

## NewBridge Bancorp (NASDAQ: NBBC; Greensboro, NC) has agreed to merge with Yadkin Financial Corporation (NYSE: YDKN; Raleigh, NC)

**Deal Value: Approximately \$456 million**

Sandler O'Neill acted as exclusive financial advisor and rendered a fairness opinion to NewBridge Bancorp in this transaction. This transaction represents Sandler O'Neill's 97<sup>th</sup> bank or thrift transaction nationwide since January 1, 2014 representing \$17.3 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.<sup>1</sup>

Since January 1, 2014, Sandler O'Neill has advised the Buyer or Seller on every transaction in North Carolina, South Carolina or Virginia with a deal value greater than \$100 million. There have been 8 such transactions with an aggregate deal value greater than \$3.0 billion.<sup>1</sup>

RALEIGH, N.C. & GREENSBORO, N.C. – Yadkin Financial Corporation (NYSE: YDKN, or "Yadkin") and NewBridge Bancorp (NASDAQ: NBBC, or "NewBridge") jointly announced today that they have entered into a definitive merger agreement, pursuant to which Yadkin will acquire NewBridge. The combination will strengthen Yadkin as the largest community bank headquartered in North Carolina.

Based on financials reported on June 30, 2015, the combined company would have total assets of \$7.1 billion, deposits of \$5.2 billion and loans of \$5.0 billion. Yadkin will operate in all major North Carolina markets, enhancing its statewide presence in its existing footprint and expanding into the Piedmont Triad.

Yadkin will acquire 100% of the outstanding shares of NewBridge in exchange for shares of Yadkin's common stock. The exchange ratio has been fixed at 0.50 shares of Yadkin's common stock for each share of NewBridge which equates to a deal value of \$11.40 per share, or approximately \$456 million in the aggregate, based on YDKN's closing price of \$22.79 as of October 12, 2015.

Scott M. Custer, YDKN's President and Chief Executive Officer, stated, "We are excited about our merger with NewBridge, which strengthens Yadkin's leading position as the largest community bank in North Carolina. Our combined statewide presence coupled with our shared commitment to providing best in class service uniquely positions our franchise to grow as the premier community bank in the state. The merger will also increase our presence in South Carolina with the addition of offices in the Greenville-Spartanburg and Charleston markets."

Pressley A. Ridgill, President and Chief Executive Officer of NBBC, said, "We believe that Yadkin is the ideal partner for our bank. Both of our companies are deeply committed to our communities, and this merger will allow us to better provide quality banking services to our customers, a rewarding workplace for our employees and superior value to our shareholders."

Yadkin will be governed by a 15 member Board of Directors consisting of 10 Yadkin directors and 5 NewBridge directors. Joseph Towell will remain Chairman of the Board, Scott Custer will remain Chief Executive Officer, and Terry Earley will remain Executive VP & Chief Financial Officer of the combined company. Pressley Ridgill will be a consultant to Yadkin.

Upon closing of the merger, Yadkin Financial Corporation shareholders will own approximately 61.3% of the combined company and NewBridge Bancorp existing shareholders will own approximately 38.7% of the combined company. The name of the holding company will remain Yadkin Financial Corporation and continue to be headquartered in Raleigh, North Carolina.

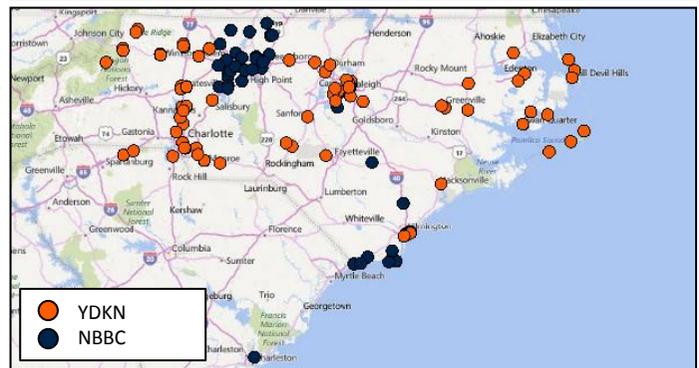
The transaction has been unanimously approved by the Board of Directors of each company and is expected to close in early Q2 2016, subject to shareholder and regulatory approval and other customary closing conditions.

### Financial Highlights

| (Dollars in millions) | <u>YDKN</u> | <u>NBBC</u> |
|-----------------------|-------------|-------------|
| Total Assets          | \$4,327     | \$2,779     |
| Total Net Loans       | \$2,986     | \$1,998     |
| Total Deposits        | \$3,243     | \$1,995     |
| Total Equity          | \$548       | \$256       |
| TCE / TA              | 9.16%       | 8.23%       |

(1) Excludes terminated transactions and self-advisory roles  
Note: Financial data as of 6/30/15; Source: SNL Financial

### Pro Forma Branch Map



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