

Stewardship Financial Corporation (NASDAQ: SSFN; Midland Park, NJ) has agreed to merge with Columbia Financial, Inc. (MHC) (NASDAQ: CLBK; Fair Lawn, NJ)

Deal Value: Approximately \$137 Million

Sandler O'Neill served as financial advisor and provided a fairness opinion to Stewardship Financial Corporation in this transaction. This represents Sandler O'Neill's 223rd bank or thrift transaction since January 1, 2015, representing approximately \$67.0 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler has advised on 43 deals involving Mid-Atlantic based bank and thrifts, representing approximately \$9.2 billion in aggregate deal value, more than any other investment bank during that time period.¹

FAIR LAWN, N.J., June 7, 2019 -- Columbia Financial, Inc. (NASDAQ: CLBK) ("Columbia"), the holding company for Columbia Bank, and Stewardship Financial Corporation (NASDAQ: SSFN) ("Stewardship"), the holding company for Atlantic Stewardship Bank, announced today the signing of a definitive merger agreement.

Pursuant to the terms of the merger agreement, Stewardship shareholders will receive \$15.75 in cash for each share of Stewardship common stock held. The aggregate consideration in the transaction is approximately \$137 million and the per share merger consideration represents 166.8% of Stewardship's tangible book value as of March 31, 2019 and equates to approximately 17.4x Stewardship's trailing twelve-month net income through March 31, 2019.

Mr. Thomas J. Kemly, Columbia's President and Chief Executive Officer, commented: "We are pleased to announce the strategic combination of the two banks, both of which are strong community banks dedicated to serving their local communities. Our companies share common values with a strong culture focused on relationships and serving our communities, making this combination a perfect partnership. We greatly admire the philanthropic support Stewardship provides through its tithing program and the Columbia Bank Foundation, one of the largest private charitable foundations in New Jersey, is proud to continue various aspects of Stewardship's charitable mission. We believe the merger represents a significant step towards profitably deploying the capital we raised in our public offering and is a great fit with our growth plan."

Mr. Paul Van Ostenbridge, Stewardship's President and Chief Executive Officer since 1997 and of Atlantic Stewardship Bank since 1985, commented: "We are excited about the combination with Columbia Bank and the amazing opportunities this presents to our customers and the community through an expanded platform with greater financial resources. Columbia has a history of delivering quality, competitive financial services and a positive customer experience along with making a difference in the communities we serve. These shared philosophies make the blending of our two companies the faithful evolution for Atlantic Stewardship Bank."

Financial Highlights

(Dollars in millions)

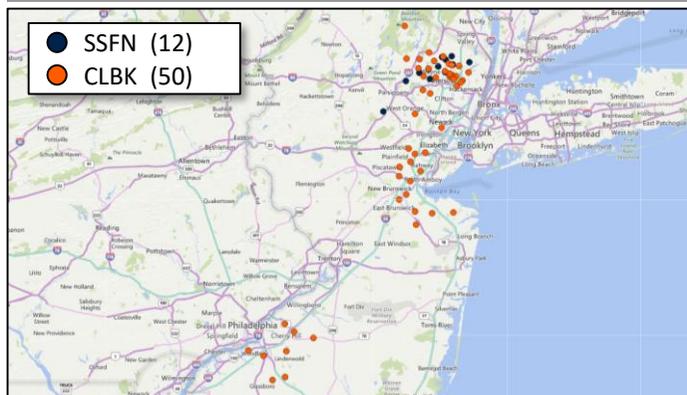
	CLBK	SSFN
Total Assets	\$6,817	\$961
Total Net Loans	\$4,949	\$739
Total Deposits	\$4,607	\$784
Total Equity	\$995	\$82
TCE / TA	14.52%	8.56%

Note: Financial data as of March 31, 2019

1) Majority and Minority transactions; Excludes terminated transactions and self-advisory roles

Source: S&P Global Market Intelligence, Company documents, Press Release

Pro Forma Branch Map



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