing demand deposits and savings deposits of \$350.8 million that were partially offset by a decline in time deposits of \$91.5 million. Interest- and noninterest-bearing demand deposit and savings accounts were \$10.21 billion at March 31, 2017, compared to \$9.86 billion at December 31, 2016. Time deposits were \$2.92 billion at March 31, 2017, compared to \$3.01 billion at December 31, 2016. Total deposits increased \$5.42 billion during 2016 due primarily to \$5.29 billion of deposits acquired in the Talmer merger.

It is the Corporation's strategy to develop customer relationships that will drive core deposit growth and stability. The Corporation's competitive position within many of its market areas has historically limited its ability to materially increase core deposits without adversely impacting the weighted average cost of the deposit portfolio. While competition for core deposits remained strong throughout the Corporation's markets during the twelve months ended March 31, 2017, the Corporation's efforts to expand its deposit relationships with existing customers, the Corporation's financial strength and a general trend in customers holding more liquid assets have resulted in the Corporation continuing to experience increases in customer deposits.

At March 31, 2017, the Corporation's time deposits, which consist of certificates of deposit, including CDARS, IRA deposits and other brokered funds, totaled \$2.92 billion, of which \$1.78 billion have stated maturities during the remainder of 2017. The Corporation expects the majority of these maturing time deposits to be renewed by customers. The following schedule summarizes the scheduled maturities of the Corporation's time deposits as of March 31, 2017:

(Dollars in thousands)	Amount	Weighted Average Interest Rate
2017 maturities:		
Second quarter	\$ 927,758	0.8%
Third quarter	442,428	0.9
Fourth quarter	407,143	0.8
2017 remaining maturities	1,777,329	0.8
2018 maturities	596,016	0.9
2019 maturities	226,417	1.2
2020 maturities	149,496	1.5
2021 maturities	123,410	1.3
2022 maturities and beyond	46,161	1.6
Total time deposits	\$ 2,918,829	0.6%

The below table presents the maturity distribution of time deposits of \$250,000 or more at March 31, 2017. Time deposits of \$250,000 or more totaled \$1.20 billion and represented 9.2% of total deposits at March 31, 2017.

(Dollars in thousands)	March 31, 2017	
	Amount	Percent
Maturity:		
Within 3 months	\$ 633,983	52.7%
After 3 but within 6 months	131,175	10.9
After 6 but within 12 months	258,394	21.5
After 12 months	178,646	14.9
Total	\$ 1,202,198	100.0%

## Borrowed Funds

Borrowed funds consist of securities sold under agreements to repurchase with customers, short-term borrowings and long-term borrowings. Short-term borrowings, which generally have an original term to maturity of 30 days or less, consist of short-term Federal Home Loan Bank ("FHLB") advances and federal funds purchased which are utilized by the Corporation to fund short-term liquidity needs. Long-term borrowings consist of securities sold under agreements to repurchase with an unaffiliated

third-party financial institution, long-term FHLB advances, a non-revolving line-of-credit, a revolving line of credit and subordinated debt obligations.

#### Securities Sold Under Agreements to Repurchase with Customers

Securities sold under agreements to repurchase with customers represent funds deposited by customers that are collateralized by investment securities owned by Chemical Bank, as these deposits are not covered by Federal Deposit Insurance Corporation (FDIC) insurance. These funds have been a stable source of liquidity for Chemical Bank, much like its core deposit base, and are generally only provided to customers that have an established banking relationship with Chemical Bank. The Corporation's securities sold under agreements to repurchase with customers do not qualify as sales for accounting purposes. Securities sold under agreements to repurchase with customers were \$398.9 million at March 31, 2017, compared to \$343.0 million at December 31, 2016.

#### Short-term Borrowings

Short-term borrowings were \$900.0 million at March 31, 2017 and \$825.0 million at December 31, 2016 and were comprised solely of FHLB borrowings each period end. Short-term borrowings increased \$75.0 million, or 9.1%, during the three months ended March 31, 2017. The increase in short-term borrowings during the three months ended March 31, 2017 was due to the addition of short-term FHLB advances utilized by the Corporation to fund short-term liquidity needs resulting from loan growth.

FHLB advances are borrowings from the Federal Home Loan Bank that are generally used to fund loans and are secured by both a blanket security agreement of residential mortgage first lien and other real estate loans with an aggregate book value equal to at least 140% of the advances and FHLB capital stock owned by Chemical Bank. The carrying value of loans eligible as collateral under the blanket security agreement was \$5.17 billion at March 31, 2017. The average daily balance, average interest rate during the period and maximum month-end balance of short-term FHLB advances during the three months ended March 31, 2017 was \$892.2 million, 0.69% and \$900.0 million, respectively. The Corporation relies on short-term FHLB advances to cover short-term liquidity needs.

#### Long-term Borrowings

Long-term borrowings were \$490.9 million at March 31, 2017 and \$597.8 million at December 31, 2016. Long-term borrowings decreased \$107.0 million or 17.9% during the three months ended March 31, 2017. The decrease during the three months ended March 31, 2017 was primarily due to the Corporation's decision to pay down the remaining balance on the non-revolving line-of-credit that was added in conjunction with the merger with Talmer.

A summary of the composition of the Corporation's long-term borrowings follows:

(Dollars in thousands)	March 31, 2017	December 31, 2016
Long-term borrowings:		
Long-term FHLB advances	\$ 386,417	\$ 438,538
Securities sold under agreements to repurchase	9,093	19,144
Non-revolving line-of-credit	79,783	124,625
Subordinated debt obligations	15,583	15,540
Total long-term borrowings	<u>\$ 490,876</u>	<u>\$ 597,847</u>

Securities sold under agreements to repurchase with an unaffiliated third-party financial institution represent financing arrangements that are secured by available-for-sale investment securities. These borrowings were obtained as part of the Lake Michigan acquisition and the merger with Talmer.

## Credit-Related Commitments

The Corporation has credit-related commitments that may impact its liquidity. The following schedule summarizes the Corporation's credit-related commitments and expected expiration dates by period as of March 31, 2017. Because many of these commitments historically have expired without being drawn upon, the total amount of these commitments does not necessarily represent future liquidity requirements of the Corporation.

(Dollars in thousands)	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Unused commitments to extend credit:					
Loans to commercial borrowers	\$ 1,117,401	\$ 408,663	\$ 183,818	\$ 274,914	\$ 1,984,796
Loans to consumer borrowers	238,163	224,761	148,530	54,197	665,651
Total unused commitments to extend credit	1,355,564	633,424	332,348	329,111	2,650,447
Undisbursed loan commitments	565,567	—	—	—	565,567
Standby letters of credit	68,259	11,777	12,080	26,325	118,441
Total credit-related commitments	\$ 1,989,390	\$ 645,201	\$ 344,428	\$ 355,436	\$ 3,334,455

Undisbursed loan commitments at March 31, 2017 exclude \$115.6 million of residential mortgage loans that were expected to be sold in the secondary market.

## Capital

Capital supports current operations and provides the foundation for future growth and expansion. Total shareholders' equity was \$2.60 billion at March 31, 2017, an increase of \$18.5 million, or 0.72%, from total shareholders' equity of \$2.58 billion at December 31, 2016. Total shareholders' equity as a percentage of total assets was 14.7% at March 31, 2017, compared to 14.9% at December 31, 2016. The Corporation's tangible equity, which is defined as total shareholders' equity less goodwill and other acquired intangible assets, totaled \$1.41 billion at March 31, 2017 and \$1.43 billion at December 31, 2016. The Corporation's tangible equity to tangible assets ratio was 8.8% at March 31, 2017, compared to 8.8% at December 31, 2016.<sup>(1)</sup>

<sup>(1)</sup> Tangible equity and the tangible equity to tangible assets ratio are non-GAAP financial measures. Please refer to the section entitled "Non-GAAP Financial Measures."

### Regulatory Capital

Under the regulatory "risk-based" capital guidelines in effect for both banks and bank holding companies, minimum capital levels are based upon perceived risk in the Corporation's and Chemical Bank's various asset categories. These guidelines assign risk weights to on- and off-balance sheet items in arriving at total risk-weighted assets. Regulatory capital is divided by the computed total of risk-weighted assets to arrive at the risk-based capital ratios. Risk-weighted assets for the Corporation and Chemical Bank totaled \$13.62 billion and \$13.42 billion at March 31, 2017 and December 31, 2016, respectively. The increase in risk-weighted assets during the first quarter of 2017 was primarily attributable to organic loan growth.

In July 2013, the Federal Reserve Board and FDIC approved final rules implementing the Basel Committee on Banking Supervision's ("BCBS") capital guidelines for U.S. banks (commonly referred to as "Basel III"). Beginning January 1, 2015, the Basel III capital rules include a new minimum common equity Tier 1 capital to risk-weighted assets ("CET Tier 1") ratio of 4.5%, in addition to raising the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% and requiring a minimum leverage ratio of 4.0%. The Basel III capital rules also establish a new capital conservation buffer of 2.5% of risk-weighted assets, which is phased-in over a four-year period beginning January 1, 2016.

The Corporation and Chemical Bank both continue to maintain strong capital positions, which significantly exceeded the minimum capital adequacy levels prescribed by the Board of Governors of the Federal Reserve System (Federal Reserve) at March 31, 2017, as shown in the following schedule:

	<b>March 31, 2017</b>			
	<b>Leverage Ratio</b>	<b>Risk-Based Capital Ratios</b>		
		<b>CET Tier 1</b>	<b>Tier 1</b>	<b>Total</b>
<b>Actual Capital Ratios:</b>				
Chemical Financial Corporation	<b>8.9%</b>	<b>10.6%</b>	<b>10.6%</b>	<b>11.4%</b>
Chemical Bank	<b>9.2</b>	<b>11.0</b>	<b>11.0</b>	<b>11.7</b>
Minimum required for capital adequacy purposes	<b>4.0</b>	<b>4.5</b>	<b>6.0</b>	<b>8.0</b>
Minimum required for “well-capitalized” capital adequacy purposes	<b>5.0</b>	<b>6.5</b>	<b>8.0</b>	<b>10.0</b>

As of March 31, 2017, the Corporation and Chemical Bank's capital ratios exceeded the minimum levels required to be categorized as well-capitalized, as defined by applicable regulatory requirements. See Note 16 to the consolidated financial statements for more information regarding the Corporation's and Chemical Bank's regulatory capital ratios.

## Results of Operations

### Net Interest Income

Net interest income is the difference between interest income on earning assets, such as loans, investment and non-marketable equity securities and interest-bearing deposits with the Federal Reserve Bank (FRB) and other banks, and interest expense on liabilities, such as deposits and borrowings. Net interest income is the Corporation's largest source of net revenue (net interest income plus noninterest income), representing 77.4% of net revenue for the first quarter of 2017, compared to 70.9% for the fourth quarter of 2016 and 79.3% for the first quarter of 2016. Net interest income, on a fully taxable equivalent (FTE) basis, is the difference between interest income and interest expense adjusted for the tax benefit received on tax-exempt commercial loans and investment securities. Net interest margin (FTE) is calculated by dividing net interest income (FTE) by average interest-earning assets, annualized as applicable. Net interest spread is the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities. Because noninterest-bearing sources of funds, or free funds (principally demand deposits and shareholders' equity), also support earning assets, the net interest margin exceeds the net interest spread.

### Average Balances, Fully Tax Equivalent (FTE) Interest and Effective Yields and Rates<sup>(1)</sup>

The following table presents the average daily balances of the Corporation's major categories of assets and liabilities, interest income and expense on an FTE basis, average interest rates earned and paid on the assets and liabilities, net interest income (FTE), net interest spread and net interest margin for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016. The presentation of net interest income on an FTE basis is not in accordance with GAAP but is customary in the banking industry. This non-GAAP measure ensures comparability of net interest income arising from both taxable and tax-exempt loans and investment securities. Please refer to the section entitled "Non-GAAP Financial Measures."

(Dollars in thousands)	Three Months Ended								
	March 31, 2017			December 31, 2016			March 31, 2016		
	Average Balance	Interest (FTE)	Effective Yield/Rate(1)	Average Balance	Interest (FTE)	Effective Yield/Rate(1)	Average Balance	Interest (FTE)	Effective Yield/Rate(1)
Assets									
Interest-earning Assets:									
Loans <sup>(1)(2)</sup>	\$ 13,155,846	\$ 133,293	4.11%	\$ 12,895,557	\$ 135,301	4.18%	\$ 7,299,471	\$ 75,099	4.13%
Taxable investment securities	1,005,489	4,756	1.89	1,065,453	4,687	1.76	554,524	1,929	1.39
Tax-exempt investment securities	861,508	6,495	3.02	807,093	6,047	3.00	496,304	4,100	3.30
Other interest-earning assets	103,334	621	2.44	80,202	582	2.89	39,493	256	2.61
Interest-bearing deposits with the FRB and other banks and federal funds sold	269,288	799	1.20	307,802	744	0.96	136,919	213	0.63
Total interest-earning assets	15,395,465	145,964	3.83	15,156,107	147,361	3.87	8,526,711	81,597	3.84
Less: Allowance for loan losses	(78,616)			(74,822)			(73,547)		
Other assets:									
Cash and cash due from banks	229,203			245,613			158,277		
Premises and equipment	146,044			144,652			105,959		
Interest receivable and other assets	1,781,923			1,793,118			523,634		
Total Assets	\$ 17,474,019			\$ 17,264,668			\$ 9,241,034		
Liabilities and shareholders' equity									
Interest-bearing Liabilities:									
Interest-bearing demand deposits	\$ 2,898,061	\$ 1,018	0.14%	\$ 2,680,241	\$ 1,266	0.19%	\$ 1,953,626	\$ 468	0.10%
Savings deposits	3,842,594	1,721	0.18	3,490,972	1,263	0.14	2,048,867	389	0.08
Time deposits	2,953,069	6,177	0.85	3,209,695	6,337	0.79	1,625,573	3,202	0.79
Short-term borrowings	1,225,888	1,658	0.55	949,292	875	0.38	349,699	100	0.12
Long-term borrowings	539,032	2,225	1.67	600,066	2,228	1.41	266,022	975	1.47
Total interest-bearing liabilities	11,458,644	12,799	0.45	10,930,266	11,969	0.44	6,243,787	5,134	0.33
Noninterest-bearing deposits	3,305,201	—	—	3,622,365	—	—	1,906,896	—	—
Total deposits and borrowed funds	14,763,845	12,799	0.35	14,552,631	11,969	0.33	8,150,683	5,134	0.25
Interest payable and other liabilities	125,673			147,094			72,422		
Shareholders' equity	2,584,501			2,564,943			1,017,929		
Total liabilities and shareholders' equity	\$ 17,474,019			\$ 17,264,668			\$ 9,241,034		
Net Interest Spread (Average yield earned minus average rate paid)									
			3.38%			3.43%			3.51%
Net Interest Income (FTE)	\$ 133,165			\$ 135,392			\$ 76,463		
Net Interest Margin (Net interest income (FTE) divided by total average interest-earning assets)									
			3.49%			3.56%			3.60%
Reconciliation to Reported Net Interest Income									
Net interest income, fully taxable equivalent (non-GAAP)	\$ 133,165			\$ 135,392			\$ 76,463		
Adjustments for taxable equivalent interest <sup>(1)</sup> :									
Loans	(808)			(838)			(698)		
Tax-exempt investment securities	(2,260)			(2,107)			(1,435)		
Total taxable equivalent interest adjustments	(3,068)			(2,945)			(2,133)		
Net interest income (GAAP)	\$ 130,097			\$ 132,447			\$ 74,330		
Net interest margin (GAAP)	3.41%			3.48%			3.50%		

(1) Fully taxable equivalent basis using a federal income tax rate of 35%. The presentation of net interest income on a FTE basis is not in accordance with GAAP, but is customary in the banking industry. Please refer to the section entitled "Non-GAAP Financial Measures."

(2) Nonaccrual loans and loans held-for-sale are included in average balances reported and are included in the calculation of yields. Also, tax equivalent interest includes net loan fees.

Net interest income (FTE) of \$133.2 million in the first quarter of 2017 was \$2.2 million, or 1.6%, lower than net interest income (FTE) of \$135.4 million in the fourth quarter of 2016. The decrease in net interest income (FTE) in the first quarter of 2017, compared to the fourth quarter of 2016, was impacted by there being two less days in the quarter, a decrease in interest accretion from purchase accounting discounts on acquired loans and a reduction in prepayment fees recognized, partially offset by the positive impact of organic loan growth. The net interest margin (on a tax-equivalent basis) was 3.49% in the first quarter of 2017, compared to 3.56% in the fourth quarter of 2016. The average yield on interest-earning assets decreased four basis points to 3.83% in the first quarter of 2017 from 3.87% in the fourth quarter of 2016, with the decrease largely attributable to lower average yields on the Corporation's loan portfolios resulting from a lower contribution of interest accretion from purchase accounting discounts on acquired loans and a reduction in prepayment fees recognized, partially offset by a higher yield on investment securities. Interest accretion from purchase accounting discounts on acquired loans contributed 12 basis points to the Corporation's net interest margin (on a tax-equivalent basis) in the first quarter of 2017, compared to 14 basis points in the fourth quarter of 2016. The average cost of interest-bearing liabilities increased 1 basis points to 0.45% in the first quarter of 2017, compared to 0.44% in the fourth quarter of 2016.

Net interest income (FTE) of \$133.2 million in the first quarter of 2017 was \$56.7 million or 74.2%, higher than net interest income (FTE) of \$76.5 million in the first quarter of 2016, with the increase primarily attributable to loans acquired in the merger with Talmer, although also partially attributable to organic loan growth. The net interest margin was 3.49% in the first quarter of 2017, compared to 3.60% in the first quarter of 2016. The average yield on interest-earning assets decreased one basis point to 3.83% in the first quarter of 2017 from 3.84% in the first quarter of 2016, with the decrease primarily attributable to lower average yields on the Corporation's loan portfolios resulting from a lower contribution of interest accretion from purchase accounting discounts on acquired loans. The average yield on loans decreased two basis points to 4.11% in the first quarter of 2017 from 4.13% in the first quarter of 2016. Interest accretion from purchase accounting discounts on acquired loans contributed 12 basis points to the Corporation's net interest margin (on a tax-equivalent basis) in the first quarter of 2017, compared to three basis points in the first quarter of 2016. The average cost of interest-bearing liabilities increased 12 basis points to 0.45% in the fourth quarter of 2016 from 0.33% in the first quarter of 2016, primarily due to an increase in deposit rates and an increase attributable to a change in funding mix, both resulting from a rise in market rates. The merger with Talmer added \$4.88 billion of loans and \$5.29 billion of deposits on August 31, 2016.

Changes in the Corporation's net interest income are influenced by a variety of factors, including changes in the level and mix of interest-earning assets and interest-bearing liabilities, current and prior years' interest rate changes, the level and direction of interest rates, the difference between short-term and long-term interest rates (the steepness of the yield curve) and the general strength of the economies in the Corporation's markets. Risk management plays an important role in the Corporation's level of net interest income. The ineffective management of credit risk, and more significantly interest rate risk, can adversely impact the Corporation's net interest income. Management monitors the Corporation's consolidated statement of financial position to reduce the potential adverse impact on net interest income caused by significant changes in interest rates. The Corporation's policies in this regard are further discussed under the subheading "Market Risk."

The Federal Reserve influences the general market rates of interest, including the deposit and loan rates offered by many financial institutions. The prime interest rate, which is the rate offered on loans to borrowers with strong credit, was increased to 3.75% from the previous rate of 3.50% in December 2016, and increased again to 4.00% in March 2017. The prime interest rate has historically been 300 basis points higher than the federal funds rate. The majority of the Corporation's variable interest rate loans in the commercial loan portfolio are tied to the prime rate.

The Corporation is primarily funded by core deposits, which is a lower-cost funding base than wholesale funding and historically has had a positive impact on the Corporation's net interest income and net interest margin. Based on the current historically low level of market interest rates and the Corporation's current low levels of interest rates on its core deposit transaction accounts, further market interest rate reductions would likely not result in a significant decrease in interest expense.

## Volume and Rate Variance Analysis

The below table presents the effect of volume and rate changes on interest income and expense. Changes in volume are changes in the average balance multiplied by the previous year's average rate. Changes in rate are changes in the average rate multiplied by the average balance from the previous year. The net changes attributable to the combined impact of both rate and volume have been allocated proportionately to the changes due to volume and the changes due to rate.

(Dollars in thousands)	Three Months Ended March 31, 2017					
	Compared to Three Months Ended December 31, 2016			Compared to Three Months Ended March 31, 2016		
	Increase (Decrease) Due to Changes in			Increase (Decrease) Due to Changes in		
	Average Volume <sup>(1)</sup>	Average Yield/Rate <sup>(1)</sup>	Combined Increase/ (Decrease)	Average Volume <sup>(1)</sup>	Average Yield/Rate <sup>(1)</sup>	Combined Increase/ (Decrease)
<b>Changes in Interest Income on Interest-Earning Assets:</b>						
Loans	\$ 1,185	\$ (3,193)	\$ (2,008)	\$ 59,310	\$ (1,116)	\$ 58,194
Taxable investment securities/other assets	(144)	252	108	2,353	839	3,192
Tax-exempt investment securities	408	40	448	2,770	(375)	2,395
Interest-bearing deposits with the FRB and other banks	(139)	194	55	455	131	586
Total change in interest income on interest-earning assets	1,310	(2,707)	(1,397)	64,888	(521)	64,367
<b>Changes in Interest Expense on Interest-Bearing Liabilities:</b>						
Interest-bearing demand deposits	78	(326)	(248)	254	296	550
Savings deposits	291	167	458	650	682	1,332
Time deposits	(485)	325	(160)	2,822	153	2,975
Short-term borrowings	413	370	783	1,410	148	1,558
Long-term borrowings	(285)	282	(3)	1,255	(5)	1,250
Total change in interest expense on interest-bearing liabilities	12	818	830	6,391	1,274	7,665
Total Change in Net Interest Income (FTE) <sup>(2)</sup>	\$ 1,298	\$ (3,525)	\$ (2,227)	\$ 58,497	\$ (1,795)	\$ 56,702

(1) The change in interest income and interest expense due to both volume and rate has been allocated to the volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

(2) Fully taxable equivalent basis using a federal income tax rate of 35%. The presentation of net interest income on a FTE basis is not in accordance with GAAP, but is customary in the banking industry.

## Provision for Loan Losses

The provision for loan losses ("provision") is an increase to the allowance, as determined by management, to provide for probable losses inherent in the originated loan portfolio and for impairment in pools of acquired loans that results from the Corporation experiencing a decrease, if any, in expected cash flows of acquired loans during each reporting period. The provision was \$4.1 million in the first quarter of 2017, compared to \$6.3 million in the fourth quarter of 2016 and \$1.5 million in the first quarter of 2016. The decrease in the provision for loan losses in the first quarter of 2017, compared to the fourth quarter of 2016, was primarily the result of overall credit quality and collateral position improvements, partially offset by organic growth in the loan portfolio. The increase in the provision for loan losses in the first quarter of 2017, compared to the first quarter of 2016, was primarily the result of an increase in organic growth in the loan portfolio.

The Corporation experienced net loan charge-offs of \$3.5 million in the first quarter of 2017, compared to \$1.8 million in the fourth quarter of 2016 and \$4.5 million in the first quarter of 2016. Net loan charge-offs as a percentage of average loans (annualized) were 0.11% in the first quarter of 2017, compared to 0.06% in the fourth quarter of 2016 and 0.25% in the first quarter of 2016. Net loan charge-offs in the commercial loan portfolios totaled \$1.3 million in the first quarter of 2017, compared to \$0.6 million in the fourth quarter of 2016 and \$3.6 million in the first quarter of 2016. Net loan charge-offs in the first quarter of 2017 included \$1.5 million of losses from one commercial loan relationship. Net loan charge-offs in the consumer loan portfolios totaled \$2.3 million in the first quarter of 2017, compared to \$1.2 million in the fourth quarter of 2016 and \$0.9 million in the first quarter of 2016.

The Corporation's provision of \$4.1 million in the first quarter of 2017 was \$0.5 million higher than first quarter of 2017 net loan charge-offs, while the provision of \$6.3 million in fourth quarter of 2016 was \$4.5 million higher than fourth quarter of



2016 net loan charge-offs and the provision of \$1.5 million in first quarter of 2016 was \$3.0 million lower than first quarter of 2016 net loan charge-offs.

## Noninterest Income

The following table presents the major components of noninterest income for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016:

(Dollars in thousands)	Three Months Ended		
	March 31, 2017	December 31, 2016	March 31, 2016
<b>Noninterest income</b>			
Service charges and fees on deposit accounts	\$ 8,004	\$ 8,414	\$ 5,720
Wealth management revenue	5,827	6,034	5,201
Electronic banking fees	6,817	8,196	4,918
Mortgage banking revenue	9,160	14,420	1,405
Other fees for customer services	1,567	1,292	1,131
Title insurance commissions	507	493	343
Gain on sale of investment securities	90	76	19
Bank-owned life insurance	1,211	957	196
Rental income	159	151	137
Gain on sale of branch offices	—	7,391	—
Gain on sale of closed branch offices and other assets	—	—	157
Other	4,668	6,840	192
Total noninterest income	\$ 38,010	\$ 54,264	\$ 19,419
Significant items <sup>(1)</sup>	519	13,739	157
Noninterest income excluding significant items <sup>(1)</sup>	\$ 37,491	\$ 40,525	\$ 19,262
Noninterest income as a percentage of:			
Net revenue (net interest income plus noninterest income)	22.6%	29.1%	20.7%
Average total assets	0.2	0.3	0.2
Net revenue, excluding significant items <sup>(1)</sup>	22.4	23.4	20.6
Average total assets, excluding significant items <sup>(1)</sup>	0.2	0.2	0.2

<sup>(1)</sup> Significant items include net gain on the sale of branch offices and the change in fair value in loan servicing rights, included within "Mortgage banking revenue". Noninterest income, excluding significant items, as a percentage of net revenue and average total assets, excluding significant items, are non-GAAP financial measures. See the section entitled "Non-GAAP Financial Measures."

Noninterest income was \$38.0 million in the first quarter of 2017, \$54.3 million in the fourth quarter of 2016 and \$19.4 million in the first quarter of 2016. Noninterest income in the first quarter of 2017 included significant items of a detriment of \$0.5 million, related to the change in fair value in loan servicing rights. Noninterest income in the fourth quarter of 2016 included significant items of a benefit of \$6.3 million related to the change in fair value in loan servicing rights and \$7.4 million of gain on sales of branch offices. Excluding these significant items, noninterest income decreased \$3.0 million or 7.5%, in the first quarter of 2017, compared to the fourth quarter of 2016, with the decrease largely due to a decrease in electronic banking fees. Noninterest income, excluding significant items, increased \$18.2 million, or 94.6%, in the first quarter of 2017, compared to the first quarter of 2016, due primarily to the incremental addition of Talmer into operations.

Service charges and fees on deposit accounts, which include overdraft/non-sufficient funds fees, checking account fees and other deposit account charges, were \$8.0 million in the first quarter of 2017, \$8.4 million in the fourth quarter of 2016 and \$5.7 million in the first quarter of 2016. Service charges and fees on deposit accounts decreased \$0.4 million, or 4.9%, in the first quarter of 2017, compared to the fourth quarter of 2016 and \$2.3 million, or 39.9%, from the first quarter of 2016. The increase over the first quarter of 2016 was largely attributable to the merger with Talmer. Overdraft/non-sufficient funds fees included in service charges and fees on deposit accounts were \$5.7 million in the first quarter of 2017, compared to \$6.3 million in the fourth quarter of 2016 and \$4.2 million in the first quarter of 2016.

Wealth management revenue is comprised of investment fees that are generally based on the market value of assets within a trust account, custodial account fees and fees from the sale of investment products. Volatility in the equity and bond markets impacts the market value of trust assets and related investment fees. Wealth management revenue was \$5.8 million in the first quarter of 2017, \$6.0 million in the fourth quarter of 2016 and \$5.2 million in the first quarter of 2016. Wealth management revenue decreased \$0.2 million, or 3.4%, in the first quarter of 2017, compared to the fourth quarter of 2016 and increased \$0.6 million, or 12.0%, compared to the first quarter of 2016. The increase in wealth management revenue in the first quarter of 2017, compared to the first quarter of 2016, was largely due to the impact of the Talmer merger. Wealth management revenue includes fees from the sale of investment products offered through the Chemical Financial Advisors program. Fees from this program totaled \$1.3 million in the first quarter of 2017, compared to \$1.4 million in the fourth quarter of 2016 and \$1.2 million in the first quarter of 2016.

Electronic banking fees, which represent income earned by the Corporation from ATM transactions, debit card activity and internet banking fees, were \$6.8 million in the first quarter of 2017, \$8.2 million in the fourth quarter of 2016 and \$4.9 million in the first quarter of 2016. Electronic banking fees decreased \$1.4 million, or 16.8%, compared to the fourth quarter of 2016, and increased \$1.9 million, or 38.6%, compared to the first quarter of 2016. The decrease in electronic banking fees in the first quarter of 2017, compared to the fourth quarter of 2016 was due largely to a program change made subsequent to the conversion of Talmer, while the increase in the first quarter of 2017, compared to the first quarter of 2016 was primarily due to the merger with Talmer.

Mortgage banking revenue ("MBR") includes revenue from originating, selling and servicing residential mortgage loans for the secondary market. MBR was \$9.2 million in the first quarter of 2017, \$14.4 million in the fourth quarter of 2016 and \$1.4 million in the first quarter of 2016. MBR decreased \$5.3 million, or 36.5%, compared to the fourth quarter of 2016 and increased \$7.8 million, compared to the first quarter of 2016. The decrease in MBR in the first quarter of 2017, compared to the fourth quarter of 2016 was due primarily to the change in fair value in loan servicing rights recognized which was a detriment of \$0.5 million in the first quarter of 2017, compared to a benefit of \$6.3 million in the fourth quarter of 2016. The increase in MBR in the first quarter of 2017, compared to the first quarter of 2016, was largely attributable to an increase in the volume of loans sold in the secondary market due to the merger with Talmer. The Corporation sold \$185.4 million of residential mortgage loans in the secondary market in the first quarter of 2017, compared to \$429.5 million in the fourth quarter of 2016 and \$44.6 million in the first quarter of 2016. At March 31, 2017, the Corporation was servicing \$7.30 billion of residential mortgage loans that had been originated in the Corporation's market areas and subsequently sold in the secondary market, compared to \$7.37 billion at December 31, 2016 and \$2.05 billion at March 31, 2016. The significant increase in the Corporation's loan servicing portfolio in the first quarter of 2017, compared to the first quarter of 2016 was attributable to the Talmer Merger.

The Corporation sells residential mortgage loans in the secondary market on both a servicing retained and servicing released basis. These sales include the Corporation entering into residential mortgage loan sale agreements with buyers in the normal course of business. The agreements contain provisions that include various representations and warranties regarding the origination, characteristics and underwriting of the mortgage loans. The recourse of the buyer may result in either indemnification of any loss incurred by the buyer or a requirement for the Corporation to repurchase a loan that the buyer believes does not comply with the representations included in the loan sale agreement. Repurchase and loss indemnification demands received by the Corporation are reviewed by a senior officer on a loan-by-loan basis to validate the claim made by the buyer. The Corporation maintains a reserve for probable losses expected to be incurred from loans previously sold in the secondary market. This contingent liability is based on trends in repurchase and indemnification demands, actual loss experience, information requests, known and inherent risks in the sale of loans in the secondary market and current economic conditions. The Corporation records losses resulting from the repurchase of loans previously sold in the secondary market, as well as adjustments to estimates of future probable losses, as part of its MBR in the period incurred. The Corporation's reserve for probable losses was \$5.7 million at March 31, 2017, compared to \$6.5 million at December 31, 2016 and \$3.8 million at March 31, 2016. The increase in the Corporation's reserve for probable losses compared to March 31, 2016 was attributable to the reserve recorded for probable losses associated with the servicing portfolio obtained in the merger with Talmer.

All other categories of noninterest income, including other fees for customer services, insurance commissions and other noninterest income, excluding the significant items previously discussed, totaled \$8.2 million in the first quarter of 2017, \$9.8 million in the fourth quarter of 2016 and \$2.2 million in the first quarter of 2016. Other fees for customer services include revenue from safe deposit boxes, credit card referral fees, wire transfer fees, letter of credit fees and other fees for services. Insurance commissions primarily consist of title insurance commissions received on title insurance policies issued for customers of Chemical Bank. The increase in all other categories of noninterest income during the first quarter of 2017, compared to the first quarter of 2016 was due to incremental revenue resulting from the impact of the Talmer merger.

## Operating Expenses

The following table presents the major categories of operating expenses for the three months ended March 31, 2017, December 31, 2016 and March 31, 2016:

(Dollars in thousands)	Three Months Ended		
	March 31, 2017	December 31, 2016	March 31, 2016
<b>Operating expense</b>			
Salaries and wages	\$ 48,526	\$ 47,936	\$ 26,743
Employee benefits	11,722	9,695	7,147
Occupancy	7,392	7,644	4,905
Equipment and software	8,517	8,709	4,404
Outside processing and service fees	7,511	7,290	3,711
FDIC insurance premiums	1,406	2,813	1,407
Professional fees	1,968	2,304	1,036
Intangible asset amortization	1,513	1,843	1,194
Advertising and marketing	2,025	1,201	766
Postage and express mail	1,551	1,109	984
Training, travel and other employee expenses	1,624	1,265	797
Telephone	988	912	730
Supplies	687	688	480
Donations	518	615	611
Credit-related expenses	1,200	(1,029)	30
Transaction expenses	4,167	18,016	2,594
Other	2,881	3,291	1,348
<b>Total operating expenses</b>	<b>\$ 104,196</b>	<b>\$ 114,302</b>	<b>\$ 58,887</b>
Operating expenses, excluding transaction expenses <sup>(1)</sup>	<b>\$ 100,029</b>	<b>\$ 96,286</b>	<b>\$ 56,293</b>
Full-time equivalent staff (at period end)	3,273	3,261	2,124
Average assets	\$ 17,474,019	\$ 17,264,668	\$ 9,241,034
Efficiency ratio - GAAP	62.0%	61.2%	62.8%
Efficiency ratio - adjusted non-GAAP <sup>(1)</sup>	57.4%	53.7%	57.6%
Total operating expenses as a percentage of total average assets	0.6%	0.7%	0.6%
Total operating expenses as a percentage of total average assets - adjusted Non-GAAP <sup>(1)</sup>	0.6%	0.6%	0.6%

<sup>(1)</sup>Operating expenses, excluding transaction expenses, adjusted total operating expenses as a percentage of total average assets and adjusted efficiency ratio are non-GAAP financial measures. Please refer to the section entitled "Non-GAAP Financial Measures."

Total operating expenses were \$104.2 million in the first quarter of 2017, \$114.3 million in the fourth quarter of 2016 and \$58.9 million in the first quarter of 2016. Operating expenses included transaction expenses of \$4.2 million in the first quarter of 2017, \$18.0 million in the fourth quarter of 2016 and \$2.6 million in the first quarter of 2016. Excluding transaction expenses, operating expenses of \$100.0 million in the first quarter of 2017 increased \$3.7 million, or 3.9%, over operating expenses of \$96.3 million in the fourth quarter of 2016, due largely to increases in credit-related expenses of \$2.2 million and employee benefit expenses of \$2.0 million, partially offset by a decrease in FDIC insurance premiums of \$1.4 million. Excluding transaction expenses, operating expenses increased \$43.7 million, or 77.7%, in the first quarter of 2017 over operating expenses of \$56.3 million in the first quarter of 2016, due largely to incremental expenses resulting from the merger with Talmer.<sup>(1)</sup>

Salaries and wages were \$48.5 million in the first quarter of 2017, \$47.9 million in the fourth quarter of 2016 and \$26.7 million in the first quarter of 2016. Salaries and wages expense increased \$0.6 million, or 1.2%, in the first quarter of 2017, compared to the fourth quarter of 2016, due primarily to increased compensation costs resulting from merit and inflationary adjustments. Salaries and wages expense increased \$21.8 million, or 81.5%, in the first quarter of 2017, compared to the first quarter of 2016, primarily due to incremental costs associated with the merger with Talmer.

Employee benefits expense was \$11.7 million in the first quarter of 2017, \$9.7 million in the fourth quarter of 2016 and \$7.1 million in the first quarter of 2016. Employee benefits expense increased \$2.0 million, or 20.9%, in the first quarter of 2017 compared to the fourth quarter of 2016, due primarily to increases in payroll tax expenses, reflecting a large amount of stock option exercises during the quarter, and 401(k) matching contributions. Employee benefits expense increased \$4.6 million, or 64.0%, in the first quarter of 2017, compared to the first quarter of 2016, due primarily to incremental costs associated with the merger with Talmer and lower pension plan costs.

Compensation expenses, which include salaries and wages and employee benefits, as a percentage of total operating expenses were 57.8% in the first quarter of 2017, 50.4% in the fourth quarter of 2016 and 57.6% in the first quarter of 2016.

Occupancy expense was \$7.4 million in the first quarter of 2017, \$7.6 million in the fourth quarter of 2016 and \$4.9 million in the first quarter of 2016. Occupancy expense decreased \$0.3 million, or 3.3%, in the first quarter of 2017, compared to the fourth quarter of 2016, while occupancy expense increased \$2.5 million, or 50.7%, compared to the first quarter of 2016. The increase in the first quarter of 2017, compared to the first quarter of 2016 was primarily due to incremental operating costs associated with the merger with Talmer. Occupancy expense included depreciation expense on buildings of \$1.7 million in the first quarter of 2017, \$1.6 million in the fourth quarter of 2016 and \$1.5 million in the first quarter of 2016.

Equipment and software expense was \$8.5 million in the first quarter of 2017, \$8.7 million in the fourth quarter of 2016 and \$4.4 million in the first quarter of 2016. Equipment and software expense decreased \$0.2 million, or 2.2%, in the first quarter of 2017, compared to the fourth quarter of 2016, and increased \$4.1 million, or 93.4%, compared to the fourth quarter of 2016. The increase in the first quarter of 2017, compared to the first quarter of 2016 was primarily due to incremental operating costs associated with the merger with Talmer.

Outside processing and service fees are largely comprised of amounts paid to third-party vendors related to the outsourcing of certain day-to-day functions that are integral to the Corporation's ability to provide services to its customers, including such things as the Corporation's debit card, electronic banking and wealth management platforms. Outside processing and service fees were \$7.5 million in the first quarter of 2017, \$7.3 million in the fourth quarter of 2016 and \$3.7 million in the first quarter of 2016. Outside processing and service fees increased \$0.2 million, or 3.0%, in the first quarter of 2017, compared to the fourth quarter of 2016, and increased \$3.8 million, compared to the first quarter of 2016. The increase in the first quarter of 2017, compared to the first quarter of 2016 was primarily due to incremental operating costs associated with the merger with Talmer.

FDIC insurance premiums were \$1.4 million in the first quarter of 2017, \$2.8 million in the fourth quarter of 2016 and \$1.4 million in the first quarter of 2016. FDIC insurance premiums decreased \$1.4 million, or 50.0%, in the first quarter of 2017, compared to the fourth quarter of 2016, largely due to final adjustments made to the Corporation's assessment base and combined factors utilized in the calculation subsequent to the consolidation of Talmer Bank, with and into Chemical Bank.

Professional fees were \$2.0 million in the first quarter of 2017, \$2.3 million in the fourth quarter of 2016 and \$1.0 million in the first quarter of 2016. Professional fees decreased \$0.3 million, or 14.6%, in first quarter of 2017, compared to the fourth quarter of 2016, and increased \$0.9 million, or 90.0%, compared to first quarter of 2016, as a result of additional legal fees incurred by the Corporation in defense of various litigation matters and other merger related matters.

Credit-related expenses are comprised of other real estate ("ORE") net costs and loan collection costs. ORE net costs are comprised of costs to carry ORE, such as property taxes, insurance and maintenance costs, fair value write-downs after a property is transferred to ORE and net gains/losses from the disposition of ORE. Loan collection costs include legal fees, appraisal fees and other costs recognized in the collection of loans with deteriorated credit quality and in the process of foreclosure. Credit-related expenses were a net expense to income of \$1.2 million in the first quarter of 2017, a net benefit of \$1.0 million in the fourth quarter of 2016 and a net expense of \$30 thousand in the first quarter of 2016. Credit-related expenses increased \$2.2 million in the first quarter of 2017, compared to the fourth quarter of 2016, and increased \$1.2 million, compared to the first quarter of 2016. The increase in the first quarter of 2017, compared to the fourth quarter of 2016 was primarily due to a reduction in the amount of income realized from the gain on sale of ORE. The increase in the first quarter of 2017, compared to the first quarter of 2016 was primarily due to incremental operating costs associated with the merger with Talmer. The Corporation recognized net gains from the sales of ORE properties of \$1.0 million in the first quarter of 2017, \$2.2 million in the fourth quarter of 2016 and \$0.7 million in the first quarter of 2016. ORE operating and loan collection costs were \$1.9 million in the first quarter of 2017, \$1.0 million in the fourth quarter of 2016 and \$0.6 million in the first quarter of 2016.

All other categories of operating expenses totaled \$11.8 million in the first quarter of 2017, \$10.9 million in the fourth quarter of 2016 and \$6.9 million in the first quarter of 2016. All other categories of operating expenses increased \$0.9 million, or 7.9%, in the first quarter of 2017, compared to the fourth quarter of 2016. All other categories of operating expenses increased \$4.9 million, or 70.6%, in the first quarter of 2017, compared to the first quarter of 2016, due largely to incremental costs resulting from the merger with Talmer.

The Corporation's efficiency ratio, which measures total operating expenses divided by the sum of net interest income (FTE) plus noninterest income, was 62.0% in the first quarter of 2017, 61.2% in the fourth quarter of 2016 and 62.8% in the first quarter of 2016. The Corporation's adjusted efficiency ratio, which excludes the previously identified significant items, was 57.4% in the first quarter of 2017, 53.7% in the fourth quarter of 2016 and 57.6% in the first quarter of 2016.

<sup>(1)</sup> Operating expenses, excluding transaction expenses, and the adjusted efficiency ratio are non-GAAP financial measures. Please refer to the section entitled "Non-GAAP Financial Measures" included within this Management's Discussion and Analysis of Financial Condition and Results of Operations for a reconciliation to the most directly comparable GAAP financial measures.

**Income Tax Expense**

The Corporation's effective federal income tax rate was 20.5% in the first quarter of 2017, 28.7% in the fourth quarter of 2016 and 29.2% in the first quarter of 2016. The fluctuations in the Corporation's effective federal income tax rate reflect changes each year in the proportion of interest income exempt from federal taxation, nondeductible transaction costs and other nondeductible expenses relative to pretax income and tax credits. The decrease in the Corporation's effective federal income tax rate in the first quarter of 2017, compared to both the fourth quarter of 2016 and the first quarter of 2016, was primarily due to the tax benefit received from stock option exercises that occurred in the first quarter of 2017 and growth in lending on real estate projects that receive either low income housing or historic tax credits. See Note 13 to the Corporation's consolidated financial statements for additional details on the Corporation's income taxes. The Corporation had no uncertain tax positions during the three months ended March 31, 2017, December 31, 2016 and March 31, 2016.

## Liquidity

Liquidity risk is the potential that the Corporation will be unable to meet its obligations as they come due because of an inability to liquidate assets or obtain adequate funding (referred to as "funding liquidity risk") or that it cannot easily unwind or offset specific exposures without significantly lowering market prices because of inadequate market depth or market disruptions (referred to as "market liquidity risk").

Funding liquidity risk is managed to ensure stable, reliable and cost-effective sources of funds are available to satisfy deposit withdrawals and lending and investment opportunities. The ability of a financial institution to meet its current financial obligations is a function of its balance sheet structure, its ability to liquidate assets and its access to alternative sources of funds. The Corporation manages its funding needs by maintaining a level of liquid funds through its asset/liability management process. The Corporation's largest sources of liquidity on a consolidated basis are the deposit base that comes from consumer, business and municipal customers within the Corporation's local markets, principal payments on loans, maturing investment securities, cash held at the FRB and unpledged investment securities available-for-sale. Total deposits increased \$259.2 million during the three months ended March 31, 2017. The increase in deposits for the three months ended March 31, 2017 relates to organic growth in customer deposits of \$329.3 million, which was partially offset by decreases related to maturing brokered deposits of \$70.1 million. The Corporation's loan-to-deposit ratio was 101.1% at March 31, 2017 and 100.9% at December 31, 2016. The Corporation had \$96.8 million of cash deposits held at the FRB at March 31, 2017, compared to \$52.1 million at December 31, 2016. At March 31, 2017, the Corporation had unpledged investment securities available-for-sale with an amortized cost of \$369.4 million and available unused wholesale sources of liquidity, including FHLB advances and borrowings from the discount window of the FRB.

Chemical Bank is a member of the FHLB and as such has access to short-term and long-term advances from the FHLB that are generally secured by residential mortgage first lien loans. The Corporation had short-term and long-term FHLB advances outstanding of \$1.3 billion at March 31, 2017. The Corporation's additional borrowing availability from the FHLB, based on its FHLB capital stock and subject to certain requirements, was \$53.2 million at March 31, 2017. The Corporation can also borrow from the FRB's discount window to meet short-term liquidity requirements. These borrowings are required to be secured by investment securities and/or certain loan types, with each category of assets carrying various borrowing capacity percentages. At March 31, 2017, the Corporation maintained an unused borrowing capacity of \$21.5 million with the FRB's discount window based upon pledged collateral as of that date. The Corporation also had the ability to borrow an additional \$375.0 million of federal funds from multiple third-party financial institutions at March 31, 2017. In addition, in conjunction with the merger with Talmer, the Corporation entered into a credit agreement of \$145.0 million consisting of a \$125.0 million term line-of credit and a \$20.0 million revolving line-of-credit. The \$20.0 million revolving line-of-credit was available for use at March 31, 2017. It is management's opinion that the Corporation's borrowing capacity could be expanded, if deemed necessary, as it has additional borrowing capacity available at the FHLB that could be used if it increased its investment in FHLB capital stock, and the Corporation has a significant amount of additional assets that could be used as collateral at the FRB's discount window.

The Corporation manages its liquidity position to provide the cash necessary to pay dividends to shareholders, invest in new subsidiaries, enter new banking markets, pursue investment opportunities and satisfy other operating requirements. The Corporation's primary source of liquidity is dividends from Chemical Bank.

Federal and state banking laws place certain restrictions on the amount of dividends that a bank may pay to its parent company. During the three months ended March 31, 2017, Chemical Bank paid \$65.0 million in dividends to the Corporation, and the Corporation paid cash dividends to shareholders of \$19.3 million. During 2016, Chemical Bank paid \$110.5 million in dividends to the Corporation and the Corporation paid cash dividends to shareholders of \$49.4 million. The earnings of Chemical Bank are the principal source of funds to pay cash dividends to the Corporation's shareholders. Chemical Bank had net income of \$45.1 million during the three months ended March 31, 2017, compared to net income of \$108.0 million during all of 2016. Over the long term, cash dividends to shareholders are dependent upon earnings, capital requirements, regulatory restraints and other factors affecting Chemical Bank.

## Market Risk

Market risk is the risk to a financial institution's condition resulting from adverse movements in market rates or prices, including, but not limited to, interest rates, foreign exchange rates, commodity prices, or equity prices. Interest rate risk, a form of market risk, is the current and prospective risk to earnings or capital arising from movement in interest rates. Interest rate risk is due to difference in the repricing and maturity dates between financial assets and funding sources, as well as changes in the relationship between benchmark rate indices used to reprice various assets and liabilities, product options available to customers, competitive pressures and other variables. The Corporation's net interest income is largely dependent upon the effective management of interest rate risk. The Corporation's goal is to avoid a significant decrease in net interest income, and thus an adverse impact on the profitability of the Corporation, in periods of changing interest rates. Sensitivity of earnings to interest rate changes arises when yields on assets change differently from the interest costs on liabilities. Interest rate sensitivity is determined by the amount of interest-earning assets and interest-bearing liabilities repricing within a specific time period and the magnitude by which interest rates change on the various types of interest-earning assets and interest-bearing liabilities. The management of interest rate sensitivity includes monitoring the maturities and repricing opportunities of interest-earning assets and interest-bearing liabilities. The Corporation's interest rate risk is managed through policies and risk limits approved by the boards of directors of the Corporation and Chemical Bank and an Asset and Liability Committee (ALCO). The ALCO, which is comprised of executive and senior management from various areas of the Corporation and Chemical Bank, including finance, lending, investments and deposit gathering, meets regularly to execute asset and liability management strategies. The ALCO establishes guidelines and monitors the sensitivity of earnings to changes in interest rates. The goal of the ALCO process is to manage the impact on net interest income and the net present value of future cash flows of probable changes in interest rates within authorized risk limits.

The primary technique utilized by the Corporation to measure its interest rate risk is simulation analysis. Simulation analysis forecasts the effects on the balance sheet structure and net interest income under a variety of scenarios that incorporate changes in interest rates, the shape of the Treasury yield curve, interest rate relationships and the mix of assets and liabilities and loan prepayments. These forecasts are compared against net interest income projected in a stable interest rate environment. While many assets and liabilities reprice either at maturity or in accordance with their contractual terms, several balance sheet components demonstrate characteristics that require an evaluation to more accurately reflect their repricing behavior. Key assumptions in the simulation analysis include prepayments on loans, probable calls of investment securities, changes in market conditions, loan volumes and loan pricing, deposit sensitivity and customer preferences. These assumptions are inherently uncertain as they are subject to fluctuation and revision in a dynamic environment. As a result, the simulation analysis cannot precisely forecast the impact of rising and falling interest rates on net interest income. Actual results will differ from simulated results due to many other factors, including changes in balance sheet components, interest rate changes, changes in market conditions and management strategies.

The Corporation's interest rate sensitivity is estimated by first forecasting the next twelve months of net interest income under an assumed environment of constant market interest rates. The Corporation then compares the results of various simulation analyses to the constant interest rate forecast (base case). At March 31, 2017, the Corporation projected the change in net interest income during the next twelve months assuming short-term market interest rates were to uniformly and gradually increase or decrease by up to 200 basis points in a parallel fashion over the entire yield curve during the same time period. Additionally, the Corporation projected the change in net interest income of an immediate 400 basis point increase in market interest rates at March 31, 2017. The Corporation did not project a 400 basis point decrease in interest rates as the likelihood of a decrease of this size was considered unlikely given prevailing interest rate levels. These projections were based on the Corporation's assets and liabilities remaining static over the next twelve months, while factoring in probable calls and prepayments of certain investment securities and residential mortgage and consumer loans. The ALCO regularly monitors the Corporation's forecasted net interest income sensitivity to ensure that it remains within established limits.

A summary of the Corporation's interest rate sensitivity at March 31, 2017 and December 31, 2016 follows:

	Gradual Change					Immediate Change
<b>March 31, 2017</b>						
Twelve month interest rate change projection (in basis points)	-200	-100	0	+100	+200	+400
Percent change in net interest income vs. constant rates	(3.5)%	(0.5)%	—	(1.7)%	(3.1)%	(9.0)%
<b>December 31, 2016</b>						
Twelve month interest rate change projection (in basis points)	-200	-100	0	+100	+200	+400
Percent change in net interest income vs. constant rates	(3.9)%	(0.9)%	—	(1.4)%	(2.6)%	(6.8)%

At March 31, 2017, the Corporation's model simulations projected that 100, 200 and 400 basis point increases in interest rates would result in negative variances in net interest income of 1.7%, 3.1% and 9.0%, respectively, relative to the base case over the next twelve-month period. At March 31, 2017, the Corporation's model simulations also projected that decreases in interest



rates of 100 and 200 basis points would result in negative variances in net interest income of 0.5% and 3.5%, respectively, relative to the base case over the next twelve-month period. The likelihood of a decrease in interest rates beyond 100 basis points at March 31, 2017 was considered to be unlikely given prevailing interest rate levels.

Future increases in market interest rates are not expected to have a significant immediate favorable impact on the Corporation's net interest income at the time of such increases because of the low percentage of variable interest rate loans in the Corporation's loan portfolio and a large percentage of variable interest rate loans at or near interest rate floors at March 31, 2017. The percentage of variable interest rate loans, which comprised approximately 26.4% of the Corporation's loan portfolio at March 31, 2017, has remained relatively consistent during the three-month period ended March 31, 2017.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Information concerning quantitative and qualitative disclosures about market risk is contained in the discussion regarding interest rate risk and sensitivity under the captions "Liquidity" and "Market Risk" herein and in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016 and is here incorporated by reference.

Since December 31, 2016, the Corporation does not believe that there has been a material change in the nature or categories of the Corporation's primary market risk exposure, or the particular markets that present the primary risk of loss to the Corporation. As of the date of this report, the Corporation does not know of or expect there to be any material change in the general nature of its primary market risk exposure in the near term. The methods by which the Corporation manages its primary market risk exposure, as described in its Annual Report on Form 10-K for the year ended December 31, 2016, have not changed materially during the current year. As of the date of this report, the Corporation does not expect to make material changes in those methods in the near term. The Corporation may change those methods in the future to adapt to changes in circumstances or to implement new techniques.

The Corporation's market risk exposure is mainly comprised of its vulnerability to interest rate risk. Prevailing interest rates and interest rate relationships are largely determined by market factors that are beyond the Corporation's control.

Certain information provided in response to this item consists of forward-looking statements. Reference is made to the section captioned "Forward-Looking Statements" in this report for a discussion of the limitations on the Corporation's responsibility for such statements. In this discussion, "near term" means a period of one year following the date of the most recent consolidated statement of financial position contained in this report.

**Item 4. Controls and Procedures**

An evaluation was performed under the supervision and with the participation of the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures as of the end of the period covered by this report. Based on and as of the time of that evaluation, the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Corporation's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Corporation in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. There was no change in the Corporation's internal control over financial reporting that occurred during the three months ended March 31, 2017 that has materially affected, or that is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

## Part II. Other Information

### Item 1. Legal Proceedings

On February 22, 2016, two putative class action and derivative complaints were filed in the Circuit Court for Oakland County, Michigan by individuals purporting to be a shareholder of Talmer. The actions are styled *Regina Gertel Lee v. Chemical Financial Corporation, et. al.*, Case No. 2016-151642-CB and *City of Livonia Employees' Retirement System v. Chemical Financial Corporation et. al.*, Case No. 2016 151641-CB. These complaints purport to be brought derivatively on behalf of Talmer against the individual defendants, and individually and on behalf of all others similarly situated against Talmer and Chemical. The complaints allege, among other things, that the directors of Talmer breached their fiduciary duties to Talmer's shareholders in connection with the merger by approving a transaction pursuant to an allegedly inadequate process that undervalues Talmer and includes preclusive deal protection provisions, and that Chemical allegedly aided and abetted the Talmer directors in breaching their duties to Talmer's shareholders. The complaints also allege that the individual defendants have been unjustly enriched. Both complaints seek various remedies on behalf of the putative class (consisting of all shareholders of Talmer who are not related to or affiliated with any defendant). They request, among other things, that the Court enjoin the merger from being consummated in accordance with its agreed-upon terms, direct the Talmer directors to exercise their fiduciary duties, rescind the merger agreement to the extent that it is already implemented, award the plaintiff all costs and disbursements in each respective action (including reasonable attorneys' and experts' fees), and grant such further relief as the court deems just and proper. The *City of Livonia* plaintiff amended its complaint on April 21, 2016 to add additional factual allegations, including but not limited to allegations that Keefe Bruyette & Woods, Inc. ("KBW") served as a financial advisor for the proposed merger despite an alleged conflict of interest, that Talmer's board acted under actual or potential conflicts of interest, and that the defendants omitted and/or misrepresented material information about the proposed merger in the Form S-4 Registration Statement relating to the proposed merger. These two cases were consolidated as *In re Talmer Bancorp Shareholder Litigation*, case number 2016-151641-CB, per an order entered on May 12, 2016. On October 31, 2016, the plaintiffs in this consolidated action again amended their complaint, adding additional factual allegations, adding KBW as a defendant, and asserting that KBW acted in concert with Chemical to aid and abet breaches of fiduciary duty by Talmer's directors. The Defendants have all filed motions for summary disposition seeking dismissal of all claims with prejudice, and those motions remain pending. Talmer, Chemical, KBW and the individual defendants all believe that the claims asserted against each of them in the above-described consolidated action are without merit and intend to vigorously defend against these consolidated lawsuits.

On June 16, 2016, the same putative class plaintiff that filed the *City of Livonia* state court action discussed in the preceding paragraph filed a complaint in the United States District Court for the Eastern District of Michigan, styled *City of Livonia Employees' Retirement System v. Chemical Financial Corporation, et. al.*, Docket No. 1:16-cv-12229. The plaintiff purports to bring this action "individually and on behalf of all others similarly situated," and requests certification as a class action. The Complaint alleges violations of Section 14(a) and 20(a) of the Securities Exchange Act of 1934 and alleges, among other things, that the Defendants issued materially incomplete and misleading disclosures in the Form S-4 Registration Statement relating to the proposed merger. The Complaint contains requests for relief that include, among other things, that the Court enjoin the proposed transaction unless and until additional information is provided to Talmer's shareholders, declare that the Defendants violated the securities laws in connection with the proposed merger, award compensatory damages, interest, attorneys' and experts' fees, and that the Court grant such other relief as it deems just and proper. Talmer, Chemical, and the individual defendants all believe that the claims asserted against each of them in this lawsuit are without merit and intend to vigorously defend against this lawsuit. On October 18, 2016, the Court entered a stipulated order staying this action until the Oakland County Circuit Court issues rulings on motions for summary disposition that are now pending in *In re Talmer Bancorp Shareholder Litigation*, case number 2016-151641-CB. The stay order requires the parties to submit a proposed scheduling order or closing documents, as appropriate, within thirty days after the Oakland County Circuit Court issues rulings on the pending motions for summary disposition.

In addition, the Corporation and Chemical Bank are subject to certain legal actions arising in the ordinary course of business. In the opinion of management, after consultation with legal counsel, the ultimate disposition of these matters is not expected to have a material adverse effect on the consolidated financial condition or results of operations of the Corporation.

### Item 1A. Risk Factors

Information concerning risk factors is contained in this report under the heading "Forward-Looking Statements" and in Item 1A, "Risk Factors," in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016.

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

The following schedule summarizes the Corporation's total monthly share repurchase activity for the three months ended March 31, 2017:

Period Beginning on First Day of Month Ended	Issuer Purchases of Equity Securities			
	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number Shares that May Be Purchased Under Plans or Program
January 31, 2017	705,035	\$ 51.27	—	500,000
February 28, 2017	31,782	53.61	—	500,000
March 31, 2017	32,873	54.20	—	500,000
Total	769,690	\$ 51.50	—	

(1) Represents shares delivered or attested in satisfaction of the exercise price and/or tax withholding obligations by employees who received shares of the Corporation's common stock under the Corporation's share-based compensation plans, as these plans permit employees to use the Corporation's stock to satisfy such obligations based on the market value of the stock on the date of exercise or date of vesting, as applicable.

In January 2008, the board of directors of the Corporation authorized the repurchase of up to 500,000 shares of the Corporation's common stock in the open market. The repurchased shares are available for later reissuance in connection with potential future stock dividends, the Corporation's dividend reinvestment plan, employee benefit plans and other general corporate purposes. In November 2011, the board of directors of the Corporation reaffirmed the stock buy-back authorization with the qualification that the shares may only be repurchased if the share price is below the tangible book value per share of the Corporation's common stock at the time of the repurchase. No shares have been repurchased under the Corporation's Common Stock Repurchase Program since the authorization.

**Item 6. Exhibits**

Exhibits. The following exhibits are filed as part of this report on Form 10-Q:

<b>Exhibit Number</b>	<b>Document</b>
2.1	Agreement and Plan of Merger, dated January 25, 2016. Previously filed as Exhibit 2.1 to the registrant's Current Report on Form 8-K dated January 25, 2016, filed with the SEC on January 26, 2016. Here incorporated by reference.
3.1	Restated Articles of Incorporation.
3.2	Bylaws. Previously filed as Exhibit 3.2 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 26, 2014. Here incorporated by reference.
4.1	Restated Articles of Incorporation. Exhibit 3.1 is here incorporated by reference.
4.2	Bylaws. Exhibit 3.2 is here incorporated by reference.
10.1	Chemical Financial Corporation Stock Incentive Plan of 2017.
31.1	Certification of Chief Executive Officer.
31.2	Certification of Chief Financial Officer.
32.1	Certification pursuant to 18 U.S.C. §1350.
101.1	Interactive Data File.

## Signatures

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

### CHEMICAL FINANCIAL CORPORATION

Date: May 10, 2017

By: /s/ David B. Ramaker

David B. Ramaker

Chief Executive Officer and President

(Principal Executive Officer)

Date: May 10, 2017

By: /s/ Dennis L. Klaeser

Dennis L. Klaeser

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

## Exhibit Index

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## Section 2: EX-3.1 (EXHIBIT 3.1)

### EXHIBIT 3.1

#### RESTATED ARTICLES OF INCORPORATION

#### OF

#### CHEMICAL FINANCIAL CORPORATION

(As Amended Through April 28, 2017)

1. These Restated Articles of Incorporation are executed pursuant to the provisions of Sections 641-657, Act 284, Public Acts of 1972.
2. The present name of the Corporation is Chemical Financial Corporation; and the Corporation has had no other former name.
3. The date of filing the original Articles of Incorporation was August 27, 1973.
4. The following Restated Articles of Incorporation supersede the original Articles of Incorporation as amended, and shall be the Articles of Incorporation of the Corporation:

#### Article I

The name of the Corporation is CHEMICAL FINANCIAL CORPORATION

#### Article II

The purpose or purposes for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

#### ARTICLE III



The total authorized capital stock of the Corporation is 137,000,000 shares of stock divided into two classes, as follows:

- A. 135,000,000 shares of common stock, par value \$1.00 per share; and
- B. 2,000,000 shares of preferred stock, no par value.

The following provisions apply to the authorized capital stock of the corporation:

1. Provisions Applicable to Common Stock.

a. No Preference. None of the shares of common stock are entitled to any preferences, and each share of common stock is equal to every other share of common stock in every respect.

b. Dividends. After payment or declaration of full dividends on all shares having a priority over the common stock as to dividends, and after making all required sinking or retirement fund payments, if any, on all classes of preferred stock and on any other stock of the corporation ranking with priority as to dividends or assets over the common stock, dividends on the shares of common stock may be declared and paid, but only when and as determined by the board of directors.

c. Rights on Liquidation. On any liquidation, dissolution or winding up of the affairs of the corporation, after payment or setting aside of the full preferential amounts to which holders of all shares having priority over the common stock are entitled, the holders of the common stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution to shareholders. The board of directors may distribute in kind to the holders of common stock the remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of the remaining assets to any person and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger or consolidation of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, will not be deemed to be a dissolution, liquidation or winding up of the corporation for the purposes of this paragraph.

d. Voting. At all meetings of shareholders of the corporation, the holders of the common stock are entitled to one vote for each share of common stock held by them respectively.

## 2. Provisions Applicable To Preferred Stock.

a. Provisions to be Fixed by the Board of Directors. The board of directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of preferred stock in one or more series, each having the designations and relative voting, distribution, dividend, liquidation, and other rights, preferences, and limitations, consistent with the Michigan Business Corporation Act, as amended, as are stated in the resolution or resolutions providing for the issuance of shares of preferred stock adopted by the board of directors, and as are not stated in these Restated Articles of Incorporation, or any amendments thereto, including (without limiting the generality of the foregoing) the following:

(1) The distinctive designation and number of shares comprising the series, which number may (except where otherwise provided by the board of directors in creating the series) be increased or decreased (but not below the number of shares then issued and outstanding) from time to time by action of the board of directors.

(2) The stated value of the shares of the series.

(3) The dividend rate or rates on the shares of the series and the relation which dividends will bear to the dividends payable on any other class of capital stock or on any other series of preferred stock, the terms and conditions upon which and the periods in respect of which dividends will be payable, whether and upon what conditions dividends will be cumulative and, if cumulative, the date or dates from which dividends will accumulate.

(4) Whether the shares of the series are redeemable and, if redeemable, whether redeemable for cash, property or rights, including securities of any other corporation, and whether redeemable at the option of the holder or the corporation or upon the happening of a specified event, the limitations and restrictions with respect to the redemption, the time or times when, the price or prices or rate or rates at which, the adjustments with which and the manner in which such shares are redeemable, including the manner of selecting shares of the series for redemption if less than all shares are to be redeemed.

(5) The rights to which the holders of shares of the series are entitled, and the preferences, if any, over any other series (or of any other series over the series), upon the voluntary or involuntary liquidation, dissolution, distribution or winding up of the corporation, which rights may vary

depending on whether the liquidation, dissolution, distribution or winding up is voluntary or involuntary, and, if voluntary, may vary at different dates.

(6) Whether the shares of the series are subject to the operation of a purchase, retirement or sinking fund and, if so, whether and upon what conditions the fund will be cumulative or noncumulative, the extent to which and the manner in which the fund will be applied to the purchase or redemption of the shares of the series for retirement or to other corporation purposes and the terms and provisions relative to the operation thereof.

(7) Whether the shares of the series are convertible into or exchangeable for shares of any other class or of any other series of any class of capital stock of the corporation or any other corporation, and, if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange.

(8) The voting powers, if any, of the shares of the series, and whether and under what conditions the shares of the series (alone or together with the shares of one or more of other series having similar provisions) are entitled to vote separately as a single class, for the election of one or more additional directors of the corporation or upon other matters.

(9) Whether the issuance of any additional shares of the series, or of any shares of any other series, is subject to restrictions as to issuance, or as to the powers, preferences or rights of any other series.

(10) Any other preferences, privileges and powers and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the series, as the board of directors determines and as are not inconsistent with the provisions of these Restated Articles of Incorporation.

b. Provisions Applicable to All Preferred Stock.

(1) Subject to the designations, relative rights, preferences, and limitations applicable to separate series, each share shall be equal to every other share of the same class.

(2) Shares of preferred stock redeemed, converted, exchanged, purchased, retired or surrendered to the corporation, or which have been issued and reacquired in any manner, may, upon compliance with any applicable provisions of the Michigan Business Corporation Act, as amended, be given the status of authorized and unissued shares of preferred stock and may be reissued by the board of directors as part of the series of which they were originally a part or may be reclassified into and reissued as part of a new series or as a part of any other series, all subject to the protective conditions or restrictions of any outstanding series of preferred stock.

(3) Any of the voting, distribution, liquidation, or other rights, preferences, or limitations of a series may be made dependent upon facts or circumstances ascertainable outside of the Restated Articles of Incorporation or the resolution or resolutions providing for the issuance of shares of preferred stock adopted by the board of directors, if the manner in which the facts or events operate on the rights, preferences, or limitations is set forth in the Restated Articles of Incorporation or board resolution or resolutions.

**Article IV**

[Reserved.]

## **Article V**

All of the powers of this Corporation, insofar as the same may be lawfully vested by these Articles of Incorporation, are hereby vested in and conferred upon the Board of Directors of this Corporation. In furtherance and not in limitation thereof, the Board of Directors is expressly authorized:

- (a) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- (b) To designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

## **Article VI**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

## **Article VII**

Any action required or permitted under the Michigan Business Corporation Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action so taken is signed by the holders of outstanding stock having not less than the minimum number of votes necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

## **Article VIII**

- (a) A director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for a breach of a director's fiduciary duty, except for liability; (i) for a breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Section 551(1) of the Michigan Business Corporation Act; or (iv) for a transaction from which the director derived an improper personal benefit. No Amendment to or repeal of this Article VIII (a) shall apply to, or have any effect on, the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- (b) The Corporation shall provide indemnification to persons who serve or have served as directors, officers, employees or agents of the Corporation, and to persons who serve or have served at the request of the Corporation as directors, officers, employees, partners or agents of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, to the fullest extent permitted by the Michigan Business Corporation Act, as the same now exists or may hereafter be amended.

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### **Section 3: EX-10.1 (EXHIBIT 10.1)**

## **CHEMICAL FINANCIAL CORPORATION STOCK INCENTIVE PLAN OF 2017**

### **SECTION 1**

#### **Establishment of Plan; Purpose of Plan**

**1.1 Establishment of Plan.** The Company hereby establishes the STOCK INCENTIVE PLAN OF 2017 for its corporate and Subsidiary directors, officers and other key employees. The Plan permits the grant and award of Stock Options, Restricted Stock, Restricted Stock Units, Stock Awards and other stock-based and stock-related awards; provided, that directors are only eligible to participate in the Plan with respect to Restricted Stock awards made in lieu of payment of the cash portion of the director's compensation.

**1.2 Purpose of Plan.** The purpose of the Plan is to provide Participants with an increased incentive to contribute to the long-term performance and growth of the Company and its Subsidiaries, to join the interests of Participants with the interests of the Company's shareholders through the opportunity for increased stock ownership and to attract and retain Participants. The Plan is further intended to provide flexibility to the Company in structuring long-term incentive compensation to best promote the foregoing objectives. Within that context, it is intended that the Plan may provide performance-based compensation under Section 162(m) of the Code and the Plan shall be interpreted, administered and amended to achieve that purpose.

## SECTION 2

### Definitions

The following words have the following meanings unless a different meaning plainly is required by the context:

**2.1 "Act"** means the Securities Exchange Act of 1934, as amended.

**2.2 "Affiliate"** means any organization controlling, controlled by or under common control with the Company.

**2.3 "Board"** means the Board of Directors of the Company.

**2.4 "Change in Control,"** unless otherwise defined in an Incentive Award agreement, means an occurrence of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A issued under the Act. Without limiting the inclusiveness of the definition in the preceding sentence, a Change in Control of the Company shall be deemed to have occurred as of the first day that any one or more of the following conditions is satisfied: (a) any Person is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Act), directly or indirectly, of securities of the Company representing 25% or more of the combined voting power of the Company's then outstanding securities; (b) the failure at any time of the Continuing Directors to constitute at least a majority of the Board; or (c) any of the following occur: (i) any merger or consolidation of the Company, other than a merger or consolidation in which the voting securities of the Company immediately prior to the merger or consolidation continue to represent (either by remaining outstanding or being converted into securities of the surviving entity) 50% or more of the combined voting power of the Company or surviving entity immediately after the merger or consolidation with another entity; (ii) any sale, exchange, lease, mortgage, pledge, transfer or other disposition (in a single transaction or a series of related transactions) of assets or earning power aggregating more than 50% of the assets or earning power of the Company on a consolidated basis; (iii) any complete liquidation or dissolution

of the Company; (iv) any reorganization, reverse stock split or recapitalization of the Company which would result in a Change in Control as otherwise defined in this Plan; or (v) any transaction or series of related transactions having, directly or indirectly, the same effect as any of the foregoing.

**2.5 “Code”** means the Internal Revenue Code of 1986, as amended. Each reference in this Plan to a section or sections of the Code, unless otherwise noted, shall be deemed to include a reference to the rules and regulations issued under such section or sections of the Code.

**2.6 “Committee”** means the Compensation and Pension Committee of the Board or such other committee as the Board may designate from time to time. The Committee shall consist of at least two members of the Board and all of its members shall be “non-employee directors” as defined in Rule 16b-3 issued under the Act and “outside directors” as defined in Section 162(m) of the Code.

**2.7 “Common Stock”** means the Company’s common stock, par value \$1 per share.

**2.8 “Company”** means Chemical Financial Corporation, a Michigan corporation, and its successors and assigns.

**2.9 “Continuing Directors”** means the individuals who were either (a) first elected or appointed as a director prior to February 20, 2017, or (b) subsequently appointed as a director, if appointed or nominated by at least a majority of the Continuing Directors in office at the time of the nomination or appointment, but specifically excluding any individual whose initial assumption of office occurs as a result of either an actual or threatened solicitation subject to Rule 14a-12(c) of Regulation 14A issued under the Act or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board.

**2.10 “Covered Employee”** means any Employee who is or may become a “Covered Employee,” as defined in Section 162(m) of the Code, and who is designated, either as an individual Employee or class of Employees, by the Committee within the shorter of (i) 90 days after the beginning of the Performance Period, or (ii) the period of time after the beginning of the Performance Period and before 25% of the Performance Period has elapsed, as a “Covered Employee” under this Plan for such applicable Performance Period.

**2.11 “Director”** means a member of the Board.

**2.12 “Disability”** means an inability of a Participant to perform his or her employment or director duties due to physical or mental disability for a continuous period of 180 days or longer and the Participant is eligible for benefits under the Company’s long-term disability policy.

**2.13 “Employee”** means an employee of the Company or one of its Subsidiaries or Affiliates.

**2.14 “Equity-Based Award”** means the award or grant of a Stock Option, Restricted Stock, a Restricted Stock Unit, a Stock Award, or another stock-based or stock-related award, to a Participant pursuant to the Plan.

**2.15 “Good Reason”** means a Participant terminates employment due to a material negative change to the employment relationship between the Participant and the Company because: (a) the Participant is removed from any of the Participant’s principal positions; (b) the status, authority or responsibility of the Participant’s principal positions is materially diminished; (c) the Participant’s base salary as then in effect is materially reduced without a corresponding reduction in the salaries of the Company’s other executives, (d) the Company requires the Participant be based in a facility that is more than sixty (60) miles from the facility where the Participant is located immediately prior to the relocation or any substantial increase in the business

travel required of the Participant; or (e) any material breach by the Company, or any successor, of its obligations to the Participant under this Plan. A Participant may not terminate employment for “Good Reason” unless: (i) the Participant notifies the Company’s CEO in writing, within 60 days after the Participant becomes aware of the act or omission constituting Good Reason, that the act or omission in question constitutes Good Reason and explaining why the Participant considers it to constitute Good Reason; (ii) the Company fails, within 30 days after notice from the Participant under (i) above, to revoke the action or correct the omission and make the Participant whole; and (iii) the Participant gives notice of termination within 30 days after expiration of the 30-day period under (ii) above.

**2.16 “Market Value”** shall equal the closing market price of shares of Common Stock reported on NASDAQ (or any successor exchange or system that is the primary stock exchange or system for trading of Common Stock) on the date of grant, exercise or vesting, as applicable, or if NASDAQ (or any such successor) is closed on that date, the last preceding date on which NASDAQ (or any such successor) was open for trading and on which shares of Common Stock were traded. If the Common Stock is not readily tradable on an established securities market, the Market Value shall be determined by any means deemed fair and reasonable by the Committee, taking into account such factors as it considers advisable in a manner consistent with the valuation principles of Section 409A of the Code, except when the Committee expressly determines not to use Section 409A valuation principles, which determination shall be final and binding on all parties.

**2.17 “NASDAQ”** means The NASDAQ Stock Market.

**2.18 “Participant”** means a corporate officer or any key employee of the Company or its Subsidiaries who is granted an Equity-Based Award under the Plan. A director of the Company or its Subsidiaries may also be a “Participant” but only with respect to Restricted Stock awards made in lieu of payment of the cash portion of the director’s compensation.

**2.19 “Performance”** means the level of achievement of the performance goals established by the Committee pursuant to Section 9.1.

**2.20 “Performance Measures”** means measures as described in Section 9 on which the performance goals are based.

**2.21 “Performance Period”** means the period of time during which the performance goals must be met to determine the degree of payout, the vesting, or both, with respect to an Equity-Based Award that is intended to qualify as Performance-Based Compensation.

**2.22 “Performance-Based Compensation”** means compensation under an Equity-Based Award that satisfies the requirements of Section 162(m) of the Code for certain “performance-based compensation” paid to Covered Employees. Notwithstanding the foregoing, nothing in this Plan shall be construed to mean that an Equity-Based Award which does not satisfy the requirements for performance-based compensation under Section 162(m) of the Code does not constitute performance-based compensation for other purposes, including Section 409A of the Code.

**2.23 “Person”** has the same meaning as set forth in Sections 13(d) and 14(d)(2) of the Act.

**2.24 “Plan”** means the Chemical Financial Corporation Stock Incentive Plan of 2017 as set forth herein, as it may be amended from time to time.

**2.25 “Prior Plans”** means the Chemical Financial Corporation Stock Incentive Plan of 2015 and the Chemical Financial Corporation Stock Incentive Plan of 2012.

**2.26 “Restricted Period”** means the period of time during which Restricted Stock, Restricted Stock Units or other stock-based or stock-related awards that are awarded under the Plan are subject to the risk of forfeiture, restrictions on transfer and other restrictions or conditions pursuant to Sections 6 or 7. The Restricted Period may differ among Participants and may have different expiration dates with respect to shares of Common Stock covered by the same Equity-Based Award.

**2.27 “Restricted Stock”** means Common Stock awarded to a Participant pursuant to Section 6 of the Plan while such Common Stock remains subject to the risk of forfeiture, restrictions on transfer and other restrictions or conditions pursuant to Section 6.

**2.28 “Restricted Stock Unit”** means an award to a Participant pursuant to Section 6 of the Plan and described as a “Restricted Stock Unit” in Section 6.

**2.29 “Retirement”** means the voluntary termination of all employment by the Participant after the Participant has attained 55 years of age and completed 10 years of service with the Company or any of its Subsidiaries or as otherwise may be set forth in the Equity-Based Award agreement or other grant document with respect to a Participant and a particular Equity-Based Award. “**Retirement**” for a director means the cessation of the director’s service on the Board at the end of the director’s term on the Board when the director is not nominated for reelection to the Board, or as otherwise may be set forth in the Equity-Based Award agreement or other grant document with respect to a Participant and a particular Equity-Based Award.

**2.30 “Stock Award”** means an award of Common Stock awarded to a Participant pursuant to Section 7 of the Plan.

**2.31 “Stock Option”** means the right to purchase Common Stock at a stated price for a specified period of time. For purposes of the Plan, a Stock Option may only be a nonqualified stock option.

**2.32 “Subsidiary”** means any corporation or other entity of which 50% or more of the outstanding voting stock or voting ownership interest is directly or indirectly owned or controlled by the Company or by one or more Subsidiaries of the Company. The term “Subsidiary” includes present and future Subsidiaries of the Company.

**2.33 “Termination” or “Cessation”** of employment shall be considered to occur on the date on which the Employee is no longer obligated to perform services for the Company or any of its Subsidiaries and the Employee’s right to re-employment is not guaranteed by statute, contract or written policy of the Company, regardless of whether the Employee continues to receive compensation from the Company or any of its Subsidiaries after such date. The following shall not be considered such a termination or cessation: (i) a transfer of an employee among the Company and its Subsidiaries; (ii) a leave of absence, duly authorized in writing by the Company, for military service or for any other purpose approved by the Company if the period of such leave does not exceed 90 days; (iii) a leave of absence in excess of 90 days, duly authorized in writing by the Company, provided that the employee’s right to re-employment is guaranteed by statute, contract or written policy of the Company; or (iv) a termination of employment as an officer with continued service as an Employee or director.



## SECTION 3

### Administration

**3.1 Power and Authority.** The Committee shall administer the Plan. The Committee may delegate any, some or all of its record keeping, calculation, payment and other ministerial or administrative authority and responsibility from time to time to and among one or more individuals, who may be members of the Committee or Employees, but all actions taken pursuant to delegated authority and responsibility shall be subject to such review, change and approval by the Committee as the Committee considers appropriate. Except as limited in the Plan or as may be necessary to ensure, to the extent that the Committee so desires, that the Plan provides Performance-Based Compensation, the Committee shall have all of the express and implied powers and duties set forth in the Bylaws of the Company and the Plan, shall have full power and authority to interpret the provisions of the Plan and Equity-Based Awards granted under the Plan and shall have full power and authority to supervise the administration of the Plan and Equity-Based Awards granted under the Plan and to make all other determinations and do all things considered necessary or advisable for the administration of the Plan. All determinations, interpretations and selections made by the Committee regarding the Plan shall be final and conclusive. The Committee shall hold its meetings at such times and places as it considers advisable. Action may be taken by a written instrument signed by all of the members of the Committee and any action so taken shall be fully as effective as if it had been taken at a meeting duly called and held. The Committee shall make such rules and regulations for the conduct of its business as it considers advisable.

**3.2 Grants or Awards to Participants.** In accordance with and subject to the provisions of the Plan, the Committee shall have the authority to determine all provisions of Equity-Based Awards as the Committee may consider necessary or desirable and as are consistent with the terms of the Plan, including, without limitation, the following: (a) the persons who shall be selected as Participants; (b) the nature and, subject to the limitations set forth in Sections 4.1 and 4.3 of the Plan, extent of the Equity-Based Awards to be made to each Participant (including the number of shares of Common Stock to be subject to each Equity-Based Award, any exercise price, the manner in which an Equity-Based Award will vest or become exercisable and the form of payment for the Equity-Based Award); (c) the time or times when Equity-Based Awards will be granted; (d) the duration of each Equity-Based Award; and (e) the restrictions and other conditions to which payment or vesting of Equity-Based Awards may be subject; provided, however, that a vesting period of at least one year from the date an Equity-Based Award is granted must apply to at least 95% of the Equity-Based Awards granted under this Plan.

**3.3 Amendments or Modifications of Equity-Based Awards.** Subject to Section 3.4 and Section 11, the Committee shall have the authority to amend or modify the terms of any outstanding Equity-Based Award in any manner, provided that the amended or modified terms are not prohibited by the Plan as then in effect and provided such actions do not cause an Equity-Based Award not already subject to Section 409A of the Code to become subject to Section 409A of the Code, including, without limitation, the authority to: (a) modify the number of shares or other terms and conditions of an Equity-Based Award; provided that any increase in the number of shares of an Equity-Based Award other than pursuant to Section 4.4 shall be considered to be a new grant with respect to such additional shares for purposes of Section 409A of the Code and such new grant shall be made at Market Value on the date of grant; (b) extend the term of an Equity-Based Award to a date that is no later than the earlier of the latest date upon which the Equity-Based Award could have expired by its terms under any circumstances or the 10<sup>th</sup> anniversary of the date of grant (for purposes of clarity, as permitted under Section 409A of the Code, if the term of a Stock Option is extended at a time when the Stock Option exercise price equals or exceeds the Market Value, it will not be an extension of the term of the Stock Option, but instead will be treated as a modification of the Stock Option and a new Stock Option will be treated as having been granted); (c) accelerate the exercisability or vesting or otherwise

terminate, waive or modify any restrictions relating to an Equity-Based Award; (d) accept the surrender of any outstanding Equity-Based Award; and (e) to the extent not previously exercised or vested, authorize the grant of new Equity-Based Awards in substitution for surrendered Equity-Based Awards; *provided, however*, that such grant of new Equity-Based Awards shall be considered to be a new grant for purposes of Section 409A of the Code and shall be made at Market Value on the date of grant.

**3.4 Repricing Prohibited.** Except for adjustments as permitted by Section 4.4, without the approval of shareholders, the Committee may not amend, replace, substitute, or exchange previously granted Equity-Based Awards in a transaction that constitutes a “repricing,” which means any of the following: (a) changing the terms of an Equity-Based Awards to lower its exercise price; (b) any other action that is treated as a “repricing” under generally accepted accounting principles; (c) repurchasing for cash or canceling Equity-Based Awards at a time when its exercise price is greater than the Market Value of the underlying shares of Common Stock in exchange for another Equity-Based Award; or (d) as such term is used in Nasdaq FAQ Identification Number 220. In addition, the Committee may not cancel any outstanding Stock Option and replace it with a cash payment that is greater than the intrinsic value (if any) of the cancelled Stock Option without shareholder approval.

**3.5 Dividends Prohibited.** Dividends, or dividend equivalents, may not be paid on any unvested Equity-Based Awards issued under the Plan; provided, that the Committee may provide that dividends, or dividend equivalents, on unvested Equity-Based Awards (other than Stock Options or performance-based Restricted Stock or Restricted Stock Units) may be accrued and paid upon vesting of the applicable Equity-Based Award. Any Equity-Based Awards that include such accrual rights shall comply with Section 409A of the Code.

**3.6 Indemnification of Committee Members.** Neither any member or former member of the Committee, nor any individual or group to whom authority or responsibility is or has been delegated, shall be personally responsible or liable for any act or omission in connection with the performance of powers or duties or the exercise of discretion or judgment in the administration and implementation of the Plan. Each person who is or shall have been a member of the Committee, and any other individual or group exercising delegated authority or responsibility with respect to the Plan, shall be indemnified and held harmless by the Company from and against any cost, liability or expense imposed or incurred in connection with such person’s or the Committee’s taking or failing to take any action under the Plan or the exercise of discretion or judgment in the administration and implementation of the Plan. This Section 3.5 shall not be construed as limiting the Company’s or any Subsidiary’s ability to terminate or otherwise alter the terms and conditions of the employment of an individual or group exercising delegated authority or responsibility with respect to the Plan, or to discipline any such person. Each such person shall be justified in relying on information furnished in connection with the Plan’s administration by any appropriate person or persons.

## SECTION 4

### Shares Subject to the Plan

**4.1 Number of Shares.** Subject to adjustment as provided in Section 4.4 of the Plan, the total number of shares available for Equity-Based Awards under the Plan shall be 1,750,000 shares of Common Stock. Not more than 60% of the shares of Common Stock authorized under this Plan may be issued under Equity-Based Awards that are not Stock Options. Such shares shall be authorized and unissued shares, including shares purchased on the open market or otherwise acquired by the Company. Upon shareholder approval of this Plan, no further awards shall be made under the Prior Plans.

**4.2 Share Recycling Prohibited.** Shares subject to Equity-Based Awards that are canceled, surrendered, modified, exchanged for substitute Equity-Based Awards, or that forfeit, expire or terminate prior to the exercise or vesting of the Equity-Based Awards in full, and shares that are surrendered to the Company in connection with the exercise or vesting of Equity-Based Awards, whether previously owned or otherwise subject to such Equity-Based Awards, may not be reissued as new Equity-Based Awards under the Plan.

**4.3 Limitation Upon Equity-Based Awards.** No Participant shall be granted, during any calendar year, Equity-Based Awards with respect to more than 25% of the total number of shares of Common Stock available for Equity-Based Awards under the Plan set forth in Section 4.1 of the Plan, subject to adjustment as provided in Section 4.4 of the Plan, but only to the extent that such adjustment will not affect the status of any Equity-Based Award theretofore issued or that may thereafter be issued as Performance-Based Compensation. The purpose of this Section 4.3 is to ensure that the Plan may provide Performance-Based Compensation and this Section 4.3 shall be interpreted, administered and amended if necessary to achieve that purpose.

#### **4.4 Adjustments.**

**(a) Stock Dividends and Distributions.** If the number of shares of Common Stock outstanding changes by reason of a stock dividend, stock split, recapitalization or other general distribution of Common Stock or other securities to holders of Common Stock, the number and kind of securities subject to outstanding Equity-Based Awards and available for issuance under the Plan, together with applicable exercise prices and the limitation provided in Section 4.3, shall be adjusted in such manner and at such time as shall be equitable under the circumstances.

**(b) Other Actions Affecting Common Stock.** If there occurs, other than as described in Section 4.4(a), any merger, business combination, recapitalization, reclassification, subdivision or combination approved by the Board that would result in the persons who were shareholders of the Company immediately prior to the effective time of any such transaction owning or holding, in lieu of or in addition to shares of Common Stock, other securities, money and/or property (or the right to receive other securities, money and/or property) immediately after the effective time of such transaction, then the outstanding Equity-Based Awards (including exercise prices) and reserves for Equity-Based Awards under the Plan shall be adjusted in such manner and at such time as shall be equitable under the circumstances. It is intended that in the event of any such transaction, Equity-Based Awards under the Plan shall entitle the holder of each Equity-Based Award to receive (upon exercise in the case of Stock Options), in lieu of or in addition to shares of Common Stock, any other securities, money and/or property receivable upon consummation of any such transaction by holders of Common Stock with respect to each share of Common Stock outstanding immediately prior to the effective time of such transaction; upon any such adjustment, holders of Equity-Based Awards under the Plan shall have only the right to receive in lieu of or in addition to shares of Common Stock such other securities, money and/or other property as provided by the adjustment.

**(c) No Fractional Shares.** No fractional shares shall be issued pursuant to the Plan. Any fractional shares resulting under the terms of the Plan, including but not limited to, due to adjustments under Section 4.4, partial vesting or tax withholding, shall be rounded up or down as determined in the Committee's discretion and no cash payment shall be made in lieu of the fractional share.

## SECTION 5

### Stock Options

**5.1 Grant.** A Participant may be granted one or more Stock Options under the Plan. No Participant shall have any rights as a shareholder with respect to any shares of stock subject to Stock Options granted hereunder until such shares have been issued. For purposes of determining the number of shares available under the Plan, each Stock Option shall count as the number of shares of Common Stock subject to the Stock Option. Stock Options shall be subject to such terms and conditions, consistent with the other provisions of the Plan, as may be determined by the Committee in its sole discretion. In addition, the Committee may vary, among Participants and among Stock Options granted to the same Participant, any and all of the terms and conditions of the Stock Options granted under the Plan. Subject to the limitation imposed by Section 4.3 of the Plan, the Committee shall have complete discretion in determining the number of Stock Options granted to each Participant. Stock Options issued under the Plan shall be nonqualified stock options and shall not be considered incentive stock options as defined in Section 422(b) of the Code.

**5.2 Stock Option Agreements.** Stock Options shall be evidenced by stock option agreements, certificates of award, or both, containing the terms and conditions applicable to such Stock Options. To the extent not covered by a stock option agreement or certificate of award, the terms and conditions of this Section 5 shall govern.

**5.3 Stock Option Exercise Price.** The per share Stock Option exercise price shall be determined by the Committee, but shall be a price that is equal to or greater than 100% of the Market Value on the date of grant. The date of grant of a Stock Option shall be the date the Stock Option is authorized by the Committee or a future date specified by the Committee as the date for issuing the Stock Option.

**5.4 Medium and Time of Payment.** The exercise price for each share purchased pursuant to a Stock Option granted under the Plan shall be payable in cash or, if the Committee consents or provides in the applicable stock option agreement or grant, in shares of Common Stock. The time and terms of payment may be amended with the consent of a Participant before or after exercise of a Stock Option, provided that such amendment would not cause a Stock Option to become subject to Section 409A of the Code. Except as limited by the Act, the Sarbanes-Oxley Act of 2002 or other laws, rules or regulations, the Committee may from time to time authorize payment of all or a portion of the Stock Option exercise price in the form of a promissory note or other deferred payment installments according to such terms as the Committee may approve; provided, however, that such promissory note or other deferred payment installments shall be with full recourse and shall bear a market rate of interest. The Board may restrict or suspend the power of the Committee to permit such loans and may require that adequate security be provided. The Committee may implement a program for the broker-assisted cashless exercise of Stock Options.

**5.5 Limits on Exercisability.** Stock Options shall be exercisable for such periods, not to exceed 10 years and one day from the date of grant, as may be fixed by the Committee. At the time of exercise of a Stock Option, the holder of the Stock Option, if requested by the Committee, must represent to the Company that the shares are being acquired for investment and not with a view to the distribution thereof. The Committee may in its discretion require a Participant to continue the Participant's service with the Company or its Subsidiaries for a certain length of time prior to a Stock Option becoming exercisable and may eliminate such delayed vesting provisions.

**5.6 Termination of Employment.** Unless the Committee otherwise consents or permits (before or after the stock option grant) or unless the stock option agreement or grant provides otherwise:

(a) **General.** If a Participant is no longer employed by the Company or its Subsidiary for any reason other than the Participant's Retirement, death, Disability or termination for cause, the Participant may exercise his or her Stock Options in accordance with their terms for a period of three months after such termination of employment, but only to the extent the Participant was entitled to exercise the Stock Options on the date of termination.

(b) **Death.** If a Participant dies either while an Employee or otherwise during a time when the Participant could have exercised a Stock Option, the Stock Options issued to such Participant shall be exercisable in accordance with their terms by the personal representative of such Participant or other successor to the interest of the Participant for a period of one year after such Participant's death to the extent that the Participant was entitled to exercise the Stock Options on the date of death or termination, whichever first occurred, but not beyond the original term of the Stock Options.

(c) **Disability.** If a Participant ceases to be employed by the Company or one of its Subsidiaries due to the Participant's Disability, he or she may exercise his or her Stock Options in accordance with their terms for one year after he or she ceases to be employed unless such Stock Options earlier expire by their terms, but only to the extent that the Participant was entitled to exercise the Stock Options on the date of such event and not beyond the original terms of the Stock Options.

(d) **Participant Retirement.** If a Participant ceases to be employed by the Company or one of its Subsidiaries due to Retirement, the Participant may exercise his or her Stock Options in accordance with their terms after such termination of employment unless such Stock Options earlier expire by their terms.

(e) **Termination for Cause.** If a Participant's employment is terminated for cause, the Participant shall have no further right to exercise any Stock Options previously granted to him or her. The Committee or officers designated by the Committee shall have absolute discretion to determine whether a termination is for cause.

## SECTION 6

### Restricted Stock and Restricted Stock Units

**6.1 Grant.** Subject to the limitations set forth in Sections 4.1 and 4.3 of the Plan, Restricted Stock and Restricted Stock Units may be granted to Participants under the Plan. Shares of Restricted Stock are shares of Common Stock the retention, vesting and/or transferability of which is subject, during specified periods of time, to such conditions (including continued employment and/or achievement of performance goals established by the Committee) and terms as the Committee deems appropriate. Restricted Stock Units are Equity-Based Awards denominated in units of Common Stock under which the issuance of shares of Common Stock is subject to such conditions (including continued employment and/or achievement of performance goals established by the Committee) and terms as the Committee deems appropriate. For purposes of determining the number of shares available under the Plan, each Restricted Stock Unit shall count as the number of shares of Common Stock subject to the Restricted Stock Unit. Unless determined otherwise by the Committee, each Restricted Stock Unit shall be equal to one share of Common Stock and shall entitle a Participant to either shares of Common Stock or an amount of cash determined with reference to the value of shares of Common Stock. To the extent determined by the Committee, Restricted Stock and Restricted Stock Units may be satisfied or settled in cash, in shares of Common Stock or in a combination thereof. Restricted Stock Units shall be settled no later than the 15th day of the third month after the Restricted

Stock Units vest. Restricted Stock and Restricted Stock Units granted pursuant to the Plan need not be identical but shall be consistent with the terms of the Plan.

**6.2 Restricted Stock Agreements.** Awards of Restricted Stock and Restricted Stock Units shall be evidenced by restricted stock or restricted stock unit agreements or certificates of award containing such terms and conditions, consistent with the provisions of the Plan, as the Committee shall from time to time determine. Unless the restricted stock or restricted stock unit agreement or certificate of award provides otherwise, awards of Restricted Stock and Restricted Stock Units shall be subject to the terms and conditions set forth in this Section 6.

**6.3 Vesting.** The grant, issuance, retention, vesting and settlement of shares of Restricted Stock and Restricted Stock Units shall occur at such time and in such installments as determined by the Committee or under criteria established by the Committee. The Committee shall have the right to make the timing of the grant and/or issuance of, the ability to retain and the vesting and/or the settlement of Restricted Stock Units and shares of Restricted Stock subject to continued employment, passage of time and/or such performance criteria as deemed appropriate by the Committee.

**6.4 Termination of Employment or Service.** Unless the Committee otherwise consents or permits (before or after the grant of Restricted Stock or Restricted Stock Units) or unless the restricted stock or restricted stock unit agreement or grant provides otherwise:

(a) **Voluntary Termination Other Than Retirement.** Other than as provided below upon Retirement, if a Participant voluntarily ceases to be an Employee, or if a Participant who is a director voluntarily ceases to be a director, for any reason during the Restricted Period, each share of Restricted Stock and Restricted Stock Unit still subject in full or in part to restrictions at the date of such termination shall automatically be forfeited and returned to the Company.

(b) **Death, Disability or Termination Without Cause.** In the event a Participant terminates his or her employment with the Company, or a director ceases to be a director of the Company, because of death, Disability or termination without cause during the Restricted Period, the restrictions remaining on any or all shares of Restricted Stock and Restricted Stock Units shall terminate automatically with respect to that respective number of such shares or Restricted Stock Units (rounded to the nearest whole number) equal to the respective total number of such shares or Restricted Stock Units granted to such Participant multiplied by the number of full months that have elapsed since the date of grant divided by the total number of full months in the respective Restricted Period; provided, that if such Restricted Stock or Restricted Stock Units are subject to attainment of performance goals, then the restrictions shall not lapse until the end of the applicable performance period and then only after it is determined that the Company shall have attained such performance goals. All remaining shares of Restricted Stock shall be forfeited and returned to the Company and all remaining Restricted Stock Units shall be forfeited; provided, that the Committee may, in its sole discretion, waive the restrictions remaining on any or all such remaining shares of Restricted Stock and Restricted Stock Units either before or after the death, Disability or termination without cause of the Participant.

(c) **Retirement.** If a Participant who is a director ceases providing services as a director due to Retirement during the Restricted Period, then the restrictions remaining on any or all shares of Restricted Stock shall terminate automatically in full upon Retirement. In the event a Participant who is an Employee terminates his or her employment with the Company because of Retirement during the Restricted Period:

**(i) Performance-Based Vesting.** For Restricted Stock or Restricted Stock Units that are subject to attainment of performance goals, if the Participant has given the Company written notice of the Participant's intended date of Retirement at least one year in advance of such intended date of Retirement and it is determined after the end of the applicable performance period that the Company attained the applicable performance goals, then the restrictions remaining on any or all such shares of Restricted Stock and Restricted Stock Units shall terminate automatically with respect to that respective number of such shares or Restricted Stock Units (rounded to the nearest whole number) equal to the respective total number of such shares or Restricted Stock Units granted to such Participant multiplied by the number of full months that have elapsed since the date of grant divided by the total number of full months in the respective Restricted Period. If the Participant does not provide such advance notice, then all remaining shares of Restricted Stock shall be forfeited and returned to the Company and all remaining Restricted Stock Units shall be forfeited.

**(ii) Time-Based Vesting.** If the Participant has given the Company written notice of the Participant's intended date of Retirement at least one year in advance of such intended date of Retirement, then the restrictions remaining on any or all shares of Restricted Stock and Restricted Stock Units that are subject solely to time-based vesting shall terminate automatically in full upon Retirement. If the Participant does not provide such advance notice, then all remaining shares of Restricted Stock shall be forfeited and returned to the Company and all remaining Restricted Stock Units shall be forfeited.

The Committee may, in its sole discretion, waive the restrictions remaining on any or all such remaining shares of Restricted Stock and Restricted Stock Units either before or after the Retirement of the Participant.

**(d) Termination for Cause.** If a Participant's employment or service as a director is terminated for cause, the Participant shall have no further right to receive any Restricted Stock or Restricted Stock Units and all Restricted Stock still subject to restrictions at the date of such termination shall automatically be forfeited and returned to the Company and all Restricted Stock Units still subject to restrictions at the date of such termination shall automatically be forfeited. For purposes of the Plan, the Committee or officers designated by the Committee shall have absolute discretion to determine whether a termination is for cause.

**6.5 Legending of Restricted Stock.** In addition to any other legend that may be set forth on a Participant's share certificate, such certificates, if any, evidencing shares of Restricted Stock awarded pursuant to the Plan shall bear the following legend:

The shares represented by this certificate were issued subject to certain restrictions under the Chemical Financial Corporation Stock Incentive Plan of 2017 (the "Plan"). This certificate is held subject to the terms and conditions contained in a restricted stock agreement that includes a prohibition against the sale or transfer of the stock represented by this certificate except in compliance with that agreement and that provides for forfeiture upon certain events. Copies of the Plan and the restricted stock agreement are on file in the office of the Secretary of the Company.

The Committee may require that certificates, if any, representing shares of Restricted Stock be retained and held in escrow by a designated employee or agent of the Company or any Subsidiary until any restrictions applicable to shares of Restricted Stock so retained have been satisfied or lapsed.

**6.6 Rights as a Shareholder.** A Participant shall have all liquidation and other rights with respect to Restricted Stock held of record by such Participant as if the Participant held unrestricted Common Stock, subject to the restrictions regarding payment of dividends as set forth in Section 3.5; provided, that the unvested portion of any award of Restricted Stock shall be subject to any restrictions on transferability or risks of forfeiture imposed pursuant to this Section 6 and the terms and conditions set forth in the Participant's restricted stock agreement. Unless the Committee otherwise determines or unless the terms of the applicable restricted stock unit agreement or grant provide otherwise, a Participant shall have no dividend or liquidation rights with respect to shares of Common Stock subject to awards of Restricted Stock Units held by such Participant.

**6.7 Voting Rights.** Unless otherwise determined by the Committee, Participants holding shares of Restricted Stock granted hereunder may exercise full voting rights with respect to those shares during the Restricted Period. Participants shall have no voting rights with respect to shares of Common Stock underlying Restricted Stock Units unless and until such shares are reflected as issued and outstanding shares on the Company's stock ledger.

## SECTION 7

### Stock-Based Awards

**7.1 Grant.** Subject to the limitations set forth in Sections 4.1 and 4.3 of the Plan, in addition to any Stock Options, Restricted Stock, or Restricted Stock Units that a Participant may be granted under the Plan, a Participant may be granted one or more other types of awards based on or related to shares of Common Stock (including the grant of Stock Awards). Such awards shall be subject to such terms and conditions, consistent with the other provisions of the Plan, as may be determined by the Committee in its sole discretion. Notwithstanding the previous sentence, the shares of stock subject to Stock Awards shall be issued no later than the 15<sup>th</sup> day of the third month after the end of the calendar year in which the award is granted. Such awards shall be expressed in terms of shares of Common Stock or denominated in units of Common Stock. For purposes of determining the number of shares available under the Plan, each such unit shall count as the number of shares of Common Stock to which it relates.

### **7.2 Rights as a Shareholder.**

(a) **Stock Awards.** A Participant shall have all voting, dividend, liquidation and other rights with respect to vested shares of Common Stock issued to the Participant as a Stock Award under this Section 7 upon the Participant becoming the holder of record of the Common Stock granted pursuant to such Stock Award; provided, that the Committee may impose such restrictions on the assignment or transfer of Common Stock awarded pursuant to a Stock Award as it considers appropriate. Any dividend payment with respect to a vested Stock Award shall be made no later than the 15<sup>th</sup> day of the third month following the date the dividends are paid to shareholders.

(b) **General.** With respect to shares of Common Stock subject to awards granted under the Plan other than Stock Options, Restricted Stock, Restricted Stock Units and Stock Awards, a Participant shall have such rights as determined by the Committee and set forth in the respective award agreements; and the Committee may impose such restrictions on the assignment or transfer of Common Stock awarded pursuant to such awards as it considers appropriate.



## SECTION 8

### Change in Control

**8.1 Equity-Based Awards Assumed or Substituted by Surviving Entity.** With respect to Equity-Based Awards assumed by the surviving entity or otherwise equitably converted or substituted in connection with a Change in Control: unless otherwise provided for in the terms of any award agreement or separate agreement with a Participant governing an Equity-Based Award, if on or within two years after the effective date of the Change in Control, a Participant's employment is involuntarily terminated other than for cause or the Participant terminates employment for Good Reason, then:

(a) **Time-Based Vesting.** All time-based vesting restrictions on that Participant's outstanding Equity-Based Awards shall lapse;

(b) **Performance-Based Vesting.** The payout level under all of that Participant's performance-based Equity-Based Awards that were outstanding immediately before the effective time of the Change in Control shall be determined and deemed to have been earned as of the date of termination of employment based upon the actual level of achievement of all relevant performance goals against target (measured as of the termination of employment), to be paid on a pro-rata basis to such Participants at a time to be determined in the Company's sole discretion but no later than the 15th day of the third month following the date of termination of employment (unless a later date is required pursuant to Section 409A of the Code), based upon the portion of the Performance Period completed before the date of termination of employment; and

(c) **Stock Options.** All of that Participant's outstanding Stock Options shall become fully exercisable and shall thereafter continue or lapse in accordance with the other provisions of the Plan and the award agreement.

**8.2 Equity-Based Awards Not Assumed or Substituted by Surviving Entity.** With respect to Equity-Based Awards that are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the Change in Control in a manner approved by the Committee or the Board, and unless otherwise provided for in the terms of any award agreement or separate agreement with a Participant governing an Equity-Based Award, then upon the occurrence of a Change in Control:

(a) **Time-Based Vesting.** The value of all time-based Equity-Based Awards that were outstanding immediately before the effective time of the Change in Control shall be determined as of the date of the Change in Control. Such amount shall remain subject to the vesting schedule of the applicable time-based Equity-Based Award and will be paid in cash (without interest) to such Participants when the applicable time-based Equity-Based Awards otherwise would have vested if the Participant remains employed with the surviving entity at that time or earlier upon the Participant's involuntary termination of employment without cause or termination of employment for Good Reason;

(b) **Performance-Based Vesting.** The value of all performance-based Equity-Based Awards that were outstanding immediately before the effective time of the Change in Control shall be determined as of the date of the Change in Control based upon the actual level of achievement of all relevant performance goals against target (measured as of the time of the Change in Control), to be calculated on a pro-rata basis based upon the portion of the Performance Period completed before the date of Change in Control. Such amount will be paid in cash (without interest) to such Participants after the end of the Performance Period and any applicable service period that otherwise would have

applied under the terms of the Equity-Based Awards if the Participant remains employed with the surviving entity at that time or earlier upon the Participant's involuntary termination of employment without cause or termination of employment for Good Reason; and

(c) **Stock Options.** The value of all outstanding Stock Options shall be converted to a cash amount equal to the greater of the excess of (i) the highest sales price of the shares on Nasdaq on the date immediately prior to the effective date of such Change in Control of the Company or (ii) the highest price per share actually paid in connection with any Change in Control of the Company, over the exercise price per share of such Stock Options. Such amount shall remain subject to the vesting schedule of the applicable Stock Option and will be paid in cash (without interest) when the applicable Stock Option otherwise would have vested if the Participant remains employed with the surviving entity at that time or earlier upon the Participant's involuntary termination of employment without cause or termination of employment for Good Reason.

## SECTION 9

### Performance Measures

**9.1 Performance Measures.** Unless and until the Committee proposes for shareholder vote and the shareholders approve a change in the general Performance Measures set forth in this Section 9, the performance goals upon which the payment or vesting of an Equity-Based Award to a Covered Employee that is intended to qualify as Performance-Based Compensation may be based shall be limited to the following Performance Measures:

- (a) Net income (before or after taxes, interest, depreciation, and/or amortization);
- (b) Net income per share;
- (c) Return on equity;
- (d) Cash earnings;
- (e) Cash earnings per share (reflecting dilution of the Common Stock as the Committee deems appropriate and, if the Committee so determines, net of or including dividends);
- (f) Cash earnings return on equity;
- (g) Operating income;
- (h) Operating income per share;
- (i) Operating income return on equity;
- (j) Return on assets;
- (k) Cash flow;
- (l) Cash flow return on capital;
- (m) Return on capital;
- (n) Productivity ratios;
- (o) Share price (including without limitation growth measures, total shareholder return or comparison to indices);
- (p) Expense or cost levels;
- (q) Margins;
- (r) Operating efficiency;
- (s) Efficiency ratio;
- (t) Customer satisfaction, satisfaction based on specified objective goals or a Company-sponsored customer survey;
- (u) Economic value added measurements;

- (v) Market share or market penetration with respect to specific designated products or services, product or service groups and/or specific geographic areas;
- (w) Reduction of losses, loss ratios, expense ratios or fixed costs;
- (x) Employee turnover;
- (y) Specified objective social goals;
- (z) Noninterest income;
- (aa) Interest income;
- (bb) Net interest income;
- (cc) Deposit growth; and
- (dd) Loan growth.

One or more Performance Measures may be used to measure the performance of one or more of the Company, its Subsidiaries, its Affiliates, or any combination of the foregoing, compared to pre-determined levels, as the Committee may deem appropriate, or compared to the performance of a pre-established peer group, or published or special index that the Committee, in its sole discretion, deems appropriate. The Committee also has the authority to provide for accelerated vesting of any Equity-Based Award based on the achievement of performance goals pursuant to the Performance Measures specified in this Section 9.

**9.2 Evaluation of Performance.** The Committee may provide in any such Equity-Based Award that any evaluation of Performance may include or exclude any of the following events or their effects that occurs during a Performance Period: (a) asset write-downs, (b) litigation or claim judgments or settlements, (c) changes in tax laws, accounting principles, or other laws or provisions affecting reported results, (d) any reorganization and restructuring programs, (e) extraordinary nonrecurring items as described in Financial Accounting Standards Board Accounting Standards Codification Topic 225-20 and/or in management's discussion and analysis of financial condition and results of operations appearing in the Company's annual report to shareholders for the applicable fiscal year, (f) acquisitions, mergers, or divestitures (including non-recurring transaction-related expenses); (g) securities offerings; (h) accounting changes, (i) amortization of goodwill or other intangible assets, (j) discontinued operations, and (k) other special charges or extraordinary items. To the extent such inclusions or exclusions affect Equity-Based Awards to Covered Employees, they shall be prescribed in a form that meets the requirements of Section 162(m) of the Code for deductibility.

**9.3 Committee Discretion.** In the event that applicable tax laws, securities laws, or both, change to permit Committee discretion to alter the governing Performance Measures without obtaining shareholder approval of such changes, the Committee shall have sole discretion to make such changes without obtaining shareholder approval. In addition, in the event that the Committee determines that it is advisable to grant Equity-Based Awards that shall not qualify as Performance-Based Compensation, the Committee may make such grants without satisfying the requirements of Section 162(m) of the Code and may base vesting on Performance Measures other than those set forth in Section 9.1.

**9.4 Adjustment of Performance-Based Compensation.** Equity-Based Awards that are designed to qualify as Performance-Based Compensation, and that are held by Covered Employees, may not be increased or adjusted upward. The Committee shall retain the discretion to decrease or adjust such Equity-Based Awards downward, and such Equity-Based Awards may be forfeited in whole or in part.

**9.5 Performance-Based Compensation Conditioned on Performance.** Payment of Performance-Based Compensation to a Participant for a Performance Period under this Plan shall be entirely contingent upon achievement of the performance goals established by the Committee pursuant to this Section 9, the satisfaction of which must be substantially uncertain when established by the Committee for the Performance Period.

**9.6 Time of Determination of Performance Goals by Committee.** All performance goals to be made by the Committee for a Performance Period pursuant to this Section 9 shall be established in writing by the Committee during the first 90 days of such Performance Period and before 25% of the Performance Period has elapsed.

**9.7 Objective Standards.** Performance-Based Compensation shall be based solely upon objective criteria, consistent with this Section 9, from which an independent third party with knowledge of the facts could determine whether the performance goal or range of goals is met and from that determination could calculate the Performance-Based Compensation to be paid. Although the Committee has authority to exercise reasonable discretion to interpret this Plan and the criteria it shall specify pursuant to this Section 9 of the Plan, it may not amend or waive such criteria after the 90th day of the respective Performance Period with respect to an Equity-Based Award intended to qualify as Performance-Based Compensation. The Committee shall have no authority or discretion to increase any Performance-Based Compensation or to construct, modify or apply the measurement of a Participant's Performance in a manner that will directly or indirectly increase the Performance-Based Compensation for the Participant for any Performance Period above the amount determined by the applicable objective standards established within the time period set forth in Section 9.6.

## SECTION 10

### General Provisions

#### 10.1 Restrictions on Transferability; Clawback and Recoupment.

(a) **General.** Unless the Committee otherwise consents or permits (before or after the Equity-Based Award is made) or unless the award agreement provides otherwise, Equity-Based Awards granted under the Plan may not be sold, exchanged, transferred, pledged, assigned or otherwise alienated or hypothecated except by will or the laws of descent and distribution, and, as a condition to any transfer permitted by the Committee or the terms of the award agreement, the transferee must execute a written agreement permitting the Company to satisfy any federal, state or local withholding or other taxes associated with or resulting from the exercise or vesting of any Equity-Based Award in any manner provided for in Section 10.3. All provisions of an Equity-Based Award that are determined with reference to the Participant, including without limitation those that refer to the Participant's employment with the Company or its Subsidiaries, shall continue to be determined with reference to the Participant after any transfer of an Equity-Based Award. All rights with respect to Equity-Based Awards granted to a Participant under the Plan shall be exercisable during the Participant's lifetime only by such Participant or his or her guardian or legal representative.

(b) **Other Restrictions.** The Committee may impose other restrictions on any Equity-Based Award or shares of Common Stock acquired pursuant to the exercise or settlement of an Equity-Based Award under the Plan as the Committee deems advisable, including, without limitation, holding periods or further transfer restrictions, forfeiture provisions, and restrictions under applicable federal or state securities laws.

(c) **Clawback and Recoupment.** Equity-Based Awards under the Plan shall be subject to the Company's "clawback" policy for the recovery and recoupment of incentive compensation, as it may be amended from time to time.

**10.2 No Rights to Equity-Based Awards.** No Participant or other person shall have any claim to be granted any Equity-Based Award under the Plan and there is no obligation of uniformity of treatment of Participants or holders or beneficiaries of Equity-Based Awards under the Plan. The terms and conditions of Equity-Based Awards of the same type and the determination of the Committee to grant a waiver or modification of any Equity-Based Award and the terms and conditions thereof need not be the same with respect to each Participant or the same Participant.

**10.3 Withholding.** The Company or a Subsidiary shall be entitled to: (a) withhold and deduct from future wages of a Participant (or from other amounts that may be due and owing to a Participant from the Company or a Subsidiary), or make other arrangements for the collection of, all legally required amounts necessary to satisfy any and all federal, state, local and foreign withholding and employment-related tax requirements attributable to an Equity-Based Award, including, without limitation, the grant, exercise or vesting of, or payment of dividends with respect to, an Equity-Based Award; or (b) require a Participant promptly to remit the amount of such withholding to the Company before taking any action with respect to an Equity-Based Award. Unless the Committee determines otherwise, withholding may be satisfied by withholding Common Stock to be received upon exercise or vesting of an Equity-Based Award or by delivery to the Company of previously owned Common Stock. The Company may establish such rules and procedures concerning timing of any withholding election as it deems appropriate.

**10.4 Compliance With Laws; Listing and Registration of Shares.** All Equity-Based Awards granted under the Plan (and all issuances of Common Stock or other securities under the Plan) shall be subject to all applicable laws, rules and regulations, and to the requirement that if at any time the Committee shall determine, in its discretion, that the listing, registration or qualification of the shares covered thereby upon any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition of, or in connection with, the grant of such Equity-Based Award or the issuance or purchase of shares thereunder, such Equity-Based Award may not be exercised in whole or in part, or the restrictions on such Equity-Based Award shall not lapse, unless and until such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

**10.5 No Limit on Other Compensation Arrangements.** Nothing contained in the Plan shall prevent the Company or any Subsidiary from adopting or continuing in effect other or additional compensation arrangements, including the grant of Stock Options and other stock-based and stock-related awards, and such arrangements may be either generally applicable or applicable only in specific cases.

**10.6 No Right to Employment.** The grant of an Equity-Based Award shall not be construed as giving a Participant the right to be retained in the employ of the Company or any Subsidiary. The Company or any Subsidiary may at any time dismiss a Participant from employment, free from any liability or any claim under the Plan, unless otherwise expressly provided in the Plan or in any written agreement with the Participant.

**10.7 No Liability of Company.** The Company and any Subsidiary or Affiliate which is in existence or hereafter comes into existence shall not be liable to a Participant or any other person as to: (a) the non-issuance or non-sale of Common Stock as to which the Company has been unable to obtain from any regulatory body having jurisdiction the authority deemed by the Company's counsel to be necessary to the lawful issuance and sale of any shares hereunder; (b) any tax consequence to any Participant or other person due to the receipt, exercise or settlement of any Equity-Based Award granted hereunder, including but not limited to any tax treatment under Section 409A of the Code; and (c) any provision of law or legal restriction that prohibits or restricts the transfer of shares of Common Stock issued pursuant to any Equity-Based Award.

**10.8 Suspension of Rights under Equity-Based Awards.** The Company, by written notice to a Participant, may suspend a Participant's and any transferee's rights under any Equity-Based Award for a period not to exceed 60 days while the termination for cause of that Participant's employment with the Company and its Subsidiaries is under consideration.

**10.9 Governing Law.** The validity, construction and effect of the Plan and any rules and regulations relating to the Plan shall be determined in accordance with the laws of the State of Michigan and applicable federal law.

**10.10 Severability.** In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining provisions of the Plan and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included, unless such construction would cause the Plan to fail in its essential purposes.

**10.11 Compliance with 409A.** The Plan is intended to provide Equity-Based Awards that are exempt from Section 409A of the Code as either exempt equity awards under Treasury Regulation Section 1.409A-1(b)(5) or as exempt short-term deferrals under Treasury Regulation Section 1.409A-1(b)(4), and is to be interpreted and operated consistently with those intentions. To the extent that the Committee determines that any Equity-Based Award granted hereunder is subject to Section 409A of the Code, the agreement evidencing such Equity-Based Award shall incorporate the terms and conditions necessary to avoid the tax consequences specified in Section 409A(a)(1) of the Code. To the extent applicable, the Plan and agreements shall be interpreted in accordance with Section 409A of the Code.

**10.12 Section 162(m) Delay.** A payment that is due under this Plan may be delayed by the Employer to the extent the Employer, in its sole discretion, reasonably anticipates that if the payment were made as scheduled, the Employer's deduction with respect to such payment would not be permitted under Section 162(m) of the Code. If the Employer determines that a payment is to be delayed under this paragraph, the Employer must determine before the payment is delayed whether the delayed payment will be made either (i) during the first calendar year in which the Employer reasonably anticipates that the deduction of such payment will not be barred by application of Section 162(m) of the Code or (ii) during the period beginning with the date of the Participant's Separation From Service (or later if required by Section 7.3(a) for a Specified Employee) and ending on the later of the last day of the taxable year of the Employer in which the Participant Separates From Service or the 15th day of the third month following the Participant's Separation From Service. The Employer may only elect to delay payment under this paragraph if all payments scheduled to the Participant under all deferred compensation plans of the Employer that could be delayed under the application of Treasury Regulation § 1.409A-2(b)(7)(i) are delayed.

## SECTION 11

### Termination and Amendment

**11.1 Board and Committee Actions.** The Board may terminate the Plan at any time or may from time to time amend or alter the Plan or any aspect of it as it considers proper and in the best interests of the Company; provided, that no such amendment may be made, without the approval of shareholders of the Company, that would (i) reduce the exercise price at which Stock Options may be granted below the price provided for in Section 5.3, (ii) reduce the exercise price of outstanding Stock Options, (iii) increase the individual maximum limits in Section 4.3 or (iv) otherwise amend the Plan in any manner requiring shareholder approval by law or under NASDAQ listing requirements or other applicable NASDAQ rules, and provided further that the Plan may not be amended in any way that causes the Plan to fail to comply with or be exempt from Section 409A of the Code.

**11.2 No Impairment.** Notwithstanding anything to the contrary in Section 11.1, no such amendment or alteration to the Plan or to any previously granted award agreement or Equity-Based Award shall be made which would impair the rights of the holder of the Equity-Based Award, without such holder's consent; provided, that no such consent shall be required if the Committee determines in its sole discretion and prior to the date of any Change of Control that such amendment or alteration is required or advisable in order for the Company, the Plan or the Equity-Based Award to satisfy any law or regulation or to meet the requirements of or avoid adverse financial accounting consequences under any tax or accounting standard, law or regulation.

## SECTION 12

### Effective Date and Duration of the Plan

The Plan shall take effect April 26, 2017, subject to approval by the shareholders at the 2017 Annual Meeting of Shareholders or any adjournment thereof or at a Special Meeting of Shareholders. Unless earlier terminated by the Board of Directors, no Equity-Based Award shall be granted under the Plan after April 25, 2027.

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## Section 4: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

### Certifications

I, David B. Ramaker, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 of Chemical Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- 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
  - Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2017

/s/ David B. Ramaker

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David B. Ramaker  
Chairman of the Board,  
Chief Executive Officer and President  
Chemical Financial Corporation

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## Section 5: EX-31.2 (EXHIBIT 31.2)

**Exhibit 31.2**

### Certifications

I, Dennis L. Klaeser, certify that:

- I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 of Chemical Financial Corporation;
- Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - 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;
  - Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - 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
  - Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2017

/s/ Dennis L. Klaeser

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Dennis L. Klaeser  
Executive Vice President and  
Chief Financial Officer  
Chemical Financial Corporation

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## Section 6: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

### Certification

Pursuant to 18 U.S.C. § 1350, each of the undersigned hereby certifies in his or her capacity as an officer of Chemical Financial Corporation (the "Company") that the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition of the Company at the end of such period and the results of operations of the Company for such period.

Dated: May 10, 2017

/s/ David B. Ramaker

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David B. Ramaker  
Chairman of the Board, Chief Executive Officer and President

Dated: May 10, 2017

/s/ Dennis L. Klaeser

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Dennis L. Klaeser  
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Chemical Financial Corporation and will be retained by Chemical Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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