

Clifton Bancorp Inc. (NASDAQ: CSBK; Clifton, NJ) has agreed to merge with Kearny Financial Corporation (NASDAQ: KRNY; Fairfield, NJ)

Deal Value: Approximately \$408 Million

Sandler O'Neill served as financial advisor to Clifton Bancorp Inc. in this transaction. This transaction represents Sandler O'Neill's 144th bank or thrift transaction nationwide since January 1, 2015, representing \$46.1 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 O'Neill has advised on 11 transactions in New Jersey, more than any other investment bank during that time period.¹

FAIRFIELD, N.J. and CLIFTON, N.J., Wednesday, November 1, 2017 – Kearny Financial Corp. (Nasdaq: KRNY), the holding company for Kearny Bank ("Kearny"), and Clifton Bancorp Inc. (Nasdaq: CSBK), the holding company for Clifton Savings Bank ("CSBK"), announced today that the companies have entered into a definitive agreement pursuant to which Kearny will acquire CSBK in an all-stock transaction. The definitive agreement has been unanimously approved by the Boards of Directors of both companies. Under the terms of the agreement, CSBK will merge with and into Kearny, and each outstanding share of CSBK common stock will be exchanged for 1.191 shares of KRNY common stock. The transaction is valued at an estimated \$408 million, or approximately \$18.25 per CSBK share, based upon the 10 day volume-weighted average common stock price of \$15.32 for Kearny Financial Corp. as of October 31, 2017. Upon closing, Kearny shareholders will own approximately 76% of the combined company and CSBK shareholders will own approximately 24% of the combined company.

With the addition of 12 branches throughout Bergen, Passaic, Hudson, and Essex Counties, the merger will enhance Kearny's footprint across dynamic and desirable northern New Jersey markets. As of September 30, 2017, CSBK had approximately \$1.6 billion of assets, \$1.1 billion of loans, and \$915 million of deposits. On a pro forma basis, as of September 30, 2017, the combined company is expected to have approximately \$6.5 billion of assets, \$4.4 billion of loans, and \$3.9 billion of deposits.

"I am pleased to announce the strategic combination of these two strong New Jersey based community banks", said Craig L. Montanaro, President and Chief Executive Officer of Kearny. "We believe that this partnership is an excellent fit from both a cultural and operating model perspective. Together, the combined company provides for an enhanced customer experience through an expanded branch and ATM network, more diverse products and services and strengthened ties to our communities through the financial support of the Kearny Bank Foundation."

"Kearny is an excellent partner for CSBK," said Paul M. Aguggia, President and Chief Executive Officer of CSBK. "We believe that this strategic combination creates a stronger organization that will benefit our customers and create opportunities for our employees. We are proud of the value that we have delivered to our shareholders since our second-step conversion and are excited by the prospects for the combined company."

On a pro forma basis, the transaction is expected to be accretive to Kearny's fiscal 2019 earnings per share by approximately 40%. Tangible book value dilution is expected to be approximately 2.3%, with an earn-back period of approximately 2.4 years.

Subject to approval by each company's shareholders, as well as regulatory approvals and other customary closing conditions, the transaction is currently expected to close late in the first calendar quarter of 2018, or early in the second calendar quarter of 2018. Effective at the closing of the transaction, Mr. Aguggia and two other members of the Board of Directors of CSBK will join the Board of Directors of both Kearny and Kearny Bank.

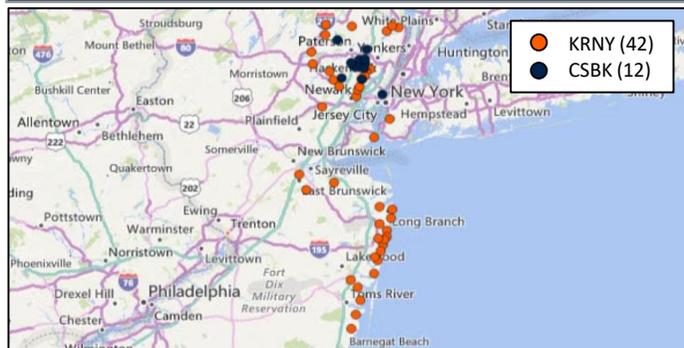
Financial Highlights

(Dollars in thousands)

	KRNY	CSBK
Total Assets	\$4,808,150	\$1,554,521
Total Net Loans	\$3,234,691	\$1,140,419
Total Deposits	\$2,953,268	\$914,573
Total Equity	\$1,014,233	\$285,943
TCE / TA	19.27%	18.39%

1) Excludes terminated transactions and self-advisory roles
 Note: Financial data as of September 30, 2017
 Source: SNL Financial

Pro Forma Branch Map



Sandler O'Neill Contacts:

Kate Lawton
 Principal
 (212) 466-7714

Derek Szot
 Managing Director
 (212) 466-7717

Justin Kessler
 Vice President
 (212) 466-8051

Stephen Schroder
 Analyst
 (212) 466-7948

Grant DuHamel
 Analyst
 (212) 466-7746