



# NYCB and Flagstar: Accelerating Our Transformation Strategy

**April 26, 2021** 



#### **Cautionary Statements Regarding Forward-Looking Information**

Certain statements in this presentation may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to New York Community Bancorp, Inc.'s ("NYCB") and Flagstar Bancorp Inc.'s ("Flagstar") beliefs, goals, intentions, and expectations regarding revenues, earnings, loan production, asset quality, capital levels, and acquisitions, among other matters; NYCB's and Flagstar's estimates of future costs and benefits of the actions each company may take; NYCB's and Flagstar's assessments of probable losses on loans; NYCB's and Flagstar's assessments of interest rate and other market risks; and NYCB's and Flagstar's ability to achieve their respective financial and other strategic goals.

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. These forward-looking statements include, without limitation, those relating to the terms, timing and closing of the proposed transaction.

Additionally, forward-looking statements speak only as of the date they are made; NYCB and Flagstar do not assume any duty, and do not undertake, to update such 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 indicated in such forward-looking statements as a result of a variety of factors, many of which are beyond the control of NYCB and Flagstar. The factors that could cause actual results to differ materially include the following: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement among NYCB, 615 Corp. and Flagstar; the outcome of any legal proceedings that may be instituted against NYCB or Flagstar; the possibility that the proposed transaction will not close when expected or at all because required regulatory, shareholder or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all, or are obtained subject to conditions that are not anticipated; the ability of NYCB and Flagstar to meet expectations regarding the timing, completion and accounting and tax treatments of the proposed transaction; the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of the common stock of NYCB or Flagstar; the possibility that the anticipated benefits of the proposed transaction will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where NYCB and Flagstar do business; certain restrictions during the pendency of the proposed transaction that may impact the parties' ability to pursue certain business opportunities or strategic transactions; the possibility that the proposed transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management's attention from ongoing business operations and opportunities; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in the proposed transaction within the expected timeframes or at all and to successfully integrate Flagstar's operations and those of NYCB; such integration may be more difficult, time consuming or costly than expected; revenues following the proposed transaction may be lower than expected; potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the proposed transaction; NYCB's and Flagstar's success in executing their respective business plans and strategies and managing the risks involved in the foregoing; the dilution caused by NYCB's issuance of additional shares of its capital stock in connection with the proposed transaction; and other factors that may affect future results of NYCB and Flagstar; and the other factors discussed in the "Risk Factors" section NYCB's Annual Report on Form 10-K for the year ended December 31, 2020 and in other reports NYCB files with the U.S. Securities and Exchange Commission (the "SEC"), which are available at http://www.sec.gov and in the "SEC Filings" section of NYCB's website, https://ir.mynycb.com, under the heading "Financial Information," and in Flagstar's Annual Report on Form 10-K for the year ended December 31, 2020 and in Flagstar's other filings with SEC, which are available at http://www.sec.gov and in the "Documents" section of Flagstar's website, https://investors.flagstar.com.



# Disclaimer (Cont'd)

#### **Important Information and Where You Can Find It**

This communication may be deemed to be solicitation material in respect of the proposed transaction by NYCB and Flagstar. In connection with the proposed transaction, NYCB will file with the SEC a registration statement on Form S-4 to register the shares of NYCB's capital stock to be issued in connection with the proposed transaction. The registration statement will include a prospectus of NYCB and a joint proxy statement of NYCB and Flagstar, which will be sent to the stockholders of NYCB and shareholders of Flagstar seeking certain approvals related to the proposed transaction. INVESTORS AND SECURITY HOLDERS OF NYCB AND FLAGSTAR AND THEIR RESPECTIVE AFFILIATES ARE URGED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS TO BE INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT NYCB, FLAGSTAR AND THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain a free copy of the registration statement, including the joint proxy statement/prospectus, as well as other relevant documents filed with the SEC containing information about NYCB and Flagstar, without charge, at the SEC's website (http://www.sec.gov). Copies of documents filed with the SEC by NYCB can also be obtained, without charge, by directing a request to Investor Relations, New York Community Bancorp, Inc., 615 Merrick Avenue, Westbury, New York Investor Relations, Flagstar Bancorp, Inc., 5151 Corporate Drive, Troy, Michigan 48098 or by telephone (248-312-5741).

#### Participants in the Solicitation of Proxies in Connection with Proposed Transaction

NYCB, Flagstar, and certain of their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Information regarding NYCB's directors and executive officers is available in its definitive proxy statement for its 2021 annual stockholders meeting, which was filed with the SEC on April 16, 2021, and certain of its Current Reports on Form 8-K. Information regarding Flagstar's directors and executive officers is available in its definitive proxy statement for its 2021 annual shareholders meeting, which was filed with the SEC on April 15, 2021, and certain of its Current Reports on Form 8-K. Other information regarding the participants in the solicitation of proxies in respect of the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC. Free copies of these documents, when available, may be obtained as described in the preceding paragraph.



# **Enhancing Shareholder Value By Leveraging Two Like-Minded Organizations with Distinctive Strategic Strengths**



Accelerates our transition towards building a dynamic commercial banking organization



Creates a top-tier regional bank with significant scale and broader diversification



Drives strong financial results and enhances capital generation



Improves funding profile and interest rate risk positioning



Market-leading rent-regulated multifamily lender, mortgage originator and servicer



Maintains each bank's unique low credit risk model



**Combines two strong management teams and boards** 



# **Key Transaction Terms**

# Consideration & Transaction Pricing

- 100% stock consideration with a fixed exchange ratio of 4.0151x NYCB shares for each FBC share
- Implied Total Transaction Value of \$2.6B
- 9.3x Price / 2022E EPS; 6.4x Price / 2022E EPS with fully realized synergies
- 1.15x Price / Tangible Book Value Per Share
- 2.2% Tangible Book Premium / Core Deposits

### Organization

- Headquarters in Long Island, NY
- Regional headquarters in Troy, MI

#### **Pro Forma Ownership**

■ Approximately 68% NYCB / 32% Flagstar

#### **Board of Directors**

- Board of Directors: 12 Directors (8 NYCB / 4 FBC)
- Non-Executive Chairman: Alessandro "Sandro" DiNello (FBC)
- President & CEO: Thomas Cangemi (NYCB)
- Lead Independent Director: Hanif "Wally" Dahya (NYCB)

#### **Leadership Team**

- Non-Exec. Chairman: Sandro DiNello (FBC)
- President & CEO: Thomas Cangemi (NYCB)
- Senior EVP & CFO: John Pinto (NYCB)
- Senior EVP & President of Mortgage: Lee Smith (FBC)
- Senior EVP & President of Banking: Reginald Davis (FBC)
- Plan to combine best talent from both companies for remaining roles

### **Branding**

- Mortgage division to maintain Flagstar brand
- Flagstar Bank brand to be retained in the Midwest
- Other states to maintain their current branding

#### **Community Support**

■ Continued dedication to the communities and markets in which both organizations operate

#### **Approvals & Closing**

- Customary shareholder and regulatory approvals for both NYCB and Flagstar
- Anticipated closing by the end of 2021

Source: Factset, S&P Global Market Intelligence



# **A Financially Compelling Transaction**

#### **Financial Metrics**

#### **Robust Capital Position**

<b>Double-Digit</b>
<b>EPS Accretion</b>

16%

2022E (Assuming Fully Phased-in Cost Savings)

# Immediately Accretive To TBVPS

3.5%

TBVPS Accretion At Close

# Conservative Fully Phased-In Cost Savings

\$125M

8% of Combined Base 11% of Flagstar, or 30% of Non-Mortgage operations

Pro Forma		
<b>Capital Levels</b>		

Common Dividend
Maintained

Annual Capital Generation after Dividends

**Net Charge-Offs** 

10.4%

Common Equity Tier 1 RBC Ratio

\$0.68

~1,140% Increase for FBC Shareholders

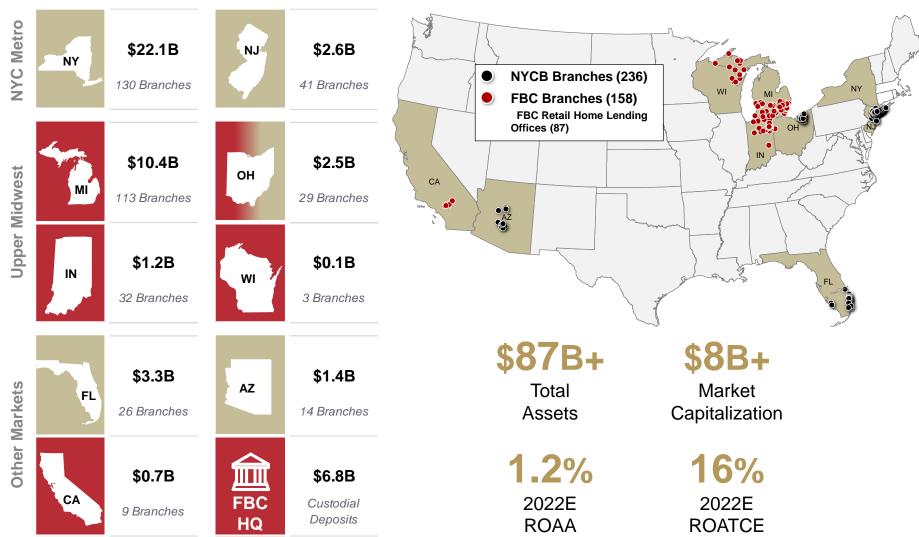
~\$500M

20bps

3-Year Cumulative Losses



# A Top-Tier Bank with National Scale and Strong Footholds in Northeast/Midwest and Exposure to High Growth Markets



Source: Company Filings, S&P Global Market Intelligence, FDIC



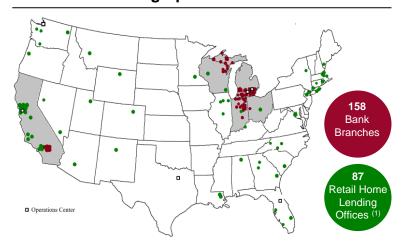
# Flagstar – A Differentiated Bank

Diversified Lending Business Strong Core Deposit Base Low-Risk Asset Classes #1 Mid-Cap Deposit Rank in Michigan 6<sup>th</sup> Largest Bank Mortgage Originator 6<sup>th</sup> Largest Mortgage Sub-Servicer

#### **Key Business Lines**

Segment	Summary	Key Information
Banking	<ul> <li>Leading Michigan- based bank with a balanced, diversified lending platform</li> </ul>	<ul><li>\$29B Assets</li><li>\$19B Deposits</li><li>209k Households</li><li>27k Business Relationships</li></ul>
Mortgage Origination	<ul> <li>Scalable platform originating business in all channels and all 50 states</li> </ul>	<ul> <li>\$53B LTM Originations</li> <li>87 Retail Lending Offices</li> <li>1,060 Correspondent Relationships</li> <li>1,400 Broker Relationships</li> </ul>
Mortgage Servicing	6 <sup>th</sup> largest sub- servicer of mortgage loans nationwide	<ul> <li>1.1MM Loans Serviced</li> <li>\$7.2B Average Escrow Deposits</li> <li>\$428MM Mortgage Servicing Rights</li> <li>Represents a growing and stable revenue stream</li> </ul>

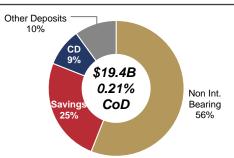
#### **Geographic Overview**



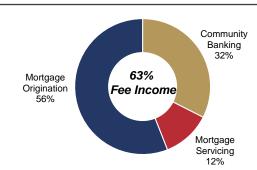
#### Loan Portfolio - 1Q21

\$14.9B

### **Deposit Portfolio – 1Q21**



### **Segment Revenue Mix – 1Q21**



C&I Yield Vield CRE 21%

**HELOC** 

7%

Consumer



# Delivering a Broader Set of Products and Services to Clients in More Markets

	$ ho_{ m B}^{ m N_Y}$	Flagstar* Bank	COMBINED
Multifamily	✓	✓	✓
Mortgage Banking		✓	✓
Mortgage Warehouse		✓	✓
Residential / HELOC Portfolio Lending		✓	✓
CRE	✓	✓	✓
Traditional C&I		✓	✓
Asset-Based Lending	✓		✓
Equipment Leasing	✓		✓
Dealer Floor Plan	✓		✓
Treasury Management	✓	✓	✓
Capital Markets		✓	✓
Custodial Deposits		✓	✓
Retail Banking		✓	✓
Internet Banking	✓	✓	✓

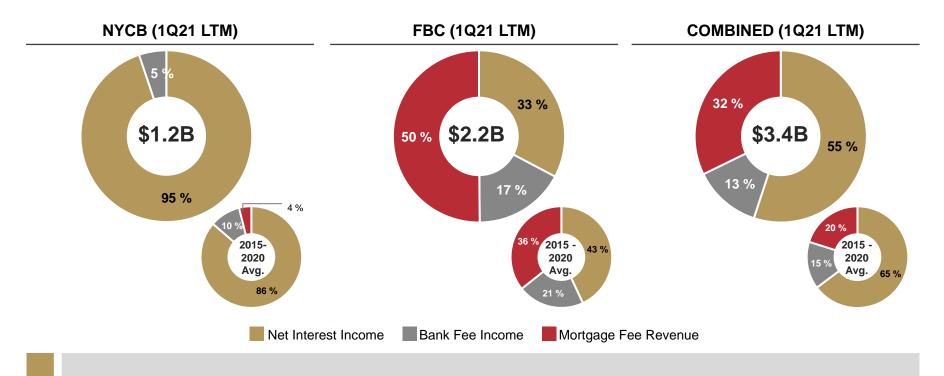
Produces comprehensive commercial and retail banking offerings

Incremental revenue opportunities from the addition of each company's unique businesses to the combined franchise

Expands market footprint to include both regional and national focused business lines



# Combined Revenue Profile With A Reduced Dependency On Spread Income

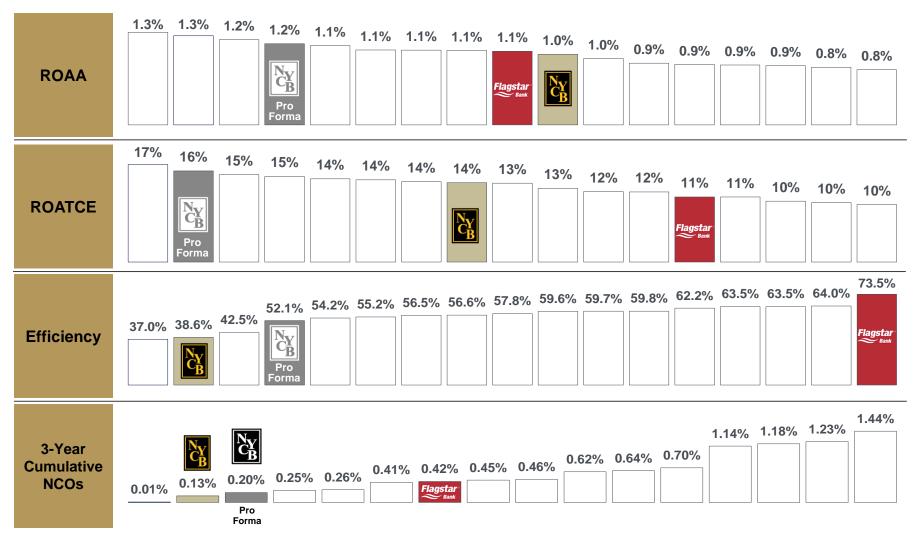


Pro forma fee income contributes to a more resilient revenue generating profile

Mortgage-related earnings create natural hedge for various interest rate environments



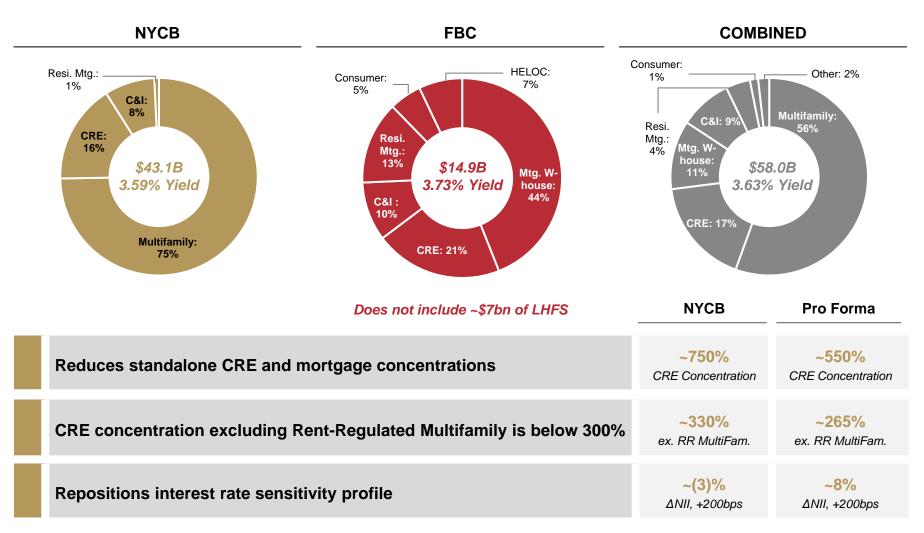
# **Enhanced Operating Strategy to Support Top-Quartile Profitability Metrics**



Source: S&P Global Market Intelligence; Note: Market data as of April 23, 2021; Historical financial data based on fiscal years ended December 31, 2018 to December 31, 2020; Forward metrics based on 2022Y estimates; Pro Forma Peers reflect non-merger target U.S. exchange-traded banks (NASDAQ, NYSE, NYSEAM) with assets between \$50B and \$200B; excludes peers with unavailable or negative metrics, and NTRS; Illustrative Pro Forma figures inclusive of certain cost savings and other merger related adjustments.



# **Pro Forma Loan Portfolio**



Source: Company filings; S&P Global Market Intelligence

Note: MRQ financial data as of 31-Mar-21;CRE defined as the sum of Construction & Land Development, Loans CRE Not Sec by RE and Non-Owner Occ Nonfarm / NonResi. Excludes Flagstar's loans HFS of \$7.1bn and loans with government guarantees of \$2.5B



# **Maintain Our Low Risk Credit Model**

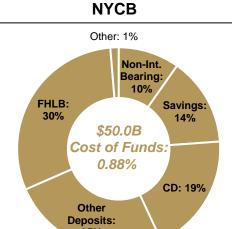
CREDIT PERFORMANCE	NYCB	<ul> <li>Average NPLs / Total Loans of 0.56% compared to 1.64% for peers, since 1993</li> <li>Cumulative NCOs of 108 bps since 1993 compared to 2,387 bps for Peers</li> <li>Since 1993, losses have aggregated 15bps on Multifamily and 10bps on CRE (of aggregate originations)</li> </ul>
	FBC	<ul> <li>Large contribution of loan portfolio comprised of low credit risk assets</li> <li>No outsized exposure to any geography or industry</li> </ul>
COVID-19 IMPACTED EXPOSURE		<ul> <li>100% of NYCB's full-payment deferrals have returned to payment status as of Q1 2021</li> <li>Limited COVID-impacted exposure across both loan portfolios with only \$13 million in full payment deferrals across C&amp;I and CRE industries</li> </ul>
~67% of pro forma loan portfolio is comprised of near-zero credit risk asset classes		

Retains high quality asset specific expertise across various products

**Expertise in underwriting and managing through varying credit cycles** 

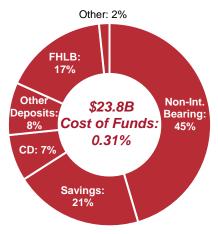


# **Pro Forma Funding Profile**



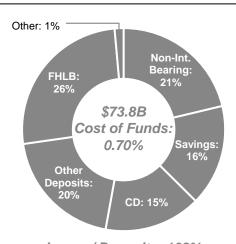
Loans / Deposits: 126%
Cost of Deposits: 0.41%

### FBC



Loans / Deposits: 77% Cost of Deposits: 0.21%

#### **COMBINED**



Loans / Deposits: 108% Cost of Deposits: 0.34%

Funding profile benefits from higher core deposits and decreased wholesale funding

Ability to expand custodial relationships through increased balance sheet size

Flexibility to pay down or reduce dependency on wholesale funding



# **Comprehensive Due Diligence Process and Integration Planning**

### **Scope of NYCB's Diligence Efforts**

- Comprehensive due diligence coordinated and led by key executives of NYCB and Flagstar
- Management led review of all functional areas
- Full engagement of external consultants and advisors through the diligence process
- Organized detailed video conference diligence sessions covering all major topics
- Extensive review of the loan portfolio:
  - Significant detailed credit reviews, including 100% of COVID-related loans
  - Reviewed 100% of residential loan portfolio, consumer portfolio and MSRs valuations
  - Top 20 mortgage warehouse relationships

11

NYCB acquisitions

3

FBC acquisitions

■ Integration will be managed by long-time employees of NYCB and FBC who have been actively involved in diligence and previous merger integrations

### **Selected Key Areas of Focus**

150+

Participants across both NYCB and FBC, including consultants and advisors dedicated to the diligence process

Mortgage Banking	Mortgage Servicing	Consumer & Commercial Banking	Deposit Strategy	Investment Portfolio / ALCO
CECL & Capital Stress Testing	Credit / Underwriting	Risk Mgmt., BSA & Internal Audit	Technology, Data & Cyber Security	Legal / Compliance
Operations	Accounting, Finance & Tax	Balance Sheet Positioning	Integration Planning	Human Resources

Source: Company Management



### **A Shared Commitment**

We expect to maintain continuous commitment to our constituencies as well as support additional important community initiatives across our nationwide footprint



# **Employees**

- Shared values and company missions
- Strong focus on diversity, inclusion and employee development
- Strong risk management cultures and aligned corporate focus
- Larger company provides additional career opportunities and mobility



- Greater capabilities and expanded product suite
- Diversified client base and scope
- Increased technology spending and capabilities
- Larger balance sheet and increased capital to support client growth



# Diversity, Equity and Inclusion

- Committed to a diverse, inclusive and culturally rich corporate environment
- Focus on promoting cultural awareness to bridge gaps and enhance team performance
- Recurring self-assessment of D&I positioning to remediate identified gaps and improve culture of diversity and inclusion



### **Our Community**

- Continued commitment to community reinvestment and maintaining solid CRA ratings
- Corporate, social, environmental and governance responsibility is a focus for both organizations
- Support for local communities through multiple foundations and donation of employees' time

Source: Company Management



# **Review of Key Merits of Transaction**

Accelerates our transition towards building a dynamic commercial banking organization	<ul> <li>Fee Income Mix: ~30% vs. ~5%</li> <li>Adds New Lending Capabilities</li> </ul>
Creates a top-tier regional bank with significant scale and broader diversification	<ul><li>\$87B+ in Assets</li><li>Top 30 Bank by Deposits</li></ul>
Drives strong financial results and enhances capital generation	<ul> <li>2022E EPS Accretion: 16%¹</li> <li>TBVPS Accretion: 3.5%</li> <li>~\$500 million in annual capital generation</li> </ul>
Improves funding profile and interest rate risk positioning	<ul> <li>Non-Interest Bearing Deposits: 21% vs. 10%</li> <li>Cost of Deposits: 34 bps vs. 41 bps</li> <li>Loan to Deposits: 108% vs. 126%</li> <li>Δ Net Interest Income, +200bps: 8% vs. (3)%</li> </ul>
Market-leading rent-regulated multifamily lender, mortgage originator and servicer	<ul> <li>Leading Rent-Regulated Multifamily Business</li> <li>Top 10 Mortgage Originator</li> <li>Top 10 Mortgage Sub-Servicer</li> <li>Top 5 Mortgage Warehouse Lender</li> </ul>
Maintains each bank's unique low credit risk model	3-Year Cumulative NCOs: 0.20%
Combines two strong management teams and boards	Deepens the Board and Management talent

Source: Factset; S&P Global Market Intelligence

1 Assuming fully phased-in cost savings



# **Appendix**



# **Key Transaction Assumptions**

#### **Earnings Estimates**

■ Based on consensus estimates

### Synergies and One-Time Merger Expenses

- Identified fully phased-in cost savings of \$125 million
  - ~8% of the combined Company's total non-interest expense
  - ~11% of Flagstar's total non-interest expense
  - ~30% of Flagstar's non-mortgage non-interest expense
  - Phased in 75% in 2022, 100% thereafter
- Revenue synergies identified by not modeled
- \$220 million pre-tax one-time merger expenses, reflected 100% in tangible book value impact at close

# Loan Credit Mark Estimates

- \$260 million total lifetime loss estimate
  - \$104 million, or 40% of the total mark allocated to purchased credit deteriorated (PCD) loans, recorded into
     ACL
  - \$156 million, or 60% of the total mark allocated to non-PCD loans, recorded as a net of loan discount;
     amortized into earnings over 5 years using the sum-of-the-years digits accelerated method
- Provision expense of \$156 million to be taken immediately after close reflective of the CECL "double count" on non-PCD loans; included in pro forma tangible book value

### Other Fair Value Estimates

- Core deposit intangibles of \$40 million, or 0.25% of non-time deposits, amortized sum-of-the-years digits over 10 years
- Net asset fair value write-down of \$57 million pre-tax on HTM securities, loans, time deposits and other long-term borrowings, partially offset by the amortization of the after-tax gain included in other comprehensive income

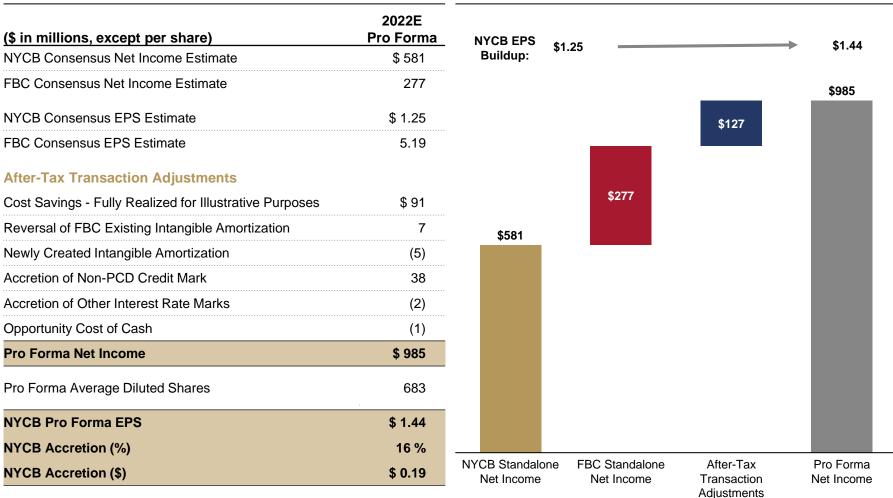
Source: Factset; S&P Global Market Intelligence



# Pro Forma Net Income And EPS Accretion Reconciliation

#### **Earnings Per Share**

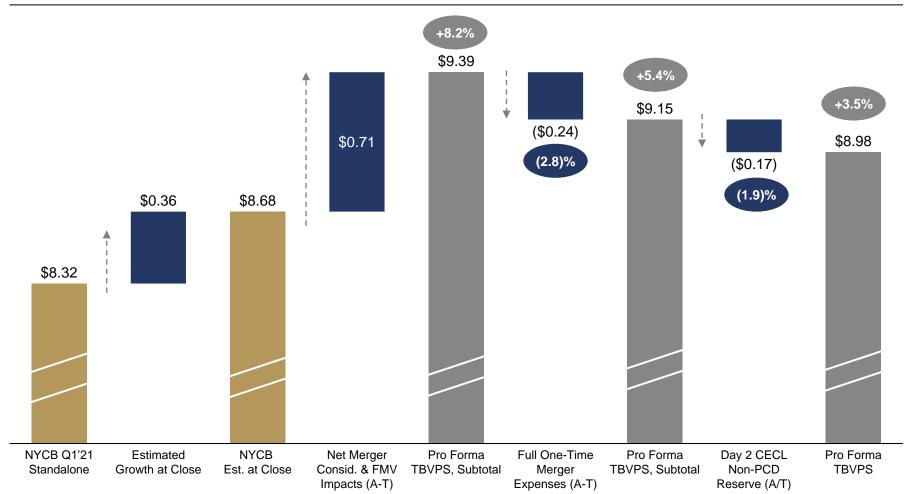
### **Earnings Buildup**





# **Pro Forma Tangible Book Value Accretion Reconciliation**

### **Tangible Book Value per Share Buildup**





# **FBC Executive Management Overview**



Alessandro (Sandro) P. DiNello, President, Chief Executive Officer & Director

Alessandro (Sandro) DiNello has served as President, CEO, and a Director of FBC Bank and FBC Bancorp since mid-2013. Prior to his current position, he was president and Chief Administrative Officer of FBC Bank, and for a number of years, Executive Vice President of Retail Banking.

As CEO, he navigated the Bank through three consent orders and led the transformation of Flagstar from a monoline mortgage lender to a commercial bank anchored by one of the biggest bank-owned mortgage businesses in the Country, with its market capitalization increasing from \$500 million to \$2.4 billion during his tenure.



Lee M. Smith, Executive VP & President of Mortgage

Lee Smith is Executive Vice President and President of Mortgage at FBC Bank, a position he assumed in September 2020. Mr. Smith joined FBC in 2013 as Executive Vice President and Chief Operating Officer and held that position until his appointment as Head of Mortgage. Prior to joining FBC, he was a partner with MatlinPatterson Global Advisers LLC, a private equity fund based in New York, where he managed a number of portfolio companies across a multitude of industries and sat on various boards.

As President of Mortgage, he also leads the Bank's servicing business, building it from scratch to the 6<sup>th</sup> largest sub-servicing business and one of the largest bank-owned servicing businesses in the Country.



Reginald E. Davis, Executive VP & President of Banking

Reginald E. Davis joined FBC Bank in 2020 as Executive Vice President and President of Banking. In this role, he is responsible for all non-mortgage lending, Government Banking, Treasury Management, strategic alliances, and all of Retail Banking.

Mr. Davis has 35 years of banking experience, most recently with SunTrust, now Truist, where he was Head of Business Banking. He also served as President of RBC Bank USA, the U.S. Banking Division of the Royal Bank of Canada, and as a senior executive and member of the Operating Committee for Wachovia (now Wells Fargo).

Source: Company website and filings; S&P Global



# A History Of Accretive Transactions Which Have Added To Our Franchise Value

