



SIGNATURE BANK®  
Looking Forward. Giving Back.

2022 Annual Report

**Single-point-of-contact  
Banking through  
Diversified Offerings**

## Company Profile

**Signature Bank**<sup>®</sup> (Nasdaq: SBNY/SBNYP), member FDIC, is a full-service commercial bank with 40 private client offices throughout the metropolitan New York area, Connecticut, California, Nevada and North Carolina. Through its single-point-of-contact approach, the Bank's private client banking teams primarily serve the needs of privately owned businesses, and their owners and senior managers.

Signature Bank offers a broad range of business and personal banking products and services, as well as investment, brokerage, asset management, and insurance products and services through its subsidiary, Signature Securities Group Corporation, a licensed broker-dealer, investment adviser and member FINRA/SIPC. In addition, Signature Bank's wholly owned specialty finance subsidiary, Signature Financial LLC, provides equipment financing and leasing.

Signature Bank was the first FDIC-insured bank to launch a blockchain-based digital payments platform. Its Signet™ network allows commercial clients to make real-time payments in U.S. dollars, 24/7/365, and was the first solution of its kind to be approved for use by the New York State Department of Financial Services.

## Financial Highlights

(in millions)

	2020	2021	2022
Total assets	\$ 73,888	118,445	110,364
Total loans	48,833	64,863	74,292
Total deposits	63,315	106,133	88,590
Total average deposits	50,562	85,312	103,432
Shareholders' equity	5,827	7,841	8,013
Net interest income after provision for loan and lease losses	1,271	1,830	2,457
Non-interest income	75	121	161
Non-interest expense	614	704	862
Income before income taxes	732	1,248	1,755
Net income	\$ 528	918	1,337

## To Our Shareholders



*Co-founders pictured from left to right: Joseph J. DePaolo, Chief Executive Officer; Scott A. Shay, Chairman of the Board; and, John Tamberlane, Vice Chairman*

Since Signature Bank's founding 22 years ago, we have never veered from the single-point-of-contact model that continues to distinguish this institution in the marketplace. This founding model remains at the core of our fast-growing enterprise. In fact, we have been fortunate to replicate the benefits of this foundational model (first executed across our New York-area banking platform) by diversifying into other related business arenas and geographic areas.

At Signature Bank, we attract veteran banking professionals who join as teams, well positioned in handling all client requests for the spectrum of products and services we offer, through a single point of contact. This model differentiates the institution from the mega banks, which typically direct clients to various departments through their silo approach to banking.

While our relationship-based model is very reliable, it is also fairly simple. We take deposits, make loans and service all our clients in the same manner. We have flourished while advancing into various business arenas and geographic areas by staying true to continually executing our founding single-point-of-contact model.

In 2022, this commitment to our clients resulted in:

- Addition of 12 private client banking teams to our growing network;
- Establishment of a new national business line, the Healthcare Banking and Finance team;
- Expansion of our West Coast presence;
- Further diversification of our business; and,
- Increased annual earnings, resulting in record net income and strong loan growth.

We also spent time during 2022 further cementing our long-term succession plan. To ensure the future success of Signature Bank, we have been working on executing our carefully orchestrated succession strategy to ensure a seamless transition in leadership as changes occur within our senior management team. In early 2023, we announced Chief Operating Officer Eric R. Howell would assume the additional role of President. He will transition from Chief Operating Officer to Chief Executive Officer later.

We remain focused on leveraging the success of our distinctive client-centric model and the strength of our diversification strategy. Both have proved fruitful in serving our clients efficiently and setting the Bank apart amid a crowded financial services landscape.

### **Steps to Building Strength through Diversification**

The Bank's core private client banking platform and numerous business lines are part of the overall diversification strategy that positively impacted our growth in 2022. These, coupled with our West Coast geographic expansion, contributed to our performance.

Operating these various businesses allows Signature Bank to avoid excess concentration in any one area and leaves the institution in a stronger position to weather difficult economic backdrops. Our businesses have enabled

## Locations of Signature Bank and its Subsidiaries

As of December 2022



the Bank to broaden its operations on both the deposit and lending sides of our enterprise.

From our roots as a New York-based commercial bank and an increasing presence on the West Coast to our various diversified business lines, we ended the year with 127 private client banking teams serving the middle market, including 94 in the metropolitan New York area and 33 on the West Coast. Of these, five teams were added on the East Coast and seven on the West Coast in 2022, representing total growth of 10 percent, year-over-year.

In addition, we also ended the year with nine national businesses. These include:

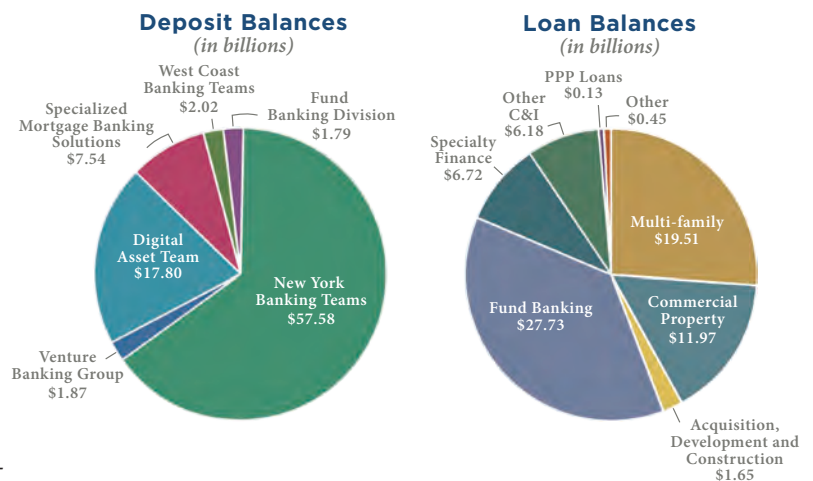
- **Commercial Real Estate (CRE) Team** – Focuses on commercial real estate lending, including the financing of multi-family residential, office and retail properties. This team has been present on the East Coast since 2007, and as of this past year, now covers the West Coast as well. Initially, our activity in the CRE arena put us on the map in the metropolitan New York area and on the East Coast, early in the Bank’s history. As a result, Signature Bank has been a top three multi-family lender

in the metropolitan New York area since 2009. In some years, it was the leading multi-family lender. Signature Bank is also one of the largest financers of low-to-moderate income multi-family housing in New York. Under our CRE Team, Signature Bank’s total portfolio for multi-family lending was \$19.5 billion as of December 31, 2022, with \$5.4 billion originated over the course of the past year. We ended the year with \$33.13 billion in total CRE loans.

- **Asset-based Lending (ABL) Team** – Specializes in secured lending to privately held businesses nationwide and helps diversify the Bank’s credit profile. Established through a leadership team appointment in 2013, the ABL Team’s offerings included \$428 million in total outstanding loans at the end of 2022.
- **Digital Asset Banking** – Serves global institutional clients engaged in the digital asset industry. This team started with the Bank in 2018. Our relationships in this space consist of U.S. dollar deposits only. In late 2022, we deliberately decreased deposits from clients in the digital asset space in swift response to rapid changes in market conditions. We decided to reduce these excess digital asset-related deposits, and at year-end 2022, they comprised

20 percent of total deposits. We expect further reductions to occur in the coming year.

- Fund Banking Division** – Provides financing and banking services to the private equity industry nationwide. In particular, this team is focused on providing capital call lending to large funds and their limited partners. Signature Bank has become a top-five lender within the private equity space since the team joined in 2018. Loans completed through our Fund Banking Division reached \$27.73 billion, or 37 percent, of total loans at the end of the year. In the 2022 third quarter, we announced our plan to purposefully reduce our capital call lending exposure by allowing non-relationship, passive participations to runoff as they come due for renewal. This was done to help drive our floating-rate loan mix lower as well as provide liquidity for other newer lending businesses that are in the process of establishing their franchises.
- Venture Banking Group** – Caters to venture capital firms and the portfolio companies in which they invest. Having joined the Bank in 2019, the Venture Banking Group operates throughout the country and in key geographic tech hubs, such as Silicon Valley, California; Raleigh/Durham, North Carolina; and, Denver, Colorado, amongst other locales. Our Venture Banking Group continued to distinguish itself in the venture capital space by securing \$1.87 billion in deposits and \$501 million in loans outstanding at the end of 2022.
- Specialized Mortgage Banking Solutions** – Delivers treasury management and banking services to commercial and residential mortgage servicers. The team started at the Bank in 2019. With its distinct expertise, the Specialized Mortgage Banking Solutions Team ended 2022 with more than \$7.54 billion in deposits contributing to the Bank’s portfolio.



- Small Business Administration (SBA) Lending Team** – Offers 504 and 7(a) small business loans nationwide and was onboarded in 2020. The SBA Lending Team continues to grow its presence within Signature Bank, with end-of-year balances reaching \$65 million in loans.
- Corporate Mortgage Finance** – Started providing warehouse lines of credit to licensed mortgage lenders in 2021 when this team was appointed. 2022 marks the first year the team added to our loan portfolio, with a \$1.41 billion contribution.
- Healthcare Banking and Finance** – Specializes in providing banking services for owners and operators of for-profit and nonprofit healthcare enterprises and facilities. This team started in 2022 and successfully launched its business by adding \$634 million to our loan portfolio.

Our wholly owned subsidiary, **Signature Financial LLC**, formed in 2012, provides specialty equipment finance and leasing as well as transportation, municipal, franchise, vendor and marine finance. Signature Financial’s loans totalled more than \$6.72 billion of the Bank’s overall loan portfolio at the end of the year.

In addition to business diversification and geographic expansion, we also remain dedicated to providing our clients with the latest technologies to help them run their businesses more

effectively and efficiently. To this end, we were first-to-market in January 2019, when we launched our blockchain-based payments platform, Signet™, which facilitates payments 24/7/365 among Signature Bank commercial clients.

Signature Bank was the first FDIC-insured bank to introduce this type of payments solution, and Signet was the first blockchain-based solution to be approved for use by the New York State Department of Financial Services.

In 2022, Signet's advantages were of particular interest to Signature Bank clients engaged in the air cargo and logistics sector, the digital asset banking arena and the payroll processing business.

Now, the landscape of payments within the financial services industry is rapidly changing, due to the power of blockchain technology. This technology lends itself to the movement of funds by allowing for instantaneous, real-time settlement. Transactions on Signet continue to increase annually.

All of these businesses and solutions continue to contribute to the growth of Signature Bank as they further fortify our national footprint, deepen our geographic presence and reinforce our diversification strategy. They are well represented throughout the entire Signature Bank network, which now extends to 40 private client banking offices throughout the metropolitan New York area, Connecticut, California, Nevada and North Carolina. We continue to focus on expansion driven by our abilities to attract seasoned bankers who bring decades of banking-related experience and relationships to the institution.

### **Piecing Together a National Footprint from East to West**

In 2018, we set out to duplicate the success we had witnessed on the East Coast by taking our model west. From the time we put our stake in the ground on the West Coast with the opening of our first private client banking office in the heart of San Francisco, our growth has been dramatic.

Signature Bank is now represented by 33 teams spanning nine western locations: five in Los Angeles, two in San Francisco, one in Folsom, California and one in Reno, Nevada. In addition, the Bank is in the midst of identifying commercial office space in Las Vegas and has already appointed two teams dedicated to serving that market.

Since Signature Bank marked its entry into the West Coast marketplace, we have remained committed to expansion by attracting veteran bankers. We entered California and Nevada with the same intention we had when we started the Bank as a *de novo* institution in 2001: to provide a distinctive approach to relationship-based banking through our single-point-of-contact model.

Our model continues to set the Bank apart, and we have seen it embraced by clients and our teams through strong retention and solid financial growth. In just under three years, we have built a strong reputation with operations extending across a vast area of the West. We always believed there was a significant opportunity to bring our model to other high-growth metropolitan areas, and we have certainly experienced this through our increasing West Coast presence. We envision greater expansion and continued growth under the current West Coast leadership we have in place.

Despite a challenging rising-rate environment in 2022, Signature Bank continues to recognize the power of its distinctive business model. The Bank's 2022 strong financial performance is demonstrative of our keen ability to duplicate our success in new locations and through new banking groups.

### **Financially Fitting**

Deposit growth from all our businesses over the past few years left Signature Bank strongly positioned for success at the beginning of 2022, with a robust liquidity position, including cash on our balance sheet totaling \$29.62 billion, or 25 percent, of total assets. Utilization of the cash on our balance sheet allowed the Bank to achieve continued strong growth across its various lending businesses during the year. This growth, coupled with the Bank's efficient operating

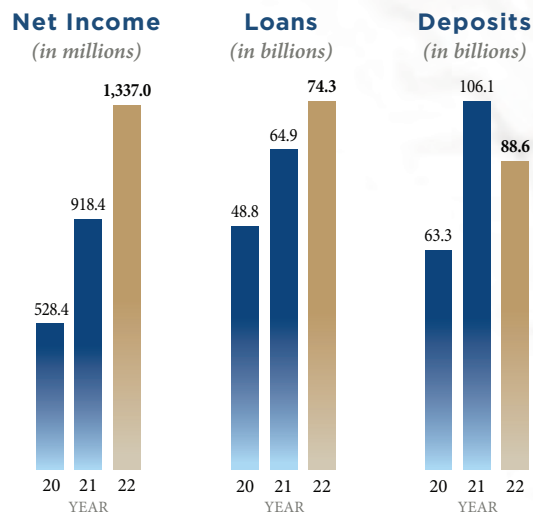
model, led to Signature Bank achieving 2022 records spanning many metrics, including: net income; revenue growth; pre-tax, pre-provision growth; and, return on common equity. These records were achieved despite the difficult deposit environment, which resulted in lower balances in both deposits and assets at the end of 2022. Total assets in 2022 declined to \$110.36 billion, down \$8.08 billion, or 6.8 percent, when compared with 2021.

For the year ended December 31, 2022, net income reached a record \$1.34 billion, or \$20.76 diluted earnings per share, up 45.6 percent, from \$918.4 million, or \$15.03 diluted earnings per share, for 2021. Return on common equity for the year was a record 17.55 percent.

Revenue grew a record \$695 million, or 34.7 percent, to a record \$2.70 billion, versus the prior year. Pre-tax, pre-provision revenue for 2022 also increased a record \$536 million, or 41.3 percent, to a record \$1.83 billion, versus the prior year.

Total deposits declined \$17.54 billion, or 16.5 percent, during 2022. Average deposits for the year were \$103.43 billion, or lower by \$18.12 billion, or 21.2 percent. The deposit decline was mostly driven by a decrease in digital asset-related deposits for the year of \$12.39 billion, of which \$7.35 billion was due to our digital asset-related deposit reduction strategy, announced in December 2022. This strategy entails taking a more restrictive approach to deposit-gathering within the digital asset banking space. The Bank plans to further diversify by limiting individual client relationships to no more than two percent of total deposits and managing total digital asset-related deposits to below 20 percent of total deposits. This is intended to reduce the amount of excess digital asset-related deposits.

Non-interest-bearing deposits declined \$12.85 billion, or 29 percent, to \$31.51 billion, resulting from the rising interest rate environment. Non-interest-bearing deposits represented a solid 36 percent of total deposits at the end of the year.



During 2022, Signature Bank continued to realize growth from all of its lending business lines, which led to an increase in loans of \$9.43 billion, or 14.5 percent. Our newer businesses, Corporate Mortgage Finance and Health Care Banking and Finance, each grew \$1.15 billion and \$634 million, respectively. Other Commercial & Industrial (C&I) growth stemmed from our equipment finance subsidiary, Signature Financial, which grew \$1.44 billion, as well as our Fund Banking Division, which increased outstanding balances by \$1.43 billion. Our West Coast teams contributed \$225 million, and we saw additional growth from the rest of our C&I businesses, including the Venture Banking Group, Asset-based Lending, SBA Lending and our legacy teams in New York. Total C&I growth aggregated to \$5.37 billion, up 15.2 percent, versus the prior year, while our CRE Team increased loans by \$4.82 billion, or 17.0 percent, with growth primarily derived from the multi-family lending segment.

Signature Bank's record growth in revenue for the year was driven by strong expansion in net interest income as well as continued growth in non-interest income. Over the past several years, Signature Bank transformed the nature of its balance sheet from liability-sensitive to a position of asset-sensitive through growth in floating rates loans driven by the Fund Banking Division.

This bodes well for growing net interest income during a rising-rate cycle, and, as a result, the Bank's net interest margin expanded 40 basis points over the year to 2.30 percent for the fourth quarter of 2022, compared with the same period last year. The margin expansion led to an increase in net interest income of \$655 million, or 34.8 percent, for the full year. Non-interest income continued to rise, as the Bank remains focused on growth in this area while it invests in new products and business lines that generate fee revenues. Accordingly, non-interest income increased by \$40 million, or 33.2 percent, compared with the prior year.

The Bank's capital ratios continue to reflect a strong capital profile, with a Tier 1 leverage, common equity Tier 1 risk-based, Tier 1 risk-based and total risk-based capital ratios at 8.79 percent, 10.41 percent, 11.20 percent and 12.32 percent, respectively, as of December 31, 2022. All capital ratios increased over the course of the year. This was due to a common equity raise of \$731.7 million during the 2022 first quarter as well as the continued reinvestment of an increasing level of earnings, which was accretive to capital in 2022.

The Bank continues to focus on increasing shareholder value by returning capital to its shareholders. During 2022, the Bank paid cash dividends totaling \$2.24 per share annually to common stockholders and \$50.00 per share to preferred shareholders. In January 2023, the Bank announced an increase in its common stock dividend of 25 percent, to \$2.80 per share annually. This was the first increase since the dividend was established in 2018. The decision to raise the dividend was driven by both management and our Board of Directors' long-term confidence in the earnings power of the Signature Bank franchise.

During the past two decades, the Bank's organic growth model has proven to be one of the most efficient in the industry. Despite the increased spending on our systems and products, as well

as the increased hiring of both support staff and new teams, the Bank's efficiency ratio continued to improve during the year to 32.0 percent, from 35.2 percent, in 2021.

Furthermore, three of the premier credit rating agencies have issued strong ratings on Signature Bank, including Fitch, Kroll and Moody's. Between November 2022 and January 2023, all credit ratings were reaffirmed at current investment grade levels. Additionally, all ratings on the Bank's outstanding subordinated debt and noncumulative preferred stock issuances have also been affirmed.

In 2022, we delivered record returns to our shareholders and continued to grow our franchise through both our new businesses as well as the legacy ones. Our persistent delivery of high levels of earnings – amid the rising interest rate backdrop – is a testament to our ability to execute our founding model across the spectrum of our many business lines.

### **Continuing our Positive Impact**

During 2022, we continued our theme of "Looking Forward. Giving Back." This purpose statement was adopted in honor of Signature Bank's 20<sup>th</sup> anniversary two years ago as it truly captures our commitment to giving back. It continues to resonate among our colleagues, clients and the communities we serve.

In 2020, the Bank appointed a Chief Social Impact Officer to spearhead our Environmental, Social and Governance (ESG) strategies. In January 2021, our Environmental and Social Impact Committee (formerly the Social Impact Committee) and Social Impact Management Committee were formed, along with the adoption of a Social Impact purpose statement.

Over the past several years, these efforts have touched all areas of the Bank, with major progress made in 2022:

- ✓ Engaged in a wide-ranging ESG evaluation and design project, which strengthened our ESG strategy and implemented a stronger framework for achieving our goals bankwide;



- ✓ Renamed the Social Impact Report to the Environmental and Social Impact Report to highlight progress and commitment made to environmental initiatives;
- ✓ Operationalized ESG priorities through the newly formed Environmental and Social Impact Steering Committee, which supports our Chief Social Impact Officer in driving our environmental and social impact agendas;
- ✓ Implemented an environmental and social impact qualitative component to the short-term compensation plan for executives; and,
- ✓ Conducted additional ESG training for executive and senior management and Board members.

The Bank also remains focused on climate risk. Our main accomplishments and initiatives to this end, thus far, include the following:

- ✓ Committed to providing greater transparency in climate-risk disclosure utilizing the Task Force on Climate-Related Financial Disclosure (TCFD) framework, utilizing their reporting index in our 2022 Environmental and Social Impact Report;
- ✓ Identified, collected and calculated Scope 1 & 2 greenhouse gas (GHG) emissions, which will be disclosed in our 2022 Environmental and Social Impact Report; and,
- ✓ Successfully launched our “Go Green” Environmental Impact Lending Program bankwide, offering attractive financing for energy-efficiency and sustainability-related capital projects.

We have repeatedly stated that our colleagues remain our biggest asset. During 2022, we launched several initiatives geared toward their development, growth and success:

- ✓ Implemented inclusion programs to ensure greater diversity across the Bank with a plan to disclose both diversity data from our EEO-1 report and retention and turnover information in our 2022 Environmental and Social Impact Report;

- ✓ Started early career rotational training programs for internal and external candidates to further enhance diversity and career advancement opportunities;
- ✓ Conducted diversity awareness events for colleagues in connection with Black History Month, Jewish Heritage Month, Asian Pacific American Heritage Month, Pride Month, Hispanic Heritage Month, National Women's History Month; and,
- ✓ Created two new Employee Resource Groups, the PRIDE Council and the Multicultural Council, which, similar to our Women's Council, promote a welcoming forum to address important topics and provide new opportunities for positively impacting our colleagues.

The above initiatives represent highlights of Signature Bank's robust environmental and social impact initiatives. For more information on the Bank's complete ESG initiatives and goals, refer to the 2022 Environmental and Social Impact Report, as well as the Proxy Statement for the 2023 Annual Meeting of Shareholders, at <https://investor.signatureny.com>.

### **It all Fits Together**

In closing, we are proud of the relationship-based banking model we brought to market back in 2001, and continue to emphasize it every day. It's what commercial clients still seek today. Although we have in excess of \$110 billion in assets, it is our “small banking” approach to client relationships that is most impactful and attracts both bankers and clients alike to our franchise.

As we continue to grow our presence in key geographic markets and within our business lines through our successful diversification strategy, we always place depositor safety first and foremost. Our bankers bring a risk manager's set of eyes to their client relationships, providing a sense of safety and stability. Signature Bank has built a

franchise that consistently delivered solid earnings and shareholder value for two decades.

The loyalty of both our clients and colleagues alike was demonstrated in various ways during 2022, which resulted in Signature Bank:

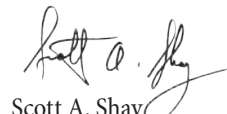
- Receiving the Gold Level 2022 Cigna Healthy Workforce Designation from Cigna for demonstrating a strong commitment to improving the health and well-being of our colleagues through a workplace wellness program. Cigna has recognized the Signature Bank Wellness Program for eight consecutive years;
- Earning the #1 spot in both the Private Bank and Business Escrow Services categories and ranking #2 Business Bank in the *New York Law Journal's* "Best of" 13<sup>th</sup> annual readers' poll survey, marking the 13<sup>th</sup> consecutive year in which the Bank secured a top-three position in one or more of these categories;
- Ranking #1 in Business Escrow Services and #2 in the Private Bank and Business Bank categories of *The National Law Journal's* "Best of" 2023 annual readers' poll survey, representing the Bank's first year as #1 in the Business Escrow Services category and fifth straight year placing #2 in the others;
- Landing a place in the Hall of Fame of both the *New York Law Journal* and *The National Law Journal* readers' polls, an honor awarded only to those entities that continually placed in the same "Best of" categories for at least three of the past four years;
- Being named as one of America's Best Banks on *Forbes'* annual list for the 12<sup>th</sup> consecutive year; and,
- Appearing for the fifth time on *Forbes'* Blockchain 50 list. Included every year since the list launched in 2019.

These honors – along with all our other notable achievements – would not be possible without the hard work of our more than 2,250 colleagues throughout the nation who demonstrate an unwavering dedication to provide distinguishing service to our clients every day; our esteemed Board of Directors, whose prudent oversight continues to guide the growth of our institution; and, our loyal shareholders, who remain committed to seeing the successes of Signature Bank come to fruition each year. We look forward to conveying our ongoing accomplishments to all our stakeholders.

Over the years, we have been fortunate that every geographic market and line of business into which we have entered has embraced Signature Bank because of our single-point-of-contact, relationship-based model and approach to client-centric care. As we identify other avenues in which to replicate our distinctive model – in both industry sectors as well as geographic markets – we hope to receive the same reception we have to date.

We still provide service similar to that of a small bank, however, with far more reach and greater resources. The way in which we deliver service has become an anomaly in today's saturated banking landscape, and, consequently, allows Signature Bank to stand out. We believe this competitive edge will continue as it has become a significant market advantage. With more than two decades under our belts and an unstoppable, unparalleled team of colleagues right alongside us, we are well positioned to navigate all that comes before us.

Respectfully,



Scott A. Shay  
Co-founder and  
Chairman of the Board



Joseph J. DePaolo  
Co-founder and  
Chief Executive Officer

**UNITED STATES**  
**FEDERAL DEPOSIT INSURANCE CORPORATION**  
WASHINGTON, D.C. 20429

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from        to

FDIC Certificate Number 57053

**SIGNATURE BANK**

(Exact name of registrant as specified in its charter)

**NEW YORK**  
(State or other jurisdiction  
of incorporation or organization)  
**565 Fifth Avenue, New York, New York**  
(Address of principal executive offices)

**13-4149421**  
(I.R.S. Employer  
Identification No.)  
**10017**  
(Zip Code)

Registrant's telephone number, including area code: (646) 822-1500

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	SBNY	NASDAQ Global Select Market
Depository Shares, each representing a 1/40th interest in sa share of 5.000% Noncumulative Perpetual Series A	SBNYP	NASDAQ Global Select Market
Preferred Stock, par value \$0.01 per share		

**Securities registered pursuant to Section 12(g) of the Act:**

**NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit).  
Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based on the closing sales price of the registrant's Common Stock as quoted on the NASDAQ Global Select Market on June 30, 2022 was \$11.11 billion.

As of February 28, 2023, the Registrant had outstanding 62,974,038 shares of Common Stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement for Annual Meeting of Stockholders to be held April 19, 2023. (Part III)

**SIGNATURE BANK  
ANNUAL REPORT ON FORM 10-K  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022**

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## PRIVATE SECURITIES LITIGATION REFORM ACT SAFE HARBOR STATEMENT

This Annual Report on Form 10-K and oral statements made from time-to-time by our representatives contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. You should not place undue reliance on such statements because they are subject to numerous risks and uncertainties relating to our operations and the business environment in which we operate, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy, expectations, beliefs, projections, anticipated events or trends, growth prospects, financial performance, and the impact of the COVID-19 pandemic and the conflict in Ukraine on each of the foregoing and on our business overall, as well as similar expressions concerning matters that are not historical facts. These statements often include words such as “may,” “believe,” “expect,” “anticipate,” “potential,” “opportunity,” “intend,” “plan,” “estimate,” “could,” “project,” “seek,” “target,” “goal,” “should,” “will,” or “would,” or the negative of these words and phrases or similar words and phrases. Forward-looking statements may also address our sustainability progress, plans, and goals (including climate change and environmental-related matters and disclosures), which may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future.

All forward-looking statements may be impacted by a number of risks and uncertainties. These statements are based on assumptions that we have made in light of our industry experience as well as our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances including, without limitation, those related to:

- earnings growth;
- revenue growth;
- net interest margin;
- deposit growth, including short-term escrow deposits, brokered deposits and off-balance sheet deposits;
- future acquisitions;
- performance, credit quality and liquidity of investments made by us, including our investments in certain mortgage-backed and similar securities;
- loan and lease origination volume;
- the interest rate environment;
- non-interest income levels, including fees from product sales;
- credit performance of loans made by us;
- monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve;
- our ability to maintain, generate and/or raise capital;
- changes in the regulatory environment and government intervention in the banking industry, including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank Act”), and the Economic Growth, Regulatory Relief and Consumer Protection Act of 2018 (“Economic Growth Act”);
- Federal Deposit Insurance Corporation (“FDIC”) assessments;
- margins on sales or securitizations of loans;
- market share;
- expense levels;
- hiring of new private client banking teams;
- expansions of our operations into new geographic areas or business lines;
- results from new business initiatives;
- future dividends and share repurchases;
- other business operations and strategies;
- changes in federal, state or local tax laws; and
- the impact of new accounting pronouncements.

As you read and consider the forward-looking statements, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties and assumptions and can change as a result of many possible events or factors, not all of which are known to us or in our control. All of these factors are subject to additional uncertainty in the context of the COVID-19 pandemic and the conflict in Ukraine, which are having impacts on all aspects of our operations, the financial services industry and the economy as a whole. Additional risks are described in our quarterly and annual reports filed with the FDIC. Although we believe that these forward-looking statements are based on reasonable assumptions, beliefs and expectations, if a change occurs or our beliefs, assumptions or expectations were incorrect, our business, financial condition, liquidity or results of operations may vary materially from those expressed in our forward-looking statements. You should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. See "Part I, Item 1A. – Risk Factors" for a discussion of the most significant risks that we face, including, without limitation, the following factors:

- disruption and volatility in global financial markets;
- changes in U.S. trade policies, including the imposition of tariffs;
- difficult market conditions adversely affecting our industry;
- fiscal challenges facing the U.S. government could negatively impact financial markets which in turn could have an adverse effect on our financial position or results of operations;
- our vulnerability to changes in interest rates;
- our ability to maintain the continuity, integrity, security and safety of our operations;
- our inability to successfully implement our business strategy;
- our inability to successfully integrate new business lines into our existing operations;
- changes to existing statutes and regulations or the way in which they are interpreted and applied by courts or governmental agencies;
- the replacement of London Interbank Offered Rate ("LIBOR") as a financial benchmark presents risks to the financial instruments originated or held by us;
- competition with many larger financial institutions which have substantially greater financial and other resources than we have, as well as financial technology companies and other non-bank entities that presently are not subject to extensive regulation and oversight;
- government intervention in the banking industry, new legislation and government regulation;
- illiquid market conditions and downgrades in credit ratings;
- adverse developments in the residential mortgage market;
- inability of U.S. agencies or U.S. government-sponsored enterprises to pay or to guarantee payments on their securities in which we invest;
- material risks involved in commercial lending;
- a downturn in the economy and the real estate market of the New York metropolitan area or on the West Coast;
- risks associated with our expansion into the marketplace for digital asset transactions and deposits;
- risks associated with our loan portfolio growth;
- our failure to effectively manage our credit risk;
- lack of seasoning of mortgage loans underlying our investment portfolio;
- our allowance for credit losses for loans and leases ("ACLLL" or the "allowance") may not be sufficient to absorb actual losses;
- our reliance on the Federal Home Loan Bank ("FHLB") of New York for secondary and contingent liquidity sources;
- our dependence upon key personnel;
- our inability to acquire suitable private client banking teams or manage our growth;

- our charter documents and regulatory limitations may delay or prevent our acquisition by a third party;
- curtailment of government guaranteed loan programs could affect our SBA business;
- our use of brokered deposits and continuing to be “well-capitalized”;
- our extensive reliance on outsourcing to provide cost-effective operational support;
- system failures or breaches of our network or data security;
- decreases in trading volumes or prices;
- loss of our deposit clients or a substantial reduction in our deposits;
- exposure to legal claims and litigation;
- our ability to pay cash dividends or engage in share repurchases is restricted;
- potential responsibility for environmental claims;
- climate change and related legislative and regulatory initiatives may result in operational changes and expenditures that could significantly impact our business;
- downgrades of our credit rating;
- our inability to raise additional funding needed for our operations;
- inflation or deflation;
- misconduct of employees or their failure to abide by regulatory requirements;
- fraudulent or negligent acts on the part of our clients or third parties;
- failure of our brokerage clients to meet their margin requirements;
- events, such as severe weather, acts of war or terrorism, public health issues, work stoppages and other external events or natural disasters may disrupt or adversely affect our business;
- technological changes;
- changes in federal, state or local tax laws;
- changes in accounting standards, policies, and practices or interpretation of new or existing standards, policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board (“FASB”), or the Securities and Exchange Commission (“SEC”);
- changes in our reputation and negative public opinion;
- fluctuations in FDIC insurance premiums;
- regulatory net capital requirements that constrain our brokerage business;
- soundness of other financial institutions;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- changes in consumer spending, borrowing and savings habits;
- changes in our organization, compensation and benefit plans; and
- changes in the financial condition or future prospects of issuers of securities that we own.

See the risks described in “Part I, Item 1A.– Risk Factors” for a full discussion of these risks.

You should keep in mind that any forward-looking statement made by us in this document or elsewhere speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, and disclaim any obligation to, update or revise any industry information or forward-looking statements in this document after the date on which they are made, except as

required under the U.S. federal securities laws. In light of these risks and uncertainties, you should keep in mind that any forward-looking statement made in this document or elsewhere might not reflect actual results.



## PART I

### ITEM 1. BUSINESS

In this annual report filed on Form 10-K, except where the context otherwise requires, the “Bank,” the “Company,” “Signature,” “we,” “us,” and “our” refer to Signature Bank and its subsidiaries, including Signature Financial, LLC (“Signature Financial”), Signature Securities Group Corporation (“Signature Securities”) and Signature Public Funding Corporation (“Signature Public Funding”).

#### Introduction

We are a New York-based full-service commercial bank with 40 private client offices located throughout the metropolitan New York area, as well as those in Connecticut, California, Nevada and North Carolina. Through its single-point-of-contact approach, the Bank’s private client banking teams serves the needs of privately owned businesses, their owners and senior managers.

Through our Signature Financial subsidiary, a specialty finance company based in Melville, Long Island, we offer a variety of financing and leasing products, including equipment, transportation, commercial marine, sustainable energy, and national franchise financing and/or leasing. Signature Financial’s clients are located throughout the United States.

We provide brokerage, asset management and insurance products and services through our Signature Securities subsidiary, a licensed broker-dealer and investment adviser.

Through our Signature Public Funding subsidiary based in Towson, Maryland, we provide a range of municipal finance and tax-exempt lending and leasing products to government entities throughout the country, including state and local governments, school districts, fire and police and other municipal entities. The subsidiary is overseen by the management team of Signature Financial who has extensive experience in municipal finance.

Additionally, through a representative office of the Bank in Houston, Texas, we purchase, securitize and sell the guaranteed portions of U.S. Small Business Administration (“SBA”) loans.

Since commencing operations in May 2001, we have grown to \$110.36 billion in assets, \$88.59 billion in deposits, \$74.29 billion in loans, \$8.01 billion in equity capital and \$5.17 billion in other assets under management as of December 31, 2022. We intend to continue our growth and maintain our position as a premier relationship-based financial services organization in the metropolitan New York area including those in Connecticut, as well as in California, Nevada and North Carolina, as guided by our Chairman and senior management team who have extensive experience developing, managing and growing financial service organizations.

Signature Bank’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports, Proxy Statement for its Annual Meeting of Stockholders and Annual Report to Stockholders are made available, free of charge, on our website at [www.signatureny.com](http://www.signatureny.com) as soon as reasonably practicable after such reports have been filed with or furnished to the FDIC). You may also obtain any materials that we file with the FDIC at the Federal Deposit Insurance Corporation’s offices located at 550 17<sup>th</sup> Street N.W., Washington, DC 20429.

#### Recent Highlights

##### **Common Stock Dividend**

On January 13, 2023, the Bank declared a cash dividend of \$0.70 per share, an increase of \$0.14 per share, or a total of \$44.1 million to all common shareholders of record at the close of business on January 27, 2023 payable on or after February 10, 2023. The Bank also declared and paid a cash dividend of \$0.56 per share, or a total of approximately \$105.9 million, combined for the first three quarters of 2022.

Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon then-existing conditions, including our financial condition and results of operations, capital requirements, commercial real estate (“CRE”) concentration, contractual restrictions, business prospects and other factors that the Board of Directors considers relevant.

##### **Preferred Stock Dividend**

On January 13, 2023, the Bank declared a cash dividend of \$12.50 per share, or a total of \$9.1 million to all preferred stockholders of record at the close of business on March 17, 2023 payable on or after March 30, 2023. The Bank also declared and paid a cash dividend of \$12.50 per share, or approximately \$9.1 million for each of the first three quarters of 2022. See the Preferred Stock footnote to our Consolidated Financial Statements for additional information.

## ***Team Expansion***

During 2022, the Bank onboarded 12 private client banking teams, including five teams in New York and seven teams on the West Coast. After considering these additions, our overall West Coast presence now consists of 33 private banking teams. Our pipeline for additional teams remains strong and we expect to continue to see further opportunity to add teams on both coasts.

## ***Corporate Mortgage Finance business***

In 2021, the Bank added the Corporate Mortgage Finance business which primarily provides mortgage warehouse lines of credit to licensed mortgage lenders. These are short-term lines of credit secured by mortgage loans originated or purchased by the mortgage lender with the intent to sell or securitize within the secondary market to institutional investors. The warehouse line funding and advance repayment cycle typically occurs within an 18 to 30 day period dependent on the timing of the mortgage loan closing by our client, and their subsequent sale of the loan to the institutional investor. The individual mortgage loans are typically eligible for sale to U.S. Government agencies and government-sponsored enterprises. As of December 31, 2022, the Corporate Mortgage Finance team's outstanding loans totaled \$1.41 billion.

## ***Healthcare Banking and Finance business***

During the 2022 second quarter, the Bank added the Healthcare Banking and Finance business, with the onboarding of nine colleagues to provide lending services and garner deposits to clients within the healthcare arena. The Healthcare Banking and Finance team is focused on serving for-profit and non-profit companies which provide a range of healthcare services, as well as senior housing owners and operators, hospitals, large physician practices, ambulatory surgery centers, drug and rehabilitations facilities, skilled nursing homes and facilities offering independent living, assisted living and memory care and continuing care retirement communities. As of December 31, 2022, the Healthcare Banking and Finance team's outstanding loans totaled \$634.2 million.

## ***Signet***

In 2019, the Bank launched its proprietary block-chain based payment solution, Signet, to allow for real-time payments and help to connect participants in the ecosystem by offering real-time execution, 24/7/365. In 2022, the Bank launched the addition of a new feature allowing its clients to initiate real-time Fedwire transactions through Signet, directly through its Application Programming Interface ("API"). The addition of this Fedwire feature enables Signet clients to execute both Signet blockchain and traditional Fedwire payments through one API, providing our clients with greater flexibility in automating treasury management workflows via our integrated payments service. Signet users represent a robust variety of industries such as cargo, digital assets, and payroll, and we continue to explore other ecosystems where we may be able to leverage this platform.

## ***Digital Asset Banking business***

The Bank began its digital asset banking initiative with the onboarding of a private client group in the first quarter of 2018. The business banking team has relationships with many institutional participants that make up the digital asset ecosystem, including stablecoin issuers, exchanges, custodians, digital miners, institutional traders, and more. Since 2018, the team has seen significant growth in digital asset related deposits due to our client's increasing adoption of and investments in cryptocurrencies and stablecoins. The Bank does not lend to the cryptocurrency industry, nor do we have any loans backed by cryptocurrency. The Bank does not invest, hold, or custody cryptocurrency assets. Instead, the Bank's relationships with clients in the digital asset ecosystem are limited to US dollar-denominated ("USD") deposits, which can be transferred to other clients on a real-time basis on the Signet platform. Additionally, the Bank does not onboard stablecoin issuers with algorithmic backing, or those that do not hold a 1:1 reserve of USD or USD equivalents to coin outstanding.

During the fourth quarter of 2022, the Bank announced a plan to purposely decrease deposits of our digital asset banking team by reducing the size of individual client relationships. The goal is to reduce both individual client and overall digital asset deposit concentration levels to achieve a more granular and stable deposit base. As part of this plan, we are focused on reducing high cost excess deposits within the digital asset ecosystem. As of December 31, 2022, the Bank's digital asset deposits totaled \$17.79 billion, or 20% of total deposits.

## ***Environmental and Social Impact***

Signature Bank's theme of 'Looking Forward. Giving Back.' is part of our permanent purpose and ongoing mission. With our continuous focus on environmental, social, and governance ("ESG"), including practices relating to human capital, diversity, equity and inclusion, along with strategies to support and cultivate community engagement and our approach to sustainability efforts as individuals and as an institution, the Bank continues to expand and dedicate its corporate governance and ethical progress in these areas and incorporates related considerations in the priorities of our Board of Directors, as well as executive and senior management.

In 2019, the bank hired a Chief Social Impact Officer to spearhead our ESG strategies. In January 2020, our Social Impact Board Committee and Social Impact Management Committee were formed, along with the adoption of a Social Impact purpose

statement. Over the last 3 years, our efforts have touched all areas of the Bank, with major progress in 2022. Namely, the Bank:

- Engaged with an ESG consultant and strengthened our Bank-wide ESG strategy and implemented a stronger framework for achieving our goals;
- Renamed our Social Impact Report to Environmental and Social Impact Report to highlight our progress and commitment to environmental initiatives;
- Modified our Environmental and Social Impact operational model and framework to ensure effective and efficient execution of ESG initiatives;
- Operationalized our ESG priorities through our newly formed Environmental and Social Impact Steering Committee who supports our Chief Social Impact Officer to drive the development, implementation, effectiveness and communication of our environmental and social impact initiatives, programs, policies and strategies;
- Formed working groups in various business disciplines to ensure ESG strategies are incorporated, supported and executed in all areas of the Bank;
- Implemented an environmental and social impact qualitative component to the short-term compensation plan for our executives;
- Conducted ESG training for executive and senior management and our Board members; and
- Enhanced our Board Committee Charters to reinforce executive oversight of ESG within different disciplines across the Bank.

We also remain focused on climate risk. Our main accomplishments and initiatives thus far include:

- Identified, collected, calculated Scope 1 & 2 greenhouse gas ("GHG") emissions, which are disclosed in our 2022 Environmental and Social Impact Report;
- Successfully launched our 'Go Green' Environmental Impact Lending Program bank-wide offering attractive financing for energy-efficiency and sustainability-related capital projects;
- Created a Climate Risk Working Group to begin the process of analyzing the impacts of climate risk considerations into our overall risk structure;
- Created a new position in finance and accounting to support the growing demand of ESG disclosures;
- Became a MSCI Inc. subscriber in order to actively assess our areas for opportunity, successfully moving our ESG rating from a B to a BB; and
- Committed to providing greater transparency to climate-risk disclosure utilizing the Task Force on Climate-Related Financial Disclosure ("TCFD") framework:
  - Utilized the TCFD Reporting Index in our 2022 Environmental and Social Impact Report to share our progress and management of Climate-Related Risk and Opportunities;
  - Continued to disclose ESG initiatives utilizing the Sustainability Accounting Standards Board ("SASB") Reporting Index.

Putting People First:

- Implemented inclusion programs to ensure diversity is enhanced at the Bank and will disclose diversity data from our EEO-1 report in future Environmental and Social Impact Reports;
- Shared colleague retention and turnover information with our Environmental and Social Impact Committee;
- Launched early career rotational training programs for internal and external candidates to further enhance our diversity and career advancement, including the Credit Training Programs and the 360 Degree Training Program;
- Conducted diversity awareness events for colleagues related to Black History Month, Asian Pacific American Heritage Month, Pride Month, Hispanic Heritage Month, and National Women's History Month;
- Conducted diversity training for all colleagues;
- Launched two new Employee Resource Groups – the Pride Council and the Multicultural Council, which, similar to our Women's Council, are all-volunteer organizations established to promote a safe, welcoming and nurturing forum to address important topics and provide new opportunities for positive impacts on all of our colleagues;

- Continued to provide charitable grants to education, health, community services, the arts, social and other related initiatives; and
- Enhanced resources and support to promote colleagues' overall physical, mental and financial wellness.

The above includes certain highlights from our social impact initiatives. For more information on the Bank's ESG initiatives and goals, see our 2022 Environmental and Social Impact Report, as well as our Proxy Statement for the Annual Meeting at [investor.signaturesny.com](http://investor.signaturesny.com).

### ***Common Stock Issuances***

In February 2021, the Bank completed a public offering of 3,500,000 shares of our common stock. The Bank also granted the underwriters an option to purchase an additional 525,000 shares. In total, all 4,025,000 shares were issued and sold by the Bank and the net proceeds from this offering were \$707.8 million.

On July 23, 2021, the Bank completed a public offering of 2,500,000 shares of our common stock. The Bank also granted the underwriters an option to purchase an additional 375,000 shares. In total, all 2,875,000 shares were issued and sold by the Bank and the net proceeds from this offering were \$654.8 million.

On January 20, 2022, the Bank completed a public offering of 2,100,000 shares of our common stock and the net proceeds from this offering were approximately \$731.7 million.

The net proceeds from these offerings were used for general corporate purposes and to facilitate our continued growth.

### ***Subordinated Debt Offering & Redemption***

On April 19, 2021, the Bank redeemed its Variable Rate Subordinated Notes due April 19, 2026, at a price of 100% of the principal amount to be redeemed, or \$260.0 million, plus accrued and unpaid interest of \$6.9 million, totaling \$266.9 million.

### ***Stock Repurchase Program***

On October 17, 2018, the Bank's stockholders approved the repurchase of common stock from the Bank's shareholders in open market transactions in the aggregate purchase amount of up to \$500.0 million. The timing of the execution of this plan, as well as the amount repurchased, will be at the discretion of our Board of Directors and management, and will be dependent upon then-existing conditions, including our financial condition and results of operations, capital requirements, commercial real estate concentration, contractual restrictions, business prospects and other factors considered relevant. Share buybacks are also subject to regulatory approvals, which were received for the repurchase program of up to \$500.0 million in November 2018. We received shareholder and regulatory approval to continue the program in 2019 and on an annual basis.

On February 19, 2020, the Board of Directors approved an amendment to the stock repurchase program that restored the Bank's share repurchase authorization to an aggregate purchase amount of up to \$500.0 million from the \$220.9 million that was remaining under the original authorization as of December 31, 2019. The amended stock repurchase program was approved by the shareholders in April 2020. No common stock has been repurchased by the Bank since the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. To date, the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million, and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022. On April 27, 2022, the stockholders approved the continuation of our share repurchase plan in an aggregate amount up to \$500.0 million.

### ***COVID-19 Pandemic***

In March 2020, the World Health Organization declared COVID-19 a pandemic, and on March 13, 2020 the United States declared a national emergency with respect to COVID-19. The outbreak of COVID-19 severely impacted global economic activity and caused significant volatility and negative pressure in financial markets. In response to the pandemic, we successfully implemented our contingency plans, which included remote working arrangements, modified hours in our private client offices, and phased return to work schedules while promoting social distancing. We provided payment deferrals to our clients as needed, participated in the Federal Reserve's Main Street Lending Program in 2020, and participated in the Small Business Administration's Paycheck Protection Program ("PPP") for our eligible clients.

Throughout the course of the pandemic, the spread of COVID-19 had, in many geographies through the United States, decreased substantially due to the availability and incidence of successful vaccine and other medical treatments and the widespread adoption of public health measures designed to prevent the spread of infection. However, at various times in recent years, rates of infection increased throughout the country, in large part due to the spread of variants of the coronavirus. The uncertain future development of COVID-19 could materially and adversely affect our business, operations, operating results, financial condition, liquidity or capital levels.

For additional discussion of the impact of COVID-19 on our institution and the risks that it poses, see Item 1A “Risk Factors.”

### **Core Deposits**

During 2022, our deposits declined \$17.54 billion, or 16.5%, to \$88.59 billion. This decrease was largely due to Digital Asset Banking deposits, which decreased \$12.39 billion, as a result of our plan to reduce the size of client relationships within our digital asset deposit base as announced during the fourth quarter of 2022, as well as a challenging cryptocurrency environment. Deposits at December 31, 2022 included \$6.45 billion of time deposits and brokered deposits compared to \$2.78 billion at year-end 2021. Core deposits, which exclude time deposits and brokered deposits, decreased \$21.21 billion, or 20.5%, during 2022, which was largely due to digital asset deposit decline described above. We primarily focus our deposit gathering efforts in the greater New York, Los Angeles and San Francisco metropolitan area markets, as well as Nevada, with money center banks, regional banks and community banks as our primary competitors.

Beginning in 2019, we expanded our deposit gathering efforts to the West Coast with the opening of our first full-service private client banking office in San Francisco, and further, with the addition of the Specialized Mortgage Banking Solutions team. In 2020, we opened four new private client banking offices and onboarded 13 private client banking teams in the Greater Los Angeles market place. In 2021, we on-boarded eight private client banking teams in total — two teams in New York, four teams on the West Coast, as well as the Corporate Mortgage Finance and the SBA Origination teams. In 2022 we on-boarded 12 private client banking teams in total — five teams in New York and seven teams on the West Coast, of which three were in Nevada, marking our entry into the state. In 2022, we also onboarded and launched our Healthcare Banking and Finance team.

We distinguish ourselves from competitors by focusing on our target market: privately owned businesses, their owners and their senior managers, as well as private equity firms and their general partners. This niche approach, coupled with our relationship-banking model, provides our clients with a personalized service, which we believe gives us a competitive advantage.

Our deposit mix has remained favorable, with non-interest-bearing and NOW deposits accounting for 35.6% of our total deposits and time deposits accounting for 2.98% of our total deposits as of December 31, 2022. Our average cost for total deposits was 0.88% for the year ended December 31, 2022.

### **Strategic Hires**

During 2022, we increased our network of seasoned banking professionals by adding 12 private client banking teams and 40 new banking group directors, including the addition of the aforementioned new banking teams on the West Coast. In 2022, we also added hundreds of colleagues across various operational and support areas. As a result, our full-time equivalent number of employees grew from 1,854 to 2,243 during 2022.

### **Private Client Banking Teams and Offices**

As of December 31, 2022, we had 136 private client banking teams located throughout the metropolitan New York area, including those in Connecticut as well as in California, Nevada and North Carolina. With the on-going consolidation of financial institutions in our marketplace and market segmentation by our competitors, we continue to make efforts to actively recruit experienced private client banking teams with established client relationships that fit our niche market of privately owned businesses, their owners and senior managers. Our typical group director joins us with 20 years of experience in financial services and an established team of two to four additional professionals to assist with business development and client services. Each additional private client banking team brings client relationships that allow us to grow our core deposits, as well as expand our lending opportunities.

We currently operate 40 private client offices in the metropolitan New York area, as well as those in Connecticut, California, Nevada and North Carolina. While our strategy does not call for us to have an expansive office presence, we will continue to add offices to meet the needs of the private client banking teams that we recruit.

### **Our Business Strategy**

We intend to increase our presence as a premier relationship-based financial services organization serving the needs of privately owned business clients, their owners and their senior managers in major metropolitan areas by continuing to:

#### ***Focus on our niche market of privately owned businesses, their owners and their senior managers***

Our commercial clients are principally representative of the New York, Los Angeles and San Francisco metropolitan areas and include real estate owners/operators, real estate management companies, private equity firms and their general partners, residential and commercial mortgage servicers, law firms, accounting firms, entertainment business managers, medical professionals, retail establishments, money management firms and not-for-profit philanthropic organizations.

***Provide our clients a wide array of high quality banking, brokerage and insurance products and services through our private client group structure and a seamless financial services solution***

We offer a broad array of financial products and services with a seamless financial services solution through our private client banking team structure.

Most of our competitors that sell banking products as well as investment and insurance products do so based on a “silo” approach. In this approach, different sales people from different profit centers within the bank, brokerage firm or insurance company separately offer their particular products to the client. This approach creates client confusion as to who is servicing the relationship. Because no single relationship manager considers all of the needs of a client in the “silo” approach, some products and services may not be presented at all to the client. We market our banking, investment and insurance services seamlessly, thus avoiding the “silo” approach of many of our competitors. Our cash management, investment and insurance products and services are presented to clients by the private client banking team professional but provided or underwritten by others.

Our business is built around banking and investment private client groups. We believe that our ability to hire and retain top-performing relationship group directors is our major competitive advantage. Our group directors have primary responsibility for attracting client relationships and, on an on-going basis, through them and their groups, servicing those relationships. Our group directors are experienced financial service professionals who come from the following disciplines: private banking, middle market banking, high-end retail banking, investment and insurance and institutional brokerage. Our group directors each have their own private client banking team (typically two to four professionals) who assists the group director in business development and client service.

***Recruit experienced, talented and motivated private client group directors who are top producers and who believe in our banking model***

A key to our success in developing a relationship-based bank is our ability to recruit and retain experienced and motivated financial services professionals. We recruit group directors, national business leaders and private client banking teams who we believe are top performers. While recruitment channels differ and our recruitment efforts are largely opportunistic in nature, the continuing merger and acquisition activity in the financial services marketplace provide an opportunity to selectively target and recruit qualified private client banking teams in New York or on the West Coast, and even broader national businesses (e.g., Fund Banking team, Commercial Mortgage Finance team, Healthcare Banking & Finance team, etc.). We believe the current market to be a favorable environment for locating and recruiting qualified private client banking teams. Our experience has been that such displacement and change leads select private client banking teams to smaller, less bureaucratic organizations such as Signature.

***Offer incentive-based compensation that rewards private client banking teams for developing their business and retaining their clients***

Our private client banking team variable compensation model adds to the foundation for our relationship-based banking discipline. A key part of our strategy for growing our business is the incentive-based compensation that we employ to help us retain our group directors while ensuring that they continue to develop their business and retain their clients. Under our private client banking team variable compensation model, annual bonuses are paid to members of the team based upon the profit generated from their business. In order to mitigate the inherent risk in our incentive-based compensation model, we have in place an internal control structure that includes segregation of duties and risk management review of compensation practices. For example, the underwriting and ultimate approval of any loan is performed by loan officers who are separate from the private client banking teams and report to our Chief Credit Officer and Chief Lending Officer.

Because we are a relationship-based commercial bank, we compensate our employees for average balances, not for the number of accounts or products. Incentive revenue is the same for both retaining and obtaining clients. Additionally, there are no sales competitions or sales requirements, nor are there any cross-selling requirements.

***Maintain a flat organization structure for business development purposes that provides our clients and group directors with direct access to senior management***

Another key element of our strategy is our organizational structure. We operate with a flat organizational and reporting structure, through which our group directors report directly to senior management. More importantly, it gives our clients direct access to senior management.

***Develop and maintain operations support that is client-centric and service oriented***

We have made a significant investment in our infrastructure, including our support staff. Although we have centralized many of our critical operations, such as finance, information technology, client services, cash management services, loan operations and human resources, we have located some functions within the private client offices so they are closer to the group directors and our clients. For example, most of our private client offices have a senior lender on location, who is part of our credit group, to assist the private client banking teams with the lending process. We have also invested in our information technology

infrastructure in recent years with the implementation of a new commercial loan servicing platform, a foreign exchange system, Signet, and a new commercial loan origination system. In addition, most of our private client offices have an investment group director or team that provides brokerage and/or insurance services, as necessary. We believe our existing infrastructure (physical and systems infrastructure, as well as people) can accommodate additional growth without substantial additional support area personnel or significant spending on technology and operations in the medium term.

***Be committed to a sound risk management process while focusing on profitability***

Risk management is an important element of our business. We evaluate the inherent risks that affect our business, including interest rate risk, credit risk, operational risk, regulatory risk, and reputation risk. We have a Chief Risk Officer whose responsibility is the oversight of our risk management processes. Additionally, members of our senior management group have significant experience in risk management, credit, operations, finance and auditing. We have put internal controls in place that help to mitigate the risks that affect our business. In addition, we have policies and procedures that further help mitigate risk and regulatory requirements that mandate that we evaluate, test and opine on the effectiveness of internal controls. No system of internal control or policies and procedures will ever totally eliminate risk. However, we believe that our risk management processes will help keep our risks to a manageable level.

***Maintain an appropriate balance between cost control, incentive compensation and business expansion initiatives***

We have established an internal approval process for capital and operating expenses. We maintain cost control practices and policies to increase efficiency of operations. A key expense for financial service companies is compensation. Controlling this expense is an important element in keeping overall expenses down. Our group directors and their teams receive base salaries and benefits; however, a significant portion of their compensation is variable and based upon the business they create (e.g., profit). This variable compensation model helps us control expenses as employees do not receive variable compensation unless revenue is generated. Virtually all expenditures (both current and capital) in excess of certain thresholds must be approved by a member of executive management and are reviewed and approved by our Purchasing and Capital Expenditures Committee, which includes our Chief Administrative Officer and our Chief Financial Officer.

We make extensive use of outsourcing to provide cost-effective operational support with service levels consistent with large-bank operations. We focus on our financial services business and have outsourced many of our key banking and brokerage systems to third-party providers. This has several advantages for an institution like ours, including the ability to cost-effectively utilize the latest technology to better serve, and stay focused on, the needs of our clients. Our key outsourcing partners include Fidelity Information Services and National Financial Services (the brokerage and investments systems division of Fidelity Investments). We maintain management oversight of these providers. Each of these providers was the subject of a due diligence investigation prior to their selection and continues to be reviewed on an on-going basis by our Third Party Risk Management team.

**Historical Developments**

We were incorporated as a New York State-chartered bank in September 2000. On April 5, 2001, our date of inception, we received approval to commence operations from the New York State Banking Department (known as the New York State Department of Financial Services or "DFS" as of October 3, 2011). Since commencing operations on May 1, 2001, the following subsequent historical developments have occurred in relation to our ownership and capital structure:

- We completed our initial public offering in March 2004 and a follow-on offering in September 2004. Our common stock trades on the Nasdaq Global Select Market under the symbol "SBNY."
- In March 2005, Bank Hapoalim B.M. sold its controlling stake in us in a secondary offering. After the offering, Bank Hapoalim beneficially owned 5.7% of our common stock on a fully diluted basis. Bank Hapoalim no longer owns any shares of our stock.
- In September 2008, we completed a public offering of 5,400,000 shares of our common stock generating net proceeds of \$148.1 million.
- In December 2008, we issued 120,000 shares of senior preferred stock (with an aggregate liquidation preference of \$120.0 million) and a warrant to purchase 595,829 common shares to the U.S. Treasury in the Troubled Asset Relief Program Capital Purchase Program (the "TARP Capital Purchase Program"), for an aggregate purchase price of \$120.0 million.
- In light of the restrictions of the American Recovery and Reinvestment Act of 2009, on March 31, 2009, we repurchased the 120,000 shares of preferred stock we issued to the U.S. Treasury for \$120.0 million plus accrued and unpaid dividends of \$767,000.
- In June 2009, we completed a public offering of 5,175,000 shares of our common stock generating net proceeds of \$127.3 million.
- In March 2010, the U.S. Treasury sold, in a public offering, a warrant to purchase 595,829 shares of our common stock that was received from us in the TARP Capital Purchase Program. All warrants were either exercised or expired as of the December 12, 2018 expiration date.

- In July 2011, we completed a public offering of 4,715,000 shares of our common stock generating net proceeds of \$253.3 million.
- In July 2014, we completed a public offering of 2,415,000 shares of our common stock generating net proceeds of \$295.8 million.
- In February 2016, we completed a public offering of 2,366,855 shares of our common stock generating net proceeds of \$318.7 million.
- In April 2016, the Bank issued \$260.0 million of subordinated debt to institutional investors.
- In August 2018, the Bank paid its inaugural quarterly cash dividend to common shareholders. The Bank declared and paid a quarterly cash dividend of \$0.56 per share, or a total of approximately \$30.0 million to \$35.3 million, each quarter since the third quarter of 2018. On January 13, 2023, the Bank declared its fourth quarter 2022 cash dividend of \$0.70 per share to be paid on or after February 10, 2023 to common stockholders of record at the close of business on January 27, 2023.
- In October 2018, the Bank's stockholders approved the repurchase of common stock from the Bank's shareholders in open market transactions in the aggregate purchase amount of up to \$500.0 million.
- On February 19, 2020, the Board of Directors approved an amendment to the stock repurchase program that restored the Bank's share repurchase authorization to an aggregate purchase amount of up to \$500.0 million from the \$220.9 million that was remaining under the original authorization as of December 31, 2019. The amended stock repurchase program was approved by the shareholders in April 2020. No common stock has been repurchased by the Bank since the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. To date the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million, and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022. On April 27, 2022, the stockholders approved the continuation of our share repurchase plan in an aggregate amount up to \$500.0 million.
- In November 2019, the Bank issued \$200.0 million of subordinated debt.
- On October 6, 2020, the Bank issued \$375.0 million of subordinated debt.
- On December 17, 2020, the Bank completed a public offering of 29,200,000 depository shares of preferred stock generating net proceeds of \$708.0 million.
- In February 2021, we completed a public offering of 4,025,000 shares of our common stock generating net proceeds of \$707.8 million.
- On March 30, 2021, the Bank paid a cash dividend of \$14.40 per share, or a total of \$10.5 million, to preferred shareholders. On June 30, 2021, September 30, 2021 and December 30, 2021, the Bank paid a cash dividend of \$12.50 per share to preferred shareholders, or a total of \$9.1 million per quarter. A cash dividend of \$12.50 or \$9.1 million was also paid for each of the first three quarters of 2022. On January 13, 2023, we declared a cash dividend of \$12.50 per share payable on March 30, 2023 to preferred shareholders of record at the close of business on March 17, 2023.
- In April 2021, the Bank redeemed its Variable Rate Subordinated Notes at a price of \$260.0 million.
- In July 2021, we completed a public offering of 2,875,000 shares of our common stock generating net proceeds of \$654.8 million.
- In January 2022, we completed a public offering of 2,100,000 shares of our common stock generating net proceeds of \$731.7 million.

On February 16, 2023, Signature Bank (the "Bank") announced that Co-founder, President and Chief Executive Officer Joseph J. DePaolo plans to transition into a newly created senior advisor role during 2023. Eric R. Howell, the Bank's current Chief Operating Officer, Senior Executive Vice President, and Director, will succeed Mr. DePaolo as President, effective March 1, 2023. Mr. DePaolo retains the Chief Executive Officer role and also will remain on the Bank's Board of Directors, subject to shareholder approval. In addition, Mr. Howell will continue serving as Chief Operating Officer and a member of the Board of Directors, subject to shareholder approval. Once Mr. DePaolo gradually completes his transition into this newly created advisory role, Mr. Howell will also be named Chief Executive Officer at that time.

## ***Products and Services***

### ***Business Clients***

We offer a full range of products and services oriented to the needs of our business clients, including:

- Deposit products such as non-interest-bearing checking accounts, money market accounts, and time deposits;
- Escrow deposit services;
- Cash management services;



- Commercial loans and lines of credit for working capital and to finance internal growth, acquisitions and leveraged buyouts;
- Fund banking products such as subscription lines of credit, management company lines of credit and general partner loans for private equity firms and their general partners;
- Equipment finance and leasing products, including equipment transportation, commercial marine, and national franchise financing and/or leasing, as well as sustainability related equipment, solar energy and other energy saving projects;
- Municipal finance and tax-exempt lending and leasing products to government entities;
- Mortgage warehouse lending;
- Venture banking products for technology and life science entrepreneurs throughout all stages of their life cycles;
- Asset-based lending;
- SBA loans;
- Credit card accounts;
- Foreign currency products (e.g., loans, spot transactions, etc.);
- Permanent real estate loans;
- Letters of credit;
- Green lending product to assist clients with reducing their negative impact on the environment through the financing of energy-efficient equipment and other sustainable solutions;
- Impact Certificate of Deposit for clients to deposit funds and these are reserved for investment in sustainable initiatives such as clean energy, organic food, and non-profit institutions;
- Investment products to help better manage idle cash balances, including money market mutual funds and short-term money market instruments;
- Business retirement accounts such as 401(k) plans;
- Business insurance products, including group health and group life products; and
- Signet – digital payments platform, which leverages blockchain technology, allowing our commercial clients to transact in a real-time and transparent manner.

### ***Personal Clients***

We offer a full range of products and services oriented to the needs of our high net worth personal clients, including:

- Interest-bearing and non-interest-bearing checking accounts, with optional features such as debit/ATM cards and overdraft protection and, for our top clients, rebates of certain charges, including ATM fees;
- Money market accounts and money market mutual funds;
- Time deposits;
- Personal loans, both secured and unsecured;
- Credit card accounts;
- Investment and asset management services; and
- Personal insurance products, including health, life and disability.

### ***Deposit Products***

The market for deposits continues to be very competitive. We primarily focus our deposit gathering efforts in the greater New York, Los Angeles and San Francisco metropolitan area markets, as well as Nevada, with money center banks, regional banks and community banks as our primary competitors. Beginning in 2019, we expanded our deposit gathering efforts to the West Coast with the opening of our first full-service private client banking office in San Francisco, and further, with the addition of the Specialized Mortgage Banking Solutions team. Since then, we on-boarded 33 private client banking teams in the Greater Los Angeles, Nevada, San Francisco and Central California markets. We distinguish ourselves from competitors by focusing on our target market: privately owned businesses, their owners and their senior managers, as well as private equity firms and their general partners. This niche approach, coupled with our relationship-banking model, provides our clients with a personalized service, which we believe gives us a competitive advantage.

We offer a variety of deposit products to our clients at interest rates competitive with other banks. Our business deposit products include commercial checking accounts, money market accounts, escrow deposit accounts, cash concentration accounts and other cash management products. Our personal deposit products include checking accounts, money market accounts and certificates of deposit. We also allow our personal and business deposit clients to access their accounts, transfer funds, pay bills and perform other account functions over the internet through ATMs, and/or via our mobile banking app.

The following table presents the composition of our deposit accounts as of the dates indicated:

	<b>December 31,</b>			
	<b>2022</b>		<b>2021</b>	
<i>(dollars in thousands)</i>	<b>Amount</b>	<b>Percentage</b>	<b>Amount</b>	<b>Percentage</b>
Personal demand deposit accounts (1)	\$ 1,581,012	1.78 %	1,996,840	1.88 %
Business demand deposit accounts (1)	29,919,547	33.78 %	42,068,163	39.64 %
Brokered demand deposit accounts (1)	11,841	0.01 %	298,212	0.28 %
Personal NOW	36,522	0.04 %	49,687	0.05 %
Business NOW	16,835,319	19.00 %	17,098,153	16.11 %
Brokered NOW	1,012,330	1.14 %	22,137	0.02 %
Rent security	381,665	0.43 %	333,914	0.31 %
Personal money market accounts	4,482,683	5.06 %	4,581,407	4.32 %
Business money market accounts	28,905,188	32.64 %	37,227,330	35.08 %
Brokered money market accounts	371,764	0.42 %	913,838	0.86 %
Personal time deposits	579,862	0.65 %	361,630	0.34 %
Business time deposits	2,063,802	2.33 %	1,170,691	1.10 %
Brokered time deposits	2,408,192	2.72 %	10,792	0.01 %
Total	\$ 88,589,727	100.00 %	106,132,794	100.00 %
Demand deposit accounts (1)	\$ 31,500,559	35.57 %	44,065,003	41.52 %
NOW	16,871,841	19.04 %	17,147,840	16.16 %
Money market accounts	33,769,536	38.12 %	42,142,651	39.71 %
Time deposits	2,643,664	2.98 %	1,532,321	1.44 %
Brokered deposits (2)	3,804,127	4.29 %	1,244,979	1.17 %
Total	\$ 88,589,727	100.00 %	106,132,794	100.00 %
Personal	\$ 6,680,079	7.54 %	6,989,564	6.59 %
Business	78,105,521	88.17 %	97,898,251	92.24 %
Brokered deposits (2)	3,804,127	4.29 %	1,244,979	1.17 %
Total	\$ 88,589,727	100.00 %	106,132,794	100.00 %

(1) Non-interest bearing.

(2) Includes non-interest bearing deposits of \$11.8 million and \$298.2 million as of December 31, 2022 and 2021, respectively.

## ***Lending Activities***

Our traditional commercial and industrial lending is generally limited to existing clients with whom we have or expect to have deposit and/or brokerage relationships in order to assist in monitoring and controlling credit risk. We target our lending to privately owned businesses, their owners and their senior managers, generally high net worth individuals who meet our credit standards. Since 2019, we have further expanded this target market to include private equity firms and their general partners to grow our fund banking business. Our credit standards are set by the Credit Committee of our Board of Directors (the "Credit Committee") with the assistance of our Chief Credit Officer and Chief Lending Officer, who are charged with ensuring that credit standards are met by loans in our portfolio. In addition, we have a credit authorization policy under which no single individual is authorized to approve a loan regardless of dollar amount. Smaller loans may be approved by concurring authorized officers. Larger loans require the approval of the Credit Committee. Our largest loan category requires the approval of our Board of Directors. Our credit standards for commercial borrowers reference numerous criteria with respect to the borrower, including historical and projected financial information, the strength of management, acceptable collateral and associated advance rates, and market conditions and trends in the borrower's industry. In addition, prospective loans are analyzed based on current industry concentrations in our loan portfolio to prevent an unacceptable concentration of loans in any particular industry. We believe our credit standards are similar to the standards generally employed by large nationwide banks in the markets we serve. We seek to differentiate ourselves from our competitors by focusing on and aggressively marketing to our core clients and accommodating, to the extent permitted by our credit standards, their individual needs. We generally limit unsecured lending for consumer loans to private banking clients who we believe demonstrate ample net worth, liquidity and repayment capacity.

We make loans that are appropriately collateralized under our credit standards. Approximately 98% of our funded loans are secured by collateral. Unsecured loans are typically made to individuals with substantial net worth.

### *Commercial and Industrial Loans*

At December 31, 2022, our funded C&I loans totaled approximately 54.8% of our total funded loans and primarily related to our fund banking portfolio.

Our Fund Banking Division provides subscription lines of credit, management company lines of credit, general partner loans and extensions of credit, specifically targeted to private equity firms and their general partners. These lines of credit generally have terms of three to five years and are predominantly floating rate facilities (e.g., LIBOR, Secured Overnight Financing Rate or "SOFR", etc.). The fund banking portfolio primarily consists of capital call lines of credit, which are revolving lines of credit to private investment funds used by the borrower to bridge their capital calls. Generally, the borrower is an investment fund limited partnership and associated loans are secured by a first lien on the right to make and receive capital calls, as well as the assets of the fund. Historically, these loans are some of the stronger underwritten loans in the banking industry. They have performed well during times of market and economic disruption, such as the 2008 credit crisis, and we did not receive a deferral request during the COVID-19 pandemic. Since launching the Fund Banking Division in 2018, our fund banking portfolio has grown significantly and it represented approximately 68% of our funded C&I loans as of December 31, 2022.

Our C&I loan portfolio is also comprised of lines of credit for working capital and term loans to finance equipment and other business assets, commercial overdrafts, as well as mortgage warehouse lending. This also includes loans extended to borrowers within the financial services industries include loans to finance working capital and equipment, as well as loans to finance investment and owner-occupied real estate. Our lines of credit for working capital are generally renewed on an annual basis and our term loans generally have terms of two to five years. C&I loans can be subject to risk factors unique to the business of each client. In order to mitigate these risks and better serve our clients, we seek to gain an understanding of the business of each client and the reliability of their cash flow, so that we can place appropriate value on collateral taken and structure the loan to maintain collateral values at appropriate levels. In analyzing credit risk, we generally focus on the business experience of our borrowers' management. We prefer to lend to borrowers with an established track record of loan repayment and predictable growth and cash flow. We also rely on the experience of our bankers and their relationships with our clients to aid our understanding of the client and its business. Our lines of credit typically are limited to a percentage of the value of the assets securing the line. Lines of credit are generally reviewed annually and are typically supported by accounts receivable, inventory and equipment. Depending on the risk profile of the borrower, we may require periodic aging of receivables, as well as borrowing base certificates representing current levels of inventory, equipment, and accounts receivable. Our term loans are typically also secured by the assets of our clients' businesses. Commercial borrowers are required to provide updated personal and corporate financial statements at least annually.

The following table presents information regarding the distribution of our C&I loans among the various industries we had concentrations in as of December 31, 2022:

<i>(dollars in thousands)</i>	<b>Loan Amount (1)</b>	<b>Percentage</b>
Financial Services	\$ 28,023,261	68.97 %
Professional Services	1,807,804	4.45 %
Transportation Services	1,573,574	3.87 %
Real Estate and Real Estate Management	1,410,679	3.47 %
Building and Construction Contractors	1,305,015	3.21 %
Manufacturing	1,130,214	2.78 %
Health Services	1,110,463	2.73 %
Accommodation and Food Services	633,773	1.56 %
Business Services	629,878	1.55 %
Wholesale Trade	533,967	1.31 %
Public Administration	517,588	1.27 %
Retail Trade	392,582	0.97 %
Private Households	345,928	0.85 %
Educational Services	270,849	0.67 %
Recreational Services	268,151	0.66 %
Audio/Video Services	186,314	0.46 %
Utilities	177,577	0.44 %
Automotive Services	113,537	0.28 %
Membership Organizations	72,203	0.18 %
Mining	50,358	0.12 %
Personal Services	40,777	0.10 %
Agriculture	40,554	0.10 %
<b>Total</b>	<b>\$ 40,635,046</b>	<b>100.00 %</b>

(1) Excludes Paycheck Protection Plan loans.

#### *Real Estate Loans*

Our real estate loan portfolio includes loans secured by commercial property, multi-family residential property, 1-4 family residential property, and acquisition, development and construction ("ADC"). We also provide temporary financing for commercial and residential property. Our permanent real estate loans generally have terms of up to ten years. We generally avoid longer term loans for commercial real estate held for investment. Our permanent real estate loans have both floating and fixed rates. Depending on the financial status of the borrower, we may require periodic appraisals of the property to verify the ongoing adequacy of the collateral. At December 31, 2022, funded real estate loans totaled approximately \$35.65 billion, representing approximately 48.0% of our total funded loans.

The following table shows the distribution of our real estate loans by collateral type as of December 31, 2022:

<i>(dollars in thousands)</i>	<b>Loan Amount</b>	<b>Percentage</b>
Multi-family residential property	\$ 19,511,293	54.73 %
Commercial property	14,050,583	39.41 %
Acquisition, development and construction loans	1,646,659	4.62 %
1-4 family residential property	389,886	1.09 %
Home equity lines of credit	55,203	0.15 %
<b>Total</b>	<b>\$ 35,653,624</b>	<b>100.00 %</b>

Substantially all of the real estate collateral for the loans in our portfolio is located within the New York metropolitan area. As a result, our financial condition and results of operations may be affected by changes in the economy and the real estate market of the New York metropolitan area. A prolonged period of economic recession or other adverse economic conditions in the New York metropolitan area may result in an increase in nonpayment of loans, a decrease in collateral value, and an increase in our ACLLL.

#### *Letters of Credit*

We issue standby or performance letters of credit, and can service the international needs of our clients through correspondent banks. At December 31, 2022, our commitments under letters of credit totaled \$850.4 million.

#### ***Investment and Asset Management Products and Services***

Investment and asset management products and services are provided through our subsidiary, Signature Securities. Signature Securities is a licensed broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Signature Securities is an introducing firm and, as such, clears its trades through National Financial Services, LLC, a wholly-owned subsidiary of Fidelity Investments. Signature Securities is also registered as an investment adviser. Our investment group directors work with our clients to define objectives, goals and strategies for their investment portfolios, whether our clients are looking for a relationship based provider or are looking for assistance with a particular transaction.

We offer a wide array of asset management and investment products, including the ability to purchase and sell all types of individual securities such as equities, options, fixed income securities, mutual funds, and annuities. We offer our clients an asset management program whereby we work with our clients to tailor their asset allocation according to their risk profile and then invest the client's assets either directly with a select group of high quality money managers, no load mutual funds, or a combination of both. We contract with a third party to perform investment manager due diligence for us on these money managers and mutual funds. We offer no proprietary products or services. We do not perform and we do not provide our clients with our own branded investment research. Instead, we have contracted with a number of third-party research providers and are able to provide our clients with traditional Wall Street research from a number of sources.

We also offer retirement products such as individual retirement accounts ("IRAs") and administrative services for retirement vehicles such as pension, profit sharing, and 401(k) plans to our clients. These products are not proprietary products.

Signature Securities offers wealth management services to our high net worth personal clients. Together with our client and their other professional advisors, including attorneys and certified public accountants, we develop a sophisticated financial plan that can include estate planning, business succession planning, asset protection, investment management, family office advisory services, bill payment, art and collectible advisory services and concentrated stock services.

#### ***SBA Loans and Pools***

We are an active participant in the SBA loan and SBA pool secondary market by purchasing, securitizing, and selling the guaranteed portions of SBA Section 7(a) loans. Most SBA Section 7(a) loans have adjustable rates and float at a spread to the prime rate and reset monthly or quarterly. SBA loans consist of a guaranteed portion of the loan and an un-guaranteed balance, which typically represents 25% of the original balance that is retained by the originating lender. The guaranteed portions of SBA loans are backed by the full faith and credit of the U.S. government and, therefore, have minimal credit risk and carry a 0% risk weight for capital purposes. At December 31, 2022, we had \$586.5 million in SBA loans held for sale, representing approximately 0.8% of our total funded loans, compared to \$386.8 million at December 31, 2021.

The Bank purchases, sells and assembles SBA loans and pools. We are one of the largest SBA pool assemblers in the United States. Our primary business in the SBA related transactions is to be an active participant in the SBA loan and pool secondary market by purchasing, securitizing and selling the government guaranteed portions of the SBA loans. Signature Bank is approved by the SBA as a pool assembler.

We purchase the guaranteed portion of SBA loans from various SBA lender clients. Once purchased, we typically warehouse the guaranteed loan for approximately 30 to 180 days. From this warehouse, we aggregate like SBA loans by similar characteristics into pools for securitization and sale to the secondary market. In order to meet the SBA's rate requirement, we may strip excess servicing from loans with different coupons to create a pool at a common rate. This has resulted in the creation of two assets: a par pool and excess servicing strips. Excess servicing represents the portion of the coupon stripped from a loan. At December 31, 2022, the carrying amount of our SBA excess servicing strip assets totaled \$221.6 million.

Guidehouse is the third party government appointed fiscal and transfer agent for the SBA's Secondary Market Program. As the designated servicer, Guidehouse provides transaction processing, record keeping and loan servicing functions, including document review and custody, payment collection and disbursement, and data collection and exchange for us.

In addition to the Bank's longstanding SBA business line which is active on the secondary market, during 2021, the Bank added an SBA lending team that originates SBA 504 and 7(a) loans. These loans are reported in Loans and leases in the Consolidated Statements of Financial Condition.

## **Insurance Services**

We offer our business and private clients a wide array of individual and group insurance products, including health, life, disability and long-term care insurance products through our subsidiary, Signature Securities. We do not underwrite insurance policies. We only act as an agent in offering insurance products and services underwritten by insurers that we believe are the best for our clients in each category.

## **Competition**

There is significant competition among commercial banking institutions in the New York, Los Angeles and San Francisco metropolitan areas, as well as Nevada. We compete with bank holding companies, national and state-chartered commercial banks, savings and loan associations, consumer finance companies, credit unions, securities brokerage firms, insurance companies, mortgage banking companies, money market mutual funds, asset-based non-bank lenders, and other financial institutions. Certain of these competitors may have substantially greater financial resources, lending limits and larger office networks than we do and may be able to offer a broader range of products and services than we can. Because we compete against larger institutions, our failure to compete effectively for deposits, loans, and other clients in our markets could cause us to lose market share, or slow our growth rate and could have a material adverse effect on our financial condition and results of operations.

The market for banking and brokerage services is extremely competitive and allows consumers to access financial products and compare interest rates and services from numerous financial institutions located across the United States. As a result, clients of all financial institutions, including those within our target market, are sensitive to competitive interest rate levels and services. Our future success in attracting and retaining client deposits depends, in part, on our ability to offer competitive rates and services. Competition with respect to the deposit rates we pay relative to the rates we obtain on our loans and other investments may put pressure on our profitability. Our clients are also particularly attracted to the level of personalized service we can provide. Our business could be impaired if our clients believe other banks provide better service or if they come to believe that higher deposit rates are more important to them than better service.

## **Marketplace**

The majority of our business is located in the New York metropolitan area. We believe the New York metropolitan area economy presents an attractive opportunity to further grow an independent financial services company oriented to the needs of the New York metropolitan area economic marketplace. The New York Metropolitan Statistical Area (“MSA”) is, by far, the largest market in the United States for bank deposits. The MSA of New York, Newark and Jersey City is – with approximately \$2.8 trillion in total deposits, as of June 30, 2022 – approximately three times larger than the second largest MSA in the U.S. (Dallas, Fort Worth and Arlington, Texas). We also operate in the Los Angeles and San Francisco MSAs, which represent the fourth and eighth largest markets in the U.S. at \$795.80 billion, and \$572.25 billion, respectively. In 2022, Signature expanded to the Las Vegas and Reno MSAs, which represent the 29th and 106th largest markets in the U.S. at \$118.24 billion and \$15.23 billion in deposits, respectively. The New York MSA is also home to the largest number of businesses with fewer than 500 employees in the nation.

As of December 31, 2022, we operated 40 private client offices in the New York metropolitan area, Connecticut, North Carolina, Nevada and California. These 40 offices housed a total of 136 private client banking teams. In 2019, we expanded our operations to the West Coast with the opening of our first full-service private client banking office in San Francisco and the addition of the Specialized Mortgage Banking Solutions team. In 2020, we opened four new private client banking offices and onboarded 13 private client banking teams in the Greater Los Angeles market place. In 2021, we on-boarded eight banking teams, including two in New York, four on the West Coast, as well as the Corporate Mortgage Finance team and the SBA origination teams. In 2022, we on-boarded 12 banking teams, including five in New York, seven on the West Coast, as well as the Healthcare Banking and Finance team. As part of the continuing development of our business strategy, we expect to add additional private client offices and private client banking teams in 2023. We believe these additional teams will allow us to expand our current operations and offices in the New York metropolitan area, Connecticut, North Carolina, Nevada and California.

## **Information Technology and System Security**

We rely on industry leading technology companies to deliver software, support and certain disaster recovery services. Our core banking application software (Demand Deposit, Savings, Commercial Loans, General Ledger, Teller, and Internet Banking) is provided by Fidelity Information Services.

Our information technology environment includes the Fidelity Information Services’ technology centers in Little Rock, Arkansas, Brown Deer, Wisconsin and Phoenix, Arizona. A combination of backup power generation, uninterruptible power systems and 24 hour a day monitoring of the facility perimeters, hardware, operating system software, network connectivity, and building environmental systems minimizes the risk of any serious outage or security breach. For disaster recovery purposes, full redundancy of the Little Rock and Brown Deer technology centers are provided through separate facilities located in Jacksonville, Florida and Wisconsin.

Our core brokerage systems are provided by and run at our clearing firm, National Financial Services, LLC, a subsidiary of Fidelity Global Brokerage Group, Inc. Our personnel connect to the system via both dedicated and internet based connections to National Financial Services in Boston, Massachusetts.

Our incident response and recovery plan comes under review and is tested every year. Processes are in place to continually detect, investigate, mitigate, and remediate cybersecurity incidents to reduce (if not entirely eliminate) any direct impact on essential bank operations. Our controls to protect the confidentiality, integrity, and availability of our environment are also audited and tested each year. We engage an appropriate third party to perform a SOX compliance audit and an information security controls review. An independent penetration-testing firm is engaged to challenge the Bank's environment for the adequacy of its controls. For more information regarding our cybersecurity program, see our 2022 Environmental and Social Impact Report at [investor.signatureny.com](http://investor.signatureny.com)

## **Employees and Human Capital Resources**

As of December 31, 2022, we employed approximately 2,243 full-time equivalent employees, 1,339 of whom were officers. None of our employees are represented by a collective bargaining agreement. We consider our relations with our employees to be good. As of December 31, 2022, our national team of colleagues is comprised of over 1,100 women and more than 1,000 men and is representative of a vastly diverse composition of nationalities, cultures, and affinities.

We encourage and support the growth and development of our employees and, wherever possible, seek to fill positions by promotion and transfer from within the organization. Continual learning and career development are advanced through annual performance and development conversations with employees, internally developed training programs, customized corporate training engagements and seminars, conferences, and other training events employees are encouraged to attend in connection with their job duties. In addition, we recognize that opportunities for career growth need to be ever present and supported by continuing education. We offer tuition reimbursement of up to \$10,000 per year to eligible colleagues pursuing degrees that are required or related to their current positions, as determined by human resources. Additionally, we are launching new initiatives to broaden our diversity through internship programs and talent acquisition strategies, as well as offering opportunities for greater career development through training and mentorship programs for current colleagues.

Our human capital objectives include attracting, training, motivating, rewarding and retaining our employees. The safety, health and wellness of our employees is a top priority. As a result, we appointed a Vice President – Talent Acquisition Manager and filled the newly created role of Talent Diversity Program Manager to support our efforts to build a more diverse, inclusive family of colleagues. We also created and filled the new role of Learning and Development Manager to guide and assist our colleagues in building their skills sets and advancing their careers at Signature. Furthermore, we actively promoted acknowledgment, awareness, and education regarding different cultures through Bank-wide colleague communications, special events, and participation in personal experience sharing initiatives. Additionally, on an ongoing basis, we promote the health and wellness of our employees by encouraging work-life balance, offering flexible work schedules, and keeping the employee portion of health care premiums to a minimum. As a result of the COVID-19 pandemic, many of our employees now work in a hybrid environment working in office and remotely from their homes.

Our award winning wellness program has earned top accolades from our health insurance partner, Cigna. The Bank was again recognized in 2022 achieving Gold Level status of the 2022 Cigna Healthy Workforce Designation. This marks the eighth consecutive year the Bank received Cigna's top award (formerly known as the Cigna Well-Being Award). Award winners are recognized across various categories, with the top awards bestowed for comprehensive, well-rounded well-being programs that address whole-person health (physical, emotional, environmental, financial, and social well-being). We launched our wellness program in 2007, which addresses an array of financial, physical and emotional subjects, and this program has resulted in greater health and productivity of our workforce and business. Since employee health and well-being are among our highest priorities, in 2019, the Bank used savings from regulatory relief (the rollback of certain Dodd-Frank Act provisions in Senate Bill 2155) to subsidize healthcare premiums for our colleagues. As an additional cost-saving benefit, we make generous contributions to our colleagues' Healthcare Savings Accounts (HSA), providing assistance to defray the impact of deductibles.

We recognize diversity and inclusion are critical to the success of any organization. Diversity and inclusion initiatives are a priority for us, and these initiatives permeate every aspect of our institution, including our corporate culture, client-facing teams, and human capital objectives. All levels of management, as well as our human resources colleagues, are committed to inclusion efforts and work closely with local partners to recruit diversified talent. We are also committed to improving opportunities for veterans and transitioning service men and women. During 2020, we hired a Chief Corporate Social Impact Officer and formed a Social Impact Committee of our Board of Directors responsible for enhancing our diversity and inclusion initiatives and further integrating these initiatives into our culture to foster a more diverse, stronger and inclusive workforce.

Employee retention helps us operate efficiently and achieve one of our business objectives, which is being a high-level service provider. We believe our commitment to our core values (excellence, authentic leadership, entrepreneurial spirit, results-driven engagement, commitment, trust, respect and integrity) as well as actively prioritizing concern for our employees' well-being, supporting our employees' career goals, offering competitive wages and providing valuable fringe benefits aids in the retention

of our top-performing employees. For more information on the Bank's employees and human capital resources, see our Environmental and Social Impact Report, as well as our Proxy Statement for the Annual Meeting at [investor.signatureny.com](http://investor.signatureny.com)

## **Volunteerism**

Community service and engagement are at the core of our commitment to corporate social responsibility. To this end, there are many activities in which our management, Board of Directors, and Bank colleagues are engaged. Our Corporate Incentive for Volunteering in the Community ("CIVIC") Program is designed to encourage colleagues to volunteer personal time to assist a variety of community-based organizations. In exchange, we offer paid time off for certain eligible volunteer projects within the community. Participating colleagues have contributed hundreds of hours of service to not-for-profit organizations that have benefited from their experience. Our approach is based on forming strategic partnerships to meet the credit, deposit, investment, and insurance needs of individuals, businesses, municipalities, and community-based organizations representing underserved areas. In addition, we provide technical assistance, training, and grants to qualifying individuals and community-based not-for-profit organizations. Our community development initiatives include, among others, investment workshops led by Bank colleagues who volunteer their time to educate low- to moderate-income individuals and veterans about money management, investments, and more. We will continue to support and strengthen the communities in which we live and work, broadening the reach of our financial literacy and scholarship programs, as well as engaging more of our colleagues to give back in their own way.

## **Regulation and Supervision**

The following is a general summary of the material aspects of certain statutes and regulations applicable to Signature Bank and its subsidiaries. These summary descriptions are not complete, and you should refer to the full text of the statutes, regulations, and corresponding guidance for more information. These statutes and regulations are subject to change, and additional statutes, regulations, and corresponding guidance may be adopted. We are unable to predict these future changes or the effects, if any, that these changes could have on the business, revenues, and results of Signature Bank and its subsidiaries.

As a state-chartered bank, the deposits of which are insured by the FDIC, we and our subsidiaries are subject to a comprehensive system of bank supervision administered by federal and state banking agencies. Because we are chartered under the laws of the State of New York, the New York State Department of Financial Services is our primary regulator.

We are also subject to the laws and regulations of the other states in which we do business. The FDIC is our primary prudential federal banking regulator because we are not a member of the Federal Reserve. We also are subject to enforcement and rulemaking authorities of the Bureau of Consumer Financial Protection ("CFPB") for financial products and services under its jurisdiction. These regulators oversee our compliance with applicable federal, New York and other state laws and regulations governing our activities, operations, and business. We are not controlled by a parent holding company, which would be subject to primary federal supervision by the Federal Reserve as a bank holding company. As a bank without a bank holding company and with less than \$250 billion in total consolidated assets, a relatively simple capital and corporate structure, and a traditional lending and deposit-taking business model, Signature Bank in certain respects is subject to somewhat less burdensome federal bank regulatory requirements than larger banks with more complex structures and activities and banks that are subsidiaries of bank holding companies. We are, however, subject to the disclosure and regulatory requirements of the Securities Exchange Act of 1934, as administered by the FDIC, certain investment advice rules promulgated by the Department of Labor ("DOL"), and the rules adopted for The Nasdaq Stock Market LLC that are applicable to listed companies.

The primary purpose of the U.S. system of bank supervision is to ensure the safety and soundness of banks in order to protect depositors, the FDIC insurance fund, and the financial system generally. It is not primarily intended to protect the interest of shareholders. Thus, if we were to violate banking law and regulations, including engaging in unsafe or unsound practices, we could be subject to enforcement actions and other sanctions that could be detrimental to shareholders. See "Risk Factors—We are subject to significant government regulation."

## **Safety and Soundness Regulation**

New York law governs our authority to engage in deposit-taking, lending, investing, and other activities. New York law also imposes restrictions intended to ensure our safety and soundness, including limitations on the amount of money we can lend to a single borrower (generally, 15% of capital; 25% if the loan is secured by certain types of collateral), prohibitions on engaging in activities such as investing in equity securities or non-financial commodities, and prohibitions on making loans secured by our own capital stock.

The federal banking agencies have also adopted guidelines establishing safety and soundness standards for all insured depository institutions. The safety and soundness guidelines relate to our internal controls, information systems, internal audit systems, loan underwriting and documentation, compensation, and interest rate exposure. The standards assist the federal banking agencies with early identification and resolution of problems at insured depository institutions. If we were to fail to meet these standards, the FDIC could require us to submit a compliance plan and take enforcement action if an acceptable compliance plan were not submitted.



The Dodd-Frank Act as amended by the Economic Growth Act, provides the federal banking agencies with additional latitude to monitor the systemic safety of the financial system and take responsive action, which have, and could continue to include, imposing restrictions on the business activities of the Bank. In addition, the Dodd-Frank Act authorized the federal regulators to impose various new assessments and fees, which impacted the Bank's operational costs. The FDIC's special assessment was enacted in connection with the increase of the minimum for the Deposit Insurance Fund ("DIF") reserve ratio to 1.35%, which was reached in September 2018; however, after the DIF Reserve ratio declined in 2022, the FDIC adopted a final rule in October 2022, revising the assessment rate schedule in order to increase the DIF reserve ratio to 1.35% by September 2028. See "Regulation and Supervision—Deposit Premiums and Assessments."

The FDIC, as a supervisory matter, expects us to have governance, internal control, compliance, and supervisory programs consistent with our size and activities. As of December 31, 2022, the Bank reported \$110.36 billion in total consolidated assets. As the Bank grows in size and we expand the scope of our operations, the FDIC will generally expect us to develop and implement enhanced governance, internal control, compliance, and supervisory programs, to implement banking regulations that apply to an institution of our size or structure, and to incur the costs to implement, staff, and maintain those programs. For instance, under the Tailoring Rules as adopted under the FDIC's regulations, an insured depository institution without a holding company that is a Category III or Category II banking organization (i.e., \$250 billion or more in total assets, or \$100 billion in total assets and \$75 billion or more in nonbank assets, off-balance sheet exposure, weighted short-term wholesale funding based on a four-quarter trailing average; if the Bank has \$75 billion or more in cross-jurisdictional activities, also based on a four-quarter trailing average, it will be considered a Category II banking organization), is subject to certain enhanced prudential standards under the FDIC's regulations, including Supplementary Leverage Ratio ("SLR"), Liquidity Coverage Ratio ("LCR"), and Net Stable Funding Ratio ("NSFR") requirements, as well as CCYB requirements in addition to capital conservation buffer requirements (however, the CCYB amount is currently zero). Pursuant to the Economic Growth Act, Signature Bank will not be subject to Dodd-Frank Act stress testing requirements ("DFAST") until it accumulates \$250 billion in total consolidated assets, based on a four-quarter trailing average. See "—Capital Planning and Stress Testing." However, the Bank will continue to perform capital stress testing on a situational and idiosyncratic basis, such as during our annual capital planning and budgeting processes.

As noted in the Risk Factors section below, with the Economic Growth Act, Congress raised the threshold for the mandatory applicability of Dodd-Frank Act enhanced prudential standards, and authorizes the Federal Reserve to apply enhanced prudential standards on a tailored basis to bank holding companies with total consolidated assets of \$100 billion or more to address financial stability risks or safety and soundness concerns. The regulatory relief extended under the Economic Growth Act and its implementing regulations with respect to bank holding companies with less than \$250 billion in total consolidated assets may ultimately impact the FDIC's supervisory expectations with respect to banks of our asset size that do not have a holding company in order to avoid unnecessary burdens for depository institutions and to ensure consistency with the regulatory treatment of bank holding companies of a similar asset size. We reported over \$100 billion in total assets as of September 30, 2021, and as the bank continues to report total assets in excess of \$100 billion, we expect that the FDIC's supervisory expectations of the Bank will continue to evolve in the interest of ensuring consistent regulatory treatment among banking organizations of similar size and complexity.

Under Section 165 of the Dodd-Frank Act, bank holding companies with \$250 billion or more in total consolidated assets are required to submit resolution plans (referred to as "living wills") under the joint regulations of the Federal Reserve and FDIC. The Bank, as a bank without a holding company that is not considered a G-SIB or otherwise designated as a systemically important financial institution, is not covered by the Dodd-Frank Act living wills requirements as implemented by the FDIC and Federal Reserve. However, the FDIC requires resolution plans (also referred to as "contingency plans") from insured depository institutions with \$100 billion or more in total consolidated assets under its Covered Insured Depository Institution ("CIDI" Rule). When the FDIC first adopted the CIDI Rule in 2012, it applied to insured depository institutions with \$50 billion or more in total consolidated assets in order to be consistent with the original asset threshold for the applicability of enhanced prudential standards to bank holding companies with \$50 billion in total assets. However, after the asset threshold for the applicability of enhanced prudential standards under the Dodd-Frank Act was raised from \$50 billion to \$250 billion under the Economic Growth Act, in April 2019 the FDIC issued an advanced notice of proposed rulemaking ("ANPR") seeking comments on its resolution plan requirements for insured depository institutions under the CIDI Rule and delayed submission of any resolution plans until completion of the rulemaking. In January 2021, the FDIC issued a statement that it would resume resolution plan requirements for insured depository institutions with \$100 billion in total consolidated assets, and on June 25, 2021, the FDIC issued a statement with a modified approach for resolution plan requirements under its CIDI Rule for such insured depository institutions. The Bank surpassed the \$100 billion total asset mark in the third quarter of 2021 and will be required to submit a resolution plan when it has \$100 billion or more in total assets as determined based upon the average of its four most recent Federal Financial Institutions Examination Council Consolidated Reports of Condition and Income Form 031 ("Call Reports"). Submissions are on a three-year cycle, and we were notified by the FDIC in March 2022 that we are required to submit our initial resolution plan on or before June 30, 2023. We are actively working towards completion of our initial resolution plan and fully expect to submit our plan to the FDIC by the required date.

On October 24, 2022, the FDIC and the Federal Reserve issued an ANPR seeking comment on whether the agencies should impose Total Loss Absorbing Capacity, Long-Term Debt, and other resolvability requirements that currently apply to G-SIBs to large banking organizations under the agencies joint resolution plan requirements for bank holding companies and the FDIC's CIDI Rule for large insured depository institutions without a holding company. Whether a rulemaking will be proposed and adopted is uncertain at this time.

Federal law generally limits the activities conducted as a principal, and the equity investments of state-chartered banks insured by the FDIC to those that are permissible for national banks, unless authorized by rule or individual order by the FDIC. Under the FDIC's regulations dealing with equity investments, an insured state bank generally may not, directly or indirectly, acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank. An insured state bank is not prohibited from, among other things: (i) acquiring or retaining a majority interest in a subsidiary that is engaged in permissible activities; (ii) investing as a limited partner in a partnership the sole purpose of which is direct or indirect investment in the acquisition, rehabilitation, or new construction of a qualified housing project, provided that such limited partnership investments may not exceed 2% of the bank's total assets; (iii) acquiring up to 10% of the voting stock of a company that solely provides or reinsures liability insurance for directors, trustees or officers, or blanket bond group insurance coverage for insured depository institutions; and (iv) acquiring or retaining the voting shares of a depository institution if certain requirements are met. The FDIC may, in certain cases, approve of a bank's direct or indirect conduct of otherwise impermissible activities, provided that the activity is permissible under applicable state law. For instance, an insured state bank may establish a subsidiary to engage in an activity that generally is not permissible for the parent bank, such as owning and investing in equity securities as principal, provided that the activity does not propose a significant risk to the DIF and the bank is in compliance with applicable regulatory capital standards. Signature Bank has been authorized by an FDIC order to invest to a limited degree in such an equity investment subsidiary.

### ***Restrictions on Dividends and Other Distributions***

The Bank has declared and paid a quarterly cash dividend of \$0.56 per share, or approximately \$30.0 to \$35.3 million, each quarter beginning with the third quarter of 2018 through the fourth quarter of 2022. On January 13, 2023, the Bank declared a cash dividend of \$0.70 per share, an increase of \$0.14 per share, payable on or after February 10, 2023 to common stockholders of record at the close of business on January 27, 2023. The Bank also declared a cash dividend of \$12.50 per share of its Series A Preferred Stock payable on or after March 30, 2023 to preferred stockholders of record at the close of business on March 17, 2023.

Payments of dividends on our common stock, and on the Series A Preferred Stock, may be subject to the prior approval of the DFS and of the FDIC. Under New York law, we are prohibited from declaring a dividend so long as there is any impairment of our capital stock. In addition, we would be required to obtain the approval of the DFS if the total of all our dividends declared in any calendar year would exceed the total of our net profits for that year combined with retained net profits of the preceding two years, less any required transfer to surplus or a fund for the retirement of any preferred stock. We would also be required to obtain the approval of the FDIC prior to declaring a dividend if after paying the dividend we would be undercapitalized, significantly undercapitalized, or critically undercapitalized. See "—Prompt Corrective Action and Enforcement Powers." In addition, the FDIC has stated that excessive dividends can negate strong earnings performance and result in a weakened capital position and that dividends generally can be disbursed, in reasonable amounts, only after losses are eliminated and necessary reserves and prudent capital levels are established.

Since 2018 the Bank has maintained a common stock repurchase program, which allows the Bank to repurchase common stock from shareholders in the open market. Amendments to the program, including the duration of the program and the dollar amount of the shares that can be repurchased, are subject to regulatory and shareholder approval. No common stock has been repurchased by the Bank since the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. To date the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million, and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022. On April 27, 2022, the stockholders approved the continuation of our share repurchase plan in an aggregate amount up to \$500.0 million.

Any future determination to pay dividends or repurchase shares will be at the discretion of our Board of Directors and will be dependent upon then-existing conditions, including our financial condition and results of operations, capital requirements, commercial real estate concentration, contractual restrictions, business prospects and other factors that the Board of Directors considers relevant.

### ***Capital and Related Requirements***

We are subject to comprehensive capital adequacy requirements intended to protect against losses that we may incur. FDIC capital adequacy regulations, which implement the "Basel III" regulatory capital reforms and changes required by the Dodd-Frank Act, require that we maintain a minimum ratio of qualifying total capital to total risk-weighted assets (including off-balance sheet items) of 6%, and a ratio of Tier 1 capital to total risk-weighted assets of 8%. Tier 1 capital is generally defined as the sum of core capital elements less goodwill and certain other deductions. Core capital includes common shareholders' equity, non-cumulative perpetual preferred stock, and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital, a limited amount of allowances for credit losses, perpetual preferred stock, and subordinated debt. At December 31, 2022, our total risk-based capital ratio was 12.32%, and our Tier 1 risk-based capital ratio was 11.20%. We are also required to maintain a minimum leverage capital ratio—the ratio of Tier 1 capital (net of intangibles) to adjusted total assets—of 4%. At December 31, 2022, our leverage capital ratio was 8.79%. In addition, we must maintain a minimum common equity tier 1 capital ratio of 4.50%. Common equity Tier 1 capital is a subset of Tier 1 capital that, for us, consists of common stock instruments that meet the eligibility criteria in FDIC regulations, retained earnings, accumulated other

comprehensive income (loss) ("AOCI") and common equity Tier 1 minority interest. At December 31, 2022, our common equity Tier 1 capital ratio was 10.41%.

The FDIC's final capital rules establish a "capital conservation buffer" requirement above the regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital. The capital conservation buffer was phased in over time and currently is 2.5%. In consideration of the capital conservation buffer requirement, the following effective minimum capital ratios currently apply: (i) a common equity Tier 1 capital ratio (plus capital conservation buffer) of 7.0%, (ii) a Tier 1 capital ratio (plus capital conservation buffer) of 8.5%, and (iii) a total capital ratio (plus capital conservation buffer) of 10.5%. Under these regulations, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if their capital levels fall below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

Basel III provided discretion for regulators to impose an additional buffer, the "countercyclical buffer," of up to 2.5% of common equity Tier 1 capital to take into account the macro-financial environment and periods of excessive credit growth. However, the regulations apply the countercyclical buffer only to "advanced approaches banking organizations" and Category III banking organizations (i.e., banking organizations with \$250 billion or more in total assets or \$100 billion or more in total consolidated assets and \$75 billion or more in short-term wholesale funding, non-bank assets, off-balance sheet exposures, or cross-jurisdictional activities), which currently excludes Signature Bank. The regulations also implement revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that will no longer qualify as Tier 1 capital, some of which will be phased out over time.

Based on our current capital composition and levels, we believe that we are in compliance with the requirements as set forth in the final rules as they are presently in effect.

Through subsequent rulemaking the federal banking agencies provided certain forms of relief from the capital rules for banking organizations that are not subject to the capital rules' advanced approaches, such as our Bank. For instance, non-advanced approaches banking organizations are permitted to apply a simpler regulatory capital treatment for mortgage servicing assets ("MSAs"); certain deferred tax assets ("DTAs") arising from temporary differences that could not be realized through net operating loss carrybacks; investments in the capital of unconsolidated financial institutions other than those currently applied; and capital issued by a consolidated subsidiary of a banking organization and held by third parties (often referred to as minority interest) that is includable in regulatory capital. Specifically, certain provisions of the capital rules have been eliminated in respect of non-advanced approaches institutions, including: (i) the capital rule's 10.0% common equity tier 1 capital deduction threshold that applies individually to MSAs, temporary difference DTAs, and significant investments in the capital of unconsolidated financial institutions in the form of common stock; (ii) the aggregate 15.0% common equity tier 1 capital deduction threshold that subsequently applies on a collective basis across such items; (iii) the 10.0% common equity tier 1 capital deduction threshold for non-significant investments in the capital of unconsolidated financial institutions; and (iv) the deduction treatment for significant investments in the capital of unconsolidated financial institutions not in the form of common stock. Accordingly, the capital rule does not have distinct treatments for significant and non-significant investments in the capital of unconsolidated financial institutions, but instead requires that non-advanced approaches banking organizations deduct from common equity tier 1 capital any amount of MSAs, temporary difference DTAs, and investments in the capital of unconsolidated financial institutions that individually exceeds 25.0% of common equity tier 1 capital.

On March 27, 2020, the Federal Reserve, FDIC and Office of the Comptroller of the Currency ("OCC") issued an interim final rule that delays the estimated impact on regulatory capital stemming from the implementation of the Current Expected Credit Loss ("CECL") for a transition period of up to five years, and we elected to utilize this five-year transition period option.

The Basel Committee on Banking Supervision published the last version of the Basel III accord, generally referred to as "Basel IV" or "Basel III-endgame" in December 2017. The Basel Committee stated that a key objective of the revisions incorporated into the framework is to reduce excessive variability of risk-weighted assets, which will be accomplished by: enhancing the robustness and risk sensitivity of the standardized approaches for credit risk and operational risk—which will facilitate the comparability of banks' capital ratios; constraining the use of internally modelled approaches; and complementing the risk-weighted capital ratio with a finalized leverage ratio and a revised and robust capital floor. Leadership of the federal banking agencies, who are tasked with implementing Basel IV, have supported the revisions, the agencies have publicly stated intentions to introduce a rulemaking in 2023 to incorporate the Basel III-endgame revisions into the existing regulatory capital framework described above. The timing, and potential impact on the Bank, of the anticipated rulemaking is uncertain at this time.

### ***Government and Regulatory Response to the COVID-19 Pandemic***

The COVID-19 pandemic has caused extensive disruptions to the global economy, to businesses, and to the lives of individuals throughout the world. Congress took significant action to address these disruptions, including by passing the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), a \$2.2 trillion economic stimulus bill, and the Economic Aid to Hard-Hit Small Businesses, Nonprofits and Venues Act (the "Economic Aid Act"). There have also been a number of regulatory actions intended to help mitigate the adverse economic impact of the COVID-19 pandemic on borrowers, including several mandates from the bank regulatory agencies, requiring financial institutions to work constructively with borrowers affected by the COVID-19 pandemic. Many of these actions were temporary and have expired; however, certain aspects of the regulatory framework that were modified as a result of the pandemic remain in effect. For example, in response to the

pandemic, the Federal Reserve implemented an interim final rule allowing banks to suspend enforcement of the six-transfer limit on convenient transfers from savings deposits under Regulation D in order to permit customers to make an unlimited number of convenient transfers and withdrawals amid pandemic-related financial disruptions and uncertainty. This amendment since has been adopted on a permanent basis.

In addition, also in response to the pandemic, the federal banking agencies issued an interim final rule revising the definition of “eligible retained income” for banking organizations subject to the capital rules. To reduce the likelihood of significant limitations on banking organizations’ capital distributions in light of COVID-19-related reductions in capital ratios, the interim final rule amended the definition of “eligible retained income” as the greater of (1) a banking organization’s net income for the four preceding calendar quarters, net of any distributions and associated tax effects not already reflected in net income, and (2) the average of a banking organization’s net income over the preceding four quarters. A final rule making this interim rule permanent was adopted on August 26, 2020.

Further, the Economic Aid Act reopened the PPP to certain businesses that satisfy applicable eligibility criteria. The PPP, originally established under the CARES Act and extended under the Coronavirus Response and Relief Supplemental Appropriations Act of 2021, authorized financial institutions to make federally-guaranteed loans to qualifying small businesses and non-profit organizations. The PPP ended in accordance with its terms on May 31, 2021; however, outstanding PPP loans continue to go through the process of either obtaining forgiveness from the SBA or pursuing claims under the SBA guaranty.

### ***Prompt Corrective Action and Enforcement Powers***

We are also subject to FDIC regulations that apply to every FDIC-insured commercial bank and thrift institution, a system of mandatory and discretionary supervisory actions that generally become more severe as the capital levels of an individual institution decline. The regulations establish five capital categories for purposes of determining our treatment under these prompt corrective action (“PCA”) provisions: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” or “critically undercapitalized.” As of December 31, 2022, the Bank’s capital ratios exceeded the minimum ratios established for a “well capitalized” institution.

Under the current PCA capital category definitions, we will be categorized as “well capitalized” if we (i) have a total risk-based capital ratio of 10.0% or greater; (ii) have a Tier 1 risk-based capital ratio of 8.0% or greater; (iii) have a common equity Tier 1 risk-based capital ratio of 6.5% or greater; (iv) have a leverage ratio of 5.0% or greater; and (v) are not subject to any written agreement, order, capital directive, or PCA directive issued by the FDIC to meet and maintain a specific capital level.

We will be categorized as “adequately capitalized” if we have (i) a total risk-based capital ratio of 8.0% or greater; (ii) a Tier 1 risk-based capital ratio of 6.0% or greater; (iii) a common equity Tier 1 capital ratio of 4.5% or greater; and (iv) a leverage ratio of 4.0% or greater (3.0% if we are rated in the highest supervisory category).

We will be categorized as “undercapitalized” if we have (i) a total risk-based capital ratio that is less than 8.0%; (ii) a Tier 1 risk-based capital ratio that is less than 6.0%; (iii) a common equity Tier 1 capital ratio that is less than 4.5%; or (iv) a leverage ratio that is less than 4.0%.

We will be categorized as “significantly undercapitalized” if we have (i) a total risk-based capital ratio that is less than 6.0%; (ii) a Tier 1 risk-based capital ratio that is less than 4.0%; (iii) a common equity Tier 1 capital ratio that is less than 3.0%; or (iv) a leverage ratio that is less than 3.0%.

We will be categorized as “critically undercapitalized” and subject to provisions mandating appointment of a conservator or receiver if we have a ratio of “tangible equity” to total assets that is 2.0% or less. “Tangible equity” generally includes core capital plus cumulative perpetual preferred stock.

In addition to measures taken under the PCA provisions, insured banks may be subject to potential actions by the federal regulators for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation or any condition imposed in writing by the agency or any written agreement with the agency. Enforcement actions may include the issuance of cease and desist orders, the imposition of civil money penalties, the issuance of directives to increase capital, formal and informal agreements, or removal and prohibition orders against “institution-affiliated” parties, and termination of insurance of deposits. The DFS also has broad powers to enforce compliance with New York laws and regulations. The DFS and/or the FDIC examine us periodically for safety and soundness and for compliance with applicable laws.

### ***Capital Planning and Stress Testing***

As discussed above, the Economic Growth Act raised the asset threshold for required Dodd-Frank Act Stress Tests (i.e., DFAST) from \$10 billion to \$250 billion for insured depository institutions and bank holding companies and made the requirement “periodic” rather than “annual.” The Federal Reserve continues to require bank holding companies with \$100 billion in total consolidated assets to submit annual capital plans and subjects bank holding companies to periodic supervisory stress testing under its Comprehensive Capital Analysis and Review (“CCAR”). However, as a depository institution without a holding company, the Bank is not subject to Federal Reserve supervision or CCAR. Nonetheless, the FDIC along with the Federal Reserve and OCC have indicated through interagency guidance that the capital planning and risk management

practices of institutions will continue to be reviewed through the regular supervisory process. The Bank will continue to perform capital stress testing on a situational and idiosyncratic basis, such as during our annual capital planning and budgeting processes.

The Dodd-Frank Act also required the FDIC, in coordination with federal financial regulatory agencies, to issue regulations establishing methodologies for stress testing that provide for at least three different sets of conditions, including baseline, adverse, and severely adverse, and which require banks to publish a summary of the results of the stress tests. As discussed above, these requirements were modified in certain aspects by the Economic Growth Act and its implementing regulations. Under its stress testing regulations, the FDIC requires a bank subject to the rule to assess the quarterly impact of stress scenarios on the bank's capital over a horizon of nine quarters. While the Bank will not be subject to DFAST stress testing until it reports \$250 billion or more in total consolidated assets, based on a four-quarter trailing average, the Bank has developed a process to comply with the stress testing requirements. This process involves the input of Senior Management, Risk Management, and Finance. The Risk Committee of the Board of Directors receives quarterly updates as to the progress and challenges in complying with this new regulatory requirement.

Although Signature Bank will continue to monitor and stress test its capital in a manner consistent with the safety and soundness expectations of the federal banking agencies and in accordance with applicable internal processes, due to the above-described changes to the DFAST requirements, Signature Bank will no longer be required to file and report annual company-run stress tests until the minimum asset threshold is reached.

### ***The Volcker Rule***

Section 619 of the Dodd-Frank Act, known as the "Volcker Rule," prohibits (subject to certain exceptions) banks and their affiliates from engaging in short-term proprietary trading in securities and derivatives and from investing in and sponsoring certain unregistered investment companies defined in the rule as "covered funds" (including not only such things as hedge funds, commodity pools and private equity funds, but also a range of asset securitization structures that do not meet exemptive criteria in the final rules). The federal banking agencies, the SEC and the Commodity Futures Trading Commission ("CFTC") adopted interagency regulations implementing the Volcker rule in December 2013. Under the interagency regulations, banking organizations and their subsidiaries and affiliates (defined as "banking entities") were required to conform their activities and investments to the Volcker Rule and the interagency regulations by July 21, 2015. Under the interagency regulations, bank holding companies and banks are also required to develop compliance and control programs, including board of directors oversight, appropriate for the size of the banking organization and the types and complexity of its activities.

In 2018, the Economic Growth Act, created an exemption under the Volcker Rule for "banking entities" with fewer than \$10 billion in total consolidated assets that also do not exceed certain trading asset and trading liability thresholds. Signature Bank has assets in excess of \$10 billion and therefore does not benefit from this general exemption. The Economic Growth Act also amended the Volcker Rule's restriction on sponsoring hedge funds and private equity funds to permit such funds to share the name or a variation of the same name of the banking entity that is an investment adviser to the fund provided that (1) the investment adviser is not a bank, bank holding company or a foreign banking organization that is treated as a bank holding company under the International Banking Act of 1978, (2) the investment adviser does not share the same name, or a variation of the same name, as a bank, bank holding company or a foreign banking organization that is treated as a bank holding company under the International Banking Act of 1978, and (3) the name does not contain the word "bank." In July 2019, the federal banking agencies, the SEC and the CFTC adopted a final rule implementing these changes.

In October 2019, the agencies adopted a final rule modifying the Volcker Rule's implementing regulations to impose certain simplified and streamlined compliance requirements. Among other things, the final rule: (i) revises the regulatory definition of "trading account" by establishing a new presumption regarding the application of the "short-term intent" prong of the definition, clarifying that firms that are subject to the "market risk capital rule" prong are not subject to the short-term intent prong, and allowing firms to opt into the market risk rule prong; (ii) revises the regulatory definition of "trading desk" by adopting a multifactor definition based on the same criteria typically used to establish trading desks for other operational, management, and compliance purposes; (iii) revises the exclusion from the regulatory definition of "proprietary trading" for liquidity management and adopts several new exclusions (including those for error trades and error-correcting trades, customer-driven matched swap transactions, mortgage servicing assets and mortgage servicing rights hedging activities, and purchasing or selling financial instruments that would not be accounted for as trading assets or liabilities on applicable reporting forms); (iv) streamlines applicable exemptions for underwriting and market-making related activities, risk-mitigating hedging activities, and activities conducted solely outside the United States; (v) tailors compliance program obligations based principally on trading assets and liabilities and eliminates the CEO attestation requirement for all banking entities except those with significant trading assets and liabilities (firms with \$20 billion or more in trading assets and liabilities will be subject to heightened compliance requirements); and (vi) revises the metrics reporting obligation requirements to eliminate certain metrics, require reporting on a quarterly schedule, and to apply only to banking entities that have significant trading assets and liabilities. The final rule became effective on January 1, 2020 and the compliance date for the final rule was January 1, 2021.

Separately, on June 25, 2020, the federal banking agencies, the SEC and the CFTC finalized amendments to the "covered fund" prohibitions under the Volcker Rule, which became effective on October 1, 2020. Among other things, the covered funds rule revised the loan securitization exemption from the "covered fund" prohibition to allow a loan securitization pool to include a limited amount of non-securities assets; limited the extraterritorial impact of the Volcker Rule on foreign funds offered outside

the United States by modifying the exemptions provided under the Volcker Rule for “foreign excluded funds” and “foreign public funds”; established new exclusions from the definition of “covered fund” for “venture capital funds,” “credit funds” that invest in a portfolio of loans, leases, cash, money market mutual funds and cash equivalents, “family wealth management” vehicles, and “customer facilitation” special purpose entities for transactions with specific customers; established exemptions from the Volcker Rule’s “Super-23A” affiliate transaction restrictions for “low risk” transactions between a banking entity and its advised or sponsored covered fund based on exemptions set forth in the Federal Reserve’s Regulation W as well as for payments, collections and settlements; and reversed a previous interpretation provided in the Volcker Rule’s original adopting release that certain “parallel” investments by a banking entity into portfolio assets alongside a “covered fund” are investments in the “covered fund” for purposes of the Volcker Rule’s investment cap.

### ***Deposit Account Restrictions***

Since 2011, financial institutions have been able to pay interest on demand deposit accounts. As of December 31, 2022, \$31.51 billion, or 35.6%, of our total deposits were held in non-interest bearing demand deposit accounts. Thus far, the change has not had a meaningful effect on our business.

On April 24, 2020, the Federal Reserve announced an interim final rule amending its Regulation D to delete the six-per-month limit on convenient transfers from the “savings deposit” definition (which includes money market deposit accounts). The interim final rule allows banks immediately to suspend enforcement of the six transfer limit and to allow their customers to make an unlimited number of convenient transfers and withdrawals from their savings deposits at a time when financial events associated with the coronavirus pandemic have made such access more urgent. Although adopted to address the economic and financial market conditions relating to the COVID-19 pandemic, this amendment is permanent. We note that, although no longer required by rule, the Bank has elected to reinstitute the six transfer limit formerly imposed by Regulation D.

### ***Interstate Branching***

Applicable federal law governing interstate branching generally permits a bank in one state to establish a de novo branch in another host state if state banks chartered in such host state would also be permitted to establish a branch in that state. Under these amendments, Signature Bank is permitted to establish branch offices in other states in addition to our existing New York branch offices. In addition, to the extent permitted under the New York Banking Law and applicable host state law, the Bank is permitted to establish non-branch offices in other states, such as loan production offices or representative offices. We may be required to obtain the regulatory approval of the DFS, the FDIC and the banking agencies of the states in which we seek to establish branches or other offices. In February 2015, the Bank officially opened its first full-service private client banking office in Greenwich, CT. In February 2019, the Bank officially opened its first full-service private client banking office in San Francisco, CA. In February 2020, the Bank officially opened its private client banking office in Charlotte, NC. During 2020, the Bank officially opened four new private client banking offices in Los Angeles. During 2021, the Bank officially opened four additional private client banking offices on the West Coast. During 2022, the Bank opened its first private client banking office in Nevada.

### ***Consumer Financial Protection***

Federal and state banking laws require us to take steps to protect consumers. Bank regulatory agencies are increasingly focusing attention on compliance with consumer protection laws and regulations. These laws include disclosures regarding truth in lending, truth in savings, and funds availability.

To promote fairness and transparency for mortgages, credit cards, and other consumer financial products and services, the Dodd-Frank Act established the CFPB. This agency is responsible for various functions, including conducting financial education programs; collecting, investigating, and responding to consumer complaints; and interpreting and enforcing federal consumer financial laws, as defined by the Dodd-Frank Act, that, among other things, govern the provision of deposit accounts along with mortgage origination and servicing. Some federal consumer financial laws enforced by the CFPB include the Equal Credit Opportunity Act of 1974 (“ECOA”), TILA, the Truth in Savings Act, the Home Mortgage Disclosure Act (“HMDA”), RESPA, the Fair Debt Collection Practices Act, and the Fair Credit Reporting Act (“FCRA”). Regulations implemented under these statutes that apply to the Bank’s retail banking activities include Regulation B (ECOA), Regulation C (HMDA), Regulation V (FCRA), Regulation X (RESPA), Regulation Z (TILA), and the TRID Rule (implemented under TILA and RESPA). The CFPB also is permitted to prevent any institution under its authority from engaging in an unfair, deceptive, or abusive act or practice in connection with consumer financial products and services. Over the course of the past several years, the CFPB has been particularly active—through rulemaking and the publication of interpretive guidance—in the areas of mortgage origination and servicing. See “Risk Factors—Risks Relating to Our Industry—New regulations could restrict our ability to originate, service, and sell mortgage loans.”

The CFPB has the authority to take supervisory and enforcement action against banks and other financial services companies under the agency’s jurisdiction that fail to comply with federal consumer financial laws. As an insured depository institution with total assets of more than \$10 billion, the Bank is subject to the CFPB’s supervisory and enforcement authorities. The Dodd-Frank Act also permits states to adopt stricter consumer protection laws and state attorneys general to enforce consumer protection rules issued by the CFPB. Further to this point, in April 2019, the DFS announced the creation of a new Consumer

Protection and Financial Enforcement Division with responsibility for protecting and educating consumers and investigating consumer fraud and financial crimes.

The Bank is likely to continue to incur costs related to consumer protection compliance, including but not limited to potential costs associated with CFPB examinations, regulatory and enforcement actions and consumer-oriented litigation. The CFPB historically has been active in bringing enforcement actions against banks and nonbank financial institutions to enforce consumer financial laws, and has developed a number of new enforcement theories and applications of these laws; however, other federal financial regulatory agencies, including the FDIC, and state attorneys general and regulatory agencies, including the DFS, also have been increasingly active in this area with respect to institutions over which they have jurisdiction.

### ***Oversight and Corporate Governance***

We have built a strong infrastructure surrounding corporate governance, which guides the day-to-day operation of our business. This begins with engagement and commitment from our Board of Directors (which is racially, ethnically, gender- and sexual orientation-diverse) and transcends the workforce. We believe a sound code of ethics starts at the top with our Board. Our Board of Directors is sized to allow for each Board member to have a high level of responsibility, which results in greater engagement. Directors often sit on more than one Board committee, which can include the social impact, examining, compensation, credit, nominating, and risk committees. This level of involvement from our directors helps to ensure management is always making decisions directly aligned with the interest of our shareholders. The process for our selection of Board members is highly strategic in nature. The varied backgrounds, skills, and experiences of the directors enables the Board of Directors to provide strong guidance to the Bank and to participate in our evaluation and oversight of the Bank's strategy and risks. We believe that a diverse Board of Directors, management team, and workforce position us to understand clients' needs more fully, which in turn drives our efforts to innovate and deliver superior client value. Diverse perspectives in the boardroom allow us to view issues through different lenses and help us to guide the Bank in a thoughtful manner.

Our Board of Directors adheres to the highest standards of corporate governance and places heavy emphasis on ongoing education. Our Board members often attend seminars and conferences about governance and risk management, which helps ensure the implementation of best practices, from the top down. Our Board members are also engaged in various philanthropic endeavors, which include donating both capital and time to organizations within our service markets. Each member has dedicated time and energy to causes of importance to them and their individual value systems.

Our Chief Executive Officer and Chief Financial Officer are required to certify that our quarterly and annual reports do not contain any untrue statement of a material fact. Rules adopted by the SEC under the Sarbanes-Oxley Act have several requirements, including having these officers certify that: they are responsible for establishing, maintaining and regularly evaluating the effectiveness of our internal control over financial reporting; they have made certain disclosures to our auditors and the examining (or audit) committee of the Board of Directors about our internal control over financial reporting; and they have included information in our quarterly and annual reports about their evaluation and whether there have been changes in our internal control over financial reporting or in other factors that could materially affect internal control over financial reporting. For more information on the Bank's oversight and corporate governance initiatives, see our Environmental and Social Impact Report as well as our Proxy Statement for the Annual Meeting at [investor.signatureny.com](http://investor.signatureny.com)

### ***Community Reinvestment Act and Fair Lending***

We are subject to certain requirements and reporting obligations under the Community Reinvestment Act ("CRA"). The CRA generally requires federal banking agencies to evaluate the record of a financial institution in meeting the credit needs of its local communities, including low- and moderate-income neighborhoods. The CRA further requires the agencies to take into account our record of meeting community credit needs when evaluating applications for, among other things, new branches or mergers. We are also subject to analogous state CRA requirements in New York, California and other states in which we may establish branch offices. The performance standards and examination frequency of CRA evaluations differ depending on whether a bank falls into the small or large bank category. The FDIC's most recent CRA examination concluded as on March 21, 2022, and the most recent New York State examination concluded on December 31, 2018. Signature Bank was evaluated under the large bank standards. In measuring our compliance with these CRA obligations, the regulators rely on a performance-based evaluation system that bases our CRA rating on our actual lending service and investment performance. In connection with their assessments of CRA performance, the FDIC and DFS assign a rating of "outstanding," "satisfactory," "needs to improve," or "substantial noncompliance." Signature Bank received a "satisfactory" CRA Assessment Rating from both regulatory agencies in its most recent examinations.

On May 5, 2022, the federal banking agencies issued a joint notice of proposed rulemaking to revise the regulations implementing the CRA. Under the proposed rule, the agencies would evaluate bank performance across the varied activities they conduct and the communities in which they operate, and tailor CRA evaluations and data collection based on bank size and type. Further, the agencies would also emphasize smaller value loans and investments that may have a greater impact on and be more responsive to the needs of low- and moderate-income ("LMI") persons, and would update CRA assessment areas to include activities associated with online and mobile banking, branchless banking, and hybrid models. In addition, the proposed rule would establish a metrics-based approach to CRA evaluations of retail lending and community development financing activities, including through the establishment of public benchmarks, and would clarify eligible CRA activities, such as

affordable housing, that are focused on LMI, underserved and rural communities. The prospects and timing for the adoption by the agencies of a final rule are not certain at this time.

Fair lending laws prohibit discrimination in the provision of banking services, and the enforcement of these laws has been an increasing focus for the CFPB, HUD and other regulators. Fair lending laws include ECOA, the Fair Housing Act of 1968, and, at the state level, Section 296-A of the New York Executive Law and, in California, the California Fair Employment and Housing Act and the Unruh Civil Rights Act. These laws generally outlaw discrimination in credit and residential real estate transactions on the basis of prohibited factors including, among others, race, color, national origin, gender, and religion. A lender may be liable for policies that result in a disparate treatment of or have a disparate impact on a protected class of applicants or borrowers. If a pattern or practice of lending discrimination is alleged by a regulator, then that agency may refer the matter to the U.S. Department of Justice ("DOJ") for investigation. In December 2012, the DOJ and CFPB entered into a Memorandum of Understanding under which the agencies have agreed to share information, coordinate investigations and have generally committed to strengthen their coordination efforts. In October 2021, the DOJ announced a new initiative to enforce fair lending requirements and combat redlining. In addition, in August 2021, NYDFS issued new guidance to mortgage lending institutions addressing anti-LGBTQ+ discrimination in violation of New York fair lending laws.

Signature Bank is required to have a fair lending program that is of sufficient scope to monitor the inherent fair lending risk of the institution and that appropriately remediates issues which are identified.

### ***Anti-Money Laundering Regulation***

We must also comply with the anti-money laundering ("AML") provisions of the Bank Secrecy Act ("BSA"), as amended by the USA PATRIOT Act, and implementing regulations issued by the FDIC and the Financial Crimes Enforcement Network ("FinCEN") of the U.S. Department of the Treasury. As a result, we must obtain and maintain certain records when opening accounts, monitor account activity for suspicious transactions, impose a heightened level of review on private banking accounts opened by non-U.S. persons and, when necessary, make certain reports to law enforcement or regulatory officials that are designed to assist in the detection and prevention of money laundering and terrorist financing activities. To this end, we are also required to maintain an anti-money laundering compliance program that includes policies, procedures, and internal controls; the appointment of an anti-money laundering compliance officer; an internal training program; and internal audits.

FinCEN's regulations implementing the BSA include express requirements regarding risk-based procedures for conducting ongoing customer due diligence. Such procedures require banks to take appropriate steps to understand the nature and purpose of customer relationships. In addition, absent an applicable exclusion, banks must identify and verify the identity of the beneficial owners of all legal entity customers at the time a new account is established. We have incurred, and are likely to continue to incur, certain costs associated with the expansion and maintenance of our AML program in accordance with maintaining our AML program in ongoing compliance with applicable regulatory requirements as they may evolve from time to time.

On January 1, 2021, Congress enacted the National Defense Authorization Act ("NDAA"), which enacted the most significant overhaul of the BSA and related anti-money laundering laws since the USA PATRIOT Act. Notable amendments include (i) significant changes to the collection of beneficial ownership and the establishment of a beneficial ownership registry, which requires corporate entities (generally, any corporation, LLC, or other similar entity with 20 or fewer employees and annual gross income of \$5 million or less) to report beneficial ownership information to FinCEN (which will be maintained by FinCEN and made available upon request to financial institutions); (ii) enhanced whistleblower provisions, which provide that one or more whistleblowers who voluntarily provide original information leading to the successful enforcement of violations of the AML laws in any judicial or administrative action brought by the Secretary of the Treasury or the Attorney General resulting in monetary sanctions exceeding \$1 million (including disgorgement and interest but excluding forfeiture, restitution, or compensation to victims) will receive not more than 30 percent of the monetary sanctions collected and will receive increased protections; (iii) increased penalties for violations of the BSA; (iv) improvements to existing information sharing provisions that permit financial institutions to share information relating to Suspicious Activity Reports ("SAR") with foreign branches, subsidiaries, and affiliates (except those located in China, Russia, or certain other jurisdictions) for the purpose of combating illicit finance risks; and (v) expanded duties and powers of FinCEN. On September 29, 2022, FinCEN issued final regulations implementing the BSA amendments included in the NDAA with respect to beneficial ownership.

Signature Bank also is subject to New York AML laws and regulations. In June 2016, the DFS adopted a final rule that requires certain New York-regulated financial institutions, including Signature Bank, to comply with enhanced anti-terrorism and AML requirements beginning in 2017. The rule adds, among other AML program requirements, greater specificity to certain transaction monitoring and filtering requirements and the obligation to conduct an ongoing, comprehensive risk assessment and expressly eliminates a regulated institution's ability to adjust its monitoring and filtering programs to limit the number of alerts generated. Effective April 2018, the rule also required chief compliance officers to submit certifications of compliance with these requirements annually. Signature Bank has incurred, and likely will continue to incur, additional cost in complying with these requirements.

In December 2019, three federal banking agencies and FinCEN issued a joint statement clarifying the compliance procedures and reporting requirements that banks must follow for customers engaged in the growth or cultivation of hemp, including a clear statement that banks need not file a SAR on customers engaged in the growth or cultivation of hemp in accordance with



applicable laws and regulations. This statement does not apply to cannabis-related business; therefore, the statement pertains only to customers who are lawfully growing or cultivating hemp and are not otherwise engaged in unlawful or suspicious activity.

### ***Cybersecurity and Data Privacy***

Under privacy protection provisions of the Gramm-Leach-Bliley Act of 1999 and related regulations, we are limited in our ability to disclose non-public information about consumers to nonaffiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a nonaffiliated third party. Federal banking agencies, including the FDIC, have adopted guidelines for establishing information security standards and cybersecurity programs for implementing safeguards under the supervision of the board of directors. These guidelines, along with related regulatory materials, increasingly focus on risk management and processes related to information technology and the use of third parties in the provision of financial services.

On November 23, 2021, the federal banking agencies issued a final rule that will impose upon banking organizations and their service providers new notification requirements for significant cybersecurity incidents. Specifically, the final rule requires banking organizations to notify their primary federal regulator promptly, and not later than 36 hours after, the discovery of a "computer-security incident" that rises to the level of a "notification incident" within the meaning attributed to those terms by the final rule. Banks' service providers are required under the final rule to notify any affected bank to or on behalf of which it provides services "as soon as possible" after determining that it has experienced an incident that could materially disrupt, degrade, or impair service provided by that entity to the bank for four or more hours. The final rule took effect on April 1, 2022 and banks and their service providers must be in compliance with the requirements of the rule by May 1, 2022. The Bank is in compliance with the requirements.

The Bank is also subject to New York cybersecurity and data privacy laws and regulations, including the cybersecurity requirements for financial services companies established by the DFS and the New York State security breach notification law, which was amended and expanded in July 2019. The DFS's cybersecurity regulations require banks, insurance companies, and other financial services institutions regulated by the DFS to establish and maintain a cybersecurity program designed to protect consumers and ensure the safety and soundness of New York State's financial services industry. These regulations require each regulated entity to assess its specific risk profile and design a program that addresses its risks in a robust fashion and, like the DFS's enhanced anti-terrorism and AML requirements, the regulations impose an obligation to conduct an ongoing, comprehensive risk assessment and require each institution's board of directors, or a senior officer of the institution, to submit annual certifications of compliance with these requirements. The Bank must certify its compliance with the cybersecurity regulations to the DFS on an annual basis. In addition, the "SHIELD Act," which was enacted in July 2019, amended New York's existing data breach notification law to expand the scope of protected "private information" and reportable data security breaches and to require covered institutions to adopt reasonable data security safeguards. On October 25, 2022, the DFS issued a proposed rule that would, among other things, amend its cybersecurity regulation to create new tiers of regulated entities with tailored regulatory requirements, establish enhanced governance requirements, and require additional cybersecurity controls. The prospects and timing for a final rulemaking, as well as its potential impact on the Bank, are uncertain at this time.

In addition, other state cybersecurity and data privacy laws and regulations may expose the Bank to risk and result in certain risk management costs. Notably, the California Consumer Privacy Act of 2018 ("CCPA"), which became effective on January 1, 2020 and was amended in November 2020 by a ballot initiative titled the California Privacy Rights Act ("CPRA"), gives California residents the right to request disclosure of information collected about them, and whether that information has been sold or shared with others, the right to request deletion of personal information (subject to certain exceptions), the right to opt out of the sale of personal information, and the right not to be discriminated against for exercising these rights. The CCPA also created a private right of action with statutory damages for data security breaches, thereby increasing potential liability associated with a data breach, which has triggered a number of class actions against other companies since January 1, 2020. The CPRA, much of which will not become operative until January 1, 2023, amends the scope and several of the substantive requirements of the CCPA, as well as certain mechanisms for administration and enforcement of the statute. Although the Bank may enjoy several fairly broad exemptions from the CCPA's privacy requirements, those exemptions do not extend to the private right of action for a data security breach. The CCPA, including any amendments thereto or final regulations implemented thereunder, as well as other similar state data privacy laws and regulations, such as those adopted recently in Connecticut, which will become effective as of July 1, 2023, may require the establishment by the Bank of certain regulatory compliance and risk management controls.

### ***Transactions with Related Parties***

Transactions between banks and their affiliates are limited by Sections 23A and 23B of the Federal Reserve Act. An affiliate of a bank is any company or entity that controls, is controlled by or is under common control with the bank. In a holding company context, the parent bank holding company and any companies which are controlled by such parent holding company are affiliates of the bank.

Generally, Sections 23A and 23B of the Federal Reserve Act and Regulation W (i) limit the extent to which the bank or its subsidiaries may engage in "covered transactions" with any one affiliate to an amount equal to 10% of such institution's capital

stock and surplus, and contain an aggregate limit on all such transactions with all affiliates to an amount equal to 20% of such institution's capital stock and surplus and (ii) require that all such transactions be on terms substantially the same, or at least as favorable, to the institution or subsidiary as those provided to non-affiliates. The term "covered transaction" includes the making of loans, purchase of assets, issuance of a guarantee and other similar transactions. In addition, loans or other extensions of credit by the financial institution to the affiliate are required to be collateralized in accordance with the requirements set forth in Section 23A of the Federal Reserve Act. For purposes of the above, an "affiliate" does not include a subsidiary of the bank, unless the subsidiary is a financial subsidiary or a subsidiary formed under Section 24 of the FDI Act for the purpose of holding and investing as principal in equity securities, is itself a depository institution, or is directly controlled by one or more affiliates of the parent bank or a shareholder, or group of shareholders, that controls the parent bank. In addition, the so-called "Super 23A" provisions of the Volcker Rule apply similar restrictions on transactions between a bank and any "covered fund" that the bank advises or sponsors.

### ***The Sarbanes-Oxley Act and Loans to Insiders***

The Sarbanes-Oxley Act of 2002 generally prohibits loans by a company to its executive officers and directors. However, the law contains a specific exception for loans by a depository institution to its executive officers and directors in compliance with federal banking laws, assuming such loans are also permitted under the law of the institution's chartering state. The Federal Reserve Act and its implementing Regulation O also provide limitations on the ability of Signature Bank to extend credit to executive officers, directors and 10% shareholders ("insiders"). The law limits both the individual and aggregate amount of loans Signature Bank may make to insiders based, in part, on Signature Bank's capital position and requires certain Board approval procedures to be followed. Such loans are required to be made on terms substantially the same as those offered to unaffiliated individuals and not involve more than the normal risk of repayment. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees. Loans to executive officers are further limited to specific categories. In 2020, the Federal Reserve exempted certain PPP loans from the definition of "extensions of credit" for purposes of Regulation O's restrictions on loans to insiders (although not for purposes of certain restrictions applicable to loans to executive officers). This exemption only applied to PPP loans made through August 8, 2020.

### ***Change in Control***

The approval of the DFS is required before any person or group of persons deemed to be acting in concert may acquire "control" of a banking institution, which includes Signature Bank. "Control" is defined as the possession, directly or indirectly, of the power to direct or cause the direction of management and policies of a banking institution through ownership of stock or otherwise and is presumed to exist if, among other things, any company owns, controls, or holds the power to vote 10% or more of the voting stock of a banking institution. As a result, any person or company that seeks to acquire 10% or more of our outstanding common stock must obtain prior regulatory approval.

In addition to the New York requirements, the federal Bank Holding Company Act prohibits a company from, directly or indirectly, acquiring 25% or more (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise directing the management or policies of our company without prior application to and the approval of the Federal Reserve. Moreover, under the Change in Bank Control Act, any person or group of persons acting in concert who intends to acquire 10% or more of any class of our voting stock or otherwise obtain control over us would be required to provide prior notice to and obtain the non-objection of the FDIC.

As of September 30, 2020, the Federal Reserve's final rule for control and divestiture proceedings under the Bank Holding Company Act of 1956, as amended, and the Home Owners' Loan Act took effect. The final rule does not apply to control determinations under the Change in Bank Control Act, Sections 23A and 23B of the Federal Reserve Act and its implementing Regulation W, or Regulation O. Under the final rule, control determinations are to be made according to a more rules-based methodology. The final rule establishes a general three-prong test for determining whether a company controls a bank or savings association. Pursuant to this test, a company controls another company if the first company, directly or indirectly or acting through one or more other persons, (i) owns, controls or has power to vote 25% or more of any class of voting securities of the second company, (ii) controls in any manner the election of a majority of the directors of the other company, or (iii) based on the facts and circumstances of the investment, directly or indirectly exercises a "controlling influence" over the management or policies of the other company. The final rule includes rebuttable presumptions of control based on a tiered framework focused on equity ownership, business relationships, control over the election of directors, director and senior management interlocks, as well as business terms and contractual arrangements. In addition to the rebuttable presumptions under the tiered framework, the final rule includes other rebuttable presumptions of control and non-control focused on prior control relationships, management agreements, investment adviser arrangements, consolidation under generally accepted accounting principles, and equity ownership levels. As a general matter, the tiers will vary based on percentage of voting ownership with additional requirements to qualify for the rebuttable presumption at voting ownership levels of 5% or greater, 10% or greater, and 15% or greater.

## ***Incentive Compensation***

Guidelines adopted by the federal banking agencies pursuant to the FDI Act prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder.

In June 2010, the federal banking agencies jointly adopted the Guidance on Sound Incentive Compensation Policies intended to ensure that banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. This guidance, which covers all employees that have the ability to expose the organization to material amounts of risk, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should (i) provide employee incentives that appropriately balance risk in a manner that does not encourage employees to expose their organizations to imprudent risk, (ii) be compatible with effective controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. Any deficiencies in the Bank's compensation practices could lead to supervisory or enforcement actions by the FDIC.

Section 956 of the Dodd-Frank Act requires the federal banking agencies and the SEC to establish joint regulations or guidelines prohibiting incentive-based payment arrangements at specified regulated entities, such as us, having at least \$1 billion in total assets that encourage inappropriate risk-taking by providing an executive officer, employee, director or principal shareholder with excessive compensation, fees, or benefits or that could lead to material financial loss to the entity. In addition, these regulators must establish regulations or guidelines requiring enhanced disclosure to regulators of incentive-based compensation arrangements. The federal banking agencies proposed such regulations in April 2011 and issued a second proposed rule in April 2016. The second proposed rule would apply to all banks, among other institutions, with at least \$1 billion in average total consolidated assets, and would go beyond the Guidance on Sound Incentive Compensation Policies discussed above to prohibit certain types and features of incentive-based compensation arrangements, require incentive-based compensation arrangements to adhere to certain basic principles, and require appropriate board or committee oversight and recordkeeping and disclosures to the appropriate agency. In addition, institutions with at least \$50 billion in average total consolidated assets would be subject to additional compensation-related requirements and prohibitions.

In October of 2022, the SEC adopted a final regulation implementing the incentive-based recovery (or "clawback") provisions of the Dodd-Frank Act. The final regulation directs stock exchanges to require listed companies to implement clawback policies to recover incentive-based compensation paid to current or former executive officers in the event of material noncompliance with any financial reporting requirement under the securities laws, and to disclose their clawback policies and their actions under those policies. It is anticipated that most SEC registrants will be given until late 2023 or early 2024 to adopt and implement the policies required by the final regulation.

In October 2016, the DFS also announced a renewed focus on employee incentive arrangements and issued new guidance to New York State-regulated banks to ensure that these arrangements do not encourage inappropriate practices. The guidance listed adapted versions of the key principles from the Guidance on Sound Incentive Compensation Policies as minimum requirements and advised these banks that incentive compensation arrangements must be subject to effective risk management, oversight, and control. In November 2016, the CFPB issued similar guidance to financial services companies, including the entities that it supervises. Incentive compensation and sales practices, particularly in connection with certain products and services that are viewed as high-risk from a supervisory perspective—such as cross-selling and overdraft services—continue to be priority issues on the examination and supervision agendas of the CFPB and the federal banking agencies.

In addition, the Tax Cuts and Jobs Act of 2017 ("TCJA"), which was signed into law in December 2017, contains certain provisions affecting performance-based compensation. Specifically, the pre-existing exception to the \$1.0 million deduction limitation applicable to performance-based compensation was repealed. The deduction limitation is now applied to all compensation exceeding \$1.0 million, for the Bank's covered employees, regardless of how it is classified, which would have an adverse effect on income tax expense and net income.

## ***Regulation of Signature Securities***

Signature Securities is registered as a broker-dealer with and subject to examination and supervision by the SEC. The SEC is the federal agency primarily responsible for the regulation of broker-dealers. Signature Securities is also subject to regulation by one of the brokerage industry's self-regulatory organizations, FINRA. As a registered broker-dealer, Signature Securities is subject to the SEC's uniform net capital rule. The purpose of the net capital rule is to require broker-dealers to have at all times enough liquid assets to satisfy promptly the claims of clients if the broker-dealer goes out of business. If Signature Securities fails to maintain the required net capital, the SEC and FINRA may impose regulatory sanctions including suspension or revocation of its broker-dealer license. A change in the net capital rules, the imposition of new rules, or any unusually large charge against Signature Securities' net capital could limit its operations. As a subsidiary of Signature Bank, Signature Securities is also subject to regulation and supervision by the DFS. Signature Securities currently is permitted to act as a broker and as a dealer in certain bank eligible securities.

In June 2018, the U.S. Court of Appeals for the Fifth Circuit issued a mandate vacating the DOL's "fiduciary rule" and related prohibited transaction exemptions, which had been enacted initially in 2016. However, on June 29, 2020, the DOL released a proposed prohibited transaction class exemption and associated guidance, intended as the "fiduciary rule[s]" replacement. If adopted, the exemption would allow investment advice fiduciaries to Individual Retirement Accounts ("IRAs") and Employee Retirement Income Security Act of 1974 ("ERISA") plans (and similar tax-favored accounts) to receive variable compensation and other transaction-based fees in connection with providing investment advice as a fiduciary. Also, if adopted, the exemption would also allow investment advice fiduciaries to engage in certain principal transactions, without violating the prohibited transaction rules of ERISA and the IRS Code. Further, under the proposal, fiduciary status would be determined under the long-standing five-part test and, unlike the "fiduciary rule", the regulatory definition of "fiduciary" is not expanded. DOL finalized the proposed exemption in December 2020 and Signature Securities subsequently conformed its business practices to comply therewith, including applicable DOL transition guidance, to the extent possible. On June 5, 2019, the SEC adopted Regulation Best Interest ("Reg BI"). Reg BI establishes a "best interest" standard of conduct for broker-dealers and associated persons when they make a recommendation to a retail customer of any securities transaction or investment strategy involving securities, including recommendations of types of accounts. The new rule requires Signature Securities to review and possibly modify our compliance activities, which is causing us to incur certain additional compliance costs. In addition, state laws that impose a fiduciary duty also may require monitoring, as well as require that we undertake additional compliance measures.

Signature Securities is also subject to state insurance regulation. In July 2004, Signature Securities received approval from the New York State Banking Department and the New York State Department of Insurance (the pre-2011 predecessor agencies of the DFS) to act as an agent in the sale of insurance products. Signature Securities' insurance activities are subject to extensive regulation under the laws of the various states where its clients are located. The applicable laws and regulations vary from state to state, and, in every state of the United States, an insurance broker or agent is required to have a license from that state. These licenses may be denied or revoked by the appropriate governmental agency for various reasons, including the violation of state regulations and conviction for crimes.

### ***Deposit Premiums and Assessments***

Under FDIC regulations, we are required to pay premiums to the DIF to insure our deposit accounts. The FDIC utilizes a risk-based premium system in which an institution pays premiums for deposit insurance on the institution's average consolidated total assets minus average tangible equity. For large insured depository institutions, generally defined as those with at least \$10 billion in total assets, the assessment rate schedules combine regulatory ratings, PCA capital evaluations, and financial measures into two scorecards, one for most large insured depository institutions and another for highly complex insured depository institutions, to calculate assessment rates. A highly complex institution is generally defined as an insured depository institution with more than \$50 billion in total assets that is controlled by a parent company with more than \$500 billion in total assets. The assessment rate schedule includes an adjustment for significant amounts of brokered deposits applicable to large institutions that are either less than well capitalized or have a composite rating of "3", "4", or "5" under the Uniform Financial Institution Rating System. For such an institution, an assessment rate adjustment applies when its ratio of brokered deposits to domestic deposits is greater than 10%.

The Dodd-Frank Act increased the minimum for the DIF reserve ratio, the ratio of the amount in the DIF to insured deposits from 1.15% to 1.35% and required that the ratio reach 1.35% by September 30, 2020. Banks with total assets of \$10 billion or more were responsible for funding this increase. In September 2018, the DIF reserve ratio reached 1.36%, exceeding the statutory required minimum reserve ratio of 1.35% ahead of the September 30, 2020 deadline required under the Dodd-Frank Act.

On October 18, 2022, the FDIC adopted a final rule to increase initial base deposit insurance assessment rate schedules by 2 points, beginning in the first quarterly assessment period of 2023. This price increase was instituted to account for extraordinary growth in insured deposits during the first and second quarters of 2020 which caused the DIF reserve ratio to decline below the statutory minimum of 1.35%. The increased assessment rate schedules will remain in effect until the reserve ratio meets or exceeds 2%, absent further action by the FDIC. The increase in the assessment rate schedules is intended to increase the likelihood that the DIF reserve ratio will reach the statutory minimum of 1.35% by the statutory deadline of September 30, 2028.

On June 26, 2020, the FDIC published a final rule to mitigate the deposit insurance assessment effects of banks' participation in the COVID-19 related PPP, Paycheck Protection Program Liquidity Facility ("PPPLF"), and Money Market Mutual Fund Liquidity Facility ("MMLF"). The final rule (i) removed the effect of participation in the PPP on various risk measures used to calculate a bank's assessment rate; (ii) removed the effect of participation in the PPP on certain adjustments to a bank's assessment rate; (iii) provided an offset to a bank's assessment for the increase to its assessment base attributable to participation in the PPP; and (iv) removed the effect of participation in the PPP when classifying banks as small, large, or highly complex for assessment purposes. The final rule is effective retroactively as of April 1, 2020 to ensure that changes to deposit insurance assessment calculations apply to banks' assessments starting in the second quarter of 2020. As a result of these changes, the Bank's deposit insurance assessment for the second quarter of 2020 was reduced by \$133,000 or approximately \$530,000 annually. The final rule remained in effect until July 30, 2021, which date represented the expiration of the final extension of the PPPLF authorized by the Federal Reserve. Other adjustments remain in effect until further rulemaking.

Historically, deposit insurance premiums that we have paid to the FDIC have been deductible for federal income tax purposes; however, the TCJA disallows the deduction of such premium payments for banking organizations with total consolidated assets of \$50 billion or more. We reached \$50 billion in total consolidated assets as of December 31, 2019; therefore we lost full deductibility of our entire FDIC assessment expense in 2020.

### ***Regulation of Brokered Deposits***

Section 29 of the FDI Act establishes, among other things, a general prohibition on the acceptance by any insured depository institution that is not well capitalized of any deposit obtained, directly or indirectly, by or through any “deposit broker.” This statutory prohibition is further implemented through the regulations of the FDIC and, historically, numerous published and unpublished FDIC staff interpretations of the statute and the FDIC’s regulation. As discussed further below, the FDIC recently finalized substantial amendments to its brokered deposits regulation.

In January 2015, the FDIC issued guidance on brokered deposits regulation, which it updated in June 2016, that reiterated the FDIC’s views that use of brokered deposits to fund unsound or rapid expansion of loans and investment portfolios has contributed to institutions’ weakened financial and liquidity positions over successive economic cycles and that the overuse of brokered deposits and the improper management of brokered deposits by problem institutions have contributed to bank failures and losses to the DIF.

On December 15, 2020, the FDIC adopted a final rule amending its brokered deposits framework. In brief, the final rule makes the following notable changes to the FDIC’s brokered deposits regulation: (1) the establishment of bright-line standards for determining whether an entity meets the statutory definition of “deposit broker”; (2) the identification of a number of business relationships in which the agent of nominee is automatically not deemed to be a “deposit broker” because their primary purpose is not the placement of funds with depository institutions (the “primary purpose exception”); (3) the establishment of a more transparent application process for entities that seek the “primary purpose exception”, but do not qualify as one of the identified business relationships to which the exception is automatically applicable; and (4) the clarification that third parties that have an exclusive deposit-placement arrangement with only one IDI are not considered a “deposit broker.” Full compliance with the amended brokered deposits regulation was required by January 1, 2022. The FDIC staff continues to implement the final rule through the issuance of interpretative guidance and other administrative actions. Under the amended brokered deposits regulation, the range of activities viewed as deposit brokerage will be modified, which could have an impact on the Bank’s deposit premiums, capital and liquidity risk management planning, and regulatory monitoring and reporting obligations.

The Economic Growth Act established that reciprocal deposits are not treated as brokered deposits in the case of a “well capitalized” institution that received an “outstanding” or “good” rating on its most recent examination to the extent the amount of such deposits does not exceed the lesser of \$5 billion or 20% of the bank’s total liabilities. In December 2018, the FDIC published a final rule implementing these statutory changes. See “Regulation and Supervision—Deposit Premiums and Assessments” for a discussion of the brokered-deposit assessment rate adjustment applicable to certain institutions.

### ***Climate-Related Risk Management and Regulation***

In recent years the federal banking agencies have increased their focus on climate-related risks impacting the operations of banks, the communities they serve and the broader financial system. Accordingly, the agencies have begun to enhance their supervisory expectations regarding the climate risk management practices of larger banking organizations, including by encouraging such banks to: ensure that management of climate-related risk exposures has been incorporated into existing governance structures; evaluate the potential impact of climate-related risks on the bank’s financial condition, operations and business objectives as part of its strategic planning process; account for the effects of climate change in stress testing scenarios and systemic risk assessments; revise expectations for credit portfolio concentrations based on climate-related factors; consider investments in climate-related initiatives and lending to communities disproportionately impacted by the effects of climate change; evaluate the impact of climate change on the bank’s borrowers and consider possible changes to underwriting criteria to account for climate-related risks to mortgaged properties; incorporate climate-related financial risk into the bank’s internal reporting, monitoring and escalation processes; and prepare for the transition risks to the bank associated with the adjustment to a low-carbon economy and related changes in laws, regulations, governmental policies, technology, and consumer behavior and expectations.

In October 2020, the DFS issued guidance providing that all DFS-supervised institutions are expected to begin integrating financial risks from climate change into their risk governance frameworks, risk management processes and business strategies, and to develop an approach to climate-related financial risk disclosure consistent with the DFS’s guidance and that published by the Task Force on Climate-Related Financial Disclosures. In December 2022, the DFS issued proposed guidance for banking and mortgage organizations relating to the management of material financial risks from climate change, including guidance on corporate governance, internal control frameworks, and risk management.

At the federal level, on October 21, 2021, the Financial Stability Oversight Council published a report identifying climate-related financial risks as an “emerging threat” to financial stability. On December 16, 2021, the OCC issued proposed principles for climate-related financial risk management for national banks with more than \$100 billion in total assets. Further, on March 30,

2022 and December 2, 2022, respectively, the FDIC and the Federal Reserve issued their own proposed principles for climate risk management, which also are applicable to larger banking organizations. The Federal Reserve followed with its proposed principles similar to those issued by the OCC and the FDIC but applicable to banking organizations supervised by the Federal Reserve with \$100 billion in total consolidated assets. The Federal Reserve announced on September 29, 2022 that six of the largest U.S. banking organizations will participate in a climate scenario analysis program in order to assess the resilience of such organizations under various hypothetical scenarios involving climate-related, economic and financial variables. As climate-related supervisory guidance is formalized, and relevant risk areas and corresponding control expectations are further refined, we may be required to expend significant capital and incur compliance, operating, maintenance and remediation costs in order to conform to such requirements.

In addition, states are considering taking similar actions on climate-related financial risks, including certain states in which we operate. For example, in 2022, both New York Governor Kathy Hochul and Connecticut Governor Ned Lamont signed several bills into law related to climate change and clean energy. In New York, laws passed in 2022 relate to, among other things, a zero-emission vehicle mandate for school buses and the state's fleet, addressing legal and regulatory barriers to utilities' development of thermal energy networks, and requiring the New York State Department of Environmental Conservation to conduct a study on the impacts of the urban heat island on disadvantaged communities. In Connecticut, these laws focus on mitigating climate change by decarbonizing the electric sector and expanding existing renewable energy programs and reduction of greenhouse gases created by the transportation sector. In January 2022, North Carolina Governor Roy Cooper issued Executive Order No. 246, which establishes science-based goals of a 50% reduction in GHG emissions by 2030 and net-zero emissions by 2050 and affirmed the state's commitment to climate action and environmental justice. In September 2022, California Governor Gavin Newsom signed a sweeping package of 40 bills into law aimed at reducing air pollution, oil consumption, fossil fuel use in buildings and transportation, and refinery pollution, while creating millions of new jobs and saving the state billions of dollars by avoiding the damages of pollution. Additionally, New York Attorney General Letitia James, California Attorney General Rob Bonta, and Connecticut Attorney General William Tong joined a coalition of 19 attorneys general in supporting the SEC's Proposed Rules for The Enhancement and Standardization of the Climate-Related Disclosure for Investors File No. S7-10-22. State and local climate-related legislative and regulatory initiatives may also require us to expend capital to conform to applicable requirements.

### ***Other Regulatory Requirements***

Federal banking laws and regulations apply increasingly stringent regulatory and supervisory requirements to insured depository institutions and insured depository institution holding companies based on total assets, and other risk-based factors. Signature Bank is positioned to be subject, in some instances, to somewhat lighter federal bank regulatory requirements than larger banks and banks that are subsidiaries of registered bank holding companies. As a bank without a holding company and with a relatively simple business model, Signature Bank, at its asset size of \$110.36 billion as of December 31, 2022, is, and in the foreseeable future expects to be, subject to only some of these escalating requirements as to be determined by the FDIC as the bank's primary federal banking regulator.

The Gramm-Leach-Bliley Act of 1999 eliminated most of the barriers to affiliations among banks, securities firms, insurance companies, and other financial companies previously imposed under federal banking laws if certain criteria are satisfied. Certain subsidiaries of well-capitalized and well-managed banks may be treated as "financial subsidiaries," which are generally permitted to engage in activities that are financial in nature, including securities underwriting, dealing, and market making; sponsoring mutual funds and investment companies; and activities that the Federal Reserve has determined to be closely related to banking.

Commercial real estate loans represent a significant portion of our loan portfolio. As of December 31, 2021, our ratio of total commercial real estate loans to tier 1 capital plus allowance for credit losses for loans and leases was 332.8%, and as of December 31, 2022, that ratio had decreased to 316.3%. From December 31, 2018 to December 31, 2022, the outstanding balance of our commercial real estate loan portfolio increased \$5.47 billion, or 19.8%. Due to the risks associated with commercial real estate lending, in 2006, the federal banking agencies, including the FDIC, issued guidance on commercial real estate concentration risk management. Under this guidance, a bank's commercial real estate lending exposure may receive increased supervisory scrutiny under certain circumstances, including where total commercial real estate loans represent 300% or more of an institution's total risk-based capital and the outstanding balance of the commercial real estate loan portfolio has increased by 50% or more during the preceding 36 months. In December 2015, the agencies released a statement on prudent risk management for commercial real estate lending. In this statement, the agencies expressed concerns about easing commercial real estate underwriting standards, directed financial institutions to maintain underwriting discipline and exercise risk management practices to identify, measure, and monitor lending risks, and indicated that they will continue to pay special attention to commercial real estate lending activities and concentration going forward.

The FDIC regulates its supervised institutions' relationships and management of third parties. Federal banking guidance requires us to conduct due diligence and oversight in third-party business relationships and to control risks in the relationship to the same extent as if the activity were directly performed by the Bank. On July 13, 2021, the federal banking agencies proposed interagency guidance on managing risks associated with third-party relationships. The proposed guidance includes a framework based on sound risk management principles in developing risk management practices throughout the life cycle of a third-party relationships (e.g., due diligence, contract negotiation, oversight, ongoing monitoring and termination). The proposed guidance also discusses the agencies' supervisory reviews of third-party relationships. In the proposed guidance, the

agencies include in the types of third-party relationships covered, those with independent consultants, merchant payment processing service providers, and affiliates and subsidiaries that provide services. On August 27, 2021, the federal banking agencies issued guidance on expectations for banks in selecting and entering into relationships with financial technology companies that support critical aspects of a bank's operations, such as its information technology infrastructure. The guidance encourages banks to consider a number of factors when engaging such companies, including their business experience and qualifications, financial condition, record of legal and regulatory compliance, risk management plans and practices and internal controls, and operational resilience, among others.

The Bank is required to implement and maintain business continuity and disaster recovery plans to ensure its resilience and continued operations in the event of significant business disruptions related to cybersecurity events, natural disasters and other potentially catastrophic events. Such plans are intended to be aligned with banking organizations' risk profiles and roles within the overall financial services sector. Plans must contain proactive measures to safeguard banking organizations' employees, customers, products and establish response procedures in the event of significant business disruptions. On March 6, 2020, in response to the onset of the COVID-19 pandemic, the Federal Financial Institution Examination Council ("FFIEC") (comprised of the Federal Reserve, the FDIC, the OCC, the National Credit Union Administration and the CFPB) updated its business continuity planning guidance to include additional considerations related to pandemic planning. The guidance identifies actions beyond traditional business continuity planning that should be taken to address certain unique challenges posed by pandemics. Specifically, a financial institution's planning should provide for, among other things; a preventative program (including monitoring of potential outbreaks, educating employees, providing appropriate hygiene training and tools, and coordinating with critical service providers); a documented strategy that provides for scaling the institution's pandemic efforts to be consistent with the effects of a particular stage of a pandemic outbreak; a comprehensive framework of facilities, systems, or procedures that provide the firm with the capability to continue critical operations during prolonged staff shortages; and a testing program to ensure that the planning practices and capabilities are effective and will allow critical operations to continue.

The Bank has entered into certain financial contracts that utilize the soon-to-be-discontinued LIBOR. The Financial Conduct Authority ("FCA"), which regulates the process for establishing LIBOR, has announced that LIBOR will cease after June 30, 2023. The federal banking agencies, including the OCC, have determined that banks must cease entering into any new contract that uses LIBOR as a reference rate by no later than December 31, 2021. In addition, banks were encouraged to identify LIBOR-referencing contracts that extend beyond June 30, 2023 and implement plans to identify and address insufficient contingency provisions in those contracts. Further, on March 15, 2022, Congress passed the Adjustable Interest Rate Act to address references to LIBOR in contracts that (i) are governed by U.S. law, (ii) will not mature before June 30, 2023, and (iii) lack fallback provisions providing for a clearly defined and practicable replacement for LIBOR. On December 16, 2022, the Federal Reserve adopted a final rule implementing this legislation that replaces references to LIBOR in financial contracts addressed by the legislation with certain Federal Reserve-selected benchmark rates based on SOFR. See *Quantitative and Qualitative Disclosures About Market Risk* for further discussion related to LIBOR transition process.

## ITEM 1A. RISK FACTORS

### Risk Factor Summary

We are providing the following summary of the risk factors contained in our Form 10-K to enhance the readability and accessibility of our risk factor disclosures. We encourage our stockholders to carefully review the full risk factors contained in this Form 10-K in their entirety for additional information regarding the risks and uncertainties that could cause our actual results to vary materially from recent results or from our anticipated future results.

#### ***Risks Related to Market and Liquidity Risks Related to Our Business***

- Volatility in global financial markets might continue and the federal government may continue to take measures to intervene.
- Changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs, may adversely impact our business, financial condition and results of operations.
- Difficult market conditions may have an adverse impact on our industry.
- Fiscal challenges facing the U.S. government could negatively impact financial markets which in turn could have an adverse effect on our financial position or results of operations.
- Our operations are affected significantly by interest rate levels and we are vulnerable to changes in interest rates.
- The COVID-19 pandemic has adversely impacted our business and financial results, and the ultimate impact will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken currently or in the future by governmental authorities in response to the pandemic.
- The replacement of LIBOR as a financial benchmark presents risks to the financial instruments originated or held by Signature Bank.
- We are vulnerable to illiquid market conditions, resulting in the potential for significant declines in the fair value of our investment portfolio.
- We primarily invest in mortgage-backed obligations and such obligations may be impacted by market dislocations, declining home values and prepayment risk, which may lead to volatility in cash flow and market risk and declines in the value of our investment portfolio.
- Adverse developments in the residential mortgage market may adversely affect the value of our investment portfolio.
- If the U.S. agencies or U.S. government-sponsored enterprises were unable to pay or to guarantee payments on their securities in which we invest, our results of operations would be adversely affected.
- The vast majority of our business operations and substantially all of our real estate collateral are concentrated in the New York metropolitan area, and a downturn in the economy and the real estate market of the New York metropolitan area, as well as changes in rent regulation laws, may have a material adverse effect on our business.
- Inflation or deflation could adversely affect our business and financial results.

#### ***Risks Related to Strategic Risks Related to Our Business***

- We may be unable to successfully implement our growth strategy.
- We may be unable to successfully integrate new business lines into our existing operations.
- We compete with many larger financial institutions which have substantially greater financial and other resources than we have, as well as financial technology companies and other non-bank entities that presently are not subject to extensive regulation and oversight.
- Our expansion into the marketplace for digital asset transactions and deposits presents certain operational, financial, and regulatory compliance risks.
- Government intervention in the banking industry has the potential to change the competitive landscape.
- We may not be able to acquire suitable client relationship groups or manage our growth.
- Provisions in our charter documents may delay or prevent our acquisition by a third party.
- There are substantial regulatory limitations on changes in control of the Bank.



### ***Risks Related to Operational Risks Related to Our Business***

- We are vulnerable to downgrades in credit ratings for securities within our investment portfolio.
- There are material risks involved in commercial lending, which generally involves a higher risk than residential mortgage loans, that could adversely affect our business.
- As the size of our loan portfolio grows, the risks associated with our loan portfolio may be exacerbated.
- Our failure to effectively manage our credit risk could have a material adverse effect on our financial condition and results of operations.
- Lack of seasoning of the mortgage loans underlying our investment portfolio may increase the risk of credit defaults in the future.
- Our ACLLL may not be sufficient to absorb actual losses.
- We rely on the Federal Home Loan Bank of New York for secondary and contingent liquidity sources.
- We are dependent upon key personnel.
- We may not be able to hire, train and retain qualified personnel to support our growth, and difficulties with hiring, team member training and other labor issues could adversely affect our ability to implement our business objectives and disrupt our operations.
- Curtailment of government guaranteed loan programs could affect our SBA business.
- We rely extensively on outsourcing to provide cost-effective operational support.
- Decreases in trading volumes or prices could harm the business and profitability of Signature Securities.
- Our ability to pay cash dividends or engage in share repurchases is restricted.
- The loss of our deposit clients or substantial reduction of our deposit balances could force us to fund our business with more expensive and less stable funding sources.
- Downgrades of our credit rating could negatively affect our funding and liquidity by reducing our funding capacity and increasing our funding costs.
- We may not be able to raise the additional funding needed for our operations.
- Our business may be adversely impacted by severe weather, acts of war or terrorism, public health issues and other external events.
- Other changes in accounting standards or interpretation in new or existing standards could materially affect our financial results.
- Reputational risk and social factors may impact our results and damage our brand.
- FDIC insurance premiums fluctuate materially, which could negatively affect our profitability.
- The soundness of other financial institutions could adversely affect us.

### ***Risks Related to Government and Regulation Risks Related to Our Business***

- We are subject to significant government regulation.
- Complying with economic and trade sanctions programs and anti-money laundering laws and regulations can increase our operational and compliance costs and risks. If we, and our subsidiaries, or third-party service providers, are found to have failed to comply with applicable economic and trade sanctions programs and anti-money laundering laws and regulations, we could be exposed to fines, sanctions and penalties, and other regulatory actions, as well as governmental investigations.
- We are subject to stringent regulatory capital requirements, which may adversely impact our return on equity, require us to raise additional capital, or constrain us from obtaining deposits, paying dividends or repurchasing shares.
- The Dodd-Frank Act may continue to affect our results of operations, financial condition or liquidity.
- We use brokered deposits to fund a portion of our activities and the loss of our ability to accept or renew brokered deposits could have an adverse effect on us.
- Regulations could restrict our ability to service and sell mortgage loans.
- We will be expected to make additional expenditures on enhanced governance, internal control, compliance, and supervisory programs and to comply with additional regulations as a bank without a holding company and \$100 billion or more in assets.
- Changes in the federal, state or local tax laws may negatively impact our financial performance.
- Regulatory net capital requirements significantly affect and often constrain our brokerage business.
- The repeal of federal prohibitions on the payment of interest on demand deposits could increase our interest expense.
- We are subject to various legal claims and litigation.
- Our management of the risk of system failures or breaches of our network security is increasingly subject to regulation and could subject us to increased operating costs, as well as litigation and other liabilities.
- We are subject to laws regarding the privacy, information security and protection of personal information and any violation of these laws or an incident involving personal, confidential or proprietary information of individuals could damage our reputation and otherwise adversely affect our operations and financial condition.
- We may be responsible for environmental claims.
- Climate change and related legislative and regulatory initiatives may result in operational changes and expenditures that could significantly impact our business.
- We are subject to environmental, social and governance risks that could adversely affect our reputation and the market price of our securities.
- The misconduct of employees or their failure to abide by regulatory requirements is difficult to detect and deter.

- We depend upon the accuracy and completeness of information about clients and other third parties and are subject to losses resulting from fraudulent or negligent acts on the part of our clients or other third parties.
- The failure of our brokerage clients to meet their margin requirements may cause us to incur significant liabilities.
- Fee revenues from overdraft protection programs constitute a portion of our non-interest income and have been subject to increased supervisory scrutiny.
- The Bank faces risks related to the adoption of future legislation and potential changes in federal regulatory agency leadership, policies and priorities.

## **Risk Factors**

*If any of the following risks actually occur, our business, financial condition or operating results could be materially adversely affected. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. As a result, we cannot predict every risk factor, nor can we assess the impact of all of the risk factors on our businesses or the extent to which any factor, or combination of factors, may impact our financial condition and results of operations.*

### **Market and Liquidity Risks Related to Our Business**

***Volatility in global financial markets might continue and the federal government may continue to take measures to intervene.***

The federal government may, in response to economic downturns, take significant measures in the area of financial policy and banking regulation that may impact our business and the markets in which we compete. These have included such measures as the enactment of the Inflation Reduction Act of 2022 and the Coronavirus Aid, Relief, and Economic Security Act of 2021, taken in response to the COVID-19 pandemic and resulting economic conditions, and the Emergency Economic Stabilization Act of 2008 and the Dodd-Frank Act, taken in response to the financial crisis that began in late 2007, as well as the adoption of accommodative monetary policy. Following the inflationary pressures resulting from the COVID-19 pandemic, the Federal Reserve announced several significant increases in the federal funds rate during 2022. Federal financial regulators also may take a variety of regulatory and supervisory actions in respect of banks and other financial institutions in response to such events. We cannot predict the federal government's responses to any further dislocation and instability in the global economy, and potential future government responses and changes in law or regulation may affect our business, results of operations and financial conditions.

Additionally, economic conditions throughout the world remain uncertain. On February 24, 2022, Russian forces launched a military invasion of Ukraine. In response, the United States, the European Union ("EU"), United Kingdom and other governments have imposed significant economic sanctions on Russia, and Russia has responded with counter-sanctions. The war in Ukraine has disrupted international commerce and the global economy. The uncertain future development of this conflict could materially and adversely affect commerce, supply chains, inflation, financial markets, including interest rates and credit spreads and economic conditions generally, around the world and in geographic regions where we and our customers operate. Other concerns about the EU, including Britain's departure from the EU and the stability of the EU's sovereign debt, have caused uncertainty and disruption for financial markets globally. The ultimate impact of any anticipated and future changes in global fiscal and monetary policy, are difficult to predict and may further deteriorate economic conditions or increase volatility in financial markets. We hold corporate debt securities issued by U.S. financial institutions that have material exposure to foreign countries. As such, deterioration of the economic conditions or increase in volatility of financial markets outside of the United States could have an adverse effect on the issuers of corporate debt that we hold. If such an effect were to negatively impact the ability of such issuers to pay their debts, it could have an adverse effect on our results of operations and financial condition. Global volatility may also produce exchange rate fluctuations and currency devaluations that negatively affect our business. Furthermore, a slowdown or deterioration of economic conditions in other parts of the world may have an adverse effect on economic conditions in the United States, which could materially and adversely affect our financial condition and results of operations. We cannot predict the federal government's response to any dislocation or instability in the United States, and potential future government responses and changes in law or regulation may affect our business, results of operations and financial condition.

***Changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs, may adversely impact our business, financial condition and results of operations.***

Tariffs and retaliatory tariffs, as well as other trade restrictions, on products and materials that our customers import or export could cause the prices of our customers' products to increase, which could reduce demand for such products, or reduce our customers' margins, and adversely impact their revenues, financial results and ability to service debt. This, in turn, could adversely affect our financial condition and results of operations. In addition, to the extent changes in the political environment have a negative impact on us or on the markets in which we operate our business, results of operations and financial condition could be materially and adversely impacted in the future. Although the current Administration has expressed interest in improving relations with key transatlantic partners, including by relaxing certain tariffs imposed by the prior Administration, the trade policies of the current Administration remain somewhat unsettled. The current Administration is also conducting a statutorily-required quadrennial review of some of these tariffs, but it remains unclear what may result from the review.

Accordingly, it remains unclear what the U.S. government or foreign governments will or will not do with respect to tariffs already imposed, additional tariffs that may be imposed, or international trade agreements and policies.

***Difficult market conditions may have an adverse impact on our industry.***

Uncertainty and deterioration in market conditions may have adverse effects on certain industries, may have an adverse effect on certain regional or national economic conditions in the United States, and may have an adverse effect on the market for commercial and industrial loans. In particular, we may face the following risks in connection with challenging market conditions:

- Commercial loans (including commercial and industrial loans and loans secured by commercial real estate) and multi-family mortgage loans constitute a substantial portion of our loan activity and loan portfolio. Difficult market conditions could have an adverse impact on the ability of borrowers, especially industries that are more exposed to those conditions, to make timely loan payments, which could lead to losses on such loans. Any significant losses on such loans could adversely affect our financial condition and results of operations.
- Market developments may affect confidence levels and may cause declines in credit usage and adverse changes in payment patterns, as well as increases in delinquencies and default rates, which we expect would negatively impact our provision for credit losses on loans and leases.
- The process we use to estimate losses inherent in our credit exposure requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of our borrowers to repay their loans, which may no longer be capable of accurate estimation which may, in turn, impact the reliability of the process.
- Shifts in prevailing interest rates and the value of domestic and foreign currencies may have an adverse effect on our earnings and capital and our ability to engage in lending activities. Rising interest rates generally reduce the demand for credit, increase the cost of borrowing and may lead to a decline in deposits, the number of loans we originate and the demand for our products and services, which could adversely affect our financial condition and results of operations.

***Fiscal challenges facing the U.S. government could negatively impact financial markets which in turn could have an adverse effect on our financial position or results of operations.***

Many of our investment securities are issued by the U.S. government and government agencies and sponsored entities. As a result of uncertain domestic political conditions, including the federal government shutdown in 2019 and potential future federal government shutdowns, the possibility of the federal government defaulting on its obligations for a period of time due to debt ceiling limitations or other unresolved political issues, investments in financial instruments issued or guaranteed by the federal government pose economic and liquidity risks. In January 2023, the U.S. Treasury announced that the federal government hit its debt limit and asked Congress to raise or suspend the debt ceiling. Political tensions caused by the significant increase in the national debt due to the trillions of dollars of government spending to mitigate the economic impact of the COVID-19 pandemic, policy initiatives of the Biden Administration and Congress, the recent change-in-control of the U.S. House of representatives, or other factors may make it difficult for Congress to agree on any further increases to or suspensions of the debt ceiling in a timely matter or at all, which may lead to defaults by the U.S. government or downgrades of its credit ratings. Following the government shutdown in 2011, Standard & Poor's lowered its long-term sovereign credit rating on the United States from AAA to AA+. A further downgrade or a downgrade by other rating agencies, as well as sovereign debt issues facing the governments of other countries, could have a material adverse impact on financial markets and economic conditions in the United States and worldwide. In addition, the U.S. government and the governments of other countries took steps to stabilize the financial system, including investing in financial institutions, and implementing programs to improve general economic conditions, but there can be no assurances that these efforts will restore long-term stability and that they will not result in adverse unintended consequences.

In addition to affecting the price and liquidity of US government securities, a government default or threat of default could disrupt the market for or affect the pricing of repurchase agreements ("REPO") in US government securities a type of secured financing transaction used by many financial institutions to manage short-term funding needs, invest short term cash balances and manage inventories of government securities. Overnight rates on REPO transactions are used by the Federal Reserve to calculate SOFR, the interest rate that has emerged as a viable replacement for LIBOR (together with benchmark rates based on SOFR, such as the forward-looking term SOFR rate) on loans and other financial contracts. A disruption in the REPO markets could affect interest rates paid on SOFR-benchmarked loans and payments on swaps and other financial contracts that use SOFR as a benchmark rate.

A debt default or further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could also adversely affect the ability of the U.S. government to support the financial stability of the Federal National Mortgage Association ("Fannie Mae"), the Federal Home Loan Mortgage Corporation ("Freddie Mac" or "FHLMC") and the FHLBs, with which the Bank does business, obtains financing, and in whose securities the bank invests.

***Our operations are affected significantly by interest rate levels and we are vulnerable to changes in interest rates.***

We incur interest rate risk. Our income and cash flows and the value of our assets depend to a great extent on the difference between the interest rates we earn on interest-earning assets, such as loans and investment securities, and the interest rates we pay on interest-bearing liabilities such as deposits and borrowings. These rates are highly sensitive to many factors beyond our control, including general economic conditions and policies of various governmental and regulatory agencies, particularly of the Federal Reserve. Changes in monetary policy, including changes in interest rates, significantly influence the interest we earn on our loans and investment securities and the amount of interest we pay on deposits and borrowings. During 2022, the Federal Reserve announced seven increases to the target federal funds rate in response to levels of inflation not seen in decades.

Increases in interest rates may negatively affect the market value of securities in our investment portfolio. Our fixed-rate securities, generally, are more negatively affected by these increases. A reduction in the market value of our portfolio will increase the unrealized loss position of our available-for-sale investments. Increases in interest rates also increase the cost of borrowing and reduce the demand for credit, which may cause a decline in the number or value of loans we originate. In addition, if the rate of interest we pay on our deposits and other borrowings increases more than the rate of interest we earn on our loans and other investments, our net interest income and, therefore, our earnings could be materially adversely affected. Our earnings could also be materially adversely affected if the interest rates on our loans and other investments fall more quickly than those on our deposits and other borrowings or if they remain low relative to the rates on our deposits and other borrowings.

The Bank also entered into several interest rate swap contracts to manage our fair value and cash flow exposures to changes in benchmark interest rates. The periodic net settlements of these interest rate swaps could either result in a pay or receive position dependent upon the associated benchmark interest rate compared to the associated contractual terms. See “Risk Factors—The replacement of LIBOR as a financial benchmark presents risks to the financial instruments originated or held by Signature Bank.”

Any of these events and any related economic downturn, especially domestically and in the regions in which we operate, could materially adversely affect our results of operations or financial condition. For a discussion of our interest rate risk management process, see “Item 7A. Quantitative and Qualitative Disclosures About Market Risk.”

***The COVID-19 pandemic has adversely impacted our business and financial results, and the ultimate impact will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken currently or in the future by governmental authorities in response to the pandemic.***

The COVID-19 pandemic has had, and has the potential to continue to have, a significant impact on the global economy, businesses and the lives of individuals throughout the world. The potential for persistent impact of COVID-19 and/or new COVID-19 variants that may emerge cannot be predicted at this time. There is significant uncertainty regarding the extent to which and how long the COVID-19 pandemic may reemerge with significant impact and if new related government directives, actions, orders, legislation and economic relief efforts will affect the core aspects of our business. For example, on January 31, 2023, the Biden Administration announced that public health and national emergency declarations will be terminated in May 2023. The short and long term implications of these terminations are not certain at this time. As a result of the pandemic and the related adverse economic consequences we could be subject to any of the following risks, any of which could have a material, adverse effect on our business, financial condition, liquidity, and results of operations:

- The revenue and cash flows of our borrowers may be reduced, impacting the borrowers’ ability to repay their loan, increase the risk of delinquencies and defaults, and reducing the collateral value underlying the loans
- Our clients are more dependent on our credit commitments and increased borrowings under these commitments, which could adversely impact our liquidity
- Our cybersecurity risks are increased as a result of an increase in the number of employees working from home
- Our success may be affected by a variety of external factors that may affect the price or marketability of our products and services, changes in interest rates that may increase our funding costs, reduced demand for our financial products due to economic conditions, including inflation, and the various response of governmental and nongovernmental authorities. These dynamics may continue indefinitely until such time that the disruptions caused by the pandemic are corrected. The combination of these factors could negatively affect the future banking products we provide, including a decline in the originating of loans and potential loss of clients.
- Higher income volatility from changes in interest rates and spreads to benchmark indices could cause a loss of future net interest income and a decrease in current fair market values (“FMV”) of our assets. Fluctuations in interest rates will impact both the level of income and expense recorded on most of our assets and liabilities and the market value of all interest-earning assets and interest-bearing liabilities, which in turn could have a material adverse effect on our net income, operating results, or financial condition.

***The replacement of LIBOR as a financial benchmark presents risks to the financial instruments originated or held by Signature Bank.***

LIBOR has been the reference rate used for many of our transactions, including our lending, borrowing and our purchase and sale of securities, as well as the derivatives that we use to manage risk related to such transactions. However, a reduced volume of interbank unsecured term borrowing coupled with recent legal and regulatory proceedings related to rate manipulation by certain financial institutions led to international reconsideration of LIBOR as a financial benchmark. The FCA, which regulates the process for establishing LIBOR, has announced that LIBOR will cease after June 30, 2023. The federal banking agencies, including the FDIC, determined that banks must cease entering into any new contract that uses LIBOR as a reference rate by no later than December 31, 2021. In addition, banks were encouraged to identify LIBOR-referencing contracts that extend beyond June 30, 2023 and implement plans to identify and address insufficient contingency provisions in those contracts that (i) are governed by U.S. law, (ii) will not mature before June 30, 2023, and (iii) lack fallback provisions providing for a clearly defined and practicable replacement for LIBOR. On December 16, 2022, the Federal Reserve adopted a final rule implementing this legislation that replaces references to LIBOR in financial contracts addressed by the legislation with certain Federal Reserve-selected benchmark rates based on SOFR.

It is impossible to predict what benchmark rate(s) ultimately may replace LIBOR or how LIBOR will be determined for purposes of financial instruments that are still referencing LIBOR. In December 2021, the Alternative Reference Rates Committee (the "ARRC"), a steering committee comprised of large U.S. financial institutions, released a statement recommending a new index, SOFR, which is calculated by short-term repurchase agreements, backed by U.S. Treasury securities, as a replacement for U.S. dollar LIBOR. Because of the difference in how it is constructed, SOFR may diverge significantly from LIBOR in a range of situations and market conditions. SOFR is observed and backward looking, which stands in contrast with LIBOR under the current methodology, which is an estimated forward-looking rate and relies, to some degree, on the expert judgment of submitting panel members. Given that SOFR is an overnight secured rate backed by government securities, it will be a rate that does not take into account bank credit risk or term (as is the case with LIBOR). SOFR is therefore likely to be lower than LIBOR and is less likely to correlate with the funding costs of financial institutions. While the ARRC has selected SOFR as its recommended alternative to LIBOR, other replacement rates have emerged, including, but not limited to, the Bloomberg Short-Term Bank Yield Index ("BSBY"), which is a credit sensitive rate. The ARRC announced that they are not well positioned to adjudicate the development of a credit sensitive rate and will not criticize firms solely for using reference rates other than SOFR, such as BSBY. In addition, the American Financial Exchange ("AFX") has also created the American Interbank Offered Rate ("Ameribor") as another potential replacement for LIBOR. Ameribor is calculated daily as the volume-weighted average interest rate of the overnight unsecured loans on AFX. Because of the difference in how it is constructed, Ameribor may diverge significantly from LIBOR in a range of situations and market conditions. It remains to be seen whether SOFR, BSBY and/or Ameribor are accepted by financial markets and the Bank's counterparties and customers as a replacement benchmark rate for LIBOR.

In accordance with recent developments and the interagency guidance described above, the Bank has ceased using LIBOR for new originations. Loans and other assets referencing LIBOR that remain on the Bank's balance sheet will be transitioned as relevant tenors of LIBOR are discontinued. The uncertainty surrounding potential reforms, including with respect to factors such as the use of alternative, market-based reference rates, changes to the methods and processes used to calculate rates, the quality of the data upon which rates will be based, and how closely rates will track to LIBOR may limit the extent to which markets accept alternative rates, which may, in turn, have an adverse effect on the trading market for LIBOR-based securities, loan yields, and the amounts received and paid on derivatives instruments. In addition, the implementation of LIBOR reform proposals may result in increased compliance costs and operational costs, including costs related to continued participation in LIBOR.

***We are vulnerable to illiquid market conditions, resulting in the potential for significant declines in the fair value of our investment portfolio.***

In cases of illiquid or dislocated marketplaces, there may not be an available market for certain securities in our portfolio. For example, mortgage-related assets have experienced, and are likely to continue to experience, periods of illiquidity, caused by, among other things, an absence of a willing buyer or an established market for these assets, or legal or contractual restrictions on sale. Shifts in market conditions may create dislocations in the market for bank-collateralized pooled trust preferred securities and may limit other securities that we hold. Adverse market conditions that include bank failures could result in a significant decline in the fair value of these securities. We have in the past, and may in the future, be required to recognize the credit component of the additional credit related impairments as a charge to current earnings resulting from the decline in the fair value of these securities.

***We primarily invest in mortgage-backed obligations and such obligations may be impacted by market dislocations, declining home values and prepayment risk, which may lead to volatility in cash flow and market risk and declines in the value of our investment portfolio.***

Our investment portfolio largely consists of mortgage-backed obligations primarily secured by pools of mortgages on single-family residences. The value of mortgage-backed obligations in our investment portfolio may fluctuate for several reasons, including (i) delinquencies and defaults on the mortgages underlying such obligations, particularly if unemployment and under-employment rates were to return to elevated levels, (ii) falling home prices, (iii) lack of a liquid market for such obligations, and (iv) uncertainties in respect of government-sponsored enterprises such as Fannie Mae or Freddie Mac, which guarantee such

obligations. Although home values declined significantly prior to and in the aftermath of the financial crisis, home prices generally have stabilized in recent years and, in many housing markets, home prices have increased substantially. If the value of homes were to materially decline, the fair value of the mortgage-backed obligations in which we invest may also decline. Any such decline in the fair value of mortgage-backed obligations, or perceived market uncertainty about their fair value, could adversely affect our financial position and results of operations.

In addition, when we acquire a mortgage-backed security, we anticipate that the underlying mortgages will prepay at a projected rate, thereby generating an expected yield. Prepayment rates generally increase as interest rates fall and decrease when rates rise, but changes in prepayment rates are difficult to predict. As a result of the historically low interest rates prior to the rate increases during 2022, many of our mortgage-backed securities had a higher interest rate than prevailing market rates, resulting in a premium purchase price. In accordance with applicable accounting standards, we amortize the premium over the expected life of the mortgage-backed security. If the mortgage loans securing the mortgage-backed security prepay more rapidly than anticipated, we would have to amortize the premium on an accelerated basis, which would thereby adversely affect our profitability.

***Adverse developments in the residential mortgage market may adversely affect the value of our investment portfolio.***

The residential mortgage market in the United States may experience a variety of difficulties related to changing economic conditions, increases in interest rates, increases in unemployment and under-employment rates, heightened defaults, credit losses and liquidity concerns. The unemployment rate has remained relatively steady throughout 2022; however, disruptions in the labor markets caused by or relating to the pandemic and associated fluctuations in rates of employment may have a significant adverse impact on the ability of our residential and multi-family borrowers to repay their loans. Historically, economic disruptions, including those relating to recent international trade negotiations, have adversely affected the performance and fair value of many of the types of financial instruments in which we invest and similar future conditions may produce the same impact. Many residential mortgage-backed securities have been downgraded by rating agencies over the past decade. During 2022, increases in interest rates resulted in a decline in mortgage originations and refinancings of existing mortgages as costs for residential mortgages and other financing options have risen. As a result of these difficulties and changed economic conditions, many companies operating in the mortgage sector are facing serious operating and financial challenges. The Federal Reserve's ability to take actions to ameliorate market conditions in the future may be limited by political, economic and legal factors and any such efforts may be ineffective. As a result of these factors, among others, the market for these securities may be adversely affected for a significant period of time.

The increase in interest rates by the Federal Reserve in the wake of the COVID-19 pandemic could have a significant impact on revenues earned by our mortgage banking business. We earn revenue from the fees we receive for originating mortgage loans. When rates rise, the demand for mortgage loans tends to fall, reducing the revenue we receive from loan originations.

Adverse conditions in the residential mortgage market also negatively impacts other sectors in which the issuers of securities operate, which adversely affected, and may continue to adversely affect, the fair value of such securities, including private collateralized mortgage obligations and bank-collateralized pooled trust preferred securities, in our investment portfolio.

***If the U.S. agencies or U.S. government-sponsored enterprises were unable to pay or to guarantee payments on their securities in which we invest, our results of operations would be adversely affected.***

A large portion of our investment portfolio consists of mortgage-backed securities and collateralized mortgage obligations issued or guaranteed by Fannie Mae or Freddie Mac and debentures issued by the FHLBs, Fannie Mae and Freddie Mac. Fannie Mae, Freddie Mac and the FHLBs are U.S. government-sponsored enterprises but their guarantees and debt obligations are not backed by the full faith and credit of the United States.

The economic crisis of 2008 to 2010, especially as it relates to the residential mortgage market, adversely affected the financial results and stock values of Fannie Mae and Freddie Mac and resulted in the value of the debt securities issued or guaranteed by Fannie Mae and Freddie Mac becoming unstable and relatively illiquid compared to prior periods. In recent years, Fannie Mae and Freddie Mac were able to overcome the market disruptions of the economic crisis and have been profitable since 2013. A number of proposals for the restructuring or winding down of Fannie Mae and Freddie Mac have been introduced and considered in recent years; however, at present there are no formal proposals under consideration and the Biden Administration recently signaled its support for the mission of the Federal Housing Finance Administration in supervising Fannie Mae, Freddie Mac and the FHLB System. Nevertheless, the future of Fannie Mae and Freddie Mac remains uncertain. Moreover, U.S. debt ceiling and budget deficit concerns in recent years have increased the possibility of additional U.S. government shutdowns, credit-rating downgrades and economic slowdowns, or a recession in the United States. Although U.S. lawmakers have passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the United States. Any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the ability of the U.S. government to support the financial stability of Fannie Mae, Freddie Mac and the FHLBs.

Should the U.S. government contain, reduce or eliminate support for the financial stability of Fannie Mae, Freddie Mac and the FHLBs, the ability for those entities to operate as independent entities is questionable. Any failure by Fannie Mae, Freddie Mac or the FHLBs to honor their guarantees of mortgage-backed securities, debt or other obligations will have severe ramifications for the capital markets and the financial industry. Any failure by Fannie Mae, Freddie Mac or the FHLBs to pay principal or

interest on their mortgage guarantees and debentures when due could also materially adversely affect our results of operations and financial condition.

***The vast majority of our business operations and substantially all of our real estate collateral are concentrated in the New York metropolitan area, and a downturn in the economy and the real estate market of the New York metropolitan area, as well as changes in rent regulation laws, may have a material adverse effect on our business.***

As of December 31, 2022, approximately 48.0% of the collateral for the loans in our portfolio consisted of real estate. Substantially all of the collateral is located in the New York metropolitan area. As a result, our financial condition and results of operations have been and may in the future be affected by the COVID-19 pandemic, changes in the economy and the real estate market of the New York metropolitan area, including policy changes enacted by local governments affecting multi-family borrowers, specifically the Housing Stability and Tenant Protection Act of 2019 which became effective in September 2019. This rent regulation law repealed vacancy decontrol and high-income deregulation, reformed rent increases for capital improvements, and capped the maximum rent increase for rent-controlled tenants. In the late second and early third quarter of 2019, the Bank completed an assessment of the potential impact of this rent regulation law on its existing multi-family borrowers and evaluated its current underwriting standards related to potential future multi-family borrowers and enacted risk rating changes, as deemed necessary. A prolonged period of economic recession or other adverse public health, economic or political conditions in the New York metropolitan area may result in an increase in nonpayment of loans, a decrease in collateral value, and an increase in our ACLLL.

In addition, our geographic concentration in the New York metropolitan area heightens our exposure to future terrorist attacks or other disasters, which may adversely affect our business and that of our clients and result in a material decrease in our revenues. Future terrorist attacks or other disasters cannot be predicted, and their occurrence can be expected to further negatively affect the U.S. economy generally and specifically the regional market in which we operate.

Since February 2019, when the Bank opened a full service branch office in San Francisco, CA, the Bank's first brick-and-mortar office on the West Coast, expansion geographically on the West Coast, along with the addition of new teams, continues. During 2022, the Bank onboarded seven private banking teams on the West Coast, including three in Nevada, marking our entrance in the state. The same economic risk factors that apply to the portion of our business concentrated in the New York metropolitan area also apply to our business operations on the West Coast. Our overall risk exposure will increase as our business operations in that region continue to expand.

***Inflation or deflation could adversely affect our business and financial results.***

Inflation can adversely affect us by increasing costs of capital and labor and reducing the purchasing power of our cash resources. In addition, inflation is often accompanied by higher interest rates, which may negatively affect the market value of securities in our investment and loan portfolio. As noted above, the Federal Reserve recently announced several increases in the federal funds rate in response to high inflation rates in 2021 and 2022. If inflation continues to remain at an elevated level, the Federal Reserve may be compelled to further tighten its monetary policies and further increase interest rates in 2023 and 2024. Current or future efforts by the government to stimulate the economy may increase the risk of significant inflation and its adverse impact on our financial condition and results of operations.

Alternatively, a significant period of deflation could cause a decrease in overall spending and borrowing levels. This could lead to a further deterioration in economic conditions, including an increase in the rate of unemployment and under-employment. Deflation is often accompanied by lower interest rates, which may lower the rate of interest we earn on our loans and may have a material adverse effect on our net interest income and earnings.

## Strategic Risks Related to Our Business

### ***We may be unable to successfully implement our growth strategy.***

Since our initial public offering in 2004, we have experienced rapid and significant growth. Our total consolidated assets have grown from \$3.36 billion at December 31, 2004 to \$110.36 billion at December 31, 2022. We intend to continue to pursue our strategy for growth. There can be no assurance, however, that we will continue to experience such rapid growth, or any growth, in the future. Accordingly, our growth prospects must be considered in light of the risks, expenses and difficulties encountered by banking institutions pursuing growth strategies. In order to execute this strategy successfully, we must, among other things:

- assess market conditions for growth;
- build our client base;
- maintain credit quality;
- properly manage risks, including operational risks, credit risks, interest rate risks and compliance risks;
- attract sufficient core deposits to fund our anticipated loan growth;
- identify and attract new banking group directors and teams;
- identify and pursue suitable opportunities for opening new banking locations; and
- maintain sufficient capital to satisfy regulatory requirements.

Our ability to grow successfully will depend on our ability to execute these objectives, as well as on factors beyond our control, such as national and regional economic conditions and interest rate trends. Failure to manage our growth effectively could have a material adverse effect on our business, future prospects, financial condition or results of operations and could adversely affect our ability to successfully implement our growth strategy.

### ***We may be unable to successfully integrate new business lines into our existing operations.***

To further lay the necessary groundwork for future growth, we launched several new businesses and executed certain key initiatives since 2018, including the launch of a Fund Banking Division in October 2018, and our digital payments platform, Signet, in January 2019, which enables real-time payments between our commercial clients. In addition we announced our entry into venture banking in March 2019, and established our mortgage servicing banking initiative in July 2019 with the appointment of the Specialized Mortgage Banking Solutions team, specializing in providing treasury management product and services to residential and commercial mortgage servicers. Additionally, during 2022, the Bank added the Healthcare Banking and Finance business, with the onboarding of 10 colleagues to provide lending services and garner deposits to clients within the healthcare arena. Since opening our flagship office in San Francisco in February 2019, which marked the commencement of our West Coast operations, the Bank has continued its West Coast expansion initiative and, the Bank has a total of 33 private banking teams on the West Coast as of December 31, 2022.

Although we continue to expend substantial managerial, operating and financial resources as our business grows, we may be unable to successfully continue the integration of these new business lines, and we may be unable to realize the expected revenue contributions. Moreover, we may not be as successful in managing new business lines as we have been for business lines with which we have more experience. We will be required to employ and maintain qualified personnel, and as our business expands into new and existing markets, we may be required to install additional operational and control systems. Any failure to successfully manage this integration may adversely affect our future financial condition and results of operations.

### ***We compete with many larger financial institutions which have substantially greater financial and other resources than we have, as well as financial technology companies and other non-bank entities that presently are not subject to extensive regulation and oversight.***

There is significant competition among commercial banking institutions in the markets in which we operate. We compete with bank holding companies, national and state-chartered commercial banks, savings and loan associations, consumer finance companies, credit unions, securities brokerage firms, insurance companies, mortgage banking companies, money market mutual funds, asset-based non-bank lenders and other financial institutions. Many of these competitors have substantially greater financial resources, lending limits and larger office networks than we do, and are able to offer a broader range of products and services than we can. Because we compete against larger institutions, our failure to compete effectively for deposit, loan and other clients in our markets could cause us to lose market share or slow our growth rate and could have a material adverse effect on our financial condition and results of operations.

The market for banking and brokerage services is extremely competitive and allows consumers to access financial products and compare interest rates and services from numerous financial institutions located across the United States. As a result, clients of all financial institutions, including those within our target market, are sensitive to competitive interest rate levels and services. Our future success in attracting and retaining client deposits depends, in part, on our ability to offer competitive rates



and services. Competition with respect to the rates we pay on deposits relative to the rates we obtain on our loans and other investments may put pressure on our profitability. Our clients are also particularly attracted to the level of personalized service we can provide. Our business could be impaired if our clients believe other banks provide better service or if they come to believe that higher rates are more important to them than better service.

In addition, the financial services industry is undergoing rapid technological changes, with frequent introductions of new technology-driven products and services including internet services, cryptocurrencies and payment systems. In addition to improving the ability to serve clients, the effective use of technology increases efficiency and enables financial institutions to reduce long-term costs. These technological advancements also have made it possible for non-financial institutions, such as the “fintech companies” and marketplace lenders, to offer products and services that have traditionally been offered by financial institutions. The process of “disintermediation,” or removing banks from their traditional role as financial intermediaries, could result in the loss of customer deposits and other sources of revenue, which could have a material adverse effect on our financial condition and results of operations.

Further, in many cases fintech companies and similar non-bank financial service firms, unlike the Bank, are not subject to extensive regulation and supervision. The absence of significant oversight and regulatory compliance obligations may allow such companies to realize certain competitive advantages over us, which may result in increased competition for our customers’ business. Federal and state banking agencies continue to deliberate over the regulatory treatment of fintech companies, including whether the agencies are authorized to grant charters or licenses to such companies and whether it would be appropriate to do so in consideration of several regulatory and economic factors. The increased demand for, and availability of, alternative payment systems and currencies not only increases competition for such services, but has created a more complex operating environment that, in certain cases, may require additional or different controls to manage fraud, operational, legal and compliance risks.

***Our expansion into the marketplace for digital asset transactions and deposits presents certain operational, financial, liquidity, and regulatory compliance risks.***

As noted above, the Bank launched its proprietary commercial payments platform, Signet, in 2019. The platform utilizes a blockchain infrastructure that enables the Bank’s customers to make payments in U.S. dollars in real-time, without the assistance of third-party intermediaries, through an asset tokenization and redemption process. Our future success will depend, in part, upon our ability to continue to address the needs of our clients by using innovative technologies to provide products and services that will satisfy client demands for convenience and security, as well as to create additional efficiencies in our operations. New technologies, such as the blockchain and stablecoin technologies used by the Signet platform, could require us to spend more to modify or adopt our products to attract and retain clients or to match products and services offered by our competitors, including fintech companies. Because many of our competitors have substantially greater resources to invest in technological improvements than we do, or, at present, operate in a less-burdensome regulatory environment, these institutions could pose a significant competitive threat to us.

In addition to the Bank’s Signet platform, the Bank offers digital asset banking and holds deposits from customers in the digital asset industry. The Bank’s digital asset banking team has relationships with institutional participants in the digital asset ecosystem, including exchanges, custodians, digital miners, and institutional traders. The Bank’s relationships with these market participants, and its digital asset banking operations generally, are subject to risks related to the use of digital assets, including, but not limited to, volatility in the value of digital assets, a loss of confidence in the participants of the digital asset ecosystem and negative publicity surrounding digital assets. The bankruptcy or other operational failure of the Bank’s digital asset customers or other market participants could affect the ability of our digital asset customers to maintain their deposits with us and could lead to a decline in volume of the Bank’s digital asset deposits. For example, in November 2022, FTX, the third largest digital asset exchange by volume at the time, filed for bankruptcy. Although the Bank’s relationship with FTX was only limited to USD denominated deposits, the market fallout from the FTX bankruptcy has led to extreme digital asset price volatility and negative publicity surrounding digital assets and undermined confidence in the digital asset markets, all of which have resulted in declines in the Bank’s digital asset deposits. All of the Bank’s digital asset deposits are USD denominated. In the fourth quarter of 2022, the Bank announced plans to reduce its digital asset banking deposits, all of which are USD denominated; however, further volatility in the digital asset markets may adversely affect our deposits and, in turn, our business, earnings, net interest margin, efficiency ratio, liquidity, capital levels/ratios, the ability to grow our loan portfolio, financial condition and results of operations.

In addition, the digital asset industry remains somewhat nascent, despite its rapid growth prior to its volatility and downturn, and the use of digital assets in financial transactions continues to be an emerging practice. Certain characteristics of digital asset transactions, such as the speed with which such transactions can be conducted, the ability to transact without the involvement of regulated intermediaries, the ability to engage in transactions across multiple jurisdictions, and the anonymous nature of the transactions, can make digital assets vulnerable to fraud, money laundering, tax evasion and cybersecurity risks. At present, digital assets and digital asset service providers and markets are not subject to extensive regulation. However, in light of the significant volatility in the digital asset markets following the FTX bankruptcy, supervision and regulation of this area has become a priority for several financial regulatory agencies, including our primary regulator, the New York State Department of Financial Services—which now licenses and supervises virtual currency businesses—as well as the federal banking agencies. Of note, the federal banking agencies established an interagency task force devoted to the construction of a common regulatory framework for the supervision of digital assets. In November 2021, the banking agencies issued a statement providing that the agencies intend to clarify, through the issuance of guidance and perhaps proposed regulations,

whether certain digital asset activities are bank-permissible activities and, if so, the extent of the agencies' expectations for safety and soundness, consumer protection and compliance with applicable laws and regulations in connection with the conduct of such activities. On April 7, 2022, the FDIC issued a financial institution letter requiring its supervised institutions to provide notice and obtain supervisory feedback prior to engaging in any crypto-related activities. The OCC and Federal Reserve have also released supervisory guidance for their supervised institutions. Further, sustained disruptions in the digital asset marketplace may result in governmental investigations, enforcement actions and litigation involving market participants.

As supervisory scrutiny and regulation of digital assets increases, we may face greater exposure to operational, financial and regulatory risk and our strategic plans activities in this area may be limited or delayed, which could adversely affect our business, financial condition and results of operations.

***Government intervention in the banking industry has the potential to change the competitive landscape.***

Historically there has been significant government intervention in the banking industry. In response to the economic crisis of 2008, the federal government took extraordinary measures to stabilize the financial system, including through equity investments, liquidity facilities and guarantees. Although the Dodd-Frank Act limited the ability of the federal government to provide emergency assistance to individual financial institutions, it is possible that the federal government could take certain steps to intervene in the banking industry in order to stabilize the financial system in the event of future disruptions. The federal government's past actions have affected the competitive landscape in certain respects. For example, clients may view some of our competitors as being "too big to fail," meaning that such competitors may thereby benefit from an implicit U.S. government guarantee beyond that provided to banks generally. Any such intervention, or the perception of the possibility of such intervention, could adversely affect our competitive standing and profitability. Further, rulemaking and other administrative actions taken by the federal banking agencies in response to the COVID-19 pandemic have impacted the Bank's operations and risk management. In addition, as a result of both the pandemic itself and the economic conditions relating to the pandemic, the needs of certain customers, and the preferred delivery of banking services, has been affected in certain respects. Further, under the Biden Administration, agencies have adopted a more aggressive approach to supervision, examination and enforcement relative to the approach of the agencies in recent years under the prior Administration. In addition, the federal banking agencies and the Administration have begun to signal certain priorities for the banking sector, with an enhanced focus on environmental, social and governance matters and increased supervision and regulation of digital assets and the digital asset marketplace being two examples of such priorities. As a result of these dynamics, the Bank's ability to compete for the business of certain customers also may be affected.

In addition, certain government programs introduced during the economic crisis may give rise to new competitors. For instance, non-bank lenders, some pursuing non-traditional models, which are not, at present, subject to regulatory capital limits or bank supervision, have become active competitors. Certain state regulatory agencies have adopted "regulatory sandboxes," which provide for certain exemptions from licensing and other functional regulatory requirements for fintech companies that provide certain innovative financial products and services. In recent years, the OCC has begun to accept applications from financial technology companies to become special purpose national banks. These developments are likely to result in increased competition for our clients' banking business. Similarly, the FDIC introduced a bidding process for institutions that have been or will be placed into receivership by federal or state regulators and made the process open to existing financial institutions, as well as groups without pre-existing operations. This process and other programs like it that exist now or that may be developed in the future could give rise to a significant number of new competitors, which could have a material adverse effect on our business and results of operations.

***We may not be able to acquire suitable client relationship groups or manage our growth.***

A principal component of our growth strategy is to increase market penetration and product diversification by recruiting group directors and their teams. However, we believe that there is a limited number of potential group directors and teams that will meet our development strategy and other recruiting criteria. As a result, we cannot assure you that we will identify potential group directors and teams that will contribute to our growth. Even if suitable candidates are identified, we cannot assure you that we will be successful in attracting them, as they may opt instead to join our competitors.

Even if we are successful in attracting these group directors and teams, we cannot assure you that they will be successful in bringing additional clients and business to us. Furthermore, the addition of new teams involves several risks including risks relating to the quality of the book of business that may be contributed, adverse personnel relations and loss of clients because of a change of institutional identity. In addition, the process of integrating new teams could divert management time and resources from attention to existing clients. We or such directors or teams also may face litigation in some instances brought by former employers of these individuals relating to their separation from the former employer. We cannot assure you that we will be able to successfully integrate any new team that we may acquire or that any new team that we acquire will enhance our business, results of operations, cash flows or financial condition.

***Provisions in our charter documents may delay or prevent our acquisition by a third party.***

Our restated Certificate of Organization (as amended) and By-laws (as amended) contain provisions that may make it more difficult for a third party to acquire control of us without the approval of our Board of Directors. For example, our By-laws contain provisions that restrict the ability of shareholders to take action without a meeting. These provisions could delay,

prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our stockholders receiving a premium over the market price for their common stock.

***There are substantial regulatory limitations on changes in control of the Bank.***

Federal law prohibits a company or a group of persons deemed to be “acting in concert” from, directly or indirectly, acquiring 25% or more (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise to direct the management or policies of our company without prior application to and the approval of the Federal Reserve. Moreover, any individual or group of individuals or entities deemed to be acting in concert who acquires 10% or more of our voting stock or otherwise obtains control over Signature Bank would be required to file a notice with the FDIC under the Change in Bank Control Act and to receive a non-objection to such acquisition of control. Finally, any person or group of persons deemed to be acting in concert would be required to obtain approval of the DFS before acquiring 10% or more of our voting stock. See “Regulation and Supervision—Change in Control.” Accordingly, prospective investors need to be aware of and comply with these requirements, if applicable, in connection with any purchase of shares of our common stock. This may effectively reduce the number of investors who might be interested in investing in our stock and also limits the ability of investors to purchase us or cause a change in control.

**Operational Risks Related to Our Business**

***We are vulnerable to downgrades in credit ratings for securities within our investment portfolio.***

Although approximately 99.7% of our portfolio of investment securities were rated investment grade or better as of December 31, 2022, we remain exposed to potential investment rating downgrades by credit rating agencies of the issuers and guarantors of securities in our investment portfolio. A significant volume of downgrades would negatively impact the fair value of our securities portfolio, resulting in a potential increase in the unrealized loss in our investment portfolio, which could negatively affect our earnings. Rating downgrades of securities to below investment grade level and other events may result in impairment of such securities, requiring recognition of the credit component of the other-than-temporary impairment as a charge to current earnings.

***There are material risks involved in commercial lending, which generally involves a higher risk than residential mortgage loans, that could adversely affect our business.***

Commercial loans represented approximately 99.8% of our total loan portfolio, excluding loans held for sale, as of December 31, 2022, and our business plan calls for continued efforts to increase our assets invested in commercial loans. Our credit-rated commercial loans include commercial and industrial loans to our privately-owned business clients along with loans to commercial borrowers that are secured by real estate (commercial property, multi-family residential property, 1–4 family residential property, owner-occupied health care facilities, and acquisition, development and construction). Commercial loans generally involve a higher degree of credit risk than residential mortgage loans do, in part, to their larger average size and less readily-marketable collateral. In addition, unlike residential mortgage loans, commercial loans generally depend on the cash flow of the borrower’s business to service the debt.

A significant portion of our commercial loans depend primarily on the liquidation of assets securing the loan for repayment, such as real estate, inventory and accounts receivable. These loans carry incrementally higher risk, because their repayment often depends solely on the financial performance of the borrower’s business. In addition, the federal banking agencies, including the FDIC, have applied increased regulatory scrutiny to institutions with commercial loan portfolios that are fast growing or large relative to the institutions’ total capital. For a discussion of supervisory issues associated with commercial real estate portfolio concentration, see “Regulation and Supervision—Other Regulatory Requirements.”

For all of these reasons, increases in nonperforming commercial loans could result in operating losses, impaired liquidity and the erosion of our capital, and could have a material adverse effect on our financial condition and results of operations. Credit market tightening could adversely affect our commercial borrowers through declines in their business activities and adversely impact their overall liquidity through the diminished availability of other borrowing sources or otherwise.

***As the size of our loan portfolio grows, the risks associated with our loan portfolio may be exacerbated.***

Our ability to grow our loan portfolio safely depends on maintaining disciplined and prudent underwriting standards and ensuring that our banking teams follow those standards. As we grow our business and hire additional banking teams, the size of our loan portfolio grows, which can exacerbate the risks associated with that portfolio. Although we attempt to minimize our credit risk through certain procedures, including stress testing and monitoring the concentration of our loans within specific industries, we cannot assure you that these procedures will remain as effective when the size of our loan portfolio increases. This weakening of our standards for any reason, such as to seek higher yielding loans, or a lack of discipline or diligence by our employees in underwriting and monitoring loans, may result in an increase in charge-offs or underperforming loans, which could adversely affect our business.

***Our failure to effectively manage our credit risk could have a material adverse effect on our financial condition and results of operations.***

There are risks inherent in making any loan, including repayment risks associated with, among other things, the period of time over which the loan may be repaid and dealings with individual borrowers and uncertainties as to the future value of collateral. In addition, changes in economic and industry conditions may impact our credit risk. U.S. economic activity is expected to remain moderate in 2023 due to factors including elevated levels of inflation, increasing interest rates, high levels of commercial debt and uncertainty in both the residential and commercial real estate markets, and other economic factors. Although we attempt to minimize our credit risk by monitoring the concentration of our loans within specific industries and through what we believe to be prudent loan application approval procedures, we cannot assure you that such monitoring and approval procedures will reduce these lending risks.

In addition, we are subject to credit risk in our investment portfolio. Our investments include debentures, mortgage-backed securities and collateralized mortgage obligations issued or guaranteed by U.S. government-sponsored enterprises, such as Fannie Mae, Freddie Mac and the Federal Home Loan Banks, as well as collateralized mortgage obligations, bank-collateralized pooled trust preferred securities and other debt securities issued by private issuers. The issuers of our trust preferred securities include several depository institutions that suffered significant losses during the economic crisis. While the issuers of our trust preferred securities have stabilized and recapitalized, should the economy weaken, credit risk may affect the value of our holdings, as we are exposed to credit risks associated with the issuers of the debt securities in which we invest. Further, with respect to the mortgage-backed securities in which we invest, we also are affected by the credit risk associated with the borrowers of the loans underlying these securities.

***Lack of seasoning of the mortgage loans underlying our investment portfolio may increase the risk of credit defaults in the future.***

The mortgage loans underlying certain mortgage-backed obligations in which we invest also may not begin to show signs of credit deterioration until they have been outstanding for some period of time. Because the mortgage loans underlying certain of the mortgage-backed obligations in our investment portfolio are relatively new, the level of delinquencies and defaults on such loans may increase in the future, thus adversely affecting the mortgage-backed obligations we hold.

***Our ACLLL may not be sufficient to absorb actual losses.***

Experience in the banking industry indicates that a portion of our loans will become delinquent, and that some of these loans may be only partially repaid or may never be repaid at all. Despite our underwriting criteria, we experience losses for reasons beyond our control, including general economic conditions. A prolonged period of economic recession or other adverse economic conditions in the New York metropolitan area may result in an increase in nonpayment of loans, a decrease in collateral value and an increase in our ACLLL. Although we believe that our ACLLL is maintained at a level adequate to absorb the current expected lifetime losses in our loan portfolio, these estimates of loan losses are necessarily subjective and their accuracy depends on the actual outcome of future events, some of which are beyond our control. We may need to make significant and unanticipated increases in our loss allowances in the future, which would materially adversely affect our financial condition and results of operations.

In addition, bank regulatory agencies, as an integral part of their supervisory functions, periodically review our loan portfolio and related ACLLL. These regulatory agencies may require us to increase our provision for credit losses for loans and leases or to recognize further loan charge-offs based upon their judgments, which may be different from ours. In addition, changes to the accounting standards that govern our financial reporting related to our loans may result in unanticipated effects on the timing or amount of our loan losses. An increase in the ACLLL required by these regulatory agencies or the unanticipated recognition of losses on our loans could materially adversely affect our financial condition and results of operations.

***We rely on the Federal Home Loan Bank of New York for secondary and contingent liquidity sources.***

We utilize the FHLB of New York for secondary and contingent sources of liquidity. Also, from time to time, we utilize this borrowing source to capitalize on market opportunities to fund investment and loan initiatives. Our FHLB borrowings were approximately \$11.28 billion at December 31, 2022. Because we rely on the FHLB for liquidity, if we were unable to borrow from the FHLB, we would need to find alternative sources of liquidity, which may not be available or may be available only at a higher cost and on terms that do not match the structure of our liabilities as well as FHLB borrowings do.

As a member of the FHLB, we are required to purchase capital stock of the FHLB as partial collateral and to pledge marketable securities or loans for our borrowings. At December 31, 2022, we held \$560.3 million of FHLB stock. As of December 31, 2022 the FHLB held \$10.21 billion of commercial real estate loans and \$18.45 billion of securities, a portion of which were used to collateralize advances and repurchase agreements.

***We are dependent upon key personnel.***

Our success depends to a significant extent upon the performance of certain key executive officers and employees, the loss of any of whom could have a material adverse effect on our business. Our key executive officers and employees include our Chairman, Scott Shay, our Chief Executive Officer, Joseph DePaolo, our President and Chief Operating Officer, Eric Howell, and our Vice-Chairman, John Tamberlane. Although we have entered into agreements with Messrs. Shay and DePaolo, we have not entered into an agreement with either Mr. Howell or Mr. Tamberlane and we generally do not have employment agreements with our key personnel. We adopted an equity incentive plan and a change of control plan for key personnel in connection with the consummation of our initial public offering. Even though we are party to these agreements and sponsor these plans, we cannot assure you that we will be successful in retaining any of our key executive officers and employees. The loss of any of our key executive officers or employees could disrupt and have a detrimental effect on our business.

***We may not be able to hire, train and retain qualified personnel to support our growth, and difficulties with hiring, team member training and other labor issues could adversely affect our ability to implement our business objectives and disrupt our operations.***

Our business is built around group directors, who are principally responsible for our client relationships. A principal component of our strategy is to increase market penetration by recruiting and retaining experienced group directors, their groups, loan officers and other management professionals. Competition for experienced personnel within the commercial banking, specialty finance, brokerage and insurance industries is strong and we may not be successful in attracting and retaining the personnel we require. Our ability to develop new lines of business such as our Health Care Banking and Finance business, Commercial Mortgage Finance business, Fund Banking Division and Signature Public Funding, and our ability to expand into new products, including digital products, and new geographic markets, are also dependent on our ability to attract and retain key personnel. We cannot assure you that our recruiting efforts will be successful or that they will enhance our business, results of operations or financial condition.

In addition, our group directors or other key professionals may leave us at any time and for any reason. They are not under contractual restrictions to remain with us and would not be bound by non-competition agreements or non-solicitation agreements if they were to leave us. If a number of our key group directors or other key professionals were to leave, our business could be materially adversely affected. We cannot assure you that such losses will not occur.

Our SBA division is also dependent upon relationships our SBA professionals have developed with clients from whom we purchase loans and upon relationships with investors in pooled securities. The loss of a key member of our SBA division team may lead to the loss of existing clients. We cannot assure you that we will be able to recruit qualified replacements with a comparable level of expertise and relationship base.

Furthermore, competition for qualified personnel in any of the industries in which we operate may lead to increases in our cost of labor. Increases in employee wages, benefits and insurance may become necessary to recruit and retain the personnel needed to support our business. Such increases in our cost of labor may have an adverse effect on our results of operations and financial condition by increasing out operating costs.

***Curtailed of government guaranteed loan programs could affect our SBA business.***

Our SBA business relies on the purchasing, pooling and selling of government guaranteed loans, in particular those guaranteed by the SBA. From time to time, the government agencies that guarantee these loans reach their internal limits and cease to guarantee loans for a period of time. In addition, these agencies may change their rules for loans or Congress may adopt legislation that would have the effect of discontinuing or changing the programs. If changes to the SBA program occur, the volumes of loans that qualify for government guarantees could decline. Levels of activity may also be impacted by temporary government shutdowns. Lower volumes of origination of government guaranteed loans may reduce the profitability of our SBA business.

***We rely extensively on outsourcing to provide cost-effective operational support.***

We make extensive use of outsourcing to provide cost-effective operational support with service levels consistent with large bank operations, including key banking, brokerage and insurance systems. For example, under the clearing agreement Signature Securities has entered into with National Financial Services, LLC (a Fidelity Investments company), National Financial Services, LLC processes all securities transactions for the account of Signature Securities and the accounts of its clients. Services of the clearing firm include billing and credit extension and control, receipt, custody and delivery of securities. Signature Securities is dependent on the ability of its clearing firm to process securities transactions in an orderly fashion. In addition, Fidelity Information Services provides us with all our core banking applications. Our outsourcing agreements can generally be terminated by either party upon notice. Although we maintain contingency plans for the transitioning of outsourced activities to other third parties, the termination of some of our outsourcing agreements, including the agreements with National Financial Services, LLC and Fidelity Information Services, could result in a disruption of service that could, even if temporary, have a material adverse effect on our financial condition and results of operations.

Our third-party outsourcing relationships are subject to evolving regulatory requirements regarding vendor management. Federal banking guidance requires us to conduct due diligence and oversight in third party business relationships and to control risks in the relationship to the same extent as if the activity were directly performed by the Bank. In July 2016, the FDIC proposed new Guidance for Third Party Lending to set forth safety and soundness and consumer compliance measures FDIC-

supervised institutions should follow when lending through a business relationship with a third party. In June 2017, the FDIC adopted supervisory guidance on model risk management which builds upon previously-issued risk management guidance and requires us to, among other things, validate third-party vendors and products in a manner consistent with FDIC supervisory expectations and our internal risk management protocols. On July 13, 2021, the federal banking agencies issued proposed interagency guidance on third-party risk management which describes, and solicits public comment on, a framework for use by banking organizations in developing risk management practices for all stages of the life cycle of a third-party relationship that address the level of risk, size and complexity of the banking organization as well as the nature of the third party, specifically including financial technology companies, and any specialized risks that may be presented. The prospects and timing for the adoption of final interagency guidance, as well as the extent to which any new guidance would deviate from existing guidance regarding banks' third-party relationships, cannot be predicted at this time. Further, on August 27, 2021, the federal banking agencies issued guidance on expectations for banks in selecting and entering into relationships with financial technology companies that support critical aspects of a bank's operations, such as its information technology infrastructure. The guidance encourages banks to consider a number of factors when engaging such companies, including their business experience and qualifications, financial condition, record of legal and regulatory compliance, risk management plans and practices and internal controls, and operational resilience, among others.

If our regulators conclude that we are not exercising proper oversight and control over third-party vendors, or that third parties are not performing their services appropriately, then we may be subject to enhanced supervisory scrutiny or enforcement actions. These regulatory changes or enforcement actions could result in additional costs and a material adverse effect on our business and our ability to use third party services to receive cost-effective operational support.

***Decreases in trading volumes or prices could harm the business and profitability of Signature Securities.***

Declines in the volume of securities trading and in market liquidity generally result in lower revenues from our brokerage and related activities. The profitability of our Signature Securities business would be adversely affected by a decline in revenues because a significant portion of its costs are fixed. For these reasons, decreases in trading volume or securities prices could have a material adverse effect on our business, financial condition and results of operations.

***Our ability to pay cash dividends or engage in share repurchases is restricted.***

On July 18, 2018, the Bank declared its inaugural quarterly common stock cash dividend of \$0.56 per share, or a total of \$31.0 million, which was paid on August 15, 2018 to our common stockholders of record at the close of business on August 1, 2018. The Bank has declared and paid a quarterly cash dividend of \$0.56 per share, or approximately \$30.0 to \$35.3 million each quarter from the third quarter of 2018 through the third quarter of 2022. On January 13, 2023, the Bank declared its fourth quarter 2022 cash dividend of \$0.70 per share, a \$0.14 per share increase, to be paid on or after February 10, 2023 to common stockholders of record at the close of business on January 27, 2023. The Bank also declared a cash dividend of \$12.50 per share of its Series A Preferred Stock payable on or after March 30, 2023 to preferred stockholders of record at the close of business on March 17, 2023.

In addition, on October 17, 2018, Bank stockholders approved our common stock repurchase program which provides the Bank the ability to repurchase common stock from shareholders in the open market up to \$500.0 million. Share buybacks are also subject to regulatory approval, which were received for the repurchase program of up to \$500.0 million in November 2018. Since the initial approval of the stock repurchase program, the Bank has received shareholder and regulatory approval to continue and amend the program to restore the repurchase authorization amount to \$500.0 million. The Bank has suspended any future repurchases of common stock given the COVID-19 circumstances since the end of the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. To date, the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million, and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022.

Under New York law, we are prohibited from declaring a dividend so long as there is any impairment of our capital stock. In addition, we would be required to obtain the approval of the DFS if the total of all our dividends declared in any calendar year would exceed the total of our net profits for that year combined with retained net profits of the preceding two years, less any required transfer to surplus or a fund for the retirement of any preferred stock. We would also be required to obtain the approval of the FDIC prior to declaring a dividend if after paying the dividend we would be undercapitalized, significantly undercapitalized, or critically undercapitalized. Our ability to pay dividends and to buy back shares will also depend upon the amount of cash available to us from our subsidiaries. Restrictions on our subsidiaries' ability to make dividends or advances to us will tend to limit our ability to pay dividends to our shareholders. See "Regulation and Supervision—Restrictions on Dividends and Other Distributions."

***The loss of our deposit clients or substantial reduction of our deposit balances could force us to fund our business with more expensive and less stable funding sources.***

Our deposits have increased from \$26.77 billion as of December 31, 2015 to \$88.59 billion as of December 31, 2022. This growth has been driven by several factors, including many investors' desire for safer, more stable investments, such as bank deposits. Given our business model, our depositor base is more heavily weighted to larger uninsured deposits than many other banks. As of December 31, 2022, approximately 89.7% of our total deposits of \$88.59 billion were not FDIC-insured.

We have traditionally obtained funds principally through deposits. The interest rates paid for borrowings generally are fixed and medium to long-term in nature and typically exceed the interest rates paid on deposits. Deposit outflows can occur for a number of reasons, including because clients may seek investments with higher yields, clients with uninsured deposits may seek greater financial security during prolonged periods of extremely volatile and unstable market conditions or clients may simply prefer to do business with our competitors, or for other reasons. Additionally, declines in digital asset deposits can occur because of volatility in the value of digital assets, a loss of confidence in the digital asset ecosystem and negative publicity surrounding digital assets. If a significant portion of our deposits were withdrawn we may need to rely more heavily on more expensive borrowings and other sources of funding to fund our business and meet withdrawal demands, adversely affecting our net interest margin. The occurrence of any of these events could materially and adversely affect our business, results of operations or financial condition.

***Downgrades of our credit rating could negatively affect our funding and liquidity by reducing our funding capacity and increasing our funding costs.***

Kroll Bond Rating Agency, Fitch Ratings Inc. and Moody's Investors Service are the full-service rating agencies (the "Rating Agencies") that provide us with deposit and debt ratings which evaluate liquidity, asset quality, capital adequacy and earnings. The Rating Agencies continuously evaluate these ratings based on a number of factors, including standalone financial strength, as well as factors not entirely within our control, such as the Rating Agencies' respective proprietary rating methodology and assumptions and conditions affecting the financial services industry and markets generally. We may not be able to maintain our current ratings. Downgrades of our deposit and debt ratings could negatively impact our ability to access the capital markets and other sources of funds as well as the costs of those funds, and our ability to maintain certain deposits. This could affect our growth, profitability, and financial condition, including our liquidity.

***We may not be able to raise the additional funding needed for our operations.***

If we are unable to generate profits and cash flow on a consistent basis, we may need to arrange for additional financing to support our business. Although we have completed a number of successful capital raising transactions, including, among others, our 2022 public offering of 2,100,000 shares of our common stock, we cannot assure you that, if needed or desired, we would be able to obtain additional capital or financing on commercially reasonable terms or at all. Our failure to obtain sufficient capital or financing could have a material adverse effect on our growth, on our ability to compete effectively and on our financial condition and results of operations.

***Our business may be adversely impacted by severe weather, acts of war or terrorism, public health issues and other external events.***

Our primary markets are located near coastal waters, which could generate naturally occurring severe weather that could have a significant impact on our business. Weather disasters, shifts in local climates, and other disruptions exacerbated by climate change may adversely affect the value of real properties securing our loans and could cause reductions in local economic activity. In addition, New York City remains a central target for potential civil unrest, acts of war or terrorism against the United States and other acts of violence or threats to national security and our operations and the operations of our vendors, suppliers and clients may be subject to disruption from a variety of causes, including work stoppages, financial difficulties, fire, earthquakes, flooding or other natural disasters. Additionally, financial markets may be adversely affected by current or anticipated military conflict, including between Russia and Ukraine, terrorism or other geopolitical events globally. Moreover, a public health issue such as the COVID-19 pandemic or another major pandemic could adversely affect economic conditions. The United States and other countries have experienced, and may experience in the future, outbreaks of contagious diseases that affect public perception of health risk. In the event of a widespread, prolonged, actual or perceived outbreak of a contagious disease, our operations could be negatively impacted by a reduction in customer traffic, quarantines or closures of our offices and facilities, the decline in productivity of our key officers and employees or other factors. Such events, including severe weather, acts of war or terrorism, public health issues and other external events globally or within the United States, could have a significant impact on our ability to conduct our business and could affect the ability of our borrowers to repay their loans, impair the value of the collateral securing our loans, and cause significant property damage, thus increasing our expenses and/or reducing our revenues. In addition, such events could affect the ability of our depositors to maintain their deposits with us, and adverse consequences may also result from corresponding disruption in the operations of our vendors, suppliers and clients, which could have a material effect upon our business. Although we have established disaster recovery policies and procedures, the occurrence of any such event could have a material adverse effect on our business which, in turn, could have a material adverse effect on our financial condition and results of operations. See "Risk Factors—The COVID-19 pandemic has adversely impacted our business and financial results, and the ultimate impact will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken currently or in the future by governmental authorities in response to the pandemic."

***Other changes in accounting standards or interpretation in new or existing standards could materially affect our financial results.***

From time to time the FASB and the SEC change accounting regulations and reporting standards that govern our preparation of financial statements, and bank regulators often provide supervisory views and guidance regarding the implementation of these standards. In addition, the FASB, SEC and the bank regulators may revise their previous interpretations regarding existing accounting regulations and the application of these accounting standards. These changes in accounting regulations

and reporting standards and revisions in accounting interpretations are out of our control and may have a material impact on our financial statements.

***Reputational risk and social factors may impact our results and damage our brand.***

Our ability to attract and retain customers is highly dependent upon the perceptions of borrowers and deposit holders and other external perceptions of our products, services, trustworthiness, business practices, workplace culture, compliance practices or our financial health. In addition, our brand is very important to us. Maintaining and enhancing our brand depends largely on our ability to continue to provide high-quality products and services. Adverse perceptions regarding our reputation could lead to difficulties in generating and maintaining accounts as well as in financing them. In particular, negative public perceptions regarding our reputation, including negative perceptions regarding our ability to maintain the security of our technology systems and protect customer data or our compliance programs, could lead to decreases in the levels of deposits that customers and potential customers choose to maintain with us or significantly increase the costs of attracting and retaining customers. In addition, negative perceptions regarding certain industries, partners or clients could also prompt us to cease business activities associated with those entities.

Negative public opinion or damage to our brand could also result from actual or alleged conduct in any number of activities or circumstances, including lending practices, regulatory compliance (including compliance with anti-money laundering statutes and regulations), security breaches (including the use and protection of customer data), corporate governance, resolution of conflicts of interest and ethical issues, and sales and marketing, and from actions taken by regulators or other persons in response to such conduct. Such conduct could fall short of our customers' and the public's heightened expectations of financial institutions of our size with rigorous privacy, data protection, data security and compliance practices, and could further harm our reputation. In addition, third parties with whom we have relationships may take actions over which we have limited control that could negatively impact perceptions about us or the financial services industry. The proliferation of social media may increase the likelihood that negative information about the Bank, whether or not the information is accurate, will impact our reputation and business. Once information has spread through social media, it can be difficult to address it effectively, either by correcting inaccuracies or communicating remedial steps taken to address actual issues.

***FDIC insurance premiums fluctuate materially, which could negatively affect our profitability.***

The FDIC insures deposit accounts at certain financial institutions, including Signature Bank. Under FDIC regulations, we are required to pay premiums to the DIF to maintain our deposit accounts' required insurance. After the passage of the Dodd-Frank Act, the FDIC adopted new rules that redefined how deposit insurance assessments are calculated. The FDIC utilizes a risk-based premium system in which an institution pays premiums for deposit insurance on the institution's average consolidated total assets minus average tangible equity. For large insured depository institutions, generally defined as those with at least \$10 billion in total assets, the assessment rate schedules combine regulatory ratings, PCA capital evaluations, and financial measures into two scorecards, one for most large insured depository institutions and another for highly complex insured depository institutions, to calculate assessment rates. A highly complex institution is generally defined as an insured depository institution with more than \$50 billion in total assets that is controlled by a parent company with more than \$500 billion in total assets. Because of our organizational structure, Signature Bank is not viewed as "highly complex" and is not likely to be viewed as such in the near future. The assessment rate schedule includes an adjustment for significant amounts of brokered deposits applicable to large institutions that are either less than well capitalized or have a composite rating of "3", "4", or "5" under the Uniform Financial Institution Rating System. For such an institution, an assessment rate adjustment applies when its ratio of brokered deposits to domestic deposits is greater than 10%. If our regulatory ratings, PCA capital evaluations, financial measures, or levels of brokered deposits change in ways that indicate greater risk, our deposit insurance assessments could increase materially.

In March 2016, the FDIC adopted a final rule on deposit insurance assessment rates for large and small insured depository institutions, which took effect on June 30, 2016. The final rule imposes a surcharge on banks with at least \$10 billion in total assets at an annual rate of four and one-half basis points applied to the institution's assessment base (with certain adjustments) in order to reach a DIF reserve ratio of 1.35%. On October 18, 2022, the FDIC adopted a final rule, applicable to all insured depository institutions, to increase initial base deposit insurance assessment rate schedules uniformly by 2 basis points beginning the first quarterly assessment period of 2023. The FDIC also concurrently maintained the Designated Reserve Ratio for the DIF at 2 percent for 2023. According to the FDIC, the growth in insured deposits during the first and second quarters of 2020 caused the DIF reserve ratio to drop below the statutory minimum of 1.35%. The increase in the assessment rate schedules is intended to increase the likelihood that the DIF reserve ratio will reach the statutory minimum of 1.35% by the statutory deadline of September 30, 2028. See "Regulation and Supervision—Deposit Premiums and Assessments." Any further increase in assessment fees, whether due to the FDIC's assessment of our risk level, additional regulatory changes, or increases in our assessment base, could have a materially adverse effect on our results of operations and financial condition.

***The soundness of other financial institutions could adversely affect us.***

Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including broker-dealers, commercial banks, investment banks, and mutual and hedge funds and other institutional clients. Many of these transactions expose us to credit risk in the event of default of our counterparty or



client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due us. There can be no assurance that any such losses would not materially and adversely affect our results of operations.

## **Government and Regulation Risks Related to Our Business**

### ***We are subject to significant government regulation.***

We operate in a highly-regulated environment and are subject to supervision and regulation by a number of governmental regulatory agencies, including, among others, the FDIC, the DFS, the CFPB, the SEC and FINRA. In addition, we may be subject to inquiries or investigations conducted by the U.S. Department of Justice or State Attorneys General, either in connection with referrals made by our regulators or on an independent basis. As we expand our operations, we will become subject to regulation by additional states. Regulations adopted by our banking regulators are generally intended to provide protection for our depositors and our clients, rather than our shareholders, and govern a comprehensive range of matters relating to ownership and control of our shares, our acquisition of other companies and businesses, the activities in which we are permitted to engage, maintenance of adequate capital levels, and other aspects of our operations.

These regulatory agencies possess broad authority to prevent or remedy unsafe or unsound practices or violations of law. For example, bank regulators view certain types of clients as “high risk” clients under the Bank Secrecy Act, and other laws and regulations, and require enhanced due diligence and enhanced monitoring with respect to such clients. While we believe that we adequately perform such enhanced due diligence and monitoring with respect to our clients that fall within this category, if the regulators believe that our efforts are not adequate or that we have failed to identify suspicious transactions in such accounts, they could bring an enforcement action against us, which could result in bad publicity, fines and other penalties, and could have a material adverse effect on our business.

In addition, laws and regulations enacted over the last several years have had, and are expected to continue to have, a significant impact on the financial services industry. Some of these laws and regulations, including the Dodd-Frank Act, the Sarbanes-Oxley Act of 2002 and the USA PATRIOT Act of 2001, have increased and may in the future further increase our costs of doing business, particularly personnel and technology expenses necessary to maintain compliance with the expanded regulatory requirements.

The securities markets and the brokerage industry in which Signature Securities operates are also highly regulated. Signature Securities is subject to regulation as a securities broker and investment adviser, and many of the regulations applicable to Signature Securities may have the effect of limiting its activities, including activities that might be profitable. Signature Securities is registered with and subject to supervision by the SEC and FINRA and is also subject to state insurance regulation. In June 2019, the SEC adopted Regulation Best Interest, which, among other things, established a new standard of conduct for a broker-dealer to act in the best interest of a retail customer when providing investment advice about securities. The new regulation requires Signature Securities to review and possibly modify its compliance activities, including its policies, procedures and controls, which is causing us to incur certain additional costs. As a subsidiary of Signature Bank, Signature Securities is also subject to regulation and supervision by the DFS. See “Regulation and Supervision—Regulation of Signature Securities.” The securities industry has been subject to several fundamental regulatory changes, including changes in the rules of self-regulatory organizations such as the New York Stock Exchange (“NYSE”) and FINRA. In the future, the industry may become subject to new regulations or changes in the interpretation or enforcement of existing regulations. We cannot predict the extent to which any future regulatory changes may adversely affect our business.

In addition, we are subject to ongoing examination by the FDIC, the DFS, the SEC, the CFPB, self-regulatory organizations and various state authorities. Our banking operations, sales practices, trading operations, record-keeping, supervisory procedures and financial position may be reviewed during such examinations to determine if they comply with the rules and regulations designed to protect clients and protect the solvency of banks and broker-dealers. Examinations may result in the issuance of a letter to us noting perceived deficiencies and requesting us to take corrective action. Deficiencies discovered through examination, customer complaints, or other means could lead to further investigation and the possible institution of administrative proceedings, which may result in the issuance of an order imposing sanctions upon us and/or our personnel, including our investment professionals. For example, the enforcement of fair lending laws has been an increasing area of focus for regulators, including the FDIC and the CFPB, and an examination or customer complaint could lead to an enforcement action in this area. See “Regulation and Supervision—Community Reinvestment Act and Fair Lending.”

In November 2019, the Federal Reserve along with the FDIC and the OCC adopted a framework for the applicability of enhanced prudential standards to banking organizations with total consolidated assets of \$100 billion or more in assets, referred to as the Tailoring Rules. See “Risk Factors—We will be expected to make additional expenditures on enhanced governance, internal control, compliance, and supervisory programs and to comply with additional regulations as a bank without a holding company and \$100 billion or more in total consolidated assets.”

The effect of banking legislation and regulations remains uncertain. The implementation, amendment, or repeal of federal banking laws or regulations may affect the banking industry as a whole, including our business and results of operations, in ways that are difficult to predict.

General regulatory sanctions that regulators may seek against a bank may include a censure, cease and desist order, monetary penalties or an order suspending us for a period of time from conducting certain or all of our operations. Sanctions against individuals may include a censure, cease and desist order, monetary penalties or an order restricting the individual's activities or suspending the individual from association with us. In egregious cases, either we, our personnel, or both, could be

expelled from a self-regulatory organization or barred from the banking industry or the securities industry, among other penalties.

***Complying with economic and trade sanctions programs and anti-money laundering laws and regulations can increase our operational and compliance costs and risks. If we, and our subsidiaries, or third-party service providers, are found to have failed to comply with applicable economic and trade sanctions programs and anti-money laundering laws and regulations, we could be exposed to fines, sanctions and penalties, and other regulatory actions, as well as governmental investigations.***

We must comply with regulations and economic and trade sanctions and embargo programs administered by the Office of Foreign Assets Control (“OFAC”) of the U.S. Treasury, as well as anti-money laundering laws and regulations, including those under the Bank Secrecy Act. Economic and trade sanctions regulations and programs administered by OFAC prohibit U.S.-based entities from entering into or facilitating unlicensed transactions with, for the benefit of, or in some cases involving the property and property interests of, persons, governments or countries designated by the U.S. government under one or more sanctions regimes, and also prohibit transactions that provide a benefit that is received in a country designated under one or more sanctions regimes. We are also subject to a variety of reporting and other requirements under the Bank Secrecy Act, including the requirement to file suspicious activity and currency transaction reports, that are designed to assist in the detection and prevention of money laundering, terrorist financing and other criminal activities. In addition, as a financial institution we are required to, among other things, identify our customers, adopt formal and comprehensive anti-money laundering programs, scrutinize or altogether prohibit certain transactions of special concern, and be prepared to respond to inquiries from U.S. law enforcement agencies concerning our customers and their transactions. The actual or perceived failure by the Bank, its subsidiaries, or third-party service providers to comply with these laws and regulations could have serious legal and reputational consequences for the Bank. We have been, and may in the future be, subject to inquiries or investigations concerning our compliance with these laws and regulations, which could result in regulatory enforcement or other legal action, including significant civil and criminal penalties. We can also incur higher costs and face greater compliance risks in structuring and operating our businesses to comply with these requirements. While we have established policies and procedures to monitor our compliance with these requirements, there can be no assurance that our policies and procedures will prevent us from violating applicable laws and regulations in transactions in which we engage, and such violations could adversely affect our reputation, business, financial condition and results of operations.

***We are subject to stringent regulatory capital requirements, which may adversely impact our return on equity, require us to raise additional capital, or constrain us from obtaining deposits, paying dividends or repurchasing shares.***

As a state-chartered bank, we are subject to various regulatory capital requirements administered by state and federal regulatory agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possible additional discretionary—actions by regulators that, if undertaken, could have a direct material adverse effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Signature Bank is subject to regulatory risk-based capital rules imposed by the FDIC. The FDIC’s rules implement the “Basel III” regulatory capital reforms and changes required by the Dodd-Frank Act. The FDIC rules include risk-based capital and leverage ratios and refine the definition of what constitutes “capital” for purposes of calculating those ratios. The initial minimum capital-level requirements, which were phased-in over a multi-year period, included the following: (i) a common equity Tier 1 risk-based capital ratio of 4.5%; (ii) an increase in the Tier 1 risk-based capital ratio minimum requirement from 4.0% to 6.0%; and (iii) a Tier 1 leverage ratio minimum requirement of 4.0%. The capital rules also establish a “capital conservation buffer” of 2.5% above the regulatory minimum capital requirements. The capital rules became fully implemented for all financial institutions on January 1, 2019, resulting in the following effective minimum ratios: (i) a common equity Tier 1 capital ratio (plus capital conservation buffer) of 7.0%, (ii) a Tier 1 capital ratio (plus capital conservation buffer) of 8.5%, and (iii) a total capital ratio (plus capital conservation buffer) of 10.5%. An institution will be subject to limitations on paying dividends, engaging in share repurchases and paying discretionary bonuses if its capital levels fall below the buffer amount. See “Regulation and Supervision—Capital and Related Requirements.”

The application of more stringent capital requirements for Signature Bank could result in, among other things, lower returns on equity, requirements to raise additional capital, and regulatory actions such as limitations on our ability to pay dividends or repurchase shares, if we were to be unable to comply with such requirements. The impact of these requirements could also change the competitive landscape in which we seek deposits, lending opportunities, clients, and banking professionals and otherwise conduct our business.

In addition, we are subject to FDIC regulations that impose a system of mandatory and discretionary supervisory actions that become more severe as our capital levels decline. The regulations include five capital categories ranging from “well capitalized” to “critically undercapitalized.” Such classifications are used by the FDIC to determine our deposit insurance premium and ability to accept brokered deposits and affect the approval of our applications to increase our asset size or otherwise expand our business activities or acquire other institutions.

To be categorized as “well capitalized” under the Act and, thus, subject to the fewest restrictions, we must (i) have a total risk-based capital ratio of 10.0% or greater; (ii) have a Tier 1 risk-based capital ratio of 8.0% or greater; (iii) have a common equity

Tier 1 risk-based capital ratio of 6.5% or greater; (iv) have a leverage ratio of 5.0% or greater; and (v) not be subject to any written agreement, order, capital directive or prompt corrective action directive issued by the FDIC to meet and maintain a specific capital level. These capital requirements may limit our asset growth opportunities and restrict our ability to increase earnings.

Our failure to comply with our minimum capital requirements would have a material adverse effect on our financial condition and results of operations. See “Regulation and Supervision—Prompt Corrective Action and Enforcement Powers.”

***The Dodd-Frank Act may continue to affect our results of operations, financial condition or liquidity.***

The Dodd-Frank Act made extensive changes to the laws regulating financial services firms. The Dodd-Frank Act also required significant rulemaking and mandates multiple studies that have resulted and may continue to result in additional legislative and regulatory actions that will affect the operations of the Bank.

Under the Dodd-Frank Act, federal banking agencies were required to draft and implement enhanced supervision, examination, and capital and liquidity standards for depository institutions. The enhanced requirements include changes to capital, leverage and liquidity standards and numerous other requirements. The Dodd-Frank Act also established the CFPB, and gave it broad authority, and permits states to adopt stricter consumer protection laws and enforce consumer protection rules issued by the CFPB.

In December 2013, federal regulators adopted a final rule implementing the “Volcker Rule” enacted as part of the Dodd-Frank Act. The Volcker Rule prohibits (subject to certain exceptions) banks and their affiliates from engaging in short-term proprietary trading in securities and derivatives and from investing in and sponsoring certain unregistered investment companies (including not only such things as hedge funds, commodity pools and private equity funds, but also a range of asset securitization structures that do not meet exemptive criteria in the final rules). In October 2019, the federal banking agencies, the SEC and the CFTC adopted a final rule modifying the Volcker Rule’s implementing regulations to impose certain simplified and streamlined compliance requirements. Notably, the final rule reduced compliance requirements for firms that do not have significant trading assets and liabilities (i.e., less than \$20 billion in trading assets and liabilities). Separately, in June 2020, the federal banking agencies, the SEC and the CFTC finalized amendments to the “covered fund” prohibitions under the Volcker Rule, revising certain existing exclusions and establishing new exclusions from the “covered fund” definition, establishing exemptions from the Volcker Rule’s “Super-23A” affiliate transaction restrictions, and reversing a previous interpretation provided in the Volcker Rule’s original adopting release regarding “parallel” investments.

***We use brokered deposits to fund a portion of our activities and the loss of our ability to accept or renew brokered deposits could have an adverse effect on us.***

We use brokered deposits to fund a portion of our activities. At December 31, 2022, \$3.80 billion, or 4.29% of our total deposit account balances consisted of brokered deposits, an increase of \$2.56 billion when compared to \$1.24 billion at the end of the prior year. Acceptance or renewal of “brokered deposits” is regulated by the federal banking agencies, including the FDIC. If we do not maintain our regulatory capital above the level required to be “well-capitalized,” then we will be limited in our ability to accept or renew deposits classified as brokered deposits unless we obtain a waiver from the FDIC and are at least “adequately” capitalized. In December 2020, the FDIC issued a final rule amending its brokered deposits regulation. The final rule sought to clarify and modernize the FDIC’s regulatory framework for brokered deposits. Notable aspects of the rule include (1) the establishment of bright-line standards for determining whether an entity meets the statutory definition of “deposit broker”; (2) the identification of a number of business relationships in which the agent of nominee is automatically not deemed to be a “deposit broker” because their primary purpose is not the placement of funds with depository institutions (the “primary purpose exception”); (3) the establishment of a more transparent application process for entities that seek the “primary purpose exception”, but do not qualify as one of the identified business relationships to which the exception is automatically applicable; and (4) the clarification that third parties that have an exclusive deposit-placement arrangement with only one IDI are not considered a “deposit broker.” Full compliance with the amended brokered deposits regulation was required by January 1, 2022. The FDIC staff continues to implement the final rule through the issuance of interpretative guidance and other administrative actions. The final rule does not have a material impact on our business, sources of funding, and operations. See “Regulation and Supervision—Regulation of Brokered Deposits.” If we are no longer able to accept or renew brokered deposits, we will need to replace that funding or reduce our assets.

***Regulations could restrict our ability to service and sell mortgage loans.***

The CFPB has issued rules establishing mortgage lending and servicing requirements, which became effective in January 2014. As of January 2016, we ceased originating personal residential mortgages, although we continue to service our current portfolio of such mortgages until they run off. The CFPB’s mortgage servicing requirements establish regulatory procedures and obligations for various areas of the servicing process including periodic disclosures, error resolution, borrower information requests, and loss mitigation. See “Regulation and Supervision—Consumer Financial Protection.” The CFPB’s mortgage servicing rules, as well as other mortgage regulations that the CFPB or other regulators may adopt, could limit our ability to retain certain types of loans or loans to certain borrowers, or could make it more expensive and time consuming to service these loans, which could limit our growth or profitability.

***We will be expected to make additional expenditures on enhanced governance, internal control, compliance, and supervisory programs and to comply with additional regulations as a bank without a holding company and \$100 billion or more in total consolidated assets.***

The FDIC, as a supervisory matter, expects us to have governance, internal control, compliance, and supervisory programs consistent with our size and activities. As of December 31, 2022, our consolidated assets totaled \$110.36 billion.

In 2019, the FDIC along with the Federal Reserve and the OCC, issued the Tailoring Rules, as described above, as directed under the Economic Growth Act. Under the Tailoring Rules, banking organizations are grouped into four categories, with Category I institutions being U.S. global systemic important banks subject to the most stringent enhanced prudential standards, and Category II through Category IV banking organizations being subject to enhanced prudential standards on a modified basis based on the following risk-based factors: asset size, nonbank assets, off-balance sheet exposure, cross-jurisdictional activities, and weighted short-term wholesale funding (collectively, the “risk-based factors”). Banking organizations that have \$250 billion or more in total consolidated assets, or \$100 billion in total assets and \$75 billion in the other risk-based factors are considered Category III banking organizations subject to enhanced capital and liquidity requirements, including SLR requirements and LCR and NSFR requirements. Category IV banking organizations are banking organizations with \$100 billion in total assets, but less than \$250 billion in assets, and less than \$75 billion in the other risk-based factors. The Federal Reserve applies a modified LCR and NSFR requirement for Category IV bank holding companies with weighted short-term wholesale funding of \$50 billion but less than \$75 billion. However, currently a standalone bank without a holding company is not subject to enhanced capital and liquidity standards like the LCR and NSFR Rules until it becomes a Category III banking organization. Continued growth of the Bank that results in the Bank exceeding the asset thresholds for the risk-based factors under the Tailoring Rules would result in more stringent capital and liquidity requirements for the Bank. As the Bank continues to diversify and grow, the FDIC will expect us to develop enhanced governance, internal control, compliance, and supervisory programs, to implement compliance and risk management controls, and to incur the costs to implement, staff, and maintain those programs. We will also be required to implement a robust enterprise risk management framework consistent with the standards and expectations discussed above.

After reporting over \$100 billion in total assets, and \$75 billion in the other risk-based factors (i.e., weighted short-term wholesale funding, nonbank assets, off-balance sheet exposure, and cross-jurisdictional activities), based on a trailing four-quarter average, the Bank will be treated as a Category III banking organization and subject to enhanced prudential standards, including LCR and NSFR requirements starting on the first day of the third calendar quarter after which the FDIC-supervised institution reports such amount. This information will be reported as part of the Bank’s call report using FFIEC 031 (the Call Report for banks with \$100 billion or more in total assets). The Bank will also be subject to SLR requirements, and CCYB requirements in addition to capital conservation buffer requirements (if the CCYB amount is increased from zero).

In 2012, the FDIC adopted its CIDI Rule, which requires insured depository institutions with \$50 billion or more in total assets to submit periodically to the FDIC a contingency plan for the resolution of such institution in the event of its failure. In April 2019, the FDIC issued an advanced notice of proposed rulemaking, requesting comments on whether the CIDI rule should be amended to be consistent with amendments made to the FDIC’s joint resolution planning regulations with the Federal Reserve, and the FDIC delayed the submission of any plans under the CIDI Rule. In January 2021, the FDIC announced that it would resume requiring resolution plan submissions for insured depository institutions with \$100 billion or more in assets. On June 25, 2021, the FDIC issued a policy statement on resolution plans for insured depository institutions, which describes how the agency will implement certain aspects of the CIDI Rule. The FDIC will provide the Bank with 12 months advance notice before a resolution plan is required to be submission. Submissions are on a three-year cycle, and we were notified by the FDIC in March 2022 that we are required to submit our initial resolution plan on or before June 30, 2023. We are actively working towards completion of our initial resolution plan and fully expect to submit our plan to the FDIC by the required date.

***Changes in the federal, state or local tax laws may negatively impact our financial performance.***

We are subject to changes in tax law that could increase our effective tax rates. These law changes may be retroactive to previous periods and as a result could negatively affect our current and future financial performance. The impact of the TCJA on the economic conditions in the markets in which we operate, and in the United States as a whole, is uncertain, and any unfavorable change in the general business environment in which we operate could adversely affect our business, results of operation or financial condition. Similarly, the Bank’s customers are likely to experience varying effects from both the individual and business tax provisions of the TCJA and such effects, whether positive or negative, may have a corresponding impact on our business.

Congress has debated various proposals for increases in the corporate tax rate and possible surcharges on corporate share repurchases as part of the funding for various spending initiatives. The Inflation Reduction Act of 2022 was enacted in the U.S. on August 16, 2022 and effective on January 1st, 2023, which primarily includes a 15% corporate alternative minimum tax on adjusted financial statement income and a 1% excise tax on corporate stock buy-backs applicable to stock buy-backs. The IRA is not expected to have a material impact on the Company’s financial statements.” Generally, legislative changes resulting in an increase in the corporate tax rate and surcharges could adversely affect our results of operations in future periods.

***Regulatory net capital requirements significantly affect and often constrain our brokerage business.***

The SEC, FINRA, and various other regulatory bodies in the United States have rules with respect to net capital requirements for broker-dealers that affect Signature Securities. These rules require that at least a substantial portion of a broker-dealer’s

assets be kept in cash or highly liquid investments. Signature Securities must comply with these net capital requirements, which limit operations that require intensive use of capital, such as trading activities. These rules could also restrict our ability to withdraw capital from our broker-dealer subsidiary, even in circumstances where this subsidiary has more than the minimum amount of required capital. This, in turn, could limit our ability to pay dividends, repurchase shares, implement our business strategies and pay interest on and repay the principal of our debt. A change in these rules, or the imposition of new rules, affecting the scope, coverage, calculation, or amount of net capital requirements could have material adverse effects. Significant operating losses or any unusually large charge against net capital could also have material adverse effects.

***The repeal of federal prohibitions on the payment of interest on demand deposits could increase our interest expense.***

All federal prohibitions on the ability of financial institutions to pay interest on demand deposit accounts were repealed as part of the Dodd-Frank Act. As a result, some financial institutions have commenced offering interest on demand deposits to compete for clients. As of December 31, 2022, \$31.51 billion, or 35.6%, of our total deposits were held in non-interest-bearing demand deposit accounts. Particularly to the extent that interest rates return to higher levels, our interest expense will increase and our net interest margin will decrease if we have to offer higher rates of interest on demand deposits than we currently offer to attract additional clients or maintain current clients, which could have a material adverse effect on our business, financial condition and results of operations.

***We are subject to various legal claims and litigation.***

From time to time, customers, employees and others that we do business with make claims and take legal action against us for various occurrences, including the performance of our fiduciary responsibilities. The outcome of these cases is uncertain. Regardless of whether these claims and legal actions are founded or unfounded, if such claims and legal actions are not resolved in a timely manner favorable to us, they may result in significant financial liability and/or adversely affect the market perception of us and our products and services, as well as impact customer demand for our products and services. Any financial liability or reputational damage may adversely affect our future financial condition and results of operations. Even if these claims and legal actions do not result in a financial liability or reputational damage, defending these claims and actions have resulted in, and will continue to result in, increased legal and professional services costs, which may be material in amount.

***Our management of the risk of system failures or breaches of our network security is increasingly subject to regulation and could subject us to increased operating costs, as well as litigation and other liabilities.***

The computer systems and network infrastructure we use could be vulnerable to unforeseen problems and cybersecurity threats. Our operations are dependent upon our ability to protect our computer equipment against damage from fire, power loss, telecommunications failure or other similar catastrophic events. Any damage or failure that causes an interruption in our operations could have a material adverse effect on our financial condition and results of operations. In addition, our operations are dependent upon our ability to protect our computer systems and network infrastructure against damage from physical break-ins, security breaches, hackers, viruses and other malware and other disruptive problems, including through coordinated attacks sponsored by foreign nations and criminal organizations to disrupt business operations and other compromises to data and systems for political or criminal purposes. In addition, on March 21, 2022, the Biden Administration issued a warning regarding the potential for Russia to engage in malicious cyber activities, specifically including attacks on critical infrastructure such as the financial sector, in response to the international economic sanctions that have been imposed against the Russian government and organizations and individuals within Russia relating to its invasion of and ongoing conflict with Ukraine.

Institutions that provide critical services, including all members of the financial sector, have been encouraged by the Administration and their supervisors to enhance cyber-defense systems and take steps to further secure their data in anticipation of potential malicious cyber activity by the Russian government or other Russian actors. These cybersecurity threats also exist at our third-party vendors, some of whom supply essential services to us such as loan servicers, providers of financial information, systems and analytical tools, and providers of electronic payment and settlement systems. Such computer break-ins, whether physical or electronic, and other disruptions could jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability to us and deter potential clients. Our cybersecurity procedures are increasingly subject to regulations administered and enforced by our regulators, which could result in elevated liability from these disruptions. See “Regulation and Supervision—Cybersecurity and Data Privacy.”

Cyber security risks for financial institutions have evolved as a result of the increased interconnectedness of operating environments and the use of new technologies, devices and delivery channels to transmit data and conduct financial transactions. Although we, with the help of third-party service providers, have implemented and intend to continue to implement and enhance security technology and establish operational procedures to prevent such damage, there can be no assurance that these security measures will be successful in deterring or mitigating the effects of every cyber-threat that we face. In addition, advances in computer capabilities, new discoveries in the field of cryptography or other developments could result in a compromise or breach of the algorithms we and our third-party service providers use to protect client transaction data, other customer data and employee data. Any cyber-attack or other security breach involving the misappropriation, loss or other unauthorized disclosure of confidential customer or employee information could severely damage our reputation, erode

confidence in the security of our systems, products and services, expose us to the risk of litigation and liability, disrupt our operations and have a material adverse effect on our business.

We carry specific cyber-insurance coverage, which would apply in the event of various breach scenarios, but the amount of coverage may not be adequate in any particular case. In addition, cyber-threat scenarios are inherently difficult to predict and can take many forms, some of which may not be covered under our cyber insurance coverage. Furthermore, the occurrence of a cyber-threat scenario could cause interruptions in our operations and result in the incurrence of significant costs, including those related to forensic analysis and legal counsel, each of which may be required to ascertain the extent of any potential harm to our customers, or employees, or damage to our information systems and any legal or regulatory obligations that may result therefrom. The occurrence of a cyber-threat may therefore have a material adverse effect on our financial condition and results of operations. Risks and exposures related to cybersecurity attacks are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of Internet banking, mobile banking and other technology-based products and services by us and our clients. The Bank has significantly increased efforts to educate employees and clients on the topic. Clients can also be sources of cybersecurity risk to the Bank, particularly when their activities and systems are beyond the Bank's own security and control systems. Although we expect that, where cybersecurity incidents are due to client failure to maintain the security of their own systems and processes, clients will generally be responsible for losses incurred, there can be no assurance that our relationship with the affected client (and other clients) will not be adversely affected.

***We are subject to laws regarding the privacy, information security and protection of personal information and any violation of these laws or an incident involving personal, confidential or proprietary information of individuals could damage our reputation and otherwise adversely affect our operations and financial condition.***

Our business requires the collection and retention of large volumes of customer data, including personally identifiable information in various information systems that we maintain and in those maintained by third parties with whom we contract to provide data services. We also collect data regarding our employees, suppliers and other third-parties. We are subject to complex and evolving laws and regulations governing the privacy and protection of personal information of individuals (including customers, employees, suppliers and other third parties). For example, our business is subject to laws and regulations which, among other things: (i) impose certain limitations on our ability to share nonpublic personal information about our customers with nonaffiliated third parties; (ii) require that we provide certain disclosures to customers about our information collection, sharing and security practices and afford customers the right to "opt out" of any information sharing by us with nonaffiliated third parties (with certain exceptions); and (iii) require that we develop, implement and maintain a written comprehensive information security program containing appropriate safeguards based on our size and complexity, the nature and scope of our activities, and the sensitivity of customer information we process, as well as plans for responding to data security breaches.

Various state and federal banking regulators and states, including New York, have also enacted data security breach notification requirements with varying levels of individual, consumer, regulatory or law enforcement notification in certain circumstances in the event of a security breach. Of note, we are subject to the DFS's cybersecurity regulations, which require banks, insurance companies, and other financial services institutions regulated by the DFS to establish and maintain a cybersecurity program designed to protect consumers and ensure the safety and soundness of New York State's financial services industry. These regulations require each regulated entity to assess its specific risk profile and design a program that addresses its risks in a robust fashion and, like the DFS's enhanced anti-terrorism and AML requirements, the regulations impose an obligation to conduct an ongoing, comprehensive risk assessment and require each institution's board of directors, or a senior officer of the institution, to submit annual certifications of compliance with these requirements. The Bank must certify its compliance with the cybersecurity regulations to the DFS on an annual basis. Ensuring that the security of information systems and data, as well as our collection, use, transfer and storage of personal information, complies with all applicable laws and regulations can increase our costs. Furthermore, we may not be able to ensure that all of our customers, suppliers, counterparties and other third parties have appropriate controls in place to protect the confidentiality of the information that they exchange with us, particularly where such information is transmitted by electronic means. If personal, confidential or proprietary information of customers or others were to be mishandled or misused, we could be exposed to litigation or regulatory sanctions under personal information laws and regulations. Concerns regarding the effectiveness of our measures to safeguard personal information, or even the perception that such measures are inadequate, could cause us to lose customers or potential customers for our products and services and thereby reduce our revenues. Accordingly, any failure or perceived failure to comply with applicable privacy or data protection laws and regulations may subject us to inquiries, examinations and investigations that could result in requirements to modify or cease certain operations or practices or in significant liabilities, fines or penalties, and could damage our reputation and otherwise adversely affect our operations and financial condition. Moreover, compliance with applicable regulations and mandates could add significantly to our operating expenses.

***We may be responsible for environmental claims.***

There is a risk that hazardous or toxic waste could be found on the properties that secure our loans. In such event, we could be held responsible for the cost of cleaning up or removing such waste, and such cost could significantly exceed the value of the underlying properties and adversely affect our profitability. Additionally, even if we are not held responsible for these cleanup and removal costs, the value of the collateralized property could be significantly lower than originally projected, thus adversely affecting the value of our security interest. Although we have policies and procedures that require us to perform

environmental due diligence prior to accepting a property as collateral and an environmental review before initiating any foreclosure action on real property, there can be no assurance that this will be sufficient to protect us from all potential environmental liabilities associated with collateralized properties.

***Climate change and related legislative and regulatory initiatives may result in operational changes and expenditures that could significantly impact our business.***

The current and anticipated effects of climate change are creating an increasing level of concern for the state of the global environment. As a result, political and social attention to the issue of climate change has increased. In recent years, governments across the world have entered into international agreements to attempt to reduce global temperatures, in part by limiting greenhouse gas emissions. The United States government has rejoined the Paris Climate Agreement, the most recent international climate change accord, while the U.S. Congress, state legislatures and federal and state regulatory agencies are likely to continue to propose and advance numerous legislative and regulatory initiatives seeking to mitigate the effects of climate change. These agreements and measures may result in the imposition of taxes and fees, the required purchase of emission credits, and the implementation of significant operational changes.

The Financial Stability Oversight Council, of which the FDIC is a member, published a report in October 2021 identifying climate-related financial risk as an “emerging threat” to financial stability. The federal banking agencies under the Biden Administration have pursued climate-related initiatives in their agendas in various ways and have emphasized that climate-related risks are faced by banking organizations of all types and sizes, specifically including physical and transition risks. Accordingly, the agencies are in the process of enhancing supervisory expectations regarding banks' risk management practices.

Larger banking organizations, including the Bank, are being encouraged by their regulators to address the climate-related risks that they face by accounting for the effects of climate change in stress testing scenarios and systematic risk assessments, revising expectations for credit portfolio concentrations based on climate-related factors, evaluating the impact of climate change on the bank's borrowers and consider possible changes to underwriting criteria to account for climate-related risks to mortgaged properties, incorporating climate-related financial risk into the bank's internal reporting, monitoring and escalation processes, planning for transition risk posed by the adjustments to a low-carbon economy, and investing in climate-related initiatives and lending to communities disproportionately impacted by the effects of climate change. On December 16, 2021, the OCC issued proposed principles for climate-related financial risk management for national banks with more than \$100 billion in total assets. On March 30, 2022, the FDIC published proposed principles similar to those issued by the OCC for FDIC-supervised banks with \$100 billion in total consolidated assets, and the Federal Reserve followed with its proposed principles similar to those issued by the OCC and the FDIC but applicable to banking organizations supervised by the Federal Reserve with \$100 billion in total consolidated assets. Further, the Federal Reserve has signaled that it is in the process of developing scenario analysis to model the possible financial risks associated with climate change. On September 29, 2022, the Federal Reserve announced that six U.S. global systemically important banks have agreed to participate in a climate scenario analysis program similar to the programs launched by the Bank of England and European Central Bank in 2021 and 2022, respectively. To the extent that these initiatives lead to the promulgation of new regulations or supervisory guidance applicable to the Bank, we would expect to experience increased compliance costs and other compliance-related risks.

Each of the above-described initiatives may require us to expend significant capital and incur compliance, operating, maintenance and remediation costs. Given the lack of empirical data on the credit and other financial risks posed by climate change, it is impossible to predict how climate change may impact our financial condition and operations; however, as a banking organization, the physical effects of climate change may present certain unique risks. For example, weather disasters, shifts in local climates and other disruptions related to climate change may adversely affect the value of real properties securing our loans, which could diminish the value of our loan portfolio. Such events may also cause reductions in regional and local economic activity that may have an adverse effect on our customers, which could limit our ability to raise and invest capital in these areas and communities, each of which could have a material adverse effect on our financial condition and results of operations.

***We are subject to environmental, social and governance risks that could adversely affect our reputation and the market price of our securities.***

We are subject to a variety of risks arising from environmental, social and governance matters. ESG matters include climate risk, hiring practices, the diversity of our work force, and racial and social justice issues involving our personnel, customers and third parties with whom we otherwise do business. Risks arising from ESG matters may adversely affect, among other things, our reputation and the market price of our securities.

We may be exposed to negative publicity based on the identity and activities of those to whom we lend and with which we otherwise do business and the public's view of the approach and performance of our customers and business partners with respect to ESG matters, as well as the public's perception of our own performance and record. Any such negative publicity could arise from adverse news coverage in traditional media and could also spread through the use of social media platforms. The Bank's relationships and reputation with its existing and prospective customers and third parties with which we do business could be damaged if we were to become the subject of any such negative publicity. This, in turn, could have an adverse effect on our ability to attract and retain customers and employees and could have a negative impact on the market price for securities.

Further, investors have begun to consider the steps taken and resources allocated by financial institutions and other commercial organizations to address ESG matters when making investment and operational decisions. Certain investors are beginning to incorporate the business risks of climate change and the adequacy of companies' responses to the risks posed by climate change and other ESG matters into their investment theses. These shifts in investing priorities may result in adverse effects on the market price of our securities to the extent that investors determine that we have not made sufficient progress on ESG matters.

The leadership of each of the Federal Reserve and the U.S. Treasury Department have indicated increased expectations of larger financial institutions to measure, monitor and manage climate-related risks as part of their enterprise risk management processes. To the extent these expectations develop into new regulations or supervisory guidance we would expect to experience increased compliance costs and other compliance-related risks.

***The misconduct of employees or their failure to abide by regulatory requirements is difficult to detect and deter.***

Employee misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. It is not always possible to deter employee misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases. Misconduct by our employees could include hiding unauthorized activities from us, improper or unauthorized activities on behalf of clients or improper use of confidential information.

Employee errors in recording or executing transactions for clients could cause us to enter into transactions that clients may disavow and refuse to settle. These transactions expose us to risks of loss, which can be material, until we detect the errors in question and unwind or reverse the transactions. As with any unsettled transaction, adverse movements in the prices of the securities involved in these transactions before we unwind or reverse them can increase these risks.

All of our securities professionals are required by law to be licensed with our subsidiary, Signature Securities, a licensed securities broker-dealer. Under these requirements, these securities professionals are subject to our supervision in the area of compliance with federal and applicable state securities laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations such as FINRA. See "Regulation and Supervision—Regulation of Signature Securities." The violation of any regulatory requirements by us or our securities professionals could jeopardize Signature Securities' broker-dealer license or other licenses and could subject us to liability to clients.

***We depend upon the accuracy and completeness of information about clients and other third parties and are subject to losses resulting from fraudulent or negligent acts on the part of our clients or other third parties.***

We rely heavily upon information supplied by our clients and by third parties, including the information included in loan applications, property appraisals, title information and employment and income documentation, in deciding whether to extend credit or enter into other transactions with clients, as well as the terms of the credit. If any of the information upon which we rely is misrepresented, either fraudulently or inadvertently, and the misrepresentation is not detected prior to loan funding, the value of the loan may be significantly lower than we had expected, or we may fund a loan that we would not have funded or on terms that we would not have extended. Whether a misrepresentation is made by the loan applicant, a mortgage broker or another third party, we generally bear the risk of loss associated with the misrepresentation. A loan subject to a material misrepresentation is typically unable to be sold or subject to repurchase if sold prior to the detection of the misrepresentation. The sources of the misrepresentation are often difficult to locate and it is often difficult to recover any of the monetary losses we have suffered. Although we maintain a system of internal controls to mitigate against such occurrences and maintain insurance coverage for such risks that are insurable, we cannot assure you that we have detected or will detect all misrepresented information in our loan origination operations.

If the credit is extended to a business, we may rely on representations of clients as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. We may assume that the client's audited financial statements conform with generally accepted accounting principles and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. In addition, we may also rely on the audit report covering those financial statements. Our financial condition and results of operations could be negatively impacted to the extent we rely on financial statements that do not comply with generally accepted accounting principles or that are materially misleading.

***The failure of our brokerage clients to meet their margin requirements may cause us to incur significant liabilities.***

The brokerage business of Signature Securities, by its nature, is subject to risks related to potential defaults by our clients in paying for securities they have agreed to purchase and for securities they have agreed to sell and deliver. National Financial Services, LLC provides clearing services to our brokerage business, including the confirmation, receipt, execution, settlement, and delivery functions involved in securities transactions, as well as the safekeeping of clients' securities and assets and certain client record keeping, data processing, and reporting functions. National Financial Services, LLC makes margin loans to our clients to purchase securities with funds they borrow from National Financial Services, LLC. We must indemnify National Financial Services, LLC for, among other things, any loss or expense incurred due to defaults by our clients in failing to repay margin loans or to maintain adequate collateral for those loans. Although we may employ certain mitigating tactics that could limit the extent of our loss exposure, we are nevertheless subject to the risks that are inherent in extending margin credit, especially during periods of rapidly declining markets.



***Fee revenues from overdraft protection programs constitute a portion of our non-interest income and have been subject to increased supervisory scrutiny.***

Revenues derived from transaction fees associated with overdraft protection programs offered to our customers represent a portion of our non-interest income. In recent months, certain lawmakers at the federal and state levels and the leadership of the federal banking agencies and CFPB have expressed a heightened interest in bank overdraft protection programs. In December 2021, the CFPB published a report providing data on banks' overdraft and non-sufficient funds fee revenues as well as observations regarding consumer protection issues relating to participation in such programs. The CFPB has indicated that it intends to pursue enforcement actions against banking organizations, and their executives, that oversee overdraft practices that are deemed to be unlawful. The FDIC recently published new guidance aimed at assisting consumers in avoiding overdraft, non-sufficient funds and other account-related fees. The Comptroller of the Currency has identified potential options for reform of national bank overdraft protection practices, including providing a grace period before the imposition of a fee, refraining from charging multiple fees in a single day and eliminating fees altogether. Further, the New York legislature recently enacted legislation to amend the New York Banking Law to require New York state-chartered banks, including the Bank, to process checks in the order they are received, or from smallest to largest, in order to prevent customers from overdrawing their accounts and incurring related fees. These requirements took effect on January 1, 2022.

In response to this increased legislative and regulatory scrutiny, and in anticipation of enhanced supervision and enforcement of overdraft protection practices in the future, certain banking organizations have begun to modify their overdraft protection programs and practices, including by discontinuing the imposition of overdraft transaction fees. These competitive pressures from our peers, as well as any adoption by our regulators of new rules or supervisory guidance or more aggressive examination and enforcement policies in respect of banks' overdraft protection practices, could cause us to modify our practices in ways that may have a negative impact on our revenue and earnings, which, in turn, could have an adverse effect on our financial condition and results of operations. In addition, as supervisory expectations and industry practices regarding overdraft protection programs change, our continued offering of overdraft protection may result in negative public opinion and increased reputational risk. We eliminated overdraft fees from all personal accounts in 2022.

***The Bank faces risks related to the adoption of future legislation and potential changes in federal regulatory agency leadership, policies and priorities.***

As has been the case over the past two years, we expect Congress will continue to devote substantial attention in 2023 to consumer protection matters, through greater oversight of the CFPB and the federal banking agencies' efforts in this area. While Republicans gained control of the U.S. House of Representatives after the federal election in 2022, we anticipate that Democratic-led committees in the Senate may pursue greater oversight of so-called "shadow banking" activities. As pertains specifically to depository institutions, the prospects for the enactment of major banking reform legislation in 2023 are unclear at this time. If anything, enactment of more targeted financial reform measures would appear more likely than major legislation, as such measures are more likely to achieve some level of bipartisan support.

In addition, although Congress enacted the Rescue Plan and for certain periods of time and in certain locations throughout the country the spread of COVID-19 has declined and the related social and economic effects have improved, a resurgence in the spread of COVID-19 could create the possibility that the Administration could impose new or modified COVID-19 programs and restrictions to provide further relief to individuals and businesses most impacted by the pandemic, including, for example, new forbearance initiatives, place added pressure on state governments to impose more extensive business and personal activity restrictions and propose related fiscal and tax measures and/or revise or create new regulatory requirements that would apply to us, impacting our business, operations and profitability.

Further, the Biden Administration has taken, and may continue to take, certain actions in furtherance of its economic agenda that could expose us to certain risks and impact our business, operations and profitability. For instance, on July 9, 2021, President Biden issued an Executive Order on Promoting Competition in the American Economy (the "Executive Order"). Among other initiatives, the Executive Order (i) encourages the federal banking agencies to review their current merger oversight practices under the Bank Holding Company Act of 1956, as amended, and the Bank Merger Act and, within 180 days of the date of the Executive Order, adopt a plan for revitalization of such practices; and (ii) directs the CFPB to commence or continue a rulemaking to facilitate the portability of consumer financial transaction data for the purpose of providing consumers with greater flexibility in switching financial institutions and using innovative financial products. There are many steps that must be taken by the agencies before any formal changes to the framework for evaluating bank mergers can be finalized and the prospects for such action are uncertain at this time; however, the potential for increased regulatory scrutiny of bank mergers and acquisitions may adversely affect the marketplace for such transactions in the near- to medium-term and could result in our acquisitions in future periods being delayed, impeded or restricted in certain respects due to enhanced regulatory review processes. Similarly, although the CFPB has published an initial outline of proposals regarding the portability of personal financial data, we cannot predict the full scope, substance or timing of any future CFPB rulemaking regarding the portability of financial transaction data in response to the Executive Order. The impact of any such rulemaking on the conduct of our customers also cannot be predicted. However, the adoption of any such rule could result in increased volatility of consumer accounts and expose the Bank to additional operational, strategic, regulatory and compliance risks.

Under the Biden Administration, there have been several changes in the leadership and senior staffs of the federal banking agencies, the CFPB, CFTC, SEC, and the Treasury Department. The Biden Administration's nominations for the FDIC and the Federal Reserve have all been confirmed by the Senate. However, the Biden Administration still has not announced a

nominee to replace the current Acting Comptroller of the Currency. The potential impact of any changes in agency personnel, policies and priorities on the financial services sector, including the Bank, cannot be predicted at this time.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTIES**

Our management believes that our current and planned offices are adequate for our current level of operations. Our corporate principal executive offices are located at 565 Fifth Avenue, New York, New York, 10017, in space leased by the Bank. As of December 31, 2022, we currently operate 40 private client offices throughout the metropolitan New York area, as well as those in Connecticut, California, Nevada and North Carolina.

Signature Financial's principal executive offices and operations are located at 225 Broadhollow Road, Melville, New York 11747. Signature Securities Group Corporation's principal executive offices and operations are located at 1177 Avenue of the Americas, New York, New York 10036. Signature Public Funding Corp.'s principal executive offices and operations are located at 600 Washington Avenue, Towson, Maryland 21204.

All of our office properties are leased or contracted for use at various terms and rates. These leases or license agreements expire at various dates through 2040, and in many instances include modest annual escalation agreements and options to renew or extend at market rates and terms. For additional information on our lease commitments, see Leases footnote to the Consolidated Financial Statements.

**ITEM 3. LEGAL PROCEEDINGS**

We are subject to various pending and threatened legal actions relating to the conduct of our normal business activities. In the opinion of management, the ultimate aggregate liability, if any, arising out of any such pending or threatened legal actions will not be material to our Consolidated Financial Statements.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### **Market Information and Holders of Record**

Our common stock is listed on the NASDAQ Global Select Market under the symbol "SBNY." As of December 31, 2022, 63,064,643 shares of our common stock were issued and 62,928,819 shares were outstanding.

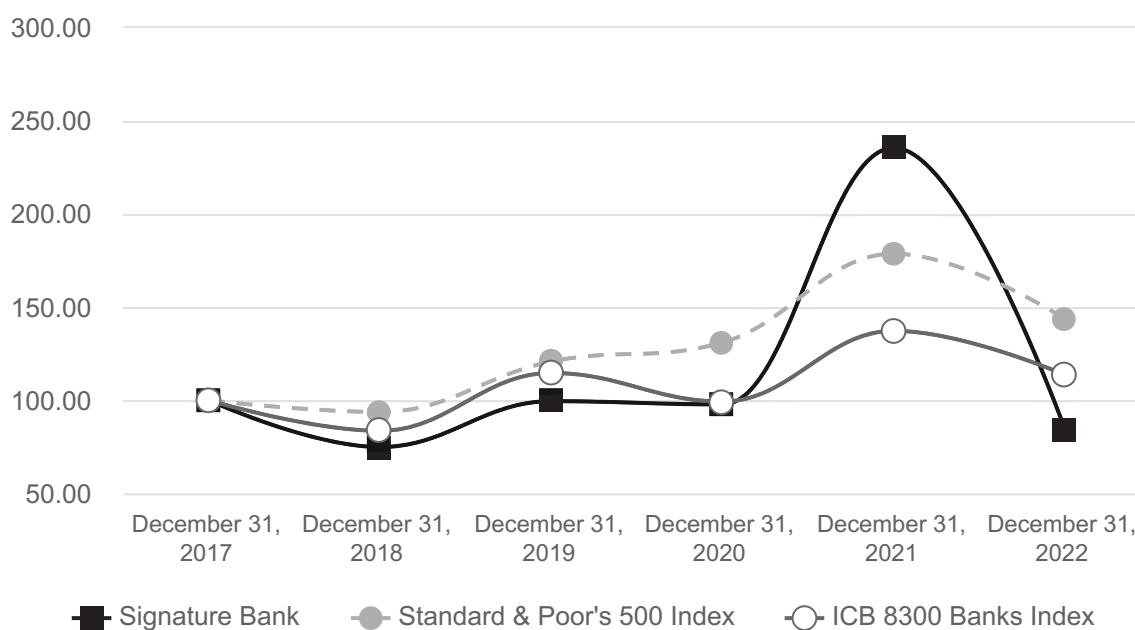
On December 31, 2022, the last reported sale price of our common stock was \$115.22 and there were three holders of record of our common stock, including record holders on behalf of an indeterminate number of beneficial holders.

#### **Equity Incentive Plan Information**

The information set forth under the caption "Equity Incentive Plan Information" in our Proxy Statement for the Annual Meeting of Stockholders to be held on April 19, 2023 is incorporated herein by reference.

#### **Performance Graph**

The following graph compares the performance of our common stock with the performance of the Standard & Poor's 500 Index and the Industry Classification Benchmark ("ICB") 8300 Banks Index:



The performance period reflected below assumes that \$100 was invested in our common stock and each of the indexes listed below on December 31, 2017. The performance of our common stock reflected below is not indicative of our future performance.

	December 31, 2017	December 31, 2018	December 31, 2019	December 31, 2020	December 31, 2021	December 31, 2022
Signature Bank	\$ 100.00	74.90	99.53	97.79	235.66	83.94
Standard & Poor's 500 Index	100.00	93.76	120.84	131.14	178.74	143.61
ICB 8300 Banks Index	100.00	83.60	114.68	99.37	137.32	113.60

***The Performance Graph does not constitute soliciting material and should not be deemed filed or incorporated by reference into any Signature Bank filing under the Securities Exchange Act of 1934, except to the extent we specifically incorporate the Performance Graph therein by reference.***

### ***Unregistered Sales of Equity Securities***

During the fourth quarter of 2022, we did not issue any shares of our common stock to participants under our Amended and Restated 2004 Equity Incentive Plan (the "Equity Incentive Plan") as a result of the granting of restricted shares pursuant to the Equity Incentive Plan in reliance on the exemption provided by Section 3(a)(2) of the Securities Act of 1933.

On January 20, 2022, the Bank sold 2,100,000 shares of our common stock and the net proceeds from this offering were approximately \$731.7 million. The net proceeds from this offering will be used for general corporate purposes and to facilitate our continued growth.

### ***Dividends***

The Bank declared and paid a quarterly cash dividend of \$0.56 per share, or a total of \$30.0 million to \$35.3 million each quarter since the third quarter of 2018. On January 13, 2023, the Bank declared its fourth quarter 2022 cash dividend of \$0.70 per share to be paid on or after February 10, 2023 to common stockholders of record at the close of business on January 27, 2023.

On March 30, 2021, the Bank paid a cash dividend of \$14.40 per share to preferred shareholders of record at the close of business on March 19, 2021. The Bank paid a cash dividend of \$12.50 per share on June 30, 2021, September 30, 2021 and December 30, 2021 to preferred shareholders of record at the close of business on June 18, 2021, September 17, 2021 and December 17, 2021, respectively. The Bank paid a cash dividend of \$12.50 per share to preferred shareholders for each of the four quarters of 2022. On January 13, 2023, we also declared a cash dividend of \$12.50 per share payable on March 30, 2023 to preferred shareholders of record at the close of business on March 17, 2023.

Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon then existing conditions, including our financial condition and results of operations, capital requirements, contractual restrictions, business prospects and other factors that the Board of Directors considers relevant.

In addition, payments of dividends may be subject to the prior approval of the New York State Department of Financial Services and the FDIC. Under New York law, we are prohibited from declaring a dividend so long as there is any impairment of our capital stock. In addition, we would be required to obtain the approval of the New York State Department of Financial Services if the total of all our dividends declared in any calendar year would exceed the total of our net profits for that year combined with retained net profits of the preceding two years, less any required transfer to surplus or a fund for the retirement of any preferred stock. We would also be required to obtain the approval of the FDIC prior to declaring a dividend if after paying the dividend we would be undercapitalized, significantly undercapitalized or critically undercapitalized. Our ability to pay dividends also depends upon the amount of cash available to us from our subsidiaries. Restrictions on our subsidiaries' ability to make dividends and advances to us will tend to limit our ability to pay dividends to our shareholders.

### ***Share Repurchase Program***

In 2018, the Bank's stockholders and regulators approved the repurchase of common stock from the Bank's shareholders in open market transactions in the aggregate purchase amount of up to \$500 million. On February 19, 2020, the Board of Directors approved an amendment to the stock repurchase program that restored the Bank's share repurchase authorization to an aggregate purchase amount of up to \$500.0 million from the \$220.9 million that was remaining under the original authorization as of December 31, 2019. The amended stock repurchase program was approved by the shareholders in April 2020. The Bank has suspended any future repurchases of common stock given the COVID-19 circumstances since the end of the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. To date the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million, and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022. On April 27, 2022, the stockholders approved the continuation of our share repurchase plan in an aggregate amount up to \$500.0 million.

**ITEM 6. [Reserved]**

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Consolidated Financial Statements and related notes included elsewhere in this Annual Report on Form 10-K. Some of the statements in the following discussion are forward-looking statements. See "Private Securities Litigation Reform Act Safe Harbor Statement."

### Overview

We have \$110.36 billion in assets, \$88.59 billion in deposits, \$74.29 billion in loans, \$8.01 billion in equity capital and \$5.17 billion in assets under management as of December 31, 2022.

While total assets and deposits declined in 2022 compared to 2021, primarily as a result of the challenging cryptocurrency environment and our plan to reduce the size of client relationships in our digital assets deposit base, the overall growth in our profitability is based on several factors, including:

- the growth of our average interest-earning assets was attributable to average core deposit growth, which led to continued net interest income growth - over the last two years, average interest-earning assets increased \$18.41 billion compared to December 31, 2021, and \$54.58 billion compared to December 31, 2020;
- our strategy to significantly increase our floating rate interest-earning assets in recent years resulting in an asset-sensitive interest rate risk profile contributed to significant net interest income growth in 2022 as a result of seven Fed rate hikes; and
- our ability to control non-interest expenses and generate operating leverage, which has improved our efficiency ratio to 31.98% for the year ended December 31, 2022 compared with 35.16% for December 31, 2021, even after the increase in salaries and benefits from the significant hiring of 12 new private client banking teams, including five in New York, seven on the West Coast, as well as the recent additions of the Corporate Mortgage Finance, Healthcare Banking and Finance and the SBA Origination teams.

An important aspect of our growth strategy is the ability to provide personalized, high quality service and to effectively manage a large number of client relationships throughout the metropolitan New York area, as well as those in Connecticut, California, Nevada and North Carolina. Since the commencement of our operations, we have successfully recruited and retained more than 880 experienced private client banking team professionals. We believe that our existing operations infrastructure will allow us to grow our business over the next few years both with respect to the size and number of client relationships, and geographically within the New York metropolitan area, as well as on the West Coast where we have significant client synergies without substantial additional capital expenditures.

## Selected Financial Data

The following table presents ratios at the periods indicated:

	<i>At or for the years ended December 31,</i>		
<i>(dollars in thousands, except per share amounts)</i>	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>SELECTED FINANCIAL RATIOS</b>			
<b>Performance Ratios:</b>			
Return on average assets (4)	1.15 %	0.95 %	0.87 %
Return on average common shareholders' equity (4)	17.55 %	13.81 %	10.75 %
Yield on average interest-earning assets	3.10 %	2.28 %	3.24 %
Yield on average interest-earning assets, tax-equivalent basis (1)	3.11 %	2.29 %	3.25 %
Average rate on deposits and borrowings	0.95 %	0.35 %	0.75 %
Net interest margin	2.22 %	1.96 %	2.55 %
Net interest margin, tax-equivalent basis (1)	2.23 %	1.97 %	2.56 %
Efficiency ratio (2)	31.98 %	35.16 %	38.51 %
<b>Asset Quality Ratios:</b>			
Net charge-offs to average loans	0.09 %	0.15 %	0.06 %
ACLLL to total loans	0.66 %	0.73 %	1.04 %
ACLLL to total loans (excluding Fund Banking) (3)	1.05 %	1.24 %	1.41 %
ACLLL to non-accrual loans	266.29 %	217.32 %	422.98 %
Non-accrual loans to total loans	0.25 %	0.34 %	0.25 %
Non-performing assets to total assets	0.17 %	0.19 %	0.21 %
<b>Capital and Liquidity Ratios:</b>			
Tier 1 Leverage Capital Ratio (4)	8.79 %	7.27 %	8.55 %
Common Equity Tier 1 Risk-Based Capital Ratio (4)	10.41 %	9.60 %	9.87 %
Tier 1 Risk-Based Capital Ratio (4)	11.20 %	10.51 %	11.20 %
Total Risk-Based Capital Ratio (4)	12.32 %	11.76 %	13.54 %
Average equity to average assets (3)	6.99 %	7.32 %	8.16 %
Tangible common equity (3)(4)	6.62 %	6.02 %	6.89 %
Average tangible equity to average tangible assets (3)(4)	6.38 %	6.58 %	6.94 %
<b>Per common share data:</b>			
Number of weighted average common shares outstanding	62,250	57,871	55,520
Book value per common share (4)	\$ 116.08	117.63	95.56

- (1) Presented on a tax-equivalent, non- generally accepted accounting principles ("GAAP"), basis for municipal leasing and financing transactions recorded in *Commercial loans, mortgages and leases* using the U.S. federal statutory tax rate of 21 percent for the periods presented. The tax-equivalent basis is considered a non-GAAP financial measure and should be considered in addition to, not as a substitute for or superior to, financial measures determined in accordance with GAAP. This ratio is a metric used by management to evaluate the impact of tax-exempt assets on the Bank's yield on interest-earning assets and net interest margin.
- (2) The efficiency ratio is considered a non-GAAP financial measure and is calculated by dividing non-interest expense by the sum of net interest income before provision for credit losses and non-interest income. This ratio is a metric used by management to evaluate the performance of the Bank's business activities. A decrease in our efficiency ratio represents improvement.
- (3) This ratio is considered to be a non-GAAP financial measure and should be considered in addition to, not as a substitute for or superior to, financial measures determined in accordance with GAAP. We believe this non-GAAP ratio, when viewed together with the corresponding ratios calculated in accordance with GAAP, provides meaningful supplemental information regarding our performance.
- (4) Effective January 1, 2020, we changed our accounting policy for Low Income Housing Tax Credit ("LIHTC") investments from the equity method to the proportional amortization method as it was determined to be the preferable method.



## Critical Accounting Policies

We follow financial accounting and reporting policies that are in accordance with U.S. GAAP. On an ongoing basis, we evaluate our significant accounting policies and associated estimates applied in our consolidated financial statements. Some of these accounting policies require management to make difficult, subjective or complex judgments. The policies noted below, however, are deemed to be our "critical accounting policies" under the definition given to this term by the SEC - those policies that are most important to the presentation of a company's financial condition and results of operations, and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

The judgments used by management in applying the critical accounting policies may be affected by deterioration in the economic environment, which may result in changes to future financial results. Specifically, subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes to the ACLLL in future periods, and the inability to collect on outstanding loans could result in increased loan losses.

## New Accounting Standards

### (i) Not Yet Adopted

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The ASU provides entities with optional guidance to ease the potential burden associated with transitioning from reference rates that are expected to be discontinued, such as LIBOR. Specifically, the ASU provides guidance related to contract modifications, hedge accounting, and held-to-maturity ("HTM") debt securities. The guidance also allows for a one-time election to sell and/or transfer debt securities classified as HTM to be made at any time after March 12, 2020 but no later than December 31, 2022. The ASU allows entities to apply the standard as of the beginning of the interim period between March 12, 2020 and December 31, 2022. The expedients and exceptions provided by this ASU for contract modifications are permitted to be adopted any time through December 31, 2022 and do not apply to contract modifications made and hedging relationships entered into or evaluated after December 31, 2022, except for certain optional expedients elected for certain hedging relationships existing as of December 31, 2022. In December 2022 the FASB issued ASU 2022-06, which deferred the sunset date from December 31, 2022 to December 31, 2024. The impact of this ASU to the Company's Consolidated Financial Statements is not expected to be material.

In March 2022, the FASB issued ASU 2022-02, *Financial Instruments - Credit Losses (Topic 326), Troubled Debt Restructurings and Vintage Disclosures*. This ASU addresses areas identified by the FASB as part of its post-implementation review of the credit losses standard in ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. ASU 2022-02 eliminates the accounting guidance for troubled debt restructurings ("TDRs") by creditors that have adopted the current CECL credit losses standard. Specifically, rather than applying the recognition and measurement guidance for TDRs, this ASU requires entities to evaluate receivable modifications, consistent with the accounting for other loan modifications, to determine whether a modification made to a borrower results in a new loan or a continuation of the existing loan. In addition, under the new ASU, entities are no longer required to use a discounted cash flow ("DCF") method to measure the allowance for credit losses ("ACL") as a result of a modification or restructuring with a borrower experiencing financial difficulty. If a DCF method is used, the post modification-derived effective interest rate is to be used, instead of the original interest rate as stipulated under the current GAAP. This ASU also enhances the disclosure requirements related to certain modifications of receivables made to borrowers experiencing financial difficulty. This ASU amends the guidance on "vintage disclosures" to require disclosure of current-period gross write-offs by year of origination. We have adopted ASU 2016-13 on January 1, 2020 and therefore ASU 2022-02 is effective for fiscal years beginning after December 15, 2022, with early adoption permitted. We adopted this ASU on January 1, 2023 and its impact to the Company's Consolidated Financial Statements was not material.

### (ii) Recently Adopted

In March 2022, the FASB issued ASU 2022-01, *Derivatives and Hedging (Topic 815): Fair Value Hedging - Portfolio Layer Method*. This ASU expands entities' ability to hedge the benchmark interest rate risk of portfolios of financial assets (or beneficial interests) in a fair value hedge. The ASU also expands the use of the portfolio layer method, previously referred to as the last-of-layer method, to allow multiple hedges of a single closed portfolio of assets using spot starting, forward starting, and amortizing-notional swaps. The guidance also permits both prepayable and non prepayable financial assets to be included in the closed portfolio of assets hedged in a portfolio layer hedge. The ASU further requires that basis adjustments not be allocated to individual assets for active portfolio layer method hedges, but rather be maintained on the closed portfolio of assets as a whole. For public entities, the guidance is effective for fiscal years beginning after December 15, 2022 and early adoption is permitted. We adopted this ASU on January 1, 2022 and its impact to the Company's Consolidated Financial Statements was not material.

On January 7, 2021, the FASB issued ASU 2021-01, an update to ASU 2020-04, which clarified the scope of the optional relief for reference rate reform provided by ASC Topic 848. The ASU permitted entities to apply certain of the optional practical expedients and exceptions in ASC 848 to the accounting for derivative contracts and hedging activities that may be affected by changes in interest rates used for discounting cash flows, computing variation margin settlements and calculating price alignment interest (the "discounting transition"). These optional practical expedients and exceptions could be applied to derivative instruments impacted by the discounting transition even if such instruments did not reference a rate that was

expected to be discontinued. The ASU was effective immediately and an entity may elect to apply the amendments as of any date from the beginning of an interim period that included or was subsequent to March 12, 2020 or on a prospective basis to new modifications from any date within an interim period that included or was subsequent to January 7, 2021, up to the date that financial statements were available to be issued. We adopted this ASU on January 7, 2021 and its impact to the Company's Consolidated Financial Statements was not material.

In August 2020, the FASB issued ASU 2020-08, *Codification Improvements to Subtopic 310-20, Receivables - Nonrefundable Fees and Other Costs*. The ASU provided clarification to the existing guidance regarding when an entity should evaluate the referenced guidance related to callable debt securities carried at a premium. This ASU impacted the amortization period for nonrefundable fees and other costs if the callable debt security has its amortized cost exceeding the amount repayable by the issuer at the next call date at the respective reporting date. The guidance was effective for fiscal years beginning after December 15, 2020 and early adoption was not permitted. We adopted this ASU on January 1, 2021 and its impact to the Company's Consolidated Financial Statements was not material.

In January 2020, the FASB issued ASU 2020-01, *Investments-Equity Securities (Topic 321), Investments-Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815): Clarifying the Interactions between Topic 321, Topic 323, and Topic 815*. The new guidance amended the accounting for the measurement of certain options and forward contracts used to acquire equity securities. In addition, it required a remeasurement of the equity investment immediately before or after its transition into and out of equity method accounting if the measurement alternative is applied prior to the transfer. The guidance was effective for fiscal years beginning after December 15, 2020. We adopted this ASU on January 1, 2021 and its impact to the Company's Consolidated Financial Statements was not material.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 470), Simplifying the Accounting for Income Taxes*. The ASU eliminated certain exceptions related to the rate approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. It also clarified and simplified other aspects of the accounting for income taxes. The guidance was effective for fiscal years beginning after December 15, 2020. We adopted this ASU on January 1, 2021 and its impact to the Company's Consolidated Financial Statements was not material.

## Results of Operations

The following is a discussion and analysis of our results of operations for the year ended December 31, 2022 compared to the year ended December 31, 2021 and for the year ended December 31, 2021 compared to the year December 31, 2020.

### Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

#### Net Income

Net income for the year ended December 31, 2022 was \$1.34 billion, or \$20.76 diluted earnings per share ("EPS"), compared to \$918.4 million, or \$15.03 diluted earnings per share, for the year ended December 31, 2021. The increase in net income was primarily due to an increase of \$654.8 million in net interest income, fueled by growth in average interest-earning assets and an increase across all asset yields as a result of higher prevailing interest rates. Additionally, non-interest income increased by \$40.1 million, primarily driven by a \$32.1 million increase in fees and service charges due to the continued growth of our business, primarily Fund Banking, as well as a \$15.4 million increase in other income, primarily foreign currency activity. This was partially offset by a decline in net gains on sale of loans of \$7.9 million. These increases were partially offset by an increase of \$158.6 million in non-interest expense. The increase was primarily due to a rise of \$65.9 million in salaries and benefits expense from the significant hiring related to our national banking practices, private client banking teams, and operational personnel, a \$13.1 million increase in professional fees related to various new projects initiated to support the growing needs of the Bank and our clients, as well as an increase in client activity related expenses that have increased with the growth in our clients and business.

The returns on average common shareholders' equity and average total assets for the year ended December 31, 2022 were 17.55% and 1.15%, respectively, compared to 13.81% and 0.95% for the year ended December 31, 2021.

<i>(in thousands)</i>	<i>Years ended December 31,</i>	
	<b>2022</b>	<b>2021</b>
Interest income	\$ 3,550,337	2,190,381
Interest expense	1,015,003	309,857
Net interest income before provision for credit losses	2,535,334	1,880,524
Provision for credit losses	78,770	50,042
Non-interest income	161,037	120,892
Non-interest expense	862,197	703,600
Income tax expense	418,355	329,333
Net income	\$ 1,337,049	918,441

## Net Interest Income

Net interest income is the difference between interest earned on assets and interest incurred on liabilities. The following table presents an analysis of net interest income by each major category of interest-earning assets and interest-bearing liabilities for the years ended December 31, 2022 and 2021:

	Years ended December 31,					
	2022			2021		
(dollars in thousands)	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
<b>INTEREST-EARNING ASSETS</b>						
Short-term investments	\$ 17,402,433	208,906	1.18 %	25,167,623	35,009	0.14 %
Investment securities	25,950,867	529,503	2.04 %	15,908,371	258,428	1.62 %
Commercial loans, mortgages and leases	70,294,647	2,802,119	3.99 %	54,332,257	1,894,745	3.49 %
Residential mortgages and consumer loans	120,493	4,577	3.80 %	148,137	4,933	3.33 %
Loans held for sale	503,598	12,983	2.58 %	306,202	4,157	1.36 %
Total interest-earning assets (1)	114,272,038	3,558,088	3.11 %	95,862,590	2,197,272	2.29 %
Non-interest-earning assets	1,892,462			941,161		
Total assets	\$ 116,164,500			96,803,751		
<b>INTEREST-BEARING LIABILITIES</b>						
Interest-bearing deposits						
NOW and interest-bearing demand	\$ 21,556,982	381,228	1.77 %	18,296,459	73,622	0.40 %
Money market	39,438,596	489,121	1.24 %	36,492,490	121,416	0.33 %
Time deposits	2,146,411	43,214	2.01 %	1,759,229	15,606	0.89 %
Non-interest-bearing demand deposits	40,290,382	—	— %	28,764,155	—	— %
Total deposits	103,432,371	913,563	0.88 %	85,312,333	210,644	0.25 %
Subordinated debt	570,877	24,615	4.31 %	646,359	29,067	4.50 %
Other borrowings	2,617,723	76,825	2.93 %	2,879,793	70,146	2.44 %
Total deposits and borrowings	106,620,971	1,015,003	0.95 %	88,838,485	309,857	0.35 %
Other non-interest-bearing liabilities	1,425,841			878,876		
Preferred equity	708,173			708,109		
Common equity	7,409,515			6,378,281		
Total liabilities and shareholders' equity	\$ 116,164,500			96,803,751		
<b>OTHER DATA</b>						
Net interest income / interest rate spread (1)		\$2,543,085	2.16 %	1,887,415	1.94 %	
Tax equivalent adjustment		(7,751)		(6,891)		
Net interest income, as reported		<u>\$2,535,334</u>		<u>1,880,524</u>		
Net interest margin			2.22 %		1.96 %	
Tax-equivalent effect			0.01 %		0.01 %	
Net interest margin on a tax-equivalent basis (1)			2.23 %		1.97 %	
Ratio of average interest-earnings assets to average interest-bearing liabilities			107.18 %		107.91 %	

(1) Presented on a tax-equivalent, non-GAAP, basis for municipal leasing and financing transactions recorded in *Commercial loans, mortgages and leases* using the U.S. federal statutory tax rate of 21 percent for the periods presented.

Interest income and interest expense are affected both by changes in the volume of interest-earning assets and interest-bearing liabilities and by changes in yields and interest rates. The table below analyzes the impact of changes in volume (changes in average outstanding balances multiplied by the prior period's rate) and changes in interest rate (changes in interest rates multiplied by the current period's average balance). Changes that are caused by a combination of interest rate and volume changes are allocated proportionately to both changes in volume and changes in interest rate. The effect of nonperforming assets is included in the table below.

*Year ended December 31, 2022 vs. 2021*

<i>(in thousands)</i>	<b>Change Due to Rate</b>	<b>Change Due to Volume</b>	<b>Total Change</b>
<b>INTEREST INCOME</b>			
Short-term investments	\$ 184,699	(10,802)	173,897
Investment securities	107,937	163,138	271,075
Commercial loans, mortgages, and leases (1)	350,713	556,661	907,374
Residential mortgages and consumer loans	565	(921)	(356)
Loans held for sale	6,146	2,680	8,826
Total interest income	650,060	710,756	1,360,816
<b>INTEREST EXPENSE</b>			
Interest-bearing deposits			
NOW and interest-bearing demand	294,486	13,120	307,606
Money market	357,903	9,802	367,705
Time deposits	24,173	3,435	27,608
Total interest-bearing deposits	676,562	26,357	702,919
Subordinated debt	(1,058)	(3,394)	(4,452)
Other Borrowings	13,063	(6,384)	6,679
Total interest expense	688,567	16,579	705,146
<b>Net interest income</b>	<b>\$ (38,507)</b>	<b>694,177</b>	<b>655,670</b>

(1) Presented on a tax-equivalent, non-GAAP, basis for municipal leasing and financing transactions recorded in *Commercial loans, mortgages and leases* using the U.S. federal statutory tax rate of 21 percent for the periods presented.

Net interest income for the year ended December 31, 2022 was \$2.54 billion, an increase of \$654.8 million, or 34.8%, over the year ended December 31, 2021. The increase in net interest income for 2022 was largely driven by a \$18.41 billion increase in average interest-earning assets and a 82 basis point increase in yield on interest-earning assets to 3.11% due to higher prevailing market interest rates, as well as the deployment of cash into higher yielding assets, when compared to the same period of last year. The increase was partially offset by a 60 basis point increase in average cost of funds to 0.95% for the year ended December 31, 2022 due to the higher interest rate environment during 2022 and a \$17.78 billion increase in average total deposits and borrowings compared to the same period last year. The 26 basis point increase in net interest margin on a tax-equivalent basis to 2.23% for 2022 compared to 1.97% for the same period last year, is primarily due to our continuous emphasis on cash deployment into securities and loans and higher prevailing market interest rates. During the year ended 2022, the increase in interest-earning asset yields far outpaced the rise in our cost of funds, which resulted in significant margin expansion when compared to the same period last year.

Total investment securities averaged \$25.95 billion for the year ended December 31, 2022, compared to \$15.91 billion for the year ended December 31, 2021. The overall yield on the securities portfolio for the year ended December 31, 2022 was 2.04%, an increase when compared to 1.62% the same period last year, due to current higher replacement rates and slower conditional prepayment rate speeds. Our portfolio primarily consists of high quality and highly-rated mortgage-backed securities, commercial mortgage-backed securities, and collateralized mortgage obligations issued by government agencies, government-sponsored enterprises, and private issuers. At December 31, 2022, the baseline average duration of our investment securities portfolio increased to approximately 4.23 years, compared to 3.55 years at December 31, 2021 due to the higher interest rate environment in 2022.

Total commercial loans, mortgages and leases averaged \$70.29 billion for the year ended December 31, 2022, an increase of \$15.96 billion or 29.4% over the year ended December 31, 2021. The average yield on this portfolio increased 50 basis points to 3.99% when compared to the same period last year, primarily driven by the growth in floating rate very well-secured capital call lines and commercial real estate loans, as well as a higher interest rate environment. Prepayment penalty income was \$17.2 million for the year ended December 31, 2022, compared to \$22.3 million for the prior year. Our commercial real estate loans (including multi-family loans) normally have a term of ten years, with a fixed rate of interest in years one through five and a rate that either adjusts annually or is fixed for the five years that follow. Loans that prepay in the first five years generate prepayment penalties ranging from one to five percentage points of the then-current loan balance, depending on the remaining term of the loan. If a loan is still outstanding in the sixth year and the borrower selects the fixed rate option, the prepayment

penalties typically reset to a range of one to five percentage points over years six through ten. It is difficult to predict the level of prepayment activity in future periods as it depends on market conditions, real estate values, the actual or perceived direction of market interest rates and the contractual repricing and maturity dates of commercial real estate loans.

We are an active participant in the SBA loan and SBA pool secondary market by purchasing, securitizing, and selling the guaranteed portions of SBA loans, most of which have adjustable rates and float at a spread to the prime rate. Once purchased, we typically warehouse the guaranteed loan for approximately 30 to 180 days and classify them as loans held for sale. From this warehouse, we aggregate like SBA loans by similar characteristics into pools for securitization to the secondary market. The timing of the purchase and sale of such loan pools drives the period-to-period fluctuations in average balances of loans held for sale, which averaged \$503.6 million and \$306.2 million for the years ended December 31, 2022 and 2021, respectively.

Average total deposits and borrowings increased \$17.78 billion, or 20.0%, to \$106.62 billion during the year ended December 31, 2022, compared to \$88.84 billion for the previous year. Overall cost of funding was 0.95% during 2022, increasing 60 basis points from 0.35% in 2021. This increase was primarily attributable to a higher interest rate environment.

For the year ended December 31, 2022, average non-interest-bearing demand deposits were \$40.29 billion, compared to \$28.76 billion for the year ended December 31, 2021, an increase of \$11.53 billion, or 40.1%. Non-interest-bearing demand deposits continue to comprise a significant component of our deposit mix, representing 35.6% of all deposits at December 31, 2022. Additionally, average NOW and interest-bearing demand and money market accounts totaled \$61.00 billion for the year ended December 31, 2022, an increase of \$6.21 billion, or 11.3%, when compared to the year ended December 31, 2021. Core deposits have provided us with a source of stable and relatively low cost funding, which has positively affected our net interest margin and income. As a result of the current higher market interest rate environment, our funding cost for money market accounts increased to 1.24% for the year ended December 31, 2022 compared to 0.33% for the prior year. Our funding cost for NOW and interest-bearing demand accounts was 1.77% for the year ended December 31, 2022 compared to 0.40% for the year ended December 31, 2021.

Average time deposits, which are relatively short-term in nature, totaled \$2.15 billion for the year ended December 31, 2022 and carried an average cost of 2.01% in 2022 as compared 0.89% in 2021. Time deposits are offered to supplement our core deposit operations for existing or new client relationships, and are not marketed through retail channels.

For the year ended December 31, 2022, average total borrowings were relatively stable at \$3.19 billion, compared to \$3.53 billion for the previous year, a decrease of \$337.6 million or 9.6%. At December 31, 2022, total borrowings represent approximately 10.9% of total assets, compared to 2.8% at December 31, 2021. The average cost of our total borrowings was 3.18% for 2022, an increase of 37 basis points from 2.81% in 2021. The increase in the average cost of borrowings is primarily driven by higher prevailing interest rates.

### **Provision for Credit Losses**

Our provision for credit losses was \$78.8 million for the year ended December 31, 2022, compared to \$50.0 million for the prior year, an increase of \$28.7 million, or 57.4%. Our ACLLL increased \$15.5 million to \$489.9 million at December 31, 2022 from \$474.4 million at December 31, 2021. The increase in the Bank's provision for credit losses and ACLLL were primarily driven by a deteriorating macroeconomic forecast in 2022, particularly related to higher interest rates, lower gross domestic product ("GDP") growth, widening industry credit spreads and higher unemployment forecasts.

For additional information about the provision for credit losses and the ACLLL, see the discussion of asset quality and the ACLLL later in this report, as well as in Allowance for Credit Losses footnote to our Consolidated Financial Statements.

The following table allocates our ACLLL based on our judgment of expected losses in each respective portfolio category according to our methodology for allocating reserves:

<i>(dollars in thousands)</i>	<i>December 31,</i>					
	<b>2022</b>			<b>2021</b>		
	<b>Loan Amount</b>	<b>Allowance Amount</b>	<b>Allowance as a % of Loan Amount</b>	<b>Loan Amount</b>	<b>Allowance Amount</b>	<b>Allowance as a % of Loan Amount</b>
<b>Mortgage loans:</b>						
Multi-family residential property	\$19,511,293	60,776	0.31 %	16,113,590	80,633	0.50 %
Commercial property	11,967,703	151,941	1.27 %	10,682,276	221,631	2.07 %
1-4 family residential property	389,886	6,603	1.69 %	450,782	7,350	1.63 %
Home equity lines of credit	55,203	1,938	3.51 %	69,156	2,545	3.68 %
Acquisition, development and construction loans	1,646,659	108,247	6.57 %	1,514,011	67,498	4.46 %
<b>Other commercial loans:</b>						
Specialty finance	6,718,199	114,998	1.71 %	5,276,337	62,119	1.18 %
Fund banking	27,732,316	3,625	0.01 %	26,300,495	4,334	0.02 %
Commercial & industrial	6,184,531	40,936	0.66 %	3,689,486	27,482	0.74 %
PPP loans (1)	129,700	—	— %	835,743	—	— %
<b>Other loans:</b>						
Consumer	7,634	798	10.45 %	7,509	797	10.61 %
<b>Total</b>	<b>\$74,343,124</b>	<b>489,862</b>	<b>0.66 %</b>	<b>64,939,385</b>	<b>474,389</b>	<b>0.73 %</b>

(1) Zero ACL for PPP loans due to government guarantee associated with the program.

## Non-Interest Income

<i>(in thousands)</i>	<i>Year ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Fees and service charges:</b>			
Lending fees	\$ 57,498	39,904	20,531
Deposit / Treasury management	20,386	14,078	9,027
Trade finance fees	10,284	8,516	7,467
Other fees	19,038	12,570	9,372
<b>Total Fees and service charges</b>	<b>\$ 107,206</b>	<b>75,068</b>	<b>46,397</b>
Commissions	17,694	16,253	13,441
Net (losses) gains on sales of securities	(900)	—	3,606
Net gains on sale of loans	11,282	19,170	12,651
<b>Other income:</b>			
Foreign currency exchange	25,582	11,237	4,847
Non-hedging derivatives	9,275	669	1,515
Low income housing tax credit investment amortization (1)	(5,287)	(4,489)	(6,572)
Equity investments	(4,442)	2,907	(1,344)
Other income	627	77	707
<b>Total non-interest income</b>	<b>\$ 161,037</b>	<b>120,892</b>	<b>75,248</b>

(1) Relates to LIHTC investments not accounted under the proportional amortization method. The amortization expense for our LIHTC investments accounted under the proportional amortization method are recorded as an income tax expense.

For the year ended December 31, 2022, non-interest income was \$161.0 million, an increase of \$40.1 million, or 33.2%, when compared with 2021. The increase was primarily attributable to a \$32.1 million increase in fees and service charges primarily related to fees associated with our Fund Banking loan portfolio, a \$14.3 million increase in foreign currency spot activity due to our geographic expansion and client growth, and a \$8.6 million increase in unrealized mark-to-market gains related to our non-hedging derivatives. These increases were partially offset by a \$7.9 million decrease in net gains on sale of loans and a \$7.3

million decrease in equity method investment related profit, when compared to the same period last year.

### **Non-Interest Expense**

Non-interest expense increased \$158.6 million, or 22.5%, to \$862.2 million for the year ended December 31, 2022 from \$703.6 million for the year ended December 31, 2021. The increase was primarily due to a rise of \$65.9 million in salaries and benefits expense from the significant hiring related to our national banking practices, private client banking teams, and operational personnel, a \$13.1 million increase in professional fees related to various new projects initiated to support the growing needs of the Bank and our clients, and an increase in client activity related expenses that have increased with the growth in our clients and business.

### **Stock-Based Compensation**

We recognize compensation expense in our Consolidated Statement of Income for all stock-based compensation awards over the requisite service period with a corresponding credit to additional paid-in capital. Compensation expense is measured based on grant date fair value and is included in salaries and benefits (non-interest expense).

As of December 31, 2022, our total unrecognized compensation cost related to unvested restricted shares was \$80.7 million which is expected to be recognized over a weighted-average period of 1.3 years. During the years ended December 31, 2022 and 2021, we recognized compensation expense of \$56.1 million and \$49.6 million, respectively, for restricted shares. The total fair value of restricted shares that vested during the years ended December 31, 2022 and 2021 was \$108.4 million and \$98.4 million, respectively.

### **Income Taxes**

We recognized income tax expense for the year ended December 31, 2022 of \$418.4 million reflecting an effective tax rate of 23.8%, compared to \$329.3 million for the year ended December 31, 2021 reflecting an effective tax rate of 26.4%. The year-over-year decrease in the effective tax rate was primarily due to tax benefits related to the vesting of employee stock based compensation awards at a stock price significantly higher than the fair market value at the time of grant, growth of our sustainable finance lending portfolio, and strategic state and local planning.



## Segment Results

On an annual basis, we reevaluate our segment reporting conclusions. Based on our internal operating structure and the relative significance of the specialty finance business, our operations are organized into two reportable segments representing our core businesses – Commercial Banking and Specialty Finance.

Commercial Banking principally consists of commercial real estate, commercial and industrial lending, fund banking, venture banking, and other commercial deposit gathering activities, while Specialty Finance principally consists of financing and leasing products, including equipment, transportation, commercial marine, municipal, sustainable energy and national franchise financing and/or leasing. The primary factors considered in determining these reportable segments include the nature of the underlying products and services offered, how products and services are provided to our clients, and our internal operating structure.

The segment information reported uses a “management approach” based on how management organizes its segments for purposes of making operating decisions and assessing performance. The Bank’s segment results are intended to reflect each segment as if it were a stand-alone business. Management’s accounting process uses various estimates and allocation methodologies to measure the performance of the segments. To determine financial performance for each segment, the Company allocates funding costs and certain non-interest expenses to each segment, as applicable. Management does not consider income tax expense when assessing segment profitability and, therefore, it is not disclosed in the tables below. Instead, the Bank’s income tax expense is calculated and evaluated at a consolidated level.

The following tables present the financial data for each reportable segment for the periods presented:

<i>(in thousands)</i>	<i>Year ended December 31, 2022</i>			
	<b>Commercial Banking</b>	<b>Specialty Finance</b>	<b>Eliminations (1)</b>	<b>Consolidated</b>
Net interest income	\$ 2,375,668	159,666	—	2,535,334
Provision for credit losses	20,773	57,997	—	78,770
Total non-interest income	153,974	7,280	(217)	161,037
Total non-interest expense	818,164	44,250	(217)	862,197
Income before income taxes	1,690,705	64,699	—	1,755,404
Total assets	\$ 110,149,515	6,987,486	(6,773,350)	110,363,651

(1) Eliminations related to intercompany funding.

<i>(in thousands)</i>	<i>Year ended December 31, 2021</i>			
	<b>Commercial Banking</b>	<b>Specialty Finance</b>	<b>Eliminations (1)</b>	<b>Consolidated</b>
Net interest income	\$ 1,733,431	147,093	—	1,880,524
Provision for credit losses	40,941	9,101	—	50,042
Total non-interest income	113,477	7,587	(172)	120,892
Total non-interest expense	659,067	44,705	(172)	703,600
Income before income taxes	1,146,900	100,874	—	1,247,774
Total assets	\$ 118,483,206	5,662,049	(5,699,828)	118,445,427

(1) Eliminations related to intercompany funding.

## Commercial Banking

Commercial Banking consists principally of commercial real estate lending, commercial and industrial lending, fund banking, venture banking, and other commercial deposit gathering activities.

<i>(in thousands)</i>	<i>Years ended December 31,</i>	
	<b>2022</b>	<b>2021</b>
Net interest income	\$ 2,375,668	1,733,431
Provision for credit losses	20,773	40,941
Total non-interest income	153,974	113,477
Total non-interest expense	818,164	659,067
Income before income taxes	1,690,705	1,146,900
Total assets	\$ 110,149,515	118,483,206

Commercial Banking net interest income increased \$642.2 million for the year ended December 31, 2022 to \$2.38 billion, or 37.1%, when compared to the prior year. The increases in net interest income were largely driven by an increase in average interest-earning assets and an increase in yield on these assets, due to higher prevailing market interest rates, as well as the deployment of cash into higher yielding assets, partially offset by an increase in average cost of funds compared with the same periods last year.

The provision for credit losses decreased \$20.2 million, or 49.3%, to \$20.8 million for the year ended December 31, 2022, when compared to a \$40.9 million reserve build for the same period last year. The decrease in the Bank's provision for credit losses was predominantly attributable to improved performance in our multifamily portfolio compared with the same period last year, partially offset by deterioration in our macroeconomic forecast. For additional information about the provision for credit losses, see the discussion of asset quality and the ACL later in this report, as well as in Allowance for Credit Losses footnote to our Consolidated Financial Statements.

Non-interest expense was \$818.2 million for the year ended December 31, 2022, an increase of \$159.1 million, or 24.1%, when compared to \$659.1 million in the prior year. The increase was predominantly due to the addition of new private client banking teams, national banking practices, and operational personnel, as well as client activity related expenses that have increased with the growth in our clients and businesses.

The decrease of \$8.33 billion in total assets, or 7.0%, from \$118.48 billion as of December 31, 2021 to \$110.15 billion as of December 31, 2022, was primarily attributable to the decline in deposits.

### Specialty Finance

Specialty Finance consists principally of financing and leasing products, including equipment, transportation, commercial marine, municipal, sustainable energy and national franchise financing and/or leasing. Specialty Finance's clients are located throughout the United States.

<i>(in thousands)</i>	<i>Years ended December 31,</i>	
	<b>2022</b>	<b>2021</b>
Net interest income	\$ 159,666	147,093
Provision for credit losses	57,997	9,101
Total non-interest income	7,280	7,587
Total non-interest expense	44,250	44,705
Income before income taxes	64,699	100,874
Total assets	\$ 6,987,486	5,662,049

Specialty Finance net interest income was \$159.7 million for the year ended December 31, 2022, an increase of \$12.6 million when compared to \$147.1 million for the same period last year. The increase was primarily attributable to the continued loan growth in our equipment lending portfolios.

The provision for credit losses increased \$48.9 million, or over 100%, to a reserve build of \$58.0 million for the year ended December 31, 2022 from a reserve build of \$9.1 million for the year ended December 31, 2021. The increase was primarily attributable to continued loan growth when compared to the same period last year, as well as deterioration in the macroeconomic forecast. For additional information about the provision for credit losses, see the discussion of asset quality and the ACL later in this report, as well as in Allowance for Credit Losses footnote to our Consolidated Financial Statements.

Non-interest expense was \$44.3 million for the year ended December 31, 2022, a decrease of \$455,000, or 1.0%, when compared to \$44.7 million for the same period a year ago. The decrease was primarily attributable to a decrease in taxi medallion repossessed asset valuation expense, partially offset by an increase due to continued business expansion, when compared to the same periods last year.

The increase of \$1.3 billion in total assets, or 23.4%, from \$5.66 billion as of December 31, 2021 to \$6.99 billion as of December 31, 2022 was primarily attributable to the continued growth in our equipment lending portfolios in 2022.

## Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

### Net Income

Net income for the year ended December 31, 2021 was \$918.4 million, or \$15.03 diluted earnings per share, compared to \$528.4 million, or \$9.96 diluted earnings per share, for the year ended December 31, 2020. The increase in net income was primarily due to an increase of \$361.4 million in net interest income, fueled by growth in average interest-earning assets and a decrease of \$198.1 million in the provision for credit losses predominantly attributable to improved macroeconomic conditions. The elevated provision level in the prior year was predominantly due to the impact of COVID-19 on the U.S economy. These increases were partially offset by an increase of \$89.5 million in non-interest expense primarily due to a rise of \$69.8 million in salaries and benefits expense from the significant hiring related to our national business initiatives, coupled with the addition of six private client banking teams in New York and on the West Coast, the additions of the Corporate Mortgage Finance and the SBA origination teams during 2021, as well as continued hiring of operational support to meet the Bank's growing needs.

The returns on average common shareholders' equity and average total assets for the year ended December 31, 2021 were 13.81% and 0.95%, respectively, compared to 10.75% and 0.87% for the year ended December 31, 2020.

<i>(in thousands)</i>	<i>Years ended December 31,</i>	
	<b>2021</b>	<b>2020</b>
Interest income	\$ 2,190,381	1,931,646
Interest expense	309,857	412,554
Net interest income before provision for loan and lease losses	1,880,524	1,519,092
Provision for credit losses	50,042	248,094
Total non-interest income	120,892	75,248
Non-interest expense	703,600	614,054
Income tax expense	329,333	203,833
Net income	\$ 918,441	528,359

## Net Interest Income

Net interest income is the difference between interest earned on assets and interest incurred on liabilities. The following table presents an analysis of net interest income by each major category of interest-earning assets and interest-bearing liabilities for the years ended December 31, 2021 and 2020:

	Years ended December 31,					
	2021			2020		
(dollars in thousands)	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
<b>INTEREST-EARNING ASSETS</b>						
Short-term investments	\$ 25,167,623	35,009	0.14 %	\$ 5,887,909	11,748	0.20 %
Investment securities	15,908,371	258,428	1.62 %	9,812,898	254,331	2.59 %
Commercial loans, mortgages and leases	54,332,257	1,894,745	3.49 %	43,612,057	1,661,455	3.81 %
Residential mortgages and consumer loans	148,137	4,933	3.33 %	175,560	6,742	3.84 %
Loans held for sale	306,202	4,157	1.36 %	196,948	3,655	1.86 %
Total interest-earning assets (1)	95,862,590	2,197,272	2.29 %	59,685,372	1,937,931	3.25 %
Non-interest-earning assets	941,161			920,531		
Total assets	\$ 96,803,751			\$60,605,903		
<b>INTEREST-BEARING LIABILITIES</b>						
Interest-bearing deposits						
NOW and interest-bearing demand	\$ 18,296,459	73,622	0.40 %	8,783,053	67,948	0.77 %
Money market	36,492,490	121,416	0.33 %	23,924,076	191,353	0.80 %
Time deposits	1,759,229	15,606	0.89 %	2,132,466	38,048	1.78 %
Non-interest-bearing demand deposits	28,764,155	—	— %	15,722,196	—	— %
Total deposits	85,312,333	210,644	0.25 %	50,561,791	297,349	0.59 %
Subordinated debt	646,359	29,067	4.50 %	545,031	27,130	4.98 %
Other borrowings	2,879,793	70,146	2.44 %	3,804,585	88,075	2.31 %
Total deposits and borrowings	88,838,485	309,857	0.35 %	54,911,407	412,554	0.75 %
Other non-interest-bearing liabilities	878,876			750,691		
Preferred equity	708,109			29,112		
Common equity	6,378,281			4,914,693		
Total liabilities and shareholders' equity	\$ 96,803,751			\$60,605,903		
<b>OTHER DATA</b>						
Net interest income / interest rate spread (1)		\$ 1,887,415	1.94 %		1,525,377	2.50 %
Tax equivalent adjustment		(6,891)			(6,285)	
Net interest income, as reported		<u>\$ 1,880,524</u>			<u>1,519,092</u>	
Net interest margin			1.96 %			2.55 %
Tax-equivalent effect			0.01 %			0.01 %
Net interest margin on a tax-equivalent basis (1)			1.97 %			2.56 %
Ratio of average interest-earnings assets to average interest-bearing liabilities			107.91 %			108.69 %

(1) Presented on a tax-equivalent, non-GAAP, basis for municipal leasing and financing transactions recorded in *Commercial loans, mortgages and leases* using the U.S. federal statutory tax rate of 21 percent for the periods presented.

Interest income and interest expense are affected both by changes in the volume of interest-earning assets and interest-bearing liabilities and by changes in yields and interest rates. The table below analyzes the impact of changes in volume (changes in average outstanding balances multiplied by the prior period's rate) and changes in interest rate (changes in interest rates multiplied by the current period's average balance). Changes that are caused by a combination of interest rate and volume changes are allocated proportionately to both changes in volume and changes in interest rate. The effect of nonperforming assets is included in the table below.

Year ended December 31, 2021 vs. 2020

<i>(in thousands)</i>	Change Due to Rate	Change Due to Volume	Total Change
<b>INTEREST INCOME</b>			
Short-term investments	\$ (15,207)	38,468	23,261
Investment securities	(153,886)	157,983	4,097
Commercial loans, mortgages, and leases (1)	(175,109)	408,399	233,290
Residential mortgages and consumer loans	(756)	(1,053)	(1,809)
Loans held for sale	(1,526)	2,028	502
Total interest income	(346,484)	605,825	259,341
<b>INTEREST EXPENSE</b>			
Interest-bearing deposits			
NOW and interest-bearing demand	(67,924)	73,598	5,674
Money market	(170,464)	100,527	(69,937)
Time deposits	(15,783)	(6,659)	(22,442)
Total interest-bearing deposits	(254,171)	167,466	(86,705)
Subordinated debt	(3,107)	5,044	1,937
Other Borrowings	3,480	(21,409)	(17,929)
Total interest expense	(253,798)	151,101	(102,697)
Net interest income	\$ (92,686)	454,724	362,038

(1) Presented on a tax-equivalent, non-GAAP, basis for municipal leasing and financing transactions using the U.S. federal statutory tax rate of 21 percent for the periods presented.

Net interest income for the year ended December 31, 2021 was \$1.88 billion, an increase of \$361.4 million, or 23.8%, over the year ended December 31, 2020. The increase in net interest income for 2021 was largely driven by a \$36.18 billion increase in average interest-earning assets, partially offset by a 96 basis point decrease in yield on interest-earning assets to 2.29%, when compared to the same period last year. Further contributing to this increase was a 40 basis point decrease in average cost of funds to 0.35% for the year ended December 31, 2021, partially offset by a \$33.93 billion increase in average total deposits and borrowings compared to the same period last year. These factors and our significant excess cash balances driven by record deposit growth contributed to a 59 basis point decrease in net interest margin on a tax-equivalent basis to 1.97% for the year ended December 31, 2021, compared to 2.56% for the same period last year.

Total investment securities averaged \$15.91 billion for the year ended December 31, 2021, compared to \$9.81 billion for the year ended December 31, 2020. The overall yield on the securities portfolio for the year ended December 31, 2021 was 1.62%, a decrease when compared to 2.59% the same period last year, due to lower reinvestment yields and higher premium amortization as a result of the Federal Reserve's rate cuts in response to the COVID-19 pandemic. Our portfolio primarily consists of high quality and highly-rated mortgage-backed securities, commercial mortgage-backed securities, and collateralized mortgage obligations issued by government agencies, government-sponsored enterprises, and private issuers. We mitigate extension risk through our overall strategy of purchasing relatively stable duration securities that, by their nature, have lower yields. At December 31, 2021, the baseline average duration of our investment securities portfolio was approximately 3.55 years, compared to 2.22 years at December 31, 2020.

Total commercial loans, mortgages and leases averaged \$54.33 billion for the year ended December 31, 2021, an increase of \$10.72 billion or 24.6% over the year ended December 31, 2020. The average yield on this portfolio decreased 32 basis points to 3.49% when compared to the same period last year, primarily due to decreased market rates. Prepayment penalty income was \$22.3 million for the year ended December 31, 2021, compared to \$29.7 million for the prior year. Our commercial real estate loans (including multi-family loans) normally have a term of ten years, with a fixed rate of interest in years one through five and a rate that either adjusts annually or is fixed for the five years that follow. Loans that prepay in the first five years generate prepayment penalties ranging from one to five percentage points of the then-current loan balance, depending on the remaining term of the loan. If a loan is still outstanding in the sixth year and the borrower selects the fixed rate option, the prepayment penalties typically reset to a range of one to five percentage points over years six through ten. It is difficult to predict the level of prepayment activity in future periods as it depends on market conditions, real estate values, the actual or perceived direction of market interest rates and the contractual repricing and maturity dates of commercial real estate loans.

We are an active participant in the SBA loan and SBA pool secondary market by purchasing, securitizing, and selling the guaranteed portions of SBA loans, most of which have adjustable rates and float at a spread to the prime rate. Once purchased, we typically warehouse the guaranteed loan for approximately 30 to 180 days and classify them as loans held for sale. From this warehouse, we aggregate like SBA loans by similar characteristics into pools for securitization to the secondary market. The timing of the purchase and sale of such loan pools drives the period-to-period fluctuations in average balances of loans held for sale, which averaged \$306.2 million and \$196.9 million for the years ended December 31, 2021 and 2020, respectively.

Average total deposits and borrowings increased \$33.93 billion, or 61.8%, to \$88.84 billion during the year ended December 31, 2021, compared to \$54.91 billion for the previous year. Overall cost of funding was 0.35% during 2021, decreasing 40 basis points from 0.75% in 2020, primarily due to the decrease in market interest rates in 2021.

For the year ended December 31, 2021, average non-interest-bearing demand deposits were \$28.76 billion, compared to \$15.72 billion for the year ended December 31, 2020, an increase of \$13.04 billion, or 83.0%. Non-interest-bearing demand deposits continue to comprise a significant component of our deposit mix, representing 41.8% of all deposits at December 31, 2021. Additionally, average NOW and interest-bearing demand and money market accounts totaled \$54.79 billion for the year ended December 31, 2021, an increase of \$22.08 billion, or 67.5%, over the year ended December 31, 2020. Core deposits have provided us with a source of stable and relatively low cost funding, which has positively affected our net interest margin and income. As a result of the decrease in the federal funds rate over the last year, our funding cost for money market accounts decreased to 0.33% for the year ended December 31, 2021 compared to 0.80% for the prior year. Our funding cost for NOW and interest-bearing demand accounts was 0.40% for the year ended December 31, 2021 compared to 0.77% for the year ended December 31, 2020.

Average time deposits, which are relatively short-term in nature, totaled \$1.76 billion for the year ended December 31, 2021 and carried an average cost of 0.89% in 2021, down 89 basis points from 1.78% in 2020. Time deposits are offered to supplement our core deposit operations for existing or new client relationships, and are not marketed through retail channels.

For the year ended December 31, 2021, average total borrowings were \$3.53 billion, compared to \$4.35 billion for the previous year, a decrease of \$0.82 billion or 18.9%. The decrease in average total borrowings, when compared to the previous year, was primarily attributable to our continued ability to fund our loan and security growth with deposits. At December 31, 2021, total borrowings represent approximately 3.1% of all funding liabilities, compared to 5.7% at December 31, 2020. The average cost of our total borrowings was 2.81% for 2021, increased 17 basis points from 2.64% in 2020. The increase in the average cost of borrowings is primarily due to the issuance of subordinated debt of \$375.0 million on October 6, 2020 at a fixed rate of 4.00% per annum for the first five years until October 2025, partially offset by the lower replacement rates for our Federal Home Loan Bank advances as a result of the recent rate cuts by the Federal Reserve in response to the COVID-19 pandemic.

### **Provision for Credit Losses**

Our provision for credit losses was \$50.0 million for the year ended December 31, 2021, compared to \$248.1 million for the prior year, a decrease of \$198.1 million, or 79.8%. Our ACLLL decreased \$33.9 million to \$474.4 million at December 31, 2021 from \$508.3 million at December 31, 2020. The decrease in the Bank's provision for credit losses and ACLLL was predominantly attributable to improved macroeconomic conditions compared with the same period last year, principally as it relates to the continued recovery in the NYC multi-family sector, the commercial property price indices in both the multi-family and commercial property sectors, as well as more favorable trends in forecasted metrics such as unemployment rate and GDP growth.

For additional information about the provision for credit losses and the ACLLL, see the discussion of asset quality and the ACLLL later in this report, as well as in Allowance for Credit Losses footnote to our Consolidated Financial Statements.

The following table allocates our ACLLL based on our judgment of expected losses in each respective portfolio category according to our methodology for allocating reserves:

	December 31,					
	2021			2020		
<i>(dollars in thousands)</i>	Loan Amount	Allowance Amount	Allowance as a % of Loan Amount	Loan Amount	Allowance Amount	Allowance as a % of Loan Amount
<b>Mortgage loans:</b>						
Multi-family residential property	\$ 16,113,590	80,633	0.50 %	15,171,520	128,233	0.85 %
Commercial property	10,682,276	221,631	2.07 %	10,553,599	233,491	2.21 %
1-4 family residential property	450,782	7,350	1.63 %	494,680	14,366	2.90 %
Home equity lines of credit	69,156	2,545	3.68 %	82,553	3,328	4.03 %
Acquisition, development and construction loans	1,514,011	67,498	4.46 %	1,367,896	46,233	3.38 %
<b>Other commercial loans:</b>						
Specialty finance	5,276,337	62,119	1.18 %	5,043,106	53,969	1.07 %
Fund banking	26,300,495	4,334	0.02 %	11,237,465	3,605	0.03 %
Commercial industrial	3,689,486	27,482	0.74 %	3,034,047	24,395	0.80 %
PPP loans (1)	835,743	—	— %	1,874,447	—	— %
Taxi medallions	—	—	— %	2,826	—	— %
<b>Other loans:</b>						
Consumer	7,509	797	10.61 %	7,039	679	9.65 %
<b>Total</b>	<b>\$ 64,939,385</b>	<b>474,389</b>	<b>0.73 %</b>	<b>48,869,178</b>	<b>508,299</b>	<b>1.04 %</b>

(1) Zero ACL for PPP loans due to government guarantee associated with the program.

### Non-Interest Income

For the year ended December 31, 2021, non-interest income was \$120.9 million, an increase of \$45.6 million, or 60.7%, when compared with 2020. The increase was primarily attributable to a \$28.7 million increase in fees and service charges primarily related to fees associated with our Fund Banking loan portfolio, a \$2.8 million increase in commissions due to the continued growth of our business, a \$2.9 million increase in net gains on sale of securities and loans, a \$5.0 million increase in unrealized mark-to-market gains/losses related to our non-hedging derivatives, as well as an decrease of \$2.1 million in our LIHTC tax credit investment amortization during 2021, when compared to the previous year. Further contributing to the increase is a \$4.2 million increase in other income principally related to certain equity method investments, when compared to the previous year.

### Non-Interest Expense

Non-interest expense increased \$89.5 million, or 14.6%, to \$703.6 million for the year ended December 31, 2021 from \$614.1 million for the year ended December 31, 2020. The increase was primarily driven by an increase of \$69.8 million in salaries and benefits mostly attributable to the addition of six private client banking teams in New York and on the West Coast, as well as the Corporate Mortgage Finance and the SBA origination teams during 2021, along with increased compensation costs associated with the hiring of operational support to meet the Bank's growing needs. Further contributing to the increase was an increase of \$10.8 million in FDIC assessment fees due to deposit balance increases, an increase of \$12.7 million in professional fees and an increase of \$5.3 million in information technology expenses due to the continued growth of our business and our ongoing West Coast expansion, including the aforementioned Commercial Mortgage Finance and SBA origination teams. These increases were partially offset by a decrease of \$6.8 million in penalty expense associated with the prepayment of \$1.05 billion in borrowings which occurred in 2020, and a decrease of \$8.6 million in valuation reserve expense associated with the fair value adjustments related to repossessed NYC taxi medallions as a result of the decline in the related observable market transactions during 2020.

### Stock-Based Compensation

We recognize compensation expense in our Consolidated Statement of Income for all stock-based compensation awards over the requisite service period with a corresponding credit to additional paid-in capital. Compensation expense is measured based on grant date fair value and is included in salaries and benefits (non-interest expense).

As of December 31, 2021, our total unrecognized compensation cost related to unvested restricted shares was \$61.1 million which is expected to be recognized over a weighted-average period of 1.43 years. During the years ended December 31, 2021 and 2020, we recognized compensation expense of \$49.6 million and \$55.0 million, respectively, for restricted shares. The total fair value of restricted shares that vested during the years ended December 31, 2021 and 2020 was \$98.4 million and \$29.5 million, respectively.



## **Income Taxes**

We recognized income tax expense for the year ended December 31, 2021 of \$329.3 million reflecting an effective tax rate 26.4%, compared to \$203.8 million for the year ended December 31, 2020 reflecting an effective tax rate of 27.8%. The decrease in the effective tax rate for the year ended December 31, 2021, was primarily due to the vesting of employee stock based compensation awards at a price significantly higher than the fair market value at the time of grant, as well as an increase in solar investment tax credits. This decrease was partially offset by a significant increase in pre-tax income from December 31, 2020 to December 31, 2021.

## Segment Results

On an annual basis, we reevaluate our segment reporting conclusions. Based on our internal operating structure and the relative significance of the specialty finance business, our operations are organized into two reportable segments representing our core businesses – Commercial Banking and Specialty Finance.

Commercial Banking principally consists of commercial real estate, commercial and industrial lending, fund banking, venture banking, and other commercial deposit gathering activities, while Specialty Finance principally consists of financing and leasing products, including equipment, transportation, commercial marine, municipal, sustainable energy and national franchise financing and/or leasing. The primary factors considered in determining these reportable segments include the nature of the underlying products and services offered, how products and services are provided to our clients, and our internal operating structure.

The segment information reported uses a “management approach” based on how management organizes its segments for purposes of making operating decisions and assessing performance. The Bank’s segment results are intended to reflect each segment as if it were a stand-alone business. Management’s accounting process uses various estimates and allocation methodologies to measure the performance of the segments. To determine financial performance for each segment, the Company allocates funding costs and certain non-interest expenses to each segment, as applicable. Management does not consider income tax expense when assessing segment profitability and, therefore, it is not disclosed in the tables below. Instead, the Bank’s income tax expense is calculated and evaluated at a consolidated level.

The following tables present the financial data for each reportable segment for the periods presented:

<i>(in thousands)</i>	Year ended December 31, 2021			
	Commercial Banking	Specialty Finance	Eliminations (1)	Consolidated
Net interest income	\$ 1,733,431	147,093	—	1,880,524
Provision for credit losses	40,941	9,101	—	50,042
Total non-interest income	113,477	7,587	(172)	120,892
Total non-interest expense	659,067	44,705	(172)	703,600
Income before income taxes	1,146,900	100,874	—	1,247,774
Total assets	\$ 118,483,206	5,662,049	(5,699,828)	118,445,427

(1) Eliminations related to intercompany funding.

<i>(in thousands)</i>	Year ended December 31, 2020			
	Commercial Banking	Specialty Finance	Eliminations (1)	Consolidated
Net interest income	\$ 1,390,993	128,099	—	1,519,092
Provision for credit losses	242,193	5,901	—	248,094
Total non-interest income	70,377	5,036	(165)	75,248
Total non-interest expense	562,485	51,734	(165)	614,054
Income before income taxes	656,692	75,500	—	732,192
Total assets	\$ 73,990,855	5,385,312	(5,487,823)	73,888,344

(1) Eliminations related to intercompany funding.

## Commercial Banking

Commercial Banking consists principally of commercial real estate lending, commercial and industrial lending, fund banking, venture banking, and other commercial deposit gathering activities.

<i>(in thousands)</i>	<i>Years ended December 31,</i>	
	<b>2021</b>	<b>2020</b>
Net interest income	\$ 1,733,431	1,390,993
Provision for credit losses	40,941	242,193
Total non-interest income	113,477	70,377
Total non-interest expense	659,067	562,485
Income before income taxes	1,146,900	656,692
Total assets	\$ 118,483,206	73,990,855

Commercial Banking net interest income increased \$342.4 million for the year ended December 31, 2021 to \$1.73 billion, or 24.6%, when compared to the prior year. The increases in net interest income were largely driven by an increase in average interest-earning assets and a reduction in cost of funds, partially offset by a decrease in yield on these assets and an increase in average deposits compared with the same period last year.

The provision for credit losses decreased \$201.3 million, or 83.1%, to a \$40.9 million reserve build for the year ended December 31, 2021, when compared to a \$242.2 million reserve build for the same period last year. The decrease in the Bank's provision for credit losses was predominantly attributable to improved macroeconomic conditions compared with the same periods last year, primarily improvement in the multi-family and commercial property price index forecasts and more stable or improving debt service coverage ratios ("DSCR") within the commercial real estate portfolio during 2021, compared with declines in 2020 as a result of the COVID pandemic. For additional information about the provision for credit losses, see the discussion of asset quality and the ACL later in this report, as well as in Allowance for Credit Losses footnote to our Consolidated Financial Statements.

Non-interest expense was \$659.1 million for the year ended December 31, 2021, an increase of \$96.6 million, or 17.2%, when compared to \$562.5 million in the prior year. The increases were primarily attributable to an increase in salaries and benefits from the significant hiring of private client banking teams and operational support to meet the Bank's growing needs. Further contributing is an increase in professional fees, FDIC assessment fees and information technology expenses, which were also attributable to the continued growth of our business.

The increase of \$44.49 billion in total assets, or 60.1%, from \$73.99 billion as of December 31, 2020 to \$118.48 billion as of December 31, 2021, was primarily attributable to growth in our commercial and industrial portfolios, primarily fund banking, as well as an increase in our investment portfolio and excess liquidity levels due to significant deposit growth over the last year.

## Specialty Finance

Specialty Finance consists principally of financing and leasing products, including equipment, transportation, commercial marine, municipal, sustainable energy and national franchise financing and/or leasing. Specialty Finance's clients are located throughout the United States.

<i>(in thousands)</i>	<i>Years ended December 31,</i>	
	<b>2021</b>	<b>2020</b>
Net interest income	\$ 147,093	128,099
Provision for credit losses	9,101	5,901
Total non-interest income	7,587	5,036
Total non-interest expense	44,705	51,734
Income before income taxes	100,874	75,500
Total assets	\$ 5,662,049	5,385,312

Specialty Finance net interest income was \$147.1 million for the year ended December 31, 2021, an increase of \$19.0 million when compared to \$128.1 million for the same period last year. The increase was primarily attributable to the continued loan growth in our equipment lending portfolios.

The provision for credit losses increased \$3.2 million, or 54.2%, to a reserve build of \$9.1 million for the year ended December 31, 2021 from a reserve build of \$5.9 million for the year ended December 31, 2020. The increase was primarily attributable to continued loan growth. Additionally, while the Commercial Banking segment experienced a meaningful decline in provision for credit losses compared to 2020 due to the significant impact of COVID-19 on its CRE portfolio, the Specialty Finance segment portfolios were not as impacted by the pandemic, and therefore, provision levels were fairly consistent year-over-year, albeit higher due to portfolio growth. For additional information about the provision for credit losses, see the discussion of asset quality and the ACL later in this report, as well as in Allowance for Credit Losses footnote to our Consolidated Financial Statements.

Non-interest expense was \$44.7 million for the year ended December 31, 2021, a decrease of \$7.0 million, or 13.6%, when compared to \$51.7 million for the same period a year ago, the decrease was primarily attributable to the negative fair value adjustments related to repossessed NYC taxi medallions as a result of the decline in the related observable market transactions during 2020.

The increase of \$276.7 million in total assets, or 5.1%, from \$5.39 billion as of December 31, 2020 to \$5.66 billion as of December 31, 2021 was primarily attributable to the continued growth in our equipment lending portfolios in 2021.

## **Financial Condition**

### **Securities Portfolio**

Securities in our investment portfolio are designated as either AFS or HTM based upon various factors, including asset/liability management strategies, liquidity and profitability objectives and regulatory requirements. AFS securities may be sold prior to maturity, based upon asset/liability management decisions and are carried at fair value.

Unrealized gains and losses on AFS securities are recorded in accumulated other comprehensive loss, net of tax, in shareholders' equity. A decline in fair value below amortized cost basis of an AFS security is assessed whether it is caused by credit-related or noncredit-related factors. Credit attributable losses are recognized as an allowance on the balance sheet with a corresponding adjustment to current earnings; while the non-credit related component is recognized in accumulated other comprehensive loss, net of tax. The total amount of impairment loss is limited to the difference between the security's amortized cost and fair value, i.e., the "fair value floor." Both the allowance and the adjustment to net income can be reversed if conditions change subsequently.

HTM securities are reviewed upon acquisition to determine whether it has experienced a more-than-insignificant deterioration in credit quality since its original issuance date, i.e., if they meet the definition of a purchased credit impaired asset ("PCDs"). No HTM securities were identified as PCDs as of December 31, 2022. As a result, our HTM securities are carried at cost and adjusted for amortization of premiums or accretion of discounts, which are periodically adjusted for estimated prepayments. Expected credit losses on HTM debt securities through the life of the financial instrument are estimated and recognized as an allowance on the balance sheet with a corresponding adjustment to current earnings. As of period end, substantially all of our HTM securities are guaranteed by the U.S. Government, issued by government sponsored entities ("GSEs") or U.S. Government agencies, and have a zero loss assumption, where a reserve is not applicable. Subsequent favorable or adverse changes in expected cash flow will first decrease or increase the allowance for credit losses. If the change in expected cash flows has reduced the allowance to a level below zero, the accretable yield is adjusted on a prospective basis.

At December 31, 2022, our total securities portfolio was \$26.37 billion and primarily consisted of mortgage-backed securities ("MBSs") and collateralized mortgage obligations ("CMOs") issued by U.S. Government agencies (\$2.87 billion), government-sponsored enterprises (\$19.59 billion), and private issuers (\$0.88 billion). As of December 31, 2022, 83.4% of our securities portfolio had a AAA credit rating, 97.0% had a credit rating of A or better, and 99.7% was rated investment grade or better. Overall, our securities portfolio had a weighted average duration of 4.23 years and a weighted average life of 5.44 years as of December 31, 2022. For further discussion of our investment securities and the related determination of fair value, see Fair Value Measurements and Securities footnotes to our Consolidated Financial Statements.

The agency MBS portfolio primarily consists of adjustable-rate hybrid securities, fixed-rate balloon and seasoned 15-year structures. The agency CMO portion of our portfolio primarily consists of short duration planned amortization and sequential structures, collateralized by conforming first lien residential mortgages. The private CMO portfolio consists of prime borrowers with seasoned underlying mortgages and supportive credit enhancement. Our asset-backed portfolio primarily consists of intermediate term fixed rate AAA and floating rate AA/A rated credit card, auto and home equity collateralized securities and collateralized debt obligations.

At December 31, 2022, the net unrealized loss on securities, net of tax effect, was \$1.78 billion as reflected in accumulated other comprehensive loss, compared to a net unrealized loss of \$174.7 million at December 31, 2021. The increase in unrealized losses is due to the prevailing higher interest rate environment and the pace at which interest rate hikes have occurred in 2022. The fair value of our AFS securities is affected by several factors, including (i) credit spreads, (ii) the interest rate environment, (iii) unemployment rates, (iv) delinquencies and defaults on the mortgages underlying such obligations, (v) changes in interest rates resulting from expiration of the fixed rate portion of adjustable rate mortgages, (vi) changing home prices, (vii) market liquidity for such obligations, and (viii) uncertainties with respect to government-sponsored enterprises such as Fannie Mae and Freddie Mac, which guarantee many of the debt securities we own. The estimated effect of possible changes in interest rates on our earnings and equity is discussed in "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

We continue to closely monitor the securities in our investment portfolio, and other than those securities for which we have recorded credit losses, we have no intent to sell these securities, and we believe it is not more likely than not that we will be required to sell these investments before recovery of their amortized cost basis. In the event these securities demonstrate an adverse change in expected cash flows and we no longer expect to recover the amortized cost basis or if we change our intent to hold these securities, the security's cost basis will be written down to its fair value through earnings. If there is an existing allowance for credit losses, the allowance will be written off against the security's amortized cost basis first with the remaining difference between the fair value and amortized cost recognized as a loss in earnings.

The following table presents the credit rating distribution of our securities portfolio as of December 31, 2022:

<b>Credit Rating</b>	<b>Percentage of Portfolio</b>
AAA	83.42 %
AA	11.00 %
A	2.53 %
BBB	2.76 %
Below BBB	0.29 %
<b>Total</b>	<b>100.00 %</b>

The following table provides the estimated change in fair value of our debt securities for various interest rate shocks as of December 31, 2022:

<b>Interest Rate Shock</b>	<b>Estimated Fair Value Change</b>
+ 100 basis points	(4.21)%
+ 200 basis points	(8.58)%
+ 300 basis points	(13.01)%
+ 400 basis points	(16.99)%
– 100 basis points	4.02 %
– 200 basis points	7.67 %
– 300 basis points	11.32 %
– 400 basis points	14.97 %

The following table presents the contractual maturity distribution and the weighted average yields of our combined AFS and HTM securities portfolios as of December 31, 2022. The weighted average yields are calculated based on current amortized cost balances and are based on coupon rates for securities purchased at par value, and on effective interest rates considering amortization or accretion if securities were purchased at a premium or discount. Due to prepayments of collateral underlying the securities, actual maturity may differ from contractual maturity.

<i>(dollars in thousands)</i>	<b>Amortized Cost (1)</b>	<b>Fair Value</b>	<b>Average Yield</b>
<b>Less than one year</b>			
Debentures of FHLB, FNMA and FHLMC	\$ 200,000	192,057	0.61 %
Collateralized mortgage obligations	265	199	3.86 %
Other securities	61,601	60,350	2.89 %
<b>Total</b>	<b>\$ 261,866</b>	<b>252,606</b>	<b>1.15 %</b>
<b>One year to less than five years</b>			
Debentures of FHLB, FNMA and FHLMC	\$ 2,032,974	1,873,288	1.37 %
U.S. Treasury securities	150,273	145,647	2.43 %
Mortgage-backed securities	527	480	3.69 %
Collateralized mortgage obligations	20,728	19,355	2.97 %
Securities of U.S. states and political subdivisions	2,000	1,699	2.37 %
Other securities	828,190	768,757	2.86 %
<b>Total</b>	<b>\$ 3,034,692</b>	<b>2,809,226</b>	<b>1.84 %</b>
<b>Five years to less than 10 years</b>			
Debentures of FHLB, FNMA and FHLMC	\$ 399,964	344,671	1.08 %
Mortgage-backed securities	745,513	687,632	2.06 %
Collateralized mortgage obligations	348,556	311,382	2.49 %
Securities of U.S. states and political subdivisions	145,502	125,722	2.20 %
Other securities	870,210	796,545	3.78 %
<b>Total</b>	<b>\$ 2,509,745</b>	<b>2,265,952</b>	<b>2.57 %</b>
<b>10 years and longer</b>			
Debentures of FHLB, FNMA and FHLMC	\$ —	—	— %
Mortgage-backed securities	7,481,321	6,527,772	2.10 %
Collateralized mortgage obligations	14,210,882	12,475,290	2.52 %
Securities of U.S. states and political subdivisions	137,840	119,856	2.08 %
Other securities	1,215,419	1,161,554	4.89 %
<b>Total</b>	<b>\$ 23,045,462</b>	<b>20,284,472</b>	<b>2.51 %</b>
<b>All maturities</b>			
U.S. Treasury securities	\$ 150,273	145,647	1.27 %
Debentures of FHLB, FNMA and FHLMC	2,632,938	2,410,016	2.43 %
Mortgage-backed securities	8,227,361	7,215,884	2.10 %
Collateralized mortgage obligations	14,580,431	12,806,226	2.52 %
Securities of U.S. states and political subdivisions	285,342	247,277	2.15 %
Other securities	2,975,420	2,787,206	3.96 %
<b>Total</b>	<b>\$ 28,851,765</b>	<b>25,612,256</b>	<b>2.43 %</b>

(1) Amortized cost amount excludes ACL related to HTM securities of \$25,000 as of December 31, 2022.

## Loan Portfolio

The following table presents information regarding the composition of our loan portfolio, including loans held for sale, as of the dates indicated:

<i>(dollars in thousands)</i>	<i>December 31,</i>			
	<i>2022</i>		<i>2021</i>	
	<b>Amount</b>	<b>Percentage</b>	<b>Amount</b>	<b>Percentage</b>
<b>Mortgage loans:</b>				
Multi-family residential property	\$ 19,511,293	26.06 %	16,113,590	24.68 %
Commercial property	11,967,703	15.98 %	10,682,276	16.36 %
Acquisition, development and construction loans	1,646,659	2.20 %	1,514,011	2.32 %
1-4 family residential property	389,886	0.52 %	450,782	0.69 %
Home equity lines of credit	55,203	0.07 %	69,156	0.11 %
<b>Other loans:</b>				
Fund banking	27,732,316	37.04 %	26,300,495	40.29 %
Specialty finance	6,718,199	8.97 %	5,276,337	8.08 %
Other commercial and industrial	6,184,531	8.27 %	3,689,486	5.65 %
PPP loans	129,700	0.17 %	835,743	1.28 %
SBA guaranteed portion	531,114	0.71 %	341,604	0.52 %
Consumer	7,634	0.01 %	7,509	0.01 %
Sub-total / Total	74,874,238	100.00 %	65,280,989	100.00 %
Premiums, deferred fees and costs	4,617		(31,426)	
<b>Total</b>	<b>\$ 74,878,855</b>		<b>65,249,563</b>	

Total loans increased by \$9.63 billion to \$74.88 billion at December 31, 2022 from \$65.25 billion at December 31, 2021, primarily as a result of growth in Fund Banking, Commercial Real Estate, Commercial Mortgage Finance, Specialty Finance, Venture Banking, Asset Based Lending, West Coast C&I teams and our new Healthcare Banking and Finance Team, who all contributed to growth, exhibiting our overall business diversification. Our total loan-to-deposit ratio, excluding loans held for sale, increased to 83.9% as of December 31, 2022 when compared to 61.1% at December 31, 2021, primarily as a result of continued strong loan growth offset by a decrease in deposits mainly attributable to our Digital Asset Banking team. See *Core Deposits in Recent Highlights* for further discussion related to deposits.

Substantially all of the collateral for our loans secured by real estate is located within the New York metropolitan area. As a result, our financial condition and results of operations may be affected by changes in the economy and the real estate market of the New York metropolitan area. A prolonged period of economic recession or other adverse economic conditions in the New York metropolitan area may result in an increase in nonpayment of loans, a decrease in collateral value, and an increase in our ACL.

We only securitize the U.S. Government guaranteed portion of SBA loans, and we have not securitized any of our loans secured by real estate. As a result, we have not made any representations to, and do not have obligations to, third-party purchasers regarding any such loans.

At December 31, 2022, loans fully secured by cash and marketable securities represented 17.8% of outstanding loan balances. The SBA portfolio, consisting only of the guaranteed portion of the SBA loans, represented 0.71% of outstanding loan balances. Our fully unsecured loan portfolio represented 1.62% of our total outstanding loan portfolio at December 31, 2022, excluding PPP loans which are fully guaranteed by the U.S. Government. We generally limit unsecured lending for consumer loans to private clients who we believe possess ample net worth, liquidity and repayment capacity. The remainder of our loan portfolio is secured by real estate, company assets, personal assets and other forms of collateral.

In order to manage credit quality, we view the Bank's loan portfolio by various segments and classes of loans. For commercial loans, we assign individual credit ratings ranging from 1 (lowest risk) to 9 (highest risk) as an indicator of credit quality. These ratings are based on specific risk factors, including (i) historical and projected financial results of the borrower, (ii) market conditions of the borrower's industry that may affect the borrower's future financial performance, (iii) business experience of the borrower's management, (iv) nature of the underlying collateral, if any, and (v) history of the borrower's payment performance. See Loans and Leases, Net footnote to our Consolidated Financial Statements for the summary of our portfolio of commercial loans by credit rating as of December 31, 2022 and 2021.



The following table presents our loan portfolio, excluding loans held for sale, by maturity at December 31, 2022:

<i>December 31, 2022</i>					
<i>(in thousands)</i>	<b>Within One Year</b>	<b>One to Five Years</b>	<b>After Five through Fifteen Years</b>	<b>After Fifteen Years</b>	<b>Total</b>
<b>Mortgage loans:</b>					
Multi-family residential property	\$ 637,691	4,524,405	14,319,647	29,550	19,511,293
Commercial property	1,937,454	8,688,012	1,340,326	1,911	11,967,703
Acquisition, development and construction loans	779,941	741,031	125,687	—	1,646,659
1-4 family residential property	19,937	150,301	184,463	35,185	389,886
Home equity lines of credit	—	50	19,000	36,153	55,203
<b>Total mortgage loans</b>	<b>\$ 3,375,023</b>	<b>14,103,799</b>	<b>15,989,123</b>	<b>102,799</b>	<b>33,570,744</b>
<b>Commercial &amp; Industrial loans:</b>					
Fund banking	\$ 16,274,180	11,458,136	—	—	27,732,316
Specialty finance	221,530	4,347,964	2,063,557	85,148	6,718,199
Other commercial and industrial	1,690,875	3,479,229	957,188	57,239	6,184,531
PPP loans	2,582	123,097	4,021	—	129,700
Consumer	3,949	146	2,617	922	7,634
<b>Total other loans</b>	<b>\$ 18,193,116</b>	<b>19,408,572</b>	<b>3,027,383</b>	<b>143,309</b>	<b>40,772,380</b>
<b>Total loans</b>	<b>\$ 21,568,139</b>	<b>33,512,371</b>	<b>19,016,506</b>	<b>246,108</b>	<b>74,343,124</b>

The following table presents our loan portfolio, excluding loans held for sale, at fixed and variable rates contractually maturing after December 31, 2022:

<i>(in thousands)</i>	<b>Fixed</b>	<b>Variable</b>	<b>Total</b>
<b>Mortgage loans:</b>			
Multi-family residential property	\$ 18,110,102	1,401,191	19,511,293
Commercial property	11,265,021	702,682	11,967,703
Acquisition, development and construction loans	409,399	1,237,260	1,646,659
1-4 family residential property	379,662	10,224	389,886
Home equity lines of credit	55,203	—	55,203
<b>Total mortgage loans</b>	<b>\$ 30,219,387</b>	<b>3,351,357</b>	<b>33,570,744</b>
<b>Commercial &amp; Industrial loans:</b>			
Fund banking	\$ 1,179	27,731,137	27,732,316
Specialty finance	6,518,666	199,533	6,718,199
Other commercial and industrial	1,743,185	4,441,346	6,184,531
PPP loans	129,700	—	129,700
Consumer	7,634	—	7,634
<b>Total other loans</b>	<b>\$ 8,400,364</b>	<b>32,372,016</b>	<b>40,772,380</b>
<b>Total loans</b>	<b>\$ 38,619,751</b>	<b>35,723,373</b>	<b>74,343,124</b>

## Asset Quality

### Nonperforming Assets

Nonperforming assets include nonaccrual loans and investment securities as well as other real estate owned and other repossessed assets. Loans are generally placed on nonaccrual status upon becoming 90 days past due, for single family property loans, based on contractual terms. In the case of commercial loans and loans secured by real estate, exceptions may be made if the loan has sufficient collateral value, based on a current appraisal or valuation, and is in process of collection. Additionally, other considerations are made in determining whether a loan should be classified as nonaccrual, including whether the loan is to a borrower in an industry experiencing economic stress, whether the borrower is experiencing other issues such as inadequate cash-flow, or the nature of the underlying collateral and whether it is susceptible to deterioration in realizable value.

At the time a loan is placed on nonaccrual status, the accrued but uncollected interest receivable is reversed and accounted for on a cash basis or cost recovery basis, until qualifying for return to accrual status. Management's classification of a loan as nonaccrual does not necessarily indicate that the principal of the loan is uncollectible in whole or in part.

The following table summarizes our nonperforming assets, accruing troubled debt restructured loans, loans that were 90 days past due as to principal or interest, other impaired loans, and certain asset quality indicators as of the dates indicated:

<i>(dollars in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
<b>Nonaccrual assets:</b>		
Loans	\$ 125,912	103,560
Troubled debt restructured loans	58,049	114,735
Investment securities, at fair value	—	700
Other repossessed assets	170	5,658
<b>Total nonperforming assets</b>	<b>\$ 184,131</b>	<b>224,653</b>
Accruing troubled debt restructured loans (1)	\$ 358,936	323,435
Accruing loans past due 90 days or more (2):		
Loans	\$ 52,403	3,078
Loans held for sale (3)	\$ 2,270	12,112
<b>Asset Quality Ratios:</b>		
Total nonaccrual loans to total loans	0.25%	0.34%
Total nonperforming assets to total assets	0.17%	0.19%
ACL to nonaccrual loans	266.29%	217.32%

(1) Includes reasonably expected TDRs.

(2) See Loans and Leases, Net footnote for full delinquency status of our loan portfolio.

(3) Accruing loans held for sale past due 90 days or more are comprised of U.S. Government guaranteed SBA loans.

Significant nonaccrual loans at December 31, 2022 primarily consisted 16 commercial property loans, predominantly retail commercial property loans, totaling \$120.9 million, six multi-family loans totaling \$48.0 million, and 10 commercial and industrial loans totaling \$7.8 million. Each nonaccrual loan is being actively managed by the Bank, and the ACL includes a specific allocation for each individual loan, when appropriate.

Nonaccrual investment securities at December 31, 2022 and December 31, 2021 were zero and \$700,000, respectively. The nonaccrual investment security consisted of one bank-collateralized pooled trust preferred AFS security which was sold during 2022.

As of December 31, 2022, accruing loans past due 30 to 89 days were \$96.4 million, including \$18.2 million of loans that subsequently made payments by January 11, 2023. Accruing loans past due 30 to 89 days were \$97.5 million as of December 31, 2021.

As of December 31, 2022, loans past due 90 days or more and still accruing totaled \$54.7 million, including five commercial and industrial loans totaling \$26.2 million that are past due 90 days or more and still accruing as a result of operational delays related to agent banks of fund banking participations and three commercial real estate loans totaling \$21.2 million that were in process of extensions as of year-end that are expected to close in the first quarter of 2023. As of December 31, 2022, loans past due 90 days or more and still accruing also included \$2.3 million of government-guaranteed SBA loans and two acquisition, development and construction loans totaling \$2.3 million and one commercial and industrial loan totaling \$2.0 million that were well secured and in process of collection. At December 31, 2021, loans past due 90 days or more and accruing primarily consisted of \$12.1 million of government-guaranteed SBA loans and two acquisition, development and construction loans totaling \$2.3 million that were well secured and in process of collection.

For economic reasons and to maximize the recovery of loans, we may work with borrowers experiencing financial difficulties and will consider modifications to a borrower's existing loan terms and conditions that we would not otherwise consider, commonly referred to as TDRs. Our TDRs consist of those loans where we modify the contractual terms of the loan, such as (i) a deferral of the loan's principal amortization through either interest-only or reduced principal payments, (ii) a reduction in the loan's contractual interest rate, (iii) principal forgiveness, or (iv) an extension of the loan's contractual term. For a summary of our accounting methodologies relating to TDRs, see the Allowance for Credit Losses for Loans and Leases section of our Summary of our Critical Accounting Policies. Additionally, for a discussion of our TDRs and the related financial effects, see Allowance for Credit Losses footnote to our Consolidated Financial Statements.

#### *COVID-19 Related Loan Modifications*

As of December 31, 2022, the Bank had no outstanding non-payment deferrals, compared with \$8.3 million, or 0.01% of total loans, at December 31, 2021. Additionally, as of December 31, 2022, \$393.2 million, or 0.53% of total loans, is comprised of modified principal and interest payments, predominantly interest-only structures. This compares to the modified principal and interest payments of \$1.88 billion, or 2.9% of total loans at December 31, 2021. The positive trend is the result of the continued economic recovery coming out of the lows of the COVID-19 pandemic.

#### *Allowance for Credit Losses for Loans and Leases*

Our ACLLL for funded loans and leases is established through a provision for credit losses for loans and leases charged to current earnings and an adjustment to the allowance for credit losses for loans and leases. It represents management's estimate of CECL in the Company's loan and lease portfolio over its expected life. The ACLLL estimation is inherently subjective as it requires the use of a broad range of information including asset specific risk characteristics, information about past events and current conditions, as well as the macroeconomic forecast during the reasonable and supportable ("RNS") period, all of which are susceptible to potential significant revision as more information becomes available.

At December 31, 2022 and 2021, our ACLLL totaled \$489.9 million and \$474.4 million, respectively, which represents 0.66%, and 0.73% of total loans and leases (excluding loans held for sale), as of both period end dates, respectively. For a summary of our accounting methodologies relating to the ACL for loans and leases, see the Allowance for Credit Losses for Loans and Leases section of our Critical Accounting Policies.

The provision for credit losses for loans and leases is a charge to earnings to maintain the ACL for loan and leases at a level consistent with management's assessment of the loan portfolio in light of past events, current economic conditions and the macroeconomic forecast during the RNS period. For the years ended December 31, 2022, 2021, and 2020, we recorded provisions of \$78.8 million, \$50.0 million, and \$248.1 million, respectively. The increase in provision for the year ended December 31, 2022 was predominantly attributable to the aforementioned deterioration in the macroeconomic forecast, offset by improvements in NYC multi-family market. The macroeconomic forecast has turned increasingly recessionary in 2022 with increases in unemployment, higher interest rates/inflation in the near term, decreases in GDP growth, and wider credit spread forecasts. The overall multi-family sector improvement is apparent in the forecast assumptions, but also with increasing post-pandemic rent levels resulting in a larger degree of improving debt service coverage ratios in the current year compared with the same period last year. In 2022, the Bank made efforts to diversify its portfolio concentration from Fund Banking loans and grow newer businesses, including Commercial Real Estate, Commercial Mortgage Finance, Specialty Finance, Venture Banking, Asset Based Lending, West Coast C&I teams and our new Healthcare Banking and Finance Team. The decrease compared to 2020 is a result of the relative improvement and stability in the macroeconomic environment and underlying CRE loan metrics compared to a highly uncertain macroeconomic environment in 2020 as a result of the COVID-19 pandemic. See Allowance for Credit Losses footnote for additional information regarding the period over period provision for credit losses fluctuations.

The following table allocates our ACLLL to the respective portfolio categories and includes the percentage of loans in each category to total loans as of the dates indicated:

<i>(dollars in thousands)</i>	<i>December 31,</i>			
	<i>2022</i>		<i>2021</i>	
	Amount	%	Amount	%
<b>Mortgage loans:</b>				
Multi-family residential property	\$ 60,776	12.41 %	80,633	17.00 %
Commercial property (1)	151,941	31.02 %	221,631	46.72 %
Acquisition, development and construction loans	108,247	22.10 %	67,498	14.23 %
1-4 family residential property	6,603	1.35 %	7,350	1.55 %
Home equity lines of credit	1,938	0.39 %	2,545	0.54 %
<b>Other loans:</b>				
Fund banking	3,625	0.74 %	4,334	0.91 %
Specialty finance	114,998	23.47 %	62,119	13.09 %
Other commercial and industrial	40,936	8.36 %	27,482	5.79 %
Consumer	798	0.16 %	797	0.17 %
<b>Total</b>	<b>\$ 489,862</b>	<b>100.00 %</b>	<b>474,389</b>	<b>100.00 %</b>

(1) Loss rate decline from December 31, 2021 to December 31, 2022 was primarily attributable to \$49.3 million charge-offs on four retail commercial property loans, which were fully reserved for and the reserves were released to cover the charge-offs of their respective individually assessed reserves. See Allowance for Credit Losses for Loans from the Asset Quality section above for detailed discussions.

#### *Summary of Loan Loss Experience*

The following table presents a summary by loan portfolio segment of our ACLLL, loan loss experience, and provision for credit losses for the periods indicated:

<i>(dollars in thousands)</i>	<i>Years ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Beginning balance - Allowance for Loan & Lease Losses	474,389	508,299	249,989
CECL adoption (1)	—	—	41,183
Beginning balance - ACLLL	\$ 474,389	508,299	291,172
<b>Charge-offs:</b>			
Credit-rated commercial loans	(70,712)	(91,833)	(30,153)
Non-rated commercial loans	(236)	(477)	(1,232)
Residential mortgages	(1,926)	(28)	(39)
Consumer loans	(91)	(48)	(298)
<b>Total charge-offs</b>	<b>\$ (72,965)</b>	<b>(92,386)</b>	<b>(31,722)</b>
<b>Recoveries:</b>			
Credit-rated commercial loans	6,714	7,917	3,021
Non-rated commercial loans	210	216	456
Residential mortgages	124	29	17
Consumer loans	46	51	41
<b>Total recoveries</b>	<b>\$ 7,094</b>	<b>8,213</b>	<b>3,535</b>
Net charge-offs	(65,871)	(84,173)	(28,187)
Provision	81,344	50,263	245,314
Ending balance - ACLLL	\$ 489,862	474,389	508,299
<b>Ratio:</b>			
ACLLL to total loans	0.66%	0.73%	1.04%

(1) Amount represents a cumulative effect adjustment recorded on January 1, 2020 as a result of the adoption of ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*.

The following table presents the ratio of net charge-offs by loan portfolio categories to average loans outstanding for the periods indicated:

	Years ended December 31,					
	2022		2021		2020	
	Net charge-offs (recoveries)	Ratio	Net charge-offs (recoveries)	Ratio	Net charge-offs (recoveries)	Ratio
<i>(in thousands)</i>						
Mortgage loans:						
Multi-family residential property	\$ 8,316	0.01 %	7,230	0.01 %	4,376	0.01 %
Commercial property	51,179	0.07 %	60,451	0.11 %	—	— %
Acquisition, development and construction loans	—	— %	3,220	0.01 %	13,308	0.03 %
1-4 family residential property	954	— %	853	— %	(11)	— %
Home equity lines of credit	1,154	— %	9	— %	32	— %
Commercial & Industrial loans (1):						
Specialty finance	2,826	— %	4,513	0.01 %	8,991	0.02 %
Other commercial and industrial	1,435	— %	8,920	0.02 %	1,037	— %
Taxi medallions	(37)	— %	(1,018)	— %	197	— %
Consumer	44	— %	(5)	— %	257	— %
Total net charge-offs	\$ 65,871	0.08 %	84,173	0.16 %	28,187	0.06 %
Average loans outstanding	\$70,415,140		54,480,394		43,787,617	

(1) Excludes PPP loans.

Net charge-offs were \$65.9 million for the year ended December 31, 2022, when compared to the net charge-offs of \$84.2 million for the same period last year. Significant charge-offs during the year ended December 31, 2022 primarily consisted of \$50.9 million related to seven commercial real estate loans, \$8.8 million related to three multi-family loans, \$4.1 million related to four commercial and industrial loans, as well as \$642,000 related to one HELOC loan.

## Net Deferred Tax Asset

The following table presents the components of our net deferred tax asset as of the dates indicated:

<i>(in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
<b>DEFERRED TAX ASSETS</b>		
Allowance for credit losses for loans and leases	\$ 137,275	139,111
Operating lease liabilities	78,905	74,677
Accrued compensation	43,368	44,682
Deferred loan fees, net	13,575	22,465
Unearned compensation - restricted stock	10,074	9,772
Other	17,187	14,344
Total deferred tax assets recognized in earnings	\$ 300,384	305,051
Net unrealized losses on securities available-for-sale	694,222	72,148
Net unrealized losses on securities transferred to held-to-maturity	4,597	5,065
Net unrealized losses on cash flow hedges	82,727	19,763
Total deferred tax assets	\$ 1,081,930	402,027
<b>DEFERRED TAX LIABILITIES</b>		
Qualified lease assets	\$ 178,201	135,118
Operating lease right-of-use assets	69,853	66,269
Depreciation - ordinary	14,229	14,781
Other	8,770	17,109
Total deferred tax liabilities recognized in earnings	\$ 271,053	233,277
Net deferred tax assets	\$ 810,877	168,750

Deferred tax assets arise from expected future tax benefits attributable to temporary differences and carry-forwards. Deferred tax liabilities arise from expected future tax expense attributable to temporary differences. Temporary differences are defined as differences between the tax basis of an asset or liability and its reported amount in the financial statements that will result in taxable or deductible amounts in future years. Carry-forwards are defined as deductions or credits that cannot be currently utilized for tax purposes that may be carried forward to reduce taxable income or taxes payable in a future year.

As of December 31, 2022, we reported an increase in net deferred tax assets driven primarily by net unrealized losses on securities available-for-sale and cash flow hedges, which was offset by an increase in our bonus depreciation expense.

As of December 31, 2022 and 2021, stranded tax effects totaling \$10.1 million and \$11.4 million, respectively, as a result of the enactment of Tax Cuts and Jobs Act in December 2017, are included in accumulated other comprehensive income. We have elected not to adopt ASU 2018-02, *Income Statement – Reporting Comprehensive Income (Topic 220)*. Therefore, the Company will recognize these stranded tax effects using the individual security approach.

## Deposits

Core deposits, which exclude time deposits and brokered deposits, decreased \$21.21 billion to \$82.14 billion as of December 31, 2022 from \$103.36 billion as of December 31, 2021. The decline is a result of our plan to reduce the size of client relationships within our digital asset deposit base as announced during the fourth quarter of 2022, as well as a challenging cryptocurrency environment.

See Item 1. Business – Part I Deposit Products for the composition of our deposit accounts as of December 31, 2022 and 2021.

The following table presents our average deposits and average interest rates accrued for the periods indicated:

<i>(dollars in thousands)</i>	<i>Years ended December 31,</i>			
	<b>2022</b>		<b>2021</b>	
	<b>Average Balance</b>	<b>Average Rate</b>	<b>Average Balance</b>	<b>Average Rate</b>
NOW and interest-bearing demand	\$ 21,556,982	1.77 %	18,296,459	0.40 %
Money market	39,438,596	1.24 %	36,492,490	0.33 %
Time deposits	2,146,411	2.01 %	1,759,229	0.89 %
Non-interest-bearing demand deposits	40,290,382	— %	28,764,155	— %
<b>Total deposits</b>	<b>\$ 103,432,371</b>	<b>0.88 %</b>	<b>85,312,333</b>	<b>0.25 %</b>

The following table presents time deposits of \$250,000 or more by their maturity as of year-end:

<i>(in thousands)</i>	<b>December 31, 2022</b>
Three months or less	\$ 255,066
Over three months through six months	1,981,620
Over six months through one year	1,535,873
Over one year	1,020,553
<b>Total (1)</b>	<b>\$ 4,793,112</b>

(1) Includes brokered time deposits of \$2.32 billion.

## Borrowings

The following table presents information regarding our borrowings:

	At or for the year ended December 31,			
	2022		2021	
(dollars in thousands)	Amount	Weighted Average Rate (2)	Amount	Weighted Average Rate (2)
Federal Home Loan Bank advances	\$ 8,183,738	4.53 %	2,639,245	0.99 %
Federal Home Loan Bank repurchase agreements	3,100,000	4.58 %	—	— %
Securities sold under agreements to repurchase	150,000	1.57 %	150,000	1.92 %
Subordinated debt (1)	575,000	4.04 %	575,000	4.04 %
<b>Total borrowings</b>	<b>\$ 12,008,738</b>	<b>4.48 %</b>	<b>3,364,245</b>	<b>1.02 %</b>
Maximum total outstanding at any month-end	\$ 12,008,738		3,824,245	
Average balance	\$ 3,188,600		3,526,152	
Average rate		3.18 %		2.81 %

(1) Excludes \$3.4 million and \$4.8 million of deferred issuance costs reported as a direct reduction to the subordinated debt carrying amount in the Consolidated Statements of Financial Condition as of December 31, 2022 and 2021, respectively.

(2) Includes the effect of hedge accounting from related cash flow hedges.

At December 31, 2022, our borrowings were \$12.01 billion, or 11.9% of our funding liabilities, compared to \$3.36 billion, or 3.1% of our funding liabilities, at December 31, 2021. The increase in our borrowings, primarily reflects a \$8.64 billion increase in the use of FHLB borrowings during 2022. This was primarily a result of our plan to reduce the size of client relationships within our digital asset deposit base as announced during the fourth quarter of 2022, as well as a challenging cryptocurrency environment, which were replaced by mainly short-term borrowings.

The FHLB of New York is a congressionally chartered wholesale bank within the national Federal Home Loan Bank System that promotes the expansion of fair and equitable home ownership opportunities. Given the Bank's commercial real estate multifamily lending focus, particularly related to low-to-moderate income multifamily housing in New York, the Bank aligns with the FHLB's mission and utilizes these borrowings as a funding source to provide financing to our multi-family clients. See Note 7 of our Consolidated Financial Statements for additional information related to the Bank's loan portfolio. We also hold \$560.3 million in Federal Home Loan Bank of New York capital stock as required collateral for our outstanding borrowing position with the FHLB.

In addition, we have the ability to borrow from the discount window of the Federal Reserve Bank of New York ("FRB"). At December 31, 2022 and December 31, 2021, the Bank had no borrowings from the FRB. These borrowings, excluding our issued subordinated debt, are typically collateralized by mortgage-backed and collateralized mortgage obligation securities, along with commercial real estate loans.

Based on our financial condition, our asset size, the available capacity under our repurchase agreement lines, our FHLB and FRB lines, and the amount of securities and loans available for pledging, our available consolidated capacity for additional borrowings is estimated as follows as of the dates indicated:

(in thousands)		December 31, 2022	December 31, 2021
Federal Home Loan Bank	\$	14,287,994	14,344,299
Federal Reserve Bank		10,988,329	8,113,929
<b>Total</b>	<b>\$</b>	<b>25,276,323</b>	<b>22,458,228</b>

On October 6, 2020, the Bank completed a public offering of \$375.0 million aggregate principal amount of Fixed-to-Floating Rate Subordinated Notes due 2030. These notes accrue interest at a fixed rate of 4.00% per annum for the first five years until October 2025. After this date and for the remaining five years of these notes term, interest will accrue at a floating rate of three-month AMERIBOR plus 389 basis points. Additionally, during the floating rate period and at the Bank's option, these notes can be prepaid by the Bank. Net proceeds from this offering were used for general corporate purposes, including to support our growth.

Additionally, on November 1, 2019, the Bank issued \$200.0 million aggregate principal amount of Fixed-to-Floating Rate Subordinated Notes due November 1, 2029. These notes accrue interest at a fixed rate of 4.125% for the first five years until November 2024. Given the anticipated termination of LIBOR reference rate publications, interest would accrue at a floating rate of SOFR plus 255.9 basis points plus a Benchmark Replacement Adjustment of 26.161 basis points. Additionally, during



the floating rate period and at the Bank's option, these notes can be prepaid by the Bank. Net proceeds from this offering were used for general corporate purposes and to repurchase our common stock.

In 2016, the Bank issued \$260.0 million aggregate principal amount of Variable Rate Subordinated Notes due April 19, 2026 to institutional investors. These notes accrued interest at a fixed rate of 5.30% for the first five years until April 2021. After this date and for the remaining five years of these notes term, interest was scheduled to accrue at a floating rate of LIBOR plus 3.92%. On April 19, 2021, the Bank redeemed these notes at a price of 100% of the principal amount to be redeemed, or \$260.0 million, plus accrued and unpaid interest of \$6.9 million, totaling \$266.9 million.

As of December 31, 2022, subordinated debt is reported in the Consolidated Statements of Financial Condition net of deferred issuance costs of \$3.4 million related to the corresponding debt offerings.

The following table presents the maturity or re-pricing of our borrowings at December 31, 2022:

	3 months or less	3-12 months	1-3 years	Over 3 years	Total (1)
\$	11,100,000	159,000	124,738	625,000	12,008,738

(1) Excludes \$3.4 million of deferred issuance costs reported as a direct reduction to the subordinated debt carrying amount in the Consolidated Statements of Financial Condition.

### Liquidity and Capital Resources

Liquidity is the measurement of our ability to meet our cash needs. Our objective in managing liquidity is to maintain our ability to meet loan commitments and deposit withdrawals, purchase investments and pay other liabilities in accordance with their terms, without an adverse impact on our current or future earnings. Our liquidity management is guided by policies developed and monitored by our asset/liability management committee and approved by our Board of Directors. The asset/liability management committee consists of, among others, our Chairman, President and Chief Executive Officer, Vice Chairman, Chief Operating Officer, Chief Financial Officer, Chief Investment Officer and Treasurer. These policies take into account the marketability of assets, the source and stability of deposits, our wholesale borrowing capacity and the amount of our loan commitments. While the Bank may raise funds through a common stock offering, preferred stock offering or debt issuance to facilitate continued growth, our primary source of liquidity has been core deposit growth.

Additionally, we have borrowing sources available to supplement deposit flows, including the FHLB, the FRB and repurchase agreement lines with other financial institutions. We also have access to the brokered deposit market, through which we have numerous alternatives and significant capacity, if needed. We also opportunistically access capital markets from time to time to obtain additional capital to support our growth as evidenced by our historical and recent common stock offerings, preferred stock issuance in December 2020, as well as our subordinated debt issuances. In January 2022, July 2021 and February 2021, the Bank raised \$731.7 million, \$654.8 million and \$707.8 million of common stock, respectively, in public offerings.

Credit availability at the FHLB and FRB is based on our financial condition, our asset size and the amount of collateral we hold at each institution. At December 31, 2022, our FHLB advances totaled \$8.18 billion with an average rate of 4.53% of which, \$8.16 billion will mature in 2023 and the remainder will mature in 2025. We also had securities sold under repurchase agreements to the FHLB in the amount of \$3.10 billion as of December 31, 2022 with an average rate of 4.58% that will mature in January 2023. As of December 31, 2022 the FHLB held \$10.21 billion of commercial real estate loans and \$18.45 billion of securities, a portion of which were used to collateralize the aforementioned advances and repurchase agreements. At December 31, 2022 and December 31, 2021, the Bank had no borrowings with the FRB. While not pledged, the FRB held \$9.16 billion of commercial real estate loans and \$1.83 billion of securities as custodian as of December 31, 2022. These assets can be pledged towards future borrowings, as necessary.

We also have repurchase agreement lines with several leading financial institutions totaling \$2.03 billion. At December 31, 2022, we had \$150.0 million of securities sold under repurchase agreements to one of these institutions. These borrowings have an average rate of 1.57% with \$100.0 million maturing in August 2025 and the remaining \$50.0 million maturing in August 2026.

Based on our financial condition, our asset size, the available capacity under our repurchase agreement lines, our FHLB line and our FRB line, and the amount of securities and loans available for pledging, we estimate our available consolidated capacity for additional borrowings to be approximately \$25.30 billion as of December 31, 2022.

We have paid cash dividends to eligible common stockholders on a quarterly basis beginning in the third quarter of 2018. During 2022, we paid common stock cash dividends of approximately \$35.2 million to \$35.3 million to eligible common stockholders in February 2022, May 2022, August 2022 and November 2022, respectively. Additionally, on January 13, 2023, we declared a cash dividend of \$0.70 per share, an increase of \$0.14 per share, or a total of \$44.1 million, payable on or after February 10, 2023 to common stockholders of record at the close of business on January 27, 2023. We also initiated a stock repurchase program in 2018 until it was suspended during the first quarter of 2020. No common stock has been repurchased since March 2020 – see Item 1. Business - *Recent Highlights* for more information.

Also on December 17, 2020, the Bank issued 5.00% Noncumulative Perpetual Series A Preferred Stock for net proceeds, after underwriting discounts and expenses, were approximately \$708.0 million. We declare and pay a quarterly cash dividend to preferred shareholders and preferred stock dividend payment dates will be the 30th day of March, June, September and December of each year, commencing on March 30, 2022. During 2022, the Bank declared and paid a total of \$36.5 million in cash dividends to preferred shareholders. On January 13, 2023, the Bank declared a cash dividend of \$12.50 per share payable on or after March 30, 2023 to preferred shareholders of record at the close of business on March 17, 2023. See Preferred Stock footnote to our Consolidated Financial Statements for additional information.

In addition, in October 2018, the Bank's stockholders approved the repurchase of common stock from the Bank's shareholders in open market transactions in the aggregate purchase amount of up to \$500.0 million. The timing of the execution of this plan, as well as the amount repurchased, will be at the discretion of our Board of Directors and management, and will be dependent upon then-existing conditions, including our financial condition and results of operations, capital requirements, commercial real estate concentration, contractual restrictions, business prospects and other factors considered relevant. Share buybacks are also subject to regulatory approvals, which were received for the repurchase program of up to \$500.0 million in November 2018. We received shareholder and regulatory approval to continue the program in 2019 and on an annual basis.

On February 19, 2020, the Board of Directors approved an amendment to the stock repurchase program that restored the Bank's share repurchase authorization to an aggregate purchase amount of up to \$500.0 million from the \$220.9 million that was remaining under the original authorization as of December 31, 2019. The amended stock repurchase program was approved by the shareholders in April 2020. No common stock has been purchased by the Bank since the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. To date the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million, and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022. On April 27, 2022, the stockholders approved the continuation of our share repurchase plan in an aggregate amount up to \$500.0 million.

### *Basel III Requirements*

As a New York state-chartered bank, we are required to maintain minimum levels of regulatory capital. These standards generally are as stringent as the comparable capital requirements imposed on national banks. The FDIC is also authorized to impose capital requirements in excess of these standards on individual banks on a case-by-case basis.

On July 9, 2013, the FDIC approved final rules that substantially amended the regulatory risk-based capital rules applicable to Signature Bank, effective beginning January 1, 2015. The FDIC's final capital rules included new risk-based capital and leverage ratios, which were phased into effect over a multi-year period, and refine the definition of what constitutes "capital" for purposes of calculating those ratios. Full implementation of the capital rules for all institutions began on January 1, 2019. The minimum capital-level requirements applicable to Signature Bank under the final rules represented the following changes to the bank's capital adequacy requirements: (i) a new common equity Tier 1 risk-based capital ratio; (ii) an increase in the Tier 1 risk-based capital ratio minimum requirement from 4.0% to 6.0%; and (iii) a Tier 1 leverage ratio minimum requirement of 4.0% for all institutions, where prior to January 1, 2015, banks that received the highest rating of five categories used by regulators to rate banks and were not anticipating or experiencing any significant growth were required to maintain a leverage capital ratio of at least 3.0%.

The final rules also established a "capital conservation buffer" above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital. The phase-in of the capital conservation buffer began on January 1, 2016, at a level of 0.625% of risk-weighted assets for 2016 and increased to 1.250% for 2017. The minimum buffer was 1.875% for 2018 and is currently 2.500%. As the capital rules are now fully implemented, the following effective minimum capital ratios currently apply: (i) a common equity Tier 1 capital ratio (plus capital conservation buffer) of 7.0%, (ii) a Tier 1 capital ratio (plus capital conservation buffer) of 8.5%, and (iii) a total capital ratio (plus capital conservation buffer) of 10.5%. Under the final rules, institutions are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if their capital levels fall below the buffer amount. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

Basel III provided discretion for regulators to impose an additional buffer, the "countercyclical buffer," of up to 2.5% of common equity Tier 1 capital to take into account the macro-financial environment and periods of excessive credit growth. However, the final rules apply the countercyclical buffer only to "advanced approaches banks" (i.e., banking organizations with \$250 billion or more in total assets or \$100 billion or more in total consolidated assets and \$75 billion or more in short-term wholesale funding, non-bank assets, off-balance sheet exposures, or cross-jurisdictional activities), which currently excludes Signature Bank. The final rules also implement revisions and clarifications consistent with Basel III regarding the various components of Tier 1 capital, including common equity, unrealized gains and losses, as well as certain instruments that will no longer qualify as Tier 1 capital, some of which will be phased out over time.

The final rules set forth certain changes for the calculation of risk-weighted assets, which we have been required to utilize since January 1, 2015. The standardized approach final rule utilizes an increased number of credit risk exposure categories and risk weights, and also addresses: (i) an alternative standard of creditworthiness consistent with the requirement of Section 939A of the Dodd-Frank Act to remove any references to our requirements of reliance upon credit ratings; (ii) revisions to recognition of credit risk mitigation; (iii) rules for risk weighting of equity exposures and past due loans; (iv) revised capital

treatment for derivatives and repo-style transactions; and (v) disclosure requirements for top-tier banking organizations with \$50 billion or more in total assets that are not subject to the “advance approaches rules.” Based on our current capital composition and levels, we believe that we are in compliance with the requirements as set forth in the final rules as they are presently in effect.

We are also subject to FDIC regulations that apply to every FDIC-insured commercial bank and thrift institution, a system of mandatory and discretionary supervisory actions that generally become more severe as the capital levels of an individual institution decline. The regulations establish five capital categories for purposes of determining our treatment under these PCA provisions: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” or “critically undercapitalized.” As of December 31, 2022, the Bank’s capital ratios exceeded the minimum ratios established for a “well capitalized” institution.

Under the current PCA capital category definitions, we will be categorized as “well capitalized” if we (i) have a total risk-based capital ratio of 10.0% or greater; (ii) have a Tier 1 risk-based capital ratio of 8.0% or greater; (iii) have a common equity Tier 1 risk-based capital ratio of 6.5% or greater; (iv) have a leverage ratio of 5.0% or greater; and (v) are not subject to any written agreement, order, capital directive, or PCA directive issued by the FDIC to meet and maintain a specific capital level.

We will be categorized as “adequately capitalized” if we have (i) a total risk-based capital ratio of 8.0% or greater; (ii) a Tier 1 risk-based capital ratio of 6.0% or greater; (iii) a common equity Tier 1 capital ratio of 4.5% or greater; and (iv) a leverage ratio of 4.0% or greater (3.0% if we are rated in the highest supervisory category).

We will be categorized as “undercapitalized” if we have (i) a total risk-based capital ratio that is less than 8.0%; (ii) a Tier 1 risk-based capital ratio that is less than 6.0%; (iii) a common equity Tier 1 capital ratio that is less than 4.5%; or (iv) a leverage ratio that is less than 4.0%.

We will be categorized as “significantly undercapitalized” if we have (i) a total risk-based capital ratio that is less than 6.0%; (ii) a Tier 1 risk-based capital ratio that is less than 4.0%; (iii) a common equity Tier 1 capital ratio that is less than 3.0%; or (iv) a leverage ratio that is less than 3.0%.

We will be categorized as “critically undercapitalized” and subject to provisions mandating appointment of a conservator or receiver if we have a ratio of “tangible equity” to total assets that is 2.0% or less. “Tangible equity” generally includes core capital plus cumulative perpetual preferred stock.

The capital amounts and ratios presented in the following table demonstrate that we were “well capitalized” as of December 31, 2022:

	<i>Actual</i>		<i>Required for Capital Adequacy Purposes</i>		<i>Required to be Well Capitalized</i>	
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
<i>(dollars in thousands)</i>						
Total capital (to risk-weighted assets)	\$11,058,871	12.32 %	7,183,492	8.00 %	8,979,366	10.00 %
Tier 1 capital (to risk-weighted assets)	10,059,025	11.20 %	5,387,619	6.00 %	7,183,492	8.00 %
Common equity Tier 1 capital (to risk-weighted assets)	9,350,838	10.41 %	4,040,714	4.50 %	5,836,588	6.50 %
Tier 1 leverage capital (to average assets)	10,059,025	8.79 %	4,579,207	4.00 %	5,724,008	5.00 %

On March 27, 2020, the Federal Reserve, FDIC and OCC issued an interim final rule that delays the estimated impact on regulatory capital stemming from the implementation of CECL for a transition period of up to five years, and we elected to utilize this five-year transition period option.

The Bank issued \$375.0 million and \$200.0 million of subordinated debt to institutional investors on October 6, 2020 and November 1, 2019, respectively. On April 19, 2021, the Bank redeemed its Variable Rate Subordinated Notes due April 19, 2026, at a price of 100% of the principal amount to be redeemed, or \$260.0 million, plus accrued and unpaid interest of \$6.9 million, totaling \$266.9 million. Outstanding subordinated debt further strengthens our Tier 2 capital position.

The capital amounts and ratios presented in the following table demonstrate that we were “well capitalized” as of December 31, 2021:

<i>(dollars in thousands)</i>	<i>Actual</i>		<i>Required for Capital Adequacy Purposes</i>		<i>Required to be Well Capitalized</i>	
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
Total capital (to risk-weighted assets)	\$ 9,088,403	11.76 %	6,184,619	8.00 %	7,730,774	10.00 %
Tier 1 capital (to risk-weighted assets)	8,127,884	10.51 %	4,638,465	6.00 %	6,184,619	8.00 %
Common equity Tier 1 capital (to risk-weighted assets)	7,419,711	9.60 %	3,478,848	4.50 %	5,025,003	6.50 %
Tier 1 leverage capital (to average assets)	8,127,884	7.27 %	4,472,491	4.00 %	5,590,614	5.00 %

### *Stress Testing*

Prior to the second quarter of 2018, the Dodd-Frank Act required banks with total consolidated assets of more than \$10 billion to conduct annual stress tests. However, the Economic Growth, Regulatory Relief, and Consumer Protection Act caused changes in the Dodd-Frank Wall Street Reform and Consumer Protection Act. Specifically, the Economic Growth Act raised the asset threshold for required DFAST from \$10 billion to \$250 billion for insured depository institutions and bank holding companies and made the requirement “periodic” rather than “annual.” On October 15, 2019, the FDIC adopted a final rule implementing portions of the Economic Growth Act which, among other things, raised the minimum asset threshold for covered banks to conduct stress tests from \$10 billion to \$250 billion in total consolidated assets. As a result of this final rule, Signature Bank is no longer subject to the stress testing requirements established by the Dodd-Frank Act until it accumulates \$250 billion in total consolidated assets. However, the Bank will continue to perform capital stress testing on a situational and idiosyncratic basis, such as during our annual capital planning and budgeting processes, as well as to assess the ongoing impact of the Bank's growth and other economic impacting events. For additional information about Stress testing, see the discussion of *Capital Planning and Stress Testing Regulation* in this report.

### *Resolution Plan*

On January 19, 2021, the FDIC issued a statement announcing the continuation of the requirement for insured depository institutions with \$100 billion or more in total assets to submit resolution plans that will facilitate the FDIC's resolution of the institution under the Federal Deposit Insurance Act in the event of the institution's failure. On June 25, 2021, the FDIC issued a statement describing the modified approach that it plans to take in implementing certain aspects of its resolution plan rule with respect to insured depository institutions with \$100 billion or more in total assets. The Bank surpassed the \$100 billion total asset mark in the third quarter of 2021 and will be required to submit a resolution plan when it has \$100 billion or more in total assets as determined based upon the average of its four most recent Federal Financial Institutions Examination Council Consolidated Reports of Condition and Income Form 031 ("Call Reports"). Submissions are on a three-year cycle, and we were notified by the FDIC in March 2022 that we are required to submit our initial resolution plan on or before June 30, 2023. We are actively working towards completion of our initial resolution plan and fully expect to submit our plan to the FDIC by the required date. For additional information about the Resolution Plan, see the discussion of *Safety and Soundness Regulation* in this report.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is defined as the sensitivity of income, fair values and capital to changes in interest rates, foreign currency exchange rates, commodity prices and other relevant market prices and rates. The primary risk to which we are exposed is interest rate movement inherent in our lending, investment portfolio management, deposit taking and borrowing activities. Substantially all of our interest rate risk arises from these activities, which are entered into for purposes other than trading.

The principal objective of asset/liability management is to manage the sensitivity of net income to changes in interest rates. Asset/liability management is governed by policies approved by our Board of Directors. Day-to-day oversight of this function is performed by our asset/liability management committee. Senior management and our Board of Directors, on an ongoing basis, review our overall interest rate risk position and strategies.

### **LIBOR Transition Process**

The process to discontinue LIBOR started in 2017 when the FCA first called for LIBOR to be phased out by 2021. The ICE Benchmark Administration, the publisher of LIBOR, provided notification that it discontinued publication of the one-week and two-month U.S. Dollar LIBOR on December 31, 2021. The cessation of the publication of the principal tenors of U.S. dollar LIBOR (i.e., overnight, one-month, three-month, six-month and 12-month LIBOR) is scheduled for June 30, 2023.

In October 2020, the International Swaps and Derivatives Association (“ISDA”) announced fallback language for derivative contracts incorporating SOFR, as well as a process by which counterparties to such contracts could elect to apply the fallback language to existing derivatives on or after January 25, 2021. SOFR was identified by the ARRC, a group of private-market participants convened to help ensure a successful transition from LIBOR in the United States, as the recommended replacement to U.S. Dollar LIBOR in the United States. The adoption of the fallback protocols does not change the index for subject agreements from LIBOR to SOFR, but simply creates the legal framework for the appropriate mechanisms to occur in the future.

In joint statements issued by the Federal Reserve, the OCC and the FDIC, the banking regulators encouraged U.S. banks to cease entering into new contracts that use U.S. dollar LIBOR as a reference rate by December 31, 2021. In accordance with guidance, since December 1, 2021, the Bank has ceased executing contracts that reference U.S. dollar LIBOR, with certain permissible limited exceptions while communications and learning activities to support customers and colleagues are ongoing. The replacement rates for LIBOR based benchmarks include AMERIBOR, SOFR, BSBY and Sterling Overnight Index Average (“SONIA”). Furthermore, source systems have been updated to support alternative reference rates. The Bank engages with clients in relation to the transition from the principal tenors of U.S. dollar LIBOR and to support clients as they move to replacement rates.

In December 2022 the FASB deferred the sunset date from December 31, 2022 to December 31, 2024.

The Bank has identified certain LIBOR-based contracts, which may include loans and leases, securities, derivative financial instruments, and long-term debt. To address the discontinuance of LIBOR in its current form, each business leader is actively addressing issues related to the phase out and transition away from LIBOR under the oversight of the General Counsel, Chief Operating Officer, Chief Financial Officer, Chief Lending Officer, Chief Administrative Officer and Chief Credit Officer. As of December 31, 2022, the Bank estimated that approximately seven percent of its LIBOR-based loans have maturity dates prior to the cessation of LIBOR. Of the remaining loans, the Bank estimates that the majority of the contracts, mainly fund banking, contain fallback language. The Bank has limited remaining LIBOR-based loans in our commercial real estate and specialty finance portfolios, which we are actively working to amend. We are confident in timely remediation of this loan population based on its limited size.

### **Interest Rate Risk Management**

Our asset/liability management committee seeks to manage our interest rate risk by structuring our balance sheet to maximize net interest income while maintaining an acceptable level of risk exposure to changes in market interest rates. The achievement of this goal requires a balance among liquidity, interest rate risk and profitability considerations. The committee meets regularly to review the sensitivity of assets and liabilities to interest rate changes, deposit rates and trends, the book and market values of assets and liabilities, unrealized gains and losses, purchase and sales activities and the maturities of investments and borrowings.

We use various asset/liability strategies including derivative instruments such as interest rate swaps, to manage and control the interest rate sensitivity of our assets and liabilities. These strategies include pricing of loans and deposit products, adjusting the terms of loans and borrowings, and managing the deployment of our securities and short-term assets to manage mismatches in interest rate re-pricing.

To effectively measure and manage interest rate risk, we use simulation analysis to determine the impact on net interest income under various hypothetical interest rate scenarios. Based on these simulations, we quantify interest rate risk and develop and implement appropriate strategies. As of December 31, 2022, we used a simulation model to analyze net interest income sensitivity to both (i) a parallel shift in interest rates, in which the base market interest rate forecast was increased in quarterly increments over the first twelve months by 100, 200, 300 and 400 basis points and decreased by 100, 200, 300 and

400 basis points, followed by rates holding constant thereafter (“ramp scenario”) and (ii) a parallel and sustained shift in interest rates, in which the base market interest rate forecast was immediately increased by 100, 200, 300 and 400 basis points and decreased by 100, 200, 300 and 400 basis points (“shock scenario”).

The following table indicates the sensitivity of projected annualized net interest income to the interest rate movements described above at December 31, 2022:

<i>(dollars in thousands)</i>	<b>Adjusted Net Interest Income</b>	<b>Change from Base</b>
<b>Ramp scenario:</b>		
Base	\$ 2,525,840	— %
Down 100 basis points	2,570,455	1.8 %
Down 200 basis points	2,592,493	2.6 %
Down 300 basis points	2,592,720	2.7 %
Down 400 basis points	2,552,169	1.0 %
Up 100 basis points	2,520,454	(0.2)%
Up 200 basis points	2,519,355	(0.3)%
Up 300 basis points	2,523,913	(0.1)%
Up 400 basis points	2,529,147	0.1 %
<b>Shock scenario:</b>		
Base	\$ 2,525,840	— %
Down 100 basis points	2,568,798	1.7 %
Down 200 basis points	2,573,541	1.9 %
Down 300 basis points	2,524,923	0.0 %
Down 400 basis points	2,347,413	(7.1)%
Up 100 basis points	2,505,309	(0.8)%
Up 200 basis points	2,511,010	(0.6)%
Up 300 basis points	2,516,643	(0.4)%
Up 400 basis points	2,522,573	(0.1)%

We also use a simulation model to measure the impact that hypothetical market interest rate changes will have on the net present value of assets and liabilities, which is defined as market value of equity. As of December 31, 2022, we used a simulation model to analyze the market value of equity sensitivity to a parallel and sustained shift in interest rates, in which the base market interest rate forecast was immediately increased by 100, 200, 300 and 400 basis points and decreased by 100, 200, 300, and 400 basis points.

The following table indicates the sensitivity of market value of equity as of December 31, 2022 to the interest rate movements described above (base case market value of equity is \$15.44 billion):

<i>(dollars in thousands)</i>	<b>Sensitivity</b>	<b>Change from Base</b>
Down 100 basis points	\$ 31,262	0.2 %
Down 200 basis points	(184,859)	(1.2)%
Down 300 basis points	(692,691)	(4.5)%
Down 400 basis points	(1,555,973)	(10.1)%
Up 100 basis points	502,722	3.3 %
Up 200 basis points	952,784	6.2 %
Up 300 basis points	1,310,080	8.5 %
Up 400 basis points	1,703,312	11.0 %

The market value of equity sensitivity analysis assumes an immediate parallel shift in interest rates and yield curves. The computation of prospective effects of hypothetical interest rate changes is based on numerous assumptions, including relative levels of interest rates, asset prepayments, deposit decay and changes in re-pricing levels of deposits to general market rates, and should not be relied upon as indicative of actual results. Further, the computations do not take into account any actions that we may undertake in response to future changes in interest rates.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

For our Consolidated Financial Statements, see index on page F-1.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, including this report, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding the required disclosure.

### Management's Report on Internal Control over Financial Reporting

The management of Signature Bank (the "Company") is responsible for establishing and maintaining effective internal control over financial reporting. Our system of internal control is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Internal control over financial reporting includes procedures that pertain to the maintenance of records that, in reasonable detail, accurately reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are made only in accordance with the authorization of management and the Board of Directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on our consolidated financial statements.

All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of controls. Furthermore, because of changes in conditions, the effectiveness of internal control may vary over time. Accordingly, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Since these limitations are known features of the financial reporting process, however, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of December 31, 2022, management evaluated the effectiveness of internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management believes that the Company's internal control over financial reporting as of December 31, 2022 is effective using these criteria.

The Company's internal control over financial reporting as of December 31, 2022 has been audited by KPMG LLP, the independent registered public accounting firm that has also audited the Company's consolidated financial statements as of and for the year ended December 31, 2022. The report of KPMG LLP on the effectiveness of the Company's internal control over financial reporting is included below.



KPMG LLP  
345 Park Avenue  
New York, NY 10154-0102

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Signature Bank:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Signature Bank and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial condition of the Company as of December 31, 2022 and 2021, the related consolidated statements of income, comprehensive (loss) income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements), and our report dated March 1, 2023 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company;





and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**KPMG LLP**

New York, New York  
March 1, 2023

**ITEM 9B. OTHER INFORMATION**

None.

**ITEM 9C. REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

None.

### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Incorporated by reference to Signature Bank's Proxy Statement for the Annual Meeting of Stockholders to be held April 19, 2023.

#### **ITEM 11. EXECUTIVE COMPENSATION**

Incorporated by reference to Signature Bank's Proxy Statement for the Annual Meeting of Stockholders to be held April 19, 2023.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Incorporated by reference to Signature Bank's Proxy Statement for the Annual Meeting of Stockholders to be held April 19, 2023.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Incorporated by reference to Signature Bank's Proxy Statement for the Annual Meeting of Stockholders to be held April 19, 2023.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Incorporated by reference to Signature Bank's Proxy Statement for the Annual Meeting of Stockholders to be held April 19, 2023.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### A. Financial Statements and Financial Statement Schedules

- (1) The Consolidated Financial Statements of the Registrant are listed and filed as part of this report on pages F-1 to F-61. The Index to the Consolidated Financial Statements appears on page F-1.
- (2) Financial Statement Schedules: All schedule information is included in the notes to the Audited Consolidated Financial Statements or is omitted because it is either not required or not applicable.

#### B. Exhibit Listing

Exhibit No.	Exhibit
3.1	Restated Organization Certificate (Incorporated by reference to Signature Bank's Quarterly Report on Form 10-Q for the period ended June 30, 2005.)
3.2	Certificate of Amendment to the Bank's Restated Organization Certificate with respect to Signature Bank's Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A, par value \$0.01 per share (Incorporated by reference to Signature Bank's Current Report on Form 8-K filed on December 17, 2020.)
3.3	Certificate of Amendment to the Bank's Restated Organization Certificate. (Incorporated by reference from Annex A to the 2017 Definitive Proxy Statement on Schedule 14A, filed with the Federal Deposit Insurance Corporation on March 10, 2017.)
3.4	Amended and Restated By-laws of the Registrant. (Incorporated by reference to Signature Bank's Quarterly Report on Form 10-Q filed on August 9, 2022.)
3.5	Certificate of Amendment for the Bank's 5.000% Noncumulative Perpetual Series A Preferred Stock, par value \$0.01 per share (Incorporated by reference to Signature Bank's Current Report on Form 8-K filed on December 17, 2020).
3.6	Certificate of Amendment to the Bank's Restated Organization Certificate, dated July 1, 2021.
4.1	Specimen Common Stock Certificate (Incorporated by reference to Signature Bank's Registration Statement on Form 10 or amendments thereto, filed with the Federal Deposit Insurance Corporation on March 17, 2004.)
4.2	Description of Capital Stock.
4.3	Deposit Agreement, dated December 17, 2020, by and among Signature Bank, American Stock Transfer & Trust Company, LLC and the holders from time to time of the Depository Receipts described therein (Incorporated by reference to Signature Bank's Current Report on Form 8-K filed on December 17, 2020).
4.4	Form of Depository Receipt (Included in Exhibit 4.3 and incorporated by reference to Signature Bank's Current Report on Form 8-K filed on December 17, 2020).
10.1	Signature Bank Amended and Restated 2004 Long-Term Incentive Plan (Incorporated by reference from Annex B to the 2021 Definitive Proxy Statement on Schedule 14A, filed with the Federal Deposit Insurance Corporation on May 20, 2021.)
10.2	Amended and Restated Signature Bank Change of Control Plan (Incorporated by reference to Signature Bank's Current Report on Form 8-K, filed with the Federal Deposit Insurance Corporation on September 19, 2007.)
10.3	Networking Agreement, effective as of April 18, 2001, between Signature Securities and Signature Bank (Incorporated by reference to Signature Bank's Registration Statement on Form 10 or amendments thereto, filed with the Federal Deposit Insurance Corporation on March 17, 2004.)
10.4	Employment Agreement, dated March 22, 2004, between Signature Bank and Joseph J. DePaolo (Incorporated by reference to Signature Bank's Registration Statement on Form 10 or amendments thereto, filed with the Federal Deposit Insurance Corporation on March 17, 2004.)
21.1	Subsidiaries of Signature Bank
31.1	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**ITEM 16. Form 10-K Summary**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

## SIGNATURE BANK

By: /s/ JOSEPH J. DEPAOLO

Joseph J. DePaolo

Chief Executive Officer and Director

Date: March 1, 2023

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on March 1, 2023 by the following persons on behalf of the registrant in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ SCOTT A. SHAY</u> (Scott A. Shay)	Chairman of the Board of Directors
<u>/s/ STEPHEN WYREMSKI</u> (Stephen Wyremski)	Senior Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)
<u>/s/ DERRICK D. CEPHAS</u> (Derrick D. Cephas)	Director
<u>/s/ BARNEY FRANK</u> (Barney Frank)	Director
<u>/s/ ERIC R. HOWELL</u> (Eric R. Howell)	Director
<u>/s/ JUDITH A. HUNTINGTON</u> (Judith A. Huntington)	Director
<u>/s/ JALAK JOBANPUTRA</u> (Jalak Jobanputra)	Director
<u>/s/ MICHAEL V. PAPPAGALLO</u> (Michael V. Pappagallo)	Director
<u>/s/ MAGGIE TIMONEY</u> (Maggie Timoney)	Director

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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KPMG LLP  
345 Park Avenue  
New York, NY 10154-0102

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Signature Bank:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated statements of financial condition of Signature Bank and subsidiaries (the Company) as of December 31, 2022 and December 31, 2021, the related consolidated statements of income, comprehensive (loss) income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and December 31, 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 1, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the examining committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.





*Allowance for credit losses for loans and leases associated with the credit rated commercial real estate loan portfolio and the credit rated commercial and industrial loan portfolio that are collectively assessed.*

As discussed in Notes 2 and 8 to the Company's consolidated financial statements, the Company's total allowance for credit losses as of December 31, 2022 was \$497 million, of which \$442 million related to the allowance for credit losses for loans and leases collectively assessed (collectively assessed allowance) for the credit rated commercial real estate loan portfolio (CRE) and the credit rated commercial and industrial loan portfolio (C&I). Loans and leases that share similar credit risk characteristics, such as product type, collateral type, credit rating, asset size, etc., are grouped into respective pools for collective assessment, and as such make up the collectively assessed allowance. The collectively assessed allowance for credit rated CRE and C&I represents the Company's estimate of current expected credit losses in the loan and lease portfolio over its expected life, which is the contract term adjusted for expected prepayments and options to extend the contractual term that are not unconditionally cancellable by the Company.

For the collectively assessed allowance for credit rated CRE, the Company uses a loan-level probability of default (PD) and loss given default (LGD) model. The attribute most significant to calculating the PD is the net operating income from the underlying collateral, which in turn, determines the debt service coverage ratio. The LGD is estimated using an updated loan to value ratio as of each reporting date. The related model multiplies each loan's derived macroeconomic adjusted PD, LGD and amortized cost to estimate the associated reserve at a loan level. The Company estimates the collectively assessed allowance for credit rated C&I either utilizing a vendor-based loss rate model or a lifetime loss rate model. The Company uses a model to develop the vendor-based loss rate, which projects reserves based primarily on the North American Industry Classification System code, the assigned risk rating and the associated term of the loan. The lifetime loss rate model utilizes a single loss rate based on historical net charge-offs. The vendor-based loss rate model multiplies each loan's derived macroeconomic adjusted loss rates and the amortized cost of each loan to estimate the associated reserve. For the remaining C&I loan portfolio segments, the expected lifetime credit losses are estimated at a loan level by multiplying the derived historical loss rates and amortized cost of each loan.

The following key factors and assumptions are incorporated in the above-mentioned models utilized for the collectively assessed allowance for credit rated CRE and C&I: a historical loss period, which represents a full economic credit cycle utilizing internal loss experience, as well as industry and peer historical loss data; a single economic forecast scenario; a reasonable and supportable forecast period; a reversion period (except for certain C&I loan portfolio segments); and expected prepayment rates. Qualitative adjustments or model overlays may be recorded based on expert credit judgment in circumstances where, in the Company's view, inputs, assumptions, and/or modeling techniques do not capture all relevant risk factors.

We identified the assessment of the collectively assessed allowance for credit rated CRE and C&I as a critical audit matter. A high degree of audit effort, including specialized skills and knowledge, and subjective and complex auditor judgment was involved in the assessment of the collectively assessed allowance for credit rated CRE and C&I. Specifically, the assessment encompassed an evaluation of the collectively assessed allowance for credit rated CRE and C&I methodology, including the methods and models used to estimate (1) the PD, LGD, and vendor-based and lifetime loss rates and their significant assumptions, including the economic forecast scenario and macroeconomic factors, the reasonable and supportable forecast period, the reversion period, expected prepayment rates, and risk ratings on C&I, and (2) the qualitative adjustments. The assessment also included an evaluation of the conceptual soundness and performance of the PD, LGD, and loss rate models. In addition, auditor judgment was required to evaluate the sufficiency of audit evidence obtained.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's measurement of the collectively assessed allowance for credit rated CRE and C&I, including controls over the:

- continued use and appropriateness of changes made to the collectively assessed allowance for credit rated CRE and C&I methodology



- continued use and appropriateness of changes made to the PD, LGD, and loss rate models
- performance monitoring of the PD, LGD, and loss rate models
- identification and determination of the significant assumptions used in the PD, LGD, and loss rate models
- continued use and appropriateness of changes made to the qualitative adjustments
- analysis of the collectively assessed allowance for CRE and C&I results, trends, and ratios

We evaluated the Company's process to develop the collectively assessed allowance for credit rated CRE and C&I by testing certain sources, the relevance and reliability of the data, factors, and assumptions that the Company used. In addition, we involved credit risk professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's collectively assessed allowance for the credit rated CRE and C&I methodology for compliance with U.S. generally accepted accounting principles
- evaluating judgements made by the Company relative to the performance monitoring of the PD, LGD, and loss rate models
- assessing the conceptual soundness and performance testing of the PD, LGD, and loss rate models by inspecting the model documentation to determine whether the models are suitable for their intended use
- evaluating the selection of the economic forecast scenario and macroeconomic factors by comparing it to the Company's business environment and relevant industry practices
- evaluating the length of the reasonable and supportable forecast period and reversion period, if applicable, by comparing them to specific portfolio risk characteristics and trends
- testing individual risk ratings for a selection of C&I loan borrower relationships by evaluating the financial performance of the borrower, sources of repayment, and any relevant guarantees or underlying collateral
- evaluating the methodology used to develop the qualitative adjustments and the effect of those adjustments on the collectively assessed allowance for credit rated CRE and C&I compared with relevant credit risk factors and consistency with credit trends and identified limitations of the underlying quantitative models

We also assessed the sufficiency of the audit evidence obtained related to the collectively assessed allowance for credit rated CRE and C&I by evaluating:

- cumulative results of the audit procedures
- qualitative aspects of the Company's accounting practices
- potential bias in the accounting estimate

**KPMG LLP**

We have served as the Company's auditor since 2001.

New York, New York  
March 1, 2023

**SIGNATURE BANK**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**

	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
<i>(dollars in thousands, except shares and per share amounts)</i>		
<b>ASSETS</b>		
Cash and due from banks	\$ 5,874,527	29,547,574
Short-term investments	80,116	73,097
Total cash and cash equivalents	5,954,643	29,620,671
Securities available-for-sale (amortized cost \$21,071,366 at December 31, 2022 and \$17,398,906 at December 31, 2021); (zero allowance for credit losses at December 31, 2022 and at December 31, 2021)	18,594,056	17,152,863
Securities held-to-maturity (fair value \$7,018,200 at December 31, 2022 and \$4,944,777 at December 31, 2021); (allowance for credit losses \$25 at December 31, 2022 and \$56 at December 31, 2021)	7,780,374	4,998,281
Federal Home Loan Bank stock	560,343	166,697
Loans held for sale	586,452	386,765
Loans and leases	74,292,404	64,862,798
Allowance for credit losses for loans and leases	(489,862)	(474,389)
Loans and leases, net	73,802,542	64,388,409
Premises and equipment, net	117,229	92,232
Operating lease right-of-use assets ("ROU")	249,269	225,988
Accrued interest and dividends receivable	449,815	306,827
Other assets	2,268,928	1,106,694
Total assets	\$ 110,363,651	118,445,427
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits		
Non-interest-bearing	\$ 31,512,400	44,363,215
Interest-bearing	57,077,327	61,769,579
Total deposits	88,589,727	106,132,794
Securities sold under agreements to repurchase	150,000	150,000
Federal Home Loan Bank borrowings	11,283,738	2,639,245
Subordinated debt	571,635	570,228
Operating lease liabilities	281,570	254,660
Accrued expenses and other liabilities	1,473,880	857,882
Total liabilities	102,350,550	110,604,809
Shareholders' equity		
Preferred stock, par value \$.01 per share; 61,000,000 shares authorized, 730,000 shares issued and outstanding at December 31, 2022 and December 31, 2021	7	7
Common stock, par value \$.01 per share; 125,000,000 shares authorized at December 31, 2022 and December 31, 2021; 63,064,643 shares issued and 62,928,819 outstanding at December 31, 2022; 60,729,674 shares issued and 60,631,944 outstanding at December 31, 2021	629	606
Additional paid-in capital	4,551,819	3,763,810
Retained earnings	5,457,886	4,298,527
Accumulated other comprehensive loss	(1,997,240)	(222,332)
Total shareholders' equity	8,013,101	7,840,618
Total liabilities and shareholders' equity	\$ 110,363,651	118,445,427

See accompanying notes to Consolidated Financial Statements.

**SIGNATURE BANK**  
**CONSOLIDATED STATEMENTS OF INCOME**

	<i>Years ended December 31,</i>		
<i>(dollars in thousands, except per share amounts)</i>	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>INTEREST INCOME</b>			
Loans and leases	\$ 2,798,945	1,892,787	1,661,912
Loans held for sale	12,983	4,157	3,655
Securities available-for-sale	401,783	194,825	186,569
Securities held-to-maturity	115,994	54,949	55,335
Other investments	220,632	43,663	24,175
Total interest income	3,550,337	2,190,381	1,931,646
<b>INTEREST EXPENSE</b>			
Deposits	913,563	210,644	297,349
Federal funds purchased and securities sold under agreements to repurchase	2,381	2,401	2,742
Federal Home Loan Bank borrowings	74,444	67,745	85,333
Subordinated debt	24,615	29,067	27,130
Total interest expense	1,015,003	309,857	412,554
Net interest income before provision for credit losses	2,535,334	1,880,524	1,519,092
Provision for credit losses	78,770	50,042	248,094
Net interest income after provision for credit losses	2,456,564	1,830,482	1,270,998
<b>NON-INTEREST INCOME</b>			
Fees and service charges	107,206	75,068	46,397
Commissions	17,694	16,253	13,441
Net (losses) income on sales of securities	(900)	—	3,606
Net gains on sale of loans	11,282	19,170	12,651
Other income (loss) (1)	25,755	10,401	(847)
Total non-interest income	161,037	120,892	75,248
<b>NON-INTEREST EXPENSE</b>			
Salaries and benefits	524,766	458,885	389,125
Occupancy and equipment	51,265	46,473	44,371
Information technology	60,791	48,536	43,217
FDIC assessment fees	30,344	24,543	13,742
Professional fees	44,077	30,989	18,286
Other general and administrative	150,954	94,174	105,313
Total non-interest expense	862,197	703,600	614,054
Income before income taxes	1,755,404	1,247,774	732,192
Income tax expense (1)	418,355	329,333	203,833
Net income	\$ 1,337,049	918,441	528,359
Preferred stock dividends	36,500	37,887	—
Net income available to common shareholders	\$ 1,300,549	880,554	528,359
<b>PER COMMON SHARE DATA</b>			
Earnings per common share - basic (1)	\$ 20.88	15.20	10.00
Earnings per common share - diluted (1)	\$ 20.76	15.03	9.96
Dividends per common share	\$ 2.24	2.24	2.24

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

See accompanying notes to Consolidated Financial Statements.

**SIGNATURE BANK**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**

<i>(in thousands)</i>	<i>At or for the years ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Net income (1)	\$ 1,337,049	918,441	528,359
Other comprehensive (loss) income, net of tax:			
Net unrealized (losses) gains on securities	(2,233,435)	(244,755)	43,787
Tax effect	622,102	70,722	(12,932)
Net of tax	(1,611,333)	(174,033)	30,855
Reclassification adjustment for net losses (gains) on sales of securities included in net income	900	—	(3,606)
Tax effect	(252)	—	1,065
Net of tax	648	—	(2,541)
Amortization of net unrealized losses on securities transferred to held-to-maturity	869	1,097	2,730
Tax effect	(244)	(583)	(806)
Net of tax	625	514	1,924
Net unrealized (losses) gains on cash flow hedges	(293,602)	1,205	(83,673)
Reclassification adjustment for net losses included in net income	65,790	33,178	30,502
Tax effect	62,964	(10,300)	15,667
Net of tax	(164,848)	24,083	(37,504)
Total other comprehensive loss, net of tax	(1,774,908)	(149,436)	(7,266)
Comprehensive (loss) income, net of tax	\$ (437,859)	769,005	521,093

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

See accompanying notes to Consolidated Financial Statements.

**SIGNATURE BANK**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

<i>(in thousands)</i>	Preferred Stock	Common Stock	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive loss	Total shareholders' equity
Balance at December 31, 2019 (1)	\$ —	554	1,871,571	3,172,273	(233,570)	(65,630)	4,745,198
Opening retained earnings adjustments (2)	—	—	—	(32,289)	—	—	(32,289)
Common stock issued	—	—	3,932	—	—	—	3,932
Preferred stock issued	7	—	708,011	—	—	—	708,018
Restricted stock activity, net	—	1	—	—	51,047	—	51,048
Common stock repurchased	—	—	—	—	(50,008)	—	(50,008)
Other	—	—	—	(5)	—	—	(5)
Net income (1)	—	—	—	528,359	—	—	528,359
Other comprehensive loss, net of tax	—	—	—	—	—	(7,266)	(7,266)
Dividends paid on common stock (\$2.24 per share)	—	—	—	(120,078)	—	—	(120,078)
Balance at December 31, 2020	\$ 7	555	2,583,514	3,548,260	(232,531)	(72,896)	5,826,909
Common stock issued	—	50	1,129,966	—	232,531	—	1,362,547
Restricted stock activity, net	—	1	50,330	—	—	—	50,331
Other	—	—	—	(4)	—	—	(4)
Net income	—	—	—	918,441	—	—	918,441
Other comprehensive loss, net of tax	—	—	—	—	—	(149,436)	(149,436)
Dividends paid on preferred stock (\$51.90 per share)	—	—	—	(37,887)	—	—	(37,887)
Dividends paid on common stock (\$2.24 per share)	—	—	—	(130,283)	—	—	(130,283)
Balance at December 31, 2021	\$ 7	606	3,763,810	4,298,527	—	(222,332)	7,840,618
Common stock issued	—	21	731,683	—	—	—	731,704
Restricted stock activity, net	—	2	56,326	—	—	—	56,328
Other	—	—	—	(4)	—	—	(4)
Net income	—	—	—	1,337,049	—	—	1,337,049
Other comprehensive loss, net of tax	—	—	—	—	—	(1,774,908)	(1,774,908)
Dividends paid on preferred stock (\$50.00 per share)	—	—	—	(36,500)	—	—	(36,500)
Dividends paid on common stock (\$2.24 per share)	—	—	—	(141,186)	—	—	(141,186)
Balance at December 31, 2022	\$ 7	629	4,551,819	5,457,886	—	(1,997,240)	8,013,101

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method. All applicable prior period amounts have been retroactively restated to conform to the new accounting policy. As a result, the balance of retained earnings at December 31, 2019 was adjusted by a \$24.6 million cumulative impact, net of tax.

(2) Amount represents a \$32.3 million cumulative adjustment, net of tax, as a result of the adoption of ASU 2016-13, *Financial Instruments- Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which became effective January 1, 2020.

See accompanying notes to Consolidated Financial Statements.

**SIGNATURE BANK**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

<i>(in thousands)</i>	<i>Years ended December 31.</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income (1)	\$ 1,337,049	918,441	528,359
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	23,324	21,005	20,684
Provision for credit losses for loans and leases	78,770	50,042	248,094
Provision for credit losses for available for sale securities	—	—	4
Net amortization/accretion of premium/discount	371,728	327,973	162,546
Stock-based compensation expense	56,123	49,589	54,994
Net gains on sales of securities and loans	(10,382)	(19,170)	(16,257)
Loss (gain) on trading activities	77	362	(217)
Deferred income tax expense (benefit) (1)	42,443	24,412	(117,128)
Purchases of loans held for sale	(1,836,175)	(2,445,138)	(1,778,627)
Proceeds from sales and principal repayments of loans held for sale	1,116,703	1,918,298	1,778,454
Purchases of securities held for trading	(31,265)	(189,418)	(98,980)
Proceeds from sales of securities held for trading	41,382	115,741	105,621
Net increase in accrued interest and dividends receivable	(142,988)	(29,026)	(130,274)
Net increase in other assets (1)	(744,020)	(86,423)	(70,845)
Net increase in accrued expenses and other liabilities	642,908	222,954	217,935
Net cash provided by operating activities	945,677	879,642	904,363
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of securities available-for-sale ("AFS")	(6,195,325)	(11,772,429)	(4,689,172)
Proceeds from sales of securities AFS	79,493	—	71,179
Maturities, redemptions, calls and principal repayments on securities AFS	2,735,504	3,636,841	2,692,520
Purchases of securities HTM	(3,470,404)	(4,009,894)	(743,560)
Maturities, redemptions, calls and principal repayments on securities HTM	664,011	1,269,192	545,011
Net (purchases) redemptions of Federal Home Loan Bank stock	(393,646)	4,981	59,661
Net increase in loans and leases	(9,598,291)	(16,217,692)	(9,779,156)
Net purchases of premises and equipment	(48,321)	(32,196)	(35,042)
Net cash used in investing activities	(16,226,979)	(27,121,197)	(11,878,559)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Net (decrease) increase in non-interest-bearing deposits	(12,850,815)	25,605,444	5,740,840
Net (decrease) increase in interest-bearing deposits	(4,692,252)	17,212,027	17,191,276
Net proceeds (repayment) of Federal Home Loan Bank borrowings (2)	8,644,493	(200,000)	(1,302,898)
Proceeds from the issuance of other borrowings	—	—	150,000
Repayment of other borrowings	—	(260,000)	(150,000)
Cash dividends paid on preferred stock	(36,500)	(37,887)	—
Cash dividends paid on common stock	(141,186)	(130,283)	(120,078)
Proceeds from the issuance of subordinated debt, net	—	—	375,000
Payments of employee taxes withheld from stock-based compensation	(40,371)	(38,691)	(9,432)
Issuance (repurchase) of common stock	731,909	1,363,289	(50,008)
Net proceeds from issuance of preferred stock	—	—	708,018
Other	(4)	(4)	(20)
Net cash (used) provided by financing activities	(8,384,726)	43,513,895	22,532,698
Net (decrease) increase in cash and cash equivalents	(23,666,028)	17,272,340	11,558,499
Cash and cash equivalents at beginning of year	29,620,671	12,348,331	789,832
Cash and cash equivalents at end of year	5,954,643	29,620,671	12,348,331
Supplemental disclosures of cash flow information:			
Interest paid during the year	1,024,849	324,761	425,604
Income taxes paid during the year, net	333,495	353,348	237,668
Non-cash operating and investing activities:			
Available-for-sale securities created from SBA loans	1,222,720	1,947,109	1,258,437
Landlord provided improvement incentives	1,249	—	—

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

(2) Principally relates to short term borrowings that were netted in accordance with ASC 230-10-45

See accompanying notes to Consolidated Financial Statements.

**SIGNATURE BANK**  
**Notes to Consolidated Financial Statements**

**(1) Organization**

Signature Bank (the “Bank” and together with its subsidiaries, the “Company”, “we”, or “us”) is a New York State chartered bank. On April 5, 2001, the Bank received its charter from the New York State Banking Department (now known as the New York State Department of Financial Services) and commenced business on May 1, 2001. The Bank currently operates 40 private client offices located throughout the New York metropolitan area, as well as those in Connecticut, California, North Carolina and Nevada. Through its single-point-of-contact approach, the Bank’s private client banking teams serve the needs of privately owned businesses, their owners and senior managers.

The Bank operates Signature Financial LLC (“Signature Financial”), a specialty finance subsidiary focused on equipment finance and leasing, transportation, commercial marine, sustainable energy and national franchise financing and/or leasing. Additionally, through our Signature Public Funding Corporation (“Signature Public Funding”) subsidiary, the Bank provides a range of municipal finance and tax-exempt lending and leasing products to government entities throughout the country, including state and local governments, school districts, fire and police and other municipal entities. The Bank also operates Signature Securities Group Corporation (“Signature Securities”), a licensed broker-dealer and investment advisor offering investment, brokerage, asset management and insurance products and services.

**(2) Summary of Significant Accounting Policies**

**(a) Basis of Presentation and Consolidation**

The accompanying Consolidated Financial Statements of the Bank have been prepared in accordance with U.S. generally accepted accounting principles and practices within the banking industry. These financial statements have been prepared to reflect all adjustments necessary to present fairly the financial condition and results of operations as of the dates and for the periods shown. All significant intercompany accounts and transactions have been eliminated in consolidation.

**(b) Management’s Use of Estimates**

The preparation of Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Our significant estimates include the adequacy of the allowance for credit losses for loans and leases.

**(c) Cash and Cash Equivalents**

For the purpose of presentation in the Consolidated Statements of Cash Flows, we have defined cash and cash equivalents to include cash and due from banks and short-term investments with original maturities of 90 days or less. Short-term investments may consist of federal funds sold, interest-bearing deposits with banks and money market mutual funds.

Cash and cash equivalents at December 31, 2022 consisted of cash and due from banks of \$5.87 billion, interest-bearing deposits with banks of \$41.8 million and money market mutual funds of \$38.3 million. Cash and cash equivalents at December 31, 2021 consisted of cash and due from banks of \$29.55 billion, interest-bearing deposits with banks of \$36.0 million and money market mutual funds of \$37.1 million.

**(d) Securities Available-for-Sale and Securities Held-to-Maturity**

The designation of a security as HTM is made at the time of acquisition. Securities that we have the positive intent and ability to hold to maturity are classified as HTM and carried at amortized cost. Amortization of premiums and accretion of discounts are recognized using the level yield method.

Securities classified as AFS include debt securities that are carried at estimated fair value. Unrealized gains or losses on securities available-for-sale are included as a separate component of shareholders’ equity, net of tax effect. Amortization of premiums and accretion of discounts are recognized using the level yield method. Realized gains and losses on sales of securities are computed using the specific identification method and are reported in non-interest income.

A debt security, either AFS or HTM, is designated as nonaccrual if the payment of interest is past due and unpaid for 30 days or more. Once a security is placed on nonaccrual, accrued interest receivable (“AIR”) is reversed and further interest income recognition is ceased. The security will not be restored to accrual status until the security has been current on interest payments for a sustained period, i.e., a consecutive period of six months or two quarters; and the Bank expects repayment of the remaining contractual principal and interest. However, if the security continues to be in deferral status, or the Bank does



not expect to collect the remaining interest payments and the contractual principal, a charge-off is to be assessed. Upon charge-off, the allowance is written off and the loss represents a permanent write-down of the cost basis of the security.

The Bank uses various inputs to determine the fair value of its investment portfolio, which are classified within a three-level fair value hierarchy based on the transparency and reliability of inputs to valuation methodologies. To the extent they are available, we use quoted market prices (Level 1) to determine fair value. If quoted market prices are not available, we use valuation techniques such as matrix pricing to determine fair value (Level 2). This technique leverages observable inputs including quoted prices for similar assets, benchmark yield curves, and other market corroborated inputs. In cases where there is little, if any, related market activity, fair value estimates are based upon internally-developed valuation techniques and assumptions such as discount rates, credit spreads, default and delinquency rates, and prepayment speeds (Level 3). A significant degree of judgment is involved in valuing investments using Level 3 inputs, and the use of different assumptions could have a positive or negative effect on our financial condition or results of operations. See the Fair Value Measurements footnote for more details on our security valuation techniques.

We evaluate AFS securities that experienced a decline in fair value below amortized cost for credit impairment. The Bank recognizes a credit impairment through earnings if we have the intent to sell the security, or it is more likely than not ("MLTN") that we will be required to sell the security before recovery of its amortized cost. If the Bank does not intend to nor would be required to sell the security prior to recovery of the amortized cost, the Bank evaluates whether a decline in fair value below amortized cost is due to credit-related or noncredit-related factors, such as interest rate risk, prepayment risk or liquidity risk. Credit attributable losses are recognized as an ACL with a corresponding adjustment to current earnings; while the non-credit related component is recognized in other comprehensive income (loss) ("OCI") net of applicable taxes. The total amount of impairment loss is limited to the difference between the security's amortized cost and fair value, i.e., the "fair value floor." Both the allowance and the adjustment to net income can be reversed if conditions change subsequently.

The ACL on held-to-maturity debt securities is based on the security's amortized cost, excluding interest receivable, and represents the portion of the amortized cost that the Bank does not expect to collect over the life of the security. The ACL on held-to-maturity debt securities is initially recognized upon acquisition of the securities, and subsequently remeasured on a recurring basis. HTM securities are reviewed upon acquisition to determine whether they have experienced a more-than-insignificant deterioration in credit quality since its original issuance date, i.e., if they meet the definition of a PCDs. Non-PCD HTM securities are carried at cost and adjusted for amortization of premiums or accretion of discounts, which are periodically adjusted for estimated prepayments. Expected credit losses on HTM debt securities through the life of the financial instrument are estimated and recognized as an ACL on the balance sheet with a corresponding adjustment to current earnings. Subsequent favorable or adverse changes in expected cash flow will first decrease or increase the allowance for credit losses. If the change in expected cash flows has reduced the allowance to a level below zero, the accretable yield is adjusted on a prospective basis.

Equity securities, including FHLB stock, which are not quoted on an exchange and not considered to be readily marketable are recorded at cost, less impairment (if any).

#### **(e) Federal Home Loan Bank Stock**

The Bank is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as Interest income for Other investments on the Consolidated Statements of Income.

#### **(f) Loans Held for Sale**

Loans originated and held for sale in the secondary market are carried at the lower of cost or estimated fair value. Net unrealized losses, if any, are recognized through a valuation allowance by charges to current earnings. Gains or losses resulting from sales of loans held for sale, net of unamortized deferred fees and costs, are recognized at the time of sale and are included in Net gains on sales of loans on the Consolidated Statements of Income.

#### **(g) Loans and Leases, Net**

Loans are carried at the principal amount outstanding, less unearned discounts, net of deferred loan origination fees and costs, other unearned income and the ACLLL. Unearned income and net deferred loan fees and costs are accreted/amortized into interest income over the loan term on a basis that approximates the level yield method.

The accrual of interest income is generally discontinued at the time a loan becomes 90 days delinquent based on contractual terms. Other factors are also considered in determining whether a loan should be classified as nonaccrual, including whether the loan is to a borrower in an industry experiencing economic stress, whether the borrower is experiencing other issues such as inadequate cash-flow, or the nature of the underlying collateral and whether it is susceptible to deterioration in realizable value. In the case of commercial loans, residential mortgages, and home equity lines of credit, exceptions may be made if the loan has sufficient collateral value, based on a current appraisal or valuation, and is in process of collection. Additionally, an accruing loan that is modified as a TDR may remain in accrual status if, based on a credit analysis, collection of principal and interest in accordance with the modified terms is reasonably assured, and the borrower demonstrated sustained historical

repayment performance for a reasonable period prior to modification. In all cases, loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful.

Once a loan is placed on nonaccrual status, our accounting policies are applied consistently, regardless of loan type. All interest previously accrued but not collected for loans that are placed on nonaccrual status is reversed against interest income. Payments received on nonaccrual loans are applied against the outstanding loan principal. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

#### **(h) Allowance for Credit Losses for Loans and Leases**

The ACL includes the allowance for credit losses associated with funded commercial and consumer loans and leases, as well as the reserve for unfunded lending commitments. The allowance for funded loans is established through a provision for credit losses charged to current earnings and an adjustment to the Allowance for Credit Losses for Loans and Leases. The allowance for the unfunded portion is based on utilization assumptions and is established through a provision charged to Non-interest expense and is recorded in Accrued expenses and other liabilities. The ACL reserve, including the ACLLL for the funded portion and the reserve for the unfunded portion, represents management's estimate of current expected credit losses in the Company's loan and lease portfolio over its expected life, which is the contract term adjusted for expected prepayments and options to extend the contractual term that are not unconditionally cancellable by us. The ACLLL is initially recognized upon origination or purchase of the loans and leases, and subsequently remeasured on a recurring basis.

The expected life is comprised of two stages with stage one being the RNS period that we can reasonably and supportably forecast future economic conditions to estimate expected credit losses; and stage two being the period subsequent to the RNS period, or the reversion period, for which the estimate of credit losses reverts to a long-term historical loss rate. During the RNS period, historical loss experience is to be adjusted for asset-specific risk characteristics, i.e., underwriting standards, portfolio mix or asset term; and for economic conditions, including both current conditions and reasonable and supportable forecasts of future conditions. During the reversion period, no adjustments are made to historical loss rate other than applicable asset specific risk characteristics.

Loans and leases that share similar credit risk characteristics, such as product type, collateral type, risk rating, vintage, asset size, etc., are grouped into respective pools for "collective assessment". A loan or a lease that does not have similar risk characteristics with other loans/leases is subject to "individual assessment". As of December 31, 2022, all loans are pooled for collective assessment, except for nonaccrual loans and troubled debt restructurings, which are individually assessed for ACLLL given the unique status of each individual loan.

#### *Collectively Assessed Allowance*

Our segmentation for collectively assessed loans and leases is comprised of two major categories, commercial loans and other, with "other" including consumer and residential loans. Commercial loans are grouped into two sub-segments: credit-rated and non-credit rated. Credit-rated commercial loans are further segregated into CRE and C&I portfolios. The largest segment of our loan portfolio is comprised of credit-rated commercial loans, representing 99.8% of our total loan portfolio, excluding loans held for sale, as of December 31, 2022.

Credit-rated CRE loans are comprised of three sub-categories of loans: commercial property, multi-family and acquisition, development and construction, while the rated C&I loans consist of ten sub-categories including specialty finance, fund banking, venture capital, commercial mortgage finance, owner-occupied CRE, traditional C&I, commercial loans secured by 1-4 family real estate, asset based lending, other C&I, as well as personal loans for commercial use. In addition, we created a component within each portfolio segment for the respective unfunded lending commitments to reflect our off balance sheet credit exposures.

Quantitative models with varying degrees of complexity are utilized for ACL estimation. The selection of models is based on the composition of the related portfolio segment, materiality of the portfolio, the availability of loan level versus pool level data, the chosen statistical modeling methodology, and how we manage the associated credit risks.

We estimate the ACLLL for our credit-rated CRE loans utilizing a loan-level probability of default ("PD") and loss given default ("LGD") model. PD represents the likelihood of default over the loan's expected life. The attribute most significant to calculating the PD is the net operating income ("NOI") from the underlying collateral, which in turn, determines the DSCR. The loss given default is an estimate of the severity of loss should a default occur, which is estimated using an updated Loan to Value ("LTV") ratio as of each reporting date. The related ACL model multiplies each loan's derived macroeconomic adjusted PD, LGD and the amortized cost to estimate the associated reserve at a loan level.

Our C&I loans are modeled using vendor-based loss rate models. The allowance for our specialty finance, traditional C&I and owner-occupied CRE loans is calculated using a vendor-based loss rate model which projects reserves based primarily on the North American Industry Classification System ("NAICS") code, the assigned risk rating and the associated term of the loan. When assigning a credit rating to a loan, we use an internal nine-level rating system in which a rating of one carries the lowest level of credit risk and is used for borrowers exhibiting the strongest financial condition. Loans rated one through six are deemed to be of acceptable quality and are considered "Pass". Loans that are deemed to be of questionable quality are rated seven (special mention). Loans with adverse classifications (substandard or doubtful) are rated eight or nine, respectively. The

credit ratings are periodically reviewed to reflect changes in asset specific risk factors. The related ACL model multiplies each loan's derived macroeconomic adjusted loss rates and the amortized cost of each loan to estimate the associated reserve.

For our remaining C&I portfolio segments including fund banking, venture capital, commercial mortgage finance, non-rated commercial loans, municipal loans, as well as consumer loans, a lifetime loss rate methodology utilizing a single loss rate based on historical net charge-offs is applied for the reserve estimation due to their unique borrowing terms, lack of loss history or limited loss experience, as well as borrower and specific events that impact credit risk. Loss rates are derived using internal historical loss history, industry/peer information, or a combination of both depending on the availability and breadth of internal historical information for a particular portfolio. The expected lifetime credit losses for these C&I portfolios are estimated at a loan level by multiplying the derived historical loss rates and amortized cost of each loan. For all remaining smaller portfolio segments such as residential loans, a more simplified loss rate methodology which uses lifetime PD and LGD is applied for reserve estimation and considers loan level cash flows over the remaining contractual life. This related ACL model multiplies the estimated PD, LGD and amortized cost to calculate the associated reserve for each loan.

The following key factors and assumptions are incorporated in the above-mentioned models utilized for the ACLLL reserve under CECL:

- a historical loss period, which represents a full economic credit cycle utilizing internal loss experience, as well as industry and peer historical loss data;
- a single economic forecast scenario;
- an initial RNS period of two years and a reversion period using a straight-line approach that extends through the shorter of one year or the end of the remaining contractual term, for all portfolios, except for certain C&I portfolios; these C&I portfolios incorporate a reasonable and supportable forecast of various macroeconomic variables such that each macroeconomic variable for the remaining contractual term will revert to a long-term expectation starting in years two to three, and will largely be completed within the first five years of the forecast, and
- expected prepayment rates based on our historical experience.

Forward-looking economic information primarily includes GDP, unemployment rates, central-bank interest rates, credit spreads, and property price indices, which are used as inputs to the respective models of expected credit losses and the related ACL reserve. The Bank primarily uses external sources of information for economic forecasting. Our Economic Forecast Committee reviews, modifies as necessary, and approves macroeconomic forecast scenarios and variables to formulate management's view of the most probable future direction of economic developments to be used in the ACLLL estimation process. At each reporting date, the allowance is determined using the latest available single forward-looking economic scenario, e.g., Moody's Baseline forecast, Moody's S2 forecast, etc. If the designated single forecast is not deemed to be incorporating certain idiosyncratic event(s) and the impact of such event(s), a qualitative adjustment may be recorded, to include an alternative upside or downside scenario and capture any uncertainty related to such event(s). Other qualitative adjustments or model overlays may also be recorded based on expert credit judgment in circumstances where, in the Bank's view, the existing regulatory guidance, inputs, assumptions, and/or modelling techniques do not capture all relevant risk factors. The use of qualitative reserves may require significant judgment that may impact the amount of allowance recognized. Recurring qualitative adjustments are made to capture certain model limitations, such as the model's lack of consideration for the liquidation of collateral for our specialty finance portfolio.

In addition, non-recurring qualitative loss factors that are not already incorporated in the modeling are also considered on a quarterly basis to determine applicability, and assess whether there are any risks not currently being captured in our respective quantitative models. The following lists non-recurring qualitative factors considered on a quarterly basis:

- The nature and volume of the entity's financial asset(s) for certain applicable portfolio segment(s);
- The entity's lending policies and procedures, including changes in lending strategies, underwriting standards, collection, write-off, and recovery practices, as well as knowledge of the borrower's operations or the borrower's standing in the community;
- The quality of the entity's credit review system;
- The experience, ability, and depth of the entity's management, lending staff, and other relevant staff; and
- The environmental factors of a borrower and the areas in which the entity's credit is concentrated, such as:
  1. Regulatory, legal, or technological environment to which the entity has exposure;
  2. Changes and expected changes in the general market condition of either the geographical area or the industry to which the entity has exposure; and
  3. Changes and expected changes in international, national, regional, and local economic and business conditions and developments in which the entity operates, including the condition and expected condition of various market segments.

For C&I and specialty finance loans, significant risk rating changes are evaluated to determine the impact of loan review results on the respective model reserve calculation through a quantitatively supported qualitative adjustment. For all CRE loans, NOI and DSC information is analyzed at an industry level to determine whether there are any trends or risk factors not already addressed in our input information or by the model assumptions, including our macroeconomic forecast.

On a quarterly basis, or more frequently as deemed necessary, key factors and assumptions are reviewed and refreshed to ensure applicability, while the overall ACLLL methodology is reviewed at least annually.

#### *Individually Assessed Allowance*

When an individual loan no longer demonstrates the similar credit characteristics as other loans within its current segment, and does not share similar credit characteristics of any other segment(s), it is to be individually assessed for credit losses. This generally happens when a loan is placed on non-accrual, a TDR, or we are reasonably expecting to modify a loan as a TDR. A TDR is reasonably expected when the Bank has knowledge that the borrower is experiencing financial difficulties and has concluded that modification is the best course of action, which is generally evidenced by the approval of a credit offering memo ("COM") for an identified problem loan.

For both a TDR and a reasonably expected TDR, we record a provision for credit loss, if any, based on the present value of expected future cash flows including the value of concessions made by the Bank, discounted at the original loan's effective interest rate over the extended term based on the modification if the modification involves a term extension. If the loan is collateral dependent, for which repayment is expected to be derived substantially through the operation or sale of the collateral and where the borrower is experiencing financial difficulties, the ACLLL is based on the fair value of the collateral less estimated costs to sell, if applicable, regardless if the repayment is expected substantially through the sale of the collateral or from the operation of collateral. At the time of restructuring, we determine whether a TDR loan should accrue interest based on the accrual status of the loan immediately prior to modification. Additionally, an accruing loan that is modified as a TDR may remain in accrual status if, based on a credit analysis, collection of principal and interest in accordance with the modified terms is reasonably assured, and the borrower demonstrated sustained historical repayment performance for a reasonable period prior to modification. A nonaccrual TDR loan will be returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Additionally, there should be a sustained period of repayment performance (generally a period of six months) by the borrower in accordance with the modified contractual terms. In years after the year of restructuring, the loan is not reported as a TDR loan if it was restructured at a market interest rate and it is performing in accordance with its modified terms. Other TDRs, however, are reported as such for as long as the loan remains outstanding. For all loans classified as a TDR, we recognize expected credit losses, if any, based on the present value of expected future cash flows discounted at the original loan's effective interest rate, or, if the loan is collateral dependent, based on the fair value of the collateral less estimated costs to sell, if appropriate.

The CARES Act and banking regulatory agencies provided relief related to TDR accounting as a result of the COVID-19 pandemic in 2020 and 2021. Loans modified as a result of COVID-19 that were current as of December 31, 2019 were exempt from TDR classification under US GAAP. Additionally, banking regulatory agencies issued interagency guidance that COVID-19 related short-term modifications (i.e., six months or less) granted to borrowers that were current as of the loan modification program implementation date were not TDRs. The CARES Act guidance applied to modifications made between March 1, 2020 through December 31, 2021. For past due status, the CARES Act also provided for lenders to continue to report loans in the same delinquency bucket they were in at the time of modification. The Bank applied this guidance related to modifications from the first quarter of 2020 through the end of 2021.

Management is primarily responsible for assessing the overall adequacy of the allowance on a quarterly basis. In addition, reserve adequacy was assessed by an internal Loan Quality Review Committee, which includes members of senior management, accounting, credit and risk management, and is presented to our Board of Directors for their review and consideration on a quarterly basis. Reserve adequacy was also assessed by our independent risk management function, which performs independent credit reviews and validations of the allowance models employed.

In addition, bank regulators, as an integral part of their supervisory functions, periodically review our loan portfolio and related ACLLL. These regulatory agencies may disagree with our methodology, which could result in changes to our current ACL estimates or processes and result in an increase to our provision for loan and lease losses or the recognition of further loan charge-offs based upon their judgments, which may be different from ours. An increase in the ACLLL as a result of these judgments could materially adversely affect our financial condition and results of operations.

#### ***(i) Loan Origination and Commitment Fees, and Loan Origination Costs***

Loan origination and commitment fees, and certain loan origination costs, are deferred and amortized into interest income on a basis that approximates the level yield method. Net commitment fees on revolving lines of credit are recognized in interest income on the straight-line method over the period the revolving line is active. Any fees or costs that are unamortized at the time a loan is paid off or a commitment is closed are recognized into income immediately.

### **(j) Securitizations**

The Bank purchases, securitizes and sells the government-guaranteed portions of SBA loans. When the Bank securitizes SBA loans, we may retain interest-only strips, which are generally considered residual interests in the securitized assets. These SBA interest-only strips are accounted for and classified as AFS securities. In addition, when sold, the SBA loans are removed from our Consolidated Statements of Financial Condition. Additionally, gains and losses upon sale of the securitized SBA loans depend, in part, on our allocation of the previous carrying amount of the loans to the retained interests. Previous carrying amounts are allocated in proportion to the relative fair values of the loans sold and interests retained. The Bank uses an internal valuation process to determine the fair value of its SBA interest-only strip securities. The fair value of the retained interest may decline due to prepayment risk and credit risk. However, given that the guaranteed portions of the SBA loans are backed by the full faith and credit of the US government, the likelihood of the decline in fair value attributable to credit risk is approximately zero. As a result, subsequent decline in fair value of SBA interest-only strip securities is included in OCI unless we have an intent to sell or it is MLTN we will be required to sell, in which case, the difference between the fair value and carrying amount is charged against earnings.

The excess of cash flows expected to be received over the amortized cost of the retained interests is recognized as interest income using the effective yield method.

### **(k) Premises and Equipment**

Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation of furniture, fixtures, and equipment is computed by the straight-line method over the estimated useful lives of the related assets. Furniture and fixtures are normally depreciated over seven years and equipment, computer hardware, and computer software are normally amortized over three years. Amortization of leasehold improvements is computed by the straight-line method over their estimated useful lives or the terms of the leases, whichever is shorter.

### **(l) Cloud Computing Arrangements**

Cloud computing arrangements include software as a service, platform as a service, infrastructure as a service, and other similar arrangements. Eligible implementation costs for cloud computing arrangements are capitalized and amortized on a straight-line basis over the term of the arrangement. The capitalization of eligible implementation costs is recorded in Other assets on the Consolidated Statements of Financial Condition and the associated amortization is recorded in Information technology expense on the Consolidated Statements of Income.

### **(m) Bank-Owned Life Insurance ("BOLI")**

The Bank has purchased life insurance policies on certain employees. These BOLI policies are carried at the amount that could be realized under our BOLI policies as of the date of the Consolidated Statements of Financial Condition and are included in Other assets. Changes in the carrying value are recorded as Other income (loss) in the Consolidated Statements of Income and insurance proceeds received are generally recorded as a reduction of the carrying value. The carrying value consists of cash surrender value of \$66.3 million at December 31, 2022, and \$66.1 million at December 31, 2021. There was no deferred acquisition cost as of December 31, 2022 and 2021. Our investment in BOLI generated income of \$1.2 million, for the year ended December 31, 2022 and \$1.3 million, for each of the years ended, December 31, 2021, and 2020, respectively.

### **(n) Repossessed Assets**

Repossession assets are comprised of any property ("other real estate" or "ORE") or other asset acquired through loan restructurings, foreclosure proceedings, or acceptance of a deed-in-lieu of foreclosure. Repossessed assets are included in Other assets in the Consolidated Statements of Financial Condition and are carried at fair value, less estimated selling costs at the date of acquisition. Any valuation adjustments at the date of acquisition are recorded to the provision for credit losses. Following foreclosure, management periodically performs a valuation of the asset, and it is carried at the lower of the carrying amount or fair value, less estimated selling costs. Expenses incurred to maintain repossessed assets, unrealized losses resulting from write-downs after the date of acquisition, and realized gains and losses upon sale of the assets are included in Other general and administrative expense and Other losses, as appropriate. If a repossessed asset is subsequently contracted for sale and the transaction is financed by the Bank, to the extent uncertainty exists related to collectability of the financed amount at the time of sale, the repossessed asset will not be derecognized and all payments received will be recorded as a deposit liability until the uncertainty is resolved.

#### **(o) Low Income Housing Tax Credit Investments**

We have investments in limited liability entities that were formed to operate qualifying affordable housing projects, and other entities that make equity investments, provide debt financing or support community-based investments in tax-advantaged projects. Certain affordable housing investments qualify for credit under the CRA, which requires regulated financial institutions to help meet the credit needs of the local communities in which they are chartered, particularly in neighborhoods with low or moderate incomes. These tax credit investments provide tax benefits to investors primarily through the receipt of federal and/or state income tax credits or tax benefits in the form of tax deductible operating losses or expenses. We invest as a limited partner and its ownership amount in each limited liability entity, which is considered a variable interest entity ("VIE"), varies. As a limited partner, the Bank is not the primary beneficiary ("PB") as it does not meet the power criterion, i.e., it has no power to direct the activities of the VIE that most significantly impact the VIE's economic performance and has no direct ability to unilaterally remove the general partner. Accordingly, the Bank is not required to consolidate these entities on its financial statements.

LIHTC investments are evaluated for potential impairment at least annually, or more frequently when events or conditions indicate that it is probable that we will not recover our investment. Potential indicators of impairment might arise when there is evidence that some or all tax credits previously claimed by the limited liability entities would be recaptured, or that expected remaining credits would no longer be available to the limited liability entities. If an investment is determined to be impaired, it is written down to its estimated fair value and the new cost basis of the investment is not adjusted for subsequent recoveries in value.

These investments are included within Other assets in the Consolidated Statements of Financial Condition and any impairment loss would be recognized in Other income (loss) in the Consolidated Statements of Income.

#### **(p) Securities Sold Under Agreements to Repurchase**

When we maintain effective control over the underlying securities, securities sold under agreements to repurchase are accounted for as financings (rather than as sales) and the obligations to repurchase securities sold are reflected as liabilities in the Consolidated Statements of Financial Condition at the amounts at which the securities will be subsequently repurchased. All of our agreements have been accounted for as financings through December 31, 2022. The dollar amount of securities underlying the agreements remains in the asset accounts, although the securities underlying the agreements are delivered to the counterparties who arranged the transactions. In certain instances, the counterparties may have sold, loaned, or disposed of the securities to other parties in the normal course of their operations, and have agreed to resell to us substantially similar securities at the maturity of the agreements.

#### **(q) Income Taxes**

The Bank files consolidated federal and combined New York State and New York City income tax returns with its subsidiaries, with the exception of Signature Preferred Capital, Inc. which files separately as a real estate investment trust for federal purposes. Additionally, there are state and local tax returns filed in various other jurisdictions on both a consolidated basis as well as a separate company basis.

Income tax expense consists of current and deferred income tax expense (benefit). Deferred income tax expense (benefit) is determined by recognizing deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and certain unused carry-forward deductions and credits. The realization of deferred tax assets is assessed and if necessary, a valuation allowance is provided to reduce the asset to the amount that will more likely than not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled and carry-forward deductions and credits are expected to be utilized. The effect on deferred tax assets and liabilities of a change in tax laws or rates is recognized in income tax expense in the period that includes the enactment date of the change.

Uncertain tax positions are recognized if they are more likely than not to be sustained upon examination, based on the technical merits of the position. The amount of tax benefit recognized is the largest amount of benefit that is greater than 50% likely of being realized upon settlement. We account for interest and penalties (if any) as a component of Income tax expense in the Consolidated Statements of Income.

#### **(r) Stock-Based Compensation**

For equity awards in exchange for employee services received, we recognize compensation expense for all stock-based compensation awards over the requisite service period with a corresponding credit to additional paid-in capital. For awards which have performance-based vesting conditions, recognition of stock-based compensation expense begins when the achievement of the performance conditions is probable. Nonemployee awards are recognized consistent with employee awards. Compensation expense is measured based on grant date fair value and is included in Salaries and benefits in our Consolidated Statements of Income.

### **(s) Earnings Per Common Share**

Basic EPS is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the year. Unvested stock awards with non-forfeitable rights to dividends, whether paid or unpaid, are considered participating securities and are included in the calculation of EPS using the two class method whereby net income is allocated between common stock and participating securities.

Diluted earnings per common share is computed by dividing income allocated to common stockholders for basic EPS, adjusted for earnings reallocated from participating securities, by the weighted average number of common shares outstanding for the period adjusted for the dilutive effect of unvested stock awards using the treasury stock method.

Diluted earnings per common share also includes the potential dilutive effect of stock options and warrants outstanding. The dilutive effect is calculated using the treasury stock method.

### **(t) Derivative Instruments and Hedging Activities**

The Bank utilizes derivative instruments as part of its asset/liability management strategies and to facilitate our client risk management needs. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Bank has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be used to economically hedge the foreign currency exposures for foreign currency loans extended to certain borrowers.

Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Bank may also enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Bank elects not to apply hedge accounting.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in Accumulated other comprehensive income (loss) and subsequently reclassified into interest income or expense in the same period during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive loss related to derivatives will be reclassified to interest income or expense as interest payments are made/received on the Bank's variable-rate assets or liabilities. For derivatives designated as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income.

On a quarterly basis, the Bank assesses the effectiveness of each hedging relationship by comparing the changes in cash flows or fair value of the derivative hedging instrument with the changes in cash flows or fair value of the designated hedged item or transaction. If a hedging relationship is terminated due to ineffectiveness, and the derivative instrument is not re-designated to a new hedging relationship, the subsequent change in fair value of such instrument is charged directly to earnings. Derivatives not designated as hedges do not meet the hedge accounting requirements. Changes in fair value of derivatives not designated in hedging relationships are recorded directly in earnings. The Bank calculates the credit valuation adjustments to the fair value of derivatives on a net basis by counterparty portfolio, as an accounting policy election under the provisions of ASU 2011-04, *Fair Value Measurement (Topic 820), Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*.

Additionally, in connection with negotiated credit facilities, we may obtain equity warrant assets giving us the right to acquire stock in primarily private, venture-backed companies in the technology and life science/healthcare industries. We account for equity warrant assets in these client companies as derivatives when they contain net settlement terms and other qualifying criteria under ASC 815, *Derivatives and Hedging*. In general, equity warrant assets entitle us to buy a specific number of shares of stock at a specific price within a specific time period. Substantially all of our warrant agreements contain net share settlement provisions, which permit us to receive at exercise a share count equal to the intrinsic value of the warrant divided by the share price (otherwise known as a "cashless" exercise). These equity warrant assets are recorded at fair value as derivative assets and reported as Other assets within our Consolidated Statements of Financial Condition at the time they are obtained. Any changes in fair value from the grant date fair value of equity warrant assets will be recognized as increases or decreases to Other assets within our Consolidated Statements of Financial Condition and as Other income (loss) within our Consolidated Statements of Income. When a portfolio company completes an IPO on a publicly reported market or is acquired, we may exercise these equity warrant assets for shares or cash. In the event of an exercise for common stock shares, the basis or value in the common stock shares is reclassified from a derivative asset to a nonmarketable equity security, which is also reported in Other assets. Changes in the fair value of the common stock shares is recorded as Other income (loss) within our Consolidated Statements of Income.

Derivative assets and liabilities are reported in Other assets and Other liabilities, respectively, within the Consolidated Statements of Financial Condition.

### **(u) Operating Leases**

Operating lease expense for the Company's real estate leases is recognized in Non-interest expense on a straight-line basis over the term of the lease. The related lease assets and liabilities are recognized in ROU assets and Operating lease liabilities, respectively, to reflect our right to use the underlying assets and contractual obligations associated with future rent payments. On a periodic basis, ROU assets are assessed for impairment. Impairment loss is recognized if the carrying amount of the ROU is not recoverable.

### **(v) Segment Reporting**

The Bank is organized into two reportable segments representing our core businesses – Commercial Banking and Specialty Finance. To identify our reportable segments, management considers the financial information reviewed by the Chief Operating Decision Maker ("CODM"), our executive compensation structure, the Bank's internal operating structure, nature of products and services offered, how products and services are provided to our clients, and the nature of the regulatory environment, among other aspects pursuant to the relevant accounting guidance. The primary determinants of our reportable segments include our internal operating structure, the nature of products and services offered, and how products and services are provided to our clients.

## **(3) Fair Value Measurements**

The Bank uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Fair value measurements are recorded on a recurring basis for certain assets and liabilities when fair value is the measure for accounting purposes, such as investment securities classified as available-for-sale and derivatives. Certain other assets and liabilities are measured at fair value on a non-recurring basis and are subject to fair value adjustments in certain circumstances, such as when there is evidence of impairment.

U.S. GAAP establishes a three-level fair value hierarchy that prioritizes techniques used to measure the fair value of assets and liabilities, based on the transparency and reliability of inputs to valuation methodologies. The three levels are defined as follows:

- Level 1 – Valuations are based on quoted prices in active markets for identical assets or liabilities. Accordingly, valuation of these assets and liabilities does not entail a significant degree of judgment. Examples include most U.S. Treasury securities and exchange-traded equity securities.
- Level 2 – Valuations are based on either quoted prices in markets that are not considered to be active or significant inputs to the methodology that are observable, either directly or indirectly. Examples include U.S. Government Agency securities, municipal bonds, corporate bonds, certain residential and commercial mortgage-backed securities, deposits, and most structured notes.
- Level 3 – Valuations are based on inputs to the methodology that are unobservable and significant to the fair value measurement. These inputs reflect management's own judgments about the assumptions that market participants would use in pricing the assets and liabilities. Examples include certain commercial loans, certain residential and commercial mortgage-backed securities, private equity investments, and complex over-the-counter derivatives.

### **Valuation Methodology**

The Bank has an established and documented process for determining fair values. The Bank uses quoted market prices, when available, to determine fair value and classifies such items as Level 1. In many cases, the Bank utilizes valuation techniques, such as matrix pricing, to determine fair value, in which case the items are classified as Level 2. Fair value estimates may also be based upon internally-developed valuation techniques that use current market-based inputs such as discount rates, credit spreads, default and delinquency rates, and prepayment speeds. Items valued using internal valuation techniques are classified according to the lowest level input that is significant to the valuation, and are typically classified as Level 3.

We utilize independent third-party pricing sources to value most of our investment securities. In order to ensure the valuations obtained are appropriate, we typically compare data from two or more independent third-party pricing sources. If there is a price discrepancy greater than thresholds established by management between two pricing sources for an individual security, we utilize industry market spread data or other market data to assist in determining the most appropriate valuation. In addition, the third-party pricing sources have an established challenge process in place for all security valuations, which facilitates identification and resolution of potentially erroneous prices. We believe that the prices received from our pricing sources are representative of prices that would be received to sell the assets at the measurement date (exit prices) and are classified appropriately in the hierarchy.

The valuations provided by the pricing services are derived from quoted market prices or using matrix pricing. Matrix pricing is a valuation technique consistent with the market approach of determining fair value. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets. Matrix pricing is a mathematical technique used principally to value debt securities without relying exclusively on quoted prices of specific



securities, but rather on the securities' relationship to other benchmark quoted securities. This technique leverages observable inputs including quoted prices for similar assets, benchmark yield curves, and other market corroborated inputs. Most of our securities portfolio is priced using this method, and as such, these securities are classified as Level 2.

Securities are classified within Level 3 of the valuation hierarchy in cases where there is limited activity or less transparency around inputs to the valuation. In these cases, the valuations are determined based upon an analysis of the cash flow structure and credit analysis for each position. Relative market spreads are utilized to discount the cash flow to determine current market values, as well as analysis of relative coverage ratios, credit enhancements, and collateral characteristics. SBA interest-only strip securities, pooled trust preferred securities, and certain private CMOs are all included in the Level 3 fair value hierarchy.

Markets for SBA interest-only strip securities are relatively inactive, with limited observable secondary market transactions. Our SBA interest-only strip securities are classified as other debt securities AFS and reported at fair value, with changes in fair value recognized in accumulated other comprehensive loss. The securities are valued using Level 3 inputs and had fair values of \$221.6 million at December 31, 2022 and \$232.7 million at December 31, 2021. Since the cash flows of the SBA interest-only strip securities are guaranteed by the U.S. Government, there is limited credit risk involved. Therefore, the primary assumption built into the pricing model to generate the projected cash flows used to compute the fair values of the SBA interest-only strip securities is the discount yield. The Bank determined the inputs to the discounted cash flow model based on historical performance and information provided by brokers.

Fair value measurements of equity warrant assets of private portfolio companies are priced based on a Black-Scholes option pricing model to estimate the asset value by using stated strike prices, option expiration dates, risk-free interest rates and option volatility assumptions. Option volatility assumptions used in the Black-Scholes model are based on public market indices whose members operate in similar industries as companies in our private company portfolio. These equity warrants assets are included in the Level 3 fair value hierarchy.

### Financial Instruments Measured at Fair Value on a Recurring Basis

The following tables present the assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2022 and 2021, classified according to the three-level valuation hierarchy:

<i>(in thousands)</i>	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Carrying Value
<b>December 31, 2022</b>				
<b>ASSETS</b>				
Securities available-for sale:				
U.S. Treasury securities	\$ 145,647	—	—	145,647
FHLB, FNMA and FHLMC Debentures	—	50,011	—	50,011
Residential mortgage-backed securities:				
U.S. Government agency	—	88,247	—	88,247
Government-sponsored enterprises	—	5,831,519	—	5,831,519
Collateralized mortgage obligations:				
U.S. Government agency	—	1,477,826	—	1,477,826
Government-sponsored enterprises	—	7,145,891	—	7,145,891
Private	—	875,867	3,169	879,036
Securities of U.S. states and political subdivisions:				
Municipal bonds	—	247,277	—	247,277
Other debt securities:				
Commercial mortgage-backed securities	—	69,662	—	69,662
Single issuer trust preferred & corporate debt securities	—	1,272,172	—	1,272,172
Pooled trust preferred securities	—	—	13,284	13,284
Other	—	1,133,140	240,344	1,373,484
Total securities available-for-sale	145,647	18,191,612	256,797	18,594,056
Equity securities	—	20,293	—	20,293
Derivatives (1)	—	24,905	1,816	26,721
<b>Total assets</b>	<b>\$ 145,647</b>	<b>18,236,810</b>	<b>258,613</b>	<b>18,641,070</b>
<b>LIABILITIES</b>				
Derivatives (1)	\$ —	498,102	152	498,254
<b>Total liabilities</b>	<b>\$ —</b>	<b>498,102</b>	<b>152</b>	<b>498,254</b>

(1) Level three derivative assets are associated with equity warrants obtained in connection with negotiating credit facilities and certain other services to acquire stock in primarily private, venture-backed companies in the technology and life science/healthcare industries. Level three derivative liabilities are associated with risk participation agreements.

<i>(in thousands)</i>	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Carrying Value
<b>December 31, 2021</b>				
<b>ASSETS</b>				
Securities available-for-sale:				
U.S. Treasury securities	\$ 9,983	—	—	9,983
Residential mortgage-backed securities:				
U.S. Government agency	—	83,189	—	83,189
Government-sponsored enterprises	—	5,318,389	—	5,318,389
Collateralized mortgage obligations:				
U.S. Government agency	—	1,057,750	—	1,057,750
Government-sponsored enterprises	—	6,815,083	—	6,815,083
Private	—	1,167,131	3,958	1,171,089
Securities of U.S. states and political subdivisions:				
Municipal bonds	—	250,372	—	250,372
Other debt securities:				
Commercial mortgage-backed securities	—	118,662	—	118,662
Single issuer trust preferred & corporate debt securities	—	1,328,981	—	1,328,981
Pooled trust preferred securities	—	—	21,143	21,143
Other	—	726,126	252,096	978,222
Total securities available-for-sale	9,983	16,865,683	277,197	17,152,863
Equity securities	—	22,861	—	22,861
Derivatives (1)	—	16,958	2,059	19,017
Total assets	\$ 9,983	16,905,502	279,256	17,194,741
<b>LIABILITIES</b>				
Derivatives (1)	\$ —	48,657	215	48,872
Total liabilities	\$ —	48,657	215	48,872

(1) Level three derivative assets are associated with equity warrants obtained in connection with negotiating credit facilities to acquire stock in primarily private, venture-backed companies in the technology and life science/healthcare industries. Level three derivative liabilities are associated with risk participation agreements.

### Changes in Level 3 Fair Value Measurements

We recognize transfers between levels of the valuation hierarchy at the end of reporting periods. There were no transfers of assets between Level 1 and Level 2 during the years ended December 31, 2022 and 2021. Additionally, the following table presents information for AFS securities and derivatives measured at fair value on a recurring basis and classified by the Bank within Level 3 of the valuation hierarchy for the periods indicated:

<i>(in thousands)</i>	<i>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</i>		
	<b>AFS Securities</b>	<b>Derivative Assets (1)</b>	<b>Derivative Liabilities (2)</b>
<b>Year ended December 31, 2022</b>			
Beginning balance - Level 3	\$ 277,197	2,059	(215)
Issuance of equity warrant assets	—	380	—
Exercise of equity warrant assets	—	—	—
Formation of SBA interest-only strip securities	46,514	—	—
Transfers into Level 3	—	—	—
Transfers out of Level 3	—	—	—
Total gains or (losses) (realized/unrealized):			
Included in earnings			
Non-interest income	—	(623)	63
Interest income	(48,002)	—	—
Included in other comprehensive income	(18,912)	—	—
Sale of AFS securities	—	—	—
Ending balance - Level 3	\$ 256,797	1,816	(152)
<b>Year ended December 31, 2021</b>			
Beginning balance - Level 3	\$ 238,680	1,425	(481)
Issuance of equity warrant assets	—	557	—
Exercise of equity warrant assets	—	(105)	—
Formation of SBA interest-only strip securities	65,524	—	—
Total gains or (losses) (realized/unrealized):			
Included in earnings			
Non-interest income	—	182	266
Interest income	(41,983)	—	—
Included in other comprehensive income	14,976	—	—
Sale of AFS securities	—	—	—
Ending balance - Level 3	\$ 277,197	2,059	(215)

(1) Derivative assets are associated with equity warrants obtained in connection with negotiating credit facilities and certain other services to acquire stock in primarily private, venture-backed companies in the technology and life science/healthcare industries.

(2) Derivative liabilities are associated with risk participation agreements.

## Assets Measured at Fair Value on a Non-recurring Basis

Certain assets are measured at fair value on a non-recurring basis. These assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances, such as when there is impairment or when an adjustment is required to reduce the carrying value to the lower of cost or fair value. These assets may include collateral-dependent loans, loans held-for-sale, repossessed assets, and certain long-lived assets.

The following table presents the assets that were measured at fair value on a non-recurring basis as of December 31, 2022 and 2021, classified according to the three-level valuation hierarchy:

<i>(in thousands)</i>	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Carrying Value
<b>December 31, 2022</b>				
Collateral-dependent loans:				
Commercial property	\$ —	—	91,976	91,976
Multi-family residential property	—	—	71,905	71,905
1-4 family residential property	—	—	834	834
Home equity lines of credit	—	—	827	827
Commercial and industrial (1)	—	—	28,448	28,448
<b>Total assets</b>	<b>\$ —</b>	<b>—</b>	<b>193,990</b>	<b>193,990</b>
<b>December 31, 2021</b>				
Collateral-dependent loans:				
Commercial property	\$ —	—	125,861	125,861
Multi-family residential property	—	—	30,046	30,046
1-4 family residential property	—	—	2,678	2,678
Home equity lines of credit	—	—	1,441	1,441
Commercial and industrial (1)	—	—	25,346	25,346
Other repossessed assets	—	—	3,242	3,242
<b>Total assets</b>	<b>\$ —</b>	<b>—</b>	<b>188,614</b>	<b>188,614</b>

(1) Includes \$9.9 million and \$16.6 million of specialty finance loans as of December 31, 2022 and 2021, respectively.

Collateral-dependent loans are reported at the fair value of the underlying collateral, less selling costs, as applicable. Fair value estimates for collateral-dependent loans are primarily determined based on individual appraisals that may be discounted by management for unobservable factors resulting from its knowledge of the property, or internal valuations performed leveraging net operating income information specific to the property and market capitalization rates.

Fair value adjustments for collateral-dependent loans are recorded through direct loan charge-offs and/or through a specific allocation of the ACLLL. During the years ended December 31, 2022, 2021, and 2020, we recorded fair value adjustments ((gain)/loss) on collateral-dependent loans totaling \$25.7 million, \$51.4 million, and \$30.4 million, respectively. The current year fair value adjustment activity was principally related to increases in reserves and/or charge-offs related to three nonaccrual multi-family loans and two commercial property loans.

Repossessed assets are comprised of any property or other asset acquired through loan restructurings, foreclosure proceedings, or acceptance of a deed-in-lieu of foreclosure. Repossessed assets are carried at the lower of cost or fair value, less estimated selling costs. Fair value is determined through current appraisals or recent observable market transfer prices. Fair value adjustments are reported through a valuation allowance against the asset. During the years ended December 31, 2022, 2021 and 2020, we recorded a positive fair value adjustment of \$502,000 compared to negative fair value adjustments of \$5.8 million, and \$14.4 million, respectively, on repossessed assets.

## Other Fair Value Disclosures

The preparation of financial statements in accordance with U.S. GAAP requires disclosure of the fair value of financial assets and liabilities, including those items that are not measured and reported at fair value on a recurring or non-recurring basis. The methodologies for estimating the fair value of financial assets and liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above. The methodologies for estimating the fair value of other items, which are carried on the Consolidated Statements of Financial Condition at cost or amortized cost, are discussed below.

Fair value estimates for our financial instruments are made at a specific point in time, based on relevant market information and information about the financial instrument. Fair value estimates are not necessarily representative of our total enterprise value.

The carrying amounts for cash and cash equivalents are reasonable estimates of fair value.

Federal Home Loan Bank stock, which is required as part of membership, has no trading market and is redeemable at par. Accordingly, its fair value is presented at the redemption (par) value.

Our loans held for sale consist of the government-guaranteed portion of SBA-loans. The fair value of our loans held for sale approximates cost, as these loans have adjustable rates and are backed by the full faith and credit of the U.S. Government.

The estimated fair value of our loans and leases, net, is based on the discounted value of contractual cash flows using interest rates that approximate those offered for loans with similar maturities and collateral requirements to borrowers of comparable credit worthiness. Other factors, such as credit risk and liquidity risk are incorporated in the fair value measurement.

Deposits are mostly non-interest-bearing or NOW and money market deposits that bear floating interest rates that are repriced based on market considerations and the Bank's strategy. Therefore, the carrying value approximates fair value. The carrying and fair values do not include the intangible fair value of core deposit relationships, which comprise a significant portion of our deposit base. Management believes that the Bank's core deposit relationships represent a relatively stable, low-cost source of funding that has a substantial intangible value separate from the deposit balances. Time deposits, 84.7% of which mature within one year, had a carrying value and estimated fair value of \$4.28 billion at December 31, 2022. The estimated fair value is based on the discounted value of contractual cash flows using interest rates that approximated those offered for time deposits with similar maturities and terms.

The estimated fair value of our borrowings is based on the discounted value of contractual cash flows using interest rates that approximate those offered for borrowings with similar maturities and collateral requirements. The estimated fair value of our subordinated debt is based on a quoted market price.

The following table summarizes the carrying amounts and estimated fair values of our financial assets and liabilities:

<i>(in thousands)</i>	<i>Estimated Fair Value Measurements</i>				
	<b>Carrying Amount</b>	<b>Total</b>	<b>Quoted Prices in Active Markets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>December 31, 2022</b>					
<b>FINANCIAL ASSETS</b>					
Cash and cash equivalents	\$ 5,954,643	5,954,643	5,954,643	—	—
Securities available-for-sale (1)	18,594,056	18,594,056	145,647	18,191,612	256,797
Securities held-to-maturity (2)	7,780,374	7,018,200	—	7,018,200	—
Federal Home Loan Bank stock (3)	560,343	560,343	—	560,343	—
Loans held for sale	586,452	586,452	—	586,452	—
Loans and leases, net (4)	73,802,542	72,361,607	—	—	72,361,607
Equity securities (5)	20,293	20,293	—	20,293	—
Derivatives (6)	26,721	26,721	—	24,905	1,816
<b>Total financial assets</b>	<b>\$ 107,325,424</b>	<b>105,122,315</b>	<b>6,100,290</b>	<b>26,401,805</b>	<b>72,620,220</b>
<b>FINANCIAL LIABILITIES</b>					
Deposits (7)	\$ 88,589,727	88,554,611	—	88,554,611	—
Federal Home Loan Bank borrowings	11,283,738	11,280,168	—	11,280,168	—
Broker repurchase agreements	150,000	137,818	—	137,818	—
Subordinated debt	571,635	532,638	—	532,638	—
Derivatives (8)	498,254	498,254	—	498,102	152
<b>Total financial liabilities</b>	<b>\$ 101,093,354</b>	<b>101,003,489</b>	<b>—</b>	<b>101,003,337</b>	<b>152</b>
<b>December 31, 2021</b>					
<b>FINANCIAL ASSETS</b>					
Cash and cash equivalents	\$ 29,620,671	29,620,671	29,620,671	—	—
Securities available-for-sale (1)	17,152,863	17,152,863	9,983	16,865,683	277,197
Securities held-to-maturity (2)	4,998,281	4,944,777	—	4,944,777	—
Federal Home Loan Bank stock (3)	166,697	166,697	—	166,697	—
Loans held for sale	386,765	386,765	—	386,765	—
Loans and leases, net (4)	64,388,409	64,448,949	—	—	64,448,949
Equity securities (5)	22,861	22,861	—	22,861	—
Derivatives (6)	19,017	19,017	—	16,958	2,059
<b>Total financial assets</b>	<b>\$ 116,755,564</b>	<b>116,762,600</b>	<b>29,630,654</b>	<b>22,403,741</b>	<b>64,728,205</b>
<b>FINANCIAL LIABILITIES</b>					
Deposits (7)	\$ 106,132,794	106,132,108	—	106,132,108	—
Federal Home Loan Bank borrowings	2,639,245	2,680,360	—	2,680,360	—
Broker repurchase agreements	150,000	152,327	—	152,327	—
Subordinated debt	570,228	608,500	—	608,500	—
Derivatives (8)	48,872	48,872	—	48,657	215
<b>Total financial liabilities</b>	<b>\$ 109,541,139</b>	<b>109,622,167</b>	<b>—</b>	<b>109,621,952</b>	<b>215</b>

(1) Fair value amount includes zero ACL related to AFS securities both as of December 31, 2022 and December 31, 2021, which is included in Securities available-for-sale in the Consolidated Statements of Financial Condition.

(2) Amortized cost amount includes ACL related to HTM securities of \$25,000 and \$56,000 as of December 31, 2022 and 2021, respectively, which is included in Securities held-to-maturity in the Consolidated Statements of Financial Condition.

(3) FHLB stock has no trading market and is redeemable at par. As such, fair value is presented at the redemption (par) value.

(4) The estimated fair value measurements for loans and leases include adjustments related to market interest rates, and other factors such as credit risk and liquidity risk.

(5) Equity securities primarily represent CRA qualifying closed-end bond fund investments which are included in Other assets on the Consolidated Statements of Financial Condition.

(6) Level three derivative assets are associated with equity warrants obtained in connection with negotiating credit facilities and certain other services to acquire stock in primarily private, venture-backed companies in the technology and life science/healthcare industries.

(7) The carrying and fair values of deposits do not include the intangible fair value of core deposit relationships.

(8) Level three derivative liabilities are Risk Participation Agreements.

#### (4) Securities

We generally invest in U.S. Government agency obligations, securities guaranteed by U.S. Government-sponsored enterprises, and other investment grade securities. The fair value of these investments fluctuates based on several factors, including general interest rate changes. For collateralized mortgage obligations and certain other debt securities, fair value fluctuates based on credit quality, changes in credit spreads, and the degree of market liquidity, among other factors.

The following table summarizes the components of our securities portfolios as of the dates indicated:

	December 31,							
	2022				2021			
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>AVAILABLE-FOR-SALE</b>								
U.S. Treasury securities	\$ 150,273	—	(4,626)	145,647	9,998	—	(15)	9,983
FHLB, FNMA and FHLMC Debentures	50,000	11	—	50,011	—	—	—	—
Residential mortgage-backed securities:								
U.S. Government Agency	97,052	9	(8,814)	88,247	82,877	1,436	(1,124)	83,189
Government-sponsored enterprises	6,669,892	278	(838,651)	5,831,519	5,365,674	10,088	(57,373)	5,318,389
Collateralized mortgage obligations:								
U.S. Government Agency	1,577,018	2,254	(101,446)	1,477,826	1,072,210	1,052	(15,512)	1,057,750
Government-sponsored enterprises	8,291,705	1,414	(1,147,228)	7,145,891	6,975,502	9,272	(169,691)	6,815,083
Private	1,039,057	109	(160,130)	879,036	1,188,166	1,034	(18,111)	1,171,089
Securities of U.S. states and political subdivisions:								
Municipal Bond	285,342	—	(38,065)	247,277	247,968	2,976	(572)	250,372
Other debt securities:								
Commercial mortgage-backed securities	80,004	—	(10,342)	69,662	120,280	226	(1,844)	118,662
Single issuer trust preferred & corporate debt securities	1,405,433	56	(133,317)	1,272,172	1,326,216	16,103	(13,338)	1,328,981
Pooled trust preferred securities	15,545	85	(2,346)	13,284	20,915	1,456	(1,228)	21,143
Other (1)	1,410,045	221	(36,782)	1,373,484	989,100	3,704	(14,582)	978,222
Total available-for-sale (2)	\$21,071,366	4,437	(2,481,747)	18,594,056	17,398,906	47,347	(293,390)	17,152,863
<b>HELD-TO-MATURITY</b>								
FHLB, FNMA and FHLMC Debentures	\$ 2,582,938	—	(222,933)	2,360,005	1,988,244	10	(20,815)	1,967,439
Residential mortgage-backed securities:								
U.S. Government Agency	107,629	272	(4,137)	103,764	15,589	253	(56)	15,786
Government-sponsored enterprises	1,352,788	1,295	(161,729)	1,192,354	1,056,525	2,611	(13,105)	1,046,031
Collateralized mortgage obligations:								
U.S. Government Agency	1,048,733	1,444	(48,347)	1,001,830	173,669	451	(4,330)	169,790
Government-sponsored enterprises	2,623,126	15	(322,236)	2,300,905	1,697,859	10,131	(34,193)	1,673,797
Private	792	—	(54)	738	932	57	—	989
Other debt securities:								
Single issuer trust preferred & corporate debt securities	64,393	—	(5,789)	58,604	65,519	5,834	(408)	70,945
Total held-to-maturity (3)	\$ 7,780,399	3,026	(765,225)	7,018,200	4,998,337	19,347	(72,907)	4,944,777

(1) Amount includes SBA interest-only strip securities of \$221.6 million and \$232.7 million and SBA pools of \$1.10 billion and \$653.2 million related to AFS securities as of December 31, 2022 and 2021, respectively, resulting from the Company's securitization of the U.S. Government guaranteed portion of SBA loans. The guaranteed portion of SBA loans is backed by the full faith and credit of the US government. Therefore, no credit risk is deemed to be associated with this portfolio.

(2) Fair value excludes ACL related to AFS securities of zero as of December 31, 2022 and December 31, 2021, which is included in Securities available-for-sale in the Consolidated Statements of Financial Condition.

(3) Excludes ACL related to HTM securities of \$25,000 and \$56,000 as of December 31, 2022 and 2021, respectively, which is included in Securities held-to-maturity in the Consolidated Statements of Financial Condition.

The credit loss standard prescribes a separate impairment model for debt securities classified as AFS (carried at fair value) compared to HTM securities (carried at amortized cost). As HTM securities are carried at amortized cost, they are subject to the current expected lifetime credit loss model.

## Available-for-Sale Securities

The following tables present information regarding AFS securities, categorized by type of security and length of time that individual securities have been in a continuous unrealized loss position at the dates indicated below.

<i>(in thousands)</i>	<i>Less than 12 months</i>		<i>12 months or longer</i>		<i>Total</i>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
<b>December 31, 2022</b>						
U.S. Treasury securities	\$ 145,647	(4,626)	—	—	145,647	(4,626)
Residential mortgage-backed securities:						
U.S. Government Agency	46,985	(2,219)	41,045	(6,595)	88,030	(8,814)
Government-sponsored enterprises	1,900,677	(150,531)	3,912,832	(688,120)	5,813,509	(838,651)
Collateralized mortgage obligations:						
U.S. Government Agency	543,139	(28,664)	623,844	(72,782)	1,166,983	(101,446)
Government-sponsored enterprises	2,272,907	(220,366)	4,767,164	(926,862)	7,040,071	(1,147,228)
Private	49,815	(3,214)	827,477	(156,916)	877,292	(160,130)
Securities of U.S. states and political subdivisions:						
Municipal Bond	78,297	(6,657)	168,980	(31,408)	247,277	(38,065)
Other debt securities:						
Commercial mortgage-backed securities	4,883	(215)	64,779	(10,127)	69,662	(10,342)
Single issuer trust preferred & corporate debt securities	557,554	(33,138)	674,818	(100,179)	1,232,372	(133,317)
Pooled trust preferred securities	2,900	(602)	7,004	(1,744)	9,904	(2,346)
Other	852,492	(9,519)	249,287	(27,263)	1,101,779	(36,782)
<b>Total AFS securities</b>	<b>\$ 6,455,296</b>	<b>(459,751)</b>	<b>11,337,230</b>	<b>(2,021,996)</b>	<b>17,792,526</b>	<b>(2,481,747)</b>

<i>(in thousands)</i>	<i>Less than 12 months</i>		<i>12 months or longer</i>		<i>Total</i>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
<b>December 31, 2021</b>						
U.S. Treasury securities	\$ 9,983	(15)	—	—	9,983	(15)
Residential mortgage-backed securities:						
U.S. Government Agency	18,907	(186)	35,922	(938)	54,829	(1,124)
Government-sponsored enterprises	3,862,438	(38,522)	380,204	(18,851)	4,242,642	(57,373)
Collateralized mortgage obligations:						
U.S. Government Agency	760,014	(9,605)	122,882	(5,907)	882,896	(15,512)
Government-sponsored enterprises	4,006,960	(76,295)	1,413,377	(93,396)	5,420,337	(169,691)
Private	931,471	(13,644)	119,462	(4,467)	1,050,933	(18,111)
Securities of U.S. states and political subdivisions:						
Municipal Bond - Taxable	65,916	(557)	697	(15)	66,613	(572)
Other debt securities:						
Commercial mortgage-backed securities	92,170	(1,750)	9,550	(94)	101,720	(1,844)
Single issuer trust preferred & corporate debt securities	549,694	(9,004)	108,765	(4,334)	658,459	(13,338)
Pooled trust preferred securities	—	—	8,706	(1,228)	8,706	(1,228)
Other	50,602	(486)	239,400	(14,096)	290,002	(14,582)
<b>Total AFS securities</b>	<b>\$ 10,348,155</b>	<b>(150,064)</b>	<b>2,438,965</b>	<b>(143,326)</b>	<b>12,787,120</b>	<b>(293,390)</b>



For AFS securities, the credit losses standard requires us to determine whether a decline in fair value below amortized cost is due to credit-related or noncredit-related factors, such as interest rate risk, prepayment risk or liquidity risk. Credit attributable losses are recognized as an allowance in the Consolidated Statements of Financial Condition with a corresponding adjustment to current earnings; while the non-credit related component is recognized in OCI net of applicable taxes. The total amount of impairment loss is limited to the difference between the security's amortized cost and fair value, i.e., the "fair value floor." Both the allowance and the adjustment to net income can be reversed if conditions change subsequently.

The total amount of AFS securities was \$18.59 billion as of December 31, 2022, among which, \$14.74 billion, or 79.3% were either U.S. Treasury or residential mortgage-backed securities ("RMBS") or CMO issued by either a U.S. Government agency or GSE. Historical events have shown the ability of the U.S. Government, as well as the GSEs, to honor their contractual obligations through financial crises. As a result, a zero reserve was applied since we do not believe the decline in fair value for these securities would be attributable to credit related factors. Therefore, changes in fair value for these securities for the period ended December 31, 2022 were recognized in OCI, net of taxes. We continue to evaluate this assumption on a quarterly basis when considering the potential for credit risk throughout the entire AFS portfolio.

The remaining \$3.85 billion of AFS securities includes primarily private CMO, trust preferred and corporate debt securities which are subject to credit risks. In evaluating whether a reserve for potential credit losses is required for these securities, we follow a three step impairment analysis.

The first step is to determine whether the security's fair value is less than its carrying amount. If it is, the second step is to determine whether we intend to sell the security or if it is MLTN we will be required to sell the security before it recovers its value. If either is true, the unrealized loss will be charged through earnings. Any existing allowance for credit losses is considered and written off first and the amortized cost basis is written down to the security's fair value with any incremental impairment reported in earnings.

If there is no intent to sell the security and it is MLTN that we will not be required to sell the security, the final step is to evaluate whether the unrealized loss is attributable to credit related factors. For private CMO and CMBS debt securities, this evaluation is performed at an individual security level to assess collectability considering the Voluntary Prepayment Rate, Constant Default Rate ("CDR"), and Severity ("SEV"). For Single Issuer Trust Preferred and Corporate Debt Securities, key financial information is reviewed for each borrower to consider their adequacy of capital, liquidity, and credit quality measurements as well as the industry dynamic. If it is determined that a portion of the unrealized loss is attributable to credit risk, that portion will be charged through earnings, with the establishment of an allowance for credit losses or a reserve change recorded through earnings to adjust the prior period allowance for credit loss estimate to the current period estimate.

The impairment analysis performed following the aforementioned three steps did not identify any credit risk driven unrealized losses as of December 31, 2022 and December 31, 2021. As of December 31, 2022 and December 31, 2021, there was no AFS security with an associated allowance for credit losses.

#### *Held-to-Maturity Securities*

Under the credit loss standard, all HTM securities are presumed to be exposed to credit losses immediately upon origination/acquisition and in the subsequent periods through their expected life. At the date of acquisition, the HTM security is reviewed to determine whether it has experienced a more-than-insignificant deterioration in credit quality since its original issuance date. If yes, the security will be accounted as a PCD with a balance sheet gross-up in both investments and allowance for credit losses on the date of purchase. No HTM securities were identified as a PCD as of December 31, 2022 and December 31, 2021.

We held \$7.78 billion of HTM securities as of December 31, 2022, among which, \$7.72 billion, or 99.2% were issued by the U.S. Government or guaranteed by a GSE. Given the explicit and implicit U.S. Government backing, a zero credit loss assumption is applied to all U.S. government and agency HTM securities. For the remaining \$65.2 million non-agency HTM securities that have a risk of loss, a lifetime loss method is used to estimate the ACL based on the respective credit rating of each security at the reporting date. This approach includes applying a lifetime default rate to the carrying amount of the related security based on its respective risk rating and assuming 100% LGD. Specifically, the default rate used for calculating the estimated credit losses for non-agency HTM securities was a third-party historical annual corporate default rate study by letter rating.

The following table represents the amortized cost and associated risk rating of non-agency HTM securities as of December 31, 2022 by year of origination:

<i>(in thousands)</i>	2021	2015 and Prior	Total Amortized Cost
A or Above	\$ 20,000	\$ 25,401	\$ 45,401
BBB	8,000	10,992	18,992
Below BBB	—	792	792
Total (1)	\$ 28,000	\$ 37,185	\$ 65,185

(1) No HTM debt securities with credit risk exposure with a year of origination of 2016 thru 2020 and 2022.

An ACL is recorded to reflect the expected lifetime credit loss on these non-agency HTM securities. Subsequent favorable or adverse changes in expected cash flows are assessed at each reporting period to adjust the allowance for credit losses. If the change in expected cash flows has reduced the allowance to a level below zero, the accretable yield is adjusted on a prospective basis.

For the years ended December 31, 2022, 2021, and 2020, the Bank recorded an ACL reserve release of \$31,000, a reserve build of \$5,000, and a reserve release of \$5,000, respectively, through net income. In addition, the Company did not recognize any charge-offs or recoveries during the years ended December 31, 2022, 2021, and 2020. Further, there were no HTM debt securities past-due against their contractual payment obligations or placed on non-accrual as of December 31, 2022, 2021, and 2020. As a result, the ending balance of the ACL reserve for HTM securities at December 31, 2022, 2021, and 2020 was \$25,000, \$56,000, and \$51,000, respectively.

#### *Nonaccrual & Charge-off*

A debt security, either AFS or HTM, is designated as nonaccrual if the payment of interest is past due and unpaid for 30 days or more. Once a security is placed on nonaccrual, accrued interest receivable is reversed and further interest income recognition is ceased. The security will not be restored to accrual status until the security has been current on interest payments for a sustained period, i.e., a consecutive period of six months or two quarters; and the Bank expects repayment of the remaining contractual principal and interest. However, if the security continues to be in deferral status, or the Bank does not expect to collect the remaining interest payments and the contractual principal, charge-off is to be assessed. Upon charge-off, the allowance is written off and the loss represents a permanent write-down of the cost basis of the security.

As of December 31, 2022, no AFS or HTM securities were on non-accrual status. As of December 31, 2021 one AFS security totaling \$700,000 was on nonaccrual status. For the years ended December 31, 2022, 2021, and 2020, there were no charge-offs or recoveries related to AFS and HTM securities.

The table below presents the roll-forward of the allowance for credit losses on AFS securities and HTM securities for the periods indicated below:

<i>(in thousands)</i>	AFS	HTM
<b>Year ended December 31, 2022</b>		
Balance at December 31, 2021	\$ —	56
Release of credit losses	—	(31)
Charge-offs	—	—
Recoveries	—	—
Balance at December 31, 2022	\$ —	25
<b>Year ended December 31, 2021</b>		
Balance at December 31, 2020	\$ 4	51
(Release of) provision for credit losses	(4)	5
Charge-offs	—	—
Recoveries	—	—
Balance at December 31, 2021	\$ —	56

Gross realized gains on sales of AFS securities were \$326,000, zero, and \$3.61 million, respectively, for the years ended December 31, 2022, 2021 and 2020. Gross realized losses on sales of AFS securities were \$1.23 million for the year ended December 31, 2022 and zero for the years ended December 31, 2021 and 2020, respectively.

The contractual maturities of investments in AFS and HTM debt securities are summarized in the following table. Expected maturities will differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

<i>(in thousands)</i>	<i>December 31, 2022</i>	
	<b>Amortized Cost</b>	<b>Fair Value</b>
<b>AVAILABLE-FOR-SALE (1)</b>		
Due in one year or less	\$ 54,358	53,053
Due after one year through five years	1,003,873	941,962
Due after five years through ten years	1,739,401	1,588,940
Due after ten years	18,273,734	16,010,101
Total available-for-sale debt securities	\$ 21,071,366	18,594,056
<b>HELD-TO-MATURITY (2)</b>		
Due in one year or less	\$ 207,508	199,553
Due after one year through five years	2,030,819	1,867,264
Due after five years through ten years	770,344	677,012
Due after ten years	4,771,728	4,274,371
Total held-to-maturity debt securities	\$ 7,780,399	7,018,200

(1) Fair value excludes ACL related to AFS securities of zero as of December 31, 2022

(2) Amortized cost amount excludes ACL related to HTM securities of \$25,000 as of December 31, 2022.

We use securities as collateral for debtor-in-possession deposit accounts in excess of FDIC insurance limits, clients' treasury tax and loan deposits, public deposits, securities sold under agreements to repurchase and borrowings from the FHLB. In addition, while we had no borrowings from the FRB at December 31, 2022 and December 31, 2022, we could use securities as collateral to borrow from the FRB. As of December 31, 2022, the FHLB and FRB held custody of \$18.45 billion and \$1.83 billion of securities, respectively. A portion of the \$18.45 billion held with the FHLB was used to collateralize outstanding advances and repurchase agreements. There were no securities used to collateralize advances with the FRB at December 31, 2022. As of December 31, 2021, the FHLB and FRB held custody of \$10.38 billion and \$1.76 billion of securities, respectively. A portion of the \$10.38 billion held with the FHLB was used to collateralize outstanding borrowings. There were no securities used to collateralize advances with the FRB at December 31, 2021.

## **(5) Federal Home Loan Bank Stock**

As a member of the FHLB, Signature Bank is required to maintain a specified minimum investment in the FHLB's Class B capital stock. The minimum stock investment requirement is the sum of the membership stock purchase requirement, determined on an annual basis at the end of each calendar year, and the activity-based stock purchase requirement, determined on a daily basis.

At December 31, 2022 and 2021, Signature Bank was in compliance with the FHLB's minimum investment requirement with stock investments of \$560.3 million and \$166.7 million, respectively, carried at cost on the Consolidated Statements of Financial Condition.

FHLB stock is evaluated for impairment at least annually, or more frequently when events or conditions indicate that we will not recover the par value of the stock. In performing the impairment analysis, we evaluate, among other things, (i) the FHLB's earnings performance, including the significance of any decline in net assets of the FHLB as compared to the regulatory capital amount of the FHLB, (ii) the commitment by the FHLB to make dividend payments, and (iii) the liquidity position of the FHLB. We do not consider this security to be impaired at December 31, 2022.

## **(6) Loans Held for Sale**

Loans held for sale at December 31, 2022 and 2021 were \$586.5 million and \$386.8 million, respectively. Gains on sales associated with the securitization of pooled loans and sale of mortgage loans for the years ended December 31, 2022, 2021 and 2020 amounted to \$6.9 million, \$12.4 million and \$8.8 million, respectively.

We are an active participant in the SBA loan and SBA pool secondary market by purchasing, securitizing, and selling the guaranteed portions of SBA loans. Most SBA loans have adjustable rates and float at a spread over prime and reset monthly or quarterly. The guaranteed portions of SBA loans are backed by the full faith and credit of the U.S. Government and therefore carry a 0% risk weight for regulatory capital purposes.

We generally warehouse loans for up to 180 days until there are sufficient loans with similar characteristics to securitize a pool. We may strip excess servicing from loans with different coupons to create a pool at a common rate. This process results in the creation of two assets: a par pool, which is sold to accredited investors, and an interest-only strip, which we retain as an available-for-sale security. In certain transactions, the Bank may also decide to hold a portion of the pooled security in our available-for-sale portfolio. The interest-only strip represents the portion of the coupon stripped from a loan.

## (7) Loans and Leases, Net

The following table summarizes our loan portfolio as of the dates indicated:

<i>(in thousands)</i>	December 31, 2022	December 31, 2021
<b>Mortgage loans:</b>		
Multi-family residential property	\$ 19,511,293	16,113,590
Commercial property	11,967,703	10,682,276
Acquisition, development and construction loans	1,646,659	1,514,011
1-4 family residential property	389,886	450,782
Home equity lines of credit	55,203	69,156
Total mortgage loans	33,570,744	28,829,815
<b>Commercial &amp; Industrial loans:</b>		
Fund banking	27,732,316	26,300,495
Specialty finance	6,718,199	5,276,337
Other commercial and industrial	6,184,531	3,689,486
PPP loans	129,700	835,743
Consumer	7,634	7,509
Total other loans	40,772,380	36,109,570
Net deferred fees and costs and other unearned income	(50,720)	(76,587)
ACLLL	(489,862)	(474,389)
Net loans	\$ 73,802,542	64,388,409

As of December 31, 2022 and 2021, commercial and industrial loans include overdrafts of commercial deposit accounts totaling \$52.5 million and \$37.4 million, respectively, and other consumer loans include overdrafts of personal deposit accounts totaling \$4.0 million in each respective period.

In order to manage credit quality, we view the Bank's loan portfolio by various segments and classes of loans. For commercial loans, we assign individual credit ratings ranging from 1 (lowest risk) to 9 (highest risk) as an indicator of credit quality ("credit-rated commercial loans"). These ratings are based on specific risk factors including (i) historical and projected financial results of the borrower, (ii) market conditions of the borrower's industry that may affect the borrower's future financial performance, (iii) business experience of the borrower's management, (iv) nature of the underlying collateral, if any, including the ability of the collateral to generate sources of repayment, and (v) history of the borrower's payment performance. These specific risk factors are then utilized as inputs in certain of our credit models to determine the associated allowance for credit loss. Non-rated loans generally include commercial loans with outstanding principal balances below \$100,000, overdrafts, residential mortgages, and consumer loans.

The following table summarizes our CRE loan portfolio by risk rating and year of origination as of December 31, 2022:

	2022	2021	2020	2019	2018 & Prior	Revolving Loans	Revolving Loans Converted to Term	Total
<i>(in thousands)</i>								
<b>December 31, 2022</b>								
Commercial loans secured by real estate:								
Multi-family residential property								
Pass (Rating 1-6)	\$ 6,885,441	4,420,327	3,310,306	1,084,093	2,832,317	55,622	—	18,588,106
Special Mention (Rating 7)	70,350	56,089	133,024	1,136	62,599	—	—	323,198
Substandard (Rating 8)	113,400	179,275	217,902	1,853	87,559	—	—	599,989
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total multi-family residential property	\$ 7,069,191	4,655,691	3,661,232	1,087,082	2,982,475	55,622	—	19,511,293
Commercial property								
Pass (Rating 1-6)	\$ 3,762,392	2,445,727	1,629,464	734,218	2,134,669	8,877	—	10,715,347
Special Mention (Rating 7)	33,071	59,066	26,977	21,620	16,987	—	—	157,721
Substandard (Rating 8)	167,875	531,494	248,755	61,890	84,621	—	—	1,094,635
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total commercial property	\$ 3,963,338	3,036,287	1,905,196	817,728	2,236,277	8,877	—	11,967,703
1-4 family residential property								
Pass (Rating 1-6)	\$ 80,560	49,360	55,691	45,827	97,960	6,152	—	335,550
Special Mention (Rating 7)	—	—	7,510	—	—	—	—	7,510
Substandard (Rating 8)	—	—	5,406	—	—	—	—	5,406
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total 1-4 family residential property	\$ 80,560	49,360	68,607	45,827	97,960	6,152	—	348,466
Acquisition, development and construction								
Pass (Rating 1-6)	\$ 726,488	316,457	246,828	87,218	22,874	153,380	—	1,553,245
Special Mention (Rating 7)	7,867	11,875	26,500	—	1,868	—	—	48,110
Substandard (Rating 8)	19,345	17,609	8,350	—	—	—	—	45,304
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total acquisition, development and construction	\$ 753,700	345,941	281,678	87,218	24,742	153,380	—	1,646,659
Total commercial loans secured by real estate	\$ 11,866,789	8,087,279	5,916,713	2,037,855	5,341,454	224,031	—	33,474,121
Commercial loans secured by real estate:								
Current period gross charge-offs (1)	\$ —	(5,575)	—	—	(4,501)	—	—	(10,076)
Current period recoveries (1)	—	—	—	—	—	—	—	—
Current period net charge-offs (1)	\$ —	(5,575)	—	—	(4,501)	—	—	(10,076)

(1) Excludes amounts related to loans that had a zero outstanding balance as of December 31, 2022.

The following table summarizes our C&I loan portfolio by risk rating and year of origination as of December 31, 2022:

	2022	2021	2020	2019	2018 & Prior	Revolving Loans	Revolving Loans Converted to Term	Total
<i>(in thousands)</i>								
<b>December 31, 2022</b>								
Commercial and industrial loans:								
Specialty finance								
Pass (Rating 1-6)	\$3,051,372	1,442,182	969,016	608,074	562,144	—	—	6,632,788
Special Mention (Rating 7)	3,412	1,871	2,332	6,951	15,875	—	—	30,441
Substandard (Rating 8)	2,461	4,394	3,262	19,088	25,765	—	—	54,970
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total specialty finance	\$3,057,245	1,448,447	974,610	634,113	603,784	—	—	6,718,199
Fund banking								
Pass (Rating 1-6)	\$ —	—	—	—	—	27,732,312	—	27,732,312
Special Mention (Rating 7)	—	—	—	—	—	—	—	—
Substandard (Rating 8)	—	—	—	—	—	—	—	—
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Non-rated	4	—	—	—	—	—	—	4
Total fund banking	\$ 4	—	—	—	—	27,732,312	—	27,732,316
Other commercial and industrial:								
Pass (Rating 1-6)	\$1,615,841	457,457	243,247	134,895	491,989	3,052,104	4,451	5,999,984
Special Mention (Rating 7)	1,667	—	7,030	—	15,334	52,292	—	76,323
Substandard (Rating 8)	20,611	2,595	3,063	4,058	813	21,630	—	52,770
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Non-rated	52,986	479	955	83	196	755	—	55,454
Total other commercial and industrial	\$1,691,105	460,531	254,295	139,036	508,332	3,126,781	4,451	6,184,531
Paycheck Protection Program (1)								
Pass (Rating 1)	\$ —	83,368	46,332	—	—	—	—	129,700
Special Mention (Rating 7)	—	—	—	—	—	—	—	—
Substandard (Rating 8)	—	—	—	—	—	—	—	—
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Non-rated	—	—	—	—	—	—	—	—
Total Paycheck Protection Program	\$ —	83,368	46,332	—	—	—	—	129,700
Total commercial and industrial loans	\$4,748,354	1,992,346	1,275,237	773,149	1,112,116	30,859,093	4,451	40,764,746
Commercial and industrial loans:								
Current period gross charge-offs (2)	\$ (47)	(187)	—	—	—	—	—	(234)
Current period recoveries (2)	18	—	—	—	—	—	—	18
Current period net charge-offs (2)	\$ (29)	(187)	—	—	—	—	—	(216)

(1) All PPP loans are rated 1 and there is no allowance associated with them as a result of the associated U.S. Government guarantee.

(2) Excludes amounts related to loans or leases that had a zero outstanding balance as of December 31, 2022.

The following table summarizes our CRE loan portfolio by risk rating and year of origination as of December 31, 2021:

<i>(in thousands)</i>	2021	2020	2019	2018	2017 & Prior	Revolving Loans	Revolving Loans Converted to Term	Total
<b>December 31, 2021</b>								
Commercial loans secured by real estate:								
Multi-family residential property								
Pass (Rating 1-6)	\$4,340,321	4,027,501	1,435,758	1,545,913	2,828,768	55,581	—	14,233,842
Special Mention (Rating 7)	417,157	697,718	27,121	96,960	183,840	—	—	1,422,796
Substandard (Rating 8)	226,327	127,963	57,002	—	45,660	—	—	456,952
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total multi-family residential property	\$4,983,805	4,853,182	1,519,881	1,642,873	3,058,268	55,581	—	16,113,590
Commercial property								
Pass (Rating 1-6)	\$2,507,729	1,942,716	918,711	1,123,202	2,445,067	9,573	—	8,946,998
Special Mention (Rating 7)	313,317	293,925	85,020	24,485	88,268	—	—	805,015
Substandard (Rating 8)	486,710	304,932	56,361	39,038	43,222	—	—	930,263
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total commercial property	\$3,307,756	2,541,573	1,060,092	1,186,725	2,576,557	9,573	—	10,682,276
1-4 family residential property								
Pass (Rating 1-6)	\$ 61,096	69,565	41,907	44,550	146,739	8,799	—	372,656
Special Mention (Rating 7)	10,236	8,102	—	—	3,507	—	—	21,845
Substandard (Rating 8)	—	—	—	—	—	—	—	—
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total 1-4 family residential property	\$ 71,332	77,667	41,907	44,550	150,246	8,799	—	394,501
Acquisition, development and construction								
Pass (Rating 1-6)	\$ 733,880	326,202	109,202	29,081	64,825	140,978	—	1,404,168
Special Mention (Rating 7)	54,711	25,526	—	—	2,064	—	—	82,301
Substandard (Rating 8)	19,207	4,119	—	—	4,216	—	—	27,542
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total acquisition, development and construction	\$ 807,798	355,847	109,202	29,081	71,105	140,978	—	1,514,011
Total commercial loans secured by real estate	\$9,170,691	7,828,269	2,731,082	2,903,229	5,856,176	214,931	—	28,704,378
Commercial loans secured by real estate:								
Current period gross charge-offs (1)	\$ —	(24,430)	—	—	—	—	—	(24,430)
Current period recoveries (1)	—	—	—	—	—	—	—	—
Current period net charge-offs (1)	\$ —	(24,430)	—	—	—	—	—	(24,430)

(1) Excludes amounts related to loans that had a zero outstanding balance as of December 31, 2021.



The following table summarizes our C&I loan portfolio by risk rating and year of origination as of December 31, 2021:

	2021	2020	2019	2018	2017 & Prior	Revolving Loans	Revolving Loans Converted to Term	Total
<i>(in thousands)</i>								
<b>December 31, 2021</b>								
Commercial and industrial loans:								
Specialty finance								
Pass (Rating 1-6)	\$1,939,413	1,313,636	931,541	454,434	467,102	—	—	5,106,126
Special Mention (Rating 7)	329	5,142	6,988	6,175	5,021	—	—	23,655
Substandard (Rating 8)	5,604	23,444	52,228	25,159	40,121	—	—	146,556
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total specialty finance	\$1,945,346	1,342,222	990,757	485,768	512,244	—	—	5,276,337
Fund banking								
Pass (Rating 1-6)	\$ 109,158	—	—	—	—	26,191,337	—	26,300,495
Special Mention (Rating 7)	—	—	—	—	—	—	—	—
Substandard (Rating 8)	—	—	—	—	—	—	—	—
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total fund banking	\$ 109,158	—	—	—	—	26,191,337	—	26,300,495
Taxi medallion								
Pass (Rating 1-6)	\$ —	—	—	—	—	—	—	—
Special Mention (Rating 7)	—	—	—	—	—	—	—	—
Substandard (Rating 8)	—	—	—	—	—	—	—	—
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total taxi medallion	\$ —	—	—	—	—	—	—	—
Other commercial and industrial:								
Pass (Rating 1-6)	\$ 724,559	371,170	184,072	262,911	474,296	1,499,062	3,873	3,519,943
Special Mention (Rating 7)	18,558	10,623	6,000	5,684	15,558	5,495	—	61,918
Substandard (Rating 8)	1,518	12,239	8,002	64	17,723	26,470	—	66,016
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Non-rated	38,255	1,472	336	221	125	1,200	—	41,609
Total other commercial and industrial	\$ 782,890	395,504	198,410	268,880	507,702	1,532,227	3,873	3,689,486
Paycheck Protection Program (1)								
Pass (Rating 1)	\$ 587,166	248,577	—	—	—	—	—	835,743
Special Mention (Rating 7)	—	—	—	—	—	—	—	—
Substandard (Rating 8)	—	—	—	—	—	—	—	—
Doubtful (Rating 9)	—	—	—	—	—	—	—	—
Total Paycheck Protection Program	\$ 587,166	248,577	—	—	—	—	—	835,743
Total commercial and industrial loans	\$3,424,560	1,986,303	1,189,167	754,648	1,019,946	27,723,564	3,873	36,102,061
Commercial and industrial loans:								
Current period gross charge-offs (2)	\$ (300)	(14)	(1,198)	(240)	—	—	—	(1,752)
Current period recoveries (2)	—	—	—	—	—	—	—	—
Current period net charge-offs (2)	\$ (300)	(14)	(1,198)	(240)	—	—	—	(1,752)

(1) All PPP loans are rated 1 and there is no allowance associated with them as a result of the associated U.S. Government guarantee.

(2) Excludes amounts related to loans or leases that had a zero outstanding balance as of December 31, 2021.

For consumer loans, including residential mortgages and home equity lines of credit, we consider the borrower's payment history and current payment performance as leading indicators of credit quality. Effective January 2016, we no longer originate personal residential mortgages and home equity lines of credit, though we continue to service the existing portfolios. A consumer loan is considered nonperforming generally when it becomes 90 days delinquent based on contractual terms, at which time the accrual of interest income is discontinued. In the case of residential mortgages and home equity lines of credit, exceptions may be made if the loan has sufficient collateral value, based on a current appraisal, and is in process of collection.

The following table summarizes the delinquency and accrual status of our loan portfolio, excluding loans held for sale, as of the dates indicated:

<i>(in thousands)</i>	Past Due 30-89 Days (1)	Past Due 90+ Days (1)	Total Past Due (1)	Current	Total Loans	Loans Past Due 90+ Days & Accruing	Non- accruing Loans
<b>December 31, 2022</b>							
Commercial loans							
Loans secured by real estate:							
Multi-family residential property	\$ 46,268	36,260	82,528	19,428,765	19,511,293	11,810	48,041
Commercial property	8,712	41,752	50,464	11,917,239	11,967,703	1,943	120,893
1-4 family residential property	—	665	665	347,801	348,466	665	—
Acquisition, development and construction loans	1,305	9,800	11,105	1,635,554	1,646,659	9,800	—
Commercial and industrial loans:							
Specialty finance	15,350	1,445	16,795	6,701,404	6,718,199	—	3,577
Fund banking	16,233	26,178	42,411	27,689,905	27,732,316	26,177	—
Commercial and industrial	13,615	7,041	20,656	6,293,575	6,314,231	2,008	7,528
Consumer loans							
Residential mortgages	215	1,951	2,166	39,254	41,420	—	2,820
Home equity lines of credit	809	1,102	1,911	53,292	55,203	—	1,102
Consumer loans	776	—	776	6,858	7,634	—	—
<b>Total</b>	<b>\$ 103,283</b>	<b>126,194</b>	<b>229,477</b>	<b>74,113,647</b>	<b>74,343,124</b>	<b>52,403</b>	<b>183,961</b>
<b>December 31, 2021</b>							
Commercial loans							
Loans secured by real estate:							
Multi-family residential property	\$ 8,865	30,151	39,016	16,074,574	16,113,590	105	30,046
Commercial property	26,217	15,272	41,489	10,640,787	10,682,276	—	160,017
1-4 family residential property	—	—	—	394,501	394,501	—	—
Acquisition, development and construction loans	20,280	2,300	22,580	1,491,431	1,514,011	2,300	—
Commercial and industrial loans:							
Specialty finance	5,730	3,836	9,566	5,266,771	5,276,337	—	14,721
Fund banking	30,386	—	30,386	26,270,109	26,300,495	—	—
Commercial and industrial	8,264	5,490	13,754	4,511,475	4,525,229	673	6,590
Consumer Loans							
Residential mortgages	1,565	66	1,631	54,650	56,281	—	3,347
Home equity lines of credit	—	—	—	69,156	69,156	—	3,574
Consumer loans	841	—	841	6,668	7,509	—	—
<b>Total</b>	<b>\$ 102,148</b>	<b>57,115</b>	<b>159,263</b>	<b>64,780,122</b>	<b>64,939,385</b>	<b>3,078</b>	<b>218,295</b>

(1) Includes nonaccrual loans. As of December 31, 2022, excluding nonaccrual loans, our 30-89 day past due loans totaled \$96.4 million and loans past due 90 days or more, including government-guaranteed SBA loans, totaled \$54.7 million.

Nonaccrual loans at December 31, 2022 and 2021 totaled \$184.0 million and \$218.3 million, respectively. The decrease in nonaccrual loans was primarily attributable to the charge-off of three retail commercial property loans totaling \$50.7 million, and the sale of three multi-family loans totaling \$30.0 million. The decrease was also attributable to certain commercial property and Specialty Finance loans returning to accrual status totaling \$15.8 million and \$9.2 million, respectively. The decrease in nonaccrual loans was partially offset by the addition of six multi-family loans totaling \$48.0 million, five commercial property loans totaling \$32.9 million, and 22 commercial and industrial loans totaling \$5.9 million.

There were no commitments at December 31, 2022 and 2021 to lend additional funds on nonaccrual loans, except for a \$5.9 million letter of credit that was issued in 2018 to a borrower that has a loan newly designated as nonaccrual during the fourth quarter of 2022. For further discussion, see Allowance for Credit Losses footnote to our Consolidated Financial Statements.

As of December 31, 2022, our 30-89 day past due and accruing loans decreased by \$1.1 million, or 1.15% to \$96.4 million, when compared to December 31, 2021.

As of December 31, 2022, loans past due 90 days or more and still accruing totaled \$54.7 million, including five commercial and industrial loans totaling \$26.2 million that are past due 90 days or more and still accruing as a result of operational delays related to agent banks of fund banking participations and three commercial real estate loans totaling \$21.2 million that were in-process of extension. As of December 31, 2022, loans past due 90 days or more and still accruing also included \$2.3 million of government-guaranteed SBA loans and two acquisition, development and construction loans totaling \$2.3 million and one commercial and industrial loan totaling \$2.0 million that were well secured and in process of collection. As of December 31, 2021, loans past due 90 days or more and accruing primarily included \$3.4 million of government-guaranteed SBA loans and three commercial and industrial loans totaling \$1.1 million that were well secured and in process collection.

As of December 31, 2022 and December 31, 2021, the Bank held residential consumer mortgage loans in the process of foreclosure of \$2.2 million and \$4.5 million, respectively. The COVID-19 foreclosure suspension was lifted on January 15, 2022 and we resumed our outstanding foreclosure processes beginning the first quarter of 2022. The Bank did not hold any foreclosed residential real estate at December 31, 2022 or December 31, 2021.

As of December 31, 2022, other repossessed assets consisted of one equipment asset totaling \$170,000. As of December 31, 2021, other repossessed assets principally consisted of taxi medallions totaling \$5.7 million.

As of December 31, 2022 and 2021, the FHLB held \$10.21 billion and \$8.13 billion, respectively, of commercial real estate loans. A portion of these loans were blanket assignment to secure borrowings from the FHLB. As of December 31, 2022 and 2021, the FRB held \$9.16 billion and \$6.36 billion, respectively, of commercial real estate loans. None of these loans were used to collateralize borrowings.

Commercial loans (including commercial and industrial loans and loans to commercial borrowers that are secured by real estate) constitute a substantial portion of our loan portfolio. Substantially all of the real estate collateral for the loans in our portfolio is located within the New York metropolitan area. As a result, our financial condition and results of operations may be affected by changes in the economy and the real estate market of the New York metropolitan area. A prolonged period of economic recession or other adverse economic conditions in the New York metropolitan area may result in an increase in nonpayment of loans, a decrease in collateral value, and an increase in our ACLLL.

## (8) Allowance for Credit Losses

The table below presents a breakdown of our ACL by financial instrument type as of the dates indicated:

<i>(in thousands)</i>	<b>December 31, 2022</b>	<b>December 31, 2021</b>
ACL related to loans and leases	\$ 489,862	474,389
ACL related to unfunded commitments	7,450	8,014
ACL related to accrued interest receivable (1)	16	2,558
ACL related to HTM debt securities (2)	25	56
<b>Total ACL</b>	<b>\$ 497,353</b>	<b>485,017</b>

(1) Included in Accrued interest and dividends receivable in the consolidated statements of financial condition. See below for further discussion.

(2) Amount represents ACL related to investment securities. See Securities footnote for further discussion.

The table below presents a summary by loan portfolio segment of our ACLLL, loan loss experience, and provision for credit losses for loans and leases for the periods indicated:

(in thousands)	Credit-rated loans			Non-rated loans			Total
	Commercial Real Estate	1-4 Family Residential Property	Commercial & Industrial	Commercial	Residential Mortgages	Consumer	
<b>For the year ended December 31, 2022</b>							
Beginning balance - ACLLL	\$ 369,763	6,300	90,002	3,932	3,595	797	474,389
Provision (Release)	10,695	(439)	68,591	1,261	1,190	46	81,344
Charge-offs	(62,379)	(303)	(8,030)	(236)	(1,926)	(91)	(72,965)
Recoveries	2,884	—	3,830	210	124	46	7,094
Ending balance - ACLLL	\$ 320,963	5,558	154,393	5,167	2,983	798	489,862
<b>For the year ended December 31, 2021</b>							
Beginning balance - ACLLL	\$ 407,956	13,137	77,186	4,785	4,557	678	508,299
Provision (Release)	32,708	(5,976)	24,970	(592)	(963)	116	50,263
Charge-offs	(71,748)	(861)	(19,224)	(477)	(28)	(48)	(92,386)
Recoveries	847	—	7,070	216	29	51	8,213
Ending balance - ACLLL	\$ 369,763	6,300	90,002	3,932	3,595	797	474,389
<b>For the year ended December 31, 2020</b>							
Beginning balance - ACLLL	\$ 162,710	2,039	79,697	2,167	3,128	248	249,989
CECL adoption (1)	32,778	4,334	725	484	2,728	134	41,183
Beginning balance - ACLLL	\$ 195,488	\$ 6,373	\$ 80,422	\$ 2,651	\$ 5,856	\$ 382	\$291,172
Provision (Release)	225,117	6,764	11,247	2,910	(1,277)	553	245,314
Charge-offs	(12,649)	—	(17,504)	(1,232)	(39)	(298)	(31,722)
Recoveries	—	—	3,021	456	17	41	3,535
Ending balance - ACLLL	\$ 407,956	13,137	77,186	4,785	4,557	678	508,299

(1) Amount represents a cumulative effect adjustment recorded on January 1, 2020 as a result of the adoption of ASU 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*.

For the year ended December 31, 2022, the ACLLL increased \$15.5 million or 3.3% which was predominantly due to the deterioration in the macroeconomic forecast. The macroeconomic forecast has turned increasingly recessionary in 2022 with increases in unemployment, higher interest rates/inflation in the near term, decreases in GDP growth, and wider credit spread forecasts. The increase in ACLLL was partially offset by the release of specific reserves covering charge-offs related to certain retail commercial property loans totaling \$49.3 million. The increase is further offset by the continued recovery and improving forecast and underlying property metrics in the NYC multi-family sector.

Our current forecast as of December 31, 2022 exhibits a more pessimistic outlook for unemployment and GDP growth for the reasonable and supportable period, as compared to the third quarter of 2022. Unemployment is forecasted at approximately 6.0% through 2024 and GDP is projected under 1% throughout 2023 and approximately 1.9% for 2024. The slower GDP forecast, including negative growth in 2023, is largely attributable to inflation pressure, the accelerated rising interest rate environment, the potential impact of the Russian and Ukraine conflict, as well as concerns of a potential recession. These factors also led to the forecasted widening of credit spreads, which impact reserves associated within our commercial and industrial portfolio (excluding fund banking). The forecast also incorporates additional anticipated interest rate hikes by the Federal Reserve in the first two quarters of 2023. The multi-family price index forecast includes the expectation for continued recovery and positive performance in 2023. Whereas, the commercial property price index forecast indicates pressure in the asset class will continue through 2025 before recovery begins. Any changes in the forecast for the multifamily and commercial property price index, interest rates, unemployment, GDP, credit spreads, the Russian and Ukraine conflict or any changes in our borrowers' debt service coverage ratios, could have a significant impact on our provision levels in the future.

The following table presents our ACLLL and outstanding balances by loan portfolio segment:

(in thousands)	Credit-rated loans			Non-rated loans			Total
	Commercial Real Estate	1-4 Family Residential Property	Commercial & Industrial	Commercial	Residential Mortgages (1)	Consumer	
<b>As of December 31, 2022</b>							
Individually evaluated for impairment (2)	\$ 18,993	—	9,128	—	840	—	28,961
Collectively evaluated for impairment	301,970	5,558	145,265	5,167	2,143	798	460,901
Recorded investments in loans:							
Individually evaluated for impairment (2)	487,400	—	51,575	—	3,922	—	542,897
Collectively evaluated for impairment	\$32,638,255	348,466	40,657,718	55,454	92,700	7,634	73,800,227
<b>As of December 31, 2021</b>							
Individually evaluated for impairment (2)	\$ 55,703	—	11,763	5	1,741	—	69,212
Collectively evaluated for impairment	314,060	6,300	78,239	3,927	1,854	797	405,177
Recorded investments in loans:							
Individually evaluated for impairment (2)	480,372	—	54,410	27	6,921	—	541,730
Collectively evaluated for impairment	\$27,829,504	394,501	36,006,043	41,581	118,517	7,509	64,397,655

(1) Includes home equity lines of credit.

(2) Includes reasonably expected TDRs, if any.

A loan is individually evaluated for impairment if it does not share similar risk characteristics with other loans that also have an asset specific risk exposure. This includes modified or reasonably expected to be modified in a TDR, collateral-dependent loans, as well as, risk-rated loans that have been placed on nonaccrual status. In determining whether a loan is individually assessed for impairment, we review the payment performance and we consider a loan to be impaired once it is placed on nonaccrual status. A loan may also be individually evaluated for impairment if it is past due and is not well-secured and in the process of collection. In years subsequent to the TDR designation, we do not consider the restructured loan for individual assessment if it was restructured at a market rate and continues to perform in accordance with the modified terms for a sustained period. Other TDRs, however, are reported as such for as long as the loan remains outstanding.

To encourage institutions to work with impacted borrowers during the COVID-19 pandemic, the Coronavirus Aid, Relief, and Economic Security ("CARES") Act provided relief from TDR accounting in 2020 and 2021. The reliefs included that loans modified as a result of COVID-19 that were current as of December 31, 2019 were exempt from TDR classification under US GAAP. Additionally, banking regulatory agencies issued interagency guidance that COVID-19 related short-term modifications (i.e., six months or less) granted to borrowers that were current as of the loan modification program implementation date were not TDRs. For past due status, the CARES Act also provided relief for lenders to continue to report loans in the same delinquency status they were in at the time of modification. The aforementioned reliefs provided under the CARES Act guidance and banking regulatory agencies were applied from March 1, 2020 through December 31, 2021 when they expired on January 1, 2022.

From early 2020 through December 31, 2021, we received payment relief requests and provided certain borrowers with full payment deferral, whereas others who were initially provided a three to six month deferral either returned to pay in full, or exited the full payment deferral period and entered into a modified interest-only payment structure.

As of December 31, 2022, the Bank had no outstanding non-payment deferrals, compared with non-payment deferrals of \$8.3 million, or 0.01% of total loans, at December 31, 2021. Additionally, as of December 31, 2022, \$393.2 million, or 0.53% of total loans, is comprised of modified principal and interest payments, predominantly interest-only structures. This compares to the modified principal and interest payments of \$1.88 billion, or 2.9% of total loans at December 31, 2021.

Generally, we elect not to measure an ACL on AIR because we write-off (or reverse) the uncollectible accrued interest receivable balance in a timely manner when the related loan is placed on nonaccrual status. However, due to the uncertainty of the impact of the pandemic on certain borrowers, we reserved \$16,000 primarily on remaining outstanding COVID-19 deferred AIR of \$3.8 million as of December 31, 2022 and \$2.6 million on outstanding COVID-19 deferred AIR of \$77.1 million as of December 31, 2021.

The following table summarizes the recorded investment, unpaid principal balance, and related allowance for our nonaccrual loans as of the dates indicated:

<i>(in thousands)</i>	December 31, 2022				December 31, 2021			
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Carrying Value	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Carrying Value
<b>With no related allowance recorded:</b>								
Commercial loans secured by real estate:								
Commercial property	\$ 201,477	103,062	—	86,798	99,510	72,191	—	53,846
Multi-family residential property	42,519	29,855	—	13,542	36,735	30,046	—	13,189
Commercial and industrial loans	—	—	—	—	13,983	7,361	—	8,328
<b>With an allowance recorded:</b>								
Commercial loans secured by real estate:								
Commercial property	30,362	17,832	2,223	44,199	123,728	87,826	43,112	64,097
Multi-family residential property	18,185	18,185	8,388	13,038	—	—	—	—
Commercial and industrial loans	11,408	11,105	2,221	13,198	14,482	13,950	4,436	16,670
Residential mortgages	2,877	2,820	564	2,755	3,665	3,347	669	2,757
Home equity lines of credit	1,102	1,102	276	2,724	3,580	3,574	1,072	3,676
<b>Total:</b>								
Commercial loans secured by real estate	292,543	168,934	10,611	157,577	259,973	190,063	43,112	131,132
Commercial and industrial loans	11,408	11,105	2,221	13,198	28,465	21,311	4,436	24,998
Residential mortgages	2,877	2,820	564	2,755	3,665	3,347	669	2,757
Home equity lines of credit	1,102	1,102	276	2,724	3,580	3,574	1,072	3,676
<b>Total nonaccrual loans (1)</b>	<b>\$ 307,930</b>	<b>183,961</b>	<b>13,672</b>	<b>176,254</b>	<b>295,683</b>	<b>218,295</b>	<b>49,289</b>	<b>162,563</b>

(1) There was one residential 1-4 family nonaccrual loan accounted for on cash basis, recognizing interest income totaling \$3,000, for the year ended 2022. There were no nonaccrual loans accounted for on cash basis for years ended 2021 and 2020. Therefore, no interest income was recognized on these loans during the respective periods.

For economic reasons and to maximize the recovery of loans, we may work with borrowers experiencing financial difficulties, and will consider modifications to a borrower's existing loan terms and conditions that we would not otherwise consider, commonly referred to as TDRs. Our TDRs consist of those loans where we modify the contractual terms of the loan, such as (i) a deferral of the loan's principal amortization through either interest-only or reduced principal payments, (ii) a reduction in the loan's contractual interest rate, (iii) principal forgiveness, or (iv) an extension of the loan's contractual term. In response to the COVID-19 pandemic, the CARES Act and banking regulatory agencies provided relief from TDR accounting for modifications and borrowers that met certain conditions. We applied this guidance from March 1, 2020 through December 31, 2021 and discontinued it when the CARES Act guidance expired on January 1, 2022.

The following table presents loans that were classified as TDRs during the years ended December 31, 2022, 2021 and 2020. The pre-modification balances represent the recorded investment immediately prior to modification, and the post-modification balances represent the recorded investment as of the dates indicated:

<i>(dollars in thousands)</i>	December 31, 2022			December 31, 2021			December 31, 2020		
	Number of Loans	Pre-Modification Balance	Post-Modification Balance	Number of Loans	Pre-Modification Balance	Post-Modification Balance	Number of Loans	Pre-Modification Balance	Post-Modification Balance
Commercial loans secured by real estate:									
Commercial property	1	\$ 3,957	\$ 3,957	6	\$ 88,575	\$ 87,965	5	\$ 141,349	\$ 141,349
Multi-family residential	3	32,341	32,253	15	110,281	113,275	3	85,401	85,401
1-4 family residential property	—	—	—	—	—	—	1	1,498	1,396
Commercial and industrial									
Other commercial and industrial	3	10,082	9,424	1	308	300	6	9,815	10,108
Specialty finance	1	859	859	14	6,710	6,506	2	2,685	2,441
Consumer loans:									
Home equity lines of credit	—	—	—	—	—	—	—	—	—
<b>Total (1)</b>	<b>8</b>	<b>\$ 47,239</b>	<b>\$ 46,493</b>	<b>36</b>	<b>\$ 205,874</b>	<b>\$ 208,046</b>	<b>17</b>	<b>\$ 240,748</b>	<b>\$ 240,695</b>

(1) Excludes reasonably expected TDRs.

The following table summarizes how TDR loans recorded for the years ended December 2022, 2021 and 2020 were modified:

<i>(in thousands)</i>	Term Extension	Term Extension with Other Concession (1)	Deferred Principal Amortization	Deferred Principal Amortization with Other Concession (1)	Rate Reduction	Total
<b>December 31, 2022 (2)</b>						
Commercial loans secured by real estate:						
Commercial property	\$ —	—	3,957	—	—	3,957
Multi-family residential property	—	32,253	—	—	—	32,253
1-4 family residential property	—	—	—	—	—	—
Commercial and industrial loans:						
Other commercial and industrial	7,808	1,616	—	—	—	9,424
Specialty finance	859	—	—	—	—	859
<b>Total</b>	<b>\$ 8,667</b>	<b>33,869</b>	<b>3,957</b>	<b>—</b>	<b>—</b>	<b>46,493</b>
<b>December 31, 2021</b>						
Commercial loans secured by real estate:						
Commercial property	\$ —	60,295	27,519	—	—	87,814
Multi-family residential property	—	113,275	—	—	—	113,275
1-4 family residential property	—	—	—	—	—	—
Commercial and industrial loans:						
Other commercial and industrial	—	—	—	195	—	195
Specialty finance	1,454	—	4,743	—	—	6,197
<b>Total</b>	<b>\$ 1,454</b>	<b>173,570</b>	<b>32,262</b>	<b>195</b>	<b>—</b>	<b>207,481</b>
<b>December 31, 2020</b>						
Commercial loans secured by real estate:						
Commercial property	\$ 19,000	—	34,923	87,426	—	141,349
Multi-family residential property	—	70,000	9,996	5,405	—	85,401
1-4 family residential property	—	—	1,396	—	—	1,396
Commercial and industrial loans:						
Other commercial and industrial	4,464	336	5,000	308	—	10,108
Specialty finance	1,504	—	937	—	—	2,441
<b>Total</b>	<b>\$ 24,968</b>	<b>70,336</b>	<b>52,252</b>	<b>93,139</b>	<b>—</b>	<b>240,695</b>

(1) Other concessions may include a reduction of the loan's interest rate, principal forgiveness and/or a term extension.

(2) Excludes reasonably expected TDRs.

As of December 31, 2022 and 2021, our ACLLL for TDRs (including reasonably expected TDRs) totaled \$16.7 million and \$65.9 million, respectively. There were no loans that were modified as a TDR within the previous 12 months that subsequently defaulted on payments as of December 31, 2022. As of December 31, 2021 there were two commercial and industrial loan totaling \$849,000 that were modified as a TDR within the previous 12 months that subsequently defaulted on payments.

As of December 31, 2022, we have outstanding interest-only modifications with certain borrowers due to the impact of COVID-19. In accordance with the guidance from the CARES Act and interagency guidance issued by banking regulatory agencies, loans modified between March 1, 2020 and December 31, 2021 and meeting the applicable criteria were not classified as TDRs. For past due status, the CARES Act also provided relief for lenders to continue to report loans in the same delinquency status they were in at the time of modification. This guidance was applied to from March 1, 2020 through December 31, 2021 and discontinued when the CARES Act guidance expired on January 1, 2022. Due to the expiration of the CARES Act, we reported loans based on their actual delinquency status as of December 31, 2022 regardless of its delinquency status at the time of modification.

## (9) Premises and Equipment

Premises and equipment are summarized as follows as of the dates indicated:

<i>(in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
Lease improvements	\$ 105,111	100,854
Furniture, fixtures and equipment	175,331	131,308
	280,442	232,162
Less accumulated depreciation and amortization	(163,213)	(139,930)
Premises and equipment, net	\$ 117,229	92,232

Depreciation and amortization expense totaled \$23.3 million, \$21.0 million and \$20.7 million for the years ended December 31, 2022, 2021 and 2020, respectively.

## (10) Deposits

The types of deposits are summarized as follows as of the dates indicated:

<i>(in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
Non-interest-bearing demand	\$ 31,500,559	44,065,003
NOW and interest-bearing demand	16,871,841	17,147,840
Money market	33,769,536	42,142,651
Time deposits	2,643,664	1,532,321
Brokered deposits (1)	3,804,127	1,244,979
Total deposits	\$ 88,589,727	106,132,794

(1) Includes non-interest bearing deposits of \$11.8 million and \$298.2 million as of December 31, 2022 and 2021, respectively.

Time deposit accounts with balances of \$250,000 or more totaled \$4.79 billion and \$1.35 billion at December 31, 2022 and 2021, respectively.

At December 31, 2022, the scheduled maturities of time deposits are as follows:

<i>(in thousands)</i>	<b>Amount</b>
2023	\$ 4,275,724
2024	736,444
2025	32,110
2026	2,006
2027	5,569
Total time deposits (1)	\$ 5,051,853

(1) Includes brokered time deposits of \$89.5 million.

At December 31, 2022 and 2021, we had approximately \$71.4 million and \$86.0 million, respectively, in deposits held by our directors and their related interests.

## (11) Incentive Savings Plan

We have a 401(k) program under which employees may make personal contributions by means of payroll deductions of up to 60% of all eligible pre-tax earnings or the maximum allowable under income tax regulations. Participants age 50 and over are permitted to make an additional "catch-up" contribution each year, subject to limits set by the Internal Revenue Service. We match 100% of the first 3% of base compensation a participant contributes to the plan and 50% of the next 4% of base compensation contributed. The sum of the employer contributions and employee contributions are also limited by income tax regulations. Our contributions, included in Salaries and benefits expense in the Consolidated Statements of Income, were \$10.3 million, \$8.6 million and \$7.6 million, respectively, for the years ended December 31, 2022, 2021 and 2020.



## (12) Securities Sold Under Agreements to Repurchase

The following is a summary of securities sold under agreements to repurchase with brokers at or for the years ended:

<i>(dollars in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
Year-end balance	\$ 150,000	150,000
Maximum amount outstanding at any month end	\$ 150,000	150,000
Average outstanding balance	\$ 150,000	150,000
Weighted-average interest rate paid	1.59 %	1.60 %
Weighted-average interest rate at year end	1.57 %	1.92 %

For each of the years ended December 31, 2022 and 2021 we recorded interest expense on securities sold under agreements to repurchase with brokers of \$2.4 million as compared to \$2.7 million for the year ended December 31, 2020. As of December 31, 2022 and 2021, we had repurchase agreements with brokers accounted for as secured borrowings totaling \$150.0 million, among which \$100.0 million is expected to mature in August 2025 and the remaining \$50.0 million is expected to mature in August 2026.

At December 31, 2022, securities with a fair value of \$168.8 million and a carrying value of \$170.3 million were pledged to meet our collateral requirement of \$162.0 million on repurchase agreements with brokers. At December 31, 2021, securities with a fair value of \$181.9 million and a carrying value of \$181.7 million were pledged to meet our collateral requirement of \$162.0 million on repurchase agreements with brokers.

Collateral for these types of transactions typically consists of government agency and government-sponsored enterprise securities. Securities collateralizing these agreements are classified as Securities available-for-sale or Securities held-to-maturity in the Consolidated Statements of Financial Condition. The amount of excess collateral required is governed by each individual contract. The primary risk associated with these repurchase agreements is the requirement to pledge a balance of market value based collateral in excess of the borrowed amount. The excess collateral pledged represents an unsecured exposure to the lending counterparty. As the market value of the collateral changes, additional collateral may need to be pledged. In accordance with our policies, eligible counterparties are defined and monitored to minimize exposure. As of December 31, 2022, all repurchase agreements were collateralized with government-sponsored enterprise securities.

## (13) Federal Home Loan Bank Borrowings

The FHLB of New York is a congressionally chartered wholesale bank within the national Federal Home Loan Bank System that promotes the expansion of fair and equitable home ownership opportunities. Given the Bank's commercial real estate multifamily lending focus, particularly related to low-to-moderate income multifamily housing in New York, the Bank aligns with the FHLB's mission and utilizes these borrowings as a funding source to provide financing to our multi-family clients. See Note 7 for additional information related to the Bank's loan portfolio.

As a member of the FHLB, we are required to acquire and hold shares of capital stock in the FHLB in an amount at least equal to 1.0% of the aggregate principal amount of our unpaid residential mortgage loans and similar obligations at the beginning of each year, 4.5% of our borrowings from the Federal Home Loan Bank, or 0.3% of assets, whichever is greater. As of December 31, 2022, we were in compliance with this requirement.

As of December 31, 2022, our FHLB borrowings include advances and repurchase agreements. As of December 31, 2021 we only had advances.

The following table provides a summary of FHLB borrowings at or for the years ended:

<i>(dollars in thousand)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
<b>FHLB Advances</b>		
Year-end balance	\$ 8,183,738	\$ 2,639,245
Maximum amount outstanding at any month-end	\$ 8,183,738	\$ 2,839,245
Average outstanding balance	\$ 2,191,832	\$ 2,729,793
Weighted-average interest rate paid	2.27 %	1.04 %
Weighted-average interest rate at year-end	4.53 %	0.99 %
<b>FHLB Repurchase Agreements</b>		
Year-end balance	\$ 3,100,000	\$ —
Maximum amount outstanding at any month-end	\$ 3,100,000	\$ —
Average outstanding balance	\$ 275,890	\$ —
Weighted-average interest rate paid	4.46 %	— %
Weighted-average interest rate at year-end	4.58 %	— %

During the years ended December 31, 2022, 2021, and 2020, interest expense recorded on FHLB borrowings totaled \$62.1 million, \$28.4 million, and \$54.8 million, respectively.

As of December 31, 2022 the FHLB held \$10.21 billion of commercial real estate loans and \$18.45 billion of securities, a portion of which were used to collateralize advances and repurchase agreements. As of December 31, 2021 the FHLB held \$8.13 billion of commercial real estate loans and \$10.38 billion of securities, a portion of which were used to collateralize borrowings.

FHLB borrowings as of December 31, 2022 have contractual maturities as follows:

<i>(in thousands)</i>	<b>Amount</b>	
<b>FHLB Advances</b>		
2023 (1)	\$	8,159,000
2024		—
2025		24,738
2026		—
2027		—
Total FHLB advances	\$	8,183,738
<b>FHLB Repurchase Agreements</b>		
2023	\$	3,100,000
2024		—
2025		—
2026		—
2027		—
Total FHLB repurchase agreements	\$	3,100,000

(1) This includes short duration borrowings totaling \$1.25 billion with cash flow hedging strategies. See Derivative Instruments and Hedging Activities footnote for additional information.

At December 31, 2022, there are no long-term FHLB advances that are callable by the FHLB for redemption prior to their maturity date.

## (14) Subordinated Debt

On April 19, 2016, the Bank issued \$260.0 million aggregate principal amount of Variable Rate Subordinated Notes due April 19, 2026 (the "Notes") to institutional investors. The Notes accrue interest at a fixed rate of 5.30% for the first five years until April 2021. After this date and for the remaining five years of the Notes' term, interest will accrue at a variable rate of LIBOR plus 3.92%. Additionally, during the variable interest rate period and at the Bank's option, the Notes can be prepaid by the Bank. Net proceeds from this offering were used for general corporate purposes and to facilitate our continued growth. On April 19, 2021, the Bank redeemed its Variable Rate Subordinated Notes due April 19, 2026, at a price of 100% of the principal amount to be redeemed, or \$260.0 million, plus accrued and unpaid interest of \$6.9 million, totaling \$266.9 million.

On November 1, 2019, the Bank completed a public offering of \$200.0 million aggregate principal amount of Fixed-To-Floating Rate Subordinated Notes due November 1, 2029 (the "Notes"). The Notes accrue interest at a fixed rate of 4.125% for the first five years until November 2024. After this date and for the remaining five years of the Notes' term, interest will accrue at a floating rate of LIBOR plus 255.9 basis points. Given the anticipated termination of LIBOR reference rate publications, interest would accrue at a floating rate of SOFR plus 255.9 basis points plus a Benchmark Replacement Adjustment of 26.161 basis points. Additionally, during the floating rate period and at the Bank's option, the Notes can be prepaid by the Bank. Net proceeds from this offering were used for general corporate purposes and the repurchase of common stock.

On October 6, 2020, the Bank completed a public offering of \$375.0 million aggregate principal amount of Fixed-To-Floating Rate Subordinated Notes due October 15, 2030 (the "Notes"). The Notes accrue interest at a fixed rate of 4.00% per annum for the first five years until October 2025. After this date and for the remaining five years of the Notes' term, interest will accrue at a floating rate of three-month AMERIBOR plus 389 basis points. Net proceeds from this offering were used for general corporate purposes, including to support our growth.

Subordinated debt was reported in the Consolidated Statements of Financial Condition net of deferred issuance costs of \$3.4 million and \$4.8 million as of December 31, 2022 and 2021, respectively.

## (15) Income Taxes

### Provision for Income Taxes

The following table presents the components of income tax expense for the periods indicated:

<i>(in thousands)</i>	<i>Years ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Income tax expense reported in net income:</b>			
<b>Federal</b>			
Current expense	\$ 223,057	174,059	224,683
Deferred income tax expense (benefit)	32,567	22,212	(87,120)
Total federal	\$ 255,624	196,271	137,563
<b>State and local</b>			
Current expense	\$ 152,855	130,862	96,278
Deferred income tax expense (benefit)	9,876	2,200	(30,008)
Total state and local	\$ 162,731	133,062	66,270
<b>Total</b>			
Current expense	\$ 375,912	304,921	320,961
Deferred income tax expense (benefit)	42,443	24,412	(117,128)
Total income tax expense reported in net income (1)	\$ 418,355	329,333	203,833
<b>Income tax benefit reported in shareholders' equity:</b>			
Unrealized (losses) gains on securities	\$ (621,606)	(71,407)	12,952
Unrealized (losses) gains on cash flow hedges	(62,964)	10,300	(15,756)
Total income tax benefit reported in shareholders' equity	\$ (684,570)	(61,107)	(2,804)
Total income taxes	\$ (266,215)	268,226	201,029

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

## Deferred Tax Assets and Liabilities

The following table presents the significant components of our net deferred tax asset as of the dates indicated:

<i>(in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
<b>DEFERRED TAX ASSETS</b>		
Allowance for credit losses for loans and leases	\$ 137,275	139,111
Operating lease liabilities	78,905	74,677
Accrued compensation	43,368	44,682
Deferred loan fees, net	13,575	22,465
Unearned compensation - restricted stock	10,074	9,772
Other	17,187	14,344
Total deferred tax assets recognized in earnings	300,384	305,051
Net unrealizable losses on securities available-for-sale	694,222	72,148
Net unrealizable losses on securities transferred to held-to-maturity	4,597	5,065
Net unrealized losses on cash flow hedges	82,727	19,763
Total deferred tax assets	\$ 1,081,930	402,027
<b>DEFERRED TAX LIABILITIES</b>		
Qualified lease assets	\$ 178,201	135,118
Operating lease right-of-use assets	69,853	66,269
Depreciation - ordinary	14,229	14,781
Other	8,770	17,109
Total deferred tax liabilities recognized in earnings	271,053	233,277
Net deferred tax assets	\$ 810,877	168,750

At December 31, 2022, after considering all available positive and negative evidence, management concluded that a valuation allowance for deferred tax assets was not necessary because it is more likely than not that these tax benefits will be fully realized. While we continue to monitor the need for a valuation allowance prospectively, we do not expect a valuation allowance will be required based upon projected profitability. Net deferred tax assets are included in Other assets in our Consolidated Statements of Financial Condition.

## Effective Tax Rate

The following table presents a reconciliation of statutory federal income tax expense to the Bank's combined effective income tax expense for the periods indicated:

<i>(dollars in thousand)</i>	<i>Years ended December 31,</i>					
	<b>2022</b>		<b>2021</b>		<b>2020</b>	
	<b>Expense (Benefit)</b>	<b>Rate</b>	<b>Expense (Benefit)</b>	<b>Rate</b>	<b>Expense (Benefit)</b>	<b>Rate</b>
Statutory federal income tax expense	\$ 368,635	21 %	262,032	21 %	153,760	21 %
State and local income taxes, net of federal income tax benefits	128,557	7 %	105,119	8 %	52,353	7 %
Low income housing tax credit investments, net	(16,147)	(1)%	(12,631)	(1)%	(11,550)	(2)%
Solar and other tax credits, net	(38,925)	(2)%	(15,839)	(1)%	(3,098)	*
Deduction limitation of FDIC premiums	6,372	*	5,154	*	2,886	*
Nondeductible compensation	11,426	1 %	10,055	1 %	5,568	1 %
Stock based compensation	(15,696)	(1)%	(13,219)	(1)%	2,729	*
Tax exempt income, net	(5,085)	*	(5,104)	*	(4,039)	*
Other items, net (2)	(20,782)	(1)%	(6,234)	(1)%	5,224	1 %
Effective income tax expense (1)	\$ 418,355	24 %	329,333	26 %	203,833	28 %

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

(2) In 2022, tax benefits primarily include tax return true-ups resulting from our state and local planning initiatives.

\*- Less than 1%.

## Unrecognized Tax Benefits

As of December 31, 2022, the Bank had \$66.6 million of unrecognized gross tax benefits. Gross tax benefits do not reflect the federal tax effect associated with state tax amounts. The total amount of net unrecognized tax benefits at December 31, 2022 that would have affected the effective tax rate, if recognized, was \$61.2 million.

The following table summarizes changes in the liability for unrecognized gross tax benefits for the years ended December 31, 2022, 2021 and 2020:

<i>(in thousands)</i>	<i>Years ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Uncertain tax position at beginning of year	\$ 60,662	15,683	15,155
Additions for tax positions relating to current-year operations	2,698	1,566	1,948
Additions for tax positions relating to prior tax years	3,228	43,413	—
Subtractions for tax positions relating to prior tax years	—	—	(1,420)
Reductions in balance due to settlements	—	—	—
Uncertain tax positions at end of year	\$ 66,588	60,662	15,683

Our policy is to recognize interest and penalties on income taxes in income tax expense. During the years ended December 2022, 2021, and 2020, we recognized income tax expense attributed to interest and penalties of \$3.8 million, \$1.6 million and \$2.2 million, respectively. Accrued interest and penalties on tax liabilities were \$12.4 million and \$7.7 million, respectively, at December 31, 2022 and 2021.

The Bank and its subsidiaries are subject to income tax by federal, state, and local government taxing authorities and file tax returns in many tax jurisdictions. The Bank's New York State, New York City, and New Jersey tax returns are currently under examination for tax years 2015 through 2017. Our federal return remains subject to examination for tax years 2016 and after, as the Bank filed 2016 and 2017 amended federal returns in October 2021, and for most state and local income tax returns, we remain subject to examination for tax years 2019 and after. The Bank does not currently believe that there is a reasonable possibility of any significant change to our total unrecognized tax benefits within the next twelve months.

## (16) Preferred Stock

On December 17, 2020, the Bank issued 5.00% Noncumulative Perpetual Series A Preferred Stock. Net proceeds, after underwriting discounts and expenses, were approximately \$708.0 million. The public offering consisted of 29,200,000 depository shares, each representing a 1/40th interest in a share of the Series A Preferred Stock, at a public offering price of \$25.00 per depository share. The Series A Preferred Stock is redeemable at the option of the Bank, subject to all applicable regulatory approvals, on or after December 30, 2025. At December 31, 2022, the Bank was authorized to issue 61,000,000 shares of preferred stock, par value \$0.01 per share, of which, 730,000 shares were issued and outstanding. Each share of preferred stock has a liquidation preference of \$1,000.

Dividends on shares of the Series A Preferred Stock are non-mandatory and noncumulative. Dividend payment dates are the 30th day of March, June, September and December of each year, commencing on March 30, 2021. During 2022, the Bank declared and paid a total of \$36.5 million cash dividends to preferred shareholders. On January 13, 2023, the Bank declared a cash dividend of \$12.50 per share on or after March 30, 2023 to preferred stockholders of record at the close of business on March 17, 2023.

## (17) Equity Incentive Plan

We have an equity incentive plan designed to assist us in attracting, retaining, and motivating officers, employees, directors, and/or consultants and to provide us and our subsidiaries with incentives directly related to increases in our shareholder value. Activity related to the equity incentive plan for the years ended December 31, 2022 and 2021 is summarized as follows:

	Year ended December 31,	
	2022	2021
Shares available for future awards at beginning of the year	1,901,948	710,861
Additional shares approved at the 2021 Annual Meeting of Shareholders (1)	—	1,225,000
Restricted stock		
Granted	(247,334)	(287,446)
Forfeited (2)	12,365	77,807
Shares sold to cover minimum tax withholdings upon vesting	132,854	175,726
Shares available for future awards at end of the year	1,799,833	1,901,948

(1) 2021 activity has been adjusted to include the additional 1,225,000 shares approved by the Bank's shareholders at the 2021 Annual Shareholders' Meeting.

(2) Forfeitures during 2021 were primarily related to the shares forfeited as result of the retirement of two senior management members.

### Restricted Stock

The following table summarizes information regarding outstanding grants of restricted stock for the years ended December 31, 2022 and 2021:

	2022		2021	
	Shares	Weighted Average Grant Price	Shares	Weighted Average Grant Price
Outstanding at beginning of the year	726,752	\$ 141.44	945,646	\$ 110.30
Granted	247,334	315.39	287,446	205.08
Vested	(337,527)	129.90	(428,533)	115.93
Forfeited (1)	(12,365)	190.27	(77,807)	145.69
Outstanding at end of the year	624,194	\$ 215.73	726,752	\$ 141.44

(1) Forfeitures during 2021 were primarily related to the shares forfeited as result of the retirement of two senior management members.

As of December 31, 2022, our total unrecognized compensation cost related to unvested restricted shares was \$80.7 million, which is expected to be recognized over a weighted-average period of 1.3 years. During the years ended December 31, 2022, 2021 and 2020, we recognized compensation expense of \$56.1 million, \$49.6 million, and \$55.0 million, respectively, for restricted shares. The total fair value of restricted shares that vested during the years ended December 31, 2022, 2021 and 2020 were \$108.4 million, \$98.4 million, and \$29.5 million, respectively.

## (18) Accumulated Other Comprehensive (Loss) Income

The following table presents information regarding items reclassified out of Accumulated Other Comprehensive (Loss) Income ("AOCL") for the years ended December 31, 2022 and 2021:

<i>(in thousands)</i>	Year ended December 31,		Affected Line Item in the Consolidated Statement of Income
	2022	2021	
<b>Details about AOCL</b>	<b>Amount Reclassified Out of AOCL</b>	<b>Amount Reclassified Out of AOCL</b>	
<b>Net realized losses on AFS securities</b>	\$ (900)	—	Net losses on sales of securities
	252	—	Income tax expense
Total reclassification, net of tax	\$ (648)	—	
<b>Net unrealized losses on derivatives (cash flow hedges)</b>			
Reclassification, before tax	\$ (12,297)	(39,325)	Interest expense - FHLB borrowings
Reclassification, before tax	(53,493)	6,147	Interest income - loans and leases
	18,184	9,939	Income tax expense
Total reclassification net of tax	\$ (47,606)	(23,239)	

The following table presents changes in AOCL, net of tax, for the years ended December 31, 2022 and 2021:

<i>(in thousands)</i>	AFS Securities	HTM Securities Transferred from AFS	Cash Flow Hedges	Total
<b>For the year ended December 31, 2022</b>				
Balance at December 31, 2021	\$ (170,552)	(4,146)	(47,634)	(222,332)
Net change in unrealized loss	(1,610,685)	—	(212,454)	(1,823,139)
Amortization of net unrealized gain on securities transferred to HTM	—	625	—	625
Amounts reclassified out of AOCL	—	—	47,606	47,606
Net current period other comprehensive (loss) income	(1,610,685)	625	(164,848)	(1,774,908)
Balance at December 31, 2022	\$ (1,781,237)	(3,521)	(212,482)	(1,997,240)
<b>For the year ended December 31, 2021</b>				
Balance at December 31, 2020	\$ 3,481	(4,660)	(71,717)	(72,896)
Net change in unrealized gain (loss)	(174,033)	—	844	(173,189)
Amortization of net unrealized loss on securities transferred to HTM	—	514	—	514
Amounts reclassified out of AOCL	—	—	23,239	23,239
Net current period other comprehensive income (loss)	(174,033)	514	24,083	(149,436)
Balance at December 31, 2021	\$ (170,552)	(4,146)	(47,634)	(222,332)

The related tax effects allocated to debt securities and cash flow hedges in AOCL as of December 31, 2022 and 2021 are as follows:

<i>(in thousands)</i>	Gross Amount	Tax Component	Net of Tax
<b>December 31, 2022</b>			
Unrealized loss on AFS and HTM securities (1)	\$ (2,493,715)	708,957	(1,784,758)
Unrealized loss on cash flow hedges	(295,209)	82,727	(212,482)
Balance at December 31, 2022	\$ (2,788,924)	791,684	(1,997,240)
<b>December 31, 2021</b>			
Unrealized loss on AFS and HTM securities (1)	\$ (263,317)	88,619	(174,698)
Unrealized loss on cash flow hedges	(67,398)	19,764	(47,634)
Balance at December 31, 2021	\$ (330,715)	\$ 108,383	\$ (222,332)

(1) Includes amortization of net unrealized loss securities transferred to HTM.

## (19) Earnings Per Common Share

Basic EPS is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Unvested stock awards with non-forfeitable rights to dividends, whether paid or unpaid, are considered participating securities and are included in the calculation of EPS using the two class method whereby net income is allocated between common stock and participating securities. Diluted earnings per common share is computed by dividing income allocated to common stockholders for basic EPS, adjusted for earnings reallocated from participating securities, by the weighted average number of common shares outstanding for the period adjusted for the dilutive effect of unvested stock awards using the treasury stock method.

The following table shows the computation of basic and diluted earnings per common and common equivalent share for the years indicated:

<i>(in thousands, expect per share amounts)</i>	<i>December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Net Income (1)	\$ 1,337,049	918,441	528,359
Preferred stock dividends	36,500	37,887	—
Net income available to common shareholders	\$ 1,300,549	880,554	528,359
Less: Dividends paid on and earnings allocated to participating securities	901	1,072	1,725
Earnings applicable to common stock	\$ 1,299,648	879,482	526,634
Common and common equivalent shares:			
Weighted average common shares outstanding	62,250	57,871	52,641
Weighted average common equivalent shares	355	637	258
Weighted average common and common equivalents shares	62,605	58,508	52,899
Basic earnings per common share (1)	\$ 20.88	15.20	10.00
Diluted earnings per common share (1)	\$ 20.76	15.03	9.96

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

For the years ended December 31, 2022, 2021 and 2020, we did not have any options or warrants outstanding. Therefore, neither of these types of share-based payment awards were included in the computation of diluted earnings per share for the respective period.

Restricted stock units whose issuance is contingent upon the satisfaction of certain performance and market conditions ("PSUs"), are included in the computation of diluted EPS if all necessary conditions have been satisfied by the end of the reporting period. Otherwise, the number of contingently issuable shares included in diluted EPS is the number of shares, if any, that would be issuable based on current period earnings and period-end market price, and if the result would be dilutive. These contingently issuable shares are included in the computation of diluted EPS as of the beginning of the period or as of the date of the contingent stock agreement, if later. For the years ended December 31, 2022 and 2021, average dilutive potential common shares associated with these contingently issuable PSUs were 63,544 and 115,256, respectively. For the year ended 2020, there were no shares whose issuance was contingent on the satisfaction of performance or market conditions.

## (20) Commitments and Contingent Liabilities

In the normal course of business, we have various outstanding commitments and contingent liabilities that are not reflected in the accompanying Consolidated Financial Statements. For information on our lease commitments, see the Leases footnote to the Consolidated Financial Statements.

### **(a) Financial Instruments with Off-Balance Sheet Arrangements**

In the normal course of business, we have various outstanding commitments and contingent liabilities not reflected in the accompanying Consolidated Financial Statements.

We enter into transactions that involve financial instruments with off-balance sheet risks in the ordinary course of business to meet the financing needs of our clients. Such financial instruments include commitments to extend credit, standby letters of credit, and unused balances under confirmed letters of credit, all of which are primarily variable rate. Such instruments involve, to varying degrees, elements of credit and interest rate risk.



Our exposure to credit loss in the event of nonperformance by the other party with regard to financial instruments is represented by the contractual notional amount of those instruments. Financial instrument transactions are subject to our normal credit policies and approvals, financial controls and risk limiting and monitoring procedures. We generally require collateral or other security to support financial instruments with credit risk.

The following table presents a summary of our commitments and contingent liabilities:

<i>(in thousands)</i>	<i>December 31,</i>	
	<b>2022</b>	<b>2021</b>
Unused commitments to extend credit	\$ 27,842,629	22,717,603
Financial standby letters of credit	831,256	701,208
Commercial and similar letters of credit	19,147	19,376
<b>Total</b>	<b>\$ 28,693,032</b>	<b>23,438,187</b>

Commitments to extend credit consist of agreements having fixed expiration or other termination clauses and may require payment of a fee. Total commitment amounts may not necessarily represent future cash requirements. We evaluate each client's creditworthiness on a case-by-case basis. Upon the extension of credit, we will obtain collateral, if necessary, based on our credit evaluation of the counterparty. Collateral held varies but may include deposits held in financial institutions, real estate, accounts receivable, property, plant and equipment and inventory. In addition, standby letters of credit are conditional commitments issued by us to guarantee the performance of our clients' obligations to a third party. Standby letters of credit are primarily used to support clients' business trade transactions and may require payment of a fee. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients. We recognize a liability at the inception of the guarantee that is equivalent to the fee received from the client. This liability is amortized over the term of the guarantee on a straight-line basis. As of December 31, 2022 and 2021, we had deferred revenue for commitment fees paid for the issuance of standby letters of credit in the amount of \$2.3 million and \$2.0 million, respectively. As of December 31, 2022 and 2021, we had commitments to sell loans totaling \$4.7 million and \$3.0 million, respectively. As of December 31, 2022 and 2021, our ACL on total unfunded commitments to extend credit totaled \$7.5 million and \$8.0 million, respectively.

***(b) Litigation***

In the normal course of business, the Bank has been named as a defendant in various legal actions. In the opinion of management, after reviewing such claims with legal counsel, resolution of these matters will not have a material adverse impact on our financial condition, results of operations or liquidity.

## (21) Derivative Instruments and Hedging Activities

The Bank enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Bank's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Bank's known or expected cash receipts and its known or expected cash payments principally related to the Bank's floating rate borrowings and fixed/floating rate loan portfolio.

### *Cash Flow Hedges of Interest Rate Risk*

The Bank's objective in using interest rate derivatives is to add stability to interest income/expense and to manage its exposure to interest rate movements. To accomplish this objective, the Bank primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt/payment of variable amounts from a counterparty in exchange for the Bank making/receiving fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in Accumulated other comprehensive income (loss) and subsequently reclassified into earnings in the same period during which the hedged transaction affects earnings and is presented in the same Consolidated Statements of Income line item as the earnings effect of the hedged item.

In 2018 and 2019, the Bank entered into interest rate swaps to hedge the interest rate risk in the cash flows on the hedged forecasted issuance of fixed-rate borrowings. The total notional amount associated with these cash flow hedges was \$1.25 billion as of December 31, 2022. In addition, in 2021 and 2022, the Bank entered into receive-fixed interest rate swaps to hedge against the risk of variability in the cash flows on its certain variable-rate loans. The total notional amount associated with these cash flow hedges was \$6.45 billion as of December 31, 2022. Based on the Bank's current plans and intentions, it is probable that the hedged forecasted transactions will occur.

The following table presents the effect of cash flow hedge accounting on Accumulated other comprehensive income (loss) for the years ended December 2022, 2021 and 2020.

	Year ended December 31,		
	2022	2021	2020
<i>(in thousands)</i>			
Amount of loss reclassified from accumulated other comprehensive loss/income to interest expense	\$ 12,297	39,325	30,502
Amount of loss (gain) reclassified from accumulated other comprehensive loss/income to interest income	53,493	(6,147)	—
Amount of (loss) gain recognized in other comprehensive loss/income	(293,602)	1,205	(83,673)

Total losses included in the Consolidated Statements of Income related to interest rate derivatives designated as cash flow hedges during the year ended December 31, 2022 was \$65.8 million, compared to \$33.2 million and \$30.5 million for the years ended December 31, 2021, and 2020, respectively. Amounts reported in Accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense/income as interest payments are made/received on the Bank's variable-rate liabilities/assets. Based upon current market conditions and interest rate environment, the Bank estimates an additional \$30.0 million and \$231.0 million will be reclassified as a decrease to interest expense and a decrease to interest income, respectively, over the next twelve months.

### *Fair Value Hedges of Interest Rate Risk*

The Bank is exposed to changes in the fair value of certain prepayable fixed-rate assets due to changes in benchmark interest rates. From 2018 through early 2022, the Bank used interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Bank receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount. Gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in Interest income for Loans and leases.

In 2018, the Company entered into interest rate swaps with a total notional of \$650.0 million to hedge certain fixed-rate commercial real estate loans. During 2020 and 2021, \$200.0 million and \$250.0 million of these interest rate swaps matured, respectively. During 2022, the remaining notional amount of \$200.0 million matured. Prior to the maturity of the remaining fair value hedge transaction in the first quarter of 2022, the fixed-rate payment related to the net settlement of these interest rate swaps was in excess of the floating rate received. As such, Interest income from Loans and leases, net was reduced by \$1.1 million, \$9.0 million, and \$12.8 million, for the years ended December 31, 2022, 2021 and 2020, respectively.

As of December 31, 2022 no outstanding fair value hedge transactions remain. As of December 31, 2021, the following amounts were recorded on the balance sheet related to cumulative basis adjustments for fair value hedges.

<i>(in thousands)</i>	December 31, 2021		
Line Item in the Consolidated Statements of Financial Condition in Which the Hedge Item is Included	Carrying Amount of the Hedged Assets	Cumulative Amount of Fair Value Hedging Adjustments included in the Carrying Amounts of the Hedged Assets	
Loans and leases (1)	\$	198,906	1,094

(1) These amounts include the amortized cost basis of closed portfolios of loans and leases used in designated hedging relationships in which the hedged item is the stated amount of assets in the closed portfolios anticipated to be outstanding for the designated hedge period. At December 31, 2021, the amortized cost basis of the closed portfolios used in these hedging relationships was \$309.7 million; the cumulative basis adjustments associated with these hedging relationships was \$1.1 million; and the amount of the designated hedged items was \$198.9 million.

As of December 31, 2022, the remaining fair value hedge transaction had fully matured. The effect of gain or (loss) from derivatives designated as fair value hedges on the Consolidated Statements of Income for the years ended December 31, 2022, 2021 and 2020 were as follows:

<i>(in thousands)</i>	Year ended December 31,		
	2022	2021	2020
Derivative - interest rate swaps:			
Interest income	(205)	(1,096)	(10,057)
Hedged item - loans:			
Interest income	204	1,094	10,037
Net effect on Interest Income	(1)	(2)	(20)

#### *Non-designated Hedges*

From time to time, the Bank has entered into risk participation agreements with external lenders where they are sharing their risk of default on the interest rate swaps on participated loans. We either pay or receive a fee depending on the participation type. Risk participation agreements are credit derivatives not designated as hedges. Credit derivatives are not speculative and are not used to manage interest rate risk in assets or liabilities. Changes in the fair value in credit derivatives are recognized directly in earnings.

The Bank also executes interest rate swaps with customers to facilitate their respective risk management strategies. These swaps with customers are simultaneously offset by swaps that the Bank executes with a third party, such that the Bank minimizes its net risk exposure resulting from such transactions. As the swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are recognized directly in earnings.

The Bank also enters into foreign currency swaps and forwards to economically hedge our foreign currency loans. Additionally, in connection with negotiating credit facilities, we may obtain equity warrant assets giving us the right to acquire stock in private, venture-backed companies in the technology and life science/healthcare industries.

The following table presents the fair value of the Company's derivative financial instruments, as well as their classification on the Consolidated Statement of Financial Condition at December 31, 2022 and December 31, 2021 respectively:

<i>(in thousands)</i>	<b>Fair Values of Derivative Instruments</b>			
	<b>Assets Derivatives</b>		<b>Liability Derivatives</b>	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>December 31, 2022</b>				
<b>Derivatives designated as hedging instruments</b>				
Interest Rate Contracts	Other Assets	\$ —	Other Liabilities (2)	\$ 328,571
<b>Total derivatives designated as hedging instruments</b>		<b>\$ —</b>		<b>\$ 328,571</b>
<b>Derivatives not designated as hedging instruments</b>				
Interest Rate Contracts	Other Assets	\$ 18,901	Other Liabilities	\$ 166,583
Other Contracts (1)	Other Assets	7,820	Other Liabilities	3,100
<b>Total derivatives not designated as hedging instruments</b>		<b>\$ 26,721</b>		<b>\$ 169,683</b>
<b>December 31, 2021</b>				
<b>Derivatives designated as hedging instruments</b>				
Interest Rate Contracts	Other Assets	\$ —	Other Liabilities (2)	\$ 19,870
<b>Total derivatives designated as hedging instruments</b>		<b>\$ —</b>		<b>\$ 19,870</b>
<b>Derivatives not designated as hedging instruments</b>				
Interest Rate Contracts	Other Assets	\$ 14,639	Other Liabilities	\$ 22,330
Other Contracts (1)	Other Assets	4,378	Other Liabilities	6,672
<b>Total derivatives not designated as hedging instruments</b>		<b>\$ 19,017</b>		<b>\$ 29,002</b>

(1) Other contracts include risk participation agreements, foreign exchange contracts and venture capital related equity warrants.

(2) Relates to cash flow hedges of interest rate risk with certain variable-rate loans that were executed in over-the-counter markets. As of December 31, 2022 and December 31, 2021, we had \$363.7 million and \$27.0 million in collateral pledged against these transactions, respectively.

We centrally clear our derivatives, except for certain interest rate contracts executed in over-the-counter ("OTC") markets, with our third party counterparties through the Chicago Mercantile Exchange ("CME") by posting required initial and variation margins. CME legally characterizes variation margin payments for centrally cleared derivatives as settlements of the derivatives' exposures rather than collateral. As a result, the variation margin payment and the related derivative instruments are considered a single unit of account for accounting and financial reporting purposes. The Bank's clearing agent for interest rate and derivative contracts centrally cleared through the CME settles the variation margin daily with the CME; therefore, those interest rate derivative contracts the Bank clears through the CME are reported at a fair value of approximately zero at December 31, 2022. Derivative contracts executed in OTC markets represent contracts executed bilaterally with counterparties not settled through an organized exchange or directly cleared through a central clearing house. We manage the credit risk related to OTC derivatives by entering into transactions with creditworthy counterparties and by maintaining collateral arrangements.

The following table presents the effect of derivatives not designated as hedging instruments on the Consolidated Statements of Income for the years ended December 31, 2022, 2021 and 2020:

<i>(in thousands)</i>		<i>Year ended December 31,</i>		
		<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Derivatives Not Designated as Hedging Instruments under Subtopic 815-20</b>	<b>Location of Gain or (Loss) Recognized in income on Derivative</b>	<b>Amount of Gain or (Loss) Recognized in income on Derivative</b>		
Interest Rate Contracts	Other Income / (expense)	\$ 6,383	662	(786)
Other Contracts (1)	Other Income / (expense)	7,796	2,462	(6,168)
<b>Total</b>		<b>\$ 14,179</b>	<b>3,124</b>	<b>(6,954)</b>

(1) Other contracts include risk participation agreements, foreign exchange contracts and venture capital related equity warrants.

For the year ended December 31, 2022, 2021 and 2020 the gain (loss) related to other contracts was \$7.8 million, \$2.5 million and \$(6.2) million, respectively. These gains (losses) principally relate to income recognized on foreign currency swaps used to economically hedge our foreign currency loans. The increase was primarily driven by the appreciation of US dollar in relation to other currencies when compared to the same period last year. When considering the related foreign currency loan revaluation, there was a net gain (loss) of \$1.4 million, \$0.8 million and \$(0.5) million for the year ended December 31, 2022, 2021 and 2020, respectively.

## (22) Leases

As lessee, the Bank has operating leases primarily consisting of real estate related arrangements. As lessor, all of the Bank's leases are equipment leases financed by Signature Financial, the Bank's specialty finance subsidiary.

### *Lessee Leasing Arrangements*

We determine if an arrangement is a lease at inception. None of our identified leases meet the criteria of financing leases as of December 31, 2022, and therefore all are accounted for as operating leases. These leases are typically long term and contain renewal options at a rate comparable to the fair market rent upon renewal. Most of our leases do not have early termination options. However, those that do have an early termination option contain varying degrees of economic penalty should the termination option be exercised.

Real estate operating leases are included in Operating lease right-of-use assets and Operating lease liabilities in our Consolidated Statements of Financial Condition. The ROU assets represent our right to use the underlying asset for the lease term and the lease liabilities represent our obligation to make lease payments arising from the lease. The ROU assets and liabilities are recognized at lease commencement and are primarily based on the present value of lease payments over the lease term. The Bank uses our incremental borrowing rate ("IBR") at lease commencement as the discount rate for initial measurement of the lease liability. The IBR is the interest rate the Bank would have to pay to borrow on a collateralized basis over a similar term and for an amount equal to the lease payments in a similar economic environment.

Lease expense is recognized on a straight-line basis over the lease term including contracts with outstanding landlord provided lease incentives as of lease commencement date. For these leases, the monthly straight-line expense is reduced ratably by the amount of lease incentives over the term of the lease. As the Bank elected the practical expedient to not separate non-lease and associated lease components as lessee, to the extent that an operating lease has both lease and non-lease components, they are combined and all contract consideration is allocated to the single lease component.

The following table presents our lease cost and other information related to our operating leases for the periods presented:

<i>(dollar in thousands)</i>	<i>Year ended December 31,</i>	
	<b>2022</b>	<b>2021</b>
Operating lease cost	\$ 39,398	35,695
Total lease cost	\$ 39,398	35,695
<i>Other information</i>		
Cash paid for amount included in the measurement of operating lease liabilities	\$ 34,174	34,044
Right-of-use assets obtained in exchange of new operating lease liabilities	\$ 54,185	22,652
	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Weighted average remaining lease-term - operating leases (in years)	10	10
Weighted-average discount rate - operating leases	3.02 %	2.99 %

The following table presents the remaining maturity of lease liabilities as of December 31, 2022, as well as the reconciliation of undiscounted lease payments to the discounted operating lease liabilities as recognized in the Consolidated Statements of Financial Condition:

<i>(in thousands)</i>		
Years Ending December 31,		
2023 (1)	\$	25,780
2024		38,342
2025		36,227
2026		33,404
2027		33,493
Thereafter		164,996
The undiscounted operating lease payments	\$	332,242
Less: present value adjustments		50,672
Operating lease liabilities	\$	281,570

(1) Net of \$15.9 million of landlord provided lease incentives that are expected to be received in 2023.

### Lessor Leasing Arrangements

Signature Financial offers a variety of financing and leasing products, including equipment, transportation, commercial marine and national franchise leasing through direct and indirect funding by leveraging our capital markets and third party funding groups and partnering with banks who own leasing companies, independent finance companies, equipment vendors and investment institutions.

The standard leases are typically repayable on a level monthly basis with terms ranging from 24 to 120 months. At the end of the lease term, the lessee usually has the option to return the equipment, to renew the lease or purchase the equipment at the then FMV price or at a bargain purchase price. For leases with a FMV renewal/purchase option, the relevant residual value assumptions are based on the estimated value of the leased asset at the end of lease term, including evaluation of key factors, such as, the estimated remaining useful life of the leased asset, its historical secondary market value including history of the lessee executing the FMV option, overall credit evaluation and return provisions.

Signature Financial's strategy is to acquire the leased asset at fair market value and provide funding to the respective lessee at acquisition cost, less any volume or trade discounts, as applicable. Therefore, there is generally no selling profit or loss to recognize or defer at inception of lease. The only element of profit is from financing charges. As of December 31, 2022 and December 31, 2021 Signature Financial has no equipment leases classified as operating leases. Therefore, their leases are either accounted for as sales type or direct financing leases.

The following table presents the components of lease income for the year ended:

<i>(In thousands)</i>	December 31, 2022	December 31, 2021	December 31, 2020
Interest income on lease receivables	\$ 45,286	\$ 43,321	\$ 39,601
Interest income from accretion of unguaranteed residual assets	4,367	4,060	4,367
<b>Total lease income (1)</b>	<b>\$ 49,653</b>	<b>\$ 47,381</b>	<b>\$ 43,968</b>

(1) Included in Interest income - Loans and leases within the Consolidated Statements of Income.

The components of net investment in sales-type and direct financing leases, including the carrying amount of lease receivable, as well as the unguaranteed residual asset were as follows:

<i>(In thousands)</i>	December 31, 2022	December 31, 2021
Net investments in the lease - lease payments receivable (1)	\$ 1,277,261	1,023,082
Net investment in the lease - unguaranteed residual assets	201,199	145,284
<b>Total net investments in leases</b>	<b>\$ 1,478,460</b>	<b>1,168,366</b>

(1) Includes the guaranteed residual assets value of \$35.8 million and \$31.5 million as of December 31, 2022 and 2021, respectively.

The following table presents the remaining maturity analysis of the undiscounted lease receivables as of December 31, 2022, as well as the reconciliation to the total amount of receivables recognized in the Consolidated Statements of Financial Condition:

<i>(in thousands)</i>		
Years Ending December 31,		
2023	\$	366,608
2024		276,117
2025		242,581
2026		221,823
2027		205,211
Thereafter		4,952
<b>Total undiscounted lease payments</b>	<b>\$</b>	<b>1,317,292</b>
<b>Less: present value adjustments</b>		<b>75,795</b>
<b>Lease receivable recognized</b>	<b>\$</b>	<b>1,241,497</b>

## (23) Regulatory Capital

As a New York state-chartered bank, we are subject to various regulatory capital requirements administered by state and federal regulatory agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possible additional discretionary—actions by regulators that, if undertaken, could have a direct material adverse effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

As of December 31, 2022 and 2021, we met all capital adequacy requirements to which we were subject. Additionally, the most recent notification from the Federal Deposit Insurance Corporation categorized us as "well capitalized" under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

The capital amounts and ratios presented in the following table demonstrate that we were "well capitalized" as of December 31, 2022:

<i>(dollar in thousands)</i>	<i>Actual</i>		<i>Required for Capital Adequacy Purposes</i>		<i>Required to be Well capitalized</i>	
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
Total capital (to risk-weighted assets)	\$11,058,871	12.32 %	7,183,492	8.00 %	8,979,366	10.00 %
Tier 1 capital (to risk-weighted assets)	10,059,025	11.20 %	5,387,619	6.00 %	7,183,492	8.00 %
Common equity Tier 1 capital (to risk-weighted assets)	9,350,838	10.41 %	4,040,714	4.50 %	5,836,588	6.50 %
Tier 1 leverage capital (to average assets)	10,059,025	8.79 %	4,579,207	4.00 %	5,724,008	5.00 %

The capital amounts and ratios presented in the following table demonstrate we were "well capitalized" as of December 31, 2021:

<i>(dollar in thousands)</i>	<i>Actual</i>		<i>Required for Capital Adequacy Purposes</i>		<i>Required to be Well capitalized</i>	
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
Total capital (to risk-weighted assets)	\$ 9,088,403	11.76 %	6,184,619	8.00 %	7,730,774	10.00 %
Tier 1 capital (to risk-weighted assets)	8,127,884	10.51 %	4,638,465	6.00 %	6,184,619	8.00 %
Common equity Tier 1 capital (to risk-weighted assets)	7,419,711	9.60 %	3,478,848	4.50 %	5,025,003	6.50 %
Tier 1 leverage capital (to average assets)	8,127,884	7.27 %	4,472,491	4.00 %	5,590,614	5.00 %

See "Regulation and Supervision—Capital and Related Requirements", "Regulation and Supervision—Prompt Corrective Action and Enforcement Powers" and Capital Resources earlier in this report for additional information regarding regulatory capital.

### *Dividends*

Payments of dividends on our common stock and our Series A Preferred Stock, may be subject to the prior approval of the DFS and of the FDIC. Under New York law, we are prohibited from declaring a dividend so long as there is any impairment of our capital stock. In addition, we would be required to obtain the approval of the DFS if the total of all our dividends declared in any calendar year would exceed the total of our net profits for that year combined with retained net profits of the preceding two years, less any required transfer to surplus or a fund for the retirement of any preferred stock. We would also be required to obtain the approval of the FDIC prior to declaring a dividend if after paying the dividend we would be undercapitalized, significantly undercapitalized, or critically undercapitalized. See "Regulation and Supervision—Prompt Corrective Action and Enforcement Powers." In addition, the FDIC has stated that excessive dividends can negate strong earnings performance and result in a weakened capital position and that dividends generally can be disbursed, in reasonable amounts, only after losses are eliminated and necessary reserves and prudent capital levels are established.

The Bank declared and paid a quarterly common stock cash dividend of \$0.56 per share, or a total of approximately \$30.0 million to \$35.3 million each quarter since the third quarter of 2018. On January 13, 2023, the Bank declared its fourth quarter 2022 common stock cash dividend of \$0.70 per share, an increase of \$0.14 per share, to be paid on or after February 10, 2023 to common stockholders of record at the close of business on January 27, 2023. The Bank also declared a cash dividend of \$12.50 per share on or after March 30, 2023 to preferred stockholders of record at the close of business on March 17, 2023.

In addition, on October 2018, the Bank's stockholders approved the repurchase of common stock from the Bank's shareholders in open market up to \$500.0 million. Share buybacks are also subject to regulatory approval, which were received for the repurchase program of up to \$500.0 million in November 2018. We received shareholder and regulatory approval to continue the program in 2019.

On February 19, 2020, the Board of Directors approved an amendment to the stock repurchase program that restored the Bank's share repurchase authorization to an aggregate purchase amount of up to \$500.0 million from the \$220.9 million that was remaining under the original authorization as of December 31, 2019. The amended stock repurchase program was approved by the shareholders in April 2020. No common stock has been repurchased by the Bank since the first quarter of 2020. During the third quarter of 2022, we received our annual regulatory approval to extend the repurchase of the \$170.8 million remaining under the original authorization to September 30, 2023. We will seek separate regulatory approval for the additional \$279.1 million approved under the amended authorization. To date, the Bank has repurchased 2,689,544 shares of common stock for a total of \$329.2 million and the amount remaining under the amended authorization was \$450.0 million at December 31, 2022. On April 27, 2022, the stockholders approved the continuation of our share repurchase plan in an aggregate amount up to \$500.0 million.

Any future determination to pay dividends or repurchase shares will be at the discretion of our Board of Directors and will be dependent upon then-existing conditions, including our financial condition and results of operations, capital requirements, commercial real estate concentration, contractual restrictions, business prospects and other factors that the Board of Directors considers relevant.

## **(24) Segment Reporting**

On an annual basis, we reevaluate our segment reporting conclusions. Based on our internal operating structure and the relative significance of the specialty finance business, we determined our operations are organized into two reportable segments representing our core businesses – Commercial Banking and Specialty Finance.



*Commercial Banking* consists principally of commercial real estate lending commercial and industrial lending, fund banking, venture banking, and commercial deposit gathering activities.

*Specialty Finance* consists principally of financing and leasing products, including equipment, transportation, commercial marine, municipal, sustainable energy and national franchise financing and/or leasing.

Segment information is reported using a “management approach” that is based on the way management organizes the segments for purposes of making operating decisions and assessing performance.

Management’s accounting process uses various estimates and allocation methodologies to measure the performance of the segments. To determine financial performance for each segment, the Company allocates funding costs and certain non-interest expenses to each segment, as applicable. Management does not consider income tax expense when evaluating segment profitability and, therefore, it is not disclosed in the tables below. Instead, the Bank’s income tax expense is calculated and evaluated at a consolidated level.

The following table presents financial data of our reportable segments (inter-segment assets have not been eliminated):

<i>(in thousands)</i>	<i>At or for the years ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Commercial Banking</b>			
Interest income	\$ 3,390,671	2,043,287	1,803,548
Interest expense	1,015,003	309,856	412,554
Provision for credit losses	20,773	40,941	242,193
Non-interest income (1)	153,974	113,477	70,377
Non-interest expense	818,164	659,067	562,485
Income before income taxes (1)	\$ 1,690,705	1,146,900	656,693
Total assets (1)	\$ 110,149,515	118,483,206	73,990,855
<b>Specialty Finance</b>			
Interest income	\$ 224,946	194,655	197,142
Interest expense	65,280	47,562	69,044
Provision for credit losses	57,997	9,101	5,901
Non-interest income	7,280	7,587	5,036
Non-interest expense	44,250	44,705	51,734
Income before income taxes	\$ 64,699	100,874	75,499
Total assets	\$ 6,987,486	5,662,049	5,385,312

(1) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

The following table provides reconciliations of net interest income, provision for credit losses, non-interest income, non-interest expense, income before income taxes, and total assets for our reportable segments to the Consolidated Financial Statement totals:

<i>(in thousands)</i>	<i>At or for the years ended December 31,</i>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Net interest income:</b>			
Commercial Banking	\$ 2,375,668	1,733,431	1,390,993
Specialty Finance	159,666	147,093	128,099
Consolidated	\$ 2,535,334	1,880,524	1,519,092
<b>Provision for credit losses:</b>			
Commercial Banking	\$ 20,773	40,941	242,193
Specialty Finance	57,997	9,101	5,901
Consolidated	\$ 78,770	50,042	248,094
<b>Non-interest income:</b>			
Commercial Banking (2)	\$ 153,974	113,477	70,377
Specialty Finance	7,280	7,587	5,036
Eliminations (1)	(217)	(172)	(165)
Consolidated	\$ 161,037	120,892	75,248
<b>Non-interest expenses:</b>			
Commercial Banking	\$ 818,164	659,067	562,485
Specialty Finance	44,250	44,705	51,734
Eliminations (1)	(217)	(172)	(165)
Consolidated	\$ 862,197	703,600	614,054
<b>Income before income taxes:</b>			
Commercial Banking (2)	\$ 1,690,705	1,146,900	656,693
Specialty Finance	64,699	100,874	75,499
Consolidated	\$ 1,755,404	1,247,774	732,192
<b>Total assets:</b>			
Commercial Banking (2)	\$ 110,149,515	118,483,206	73,990,855
Specialty Finance	6,987,486	5,662,049	5,385,312
Eliminations (1)	(6,773,350)	(5,699,828)	(5,487,823)
Consolidated	\$ 110,363,651	118,445,427	73,888,344

(1) Eliminations related to intercompany funding.

(2) Effective January 1, 2020, we changed our accounting policy for LIHTC investments from the equity method to the proportional amortization method as it was determined to be the preferable method.

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**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

The following summarizes the material terms and provisions of our capital stock. Our Organization Certificate authorizes the issuance of 186 million shares of capital stock, divided into 125 million shares of common stock, \$0.01 par value per share, and 61 million shares of preferred stock, \$0.01 par value per share. As of February 28, 2023, we had 62,974,038 shares of common stock outstanding and 730,000 shares of preferred stock outstanding. We have reserved 2,424,027 shares of common stock for issuance under our Equity Incentive Plan. Of these, awards of a total of 759,875 shares of unvested restricted stock were issued as of February 28, 2023, and 1,664,152 shares of common stock remained available for future awards. Both our preferred stock and our common stock represent nonwithdrawable capital, are not accounts of an insurable type and are not insured by the Federal Deposit Insurance Corporation (the "FDIC") or any other governmental authority.

**DESCRIPTION OF COMMON STOCK**

*The following description summarizes the material terms of our common stock. Because it is only a summary, it may not contain all the information that is important to you. For a complete description, you should refer to our Organization Certificate, By-laws, certificates of amendment and any applicable provisions of relevant law.*

**Common Stock**

The holders of common stock have no preemptive, cumulative, subscription, redemption, sinking fund or conversion rights or preferences. The holders of common stock will be entitled to receive such dividends as the board of directors may declare out of funds legally available for that purpose. Upon our liquidation or dissolution, the holders of common stock will be entitled to share ratably in our assets legally available for the distribution to shareholders after payment of liabilities and subject to the prior rights of any holders of preferred stock then outstanding.

The common stock is entitled to one vote per share on all matters, including the election of directors. In a contested election, directors are elected by a plurality of the votes cast at a meeting of the shareholders by the holders of the shares entitled to vote in the election. In an uncontested election, directors are elected by a majority of the votes cast at a meeting of the shareholders by the holders of the shares entitled to vote in the election. Any or all of the directors may be removed by action of the board of directors for cause or by vote of the shareholders for cause.

**Certain Provisions of the Bank's Organization Certificate and By-laws**

The following summarizes certain provisions of our Organization Certificate and By-laws. Some of these provisions may be deemed to have an anti-takeover effect and may delay, defer or prevent a tender offer or takeover attempt that a stockholder might consider in its best interest, including an attempt that might result in the receipt of a premium over the market price for the shares held by stockholders.

***Election and Removal of Directors.***

Following the annual meeting of stockholders held in 2022, we amended our By-laws to provide that, beginning with the annual meeting of stockholders to be held in 2024, each director will serve for a one-year term ending at the annual meeting of stockholders following the annual meeting of stockholders at which that director was elected. Prior to the annual meeting of stockholders to be held in 2024, our By-laws provide that the board of directors will be divided into three classes designated Class I, Class II and Class III. Class I directors will serve out the remainder of their current three-year terms, and they and any

successors will stand for re-election at the annual meeting of stockholders to be held in 2024 for one-year terms ending at the annual meeting of stockholders to be held in 2025. Class II directors elected at the annual meeting of stockholders held in 2022 will serve one-year terms ending at the annual meeting of stockholders to be held in 2023. Class III directors will serve out the remainder of their current three-year terms, and they and any successors will stand for re-election at the annual meeting of stockholders to be held in 2023 for one-year terms ending at the annual meeting of stockholders to be held in 2024. For so long as our board of directors is classified, if the number of directors is changed, any increase or decrease will be apportioned among the classes in such a manner as the board of directors will determine so as to maintain the number of directors in each class as nearly as equal as possible.

Our By-laws provide that any or all of the directors may be removed by action of the board of directors or our stockholders, in each case, for cause, subject to the provisions of Section 7006 of the New York Banking Law. The provision that stockholders may remove a director only for cause, when coupled with the provision of the By-laws authorizing only the board of directors to fill vacant directorships, will preclude a stockholder from removing incumbent directors without cause and simultaneously gaining control of the board of directors by filling the vacancies created by such removal with its own nominees.

The By-laws also provide that any amendment to the provisions of the By-laws regarding the number, qualification and term of office of directors must be approved by holders of at least 66% of our outstanding shares of common stock entitled to vote on such amendment. Finally, the By-laws permit our board of directors to delegate its authority to an executive committee of the board of directors, except to the extent set forth in the By-laws or as limited by the New York Banking Law.

#### ***Stockholder Action by Written Consent.***

Pursuant to Section 6015 of the New York Banking Law, any action required or permitted to be taken at a stockholder meeting may be taken without notice, without a meeting and without a stockholder vote if a written consent setting forth the action is signed by the holders of all of the outstanding shares entitled to vote, unless our Organization Certificate provides otherwise. This provision of the New York Banking Law prevents the holders of a majority of the voting stock from using the written consent procedure to take stockholder action without affording all stockholders an opportunity to participate. Our By-laws contain a provision analogous to this section of the New York Banking Law.

#### ***Advance Notice Requirements for Stockholder Proposals and Director Nominations.***

The By-laws contain advance notice requirements, which provide that stockholders seeking to bring business before an annual meeting of stockholders, or to nominate candidates for election as directors at an annual or special meeting of stockholders, must provide timely notice thereof in writing. To be timely, a stockholder's notice must be delivered to or mailed and received by the secretary at our principal executive offices not later than the 90th calendar day nor earlier than the 120th calendar day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 calendar days before or more than 60 calendar days after such anniversary date, notice by the stockholder to be timely must be delivered not earlier than the close of business on the 120th calendar day prior to such annual meeting but not later than the close of business on the later of the 90th calendar day prior to such annual meeting or the 10th calendar day following the calendar day on which public announcement of the date of the meeting is first made by the Bank. The By-laws also specify certain requirements for a stockholder's notice to be in proper written form. These provisions may preclude some stockholders from bringing matters before the stockholders at an annual or special meeting or from making nominations for directors at an annual or special meeting.

#### **Restrictions on Ownership of Signature Bank Common Stock**

The Bank Holding Company Act of 1956 requires any "bank holding company" (as defined in that Act) to obtain the approval of the Federal Reserve prior to acquiring more than 5% of our outstanding common stock. Any person other than a bank holding company is required to obtain prior approval of the FDIC to acquire 10% or more of our outstanding common stock under the Change in Bank Control Act of

1978. Any holder of 25% or more of our outstanding common stock, other than an individual, is subject to regulation as a bank holding company under the Bank Holding Company Act of 1956. In addition, under the banking laws of the state of New York, any person acquiring 10% or more of our voting stock would be required to obtain the approval of the New York State Banking Board.

### **Limitation of Liability and Indemnification Matters**

Section 7019 of the New York Banking Law permits a corporation to indemnify its officers and directors under certain circumstances.

Our By-laws provide that we will indemnify, to the extent permitted by applicable federal and state banking statutes or regulations or bank safety and soundness requirements, any of our directors and officers and any other person who serves or served in any capacity in another entity at our request with respect to all judgments, fines, penalties and amounts paid in settlement and reasonable expenses (including attorneys' fees, disbursements and other charges) actually and necessarily incurred by such person in any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Signature Bank), in which such person was or is made or threatened to be made a party or is otherwise involved by reason of the fact that such person is or was one of our directors or officers or serves or served in any capacity in another entity at our request, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or in the case of service for any other entity, not opposed to, the best interests of Signature Bank and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

We will also indemnify, to the extent permitted by applicable federal and state banking statutes or regulations or bank safety and soundness requirements, any of our directors and officers or any other person who serves or served in any capacity in another entity at our request with respect to amounts paid in settlement and reasonable expenses (including attorneys' fees, disbursements and other charges) actually and necessarily incurred by such person in connection with the defense or settlement of any action or suit by or in the right of Signature Bank in which such person was or is made or threatened to be made a party or is otherwise involved by reason of the fact that such person is or was one of our directors or officers or serves or served in any capacity in another entity at our request, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or in the case of service for any other entity, not opposed to, the best interests of Signature Bank. We will not indemnify any such person however in respect of a threatened or pending action that is settled or otherwise disposed of or any claim, issue or matter as to which such person shall have been adjudged to be liable to Signature Bank unless a court shall determine that despite the adjudication of liability but in view of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that such court deems proper.

Any such person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding will be entitled to indemnification. In each case where such person is not successful in the defense of a suit or proceeding, such person will only be entitled to indemnification if a majority of the board of directors constituting a quorum determines that indemnification is proper in the circumstances because such person has met the applicable standard of conduct. Such determination may be made (i) by the majority vote of a quorum of the board of directors consisting of directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the stockholders.

Expenses (including attorneys' fees, disbursements and other charges) incurred in defending a civil or criminal action, suit or proceeding may be paid by us in advance of the final disposition of such action, suit or proceeding to the extent of an undertaking by or on behalf of the director or officer who is eligible for indemnification to repay such amount to the extent required by Section 7022 of the New York Banking Law.

## **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company.

## **DESCRIPTION OF SERIES A PREFERRED STOCK**

*The following description summarizes the material terms of our 5.00% Noncumulative Perpetual Series A Preferred Stock (the "Series A Preferred Stock"). Because it is only a summary, it may not contain all the information that is important to you. For a complete description, you should refer to our Organization Certificate, By-laws, certificates of amendment and any applicable provisions of relevant law.*

### **General**

Our Organization Certificate authorizes us to issue 61,000,000 shares of preferred stock, \$0.01 par value per share, in one or more series and authorizes our Board to fix the number of shares and determine the rights, preferences, privileges and restrictions of any such series of preferred stock. We currently have 730,000 outstanding shares of preferred stock as of February 28, 2023.

### **Ranking**

The Series A Preferred Stock ranks senior to our common stock and any other class or series of preferred stock that by its terms ranks junior to the Series A Preferred Stock, and at least equally with all future series of preferred stock that we may issue (except for any senior stock that may be issued with the requisite consent of the holders of the Series A Preferred Stock and all other Parity Stock (as defined below)), with respect to payment of dividends or amounts upon our liquidation, dissolution or winding up.

### **Dividends**

Dividends on shares of the Series A Preferred Stock will not be mandatory. Holders of Series A Preferred Stock will be entitled to receive, when, as and if declared by our board of directors (or a duly authorized committee thereof), out of funds legally available for the payment of distributions, cash dividends that will be noncumulative. These dividends will accrue on the liquidation preference amount of \$1,000 per share (equivalent to \$25 per depositary share) at a rate per annum equal to 5.000% (equivalent to \$1.25 per depositary share per annum). Dividends on the Series A Preferred Stock, if declared, will be payable quarterly in arrears on the 30th day of each March, June, September and December of each year, commencing on March 30, 2021 (each, a "dividend payment date"). If any date on which dividends otherwise would be payable is not a business day, then the dividends will be payable on the next succeeding day that is a business day, without any additional dividends accruing or other payment adjustment in respect of such delay, and the relevant dividend period will not be adjusted. A "business day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation to close in The City of New York. A "dividend period" means each period commencing on (and including) a dividend payment date and continuing to (but excluding) the next succeeding dividend payment date, except that the first dividend period for the initial issuance of shares of Series A Preferred Stock will commence upon (and include) the date of original issuance of those shares. If additional shares of Series A Preferred Stock are issued at a future date, the first dividend period for such shares will commence upon (and include) the later of the date of original issuance of Series A Preferred Stock and the first day of the quarterly period in which such later date of issue occurs. Dividends payable on the Series A Preferred Stock for any dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dollar amounts resulting from that calculation will be rounded to the nearest cent, with one-half cent being rounded upward.

We will pay dividends to holders of record of Series A Preferred Stock as they appear in our share records at the close of business on the applicable record date designated by our board of directors for the payment of dividends that is not more than 60 nor less than 10 days prior to such dividend

payment date; provided, however, that if the date fixed for redemption of any Series A Preferred Stock occurs after a dividend is authorized and declared but before it is paid, such dividend shall be paid as part of the redemption price to the person to whom the redemption price is paid.

No dividends on the Series A Preferred Stock will be declared or be paid or set aside for payment at any time when the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibits such declaration, payment or setting aside for payment or provides that such declaration, payment or setting aside for payment would constitute a breach of or a default under such agreement, or if such authorization or payment is restricted or prohibited by law.

Dividends will not be cumulative. If we fail to declare a dividend for any dividend payment date, then that dividend will not accumulate and be payable, the holders of the Series A Preferred Stock will have no right to receive a dividend related to that dividend period, and we will have no obligation to pay a dividend for the related dividend period or to pay any interest, whether or not dividends on the Series A Preferred Stock are declared for any future dividend period. If we fail to pay or set aside for payment scheduled dividends (whether or not declared) with respect to any six dividend periods (whether or not consecutive), holders of Series A Preferred Stock will be entitled to vote for the election of two directors, as described below under “—Voting Rights.”

Full dividends will not be declared or paid or set apart for payment on any preferred stock ranking on parity with the Series A Preferred Stock as to payment of dividends or amounts upon our liquidation, dissolution or winding up (“Parity Stock”) or any other shares of capital stock that rank junior to the Series A Preferred Stock as to payment of dividends or amounts upon our liquidation, dissolution or winding up (“Junior Stock”) during any dividend period unless dividends on the Series A Preferred Stock for that dividend period are declared and paid in full. When such cash dividends are not paid in full, or a sum sufficient for the full payment is not set aside, dividends upon shares of Series A Preferred Stock and dividends on other Parity Stock payable during the dividend period will be declared *pro rata* so that the amount of dividends payable per share on the Series A Preferred Stock and any other Parity Stock will in all cases bear to each other the same ratio that full dividends for the then-current dividend period on the shares of Series A Preferred Stock and full dividends, including required or permitted accumulations, if any, on shares of the other Parity Stock, bear to each other. If full dividends on the Series A Preferred Stock have not been declared and paid or set aside for payment for a dividend period, the following restrictions will apply for that dividend period:

- no dividend or distribution, other than in shares of Junior Stock, may be declared, set aside for payment or paid on any shares of stock of any class or series of Junior Stock;
- we may not redeem, purchase or otherwise acquire any Junior Stock, and no monies may be paid to or made available for a sinking fund for the redemption of any Junior Stock, except by conversion into or exchange for Junior Stock, or by the tendering of Junior Stock in payment for the exercise of options under our stock option plans then in effect; and
- we may not redeem, purchase or otherwise acquire any shares of the Series A Preferred Stock other than pursuant to *pro rata* offers to purchase or exchange, or a concurrent redemption of all of, the outstanding shares of Series A Preferred Stock.

There can be no assurances that any dividends on the Series A Preferred Stock will be declared or, if declared, what the amounts of dividends will be or whether these dividends, if declared for any dividend period, will continue for any future dividend period. The declaration and payment of future dividends on the Series A Preferred Stock will be subject to business conditions, regulatory considerations, our earnings and financial condition and the judgment of our board of directors.



## **Liquidation Rights**

Upon any voluntary or involuntary liquidation, dissolution or winding up of Signature Bank, the holders of the outstanding shares of Series A Preferred Stock are entitled to be paid out of the assets of Signature Bank legally available for distribution to our shareholders, before any distribution of assets is made to holders of common stock or any other Junior Stock, a liquidating distribution in the amount of a liquidation preference of \$1,000 per share, plus the sum of any declared and unpaid dividends for dividend periods prior to the dividend period in which the liquidation distribution is made and declared and unpaid dividends for the then-current dividend period in which the liquidation distribution is made to the date of such liquidation distribution. After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series A Preferred Stock will have no right or claim to any of our remaining assets.

Distributions will be made only to the extent that our assets that are available after satisfaction of all liabilities to our depositors and creditors and subject to the rights of any securities ranking senior to the Series A Preferred Stock, if any. If our remaining assets are not sufficient to pay the full liquidating distributions to the holders of the Series A Preferred Stock and all Parity Stock, then we will distribute our assets to those holders *pro rata* in proportion to the full liquidating distributions to which they would otherwise have received.

For purposes of the liquidation rights, neither the sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of our property or business, nor the consolidation or merger by us with or into any other entity or by another entity with or into us will constitute a liquidation, dissolution or winding up of the Bank. If we enter into any merger or consolidation transaction with or into any other entity and we are not the surviving entity in such transaction, the Series A Preferred Stock may be converted into shares of the surviving or successor corporation or the direct or indirect parent of the surviving or successor corporation having terms identical to the terms of the Series A Preferred Stock set forth herein.

## **Conversion Rights**

The Series A Preferred Stock is not convertible into or exchangeable for any other of our property, interests or securities.

## **Redemption**

### ***Optional Redemption***

The Series A Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provisions. However, the Series A Preferred Stock may be redeemed on or after December 30, 2025, upon not less than 30 days' and not more than 60 days' notice ("Optional Redemption"). On that date or any date thereafter, we may redeem the Series A Preferred Stock from time to time, in whole or in part, at our option, for cash, subject to the receipt of any necessary prior approval from the FDIC and the Superintendent, at the cash redemption price provided below. Dividends will not accrue on those shares of Series A Preferred Stock on and after the redemption date. Neither the holders of Series A Preferred Stock nor the holders of the related depository shares have the right to require the redemption or repurchase of the Series A Preferred Stock.

### ***Redemption Following a Special Event***

Subject to the receipt of any necessary prior approval from the FDIC and the Superintendent, at any time within 90 days following (i) a Regulatory Capital Treatment Event (as defined below) or (ii) the date that the Bank becomes required to register as an investment company pursuant to the Investment Company Act of 1940, as amended (each, a "Special Event"), the Bank may, at its option, upon notice as provided below, redeem all, but not less than all, of the Series A Preferred Stock, at the cash redemption

price provided below (“Special Event Redemption”). Dividends will not accrue on those shares of Series A Preferred Stock on and after the redemption date.

“Regulatory Capital Treatment Event” means the Bank’s good faith determination that, as a result of (a) any amendment to, or change in, the laws, rules or regulations of the United States (including, for the avoidance of doubt, any agency or instrumentality of the United States, including the FDIC and other federal bank regulatory agencies) or any political subdivision of or in the United States that is enacted or becomes effective after the settlement date for the depositary shares; (b) any proposed change in those laws, rules or regulations that is announced or becomes effective after the settlement date for the depositary shares; or (c) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws, rules, regulations, policies or guidelines with respect thereto that is announced after the settlement date for the depositary shares, there is more than an insubstantial risk that the Bank will not be entitled to treat the full liquidation value of the Series A Preferred Stock then outstanding as “Tier 1 Capital” (or its equivalent) for purposes of the capital adequacy rules or regulations of the FDIC (or, as and if applicable, the capital adequacy rules or regulations of any successor appropriate federal banking agency) as then in effect and applicable to the Bank, for so long as any share of Series A Preferred Stock is outstanding.

### ***Redemption Price***

The redemption price for any redemption of Series A Preferred Stock, whether an Optional Redemption or Special Event Redemption, will be equal to \$1,000 per share of Series A Preferred Stock (equivalent to \$25 per depositary share) plus the sum of any declared and unpaid dividends for prior dividend periods and accrued but unpaid and undeclared dividends for the then-current dividend period to, but excluding, the date of redemption.

### ***Redemption Procedures***

If we elect to redeem any shares of Series A Preferred Stock, we will provide notice by first class mail, postage prepaid, addressed to the holders of record of the shares of Series A Preferred Stock to be redeemed, mailed not less than 30 days and not more than 60 days before the date fixed for redemption thereof (provided, however, that if the shares of Series A Preferred Stock or the depositary shares representing the shares of Series A Preferred Stock are held in book-entry form through DTC, we may give this notice in any manner permitted by DTC). Any notice mailed or otherwise given as provided in this paragraph will be conclusively presumed to have been duly given, whether or not the holder receives this notice, and failure duly to give this notice by mail or otherwise, or any defect in this notice or in the mailing or provision of this notice, to any holder of shares of Series A Preferred Stock designated for redemption will not affect the redemption of any other shares of Series A Preferred Stock. Each notice of redemption shall state:

- the redemption date;
- the redemption price;
- if fewer than all shares of Series A Preferred Stock are to be redeemed, the number of shares of Series A Preferred Stock to be redeemed; and
- the manner in which holders of Series A Preferred Stock called for redemption may obtain payment of the redemption price in respect to those shares.

If notice of redemption of any shares of Series A Preferred Stock has been given and if the funds necessary for such redemption have been set aside by us in trust for the benefit of the holders of any shares of Series A Preferred Stock so called for redemption, then from and after the redemption date such shares of Series A Preferred Stock will no longer be deemed outstanding, and all rights of the holders of such shares will terminate, except the right to receive the redemption price, without interest.

In the case of any redemption of only part of the Series A Preferred Stock at the time outstanding, the shares of Series A Preferred Stock to be redeemed will be selected either *pro rata* or by lot. Subject to the provisions hereof, the board of directors will have the full power and authority to prescribe the terms and conditions upon which shares of Series A Preferred Stock may be redeemed from time to time.

The Series A Preferred Stock has no stated maturity and will not be subject to any sinking fund or mandatory redemption provisions.

### ***Regulatory Restrictions on Redemption Rights***

Under current FDIC capital regulations, a bank insured by the FDIC may not redeem shares of preferred stock included as Tier 1 capital without the prior approval of the FDIC. Any redemption of the Series A Preferred Stock is subject to our receipt of any required prior approval by the FDIC and the Superintendent and to the satisfaction of any conditions in the capital guidelines or regulations of the FDIC applicable to such redemption. Ordinarily, the FDIC would not permit such a redemption unless the FDIC determines that the Bank's condition and circumstances warrant the reduction of a source of permanent capital.

### **Voting Rights**

Registered owners of Series A Preferred Stock will not have any voting rights, except as set forth below or as otherwise required by law.

On any matter in which the Series A Preferred Stock is entitled to vote as a class with holders of any other shares upon which like voting rights have been conferred and are exercisable, including any action by written consent, each share of Series A Preferred Stock will be entitled to one vote. The depositary, as holder of all Series A Preferred Stock, will grant 1/40th of a vote per depositary share to the registered owner of each depositary share so that each depositary share will be entitled to exercise its proportionate voting rights.

If at any time the full amount of dividends on the Series A Preferred Stock have not been paid or set aside for payment (whether or not declared) for any six dividend periods (whether or not consecutive), holders of the depositary shares representing the Series A Preferred Stock voting as a single class together with holders of any other stock that ranks on a parity with the Series A Preferred Stock as to payment of dividends and that has voting rights equivalent to those described in this paragraph ("Voting Parity Stock"), will be entitled to elect two directors to serve on the board of directors (the "Preferred Stock Directors") at any annual meeting of shareholders or any special meeting of the holders of Series A Preferred Stock and any Voting Parity Stock, and the holders of our common stock will be entitled to vote for the election of the remaining number of directors authorized by our Organization Certificate or By-laws. Our board of directors will at no time have more than two Preferred Stock Directors.

If, at any time after the right to elect directors is vested in the Series A Preferred Stock, the holders of the Series A Preferred Stock and any Voting Parity Stock call a special meeting of shareholders for the election of directors, and at the time the special meeting is called, the election of the Preferred Stock Directors to the Board would cause the number of directors to exceed the maximum number authorized under our Organization Certificate or By-laws, then the holders of Series A Preferred Stock and any Voting Parity Stock, voting as a single class, shall be entitled to elect the Preferred Stock Directors and our common stock shall be entitled to elect the remaining number of authorized directors, the terms of office of all persons who were directors immediately prior to the special meeting shall terminate, and the directors elected by the holders of our Series A Preferred Stock and any Voting Parity Stock and the directors elected by the holders of our common stock shall constitute the directors of the Bank until the next annual meeting.

The Preferred Stock Directors elected at any such special meeting will hold office until the next annual meeting of our shareholders unless they have been previously terminated as described below. Except as otherwise provided for by applicable law, any Preferred Stock Director may be removed only by the vote of the holders of record of the outstanding Series A Preferred Stock entitled to vote (voting

together as a single class with holders of any Voting Parity Stock). As long as the right to elect Preferred Stock Directors is continuing, (i) any vacancy in the office of any Preferred Stock Director may be filled by the vote of the holders of record of the outstanding Series A Preferred Stock entitled to vote (voting together as a single class with holders of any Voting Parity Stock), and (ii) in the case of the removal of any Preferred Director, the vacancy may be filled by the vote of the holders of the outstanding Series A Preferred Stock entitled to vote (voting together as a single class with holders of any Voting Parity Stock) at the same meeting at which such removal shall be voted. Until the time that any such vacancy is filled at a shareholder meeting as provided above, a successor shall be elected by the Board to serve until the next such shareholder meeting upon the nomination of the then remaining Preferred Stock Director.

Whenever all dividends on the Series A Preferred Stock and any other stock upon which like voting rights have been conferred and are exercisable have been paid in full for four consecutive dividend periods (or otherwise for at least one year), then the right of the holders of Series A Preferred Stock to elect the Preferred Stock Directors will cease (but subject always to the same provisions for the vesting of these voting rights in the case of any similar non-payment of dividends in respect of future dividend periods), and if no other shareholders have like voting rights that are then exercisable, the terms of office of all Preferred Stock Directors will immediately terminate.

We cannot take any of the following actions without the affirmative vote of holders of at least two-thirds of the outstanding shares of Series A Preferred Stock:

- create any class or series of shares that ranks, as to dividends or distribution of assets, senior to the Series A Preferred Stock; or
- alter or change the provisions of our Organization Certificate, the Certificate of Amendment governing the Series A Preferred Stock or our By-laws so as to adversely affect the voting powers, preferences or special rights of the holders of the Series A Preferred Stock;

*provided, however*, that with respect to the occurrence of any event listed in the second bullet point above, so long as any shares of Series A Preferred Stock remain outstanding with the terms thereof unchanged or new shares of the surviving corporation or entity are issued with the identical terms as the Series A Preferred Stock, in each case taking into account that upon the occurrence of this event we may not be the surviving entity, the occurrence of any such event shall not be deemed to adversely affect any right, preference, privilege or voting power of the Series A Preferred Stock or the holders thereof, and provided, further, that any increase in the amount of our authorized common stock or preferred stock or the creation or issuance of any other Parity Stock or Junior Stock and any change to the number of directors or number of classes of directors or the manner of electing directors by holders of our common stock shall not, except as provided by law, be deemed to adversely affect such rights, preferences, privileges or voting powers.

Under New York law, in addition to any required approval by its board of directors or its voting shareholders, an amendment to the organization certificate of a New York state-chartered bank also must be approved by the affirmative vote of the holders of a majority of the outstanding shares of a class of shares, whether or not such class is entitled to a vote by the organization certificate, when the proposed amendment would: (i) exclude or limit their right to vote on any matter, except as such right may be limited by voting rights given to new shares then being authorized of any existing or new class or series; (ii) reduce the par value of any authorized shares of any class, whether issued or unissued; (iii) change any authorized shares, whether issued or unissued, into a different number of shares of the same class or into the same or a different number of shares of any one or more classes or any series thereof; (iv) fix, change or abolish the designation of any authorized class or any series thereof, or any of the relative rights, preferences and limitations of any shares of any authorized class or any series thereof, whether issued or unissued, including any provisions in respect of any undeclared dividends, whether or not cumulative or accrued, or the redemption of any shares, or any preemptive right to acquire shares of other securities; (v) provide that their shares may be converted into shares of any other class or into shares of any other series of the same class, or alter the terms or conditions upon which shares are convertible or change the shares issuable upon conversion of their shares, if such action would adversely

affect such holders; or (vi) subordinate their rights, by authorizing shares having preferences which would be in any respect superior to their rights.

The holders of Series A Preferred Stock will have no voting rights if we redeem all outstanding Series A Preferred Stock (or call for redemption all outstanding Series A Preferred Stock and deposit sufficient funds in a trust to effect the redemption) on or before the time the act occurs that would otherwise require a vote.

### **Regulatory Risk of Voting Rights**

Although we do not believe that any series of our preferred stock is considered “voting securities” for purposes of the BHCA, if one or more series were to become a class of “voting securities,” whether because we have missed six dividend payments and, as a result, holders of the preferred stock have the right to elect directors, or for other reasons, a “company” (as that term is defined for purposes of the BHCA) that owns or controls 25% or more of such class, or less than 25% if it otherwise exercises any “controlling influence” over us (including by holding 25% or more or, in some cases, one-third or more of our total equity), may then be subject to regulation as a bank holding company in accordance with the BHCA. In addition, if one or more series of our preferred stock becomes a class of “voting securities”:

- any bank holding company may be required to obtain the prior approval of the Board of Governors of the Federal Reserve to acquire or retain more than 5% of such series of preferred stock then outstanding;
- any person (or group of persons acting in concert) other than a bank holding company may be required to obtain the approval of the FDIC under the CIBCA to acquire or retain 10% or more of such series of preferred stock; and
- any company or person may be required to obtain the prior approval of the Superintendent before acquiring “control” of us, as defined in New York statutes and regulations.

Holders of our preferred stock should consult their own counsel with regard to regulatory implications.

### **Limitation of Liability and Indemnification Matters**

Section 7019 of the New York Banking Law permits a corporation to indemnify its officers and directors under certain circumstances.

Our By-laws provide that we will indemnify, to the extent permitted by applicable federal and state banking statutes or regulations or bank safety and soundness requirements, any of our directors and officers and any other person who serves or served in any capacity in another entity at our request with respect to all judgments, fines, penalties and amounts paid in settlement and reasonable expenses (including attorneys’ fees, disbursements and other charges) actually and necessarily incurred by such person in any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Signature Bank), in which such person was or is made or threatened to be made a party or is otherwise involved by reason of the fact that such person is or was one of our directors or officers or serves or served in any capacity in another entity at our request, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or in the case of service for any other entity, not opposed to, the best interests of Signature Bank and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

We will also indemnify, to the extent permitted by applicable federal and state banking statutes or regulations or bank safety and soundness requirements, any of our directors and officers or any other person who serves or served in any capacity in another entity at our request with respect to amounts paid in settlement and reasonable expenses (including attorneys’ fees, disbursements and other charges)

actually and necessarily incurred by such person in connection with the defense or settlement of any action or suit by or in the right of Signature Bank in which such person was or is made or threatened to be made a party or is otherwise involved by reason of the fact that such person is or was one of our directors or officers or serves or served in any capacity in another entity at our request, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or in the case of service for any other entity, not opposed to, the best interests of Signature Bank. We will not indemnify any such person however in respect of a threatened or pending action that is settled or otherwise disposed of or any claim, issue or matter as to which such person shall have been adjudged to be liable to Signature Bank unless a court shall determine that despite the adjudication of liability but in view of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that such court deems proper.

Any such person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding will be entitled to indemnification. In each case where such person is not successful in the defense of a suit or proceeding, such person will only be entitled to indemnification if a majority of the board of directors constituting a quorum determines that indemnification is proper in the circumstances because such person has met the applicable standard of conduct. Such determination may be made (i) by the majority vote of a quorum of the board of directors consisting of directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the stockholders.

Expenses (including attorneys' fees, disbursements and other charges) incurred in defending a civil or criminal action, suit or proceeding may be paid by us in advance of the final disposition of such action, suit or proceeding to the extent of an undertaking by or on behalf of the director or officer who is eligible for indemnification to repay such amount to the extent required by Section 7022 of the New York Banking Law.

## **DESCRIPTION OF DEPOSITARY SHARES**

*The following description summarizes the material terms of our depositary shares each representing a 1/40th fractional ownership interest in a share of Series A Preferred Stock. Because it is only a summary, it may not contain all the information that is important to you. For a complete description, you should refer to our Organization Certificate, By-laws, certificates of amendment and any applicable provisions of relevant law.*

### **General**

The Series A Preferred Stock was deposited with American Stock Transfer & Trust Company as depositary, under a deposit agreement. Each depositary share represents a 1/40th fractional ownership interest in a share of Series A Preferred Stock. Subject to the terms of the deposit agreement, each holder of a depositary share will be entitled to all the rights and preferences of a 1/40th fractional ownership interest in a share of Series A Preferred Stock (including dividend, voting, redemption and liquidation rights and preferences).

### **Listing**

Our depositary shares are listed on the Nasdaq Global Select Market under the symbol "SBNYP." The Series A Preferred Stock will not be listed, and we do not expect that there will be any trading market for the Series A Preferred Stock except as represented by depositary shares.

### **Dividends**

Each dividend payable on a depositary share will be in an amount equal to 1/40th of the dividend declared and payable on each share of Series A Preferred Stock.

The depositary will distribute all cash dividends paid on the Series A Preferred Stock to the record holders of the depositary shares in proportion to the number of depositary shares held by the holders. The depositary will distribute only such amount, however, as can be distributed without attributing to any holder of depositary shares a fraction of one cent, and any balance not so distributable will be held by the depositary (without liability for interest thereon) and will be added to and be treated as part of the next sum received by the depositary for distribution to record holders of depositary shares then outstanding.

If a dividend is other than in cash and it is feasible for the depositary to distribute the property it receives, the depositary, upon written instructions from us, will distribute the property to the record holders of the depositary shares. If such a distribution is not feasible and we so direct, the depositary will sell on behalf of the holders of depositary shares the property and distribute the net proceeds from the sale to the holders of the depositary shares in proportion to the number of depositary shares held by the holders.

Record dates for the payment of dividends and other matters relating to the depositary shares will be the same as the corresponding record dates for the Series A Preferred Stock.

The amounts distributed to holders of depositary shares will be reduced by any amounts required to be withheld by the depositary or by us on account of taxes or other governmental charges. The depositary may refuse to make any payment or distribution, or any transfer, exchange or withdrawal of any depositary shares or the Series A Preferred Stock until such taxes or other governmental charges are paid. To the extent that the depositary determines that amounts are required to be withheld in relation to the distribution of any property pursuant to the deposit agreement, the depositary may, in certain circumstances, sell all or a portion of such property to pay such taxes and distribute the balance of the net proceeds (after the deduction of such taxes) to the holder of the depositary shares in proportion to the number of depositary shares held by the holder.

### **Liquidation Preference**

In the event of any liquidation, dissolution or winding up of our affairs, the holders of the depositary shares will be entitled to 1/40th of the liquidation preference accorded each share of Series A Preferred Stock.

If we consolidate or merge with or into any other entity or we sell, lease, transfer or convey all or substantially all of our property or business, we will not be deemed to have liquidated, dissolved or wound up. In the event of our liquidation, dissolution or winding up, a holder of depositary shares will receive the fraction of the liquidation preference accorded each share of underlying Series A Preferred Stock represented by the depositary shares.

### **Redemption**

Whenever we redeem any of the Series A Preferred Stock held by the depositary, the depositary will redeem as of the same redemption date, from the proceeds received by the depositary resulting from the redemption of the Series A Preferred Stock held by the depositary, the number of depositary shares representing the redeemed Series A Preferred Stock. The redemption price per depositary share will be 1/40<sup>th</sup> of the redemption price per share payable with respect to the Series A Preferred Stock, plus any accrued and unpaid dividends on the shares of the Series A Preferred Stock called for redemption for the then-current dividend period to, but excluding, the redemption date, without accumulation of any undeclared dividends.

A notice of the redemption furnished by us will be mailed by the depositary by first class mail, postage prepaid, not less than 30 nor more than 60 days before the date fixed for redemption thereof, addressed to the respective holders of record of the depositary shares to be redeemed at their respective addresses as they appear on the share transfer records of the depositary (provided, however, that if the depositary shares are held in book-entry form through DTC, we may give this notice in any manner permitted by DTC). A failure to give such notice or any defect in the notice or in our mailing will not affect

the validity of the proceedings for the redemption of any shares of Series A Preferred Stock or depositary shares except as to the holder to whom notice was defective or not given. Each notice shall state:

- the redemption date;
- the redemption price;
- if fewer than all shares of Series A Preferred Stock are to be redeemed, the number of shares of Series A Preferred Stock to be redeemed (and the corresponding number of depositary shares); and
- the place or places where the depositary receipts evidencing the depositary shares are to be surrendered for payment of the redemption price.

If we redeem fewer than all of the outstanding shares of Series A Preferred Stock, the depositary will select the corresponding number of depositary shares to be redeemed *pro rata* or by lot. In any such case, depositary shares will be redeemed only in increments of 40 depositary shares and any integral multiple thereof, and the notice mailed to such holder shall also specify the number of depositary shares to be redeemed from such holder.

The holders of depositary shares at the close of business on a dividend record date will be entitled to receive the dividend payable with respect to the depositary shares evidenced by such depositary shares on the corresponding dividend payment date notwithstanding the redemption of the depositary shares between such dividend record date and the corresponding dividend payment date or our default in the payment of the dividend due. Except as provided above, we will make no payment or allowance for unpaid dividends on the Series A Preferred Stock or depositary shares to be redeemed.

## **Voting**

Because each depositary share represents a 1/40th ownership interest in a share of Series A Preferred Stock, holders of depositary receipts will be entitled to vote 1/40th of a vote per depositary share under those limited circumstances in which holders of the Series A Preferred Stock are entitled to vote, as described above in “Description of Series A Preferred Stock—Voting Rights.”

When the depositary receives notice of any meeting at which the holders of the Series A Preferred Stock are entitled to vote, the depositary will mail the information contained in the notice to the record holders of the depositary shares relating to the Series A Preferred Stock. Each record holder of the depositary shares on the record date, which will be the same date as the record date for the Series A Preferred Stock, may instruct the depositary to vote the amount of the Series A Preferred Stock represented by the holder’s depositary shares. To the extent possible, the depositary will vote the amount of the Series A Preferred Stock represented by depositary shares in accordance with the instructions it receives. We will agree to take all reasonable actions that the depositary determines are necessary to enable the depositary to vote as instructed. If the depositary does not receive specific instructions from the holders of any depositary shares representing the Series A Preferred Stock, it will abstain from voting with respect to such shares (but shall appear at the meeting with respect to such shares unless directed to the contrary).

## **Withdrawal of Series A Preferred Stock**

Upon surrender of depositary shares at the principal office of the depositary, upon payment of any unpaid amount due the depositary, and subject to the terms of the deposit agreement, the owner of the depositary shares evidenced thereby is entitled to delivery of the number of shares of Series A Preferred Stock and all money and other property, if any, represented by such depositary shares. Only whole shares of Series A Preferred Stock may be withdrawn. If the depositary shares surrendered by the holder in connection with withdrawal exceed the number of depositary shares that represent the number of whole shares of Series A Preferred Stock to be withdrawn, the depositary will deliver to that holder at the same time a new depositary receipt evidencing the excess number of depositary shares. Holders of



Series A Preferred Stock thus withdrawn will not thereafter be entitled to deposit such shares under the deposit agreement or to receive depositary shares therefor.

### **The Deposit Agreement**

We have entered into a deposit agreement with American Stock Transfer & Trust Company as depositary. We and the depositary may amend any form of certificate evidencing the depositary shares and any provision of the deposit agreement. However, unless the existing holders of at least a majority of the depositary shares then outstanding have approved the amendment, we and the depositary may not make any amendment that:

- would materially and adversely alter the rights of the holders of depositary shares; or
- would be materially and adversely inconsistent with the rights granted to the holders of the underlying Series A Preferred Stock.

Except in order to comply with the law, no amendment may (i) impair the right of any holders of the depositary shares to surrender their depositary shares with instructions to deliver the Series A Preferred Stock and all money and other property represented by the depositary shares or (ii) alter the tax treatment of the depositary shares or the Series A Preferred Stock. Every holder of outstanding depositary shares at the time any amendment becomes effective who continues to hold the depositary shares will be deemed to consent and agree to the amendment and to be bound by the amended deposit agreement.

We may terminate the deposit agreement at any time with 30 days' notice to the depositary, and the depositary will give notice of that termination to the record holders of all outstanding depositary receipts.

Upon a termination of the deposit agreement, holders of the depositary shares may surrender their depositary shares and receive in exchange the number of whole shares of Series A Preferred Stock and any other property represented by the depositary shares.

In addition, the deposit agreement will automatically terminate if:

- we redeem all outstanding shares of Series A Preferred Stock and the depositary has distributed proceeds to the holders of depositary shares; or
- a final distribution of the Series A Preferred Stock in connection with any liquidation, dissolution or winding up has occurred, and the depositary has distributed the distribution to the holders of the depositary shares.

### **Charges of the Depositary**

We will pay all transfer and other taxes and governmental charges arising solely from the existence of the depositary arrangements. We will pay charges of the depositary in connection with the initial deposit of the Series A Preferred Stock and initial issuance of depositary shares, any redemption of the Series A Preferred Stock and all withdrawals of Series A Preferred Stock by owners of depositary shares. Holders of depositary shares will pay any transfer, income and other taxes and governmental charges and any charges as are provided in the deposit agreement to be for their accounts.

### **Resignation and Removal of the Depositary**

The depositary may resign at any time by delivering to us notice of its election to resign. We may also remove or replace a depositary at any time. Any resignation or removal will take effect upon the earlier of the appointment of a successor depositary and 60 days following such notice. We will appoint a successor depositary within 60 days after delivery of the notice of resignation or removal. The successor

must be a bank or trust company with its principal office in the United States and have a combined capital and surplus of at least \$50 million.

### **Miscellaneous**

The depositary will forward to the holders of depositary shares any reports and communications from us with respect to the underlying Series A Preferred Stock. Neither we nor the depositary will be liable if any law or any circumstances beyond their control prevent or delay them from performing their obligations under the deposit agreement. The obligations of ours and a depositary under the deposit agreement will be limited to performing their duties without bad faith, gross negligence or willful misconduct. Neither we nor a depositary must prosecute or defend any legal proceeding with respect to any depositary shares or the underlying Series A Preferred Stock unless they are furnished with satisfactory indemnity. Both we and the depositary may rely on the written advice of counsel or accountants, or information provided by holders of depositary shares or other persons they believe in good faith to be competent, and on documents they believe in good faith to be genuine and signed by a proper party. In the event a depositary receives conflicting claims, requests or instructions from us and any holders of depositary shares, the depositary will be entitled to act on the claims, requests or instructions received from us.

### **Book Entry, Delivery and Form**

DTC acts as securities depositary for the depositary shares. The depositary shares are registered in the name of DTC's partnership nominee, Cede & Co.

DTC has advised us that it is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered under the provisions of Section 17A of the Exchange Act. DTC holds securities that its participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or through intermediaries ("Indirect Participants"). The rules applicable to DTC and its Direct and Indirect Participants are on file with the SEC. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com).

Purchases of depositary shares under the DTC system must be made by or through Direct Participants, which will receive a credit for the depositary shares on DTC's records. The ownership interest of each actual purchase of depositary shares (the "beneficial owner") is in turn recorded on the Direct and Indirect Participants' records. Beneficial owners will not receive written confirmation from DTC of their purchase. Beneficial owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the beneficial owner entered into the transaction. Transfers of ownership interest in the depositary shares will be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their ownership interest in the depositary shares, except in the event that use of the book-entry system for the depositary shares is discontinued. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

To facilitate subsequent transfers, the depositary shares deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of depositary shares with DTC and its registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the depositary shares; DTC's records reflect only the identity of the Direct Participants to whose accounts are credited, which may or may not be the beneficial owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

In those instances where a vote is required, neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the depositary shares unless authorized by a Direct Participant. Under its usual procedures, DTC mails an omnibus proxy to us as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the depositary shares are credited on the record date, which accounts are identified in a listing attached to the omnibus proxy.

Redemption proceeds, distributions and dividend payments on the depositary shares will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from us or our agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Direct or Indirect Participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Direct or Indirect Participant and not of DTC (nor its nominee), us or any agent of ours, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividends to Cede & Co. (or such other DTC nominee) is the responsibility of us or our agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the beneficial owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depositary with respect to the depositary shares at any time by giving reasonable notice to us or our agent. Additionally, we may decide to discontinue the book-entry only system of transfers with respect to the depositary shares. Under such circumstances, if a successor depositary is not obtained, we will print and deliver certificates in fully registered form for the depositary shares.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that we believe to be reliable, but we take no responsibility for the accuracy thereof.

### **Transfer Restrictions**

All of our depositary shares will be offered and sold pursuant to an exemption from registration under the Securities Act of 1933, as amended, and other exemptions provided by the laws of the United States and other jurisdictions where such securities were offered and sold. Our depositary shares may only be transferred or sold in compliance with all applicable state, federal and foreign securities laws.

**SUBSIDIARIES OF SIGNATURE BANK**

As of March 1, 2023, Signature Bank has the following significant subsidiary:

<b>Subsidiary</b>	<b>State or Jurisdiction Under Which Organized</b>
Signature Preferred Capital, Inc.	New York

## CERTIFICATION

I, Joseph J. DePaolo, certify that:

1. I have reviewed this annual report on Form 10-K of Signature Bank for the fiscal year ended December 31, 2022;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Examining Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2023

/s/ JOSEPH J. DEPAOLO  
Joseph J. DePaolo  
Chief Executive Officer and Director

## CERTIFICATION

I, Stephen Wyremski, certify that:

1. I have reviewed this annual report on Form 10-K of Signature Bank for the fiscal year ended December 31, 2022;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Examining Committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2023

/s/ STEPHEN WYREMSKI

Stephen Wyremski  
Senior Vice President and Chief Financial Officer

**Certification**  
**Pursuant to 18 U.S.C. Section 1350**  
**As Adopted Pursuant to**  
**Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Signature Bank, a New York bank (the "Company"), does hereby certify, to the best of such officer's knowledge, that:

The Annual Report on Form 10-K for the year ended December 31, 2022 (the "Form 10-K") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 1, 2023

/s/ JOSEPH J. DEPAOLO  
Joseph J. DePaolo  
Chief Executive Officer and Director

Dated: March 1, 2023

/s/ STEPHEN WYREMSKI  
Stephen Wyremski  
Senior Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-K or as a separate disclosure document.

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# Corporate Information

## BOARD OF DIRECTORS

### Scott A. Shay

Co-founder & Chairman of  
the Board of Directors  
Signature Bank

### Derrick D. Cephas

Of Counsel  
Squire Patton Boggs (US) LLP

### Joseph J. DePaolo

Co-founder &  
Chief Executive Officer  
Signature Bank

### Barney Frank

Former U.S. Congressman

### Eric R. Howell

President &  
Chief Operating Officer  
Signature Bank

### Judith A. Huntington

President  
Pegasus Financial Concierge LLC

### Jalak Jobanputra

Founder and Managing Partner  
Future\Perfect Ventures

### Michael V. Pappagallo

President  
Aspen Realty Advisors LLC

### Maggie Timoney

President &  
Chief Executive Officer  
HEINEKEN USA

## EXECUTIVE MANAGEMENT

### Scott A. Shay

Co-founder & Chairman of  
the Board of Directors

### Joseph J. DePaolo

Co-founder &  
Chief Executive Officer

### John Tamberlane

Co-founder &  
Vice Chairman

### Eric R. Howell

President &  
Chief Operating Officer

### Kevin T. Hickey

Executive Vice President -  
Chief Investment Officer  
& Treasurer

### Keisha Hutchinson

Executive Vice President -  
Chief Risk Officer

### Thomas Kasulka

Executive Vice President -  
Chief Lending Officer

### Vito Susca

Executive Vice President -  
Chief Administrative Officer

### Lisa Bond

Senior Vice President -  
Chief Social Impact Officer

### Ana Harris

Senior Vice President -  
Chief Human Resources  
Officer

### Brian Twomey

Senior Vice President -  
Chief Credit Officer

### Stephen Wyremski

Senior Vice President -  
Chief Financial Officer

## STOCKHOLDER INFORMATION

### Signature Bank

Signature Bank  
565 Fifth Avenue  
New York, New York 10017  
646-822-1500  
866-SIG-LINE (866-744-5463)  
www.signatureny.com

### External Corporate Counsel

Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019  
212-373-3000  
www.paulweiss.com

### Independent Auditors

KPMG LLP  
345 Park Avenue  
New York, New York 10154  
212-758-9700  
www.kpmg.com

### Stock Transfer Agent & Registrar

American Stock Transfer & Trust Company, LLC  
6201 15th Avenue  
Brooklyn, New York 11219  
718-921-8200  
www.astfinancial.com

### Stock Trading Information

The Bank's common and preferred stock is traded on  
the Nasdaq Global Select Market under  
the symbols SBNY and SBNYP, respectively.

### Annual Meeting

The annual meeting of stockholders will be  
held on April 19, 2023, 9:00 AM local time, at:  
1400 Broadway  
New York, New York 10018

### Form 10-K

A copy of Signature Bank's Annual Report  
on Form 10-K filed with the FDIC is  
available without charge by download from  
www.signatureny.com, or by written request to:

Signature Bank  
Attention: Investor Relations  
565 Fifth Avenue  
New York, New York 10017

Certain statements in this Annual Report, and certain oral statements made from time to time by representatives of the Bank, that are not historical facts may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). Such forward-looking statements are based on the Bank's current expectations, speak only as of the date on which they are made, and are susceptible to a number of risks, uncertainties, and other factors. Forward-looking statements may also address our sustainability progress, plans, and goals (including climate change and environmental-related matters and disclosures), which may be based on standards for measuring progress that are still developing, internal controls and process that continue to evolve, and assumptions that are subject to change in the future. The Bank's actual results, performance, and achievements may differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. For these statements, the Bank claims the protection of the safe harbor for forward-looking statements contained in the Reform Act. See "Private Securities Litigation Reform Act Safe Harbor Statement," and "Part I, Item 1A. Risk Factors," appearing in the Bank's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, included herein.



SIGNATURE BANK®  
Looking Forward. Giving Back.

565 Fifth Avenue  
New York, New York 10017

866-SIG-LINE (866-744-5463)  
www.signatureny.com

## Locations

### SIGNATURE BANK

#### New York

##### Manhattan

565 Fifth Avenue, 12th Floor  
New York, New York 10017

261 Madison Avenue  
New York, New York 10016

1400 Broadway, 26th Floor  
New York, New York 10018

485 Madison Avenue, 11th Floor  
New York, New York 10022

950 Third Avenue, 9th Floor  
New York, New York 10022

200 Park Avenue South, Suite 501  
New York, New York 10003

1020 Madison Avenue, 4th & 5th Floors  
New York, New York 10075

50 West 57th Street, 3rd & 4th Floors  
New York, New York 10019

111 Broadway, Suite 903  
New York, New York 10006

##### Brooklyn

26 Court Street  
Brooklyn, New York 11242

6321 New Utrecht Avenue  
Brooklyn, New York 11219

9003 3rd Avenue  
Brooklyn, New York 11209

185 Broadway, 3rd Floor\*  
Brooklyn, New York 11211

##### Queens

36-36 33rd Street, 4th Floor  
Long Island City, New York 11106

78-27 37th Avenue, 2nd Floor  
Jackson Heights, New York 11372

89-36 Sutphin Boulevard, 3rd Floor  
Jamaica, New York 11435

118-35 Queens Boulevard, 4th Floor  
Forest Hills, New York 11375

##### Bronx

1360 East Bay Avenue  
Bronx, New York 10474

##### Staten Island

2066 Hylan Boulevard  
Staten Island, New York 10306

1688 Victory Boulevard, 3rd Floor  
Staten Island, New York 10314

##### Westchester County

1C Quaker Ridge Road  
New Rochelle, New York 10804

360 Hamilton Avenue, 5th Floor  
White Plains, New York 10601

##### Nassau County

900 Stewart Avenue, 3rd Floor  
Garden City, New York 11530

53 North Park Avenue  
Rockville Centre, New York 11570

923 Broadway, Suite 100  
Woodmere, New York 11598

40 Cuttermill Road, Suite 501  
Great Neck, New York 11021

100 Jericho Quadrangle, Suite 125  
Jericho, New York 11753

##### Suffolk County

68 South Service Road  
Melville, New York 11747

360 Motor Parkway, Suite 150  
Hauppauge, New York 11788

##### Connecticut

75 Holly Hill Lane  
Greenwich, Connecticut 06830

##### California

##### Los Angeles

9665 Wilshire Boulevard, Suite 300  
Beverly Hills, California 90212

1960 E. Grand Avenue, 11th Floor\*\*  
El Segundo, California 90245

21255 Burbank Boulevard, 3rd Floor  
Woodland Hills, California 91367

##### San Bernardino County

3257 East Guasti Road, Suite 320  
Ontario, California 91761

##### Orange County

100 Bayview Circle, 3rd Floor  
Newport Beach, California 92660

##### San Francisco

201 Mission Street, 26th Floor  
San Francisco, California 94105

##### Santa Clara County

111 West St. John Street, Suite 1120\*\*  
San Jose, California 95113

##### Sacramento County

2365 Iron Point, Suite 215\*\*  
Folsom, California 95630

##### Nevada

100 West Liberty Street, Suite 190  
Reno, Nevada 89501

#### North Carolina

121 West Trade Street, Suite 1150  
Charlotte, North Carolina 28202

110 Corcoran Street, Suite 310  
Durham, North Carolina 27701

#### Colorado

1900 Sixteenth Street, Suite 850\*\*  
Denver, Colorado 80202

#### Georgia

3280 Peachtree Road NE, Suite 06-116\*\*  
Atlanta, Georgia 30305

#### Illinois

150 North Wacker Drive, Suite 940\*\*  
Chicago, Illinois 60606

#### Pennsylvania

401 Plymouth Road, Suite 195\*\*  
Plymouth Meeting, Pennsylvania 19462

#### Texas

9 Greenway Plaza, 31st Floor\*\*\*  
Houston, Texas 77046

### SIGNATURE SECURITIES GROUP CORPORATION

#### New York

1177 Avenue of the Americas, 11th Floor  
New York, New York 10036

### SIGNATURE FINANCIAL LLC

#### New York

225 Broadhollow Road, Suite 132W  
Melville, New York 11747

#### Washington

##### Seattle National Originations Office

12100 NE 195th Street, Suite 315  
Bothell, Washington 98011

### SIGNATURE PUBLIC FUNDING CORPORATION

#### Maryland

600 Washington Avenue, Suite 305  
Towson, Maryland 21204

*This annual report is printed with soy ink.*