





# 3Q20 Earnings Conference Call

October 28, 2020

## **Safe Harbor Statement**

This presentation contains "forward-looking statements" within the meaning of the federal securities laws. These forward-looking statements may include management plans relating to the Empire merger; any statements of the plans and objectives of management for future operations, products or services, including the execution of integration plans relating thereto; any statements of expectation or belief; projections related to certain financial metrics; and any statements of assumptions underlying any of the foregoing. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time and are beyond our control. Forwardlooking statements speak only as of the date they are made. Flushing assumes no duty and does not undertake to update any forward-looking statements. Because forward-looking statements are by their nature, to different degrees, uncertain and subject to assumptions, actual results or future events could differ, possibly materially, from those that Flushing anticipates in its forward-looking statements, and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to, those included in Flushing's Annual Report on Form 10-K as of December 31, 2019 and those disclosed in Flushing's other periodic reports filed with the Securities and Exchange Commission (the "SEC"). Certain of these risks, as well as other risks associated with the merger, are more fully discussed in the proxy statement/prospectus included in the registration statement on Form S-4 filed with the SEC in connection with the merger. For any forward-looking statements made in this presentation, Flushing claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.



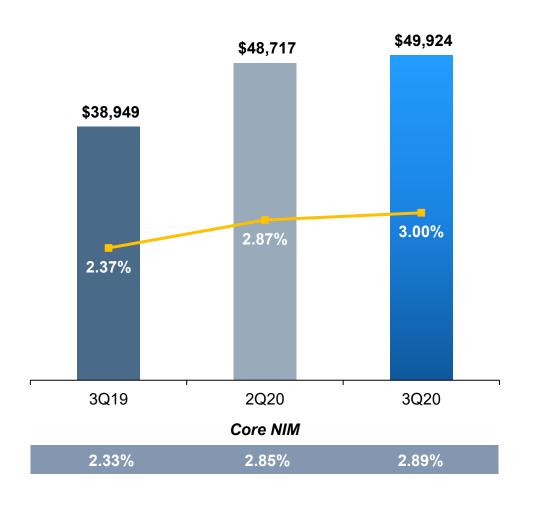
## **Record Core Diluted EPS for 3Q20**

- Record core diluted EPS increased 56% to \$0.56 from previous quarter
  - GAAP diluted EPS totaled \$0.50
- Record net interest income totaled \$50MM, increased 2.5% from 2Q20, driven by an improvement in cost of funds
  - Second consecutive quarter of record results
- NIM improved 13 bps for the quarter
  - Cost of funds decreased by 10 bps
- Credit remains strong
  - Forbearances have decreased from a peak in the second quarter of \$1.5B to approximately \$845MM
  - Of the outstanding forbearances, \$824MM, or 97%, are secured by a mortgage with an average LTV of 46%
  - Expect further reduction in the fourth quarter as majority of original forbearances were for six months
  - Approximately 80% of loans expected to return to full payment have done so
  - Generally granted additional forbearances at new terms more advantageous to the Company
- Reduced provision for credit losses by 74%
  - Recorded provision of \$2.5MM compared to a provision of \$9.6MM for 2Q20
  - Impact of negative economic environment primarily due to the COVID-19 pandemic reflected in provision
- Status of Empire Merger
  - Shareholder approval received on October 27, 2020
  - Transaction remains on target to close on or about October 31, 2020
  - System conversion expected in mid-November



## **Record Net Interest Income**

#### **Net Interest Income** (\$000s)



#### **3Q20 Highlights**

- NIM increased 13bps QoQ and 63bps YoY
- NIM increase driven by improvement in cost of funds
- Cost of funds decreased 10bps QoQ and 105bps YoY
- Core yield on total loans decreased 7bps QoQ and 42bps YoY



## **Management Focus for 3Q20**

#### Yield Maintenance on Interest Earning Assets

- Yield on interest earning assets increased three basis points from the second quarter
- Gross loans decreased \$42MM, or 1% (not annualized) from 2Q2020
- Net average interest earning assets decreased \$134MM, or 2% (not annualized) from 2Q2020

#### Decrease the cost of funds

- Cost of funds decreased by 10 bps from the second quarter and 105 basis points from third quarter 2019
- For the nine-month period, cost of funds decreased 72 basis points
- Total deposits decreased \$144MM, or 3%, as the loan portfolio decreased
- Average interest-bearing liabilities decreased \$181MM, or 3% (not annualized)

#### Reduced loans in forbearance

- Reduced forbearances to approximately \$846MM
- Approximately 97% of forbearances are collateralized by mortgages with an average LTV of 46% with the remainder collateralized by income producing equipment
- Site inspected a cross section of the retail properties in the portfolio noting they were open, stores were stocked, and marketplace was active

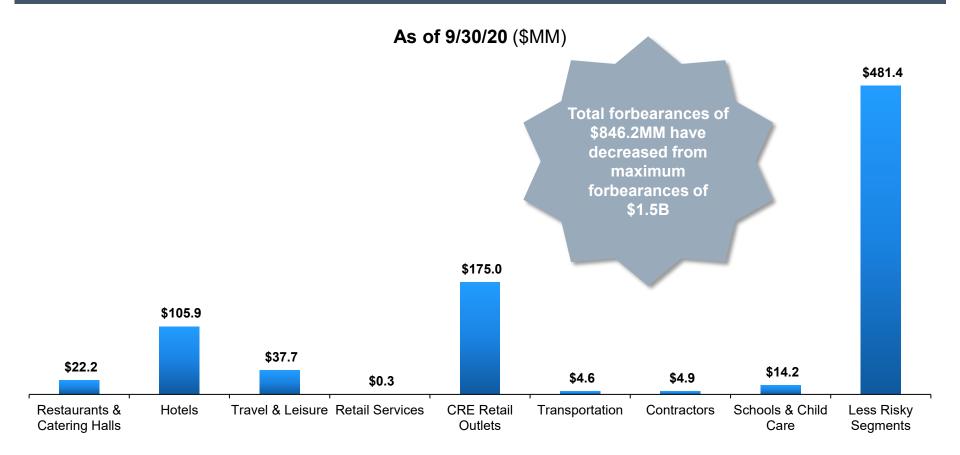






## **Outstanding Loans in Forbearance**

- Further reduction expected as original forbearances were for six months and will expire before year end
- Forbearances are either deferral of principal, interest, escrow or combination thereof
- Repayment of deferred principal and interest is generally not due until loan maturity





## **Forbearances by Segment**

- Loans granted forbearance has decreased from a peak of \$1.5B to \$846.2MM
- 97% of loans with an active forbearance are secured by a mortgage with an average LTV of 46%

		Forebea	arances <sup>1</sup>	Forbearance Backed by Mortgages <sup>1</sup>										
		Balance	% of Segment	E	Balance	% of Total	LTV							
Stressed Segments		(\$ in thousands)			(\$ in thousands)									
Restaurants and Catering Halls	\$	22,228	29.2%	\$	22,228	100.0 %	37.7%							
Hotels		105,942	60.0		105,942	100.0	61.9							
Travel and Leisure		37,670	20.8		33,918	90.0	36.4							
Retail Services		299	0.3		-	<b>-</b> <sup>2</sup>	-							
CRE – Shopping Center		74,746	29.6		74,746	100.0	39.8							
CRE – Single Tenant		14,366	10.9		14,366	100.0	38.0							
CRE – Strip Mall		85,921	31.0		85,921	100.0	51.1							
Transportation		4,621	3.9		1,802	39.0 <sup>2</sup>	40.5							
Contractors		4,935	2.2		3,598	72.9 <sup>2</sup>	33.7							
Schools and Childcare		14,200	27.4		8,701	61.3	42.6							
Subtotal	\$	364,928	23.0 %	\$	351,222	96.2 %	47.7 %							
Less Risky Segments	\$	481,296	11.1%	\$	472,629	98.2 %	44.6 %							
Total	\$	846,224	14.3%	\$	823,851	97.4 %	45.5 %							



## **Forbearance Conclusion**

#### Fourth Quarter 2020 Expirations

- Forbearances totaling \$749.2MM are set to expire in 4Q20 with 98% collateralized by mortgages
- Real Estate collateralized forbearances total \$641.5MM
- Business Banking forbearances total \$107.7MM

#### Minimal Loss Content Expected

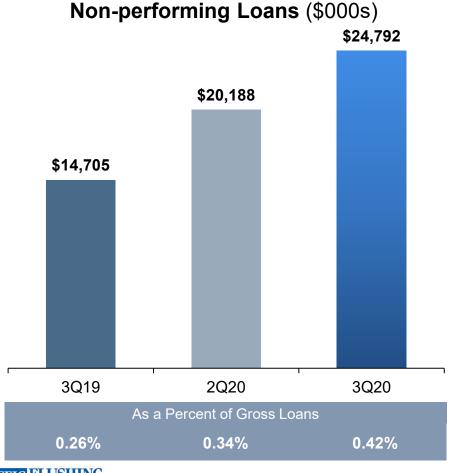
 Over 97% of the forbearances are collateralized by real estate with a current average LTV of 46%

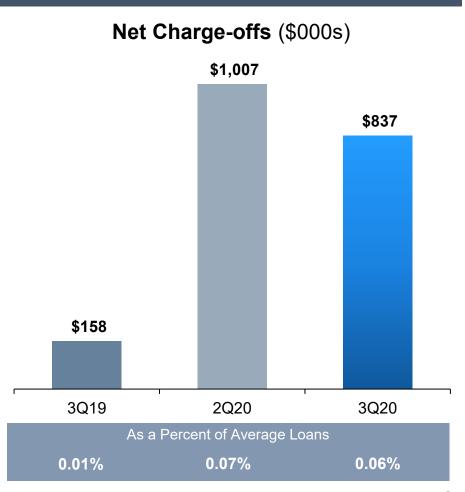


## **Credit Quality**

#### **3Q20 Highlights**

- Loan-to-value ratio on real estate dependent loans as of September 30, 2020 totaled 37.8%
- Average loan-to-value for non-performing loans collateralized by real estate at September 30, 2020 was 30.6%
- 3Q20 Charge-offs primarily related to taxi medallion loans

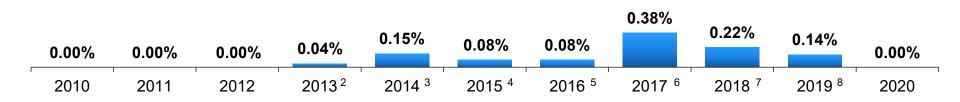




## Minimal Delinquencies on the Total Portfolio

#### 90-Day Delinquencies as % of Loans Originated by Year<sup>1</sup>

Twenty-four delinquent loans for vintage years covering over 10 years of originations





## **3Q20 COVID-19 Reserve Building**

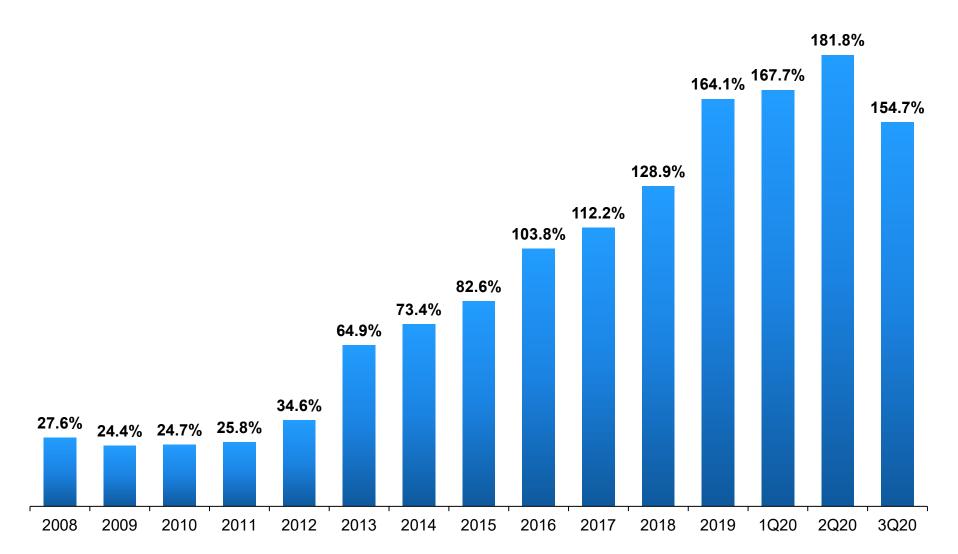
#### **Allowance for Loan Losses (\$MM)**



- 3Q20 economic outlook included annualized GDP decline and elevated unemployment
  - 3Q20 provision includes the impact of the macroeconomic environment and a qualitative assessment of sectors and loans most impacted by COVID-19, including loan forbearances
- Use the Oxford Economic Forecast Model
- Our model forecasts for four quarters and assumes it will take four quarters to return to our historical loss pattern

## **Coverage Ratio**

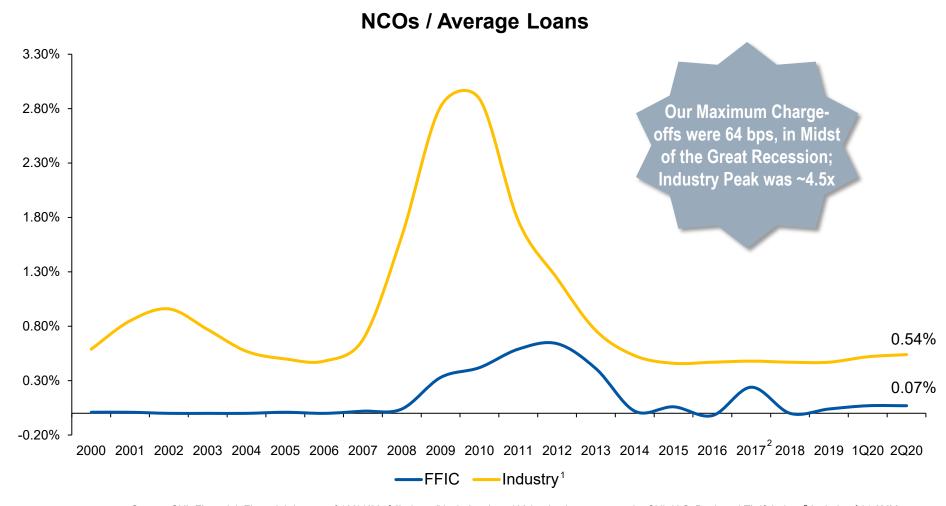
#### Loan Loss Reserve/NPL





## **Credit Discipline Paramount**

- Over two decades and multiple credit cycles, Flushing has a history of better than industry credit
- Since the Great Recession, construction loans have decreased by 38% and mixed use by 21%
  - LTV has improved to 38% from 48%





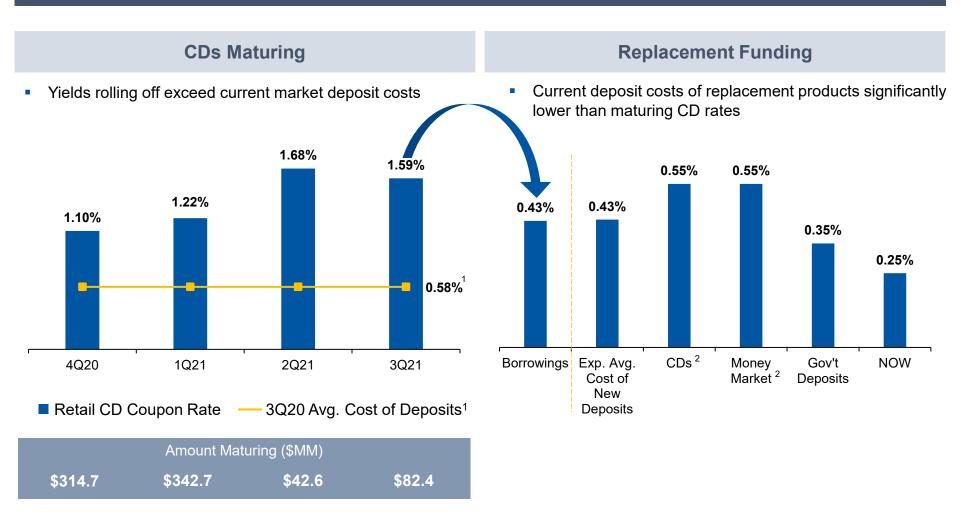
## **Credit Outlook**

- Loan portfolio has retained its historical conservative nature
- Expect future losses to be consistent with historical trends due to the underlying metrics and results of stress testing
- Our loan portfolio is 88% collateralized by real estate with an average LTV of 38%
- Minimal 90+ delinquencies representing 38 bps of gross loans
- Forbearance down 44% from intra-period peak
  - Active forbearances have decreased to approximately \$845 million from \$1.5B
  - Active forbearances should decrease in the fourth quarter as the majority of original grants were for six months which expire in the fourth quarter
  - Forbearances collateralized by either real estate primarily in New York Metro area or income producing equipment
- New York Metro area has entered Phase IV with positive results
  - Over 90% of the loan portfolio is situated in the area
    - Now open: restaurants, malls, higher education, schools K-12, low-risk art/entertainment, professional sports, gyms/fitness



## **Opportunity to Further Reduce Funding Costs**

 ~\$780MM of Retail CDs are scheduled to mature through 3Q21, representing 16% of total deposits as of 3Q20, at a weighted average cost of 1.24%



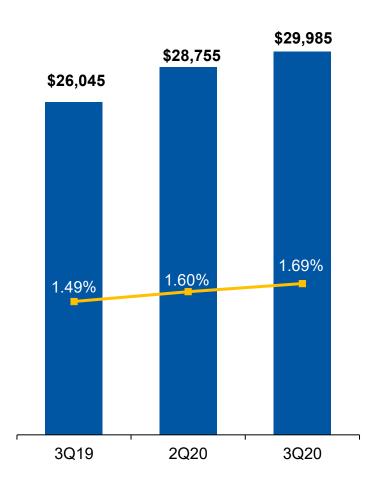
## **Protection on Asset Rates**

- We expect reduced movement on asset yields
- Barring movement in the macro-interest rate environment, expect limited movement in floating rate portfolio, which totals \$599MM
- ~21% of the \$5.2B real estate portfolio reprices annually
- Individual loans contain floors



## **Controlling Non-Interest Expense**

#### Non-Interest Expense (\$000s)



#### **3Q20 Highlights**

- Non-interest expense increased \$1.2MM, or 4.3% QoQ
- Efficiency ratio was 55.4% for 3Q20 compared to 54.9% for 2Q20 and 58.9% for 3Q19
- Includes legal expenses related to the Empire merger of \$0.4MM for 3Q20, \$0.2MM for 2Q20 and \$0.5MM for 3Q19
- Non-interest expense was 1.69% in 3Q20 compared to 1.60% in 2Q20 from 1.49% in 3Q19
- Increased YoY due to growing the business; 3Q19 included FDIC assessment credit



## **Transaction Highlights**

#### Compelling Strategic Rationale

- Combined entity will be Long Island's 2<sup>nd</sup> largest bank by deposit share among regional and community financial institutions<sup>1</sup>
  - Expands Flushing's presence across Long Island with entrance into Suffolk County
  - Meets Flushing's strategic objectives by improving cost of deposits and lowering loan-to-deposit ratio
  - Expands business opportunities through Flushing's enhanced technological capabilities
- Increased size and geographic reach enhances operating leverage and profitability

# Positive Financial Impact

- Approximately 20% accretive in 2021
- Tangible book value dilution of 6.4% at close, with an earnback of 3.4 years<sup>2</sup>
- Pro forma efficiency ratio improves ~300bps to 52%<sup>3</sup>

# Seamless Integration Execution

- Empire's asset base is 13% relative to Flushing, allowing for a manageable integration process
- Empire's current credit conditions are similar to what Flushing is experiencing

<sup>&</sup>lt;sup>3</sup> Based on pro forma core non-interest expenses for the quarter ended September 30, 2020 including fully phased-in cost savings Source: Company reports, S&P Global Market Intelligence



<sup>1</sup> Based on FDIC "Deposits Market Share" as of June 30, 2020 on aggregate deposit market share for Kings, Queens, Nassau & Suffolk counties for community banks <\$20 billion in assets

<sup>&</sup>lt;sup>2</sup> Using cross-over method. Calculated as time period at which Flushing's pro forma tangible book value per share equals Flushing's stand-alone tangible book value per share

## **Accretion Aided by Expense Saves**

#### Income from Empire projected at an incremental \$7MM

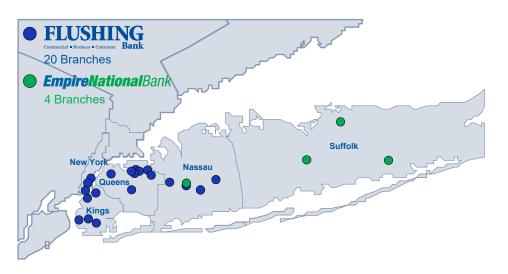
 Based upon liability sensitive nature of the Empire balance sheet, and the current interest rate environment

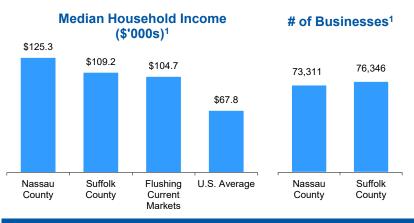
#### Projected Expense Saves

- Projected expense saves of approximately \$7MM
- An acceleration of expense saves has been recognized due to voluntary employee terminations
- Majority of cost saves will be recognized beginning in 2021
- Salaries and benefit expense will account for approximately 60% of the expense saves
- Savings related to redundant functions will account for the remainder of the expense savings



## **Combination Creates a Leading Long Island Franchise**





#### **Pro Forma Financial Highlights<sup>2</sup>**

(\$MM)

\$7,984°

\$5,707<sup>3</sup>

**Deposits** 

\$6,622° **Gross Loans** 

**Assets** 

115.2%<sup>3</sup>

Loans / deposits

0.78% ROAA4

\$378 Market cap<sup>5</sup>



Lowers Flushing's cost of deposits and improves loan-to-deposit ratio



Enhances core earnings power and provides significant cost savings opportunities



Expands Flushing's geographic presence into Suffolk County

<sup>&</sup>lt;sup>5</sup>Based on Flushing's closing price on October 22, 2020 multiplied by pro forma diluted outstanding shares of Flushing after giving effect to the transaction Source: Company reports, S&P Global Market Intelligence



<sup>&</sup>lt;sup>1</sup>Demographic data as of the guarter ended June 30, 2020

<sup>&</sup>lt;sup>2</sup> Based on Flushing's estimates for the combined entity without merger adjustments

<sup>&</sup>lt;sup>3</sup> Pro forma data as of the guarter ended September 30, 2020, including net deferred fees / costs

<sup>&</sup>lt;sup>4</sup> Based on 2021 estimated projections

## **COVID-19 Opportunities/Learnings**

#### Remote Work Opportunities

- Opportunity to reduce space requirements resulting in a decrease or flattening of occupancy costs, including rent, taxes and utilities
- Opportunity to reduce costs if functions are moved outside of metro New York

#### Power of the enhanced digital platform

- Attracting a younger demographic
- 23% of new account are opened digitally
- Online banking enrollment increased 4% quarter over quarter

#### Improved employee productivity

- Streamline processes through technology utilization
- Reduced sick and inclement weather days as employees have ability to work remotely



## **Third Quarter Jump Off**

- Record core diluted EPS increased 56% from previous quarter to \$0.56
  - GAAP diluted EPS totaled \$0.50
- NIM improved with opportunity to further reduce cost of funds
  - Cost of funds decreased by 10 bps
  - Net Interest Income increased to \$49.9MM
- Provision for credit losses decreased 74% from 2Q20
- Non-interest expenses increased to \$30.0MM, or 4% from second quarter
  - Efficiency ratio of 55.4% compared to 54.9% from 2Q20

#### Credit remains strong

- Forbearances have decreased from a peak in the second quarter of \$1.5B to approximately \$845MM
- Of the outstanding forbearances, \$824MM, or 97%, are secured by a mortgage with an average LTV of 46%
- Expect further reduction in forbearances for the fourth quarter as majority were for six months
- Approximately 80% of loans expected to return to full payment have already done so
- Additional forbearances generally granted at new terms more advantageous to the Company

#### Empire Merger

- Transaction has been approved by all required parties
- Merger on target to close on or about October 31, 2020
- Substantial earnings accretion expected in 2021



## Why Flushing Financial

 Premium location in high growth, Long-standing, skilled management team high income NYC area markets Experienced lending in greater New York City markets Leading community bank marketshare in footprint; competitive 404% total return since IPO in 1995<sup>1</sup> strength as a CRE lender **Attractive** Positive core earnings through the Management Growth in commercial business cycle and every quarter since IPO **Culture & Markets &** customers Track Record **Customers** Consistent dividend payouts Strong Asian customer base Commercial ■ Business ■ Consumer 4 Attractive return profile NIM optimization through loan **Executing Strong** rate improvement and cost of Well capitalized balance sheet **Strategic Financial** funds management **Objectives Performance** Sufficient liquidity and contingency Yield management through funding strategic loan portfolio mix Exceptionally well reserved given Leverage technology to reduce superior credit and underwriting expense base, while enhancing standards the customer experience

FFIC FLUSHING 1 As of September 30, 2020.



## **Appendix**

## **3Q20 Operating Results**

	3Q20	2Q20	3Q19		
Earnings (\$MM, except EPS data)					
GAAP Net Interest Income	\$49.9	\$48.7	\$38.9		
Net Income	\$14.3	\$18.3	\$10.7		
Core Net Income <sup>1</sup>	\$16.2	\$10.3	\$13.8		
EPS	\$0.50	\$0.63	\$0.37		
Core EPS	\$0.56	\$0.36	\$0.48		
Profitability Ratios					
ROAA	0.81%	1.01%	0.62%		
ROAE	9.94%	13.11%	7.60%		
Net Interest Margin	3.00%	2.87%	2.37%		
Efficiency Ratio <sup>2</sup>	55.37%	54.92%	58.87%		
Capitalization Ratios					
Tangible Common Equity	8.10%	7.78%	7.79%		
Dividend Payout	42.00%	33.33%	56.76%		

<sup>&</sup>lt;sup>1</sup> Excludes effects of net gains/losses from fair value adjustments, net gains/losses on sale of securities, net gains/losses from sale of asset, life insurance proceeds, merger expense and net gain/ losses from fair value adjustments of qualifying hedges. Core earnings presented in 3Q20 press release. <sup>2</sup> Efficiency ratio, a non-GAAP measure, was calculated by dividing non-interest expense (excluding accelerated employee benefits upon officers death, merger expense, OREO expense and the net gain/loss from the sale of OREO) by the total of net interest income (excluding net losses from fair value adjustments on qualifying hedges) and non-interest income (excluding net gains and losses from the sale of securities, assets and fair value adjustments and life insurance proceeds).



#### Flushing Financial Corporation and Subsidiaries Reconciliation of GAAP Earnings and Core Earnings

#### Non-cash Fair Value Adjustments to GAAP Earnings

The variance in GAAP and core earnings is primarily due to the impact of non-cash net gains and losses from fair value adjustments. These fair value adjustments relate primarily to swaps designated to protect against rising rates and borrowing carried at fair value under the fair value option. As the swaps get closer to maturity, the volatility in fair value adjustments will dissipate. In a declining interest rate environment, the movement in the curve exaggerates our mark-to-market loss position. In a rising interest rate environment or a steepening of the yield curve, the loss position would experience an improvement.

Core Diluted EPS, Core ROAE, Core ROAA, Pre-provision Pre-tax Net Revenue, Core Net Interest Income, Core Yield on Total Loans, Core Net Interest Margin and tangible book value per common share are each non-GAAP measures used in this presentation. A reconciliation to the most directly comparable GAAP financial measures appears below in tabular form. The Company believes that these measures are useful for both investors and management to understand the effects of certain interest and non-interest items and provide an alternative view of the Company's performance over time and in comparison to the Company's competitors. These measures should not be viewed as a substitute for net income. The Company believes that tangible book value per common share is useful for both investors and management as these are measures commonly used by financial institutions, regulators and investors to measure the capital adequacy of financial institutions. The Company believes these measures facilitate comparison of the quality and composition of the Company's capital over time and in comparison to its competitors. These measures should not be viewed as a substitute for total shareholders' equity.

These non-GAAP measures have inherent limitations, are not required to be uniformly applied and are not audited. They should not be considered in isolation or as a substitute for analysis of results reported under GAAP. These non-GAAP measures may not be comparable to similarly titled measures reported by other companies.



## **Reconciliation of GAAP Earnings and Core Earnings**

	Three Months Ended							Nine Mo	Ended	
	September 30, 2020			June 30, 2020	Se	September 30, 2019		September 30, 2020		ptember 30, 2019
GAAP income before income taxes	\$	18,820	\$	24,080	\$	13,260	\$	41,304	\$	36,443
Net (gain) loss from fair value adjustments Net loss on sale of securities Life insurance proceeds Net gain on sale of assets Net (gain) loss from fair value adjustments on qualifying hedges Accelerated employee benefits upon Officer's death		2,225 ——————————————————————————————————		(10,205) 54 (659) — 365		2,124 — — — 1,262		(1,987) 91 (659) — 2,208		6,160 15 (43) (770) 2,717 455
Merger expense		422		194		510		1,545		510
Core income before taxes	_	21,237	_	13,829		17,156		42,502		45,487
Provision for income taxes for core income		5,069	· <u> </u>	3,532	_	3,312	_	10,537		10,116
Core net income	\$	16,168	\$	10,297	\$	13,844	\$	31,965	\$	35,371
GAAP diluted earnings per common share	\$	0.50	\$	0.63	\$	0.37	\$	1.08	\$	0.99
Net (gain) loss from fair value adjustments, net of tax Net loss on sale of securities, net of tax Life insurance proceeds Net gain on sale of assets, net of tax		0.06		(0.27) — (0.02) —		0.06 — — —		(0.05) — (0.02) —		0.17 — — (0.02)
Net (gain) loss from fair value adjustments on qualifying hedges, net of tax Accelerated employee benefits upon Officer's death, net of tax Merger expense, net of tax		(0.01) — 0.01	. <u>-</u>	0.01 — 0.01		0.04 — 0.01		0.06	_	0.07 0.01 0.01
Core diluted earnings per common share <sup>(1)</sup>	\$	0.56	\$	0.36	\$	0.48	\$	1.11	\$	1.23
Core net income, as calculated above Average assets Average equity Core return on average assets <sup>(2)</sup>	\$	16,168 7,083,028 576,512 0.91	\$	10,297 7,206,059 557,414 0.57	\$	13,844 6,972,403 564,255 0.79	\$	31,965 7,131,850 570,198 0.60	\$	35,371 6,911,077 559,209 0.68 %
Core return on average equity <sup>(2)</sup>		11.22		7.39		9.81		7.47		8.43 %



FFIC FLUSHING 1 Core diluted earnings per common share may not foot due to rounding. 2 Ratios are calculated on an annualized basis.

## Reconciliation of GAAP Revenue & Pre-Provision Pre-Tax Net Revenue

		Tł	ree M	Nine Months Ended						
	*	September 30, 2020		une 30, 2020	Sept	2019	Sep	tember 30, 2020	September 30, 2019	
Net interest income	\$	49,924	\$	48,717	\$	38,949	\$	139,467	\$	120,761
Non-interest income Non-interest expense		1,351 (29,985)		13,737 (28,755)		1,039 (26,045)		12,224 (91,120)		4,433 (85,622)
Pre-provision pre-tax net revenue (1)	\$	21,290	\$	33,699	\$	13,943	\$	60,571	\$	39,572

## Reconciliation of GAAP NII & NIM to CORE NII & NIM

		Tl	Months Ende	Nine Months Ended						
	Sep	September 30, 2020		June 30, 2020			September 30, 2020		Se	ptember 30, 2019
GAAP net interest income	\$	49,924	\$	48,717	\$	38,949	\$	139,467	\$	120,761
Net (gain) loss from fair value adjustments on qualifying hedges		(230)	_	365	_	1,262		2,208		2,717
Core net interest income	\$	49,694	\$	49,082	\$	40,211	\$	141,675	\$	123,478
GAAP interest income on total loans, net	\$	60,367	\$	60,557	\$	62,825	\$	182,033	\$	187,428
Net (gain) loss from fair value adjustments on qualifying hedges		(230)		365		1,262		2,208		2,717
Prepayment penalties received on loans		(1,357)		(702)		(1,697)		(2,812)		(3,622)
Net recoveries of interest from non-accrual loans		(86)		(74)		(292)		(596)		(1,525)
Core interest income on total loans, net	\$	58,694	\$	60,146	\$	62,098	\$	180,833	\$	184,998
Average total loans, net	\$	5,904,051	\$	5,946,412	\$	5,645,503	\$	5,881,858	\$	5,585,445
Core yield on total loans		3.98 %	o o	4.05 %	6	4.40	<b>%</b>	4.10 %	ó	4.42 %
Net interest income tax equivalent	\$	50,041	\$	48,852	\$	39,097	\$	139,861	\$	121,159
Net (gain) loss from fair value adjustments on qualifying hedges		(230)		365		1,262		2,208		2,717
Prepayment penalties received on loans and securities		(1,432)		(702)		(1,697)		(2,887)		(3,622)
Net recoveries of interest from non-accrual loans		(86)		(74)		(292)		(596)		(1,525)
Net interest income used in calculation of Core net interest margin	\$	48,293	\$	48,441	\$	38,370	\$	138,586	\$	118,729
Total average interest-earning assets	\$	6,675,896	\$	6,809,835	\$	6,589,498	\$	6,734,979	\$	6,550,509
Core net interest margin		2.89 %	o	2.85 %	6	2.33	<b>%</b>	2.74 %	ó	2.42 %



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