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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14-a6(e)(2))**
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under Rule 14a-12

**Flagstar Financial, Inc.**

(Name of Registrant as specified in its Charter)

Payment of filing fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rule 14a-6(i)(4), and 0-11.
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
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# Your **Vote** Counts!

**FLAGSTAR FINANCIAL, INC.**

2025 Annual Meeting

Vote by June 3, 2025 11:59 PM EDT. For shares held in a Plan, vote by May 28, 2025 11:59 PM EDT.

 **Flagstar Financial, Inc.**

C/O COMPUTERSHARE  
480 WASHINGTON BOULEVARD  
JERSEY CITY, NJ 07310



V73918-P26471

## You invested in FLAGSTAR FINANCIAL, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 4, 2025.**

### Get informed before you vote

View the Notice of Meeting and Proxy Statement and the Annual Report to Shareholders, including the 2024 Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 21, 2025. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 4, 2025  
10:00 A.M. EDT

Virtually at:  
[www.virtualshareholdermeeting.com/FLG2025](http://www.virtualshareholdermeeting.com/FLG2025)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Brian R. Callanan	✔ For
1b. Marshall Lux	✔ For
1c. Allen C. Puwalski	✔ For
2. The ratification of the appointment of KPMG LLP as the independent registered public accounting firm of Flagstar Financial, Inc. in the fiscal year ending December 31, 2025.	✔ For
3. An advisory vote to approve, on a non-binding basis, compensation of our named executive officers disclosed in the accompanying proxy statement.	✔ For

**NOTE:** If any other business is presented at the Annual Meeting, including whether or not to adjourn the meeting, the proxy will be voted by the proxies in their best judgment.



Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".