

CAPITAL MARKETS ANNOUNCEMENT

Flagstar Bancorp, Inc. (NYSE: FBC; Troy, MI) Closes \$276.0 Million Secondary Offering of Common Stock

Sandler O'Neill + Partners, L.P. served as Joint Book-Running Manager for this offering.

This transaction represents the 134th public offering or private placement of common stock for a bank or thrift since January 1, 2013 for which Sandler O'Neill acted as book-runner, co-manager or placement agent—more than any other investment bank during that period. These transactions have raised approximately \$23.7 billion for our clients.¹

About the Offering:

Troy, MI, June 14, 2018 -- Flagstar Bancorp, Inc. (NYSE: FBC) (the "Company") today closed a registered public secondary offering of 8,000,000 shares of the Company's common stock at a public offering price of \$34.50 per share. All of the shares were offered by MP Thrift Investments L.P. ("MP Thrift"). MP Thrift granted the underwriters a 30-day option to purchase up to an additional 1,200,000 shares of the Company's common stock. The Company did not receive any of the proceeds from the sale of the shares by MP Thrift. As of the completion of the offering, assuming that the underwriters' option to purchase additional shares is not exercised, MP Thrift owns approximately 48% of the Company's outstanding common stock.

About the Company:

Flagstar Bancorp, Inc. is a \$17.7 billion savings and loan holding company headquartered in Troy, Mich. Flagstar Bank, FSB, provides commercial, small business, and consumer banking services through 99 branches in Michigan and 8 branches in California through its Desert Community Bank division. It also provides home loans through a wholesale network of brokers and correspondents in all 50 states, as well as 92 retail locations in 31 states, representing the combined retail branches of Flagstar and its Opes Advisors mortgage division. Flagstar is a leading national originator and servicer of mortgage loans, handling payments and record keeping for \$104 billion of home loans representing over 470,000 borrowers.

This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities.

1) Source: S&P Global Market Intelligence

Note: Financial highlights are not pro forma for the offering or for the recently announced acquisition of 52 branches from Wells Fargo

June 14, 2018

Common Stock Offering

\$276.0 Million



Joint Book-Running Manager

SANDLER O'NEILL + PARTNERS

Financial Highlights as of March 31, 2018

Total Assets	\$17.7 billion
Total Net Loans	\$13.0 billion
Total Deposits	\$10.0 billion
Total Equity	\$1.4 billion
Tang. Common Equity / Tang. Assets	7.67%

Sandler O'Neill Contacts:

Jon Doyle
Senior Managing
Principal
(212) 466-7826

Tim O'Connor
Managing Director
(212) 466-7851

Steve McAuley
Managing Director
(212) 466-7828

Jennifer Docherty
Managing Director
(212) 466-7796

Demetrios Hadgis
Managing Director
(212) 466-8019

James Furey
Managing Director
(212) 466-7934

Kyle Heroman
Managing Director
(212) 466-7728

Taylor Esper
Analyst
(212) 466-7845

Grant DuHamel
Analyst
(212) 466-7746