

CAPITAL MARKETS ANNOUNCEMENT

Valley National Bancorp (NYSE: VLY) Completes Offerings of \$100.0 Million of Subordinated Notes and \$115 Million of Perpetual Preferred Stock

Sandler O'Neill + Partners L.P. served as the lead book-running manager for both offerings.

The subordinated debt offering represents the 22nd subordinated note or senior note transaction for a regional bank since January 1, 2014 in which Sandler O'Neill acted as a placement agent, sole underwriter or book-runner, more than any other investment bank during that period.^{1,2} Sandler O'Neill has been book-runner or placement agent on 8 of the last 10 offerings in 2015.

The preferred offering represents the 46th public offering or private placement of common or preferred stock for a bank or thrift since January 1, 2014 for which Sandler O'Neill acted as book-runner, co-manager or placement agent, more than any other investment bank during that period. These transactions have raised approximately \$18.1 billion for our clients.¹

About the Offering:

WAYNE, N.J., June 19, 2015-- Valley National Bancorp ("Valley") (NYSE: VLY) closed its offerings of \$100 million of its Subordinated Debentures due June 30, 2025 (the "Notes") and 4,600,000 shares of its Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series A (the "Preferred Stock"). The Notes have a fixed interest rate of 4.55% per annum, payable semi-annually, a 10 year term and were issued at a discount of 0.042% to par. The Preferred Stock was issued at a public offering price of \$25.00 per share. Dividends on the Preferred Stock will accrue and be payable quarterly in arrears, at a fixed rate per annum equal to 6.25% from the original issue date to, but excluding, June 30, 2025, and thereafter at a floating rate per annum equal to three-month LIBOR plus a spread of 3.85%. Valley intends to use the net proceeds from these offerings for general corporate purposes, potential strategic acquisitions and investments in Valley National Bank as regulatory capital. The Company intends to apply to list the shares of Preferred Stock on the New York Stock Exchange. If approved for listing, trading of the Preferred Stock on the New York Stock Exchange is expected to commence within 30 days after the shares are first issued.

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:

Valley National Bancorp is a regional bank holding company headquartered in Wayne, New Jersey with approximately \$18.8 billion in assets. Its principal subsidiary, Valley National Bank, currently operates 224 branch locations serving northern and central New Jersey, the New York City boroughs of Manhattan, Brooklyn, Queens and Long Island, and southeast and central Florida.


(1) Source: SNL Financial.

(2) Includes all public offerings and private placements of subordinated notes or senior notes since 1/1/14 for banks and thrifts with assets less than \$25 billion; excludes unreported offerings and offerings with unreported underwriters or placement agents

June 19, 2015

4.55% Subordinated
Notes due 2025
\$100.0 Million

Noncumulative Perpetual
Preferred Stock
\$115.0 Million



Lead Book-Running Manager
SANDLER O'NEILL + PARTNERS

Financial Highlights (as of 3/31/2015)³

(\$ in thousands)

Total Assets	\$18,980,010
Total Gross Loans	13,734,461
Shareholders' Equity	1,867,153
Tier 1 Leverage Ratio	7.17%
Tier 1 Risk-Based Capital Ratio	9.45%
Total Risk-Based Capital Ratio	11.35%
TCE / TA	6.93%

(3) Financial data is not pro forma for the offering

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