

Astoria Financial Corporation (NYSE: AF; Lake Success, NY) has agreed to merge with New York Community Bank (NYSE: NYCB; Westbury, NY)

Deal Value: Approximately \$2.0 Billion

Sandler O'Neill served as financial advisor and provided a fairness opinion to Astoria Financial Corporation in this transaction. This transaction represents Sandler O'Neill's 105th bank or thrift transaction nationwide since January 1, 2014, representing \$20.3 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on the 9 largest bank or thrift deals by deal value, representing \$12.4 billion in aggregate transaction value.¹

Westbury and Lake Success, N.Y., October 29, 2015 – New York Community Bancorp, Inc. (NYSE: NYCB), the parent company for New York Community Bank and New York Commercial Bank, and Astoria Financial Corporation (NYSE: AF), the parent company for Astoria Bank, today announced the signing of a definitive agreement under which the two companies will combine in a strategic merger.

The transaction, which is valued at approximately \$2.0 billion, is expected to be immediately accretive to pro forma diluted earnings per share and pro forma tangible book value per share.

Under the terms of the agreement, which has been unanimously approved by the Boards of Directors of both companies, Astoria Financial Corporation ("Astoria") will merge into New York Community Bancorp, Inc. ("New York Community") and Astoria Bank will merge into New York Community Bank. Astoria's branches will then operate through a newly formed Astoria Bank Division of New York Community Bank.

Shareholders of Astoria will receive one share of New York Community common stock and \$0.50 in cash in exchange for each share of Astoria stock held at the merger date. Pending receipt of the necessary shareholder and regulatory approvals, the merger is currently expected to be completed in the fourth quarter of 2016.

With the exception of the cash component, the transaction is tax-free to Astoria's investors. Based on New York Community's closing price of \$19.16 per share on October 28, 2015, the merger will result in each Astoria share being valued at \$19.66.

Based on the respective companies' balance sheets at the end of September, the combined company will have pro forma assets of approximately \$64.1 billion, including loans, net of approximately \$37.6 billion and securities of approximately \$9.4 billion.

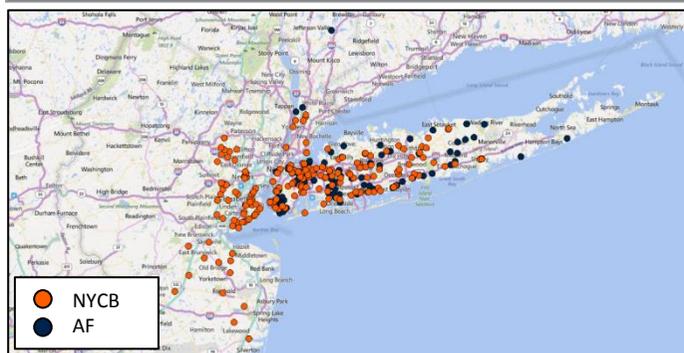
Under the agreement and plan of merger, Joseph R. Ficalora will continue to serve as President and Chief Executive Officer of the combined company. Monte N. Redman, President and Chief Executive Officer of Astoria and Astoria Bank, and Ralph Palleschi, Astoria's Chairman, will become members of the Board of Directors of New York Community and its bank subsidiaries.

Financial Highlights

<i>(Dollars in millions)</i>	NYCB	AF
Total Assets	\$49,045	\$15,099
Total Net Loans	\$36,493	\$11,156
Total Deposits	\$28,280	\$9,048
Total Equity	\$5,827	\$1,647
TCE / TA	7.27%	8.93%

1) Source: SNL Financial. Excludes terminated transactions and self-advisory roles
Note: Financial data as of September 30, 2015

Pro Forma Metro NY Branch Map



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