

## CAPITAL MARKETS ANNOUNCEMENT

Northfield Bancorp, Inc. (NASDAQ: NFBK; Woodbridge, 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, Northfield Bancorp, Inc. sold 35,558,927 shares of common stock, at a price of \$10.00 per share for total gross proceeds of approximately \$356 million.

Sandler O'Neill + Partners L.P. served as sole manager of the subscription and community offering.

This transaction represents the 208<sup>th</sup> public offering or private placement of common or preferred stock for a bank or thrift since January 1, 2009 for which Sandler O'Neill acted as book manager, co-manager, agent or placement agent, more than any other investment bank during that period. These transactions have raised over \$54 billion for our clients.<sup>1</sup>

**About the Offering:**

On January 24, 2013, Northfield Bancorp, Inc. (the "Company" or "NFBK") 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 35,558,927 common shares priced at \$10.00 per share for total gross proceeds of \$356 million. The net proceeds from this offering will be used 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 existing Northfield common stock currently held by public shareholders will be converted into the right to receive 1.4029 shares of new Northfield common stock. Approximately 58,202,780 shares of common stock will be outstanding after the completion of the offering and the exchange, before taking into account adjustments for fractional shares.

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

**About the Company:**

Northfield Bancorp, Inc. is the holding company for Northfield Bank, founded in 1887, and with the acquisition of Flatbush Federal Bancorp operates 29 full service banking offices in Staten Island and Brooklyn, New York, and Middlesex and Union counties, New Jersey.

(1) Source: SNL Financial

January 24, 2013

**\$356 Million**  
Common Stock

**Northfield**  
Bancorp

Sole Manager of the Subscription  
and Community Offering

SANDLER O'NEILL + PARTNERS

## Financial Highlights

(Dollars in millions)

Total Assets	\$2,491
Net Loans	\$1,101
Total Deposits	\$1,571
Total Equity	\$396
TCE / TA	15.3%

Note: Financial data as of 9/30/12

Source: SNL Financial

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