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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 19, 2023**

NEW YORK COMMUNITY BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31565
(Commission
File Number)

06-1377322
(IRS Employer
Identification Number)

102 Duffy Avenue, Hicksville, New York 11801
(Address of principal executive offices)

(516) 683-4100
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|----------------------------------------------------------------------------------------------|----------------------|----------------------------------------------|
| Common Stock, \$0.01 par value per share | NYCB | New York Stock Exchange |
| Bifurcated Option Note Unit SecuritiES SM | NYCB PU | New York Stock Exchange |
| Fixed-to-Floating Rate Series A Noncumulative Perpetual Preferred Stock, \$0.01 par value | NYCB PA | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

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.

Item 1.01. Entry into a Material Definitive Agreement.

On March 19, 2023, Flagstar Bank, N.A. (“Flagstar”), a wholly owned subsidiary of New York Community Bancorp, Inc. (the “Company”), assumed substantially all of the deposits and certain identified liabilities and acquired certain assets and lines of business of Signature Bridge Bank, N.A. (“Signature Bank”), from the Federal Deposit Insurance Corporation (the “FDIC”), as receiver for Signature Bank (the “Acquisition”), pursuant to the terms of the Purchase and Assumption Agreement – All Deposits, dated March 19, 2023, among the FDIC, as receiver of Signature Bank, the FDIC and Flagstar (the “Agreement”). All regulatory approvals for the Acquisition, including approval from the Office of the Comptroller of the Currency, have been obtained, and the Acquisition has closed. Flagstar has not entered into any loss sharing agreement with the FDIC in connection with the Acquisition. The Acquisition was announced by press release on March 20, 2023.

In addition, as part of the consideration for the Acquisition, the Company has issued an Equity Appreciation Instrument to the FDIC. Under the terms of the Equity Appreciation Instrument, the FDIC has the opportunity to participate in any increase in the per share stock price of the Company’s common stock above \$6.54 on or before March 31, 2023. Pursuant to the Equity Appreciation Instrument, upon exercise, the FDIC will receive a number of shares of the Company’s common stock equal to the Spread Amount divided by the Determination Price. The “Spread Amount” means the lesser of (A) \$300 million and (B) the product of (x) 300,000,000 and (y) the amount by which the Determination Price exceeds \$6.54. “Determination Price” means the average of the volume weighted average price of the Company’s common stock over the two NYSE trading days immediately prior to the exercise of the Equity Appreciation Instrument. If the Determination Price does not exceed \$6.54, the Spread Amount is zero, and no common stock will be issuable under the Equity Appreciation Instrument. If the Equity Appreciation Instrument is not exercised by the FDIC on or before March 31, 2023, it will be of no further force and effect. The Equity Appreciation Instrument was issued to the FDIC in a private placement conducted pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The information set forth under Item 1.01 “Entry into a Material Definitive Agreement” is incorporated by reference into this Item 2.01.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth under Item 1.01 “Entry into a Material Definitive Agreement” is incorporated by reference into this Item 3.02.

Item 7.01. Regulation FD Disclosure.

On March 20, 2023, the Company issued a press release announcing the Acquisition and made available an investor presentation regarding the Acquisition. Copies of the press release and investor presentation have been attached as Exhibits 99.1 and 99.2 to this Current Report and incorporated by reference herein.

Cautionary Statements Regarding Forward-Looking Information

This Current Report may include forward-looking statements by the Company and our authorized officers pertaining to such matters as our goals, intentions, and expectations regarding revenues, earnings, loan production, asset quality, capital levels, and acquisitions, among other matters; our estimates of future costs and benefits of the actions we may take; our assessments of probable losses on loans; our assessments of interest rate and other market risks; and our ability to achieve our financial and other strategic goals, including those related to our merger with Flagstar Bancorp, Inc., which was completed on December 1, 2022, our ongoing strategic relationship with Figure Technologies, Inc., and the Acquisition.

Forward-looking statements are typically identified by such words as “will,” “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “should,” and other similar words and expressions, and are subject to numerous assumptions, risks, and uncertainties, which change over time. Additionally, forward-looking statements speak only as of the date they are made; the Company does not assume any duty, and does not undertake, to update our forward-looking statements. Furthermore, because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those anticipated in our statements, and our future performance could differ materially from our historical results.

Our forward-looking statements are subject to the following principal risks and uncertainties: the effect of the COVID-19 pandemic, including the length of time that the pandemic continues, the potential imposition of future shelter in place orders or additional restrictions on travel in the future, the effect of the pandemic on the general economy and on the businesses of our borrowers and their ability to make payments on their obligations, the remedial actions and stimulus measures adopted by federal, state, and local governments; the inability of employees to work due to illness, quarantine, or government mandates; general economic conditions and trends, either nationally or locally; conditions in the securities markets; changes in interest rates; changes in deposit flows, and in

the demand for deposit, loan, and investment products and other financial services; changes in real estate values; changes in the quality or composition of our loan or investment portfolios; changes in competitive pressures among financial institutions or from non-financial institutions; changes in legislation, regulations, and policies; and a variety of other matters which, by their nature, are subject to significant uncertainties and/or are beyond our control. Our forward-looking statements are also subject to the following principal risks and uncertainties with respect to our merger with Flagstar Bancorp, which was completed on December 1, 2022, our ongoing restructuring of our mortgage business, our ongoing strategic relationship with Figure Technologies, Inc., and the Acquisition; the outcome of any legal proceedings that may be instituted against the Company or any other party to the Flagstar or Figure Technologies, Inc. transactions; the possibility that the anticipated benefits of the transactions, including the Acquisition, will not be realized when expected or at all; diversion of management's attention from ongoing business operations and opportunities; the possibility that the Company may be unable to achieve expected synergies and operating efficiencies in or as a result of the transactions within the expected timeframes or at all; revenues following the transactions may be lower than expected, and the occurrence of any event, change or other circumstances that could give rise to the right of any of the parties to the Figure Technologies, Inc. strategic relationship to terminate the agreements governing such relationship; and there can be no assurance that the Community Benefits Agreement entered into with NCRC, which was contingent upon the closing of the Company's merger with Flagstar Bancorp, Inc., will achieve the results or outcome originally expected or anticipated by us as a result of changes to our business strategy, performance of the U.S. economy, or changes to the laws and regulations affecting us, our customers, communities we serve, and the U.S. economy (including, but not limited to, tax laws and regulations).

More information regarding some of these factors is provided in the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2022 and in other SEC reports we file. Our forward-looking statements may also be subject to other risks and uncertainties, including those we may discuss in this news release, on our conference call, during investor presentations, or in our SEC filings, which are accessible on our website and at the SEC's website, www.sec.gov.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| 99.1 | Press Release announcing the Acquisition, dated March 20, 2023. |
| 99.2 | Written presentation distributed and made available to investors, dated March 20, 2023. |
| Exhibit 104 | Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document). |

SIGNATURE

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

Date: March 20, 2023

NEW YORK COMMUNITY BANCORP, INC.

/s/ Salvatore J. DiMartino

Name: Salvatore J. DiMartino

Title: Executive Vice President and Chief of Staff to the CEO



NEWS RELEASE

102 Duffy Avenue, Hicksville, NY 11801 • Phone: (516) 683-4420 • www.myNYCB.com

FOR IMMEDIATE RELEASE

Investor and Media Contact: Salvatore J. DiMartino
(516) 683-4286

**NEW YORK COMMUNITY BANCORP, INC. THROUGH ITS BANK SUBSIDIARY, FLAGSTAR BANK, N.A.,
ACQUIRES CERTAIN ASSETS AND ASSUMES CERTAIN LIABILITIES OF SIGNATURE BRIDGE BANK
FROM THE FDIC**

**TRANSACTION INCLUDES \$34 BILLION OF DEPOSITS, \$13 BILLION IN LOANS, AND \$25 BILLION IN
CASH, AND IS EXPECTED TO BE SIGNIFICANTLY ACCRETIVE TO BOTH EARNINGS PER SHARE AND
TANGIBLE BOOK VALUE**

**DEAL DESIGNED TO ADD A SUBSTANTIAL AMOUNT OF LOW-COST DEPOSITS, GREATLY REDUCE OUR
RELIANCE ON WHOLESALE BORROWINGS, INCREASE C&I LOANS, AND RESULT IN A
MEANINGFULLY LOWER LOAN-TO-DEPOSIT RATIO**

**SIGNIFICANTLY ACCELERATES NEW FLAGSTAR BANK'S TRANSFORMATION TO A
HIGH-PERFORMING COMMERCIAL BANK**

**TRANSACTION DOES NOT INCLUDE SIGNATURE'S DIGITAL ASSET BANKING OR CRYPTO DEPOSITS OR ITS
FUND BANKING BUSINESS**

Hicksville, N.Y., March 20, 2023 – New York Community Bancorp, Inc. (NYSE: NYCB) (the “Company”) today announced that its bank subsidiary, Flagstar Bank, N.A. (the “Bank”) has acquired certain assets and assumed certain liabilities of Signature Bridge Bank (“Signature”) from the Federal Deposit Insurance Corporation (the “FDIC”). All regulatory approvals, including approval from the OCC, have been obtained, and the transaction has closed.

The Bank acquired only certain financially and strategically complementary parts of Signature that are intended to enhance our future growth. Under terms of the Purchase and Assumption Agreement (the “Agreement”) with the FDIC, the Bank:

- Purchased assets of approximately \$38 billion, including cash totaling approximately \$25 billion and approximately \$13 billion in loans. Included in the \$25 billion of cash is \$2.7 billion arising from a discounted bid to net asset value.
- Assumed liabilities approximating \$36 billion, including deposits of approximately \$34 billion and other liabilities of approximately \$2 billion.
- The Company is working on an agreement to sub-service the legacy Signature multi-family, commercial real estate (“CRE”), and other loans it did not acquire.
- Also included in the transaction is Signature’s wealth-management and broker-dealer business.

The deal includes all of legacy Signature’s core bank deposit relationships, including both the New York and the West Coast Private Client teams, as well as the wealth management and broker-dealer business. The Private Client teams account for the majority of deposits we assumed.

The Company plans to use its significant liquidity position to pay down a substantial amount of its wholesale borrowings, leaving the balance sheet in an even stronger cash position.

The purchased loans consist exclusively of commercial and industrial loans (“C&I”). The Company did not acquire any digital asset banking or crypto-related assets or deposits, nor did it acquire loans or deposits related to the fund banking business.

In connection with the transaction, the Bank will take over all of Signature’s branches. This includes 30 branches in the New York City metro area and several branches on the West Coast. These branches will open tomorrow morning and operate under the Flagstar Bank brand.

On the lending side, the Bank added several attractive new verticals, including middle market specialty finance, healthcare lending and SBA lending, while adding to its existing verticals in mortgage warehouse lending, as well as traditional C&I lending.

Commenting on the transaction, President and Chief Executive Officer Thomas R. Cangemi stated, “I would like to first and foremost extend a warm welcome to all of our new employees joining us from Signature. Over the past 20 years, Signature and New York Community have operated in the same markets and we have great respect and admiration for the employee base. Secondly, I would like to welcome our new customers and assure them that they are supported by an organization that has been a mainstay in its communities since 1859. We look forward to serving each of you and the new communities which we have entered.”

Mr. Cangemi continued, “This transaction continues our transformation from a predominantly multi-family lender to a diversified full-service commercial bank. It builds upon and accelerates the transformation set in motion by the merger of New York Community and Flagstar, and we believe the financial metrics are extremely attractive. The deal is expected to significantly strengthen our deposit base, lower the loan-to-deposit ratio, provide the opportunity to pay down a substantial amount of our wholesale funding, and further diversify our loan portfolio away from CRE loans and more toward commercial loans. Financially, the deal is expected to be significantly accretive to both earnings per share and to tangible book value per share. The net interest margin expands due to lower funding costs, the additional deposits reduce the loan-to-deposit ratio to less than 90%, improves our profitability ratios, adds liquidity, and we maintain strong pro-forma capital ratios.”

Further, he added, “Both the Company and the Bank were well positioned prior to the recent market turmoil, with strong capital, a stable retail deposit franchise, and ample liquidity. Moreover, our asset quality metrics remain solid, as they have over multiple business cycles. After this transaction, we will be even better positioned to deal with any residual market issues, including by now operating with a significantly lower loan-to-deposit ratio. Overall, we are happy that our conservative business model and balance sheet put us in a position to quickly consummate this important transaction.”

Indicative Key Financial Metrics:*

- Pro-forma deposits: \$93 billion
- Pro-forma loans: \$82 billion
- Expected earnings per share accretion: +20%
- Expected tangible book value accretion: +15%
- Substantial improvement in the net interest margin
- Loan-to-deposit improves to 88% from 118%
- Pro-forma capital ratios remain strong

* Pro-forma assumptions based on NYCB data as of December 31, 2022 and Signature data as of March 17, 2023 (as provided by the FDIC).

Jefferies LLC and Morgan Stanley & Co. LLC acted as financial advisors to New York Community in connection with the transaction. Sullivan & Cromwell LLP acted as legal advisor.

Conference Call Information

The Company will host a conference call to discuss the transaction at 9:00 a.m. (Eastern Time) on Monday, March 20, 2023. The conference call may be accessed by dialing (877) 407-8293 (for domestic calls) or (201) 689-8349 (for international calls) and asking for “New York Community Bancorp” or “NYCB”. A replay will be available approximately three hours following completion of the call through 11:59 pm on March 24, 2023 and may be accessed by calling (877) 660-6853 (domestic) or (201) 612-7415 (international) and providing the following conference ID: 13737338. In addition, the conference call will be webcast at ir.myNYCB.com, and archived through 5:00 p.m. on April 17, 2023.

About New York Community Bancorp, Inc.

New York Community Bancorp, Inc. is the parent company of Flagstar Bank, N.A., one of the largest regional banks in the country. The Company is headquartered in Hicksville, New York with regional headquarters in Troy, Michigan. At December 31, 2022, the Company had \$90.1 billion of assets, \$69.0 billion of loans, deposits of \$58.7 billion, and total stockholders’ equity of \$8.8 billion.

Flagstar Bank, N.A. operates 395 branches across nine states, including strong footholds in the Northeast and Midwest and exposure to high growth markets in the Southeast and West Coast. Flagstar Mortgage operates nationally through a wholesale network of approximately 3,000 third-party mortgage originators.

New York Community Bancorp, Inc. has market-leading positions in several national businesses, including multi-family lending, mortgage origination and servicing, and warehouse lending. The Company is the second-largest multi-family portfolio lender in the country and the leading multi-family portfolio lender in the New York City market area, where it specializes in rent-regulated, non-luxury apartment buildings. Flagstar Mortgage is the 8th largest bank originator of residential mortgages for the 12-months ending December 31, 2022, while we are the industry’s 6th largest sub-servicer of mortgage loans nationwide, servicing 1.4 million accounts with \$346 billion in unpaid principal balances. Additionally, the Company is the 2nd largest mortgage warehouse lender nationally based on total commitments.

Cautionary Statements Regarding Forward-Looking Information

This release and the associated conference call may include forward-looking statements by the Company and our authorized officers pertaining to such matters as our goals, intentions, and expectations regarding revenues, earnings, loan production, asset quality, capital levels, and acquisitions, among other matters; our estimates of future costs and benefits of the actions we may take; our assessments of probable losses on loans; our assessments of interest rate and other market risks; and our ability to achieve our financial and other strategic goals, including those related to our merger with Flagstar Bancorp, Inc., which was completed on December 1, 2022, and our ongoing strategic relationship with Figure Technologies, Inc.

Forward-looking statements are typically identified by such words as “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “should,” and other similar words and expressions, and are subject to numerous assumptions, risks, and uncertainties, which change over time. Additionally, forward-looking statements speak only as of the date they are made; the Company does not assume any duty, and does not undertake, to update our forward-looking statements. Furthermore, because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those anticipated in our statements, and our future performance could differ materially from our historical results.

Our forward-looking statements are subject to the following principal risks and uncertainties: the effect of the COVID-19 pandemic, including the length of time that the pandemic continues, the potential imposition of future shelter in place orders or additional restrictions on travel in the future, the effect of the pandemic on the general economy and on the businesses of our

borrowers and their ability to make payments on their obligations, the remedial actions and stimulus measures adopted by federal, state, and local governments; the inability of employees to work due to illness, quarantine, or government mandates; general economic conditions and trends, either nationally or locally; conditions in the securities markets; changes in interest rates; changes in deposit flows, and in the demand for deposit, loan, and investment products and other financial services; changes in real estate values; changes in the quality or composition of our loan or investment portfolios; changes in competitive pressures among financial institutions or from non-financial institutions; changes in legislation, regulations, and policies; and a variety of other matters which, by their nature, are subject to significant uncertainties and/or are beyond our control. Our forward-looking statements are also subject to the following principal risks and uncertainties with respect to our merger with Flagstar Bancorp, which was completed on December 1, 2022, our ongoing restructuring of our mortgage business, and our ongoing strategic relationship with Figure Technologies, Inc.; the outcome of any legal proceedings that may be instituted against the Company or any other party to the Flagstar or Figure Technologies, Inc. transactions; the possibility that the anticipated benefits of the transactions will not be realized when expected or at all; diversion of management's attention from ongoing business operations and opportunities; the possibility that the Company may be unable to achieve expected synergies and operating efficiencies in or as a result of the transactions within the expected timeframes or at all; revenues following the transactions may be lower than expected, and the occurrence of any event, change or other circumstances that could give rise to the right of any of the parties to the Figure Technologies, Inc. strategic relationship to terminate the agreements governing such relationship; and there can be no assurance that the Community Benefits Agreement entered into with NCRC, which was contingent upon the closing of the Company's merger with Flagstar Bancorp, Inc., will achieve the results or outcome originally expected or anticipated by us as a result of changes to our business strategy, performance of the U.S. economy, or changes to the laws and regulations affecting us, our customers, communities we serve, and the U.S. economy (including, but not limited to, tax laws and regulations).

More information regarding some of these factors is provided in the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2022 and in other SEC reports we file. Our forward-looking statements may also be subject to other risks and uncertainties, including those we may discuss in this news release, on our conference call, during investor presentations, or in our SEC filings, which are accessible on our website and at the SEC's website, www.sec.gov.



Flagstar Bank has Acquired Select Assets and Assumed Select Liabilities of Signature Bridge Bank from the FDIC

March 20, 2023



Acquired Select Assets and Assumed Certain Liabilities of Signature Bridge Bank from the FDIC

Key Transaction Details

- NYCB acquired a highly liquid, mostly cash balance sheet with a \$2.725Bn excess asset position at no deposit premium
- \$34Bn of deposits acquired
 - Represents all deposits other than deposits related to crypto currencies
 - Meaningful noninterest bearing deposits assumed
- \$13Bn pool of loans acquired
 - Traditional C&I, Signature Financial, Healthcare Banking, Mortgage Warehouse and SBA
- \$25Bn of total cash received from the FDIC
 - ***NYCB to use excess liquidity to pay down a substantial amount of wholesale borrowings, leaving the balance sheet with a strong liquidity position***
- Acquiring all branches and retaining employees related to acquired businesses
- NYCB may act as servicer for the CRE, multi-family, and fund finance loans left behind (subject to finalization of terms, including fees)
- FDIC to receive equity appreciation instruments from NYCB valued up to \$300MM (payable in stock)
- Not acquiring remaining loan portfolios (includes fund banking, CRE, or multifamily), QFCs or the credit card business
- Not acquiring crypto related deposits and Signet
- All regulatory approvals have been received and the transaction has closed
- Acquired branches now operating as Flagstar Bank

Acquired Balance Sheet (\$MM)

| Assets | |
|-------------------------------------|---------------|
| Cash | 25,044 |
| Investment Securities | - |
| Total Cash & Securities | 25,044 |
| Gross Loans HFI | 12,870 |
| Loan Loss Reserves | - |
| Total Net Loans | 12,870 |
| Goodwill & Intangibles | - |
| Other Assets | 510 |
| Total Assets | 38,423 |
| Liabilities & Equity | |
| Deposits | 33,989 |
| Borrowings | - |
| Other Liabilities | 1,710 |
| Total Liabilities | 35,698 |
| Equity | 2,725 |
| Total Liabilities and Equity | 38,423 |



Strategic Rationale



Enhances NYCB Commercial Lending Platform by Adding New Verticals

- Adds Traditional C&I, Signature Financial, Healthcare Banking and SBA
- Experienced relationship managers will be additive to NYCB platform
- Continues build-out of commercial banking platforms



Significantly Strengthens NYCB's Deposit Base and Funding Profile

- Deposits increase from \$59Bn to \$93Bn; significant amount of noninterest bearing deposits
- Adds branches in NY, CA, CT, NC and NV
- Receives \$25Bn of cash from FDIC to pay down wholesale borrowings
- Lowers loan to deposit ratio from 118% to 88%



Adds a Significant Number of Highly Productive Private Client Banking Teams

- Adds teams in New York and California
- Teams are significant deposit generators with future opportunities to offer more commercial / retail client solutions
- Provides opportunity to jump start NYCB's wealth strategy



Represents a Financially Attractive Transaction

- Indicative EPS accretion: +20% ⁽¹⁾
- Indicative TBVPS accretion: +15% ⁽¹⁾
- TBV Earn-back: Immediately accretive



Opportunistic Transaction that Underscores NYCB's Strong Financial & Capital Position

- Approximately capital neutral to key capital ratios
- Transaction is self-capitalizing due to asset discount structure

(1) Based on NYCB information as of 12/31/2022 and Signature as of 3/17/2023 as provided by the FDIC.



Significantly Strengthens Flagstar's National Reach with Locations in Attractive Commercial Banking Markets

Acquired Locations

29

New York

7

California

2

North Carolina

1

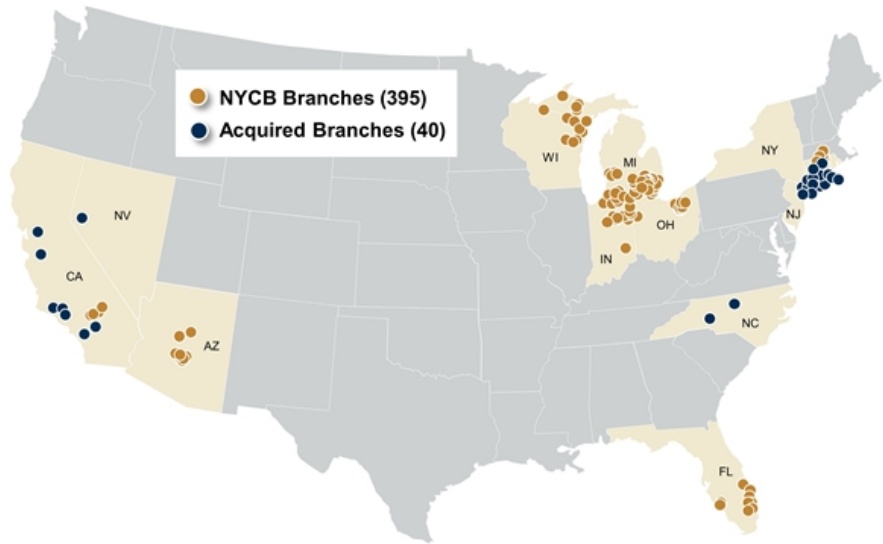
Connecticut

1

Nevada

435

Pro Forma Branches



Transaction adds a meaningful number of highly productive commercially focused locations with significant deposits per branch

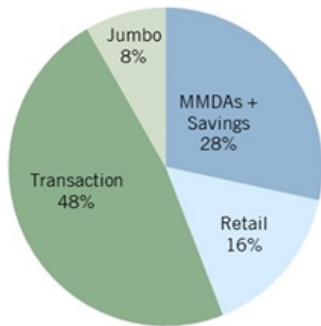


Significantly Strengthens Deposit Base and Lowers the Loan / Deposit Ratio

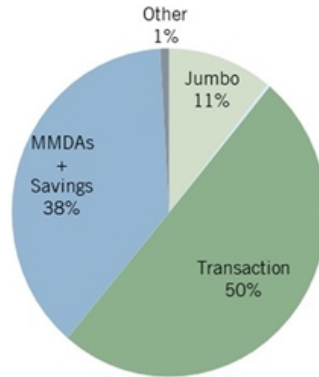
Acquisition of All Deposits (Except for Crypto)



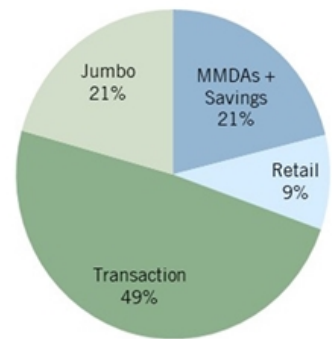
Pro Forma



Deposits: \$58.7Bn
Cost of Deposits: 1.65%
Loans / Deposits: 118%



Deposits: \$34.0Bn
Cost of Deposits: 2.09%
Loans / Deposits: 38%



Deposits: \$92.7Bn
Cost of Deposits: 1.81%
Loans / Deposits: 88%

Decrease of 30%-Points

(1) Based on NYCB information as of 12/31/2022.
 (2) Based on Signature information as of 3/17/2023 as provided by the FDIC.



Lending Platforms Acquired Provide Further Opportunities to Diversify Loan Mix

| Lending Platforms | | What We Received | Description | Loan Balance (\$Bn) |
|-------------------|---------------------|------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 1 | Traditional C&I | Traditional C&I Assets | Sits within the private bank. Lines of credit to accounting, law firms, entertainment companies, manufacturers and retailers. Size of client \$25-\$500MM in revenue. New York loan balances over \$2Bn, California ~\$0.6Bn. Floating rate book | \$3.7 |
| 2 | Signature Financial | Signature Financial Assets | Provides specialty equipment finance and leasing as well as transportation, municipal, franchise, vendor and marine finance. Both indirect and direct (\$4.8Bn direct, \$1.8Bn indirect) | 6.6 |
| 3 | Healthcare | Healthcare Assets | Focused on companies providing a range of healthcare services, as well as senior housing owners and operators, hospitals, large physician practices, ambulatory surgery centers, drug and rehabilitations facilities, skilled nursing homes, etc. (all real estate) | 1.0 |
| 4 | SBA | SBA Assets | Offers 504 and 7(a) small business loans nationwide and was onboarded in 2020 (excludes West Coast loans). New business for Signature; team from Bank of The West | 0.1 |
| 5 | Mortgage Warehouse | Mortgage Warehouse Assets | Delivers customized cash management services & products to residential & commercial mortgage servicers & originators, private equity firms, hedge funds, REITS, asset managers, etc. Still has over \$1Bn of deposits. Includes MSR financing business | 1.5 |
| 6 | Fund Banking | Not Acquired Potential to service loans for a fee | Provides financing and banking services to the private equity industry nationwide. This team is focused on providing capital call lending to large funds and their limited partners | 29.1 |
| 7 | Multifamily | Not Acquired Potential to service loans for a fee | Focuses on commercial real estate lending, including the financing of multi-family residential, office and retail properties | 20.5 ⁽¹⁾ |
| 8 | CRE | Not Acquired Potential to service loans for a fee | New York and West Coast CRE | 13.9 |
| 9 | Venture Banking | Not Acquired Potential to service loans for a fee | Supports VC backed technology and life sciences companies and their investors by providing debt and deposit solutions to fuel growth and innovation. Serves key markets including Austin, Atlanta, the Bay Area, Chicago, Denver, Durham, Los Angeles, New York, and DC | 0.6 |
| Total | | | | \$77.0 |

Source: Company materials.

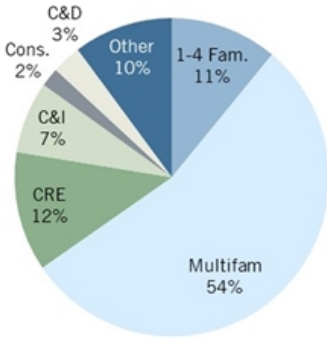
Note: Loan balances as of 3/17/2023.

(1) As of 3/10/2023. Assumes multi-family concentration as of 3/10/2023 applied to total balance sheet as of 3/15/2023.



Adds Incremental Commercial Lending Verticals

Acquired Traditional C&I, Signature Financial, Healthcare, Mortgage Warehouse and SBA

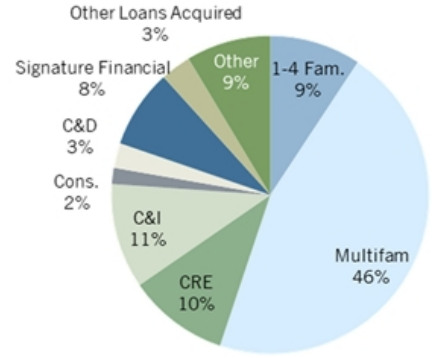


Loans: \$69.0Bn



Loans: \$12.9Bn

Pro Forma



Loans: \$81.9Bn

(1) Based on NYCB information as of 12/31/2022.
 (2) Based on Signature information as of 3/17/2023 as provided by the FDIC.



Integration Plan

- Office location network will be integrated into Flagstar's banking network
 - Convert Signature locations to Flagstar's platform; process identical to prior conversions
 - Combine Flagstar's and Signature's industry-leading sales and service culture
 - Optimize staffing in the offices
- NYCB will leverage Signature's network for additional growth opportunities
 - Opportunity to leverage both organizations' product offerings into the combined larger customer base
 - Significant efforts currently underway to bring back Signature's traditional, commercial, low risk clients and deposits
- Designing for seamless transition
 - NYCB immediately began overseeing all Signature operations including product pricing, underwriting and risk management functions
 - Depositors in all Signature offices have access to their funds



Key Takeaways

Significantly Strengthens NYCB's Deposit Base and Funding Profile

Enhances NYCB Commercial Lending Platform by Adding New Verticals

Adds a Significant Number of Highly Productive Private Client Banking Teams

Represents a Financially Attractive Transaction

Opportunistic Transaction that Underscores NYCB's Strong Financial & Capital Position



Cautionary Statements Regarding Forward-Looking Information

This investor presentation may include forward-looking statements by New York Community Bancorp, Inc. (the “Company”) and our authorized officers pertaining to such matters as our goals, intentions, and expectations regarding revenues, earnings, loan production, asset quality, capital levels, and acquisitions, among other matters; our estimates of future costs and benefits of the actions we may take; our assessments of probable losses on loans; our assessments of interest rate and other market risks; and our ability to achieve our financial and other strategic goals, including those related to our merger with Flagstar Bancorp, Inc., which was completed on December 1, 2022, our ongoing strategic relationship with Figure Technologies, Inc. and the Acquisition.

Forward-looking statements are typically identified by such words as “will,” “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “should,” and other similar words and expressions, and are subject to numerous assumptions, risks, and uncertainties, which change over time. Additionally, forward-looking statements speak only as of the date they are made; the Company does not assume any duty, and does not undertake, to update our forward-looking statements. Furthermore, because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those anticipated in our statements, and our future performance could differ materially from our historical results.

Our forward-looking statements are subject to the following principal risks and uncertainties: the effect of the COVID-19 pandemic, including the length of time that the pandemic continues, the potential imposition of future shelter in place orders or additional restrictions on travel in the future, the effect of the pandemic on the general economy and on the businesses of our borrowers and their ability to make payments on their obligations, the remedial actions and stimulus measures adopted by federal, state, and local governments; the inability of employees to work due to illness, quarantine, or government mandates; general economic conditions and trends, either nationally or locally; conditions in the securities markets; changes in interest rates; changes in deposit flows, and in the demand for deposit, loan, and investment products and other financial services; changes in real estate values; changes in the quality or composition of our loan or investment portfolios; changes in competitive pressures among financial institutions or from non-financial institutions; changes in legislation, regulations, and policies; and a variety of other matters which, by their nature, are subject to significant uncertainties and/or are beyond our control. Our forward-looking statements are also subject to the following principal risks and uncertainties with respect to our merger with Flagstar Bancorp, which was completed on December 1, 2022, our ongoing restructuring of our mortgage business, our ongoing strategic relationship with Figure Technologies, Inc., and the Acquisition; the outcome of any legal proceedings that may be instituted against the Company or any other party to the Flagstar or Figure Technologies, Inc. transactions; the possibility that the anticipated benefits of the transactions, including the Acquisition, will not be realized when expected or at all; diversion of management’s attention from ongoing business operations and opportunities; the possibility that the Company may be unable to achieve expected synergies and operating efficiencies in or as a result of the transactions within the expected timeframes or at all; revenues following the transactions may be lower than expected, and the occurrence of any event, change or other circumstances that could give rise to the right of any of the parties to the Figure Technologies, Inc. strategic relationship to terminate the agreements governing such relationship; and there can be no assurance that the Community Benefits Agreement entered into with NCRC, which was contingent upon the closing of the Company’s merger with Flagstar Bancorp, Inc., will achieve the results or outcome originally expected or anticipated by us as a result of changes to our business strategy, performance of the U.S. economy, or changes to the laws and regulations affecting us, our customers, communities we serve, and the U.S. economy (including, but not limited to, tax laws and regulations).

More information regarding some of these factors is provided in the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2022 and in other SEC reports we file. Our forward-looking statements may also be subject to other risks and uncertainties, including those we may discuss in this news release, on our conference call, during investor presentations, or in our SEC filings, which are accessible on our website and at the SEC’s website, www.sec.gov.