

CAPITAL MARKETS ANNOUNCEMENT

Kearny Financial Corp. (NasdaqGS: KRNY; Fairfield, NJ) announced the completion of its second-step conversion from the mutual holding company form of organization to the stock form of organization. In connection with the conversion, Kearny Financial Corp. sold 71,750,000 shares of common stock at a price of \$10.00 per share for total gross proceeds of approximately \$718 million.

Sandler O'Neill + Partners L.P. managed the subscription and community offerings.

This transaction is Sandler O'Neill's eleventh conversion transaction completed since January 1, 2013, raising approximately \$2.6 billion, more than any other investment bank during that time.

About the Offering:

On May 18, 2015, Kearny Financial Corp. (the "Company" or "KRNY") completed its second-step conversion from the mutual holding company form of organization to the stock form of organization. In connection with the conversion, the Company sold 71,750,000 common shares priced at \$10.00 per share for total gross proceeds of \$718 million. The net proceeds from this offering will be used to provide additional capital to the Company's subsidiary, Kearny Bank, and to invest in securities, to finance the acquisition of financial institutions, to pay cash dividends to stockholders, to repurchase shares of the company's common stock, to fund new loans and for other general corporate purposes. In addition, each share of former Kearny Financial Corp.'s common stock held by public shareholders at the time of closing will be converted into the right to receive 1.3804 shares of new Kearny common stock. Approximately 93,529,444 shares of common stock will be outstanding after the completion of the offering and the exchange, before taking into account adjustments for fractional shares.

About the Company:

Kearny Financial Corp. is the parent company of Kearny Bank. Kearny Bank operates from its administrative headquarters in Fairfield, New Jersey, and a total of 42 retail branch offices located throughout northern and central New Jersey and Brooklyn and Staten Island, New York. At March 31, 2015, Kearny Financial Corp. had approximately \$3.71 billion in total assets.

This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities.

**Financials as of March 31, 2015**

(dollars in millions)

Total Assets	\$3,714
Net Loans	\$1,978
Total Deposits	\$2,505
Total Equity	\$496
TCE / TA	10.7%

Sources: SNL Financial, KRNY press release, Offering Prospectus Amendment No. 1 filed February 4, 2015

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