

Risk Factors Comparison 2025-03-03 to 2024-02-29 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

The **Certain** material risks and uncertainties that management believes affect us are described below. You should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference herein as well as in other documents we file with the SEC. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that management **currently** is not aware of or focused on or that management currently deems immaterial may also impair our business operations. This report is qualified in its entirety by these risk factors. See also, “ Forward- Looking Statements. ” Risks Related to Our Lending Activities The level of our commercial real estate loan portfolio subjects us to additional regulatory scrutiny. The OCC and the other federal bank regulatory agencies have promulgated joint guidance on sound risk management practices for financial institutions with concentrations in commercial real estate lending. Under the guidance, a financial institution that, like us, is actively involved in commercial real estate lending should perform a risk assessment to identify concentrations. A financial institution may have a concentration in commercial real estate lending if, among other factors, (i) total reported loans for construction, land acquisition and development, and other land represent 100 % or more of total capital, or (ii) total reported loans secured by multifamily and non- farm residential properties, loans for construction, land acquisition and development and other land, and loans otherwise sensitive to the general commercial real estate market, including loans to commercial real estate related entities, represent 300 % or more of total capital. Based on these factors we have a concentration in multifamily and commercial real estate lending, as such loans **represent represented** approximately ~~456-433~~ **25** % of Northfield Bank' s capital as of December 31, ~~2023~~ **2024** . The particular focus of the guidance is on exposure to commercial real estate loans that are dependent on the cash flow from the real estate held as collateral and that are likely to be at greater risk to conditions in the commercial real estate market (as opposed to real estate collateral held as a secondary source of repayment or as an abundance of caution). The ~~purpose of the guidance is to guide~~ **guides** banks in developing risk management practices and capital levels commensurate with the level and nature of real estate concentrations. The guidance states that management should employ heightened risk management practices including board and management oversight and strategic planning, development of underwriting standards, risk assessment, and monitoring through market analysis and stress testing. While we believe we have implemented policies and procedures with respect to our commercial real estate loan portfolio consistent with this guidance, bank regulators could require us to implement additional policies and procedures consistent with their interpretation of the guidance that may result in additional costs to us or that may result in a curtailment of our multifamily and commercial real estate lending and / or the requirement that we maintain higher levels of regulatory capital, either of which would adversely affect our loan originations and profitability. Our concentration in multifamily loans and commercial real estate loans could expose us to increased lending risks and related credit losses. Our ~~current business strategy historically was is to continue~~ to originate multifamily loans and, to a lesser extent, other commercial real estate loans , **although more recently it is to originate commercial and industrial and owner- occupied commercial real estate loans, and, to a lesser extent, multifamily loans, other commercial real estate loans, one- to- four family residential loans (non- owner occupied investment properties), construction and land loans, and home equity loans and lines of credit** . At December 31, ~~2023~~ **2024** , \$ ~~3.68-49~~ **3.87-86** billion, or ~~87-86~~ **67** % , of our loan portfolio held- for- investment, net, consisted of multifamily and other commercial real estate loans. These types of loans generally expose a lender to greater risk of non- payment and loss than one- to- four family residential mortgage loans because repayment of the loans often depends on the successful operation of the properties and the sale of such properties securing the loans. Such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one- to- four family residential mortgage loans. Also, many of our borrowers have more than one of these types of loans outstanding. Consequently, an adverse development with respect to one loan or one credit relationship can expose us to a significantly greater risk of loss compared to an adverse development with respect to a one- to- four family residential real estate loan. In addition, if loans that are collateralized by real estate become troubled and the value of the real estate has been significantly impaired, then we may not be able to recover the full contractual amount of principal and interest that we anticipated at the time we originated the loan, which could cause us to increase our provision for credit losses and adversely affect our operating results and financial condition . **Our concentration of loans in certain industries could have adverse effects on credit quality. As of December 31, 2024, the Bank' s loan portfolio included (i) lessors of office buildings of \$ 184. 0 million, or 20. 7 % , of commercial real estate loans; and (ii) borrowers in the retail industry of \$ 142. 0 million, or 16. 0 % , of commercial real estate loans. A deterioration within these industries, particularly those that have been adversely impacted by remote work arrangements, could affect the ability of borrowers, guarantors and related parties to perform in accordance with the terms of their loans, which could have material and adverse consequences on our financial condition and results of operations** . Our New York State multifamily loan portfolio could be adversely impacted by changes in legislation or regulation. **In On June 14, 2019**, the New York State legislature passed the Housing Stability and Tenant Protection Act of 2019, impacting about one million rent regulated apartment units. Among other things, the legislation: (i) curtails rent increases from material capital improvements and individual apartment improvements; (ii) all but eliminates the ability for apartments to exit rent regulation; (iii) does away with vacancy decontrol and high- income deregulation; and (iv) repealed the 20 % vacancy bonus. This legislation generally limits a landlord' s ability to increase rents on rent- regulated apartments and makes it more difficult to convert rent regulated apartments to market rate apartments. **For example, the New York City Rent Guidelines Board established that on certain apartments, for a one- year lease beginning on or after September 30, 2024, the**

maximum rent increase is 3.0%, even though the overall inflation rate increased at a higher rate. As a result, the value of the collateral located in New York State securing our multifamily loans or the future net operating income of such properties could potentially become impaired. At December 31, **2023-2024**, the Company **has had** approximately \$ **457-437.8-7** million of New York multifamily loans, **or 11% of our total loan portfolio**, that have some form of rent stabilization or rent control. ~~Uncertainties associated with increased loan originations may result in errors in judging collectability, which may lead to additional provisions for credit losses or charge-offs, which would negatively affect our financial condition and results of operations. Increasing loan originations would likely require us to lend to borrowers with which we have limited experience. Accordingly, we would not have a significant payment history pattern with which to judge future collectability. Further, newly originated loans have not been subjected to unfavorable economic conditions. As a result, it may be difficult to predict the future performance of newly originated loans. These loans may have delinquency or charge-off levels above our recent historical experience, which could adversely affect our future performance.~~ If our allowance for credit losses is not sufficient to cover actual credit losses, our earnings and capital could decrease. We make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers, the value of the real estate and other assets serving as collateral for the repayment of many of our loans, and expectations on payments based on forecasted economic conditions. **Credit performance over the medium- and long-term is susceptible to economic and market forces, which introduces uncertainty into forecasts.** In determining the amount of the allowance for credit losses, we review our loans and our loss and delinquency experience, as well as the experience of other similarly situated institutions, and we evaluate other factors including, among other things, current economic conditions. If our assumptions are incorrect, if delinquencies, non-accrual or non-performing loans increase, or macroeconomic conditions are worse than anticipated, our allowance for credit losses may not be sufficient to cover **currently expected** losses ~~inherent~~ in our loan portfolio, which would require additions to our allowance. Material additions to our allowance would materially decrease our net income. In addition, bank regulators periodically review our allowance for credit losses and, based on information available to them at the time of their review, may require us to increase our allowance for credit losses or recognize further loan charge-offs. An increase in our allowance for credit losses on loans or loan charge-offs as a result of these regulatory reviews may have a material adverse effect on our financial condition and results of operations. In addition, any future credit deterioration could require us to increase our allowance for credit losses. The foreclosure process may adversely impact the Bank's recoveries on non-performing loans. The judicial foreclosure process is protracted, especially in New Jersey, where foreclosure timelines remain among the longest in the nation, which delays our ability to resolve non-performing loans through the sale of the underlying collateral. The longer timelines ~~are have been~~ the result of the ~~economic crisis~~, additional consumer protection initiatives related to the foreclosure process, increased documentary requirements and judicial scrutiny, and, both voluntary and mandatory programs under which lenders may consider loan modifications or other alternatives to foreclosure. These reasons, historical issues at the largest mortgage loan servicers, and the legal and regulatory responses, **have** impacted the foreclosure process and completion time of foreclosures for residential mortgage lenders. This may result in a material adverse effect on collateral values and our ability to minimize our losses. We are subject to environmental liability risk associated with lending activities. A significant portion of our loan portfolio is secured by real estate, and we could become subject to environmental liabilities with respect to one or more of these properties. During the ordinary course of business, we may foreclose on and take title to properties securing defaulted loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If **so hazardous conditions or toxic substances are found on these properties**, we may be liable for remediation costs, as well as for personal injury and property damage, civil fines and criminal penalties regardless of when the hazardous conditions or toxic substances first affected any particular property. Environmental laws may require us to incur substantial expenses to address unknown liabilities and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or regulations, or more stringent interpretations or enforcement policies with respect to existing laws and regulations may increase our exposure to environmental liability, and heightened pressure from investors and other stakeholders may require us to incur additional expenses with respect to environmental matters. Although we have policies and procedures to perform an environmental review before initiating any foreclosure action on nonresidential real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on us. Risks Related to Regulatory Matters We are subject to extensive regulatory oversight. We are subject to extensive supervision, regulation, and examination by the OCC and the FRB. As a result, we are limited in the manner in which we conduct our business, undertake new investments and activities, and obtain financing. This regulatory structure is designed primarily for the protection of the Deposit Insurance Fund and our depositors, and not to benefit our stockholders. This regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement actions and examination policies, including policies with respect to capital **and liquidity** levels, the timing and amount of dividend payments, the classification of assets, the establishment of adequate loan loss reserves for regulatory purposes and the timing and amounts of assessments and fees. We are subject to the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to material penalties. The Community Reinvestment Act, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. A successful regulatory challenge to an institution's performance under the Community Reinvestment Act or fair lending laws and regulations could result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on mergers and acquisitions activity and restrictions on expansion. Private parties may also have the ability to challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have a material adverse effect on our business, financial condition and results of operations. The FRB may require us to commit capital resources to support Northfield Bank. Federal law requires that a holding company act as a source of financial and managerial

strength to its subsidiary bank and to commit resources to support such subsidiary bank. Under the “ source of strength ” doctrine, the FRB may require a holding company to **make contribute** capital **injections** into a troubled subsidiary bank and may charge the holding company with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank. A capital **injection-contribution** may be required at times when the holding company may not have the resources to provide it and therefore may be required to borrow the funds or raise capital. Any borrowing or funds needed to raise capital required to make a capital **injection-contribution** may be difficult and expensive and could have an adverse effect on our business, financial condition and results of operations. Legislative or regulatory responses to perceived financial and market problems could impair our rights against borrowers. Federal, state and local laws and policies could reduce the amount distressed borrowers are otherwise contractually obligated to pay under their mortgage loans, and may limit the ability of lenders to foreclose on mortgage collateral. Restrictions on Northfield Bank’s rights as creditor could result in increased credit losses on our loans and mortgage- backed securities, or increased expense in pursuing our remedies as a creditor. Non- compliance with the USA PATRIOT Act, Bank Secrecy Act, or other laws and regulations could result in fines or sanctions. The USA PATRIOT and Bank Secrecy Acts require financial institutions to develop programs and procedures to prevent financial institutions from being used for money laundering and terrorist activities. If such activities are detected, financial institutions are obligated to file suspicious activity reports with the U. S. Treasury’s Office of Financial Crimes Enforcement Network. These rules require financial institutions to establish procedures for identifying and verifying the identity of customers seeking to open new financial accounts. Failure to comply with these regulations could result in fines or sanctions **and place restrictions on mergers and acquisitions and other expansionary activities**. While we have developed policies and procedures designed to assist in compliance with these laws and regulations, these policies and procedures may not be effective in preventing violations of these laws and regulations. **The fiscal and Monetary monetary** policies and regulations of the **government, including the FRB and other agencies**, could adversely affect our business, financial condition and results of operations. In addition to being affected by general economic conditions, our earnings and growth are affected by the policies of the FRB. An important function of the FRB is to regulate the money supply and credit environment. Among the instruments used by the FRB to implement these objectives are open market purchases and sales of U. S. Government securities, adjustments of the discount rate and changes in banks’ reserve requirements against bank deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits. **The FRB’s policies determine in large part the cost of funds for lending and investing and the return earned on those loans and investments, both of which affect our net interest margin. Its policies can also adversely affect borrowers, potentially increasing the risk that they may fail to repay their loans. The monetary policies and regulations of the FRB have had a significant effect on the overall economy and the operating results of financial institutions in the past and are expected to continue to do so in the future. Additionally, Congress and the administration through executive orders controls fiscal policy through decisions on taxation and expenditures. Depending on industries and markets involved, changes to tax law and increased or reduced public expenditures could affect us directly or the business operations of our customers. The monetary policies and regulations of the government, including the FRB,** have had a significant effect on the overall economy and the operating results of financial institutions in the past and are expected to continue to do so in the future. We are required to maintain a significant percentage of our total assets in residential mortgage loans and investments secured by residential mortgage loans, which restricts our ability to diversify our loan portfolio. A federal savings bank differs from a commercial bank in that it is required to maintain at least 65 % of its total assets in “ qualified thrift investments, ” which generally includes loans and investments for the purchase, refinance, construction, improvement, or repair of residential real estate, as well as home equity loans, education loans and small business loans. To maintain our federal savings bank charter we have to be a “ qualified thrift lender ” or “ QTL ” in nine out of each 12 immediately preceding months. The QTL requirement limits the extent to which we can grow our commercial loan portfolio, and failing the QTL test can result in an enforcement action. However, a loan that does not exceed \$ 2 million (including a group of loans to one borrower) that is for commercial, corporate, business, or agricultural purposes is included in our qualified thrift investments. As of December 31, **2023-2024**, we maintained **75-77.6-7** % of our portfolio assets in qualified thrift investments. Because of the QTL requirement, we may be limited in our ability to change our asset mix and increase the yield on our earning assets by growing our commercial loan portfolio. In addition, if we continue to grow our commercial real estate loan portfolio and our residential mortgage loan portfolio decreases, it is possible that ~~in order~~ to maintain our QTL status, we may have to buy mortgage- backed securities or other qualifying assets at times when the terms of such investments may not be attractive. Alternatively, we may find it necessary to pursue different structures, including converting Northfield Bank’s savings bank charter to a commercial bank charter **or electing to be treated as a covered savings association**. We are subject to stringent capital requirements, which may adversely affect our return on equity, require us to raise additional capital, or constrain us from paying dividends or repurchasing shares. The minimum capital requirements applicable to Northfield Bancorp, Inc. and Northfield Bank are: (i) a common equity Tier 1 capital ratio of 4. 5 %; (ii) a Tier 1 to risk- based assets capital ratio of 6 %; (iii) a total capital ratio of 8 %; and (iv) a Tier 1 leverage ratio of 4 %. **Applicable regulations** ~~The final rule also established~~ **establish** a “ capital conservation buffer ” of 2. 5 %, resulting in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7. 0 %, (ii) a Tier 1 to risk- based assets capital ratio of 8. 5 %, and (iii) a total capital ratio of 10. 5 %. An institution may become subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations ~~established~~ **establish** a maximum percentage of eligible retained income that can be utilized for such actions. **However, qualifying institutions of under \$ 10 billion in assets may elect to be subject to an alternative “ community bank leverage ratio ” framework, which is currently 9 % Tier 1 capital to average total consolidated assets. Northfield Bank has opted into this framework.** The application of these ~~more stringent~~ capital requirements, among other things, could result in lower returns on equity, require the

raising of additional capital, and result in regulatory actions if we were to be unable to comply with such requirements. Furthermore, the imposition of **additional** liquidity requirements ~~in connection with Basel III~~ could result in our having to lengthen the term of our funding, restructure our business models, and / or increase our holdings of liquid assets. Implementation of changes to asset risk weightings for risk- based capital calculations, items included or deducted in calculating regulatory capital and / or additional capital conservation buffers could result in management modifying its business strategy, and could limit our ability to make distributions, including paying dividends or **repurchasing** ~~buying back~~ shares. ~~Recent regulatory changes have made available to qualifying institutions of under \$ 10 billion in assets an alternative “ community bank leverage ratio ” framework of 9 % Tier 1 capital to average total consolidated assets. That framework was available for election starting in 2020, which the Northfield Bank opted into in the first quarter of 2020. However, the framework is not expected to effectively lower the amount of capital needed to comply with regulatory requirements. See “ Item 1. Business — Supervision and Regulation. ”~~ **We may become subject to enforcement actions even though non- compliance was inadvertent or unintentional. The financial services industry is subject to intense scrutiny from bank supervisors in the examination process and aggressive enforcement of federal and state regulations, particularly with respect to mortgage- related practices and other consumer compliance matters, and compliance with anti- money laundering, Bank Secrecy Act and Office of Foreign Assets Control regulations, and economic sanctions against certain foreign countries and nationals. Enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. We maintain systems and procedures designed to ensure that we comply with applicable laws and regulations; however, some legal / regulatory frameworks provide for the imposition of fines or penalties for non- compliance even though the non- compliance was inadvertent or unintentional and even though there was in place at the time systems and procedures designed to ensure compliance. Failure to comply with these and other regulations, and supervisory expectations related thereto, may result in fines, penalties, lawsuits, regulatory sanctions, reputation damage, or restrictions on our business. Federal Deposit Insurance Corporation (“ FDIC ”) deposit insurance could increase in the future. The FDIC is required to base deposit insurance premiums on an institution' s total assets minus its tangible equity instead of its deposits, and the FDIC has adopted regulations that base assessments on a combination of financial ratios and regulatory ratings. The FDIC' s current range of assessments is 2. 5 basis points to 42 basis points of total assets less tangible equity. If there are any changes in our financial ratios and regulatory ratings that require adjustments that increase its assessment, or, if circumstances require the FDIC to impose additional special assessments or further increase its quarterly assessment rates, our results of operations could be adversely impacted.** Risks Related to Strategic Matters Implementing our growth strategies could cause us to incur significant costs and expenses, which may negatively affect our financial condition and results of operations. We expect to continue to grow our assets, the level of our deposits or borrowings, and the scale of our operations. Achieving our growth targets depends, in part, on our ability to attract customers that currently bank at other financial institutions in our market, thereby increasing our share of the market, implement new lines of business or offer new products and services, identify favorable loan and investment opportunities, and acquire other banks and non- bank entities. Our ability to grow successfully will depend on a variety of factors, including our ability to attract and retain experienced bankers, the continued availability of desirable business opportunities, competitive responses from other financial institutions in our market areas and our ability to manage our growth. Growth opportunities may not be available or we may not be able to manage our growth successfully. If we do not manage our growth effectively, our financial condition and operating results could be negatively affected. Acquisitions may disrupt our business and dilute stockholder value. We regularly evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions and financial services companies. As a result, negotiations may take place and future mergers or acquisitions involving cash or equity securities may occur at any time. We seek acquisition partners that offer us either significant market presence or the potential to expand our market footprint and improve profitability through economies of scale or expanded services. Acquiring other banks, non- bank entities, businesses, or branches **initially** may have an adverse effect on our financial results and may involve various other risks commonly associated with acquisitions. These include: • integrating personnel with diverse business backgrounds; • converting customers to new systems; • combining different corporate cultures and operating systems; and • retaining key employees. Loans that were acquired as part of our acquisitions of other depository institutions ~~were~~ **are** not underwritten or originated in accordance with our credit standards, including environmental matters, and we did not have long- standing relationships with many of these borrowers at the time of acquisition. The acquired loans are underwritten at the date of acquisition based on our credit standards, which can temporarily increase loans classified as special mention and substandard for a period of time until these loans are integrated and conform to our credit standards. Although we reviewed the loan portfolios of each institution acquired as part of the diligence process, and believe that we have established reasonable credit marks with regard to all loans acquired, we may incur losses in excess of the credit marks with regard to these acquired loans, and any such losses, if they occur, may have a material adverse effect on our business, financial condition, and results of operations. The success of an acquisition will depend, in part, on our ability to realize the anticipated benefits and cost savings. If we are unable to integrate an acquired company successfully, the anticipated benefits and cost savings may not be realized fully or may take longer to realize than expected. A significant decline in asset valuations or cash flows may also cause us not to realize expected benefits. Our inability to tailor our retail delivery model to respond to consumer preferences in banking may negatively affect earnings. Our branch network continues to be a very significant source of new business generation, however, consumers continue to migrate much of their routine banking to self- service channels. In recognition of this shift in consumer patterns, we regularly review our branch network, which can result in branch consolidation accompanied by the enhancement of our capabilities to serve its customers through alternate delivery channels. The benefits of this strategy would depend on our ability to realize expected expense reductions; however, if we are not able to implement this successfully, we may experience significant customer attrition. Risks Related to Economic Matters A decline in economic conditions could

reduce demand for our products and services and / or result in increases in our level of non- performing loans, which could have an adverse effect on our results of operations. Unlike larger financial institutions that are more geographically diversified, our profitability depends primarily on the general economic conditions in New York, New Jersey and, to a lesser extent, eastern Pennsylvania. Local economic conditions have a significant impact on our commercial real estate, construction, and consumer loans, the ability of the borrowers to repay these loans and the value of the collateral securing these loans. A substantial portion of our loans are to borrowers located in or secured by collateral in the New York metropolitan area. **Deterioration** **A significant decline in general economic conditions, caused by including as a result of inflation , tariffs or recession other domestic or international governmental policies** , changes in interest rates, **recession, acts of terrorism, an outbreak of hostilities or other international or domestic events, tax reform, unemployment, an epidemic or pandemic or other factors beyond our control** **disruptions to the global supply chain** , could result in the following consequences, any of which could have a material adverse effect on our business, financial condition, liquidity and results of operations: • demand for our products and services may decline; • loan delinquencies, problem assets, and foreclosures may increase; • collateral for loans, especially real estate, may decline in value, (including due to the inability to complete construction projects due to disruption in the supply chain) in turn reducing customers' future borrowing power, and reducing the value of assets and collateral associated with existing loans; • ~~we may increase~~ our allowance for credit losses **may increase** ; • the value of our securities portfolio may decline; or • the net worth and liquidity of loan guarantors may decline, impairing their ability to honor commitments to us. **Instability** **Moreover, a significant decline in general economic conditions, caused by inflation, changes in interest rates, recession, acts of terrorism, an and uncertainty in outbreak of hostilities or other-- the commercial international or domestic events, tax reform, unemployment, an and epidemic or pandemic or residential real estate markets, as well as in other-- the factors beyond our control broader commercial and retail credit markets,** could further **have a material adverse affect effect on our** these local economic conditions and could further negatively affect the financial **condition and operating** results of our banking operations. In addition, deflationary pressures, while possibly lowering our operating costs, could have a significant negative effect on our borrowers, especially our business borrowers, and the values of underlying collateral securing loans, which could negatively affect our financial performance. Inflation can have an adverse impact on our business and on our customers. Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. **In** ~~Over the past year, in~~ response to a pronounced rise in inflation, the FRB has raised certain benchmark interest rates to combat inflation. **However, in September, the FRB reduced rates by 50 basis points and by an additional 25 basis points in November and December.** As discussed above, as inflation increases and market interest rates rise , the value of our investment securities, particularly those with longer maturities, ~~would decrease~~ , although this effect can be less pronounced for floating rate instruments. In addition, inflation generally increases the cost of goods and services we use in our business operations, such as electricity and other utilities, which increases our non- interest expenses. Furthermore, our customers are also affected by inflation and the rising costs of goods and services used in their households and businesses, which could have a negative impact on their ability to repay their loans with us. Sustained higher interest rates by the FRB to tame persistent inflationary price pressures could also push down asset prices and weaken economic activity. **Interest rates are highly sensitive to many factors that are beyond our control, including global, domestic and local economic conditions and the policies of various governmental and regulatory agencies and, specifically, the FRB.** A deterioration in economic conditions in the United States and our markets could result in an increase in loan delinquencies and non- performing assets, decreases in loan collateral values and a decrease in demand for our products and services, all of which, in turn, would adversely affect our business, financial condition and results of operations. ~~Our stock price~~ **Interruption of our customer' s supply chains and federal funding could negatively impact their business and operations and impact their ability to repay their loans. Any material interruption in our customers' supply chains, such as a material interruption of the resources required to conduct their business, such as those resulting from interruptions in service by third- party providers, trade restrictions, such as increased tariffs or quotas, embargoes or customs restrictions, reductions in federal subsidies or grants, social or labor unrest, natural disasters, epidemics or pandemics or political disputes and military conflicts, that cause a material disruption in our customers' supply chains, could have a negative impact on their business and ability to repay their borrowings with us. In the event of disruptions in our customers' supply chains, the labor and materials they rely on in the ordinary course of business may not be available at reasonable** negatively impacted by unrelated bank failures and negative depositor confidence in depository institutions. Further, if we are unable to adequately manage our liquidity, deposits, capital levels and interest rate ~~rates risk or at all. Additionally~~ , which changes in distribution of federal funds or freezing of federal funds, including the reduction in federal workforce causing unemployment, could have an **come under greater scrutiny in light of recent bank failures, it may have a material adverse effect on the ability of consumers and businesses to pay debts and / our- or affect** financial condition and results of operations. On March 9, 2023, Silvergate Bank, La Jolla, California, announced its decision to voluntarily liquidate its assets and wind down operations. On March 10, 2023, Silicon Valley Bank, Santa Clara, California, was closed by the **demand for loans** California Department of Financial Protection and Innovation. On March 12, 2023, Signature Bank, New York, New York, was closed by the New York State Department of Financial Services, and on May 1, 2023, First Republic Bank, San Francisco, California, was closed by the California Department of Financial Protection and Innovation. These banks also had elevated levels of uninsured deposits ; which may be less likely to remain at the bank over time and less stable as a source of funding than insured deposits. These failures led to volatility and declines in the market for bank stocks and questions about depositor confidence in depository institutions. These events have led to a greater focus by institutions, investors and regulators on the ~~on-~~ balance sheet liquidity of and funding sources for financial institutions, the composition of its deposits, including the amount of uninsured deposits, the amount of accumulated other comprehensive loss, capital levels and interest rate risk management. If we are unable to adequately manage our liquidity, deposits, capital levels and interest rate risk, it may have a material adverse effect on our

~~financial condition and results of operations~~. The failure to address the federal debt ceiling in a timely manner, downgrades of the U. S. credit rating and uncertain credit and financial market conditions may affect the stability of securities issued or guaranteed by the federal government, which may affect the valuation or liquidity of our investment securities portfolio and increase future borrowing costs. As a result of uncertain political, credit and financial market conditions, including the potential consequences of the federal government defaulting on its obligations for a period of time due to federal debt ceiling limitations or other unresolved political issues, investments in financial instruments issued or guaranteed by the federal government pose credit default and liquidity risks. Given that future deterioration in the U. S. credit and financial markets is a possibility, losses or significant deterioration in the fair value of our U. S. government issued or guaranteed investments may occur. At December 31, ~~2023~~ **2024**, we had approximately \$ ~~44.75~~ **4.3** million, \$ ~~35.73~~ **7.9** million, \$ ~~125.8~~ million and \$ ~~550.989~~ **6.0** million invested in ~~U. S. Treasuries~~, U. S. Government agency securities, corporate bonds and residential mortgage- backed securities issued or guaranteed by government- sponsored enterprises, respectively. Downgrades to the U. S. credit rating could affect the stability of securities issued or guaranteed by the federal government and the valuation or liquidity of our portfolio of such investment securities, and could result in our counterparties requiring additional collateral for our borrowings. Further, unless and until U. S. political, credit and financial market conditions have been sufficiently resolved or stabilized, it may increase our future borrowing costs. Risks Related to Competitive Matters ~~Strong traditional and non- traditional competition~~ **Competition** within our market areas may limit our growth and profitability. We face intense competition in making loans and attracting deposits. Price competition from other financial institutions, credit unions, money market and mutual funds, insurance companies, and other non- traditional competitors such as financial technology companies, for loans and deposits sometimes results in us charging lower interest rates on our loans and paying higher interest rates on our deposits ~~and, which~~ may reduce our net interest income. Competition also makes it more difficult and costly to attract and retain qualified employees. Many of the institutions with which we compete have substantially greater resources and lending limits than we have and may offer services that we do not provide. Our competitors also may price loan and deposit products aggressively when they enter into new lines of business or new market areas. We expect competition to increase in the future as a result of legislative, regulatory, and technological changes and the continuing trend of consolidation in the financial services industry. If we are not able to compete effectively in our market area, our profitability may be negatively affected. The greater resources and broader offering of deposit and loan products of some of our competitors may also limit our ability to increase our interest- earning assets. Risks Related to Interest Rates ~~The reversal of the historically low interest rate environment has adversely affected and may continue to adversely affect our net interest income and profitability. The FRB decreased benchmark interest rates to near zero in response to the COVID-19 pandemic. The FRB has reversed its policy of near zero interest rates given its concerns over inflation. Market interest rates have risen significantly in response to the FRB's recent rate increases. As discussed below, the increase in market interest rates has already had and is expected to further have an adverse effect on our net interest income and profitability.~~ Changes in market interest rates in an increasing rate environment could adversely affect our financial condition and results of operations. Our financial condition and results of operations are significantly affected by changes in market interest rates. Our results of operations substantially depend on our net interest income, which is the difference between the interest income we earn on our interest- earning assets and the interest expense we pay on our interest- bearing liabilities. Our interest- bearing liabilities generally reprice or mature more quickly than our interest- earning assets. As rates ~~increased-~~ **increase** rapidly in recent periods, we have ~~increased~~ the rates we pay on our deposits and borrowed funds **can increase** more quickly than interest rates earned on our loans and investments, resulting in a negative effect on interest spreads and net interest income which has negatively affected our profitability. In addition, as a result of rising interest rates, **customers may** we have ~~experienced a shift in~~ deposits from lower- cost transaction and savings accounts to higher- cost certificates of deposit. However, the rates we earn on our loans ~~did may~~ not increase as rapidly ~~during the year ended December 31, 2023~~. Conversely, **when** ~~should market interest rates fall below current levels,~~ our net interest margin could ~~also~~ be affected negatively if competitive pressures keep us from ~~further~~ reducing rates on our deposits, while the yields on our assets **may** decrease more rapidly through loan prepayments and interest rate adjustments. ~~Increases in interest rates may decrease loan demand and / or may make it more difficult for borrowers to repay when loans reprice. Additionally, increases in interest rates may increase capitalization rates utilized in valuing income- producing properties. This can result in lower appraised values, which can limit the ability of borrowers to refinance existing debt and may result in higher charge- offs of our non- performing collateral dependent loans.~~ Our balance sheet composition is weighted towards assets with longer durations, which expose us to risks upon changes in interest rates. We are subject to reinvestment risk associated with changes in interest rates. Changes in interest rates may affect the average life of loans and mortgage- related securities. Decreases in interest rates often result in increased prepayments of loans and mortgage- related securities as borrowers refinance their loans to reduce borrowings costs. Under these circumstances, we are subject to reinvestment risk to the extent we are unable to reinvest the cash received from such prepayments in loans or other investments that have interest rates that are comparable to the interest rates on existing loans and securities. Increases in interest rates generally reduce prepayments. Changes in interest rates also affect the value of our interest earning assets and in particular the carrying value of our securities portfolio. Generally, the value of interest- earning assets fluctuates inversely with changes in interest rates. To the extent interest rates increase and the value of our available- for- sale portfolio decreases, our stockholders' equity will be adversely affected. At December 31, ~~2023~~ **2024**, our simulation model indicated that our net portfolio value (the net present value of our interest- earning assets and interest- bearing liabilities) would ~~decrease~~ **increase** by ~~9.6~~ **0.487** % if there was an instantaneous parallel 200 basis point ~~increase~~ **decrease** in market interest rates. Although interest rate risk calculations provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net portfolio value or net interest income and likely will differ from actual results. Risks Related to Operational Matters Our funding sources may prove insufficient to replace deposits at maturity and support our future growth. A lack of liquidity could adversely affect our

financial condition and results of operations and result in regulatory limits being placed on us. We maintain sufficient funds to respond to the needs of depositors and borrowers. Deposits have traditionally been our primary source of funds for use in lending and investment activities. We also receive funds from loan repayments, investment **security** maturities and income on other interest-earning assets. While we emphasize the generation of low-cost core deposits as a source of funding, there is strong competition for such deposits in our market area. Additionally, deposit balances can decrease if customers identify alternative investment opportunities. Accordingly, as a part of our liquidity management, we may use a number of funding sources in addition to deposits and repayments and maturities of loans and investments. As we continue to grow, we are likely to become more dependent on these sources, which may include ~~FHLB Federal Home Loan Bank~~ advances, federal funds purchased and brokered certificates of deposit. Adverse operating results or changes in industry conditions could lead to difficulty or an inability to access these additional funding sources. Our financial flexibility will be severely constrained if we are unable to maintain our access to funding or if adequate financing is not available to accommodate future growth at acceptable interest rates. Further, if we are required to rely more heavily on more expensive funding sources to support liquidity and future growth, our revenues may not increase proportionately to cover our increased costs. In this case, our operating margins and profitability would be adversely affected. Alternatively, we may need to sell a portion of our investment and / or loan portfolio to raise funds, which, depending upon market conditions, could result in us realizing a loss on the sale of such assets. As of December 31, ~~2023-2024~~, we had a net unrealized loss of \$ ~~45-29~~. 0 million on our debt securities available-for-sale portfolio as a result of the **previously** rising interest rate environment. Our investment securities totaled \$ ~~828-1~~. 5 million, ~~or 14 billion, or 20. 8-1~~ %, of total assets, at December 31, ~~2023-2024~~. **Our access to funding sources, including the FHLB and brokered deposits, in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry in general. Unexpected changes to the FHLB's underwriting guidelines for wholesale borrowings or lending policies may limit or restrict our ability to borrow, and therefore could have a significant adverse impact on our liquidity.** Any decline in available funding could adversely impact our ability to originate loans, invest in securities, pay our expenses, or fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our liquidity, business, financial condition and results of operations. A lack of liquidity could also attract increased regulatory scrutiny and potential restraints imposed on us by regulators. Depending on the capitalization status and regulatory treatment of depository institutions, including whether an institution is subject to a supervisory prompt corrective action directive, certain additional regulatory restrictions and prohibitions may apply, including restrictions on growth, restrictions on interest rates paid on deposits, restrictions or prohibitions on payment of dividends and restrictions on the acceptance of brokered deposits. Our success depends on hiring and retaining certain key personnel. Our performance largely depends on the talents and efforts of highly skilled individuals. We rely on key personnel to manage and operate our business, including major revenue generating functions such as loan and deposit generation. The loss of key staff may adversely affect our ability to maintain and manage these functions effectively, which could negatively affect our revenues. In addition, competition for senior executives and skilled personnel in the financial services and banking industry is intense, which means the loss of key personnel could result in increased recruiting and hiring expenses, which could cause a decrease in our net income. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees. Risks associated with system failures, interruptions, or breaches of security could affect our earnings negatively. Information technology systems are critical to our business. We use various technology systems to manage our customer relationships, general ledger, securities, deposits, and loans. We have established policies and procedures to prevent or limit the effect of system failures, interruptions, and security breaches, but such events may still occur or may not be adequately addressed if they do occur. In addition, any compromise of our systems could deter customers from using our products and services. Although we rely on security systems to provide **the** security and authentication necessary to affect the secure transmission of data, these precautions may not protect our systems from compromises or breaches of security. In addition, we outsource a majority of our data processing to certain third-party providers. If these third-party providers encounter difficulties, or if we have difficulty communicating with them, our ability to adequately process and account for transactions could be affected, and our business operations could be adversely affected. Threats to information security also exist in the processing of customer information through various other vendors and their personnel. The occurrence of any system failures, interruption, or breach of security could damage our reputation, disrupt operations, misappropriate confidential information, damage our computer systems and result in a loss of customers and business thereby subjecting us to additional regulatory scrutiny, or could expose us to litigation and possible financial liability. Any of these events could have a material adverse effect on our financial condition and results of operations. Cyber-attacks or other security breaches could adversely affect our operations, net income, or reputation. We regularly collect, process, transmit and store significant amounts of confidential information regarding our customers, employees and others and concerning our ~~own~~ business, operations, plans and strategies. In some cases, this confidential or proprietary information is collected, compiled, processed, transmitted, or stored by third parties on our behalf. Our heavy reliance on information technology systems (both internal and **external third-party**) exposes us to operational risks which include the risk of malfeasance by employees or persons outside of our organization, errors relating to transaction processing and technology, systems failures or interruptions, failures to properly implement systems upgrades, breaches of our internal control systems and compliance requirements, and business continuation and disaster recovery. Information security risks have generally increased in recent years because of the proliferation of new technologies, the use of the Internet and telecommunications technologies to conduct financial and other transactions, ~~and~~ the increased sophistication and activities of perpetrators of cyber-attacks and mobile phishing **and an increase in our remote workforce**. Mobile phishing, a means for identity thieves to obtain sensitive personal information through fraudulent e-mail, text or voice mail, is **an emerging a continuing** threat targeting the customers of financial entities. A failure in or breach of our operational or information security systems, or those of our third-party service providers, as a result

of cyber- attacks or information security breaches or due to employee error, malfeasance or other disruptions could adversely affect our business, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and / or cause losses. If this confidential or proprietary information were to be mishandled, misused, or lost, we could be exposed to significant regulatory consequences, reputational damage, civil litigation, and financial loss. Although we employ a variety of physical, procedural, and technological safeguards to protect this confidential and proprietary information from mishandling, misuse, or loss, these safeguards do not provide absolute assurance that mishandling, misuse, or loss of the information will not occur, and that if mishandling, misuse, or loss of information does occur, those events will be promptly detected and addressed. Similarly, when confidential or proprietary information is collected, compiled, processed, transmitted or stored by third parties on our behalf, our policies and procedures require that the third party agree to maintain the confidentiality of the information, establish and maintain policies and procedures designed to preserve the confidentiality of the information, and permit us to confirm the third party's compliance with the terms of the agreement. As information security risks and cyber threats continue to evolve, we may be required to expend additional resources to continue to enhance our information security measures and / or to investigate and remediate any information security vulnerabilities. Because the nature of the financial services business involves a high volume of transactions, we face significant operational risks, including fraud and other financial crimes. We operate in diverse markets and rely on the ability of our employees and systems to process a high number of transactions over short periods of time. Operational risk is the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside our company, the execution of unauthorized transactions by employees, errors relating to transaction processing and technology, breaches of the internal control system and compliance requirements, and business continuation and disaster recovery. Our loans to businesses and individuals and our deposit relationships and related transactions are subject to exposure to the risk of loss due to fraud and other financial crimes. In addition, employee errors and employee and customer misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Insurance coverage may not be available for such losses, or where available, such losses may exceed insurance limits. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, we could suffer financial loss, face regulatory action, and suffer damage to our reputation. If our enterprise risk management framework is not effective at mitigating risk and loss to us, we could suffer unexpected losses and our results of operations could be materially adversely affected. Our enterprise risk management framework seeks to achieve an appropriate balance between risk and return, which is critical to optimizing stockholder value. We have established processes and procedures intended to identify, measure, monitor, report and analyze the types of risk to which we are subject, including credit, liquidity, operational, **market, strategic,** regulatory compliance and reputational. However, as with any risk management framework, there are inherent limitations to our risk management strategies as there may exist, or develop in the future, risks that we have not appropriately anticipated or identified. If our risk management framework proves ineffective, we could suffer unexpected losses and our business and results of operations could be materially adversely affected. Our Board of Directors needs to leverage, to a large degree, management and an outside consultant, in overseeing cybersecurity risk management. The Board of Directors established its a Compliance and Information Technology ("CIT ") Committee with specific responsibilities for overseeing cybersecurity threats, among other things. Our Chief Information Security Officer provides the CIT Committee with periodic reports on our cybersecurity risks and any material cybersecurity incidents. The CIT Committee retains an independent external cybersecurity consultant who regularly attends all CIT Committee meetings and reports directly to the CIT Committee Chair. In addition, Northfield Bank maintains an Information and Cybersecurity Program under the leadership of ~~our~~ **the** Chief Risk Officer, the Chief Information Officer, and the Chief Information Security Officer, with Board of Directors oversight for identifying and mitigating information security risks. For this oversight of cybersecurity, our Board of Directors, through the CIT Committee, work with the Chief Risk Officer, the Chief Information Officer, and the Chief Information Security Officer, as well as the independent external cybersecurity consultant.

The soundness of other financial institutions Risks Related to Environmental Matters Societal responses to climate change could adversely affect ~~our business and performance, including indirectly through impacts on our customers.~~ Concerns over the long-term impacts of climate change have led and could continue to lead to governmental efforts around the world to mitigate those impacts. Consumers and businesses also may change their behaviors as a result of these concerns. We and our customers will need to respond to new laws and regulations as well as consumer and business preferences resulting from climate change concerns. We and our customers may face cost increases, asset value reductions, operating process changes and other issues. The impact on our customers will likely vary depending on their specific attributes, including reliance on or role in carbon intensive activities. Among the impacts to us **Our ability to engage in routine funding transactions** could be **adversely affected by the actions** a drop in demand for our products and **commercial soundness of other financial institutions.** **Financial services institutions are interrelated as a result of trading , particularly clearing, counterparty and other relationships. We have exposure to many different counterparties, and we routinely execute transactions with counterparties in certain sectors the financial industry, including brokers and dealers, other commercial banks, investment banks, mutual and hedge funds, and other financial institutions. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally could lead to market- wide liquidity problems and losses or defaults by us or by other institutions and organizations. Many of these transactions expose us to credit risk in the event of default of our counterparty or client . In addition, we our credit risk may be exacerbated when the collateral held by us cannot be liquidated or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due to us. Any such losses could materially and adversely affect face reductions in creditworthiness on the part of some customers or our results in the value of operations assets securing loans.**

Our efforts to take these risks **Risks Related to Environmental Matters** into account in making lending and other decisions, including by increasing our business with climate-friendly companies, may not be effective in protecting us from the negative impact of new laws and regulations or changes in consumer or business behavior. Our business, financial condition, and results of operations could be adversely affected by natural disasters, health epidemics, and other catastrophic events. We could be adversely affected if key personnel or a significant number of employees were to become unavailable due to a pandemic, natural disaster, war, act of terrorism, accident, or other reason. Any of these events could result in the temporary reduction of operations, employees, and customers, which could limit our ability to provide services. Additionally, many of our borrowers may suffer property damage, experience interruption of their businesses or lose their jobs after such events. Those borrowers might not be able to repay their loans, and the collateral for such loans may decline significantly in value. Other Risks Related to Our Business Changes in our accounting policies or in accounting standards could materially affect how we report our financial condition and results of operations. Our accounting policies are essential to understanding our financial results and condition. Some of these policies require the use of estimates and assumptions that may affect the value of our assets or liabilities and financial results. Some of our accounting policies are critical because they require management to make difficult, subjective, and complex judgments about matters that are uncertain and because it is likely that materially different amounts would be reported under different conditions or using different assumptions. If such estimates or assumptions underlying our financial statements are incorrect, we may experience material losses. From time to time, the FASB and the SEC change the financial accounting and reporting standards or the interpretation of those standards that govern the preparation of our financial statements. These changes are beyond our control, can be hard to predict and could materially affect how we report our results of operations and financial condition. We could also be required to apply a new or revised standard retroactively, resulting in our restating prior period financial statements in material amounts. We hold certain intangible assets that could be classified as impaired in the future. If these assets are considered to be either partially or fully impaired in the future, our earnings and the book values of these assets would decrease. At December 31, **2023-2024**, we had \$ 41. 0 million in goodwill which we are required to test on a periodic basis. The impairment testing process considers a variety of factors, including the current market price of our common shares, the estimated net present value of our assets and liabilities and information concerning the terminal valuation of similarly situated insured depository institutions. It is possible that future impairment testing could result in a partial or full impairment of the value of our goodwill. If an impairment determination is made in a future reporting period, our earnings and the book value of goodwill will be reduced by the amount of the impairment. If our municipal banking deposits were lost within a short period of time, this could negatively impact our liquidity and earnings. As of December 31, **2023-2024**, municipal deposits, **which are secured by the Bank's investment securities or letters of credit issued by the FHLBNY**, totaled \$ **768-859. 63** million, or **19-20. 8** % of total deposits. Municipal deposits may be more volatile than other deposits **and generally are larger than our retail or business deposits**. If a significant amount of these deposits were withdrawn within a short period of time, it could have a negative impact on our short- term liquidity or if the cost to replace such funds was more expensive, it could have an adverse impact on our earnings. Changes in the valuation of our securities portfolio could reduce net income and lower our capital levels. Our securities portfolio may be affected by fluctuations in market value, potentially reducing accumulated other comprehensive income and / or earnings. Fluctuations in market value may be caused by changes in market interest rates, lower market prices for securities and limited investor demand. Management evaluates securities for ~~other- than- temporary~~ impairment on a quarterly basis, with more frequent evaluation for selected issues. In analyzing a debt issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, industry analysts' reports and, to a lesser extent given the relatively insignificant levels of depreciation in our debt portfolio, spread differentials between the effective rates on instruments in the portfolio compared to risk- free rates. In analyzing an equity issuer's financial condition, management considers industry analysts' reports, financial performance, and projected target prices of investment analysts within a one- year time period. If this evaluation shows impairment to the actual or projected cash flows associated with one or more securities, a potential loss to earnings may occur. Changes in interest rates also can have an adverse effect on our financial condition, as our available- for- sale securities are reported at their estimated fair value, and therefore are impacted by fluctuations in interest rates. We increase or decrease our stockholders' equity by the amount of change in the estimated fair value of the available- for- sale securities, net of taxes. The declines in market value could result in other- than- temporary impairments of these assets, which would lead to accounting charges that could have a material adverse effect on our net income and capital levels. Federal banking regulations restrict insured depository institutions and their affiliated companies from engaging in short- term proprietary trading of certain securities, investing in funds with collateral comprised of less than 100 % of loans that are not registered with the SEC and from engaging in hedging activities that do not hedge a specific identified risk. We continue to analyze the impact of this regulation on our investment portfolio, and whether any changes are required to our investment strategies that could negatively affect our earnings. We may be adversely affected by recent changes in tax laws. Changes in federal tax laws may have an adverse effect on the market for, and the valuation of, residential properties, and on the demand for such loans in the future and could make it harder for borrowers to make their loan payments. In addition, these changes also have a disproportionate effect on taxpayers in states with high residential home prices and high state and local taxes, like New Jersey and New York. If home ownership becomes less attractive, demand for mortgage loans could decrease. The value of the properties securing loans in our loan portfolio may be adversely impacted as a result of the changing economics of home ownership, which could require an increase in our provision for credit losses, which would reduce our profitability and could materially adversely affect our business, financial condition and results of operations. ~~Additionally, legislation in New Jersey imposes a temporary surtax on corporations earning New Jersey allocated income in excess of \$ 1 million of 2. 5 % for tax years beginning on or after January 1, 2018 through December 31, 2019, and of 1. 5 % for tax years beginning on or after January 1, 2020 through December 31, 2021. On September 29, 2020, the state extended the 2. 5 % surtax through December 31, 2023, retroactively to tax years beginning~~

January 1, 2020. The legislation also requires combined filing for certain members of an affiliated group for tax years beginning on or after January 1, 2019. The new legislation may cause us to lose the benefit of certain of our tax management strategies and may cause our total tax expense to increase. Various factors may make takeover attempts more difficult to achieve. Our certificate of incorporation and bylaws, federal regulations, Delaware law, shares of restricted stock and stock options that we have granted or may grant to employees and directors, stock ownership by our management and directors and employment agreements that we have entered into with our executive officers, and various other factors may make it more difficult for companies or persons to acquire control of Northfield Bancorp, Inc., without the consent of our Board of Directors, which could adversely affect the market price of our common stock. The economic impact of the COVID-19 outbreak could continue to affect our financial condition and results of operations. The COVID-19 pandemic has adversely impacted the global and national economy and certain industries and geographies in which the Company operates. Given its dynamic nature, it is difficult to predict the full impact of the COVID-19 pandemic on our business. The extent of such impact will depend on future developments, which are highly uncertain, including the advent of new variants and any measures to combat the pandemic by governmental authorities. The COVID-19 pandemic and the related adverse local and national economic consequences, could have a material, adverse effect on our business, financial condition, liquidity, and results of operations.