

Roma Financial Corporation (MHC) (NASDAQ: ROMA) has agreed to merge with Investors Bancorp, Inc. (MHC) (NASDAQ: ISBC)

Deal Value: Approximately \$469.4 million

Sandler O'Neill served as financial advisor to Roma Financial Corporation (MHC) in this transaction. This transaction is Sandler O'Neill's 83rd bank or thrift transaction nationwide and 22nd in the Mid-Atlantic region since January 1, 2010. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period both nationwide and in the Mid-Atlantic region.¹

Investors Bancorp, Inc. (NASDAQ:ISBC) ("Company"), the holding company for Investors Bank, and Roma Financial Corporation (NASDAQ:ROMA), the federally-chartered holding company for Roma Bank, today jointly announced the signing of a definitive merger agreement. Roma Financial Corporation, MHC (Roma MHC), a federally chartered mutual holding company, owns approximately 74.5% of Roma Financial Corporation.

Under the terms of the merger agreement, 100% of the shares of Roma Financial will be converted into Investors Bancorp common stock. Each outstanding share of Roma Financial common stock, including shares owned by Roma MHC, will be converted into 0.8653 shares of Investors Bancorp common stock upon completion of the merger. The transaction is valued at \$15.00 per Roma Financial common share based on Investors Bancorp's average closing stock price for the ten-day trading period ending on December 18, 2012. Shares to be issued to Investors Bancorp MHC, representing the stock held by Roma MHC, would be reissued in a possible future second step conversion by Investors Bancorp. Upon closing of the merger, Investors Bancorp expects to issue 25,875,411 shares of common stock, including 19,541,701 shares to Investors MHC. The aggregate merger consideration to be received by Roma Financial minority shareholders is \$113.5 million.

Three members of Roma Financial Corporation's board of directors will be appointed to the board of directors of Investors Bank and its holding companies. The remaining Roma Board members will serve on an Advisory Board.

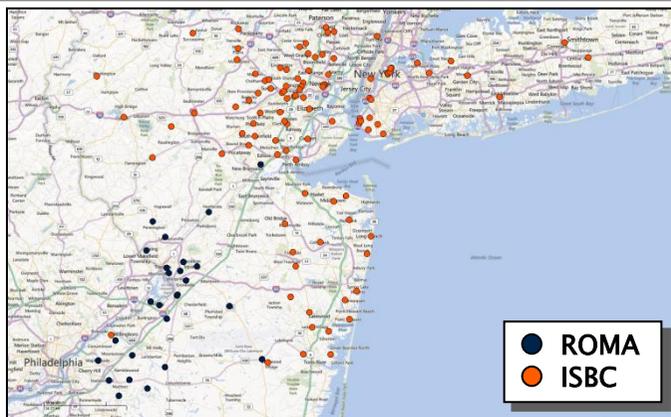
The merger has been approved by each company's board of directors and is anticipated to close in the second quarter of 2013, subject to the approval of Investor Bancorp and Roma Financial shareholders, Roma MHC members, regulatory approvals and other customary closing conditions.

Financial Highlights

<i>(Dollars in millions)</i>	<u>ROMA</u>	<u>ISBC</u>
Total Assets	\$1,835	\$11,480
Net Loans	\$1,015	\$9,334
Total Deposits	\$1,492	\$7,892
Total Equity	\$219	\$1,049
Tang. Comm. Equity / Tang. Assets	11.73%	8.78%

*(1) Includes bank or thrift transactions since 2010; excludes terminated transactions and self-advisory roles
 Note: Financial data as of 9/30/12
 Source: SNL Financial*

Pro Forma Branch Map



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