

# **Investor Presentation (Q2 2017)**

(financials as of Q1 2017)

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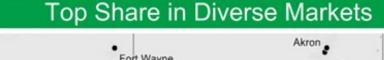
## **Forward-Looking Statements**

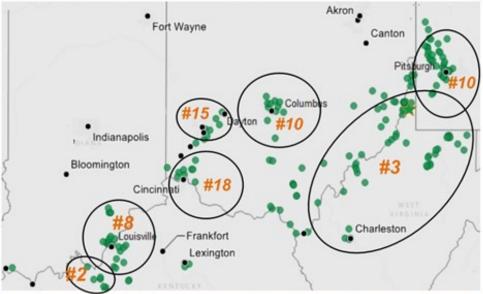
Forward-looking statements in this report relating to WesBanco's plans, strategies, objectives, expectations, intentions and adequacy of resources, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The information contained in this report should be read in conjunction with WesBanco's Form 10-K for the year ended December 31, 2016 and documents subsequently filed by WesBanco with the Securities and Exchange Commission ("SEC"), including WesBanco's Form 10-Q for the guarter ended March 31, 2017, which are available at the SEC's website, www.sec.gov or at WesBanco's website, www.wesbanco.com. Investors are cautioned that forward-looking statements, which are not historical fact, involve risks and uncertainties, including those detailed in WesBanco's most recent Annual Report on Form 10-K filed with the SEC under "Risk Factors" in Part I, Item 1A. Such statements are subject to important factors that could cause actual results to differ materially from those contemplated by such statements, including, without limitation, the effects of changing regional and national economic conditions; changes in interest rates, spreads on earning assets and interest-bearing liabilities, and associated interest rate sensitivity; sources of liquidity available to WesBanco and its related subsidiary operations; potential future credit losses and the credit risk of commercial, real estate, and consumer loan customers and their borrowing activities; actions of the Federal Reserve Board, the Federal Deposit Insurance Corporation, the SEC, the Financial Institution Regulatory Authority, the Municipal Securities Rulemaking Board, the Securities Investors Protection Corporation, and other regulatory bodies; potential legislative and federal and state regulatory actions and reform, including, without limitation, the impact of the implementation of the Dodd-Frank Act; adverse decisions of federal and state courts; fraud, scams and schemes of third parties; internet hacking; competitive conditions in the financial services industry; rapidly changing technology affecting financial services; marketability of debt instruments and corresponding impact on fair value adjustments; and/or other external developments materially impacting WesBanco's operational and financial performance. WesBanco does not assume any duty to update forward-looking statements.



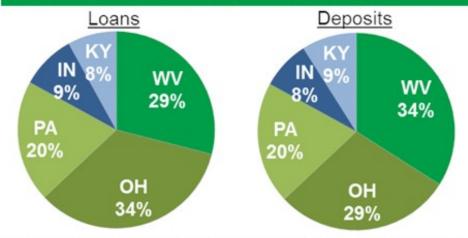
### Who and Where We Are

- Founded in 1870
  - \$9.8 billion in assets
  - Strong community banking roots
  - Headquartered in Wheeling, WV
- Top share across legacy and diverse, major metropolitan markets
  - Balanced market distribution
  - Strong demographic trends across footprint
- Diversified and well-balanced
  - Multiple revenue generation engines
  - 100-year old trust business
  - Proprietary mutual fund family
- Strong credit quality and regulatory compliance





### **Broad and Balanced Market Distribution**





## **Key Differentiators**

- Emerging financial services company with a community bank at its core
  - Diversified revenue growth engines with a critical focus on credit quality
  - Well-balanced loan and deposit distribution across broad footprint
  - Robust legacy market share combined with diverse metropolitan markets
  - Top ten market share in the Columbus, Louisville, and Pittsburgh MSAs
  - Strong legacy of credit and risk management
- Solid, and growing, non-interest income generation
  - \$3.8B of assets under management, including \$0.9B in our WesMark Funds
  - Operating non-interest income increased 7% year-over-year during 2016
- Focus on customer service to ensure a relationship that meets all customer needs efficiently and effectively
- Strong expense management culture with a year-to-date efficiency ratio of 56.0%, despite having sizable fee-based businesses



### **Investment Rationale**

- Well-balanced financial services company with a diversified earnings stream and a strong legacy of credit and risk management
- Disciplined growth, balanced by a fundamental focus on expense management, that delivers positive operating leverage and increases shareholder value
- Well-defined growth and \$10B asset threshold strategies for long-term success of key stakeholders
- Focus on shareholder value through earnings and dividend growth
- > Favorable asset quality and operating metrics when compared to peers
- Stock trades at a 2-3x multiple discount despite above peer-average financial performance

Well-positioned for continued, high-quality growth with strong upside market appreciation potential





**Growth Strategy** 

## **Long-Term Growth Strategies**

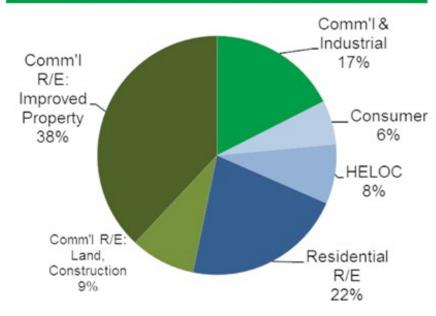
- Diversified loan portfolio with a focus on Commercial and Industrial (C&I)
  - Increased productivity from and enhancements to the commercial lending team
- Long history of strong wealth management capabilities
  - Proprietary mutual funds, and a century of trust experience
  - Established wealth management, insurance, and private banking services are keys to fee income strategy
- Traditional retail banking service strategies
  - Focus on customer service and convenience
  - Customer needs-based product delivery through our various channels
- Strong culture of expense management
  - Focus on delivering positive operating leverage while making necessary growth-oriented investments
  - Emphasis on technology implementation to streamline and improve processes
- Franchise expansion in contiguous markets
  - Targeted acquisitions within a reasonable geographic hub of our headquarters



### **Diversified Loan Portfolio**

- Focus on expanding Commercial and Industrial (C&I) business
  - Dedicated C&I and Business
     Banking teams in all major
     metropolitan markets while retaining
     our traditional CRE/LCD expertise
- Full suite of treasury management products, including international services, foreign exchange, and enhanced wire and lockbox capabilities
- Average loans to average deposits ratio of 89.2% provides significant opportunity for growth
- Minimal lending exposure to the oil, gas, and coal industries
  - <1% direct + <1% indirect exposure</p>





Five-Year CAGR						
Loan Category	<u>Total</u>	<u>Organic</u>				
C&I	22%	12%				
HELOC	15%	10%				
Residential R/E	16%	5%				
Comm'l R/E (Total)	12%	4%				
Consumer	9%	(4%)				



### **Strong Wealth Management Capabilities**

### **Trust & Investments**

- ➤\$3.8B of trust and mutual fund assets under management
- >5,000+ relationships
- ➤ Growth opportunities from shalerelated private wealth management
- Expansion in Kentucky and Indiana
- > WesMark funds



### Insurance

- >Personal, commercial, title, health
- Expand title business in all markets
- ➤ Applied quotation software utilization (personal)
- ➤TPA services for small business ealthcare plans

# Wesbanco Wealth Management Services

### Securities Brokerage

- ➤ Securities investment sales
- Licensed banker program
- > Regional player/coach program
- Expand external business development opportunities
- Expansion in Kentucky and Indiana



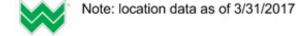
### **Private Banking**

- ➤\$415MM in private banking loans and deposits
- ➤ 1,350+ relationships
- ➤ Growth opportunities from shalerelated private wealth management
- Expansion in Kentucky and Indiana



# **Retail Banking Strategies**

- Efficient financial center network with effective staff management and technology utilization supported by centralized, low-cost back office functions
- Transitioning financial center personnel from transaction-based to needs -based sales activity
  - Full integration of CRM system to track relationships and referrals
  - Centers in key markets have bankers licensed to offer investment products
  - Majority of urban center managers have completed or are enrolled in our Business Banking Academy program
  - Growth in demand deposits, business banking loans, and e-banking fees
- Continuous reviews for financial center optimization
  - Technology deployments and an omni-channel distribution model
  - Since 2012, closed eleven offices, downsized five, and opened three new offices in more attractive markets



# **Strong Culture of Expense Management**

- Fundamental focus on expense management to deliver positive operating leverage and increase shareholder value
  - "Rule-of-thumb" target is \$2 of return on each \$1 of investment
- Scalable technology infrastructure supports both organic and acquisitionrelated growth without significant additional investment
- Regular review of all operational and information technology contracts and services to ensure quality while controlling costs
- Introduced software and cost control tools to enhance overall combined purchasing efforts and to better manage travel expenses
- Utilize technology to reduce travel cost and enhance communication
  - Communication infrastructure modernization
  - Upgrade of phone systems and increased utilization of video conferencing
  - Elimination of all personal computers with installation of "thin-client" technology



### Franchise Expansion

- Targeted acquisitions in existing markets and new higher-growth metro areas
- Critical, long-term focus on shareholder return
- Adequate capital and liquidity, along with strong regulatory compliance processes, provides ability to execute transactions quickly
- Diligent efforts to maintain a community bank oriented valuebased approach to our markets
- History of successful acquisitions that have improved earnings

# Contiguous Markets Radius Contiguous Markets Ra

### Recent Acquisitions

- YCB: announced May-16; closed Sep-16
- ESB: announced Oct-14; closed Feb-15
- Fidelity: announced Jul-12; closed Nov-12
- AmTrust (5 branches): announced Jan-09; closed Mar-09
- Oak Hill: announced Jul-07; closed Nov-07



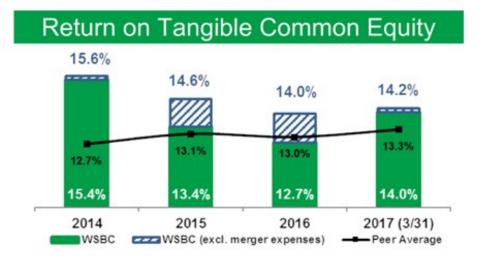
### \$10 Billion Asset Threshold Plan

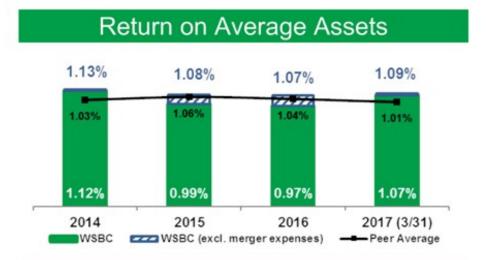
- Methodically phasing in the costs of processes, personnel, and enhancing our strong compliance management system
  - Liquidity, loan, and capital stress testing in preparation for DFAST reporting
  - Currently anticipate no large, single-period investment requirement
  - Current environment does not change plans or infrastructure build
- Continuing to monitor and assess the timing and impact of crossing either organically or via disciplined, franchise-enhancing acquisition
  - Balance sheet remix strategy provides time to complete infrastructure build while maintaining loan growth
  - Anticipate crossing the threshold sometime during the next couple of years
  - Potential acquisition must enhance shareholder value and be accretive to help cover potential income impacts from interchange income caps and additional FDIC expenses
    - Preference would be an in-market transaction that would grow market position while allowing meaningful cost savings

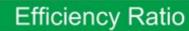


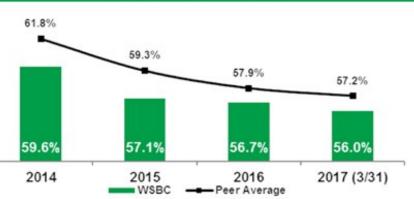
### **Above Peer Group Performance**

Disciplined execution upon growth strategies providing above peer group performance across key operating metrics









### Non-Performing Assets to Total Assets





Note: financial data as of 12/31; current year data as of 3/31/2017; please see the reconciliations in the appendix; peer group includes SRCE, CHFC, CBU, EGBN, FNB, FCF, FFBC, FRME, NBTB, ONB, PRK, PNFP, STBA, TMP, TOWN, UBSH, UBSI; peer ratios from S&P Global and company reports (as of 5/1/17) and represent simple averages for ROTCE & efficiency ratio, and weighted averages for ROAA & NPAs to Assets

### Returning Value to Shareholders

- Focus on appropriate capital allocation to provide flexibility while continuing to enhance shareholder value
- Q1 2017 dividend payout ratio 43.3%, compared to 32.9% for bank group
- Q1 2017 dividend yield 2.6%, compared to 1.6% for bank group







# **Financial Overview**

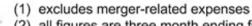
# Financial and Operational Highlights – Q1 2017

- ➤ Net income up 14.6% and EPS of \$0.60 (excluding merger-related costs)
- Return on tangible common equity of 14.2% (excluding merger-related costs)
- Integration of new Indiana and Kentucky markets is progressing well
- Remain committed to driving positive operating leverage and maintaining our strong efficiency ratio
- Continue to generate organic loan growth 3.2% year-over-year
  - Total portfolio loans represent 64% of total assets, versus 60% last year
  - Generated more than \$2 billion in loan originations over last twelve months
  - Loan pipelines remain solid, and we remain well-positioned for 2017
- Continue to invest in our long-term growth while rigorously maintaining our legacy of credit and risk management
  - Over last several years, grown assets from \$6 billion to almost \$10 billion, while significantly diversified our growth engines and footprint geography, and continued to improve our capital, credit, and efficiency ratio trends



## Financial Performance Summary (Non-GAAP)

	Three Months Ending			
(\$000s, except earnings per share)	3/31/2016	3/31/2017	Change	
Net Income (1)	\$22,874	\$26,205	14.6%	
Diluted Earnings per Share (1)	\$0.60	\$0.60	0.0%	
Net Charge-Offs as % of Average Loans (2)	0.12%	0.15%	ЗЬр	
Net Interest Margin (FTE)	3.29%	3.42%	13bp	
Return on Average Assets (1)	1.08%	1.09%	1bp	
Return on Average Tangible Equity (1)	14.40%	14.20%	(20bp)	
Efficiency Ratio (1)	55.52%	56.00%	48bp	



<sup>(2)</sup> all figures are three month ending figures; do not disclose year-to-date figures

Note: please see the reconciliations to GAAP results in the appendix; Your Community Bankshares merger closed September 9, 2016

## **Net Interest Margin**

- During 2016, net interest margin (NIM) was impacted by:
  - Increased funding costs associated with a higher proportion of Federal Home Loan Bank medium-term borrowings and lower earning asset yields
  - Average loan rates declined due to the low interest rate environment, lower spreads on existing loan repricing, and competitive new loan pricing
- NIM has shown stability and improvement over last few quarters from combination of balance sheet remix strategy and the YCB acquisition
  - Positioned for asset sensitivity in a rising interest rate environment
  - Continued loan growth and balance sheet remix strategy will, over time, improve asset yields as average loan rates are higher than securities rates
  - Competitive pressures continue on loan pricing and non-pricing terms





## **Interest Rate Sensitivity**

Positioned for asset sensitivity in rising rate shock and ramp environments

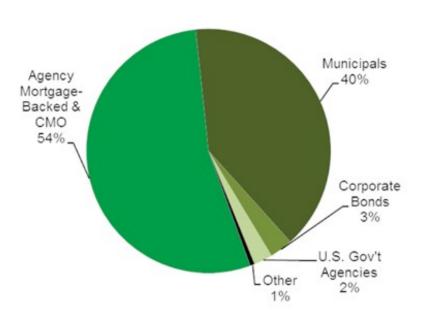
	Change in Net Interest Income from Base over One Year					
Immediate Change in	191	2107 O. USOTUSES				
Interest Rates	<u>December 31, 2016</u>	<u>March 31, 2017</u>				
+1% Rate Shock	+3.1%	+3.7%				
+2% Rate Shock	+4.6%	+6.1%				
+3% Rate Shock	+4.7%	+9.0%				
+2% Rate Ramp	+3.2%	+3.1%				
(1%) Rate Shock	(2.3%)	(3.8%)				
EVE +2% Rate Shock	+6.7%	+2.0%				
EVE (1%) Rate Shock	(9.8%)	(7.3%)				



### **Securities Portfolio**

- Securities portfolio represents ~23% of total assets (compared to ~28% last year)
  - Scheduled maturities, calls, and select sales of short-term, lower-yielding securities to help manage risk and portfolio efficiency while funding loan growth
- Portfolio characteristics:
  - No credit-related issues
  - Few callable agency and no high-premium mortgage-backed securities
  - Average tax-equivalent yield 2.99%
  - Weighted average life ~4.7 years
  - 44% unpledged
- Provides near-term flexibility to support loan growth, provide liquidity, and manage the size of the balance sheet
  - Help maintain balance sheet size under \$10 billion of assets in the near-term

### Composition as of 3/31/2017

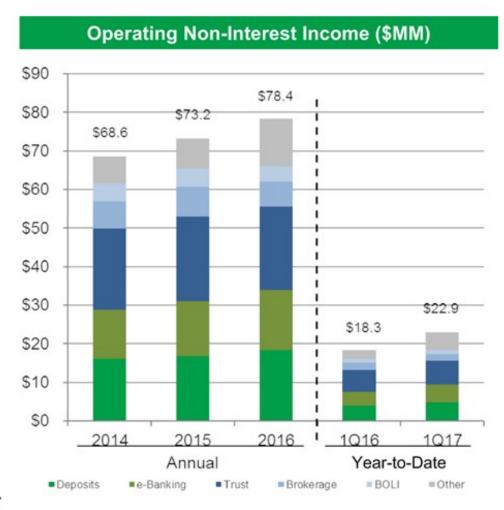


Total Securities = \$2.3B

20

### Diversified Revenue Generation: Non-Interest Income

- Operating non-interest income contributed 24% of net revenue during 2016
- Q1 2017 operating non-interest income reflects:
  - Commercial customer loan swap fee income as customers remain receptive to the back-to-back fixed rate swap product in the current rising interest rate environment
  - Growth in electronic banking and deposit fees from a larger customer deposit base from the addition of the new Indiana and Kentucky markets
  - Trust fees improved year-over-year from the improvement in equity markets and higher trust assets





## Risk Management and Regulatory Compliance

- Strong legacy of credit and risk management based upon conservative underwriting standards
- Six consecutive "outstanding" CRA ratings since 2003
- Liquidity, loan, and capital stress testing in preparation for post-\$10 billion asset threshold DFAST reporting
- Enhancing our strong compliance management system
- Strong risk-based capital ratios well above regulatory requirements

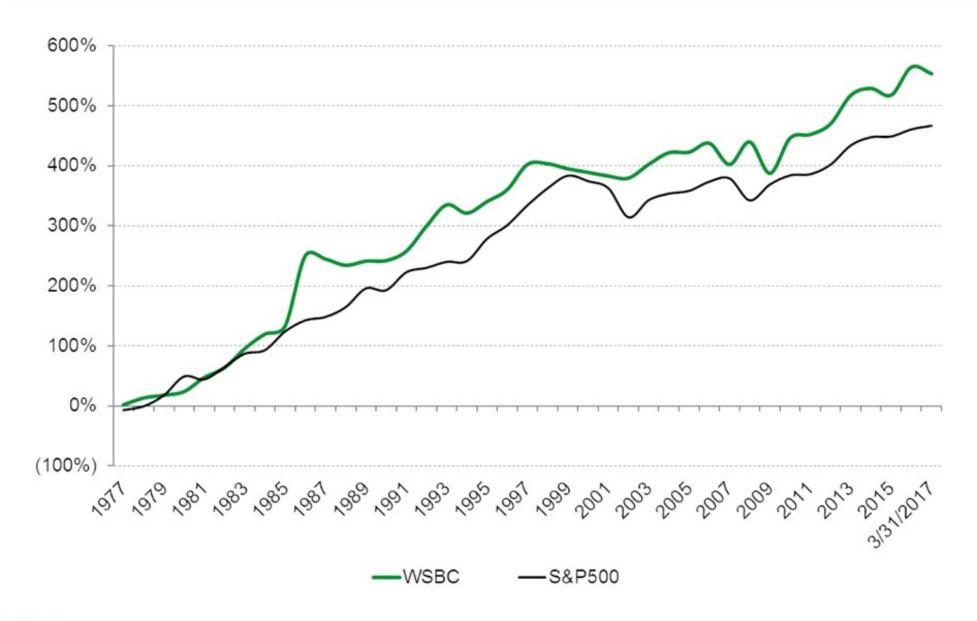






**Appendix** 

### Stock Performance: Long-Term Cumulative Return





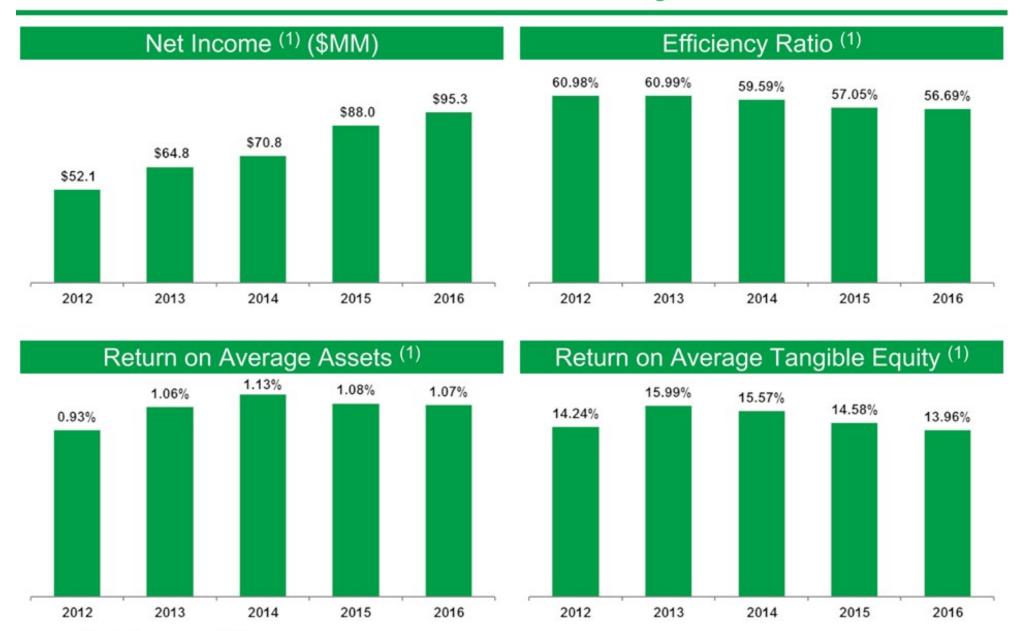
# **Experienced and Stable Management Team**

Executive	Position	Years in Banking	Years at
James Gardill	Chairman of the Board	44*	44
Todd Clossin	President & Chief Executive Officer	33	4
Robert Young	EVP – Chief Financial Officer	31	16
Lynn Asensio	EVP – Retail Administration	39	12
Ivan Burdine	EVP – Chief Credit Officer	37	4
Jonathan Dargusch	EVP – Wealth Management	36	7
Gregory Dugan	EVP – Senior Operations Officer	40	38
Steve Lawrence	EVP – Chief Internal Auditor	37	23
Michael Perkins	EVP – Chief Risk & Admin Officer	22	22
Anthony Pietranton	EVP – Human Resources	29**	4
Brent Richmond	EVP – Treasury & Strategic Planning	32	15
Jayson Zatta	EVP – Chief Banking Officer	31	9



as legal counsel to WesBanco \*\* in financial services, including nine in banking

## Financial Performance Summary Trend – Annual

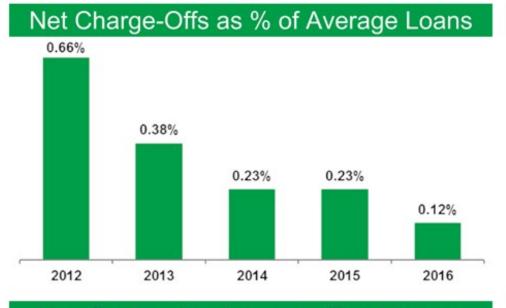




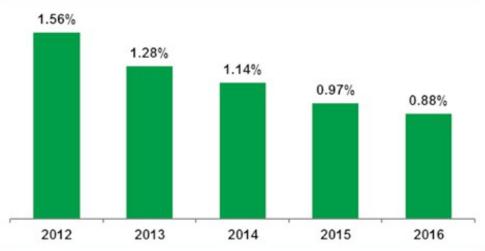
(1) excludes merger-related expenses

# Diligent Focus on Credit Quality – Annual Trend

Loan loss allowance decline due to improvement in credit quality

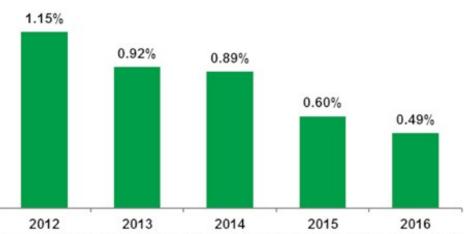


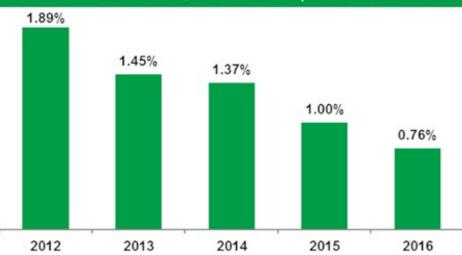
### Legacy Loan Loss Allowance to Legacy Loans



### Non-Performing Assets to Total Assets

### NPAs to Total Loans, OREO & Repossessed Assets







Note: please see the reconciliations to GAAP results in the appendix; Your Community Bankshares merger closed September 2016, ESB Financial merger closed February 2015, and Fidelity Bancorp merger closed November 2012; "Legacy" as defined in WSBC's ALLL model glossary are "loans that were originated by WesBanco Bank, Inc."

# **Reconciliation: Efficiency Ratio**

	Three Months Ending		Twelve Months Ending				
(\$000s)	<u>3/31/2016</u>	<u>3/31/2017</u>	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
Non-Interest Expense	\$45,343	\$54,384	\$150,120	\$160,998	\$161,633	\$193,923	\$208,680
Restructuring & Merger-Related  Expense	<u>\$0</u>	<u>(\$491)</u>	(\$3,888)	(\$1,310)	(\$1,309)	(\$11,082)	(\$13,261)
Non-Interest Expense (excluding restructuring & merger-related expense)	\$45,343	\$53,893	\$146,232	\$159,688	\$160,324	\$182,841	\$195,419
							,
Net Interest Income (FTE-basis)	\$62,276	\$73,353	\$175,027	\$192,556	\$200,545	\$246,014	\$263,232
Non-Interest Income	\$19,393	\$22,884	\$64,775	\$69,285	\$68,504	\$74,466	\$81,499
Total Income	\$81,669	\$96,237	\$239,802	\$261,841	\$269,049	\$320,480	\$344,731
Efficiency Ratio	55.52%	56.00%	60.98%	60.99%	59.59%	57.05%	56.69%



# Reconciliation: Net Income and EPS (Diluted)

	Three Months Ending		Twelve Months Ending				
(\$000s, except earnings per share)	<u>3/31/2016</u>	3/31/2017	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
Net Income	\$22,874	\$25,886	\$49,544	\$63,925	\$69,974	\$80,762	\$86,635
Restructuring & Merger-Related  Expense (Net of Tax)	<u>\$0</u>	<u>\$319</u>	<u>\$2,527</u>	<u>\$851</u>	<u>\$851</u>	\$7,203	<u>\$8,619</u>
Net Income (excluding restructuring & merger-related expense)	\$22,874	\$26,205	\$52,071	\$64,776	\$70,825	\$87,965	\$95,254
Net Income per Diluted Share	\$0.60	\$0.59	\$1.84	\$2.18	\$2.39	\$2.15	\$2.16
Restructuring & Merger-Related  Expense per Diluted Share (Net of Tax)	\$0.00	<u>\$0.01</u>	\$0.09	\$0.03	\$0.03	\$0.19	\$0.21
Earnings per Diluted Share (excluding restructuring & merger- related expenses)	\$0.60	\$0.60	\$1.93	\$2.21	\$2.42	\$2.34	\$2.37
Average Common Shares Outstanding – Diluted (000s)	38,402	44,021	26,889	29,345	29,334	37,547	40,127



# Reconciliation: Return on Average Assets

	Three Mont	ths Ending	Twelve Months Ending				
(\$000s)	<u>3/31/2016</u>	<u>3/31/2017</u>	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
Net Income (1)	\$91,999	\$104,982	\$49,544	\$63,925	\$69,974	\$80,762	\$86,635
Restructuring and Merger-Related  Expenses (net of tax) (1)	<u>\$0</u>	\$1,294	\$2,527	<u>\$851</u>	<u>\$851</u>	<u>\$7,203</u>	\$8,619
Net Income (excluding restructuring & merger-related expense)	\$91,999	\$106,276	\$52,071	\$64,776	\$70,825	\$87,965	\$95,254
Average Assets	\$8,551,720	\$9,781,477	\$5,606,386	\$6,109,311	\$6,253,253	\$8,123,981	\$8,939,886
			,				8
Return on Average Assets	1.08%	1.07%	0.88%	1.05%	1.12%	0.99%	0.97%
Return on Average Assets (excluding restructuring & merger- related expense)	1.08%	1.09%	0.93%	1.06%	1.13%	1.08%	1.07%



# Reconciliation: Return on Average Tangible Equity

	Three Mon	ths Ending	Twelve Months Ending			- 25	
(\$000s)	3/31/2016	3/31/2017	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
Net Income (1)	\$91,999	\$104,982	\$49,544	\$63,925	\$69,974	\$80,762	\$86,635
Amortization of Intangibles (1)	\$1,908	\$3,356	\$1,398	\$1,487	\$1,248	\$2,038	\$2,339
Net Income before Amortization of Intangibles	\$93,907	\$108,338	\$50,942	\$65,412	\$71,222	\$82,800	\$88,974
Restructuring and Merger-Related Expenses (net of tax) (1)	<u>\$0</u>	\$1,294	\$2,527	\$851	\$851	\$7,203	\$8,619
Net Income before Amortization of Intangibles and Restructuring & Merger- Related Expenses	\$93,907	\$109,632	\$53,469	\$66,263	\$72,073	\$90,003	\$97,593
Average Total Shareholders Equity	\$1,139,514	\$1,357,602	\$656,684	\$733,249	\$780,423	\$1,059,490	\$1,215,888
Average Goodwill & Other Intangibles, Net of Deferred Tax Liabilities	(\$487,210)	(\$585,365)	(\$281,326)	(\$318,913)	(\$317,523)	(\$442,215)	(\$516,840)
Average Tangible Equity	\$652,304	\$772,237	\$375,358	\$414,336	\$462,900	\$617,275	\$699,048
Return on Average Tangible Equity	14.40%	14.03%	13.57%	15.79%	15.39%	13.41%	12.73%
Return on Average Tangible Equity Excluding Restructuring & Merger-Related Expenses	14.40%	14.20%	14.24%	15.99%	15.57%	14.58%	13.96%



# Reconciliation: Operating Non-Interest Income

	Three Months Ending		Twelve Months En		ding
(\$000s)	3/31/2016	3/31/2017	12/31/2014	12/31/2015	12/31/2016
Service Charges on Deposits	\$3,952	\$4,853	\$16,135	\$16,743	\$18,333
Electronic Banking (e-Banking) Fees	\$3,604	\$4,528	\$12,708	\$14,361	\$15,596
Trust Fees	\$5,711	\$6,143	\$21,069	\$21,900	\$21,630
Net Securities Brokerage Revenue	\$1,896	\$1,762	\$6,922	\$7,692	\$6,449
Bank-Owned Life Insurance	\$973	\$1,140	\$4,614	\$4,863	\$4,064
Other Fee Income	\$2,164	\$4,522	\$7,159	\$7,603	\$12,280
Operating Non-Interest Income	\$18,300	\$22,948	\$68,607	\$73,162	\$78,352
Net Securities Gains / (Loss)	\$1,111	\$12	\$903	\$948	\$2,357
Net Gain / (Loss) on Other Real Estate Owned and Other Assets	(\$18)	<u>(\$76)</u>	(\$1,006)	\$356	\$790
Total Non-Interest Income	\$19,393	\$22,884	\$68,504	\$74,466	\$81,499
Net Interest Income Total Net Revenues	\$59,842 \$79,235	\$70,719 \$93,603	\$193,228 \$261,732	\$236,987 \$311,453	\$253,330 \$334,829
Total Non-Interest Income as a Percent of Total Net Revenues	24.5%	24.4%	26.2%	23.9%	24.3%



### Reconciliation: Legacy Loan Loss Allowance to Total Legacy Loans

	Twelve Months Ending					
(\$000s)	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016	
Loan Loss Allowance	\$52,699	\$47,368	\$44,654	\$41,710	\$43,674	
Allowance on Acquired Loans	\$0	(\$582)	(\$500)	(\$1)	(\$2,566)	
Legacy Loan Loss Allowance	\$52,699	\$46,786	\$44,154	\$41,709	\$41,108	
Total Portfolio Loans	\$3,687,762	\$3,894,917	\$4,086,766	\$5,065,842	\$6,249,436	
Acquired Loans	(\$313,398)	(\$227,429)	(\$197,023)	(\$773,190)	(\$1,583,598)	
Total Legacy Portfolio Loans	\$3,374,364	\$3,667,488	\$3,889,743	\$4,292,652	\$4,665,838	
Legacy Loan Allowance as a % of Total Legacy Portfolio Loans	1.56%	1.28%	1.14%	0.97%	0.88%	

