

Part II Organizational Action *(continued)***17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attachment](#)**18** Can any resulting loss be recognized? ► [See attachment](#)**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See attachment](#)**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►  Date ► 11/21/2025Print your name ► [Izabel Peros](#)Title ► [Senior Vice President](#)**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	

Flagstar Bank, National Association
EIN: 38-2734984
Attachment to Form 8937
Report of Organizational Action Affecting Basis of Securities

The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to be complete or describe the consequences that may apply to particular categories of holders. Each holder is advised to consult his or her tax advisor regarding the tax treatment of the Reorganization (as defined below). Further discussion of the tax consequences of the Reorganization can be found in Flagstar Financial Inc.'s definitive proxy statement on Form DEFM14A filed with the Securities and Exchange Commission on August 22, 2025, under the heading "Material United States Federal Income Tax Consequences of the Reorganization" (the "Proxy Statement").

Form 8937, Part I, Lines 9, 10, and 12

Description	CUSIP	Ticker symbol
Company Common Stock	649445400	FLG
Bank Common Stock	649445400	FLG
Company Series A Preferred Stock	649445202	FLG PRA
Bank Series A Preferred Stock	649445202	FLG PRA
Company Series B Preferred Stock	N/A	N/A
Bank Series B Preferred Stock	N/A	N/A
Company Series D Preferred Stock	N/A	N/A
Bank Series D Preferred Stock	N/A	N/A
Company Series D Warrant	N/A	N/A
Bank Series D Warrant	N/A	N/A
Company Common Stock Warrant	64944P307	FLG PRU
Bank Common Stock Warrant	64944P307	FLG PRU

Form 8937, Part II, Line 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action

Effective October 17, 2025, Flagstar Financial, Inc. (the "Company") converted into an interim federal savings association (the "Conversion") and then immediately thereafter, merged with and into Flagstar Bank, National Association (the "Bank"), with the Bank continuing as the surviving entity (the "Merger", and the Conversion and the Merger together, the "Reorganization").

At the effective time of the Merger, the outstanding common stock of the Company ("Company Common Stock") and Series A preferred stock of the Company ("Company Series A Preferred Stock") were cancelled and automatically converted into an equivalent number of shares of the Bank's common stock ("Bank Common Stock") and Series A preferred stock ("Bank Series A Preferred Stock"), respectively. The Company's Series B preferred stock ("Company Series B Preferred Stock") and Company Series D preferred stock ("Company Series D Preferred Stock")

were also converted into Bank Common Stock, except that such conversion was instead into non-voting equity securities that are substantially identical to the Series B and Series D preferred stock (“Bank Series B Preferred Stock” and “Bank Series D Preferred Stock”, respectively) to the extent that ownership of the additional Bank Common Stock would otherwise be prohibited by law or require approval by a government entity. As a result, subject to the foregoing limitations, the shares of capital stock of the Bank are now owned directly by shareholders in the same proportion as their ownership of Company capital stock immediately prior to the Merger. Each warrant to purchase Company Series D preferred stock (“Company Series D Warrants”) was converted automatically into a warrant to purchase Bank Common Stock (“Bank Common Stock Warrants”) or, as applicable, the Bank’s Series D preferred stock (“Bank Series D Warrants”). In addition, each of the warrants to purchase Company Common Stock (“Company Common Stock Warrants”) forming a part of a unit of the Company’s outstanding Bifurcated Option Note Unit SecuritiESSM was converted automatically into a Bank Common Stock Warrant upon the same terms applicable to the outstanding warrants immediately prior to the Reorganization.

Form 8937, Part II, Line 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

The following discussion does not purport to be a complete analysis or discussion of all U.S. federal income tax considerations relating to the Reorganization. You should consult your own tax advisors as to the specific tax consequences of the Reorganization, including with respect to reporting requirements and the applicability and effect of any U.S. federal, state, local, non-U.S. or other tax laws in light of your particular circumstances.

As stated in the Proxy Statement, both the Conversion and the Merger are intended to qualify as a “reorganization” for U.S. federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986 (the “Code”). No ruling from the Internal Revenue Service has been requested or is intended to be obtained as to the United States federal income tax consequences of the Conversion and the Merger. Assuming the Conversion and Merger each constitute a reorganization, with respect to holders of Company Common Stock, Company Series A Preferred Stock, Company Series B Preferred Stock, Company Series D Preferred Stock, Company Series D Warrants, and Company Common Stock Warrants (each such stock and warrant, a “Company Equity Instrument”) that are U.S. taxpayers not in a special class of holders subject to special rules as described further in the Proxy Statement (“U.S. holders”):

- no gain or loss will be recognized by a U.S. holder of Company Equity Instruments upon the conversion of the Company to an interim federal savings association;
- no gain or loss will be recognized by a U.S. holder of Company Equity Instruments on the receipt of Bank Common Stock, Bank Series A Preferred Stock, Bank Series B Preferred Stock, Bank Series D Preferred Stock, Bank Series D Warrants, or Bank Common Stock Warrants (each such stock and warrant, a “Bank Equity Instrument”) into which Company Equity Instruments are converted pursuant to the Merger;
- the aggregate basis of Bank Equity Instruments received by a U.S. holder of Company Equity Instruments in the Merger will be the same as the aggregate basis of the Company Equity Instruments converted into such Bank Equity Instruments; and

- the holding period of Bank Equity Instruments into which Company Equity Instruments are converted will include the holding period of the Company Equity Instruments so converted.

If a U.S. holder of a class of Company Equity Instruments acquired different blocks of such class of Company Equity Instruments at different times or at different prices, such U.S. holder's basis and holding period in the corresponding class of Bank Equity Instruments received in the Reorganization will be determined separately with respect to each block of such class of Company Equity Instruments held, and the corresponding class of Bank Equity Instruments received will be allocated pro rata to each such block. A block generally consists of a class of equity instruments acquired at the same cost in a single transaction. U.S. holders should consult their tax advisors with regard to identifying the bases or holding periods of the particular Bank Equity Instruments received in the Reorganization.

Form 8937, Part II, Line 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

See response to Box 15, above.

Form 8937, Part II, Line 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Sections 358, 361, and 368.

Form 8937, Part II, Line 18: Can any resulting loss be recognized?

The Conversion and the Merger are each intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code. As described in the response to box 15, if the Conversion and the Merger are both respected as a "reorganization" within the meaning of Section 368(a) of the Code, a U.S. holder of Company Equity Instruments will not recognize loss upon the Conversion and will not recognize any loss upon receipt of applicable Bank Equity Instruments in the Merger.

Form 8937, Part II, Line 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year

The Reorganization was consummated on October 17, 2025. Consequently, the reportable taxable year for reporting the tax effect of the Reorganization for any holders is the taxable year that includes October 17, 2025.