



# Investor Presentation




# Forward Looking Statements

The foregoing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about management's confidence and strategies and management's expectations about new and existing programs and products, acquisitions, relationships, opportunities, taxation, technology, market conditions and economic expectations. These statements may be identified by such forward-looking terminology as "should," "expect," "believe," "view," "opportunity," "allow," "continues," "reflects," "typically," "usually," "anticipate," or similar statements or variations of such terms. Such forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from such forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, but are not limited to: a severe decline in the general economic conditions of New Jersey and the New York Metropolitan area; larger than expected reductions in our loans originated for sale or a slowdown in new and refinanced residential mortgage loan activity; unexpected changes in market interest rates for interest earning assets and/or interest bearing liabilities; government intervention in the U.S. financial system and the effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve; declines in value in our investment portfolio, including additional other-than-temporary impairment charges on our investment securities; unexpected significant declines in the loan portfolio due to the lack of economic expansion, increased competition, large prepayments or other factors; unanticipated deterioration in our loan portfolio; Valley's inability to pay dividends at current levels, or at all, because of inadequate future earnings, regulatory restrictions or limitations, and changes in the composition of qualifying regulatory capital and minimum capital requirements (including those resulting from the U.S. implementation of Basel III requirements); higher than expected increases in our allowance for loan losses; an unexpected increase in loan losses or in the level of non-performing loans (including additional losses and elevated levels of non-accrual loans caused by the lengthy foreclosure process in the State of New Jersey); unanticipated loan delinquencies, loss of collateral, decreased service revenues, and other potential negative effects on our business caused by severe weather or other external events; higher than expected tax rates, including increases resulting from changes in tax laws, regulations and case law; an unexpected decline in real estate values within our market areas; charges against earnings related to the change in fair value of our junior subordinated debentures; higher than expected FDIC insurance assessments; the failure of other financial institutions with whom we have trading, clearing, counterparty and other financial relationships; lack of liquidity to fund our various cash obligations; unanticipated reduction in our deposit base; potential acquisitions that may disrupt our business; legislative and regulatory actions (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations) subject us to additional regulatory oversight which may result in higher compliance costs and/or require us to change our business model; changes in accounting policies or accounting standards; our inability to promptly adapt to technological changes; our internal controls and procedures may not be adequate to prevent losses; claims and litigation pertaining to fiduciary responsibility, environmental laws and other matters; the inability to realize expected revenue synergies from recent acquisitions in the amounts or in the timeframe anticipated; inability to retain customers and employees; lower than expected cash flows from purchased credit-impaired loans; cyber attacks, computer viruses or other malware that may breach the security of our websites or other systems to obtain unauthorized access to confidential information, destroy data, disable or degrade service, or sabotage our systems; and other unexpected material adverse changes in our operations or earnings.

A detailed discussion of factors that could affect our results is included in our SEC filings, including the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2012. We undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in our expectations. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

# Valley National Bank

## Our Approach

 Large Regional Bank that Operates and Feels Like a Small Closely Held Company

- Focus on Credit Quality
- Conservative Growth Strategies
- Never Had a Losing Quarter
- Affluent and Heavily Populated Footprint
- Strong Customer Service
- Experienced Senior and Executive Management
- Large percentage of retail ownership
  - Long-term investment approach
  - Focus on cash and stock dividends
- Large insider ownership, family members, retired employees and retired directors
- Approximately 287 institutional holders or 44% of all shares held\*

\*Source: Bloomberg as of 8/6/2013

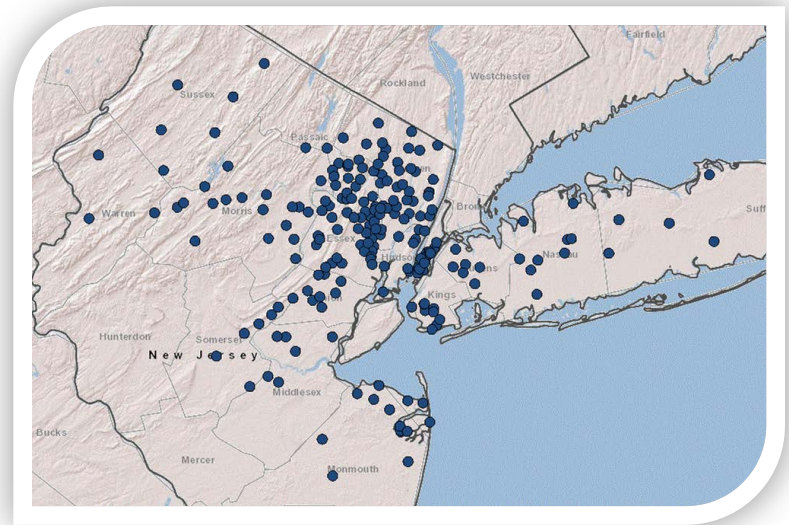
# Valley National Bank Corporate Profile

- Traded on the NYSE (VLY)
- Regional Bank Holding Company
- Headquartered in Wayne, NJ
- Operates 208 Branches
  - Northern NJ
  - Central NJ
  - Manhattan
  - Brooklyn
  - Queens
  - Long Island

## As of 6/30/2013

Total Assets	\$16.0 billion
Total Loans	\$10.9 billion
Total Deposits	\$11.2 billion
Market Cap	\$2.1 billion*

\*Source: Bloomberg as of 8/6/2013



# Valley's 2Q 2013 Highlights

## Dashboard

### Highlights

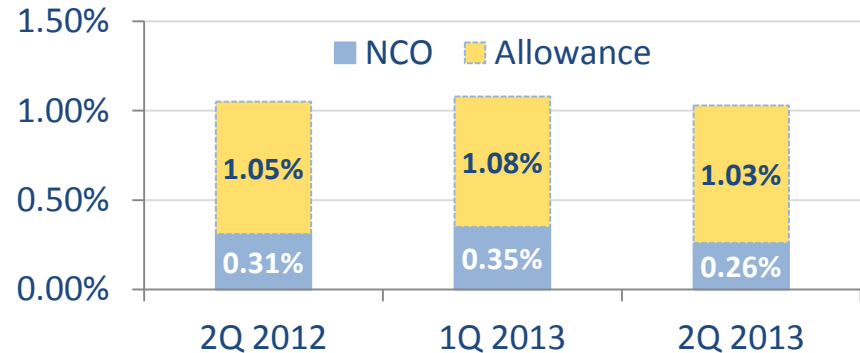
- 2Q 2013 net income of \$33.9 million or \$0.17 diluted EPS compared to \$32.8 million or \$0.17 diluted EPS for 2Q 2012
- Total non-covered loans increased \$91.0 million or 3.4% on an annualized basis
- Total loan delinquencies as a percentage of total loans were 1.51% at June 30, 2013 compared to 1.70% at March 31, 2013

### Residential Originations\*



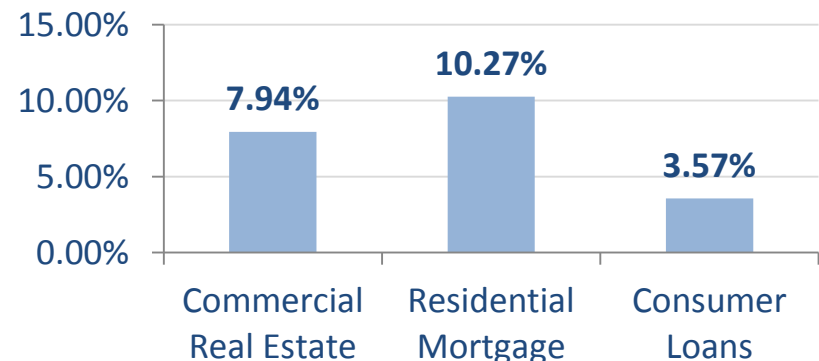
\*Originations expressed in millions

### Net Charge-Offs & Allowance\*



\*Non-Covered Loans Only

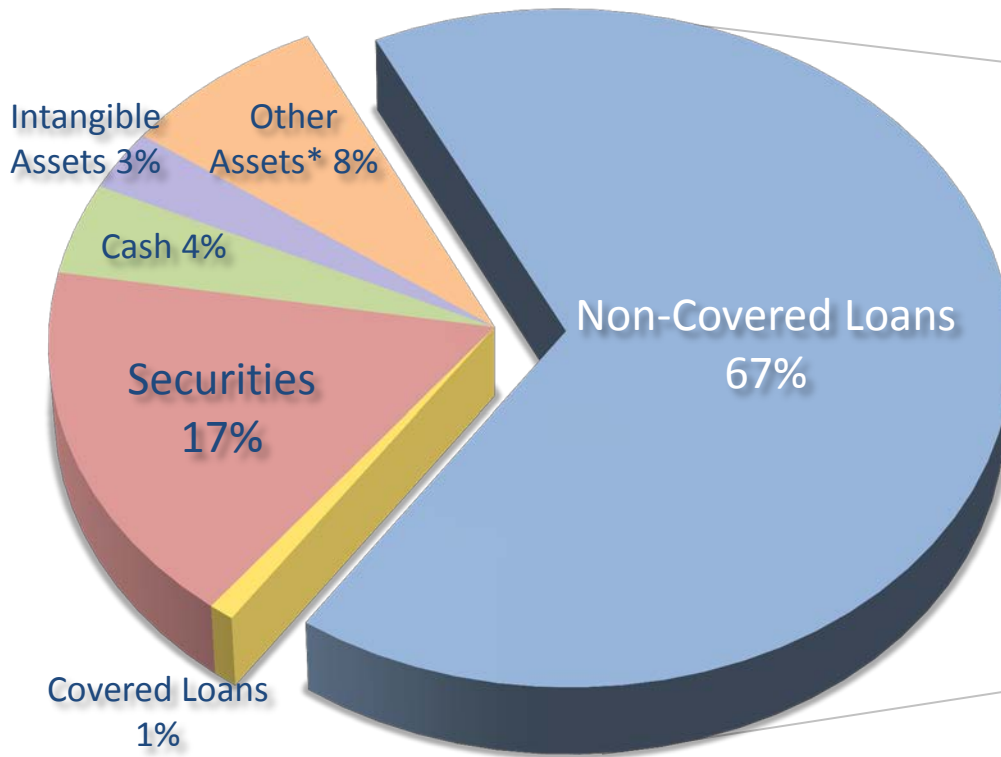
### Linked Quarter Loan Growth\*



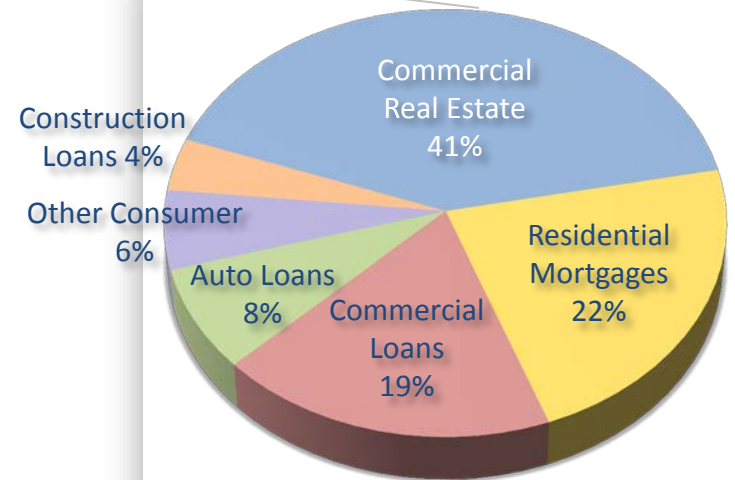
\*Annualized

# Asset & Loan Composition

## Total Assets \$16.0 Billion

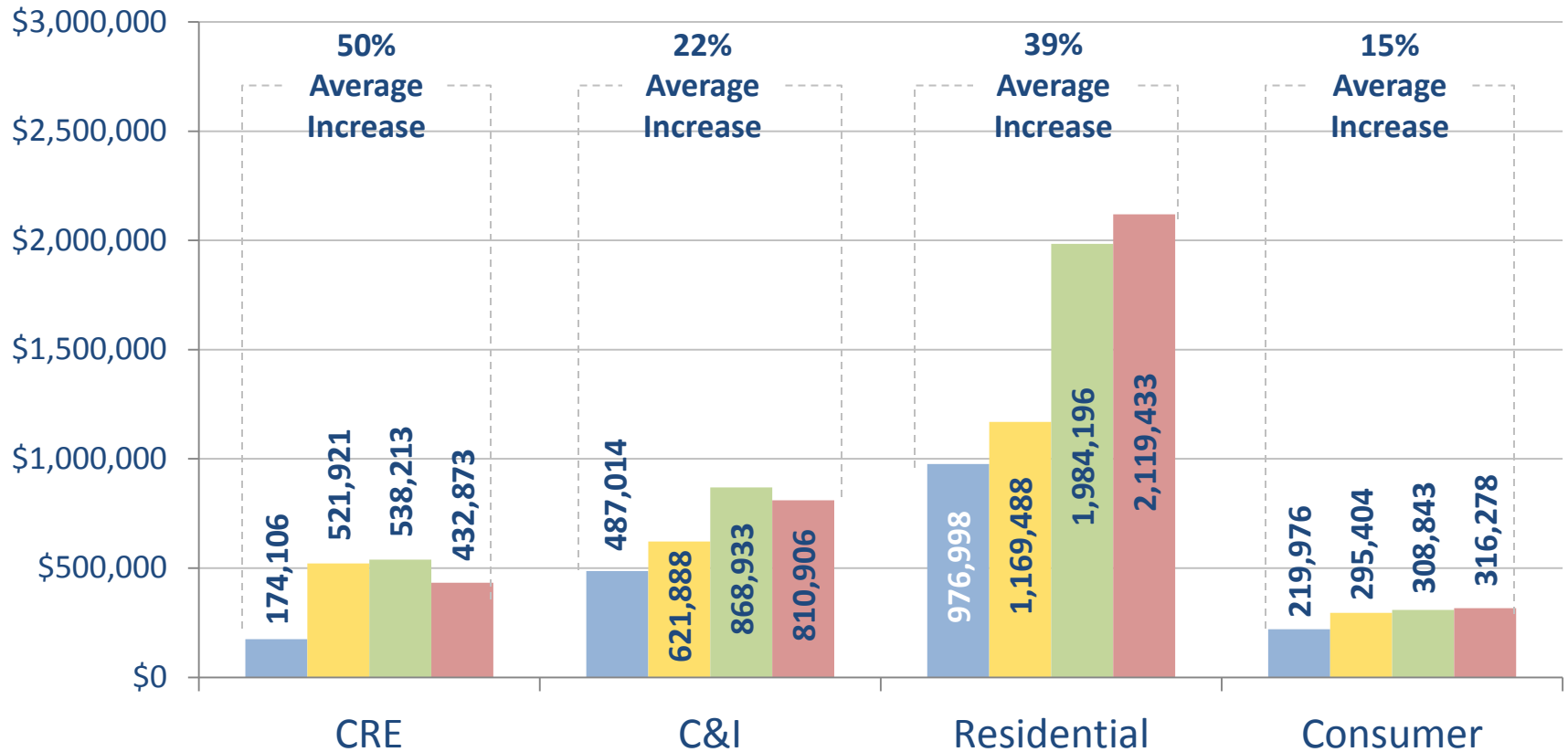


## Non-Covered Loans (Gross) \$10.7 Billion



\*Other Assets includes bank owned branch locations carried at a cost estimated by management to be significantly less than the current market value.

# New Loan Originations Trend



3 year average increase between 2010 – 2013

\*Annualized

As of 6/30/2013, excludes purchased portfolios

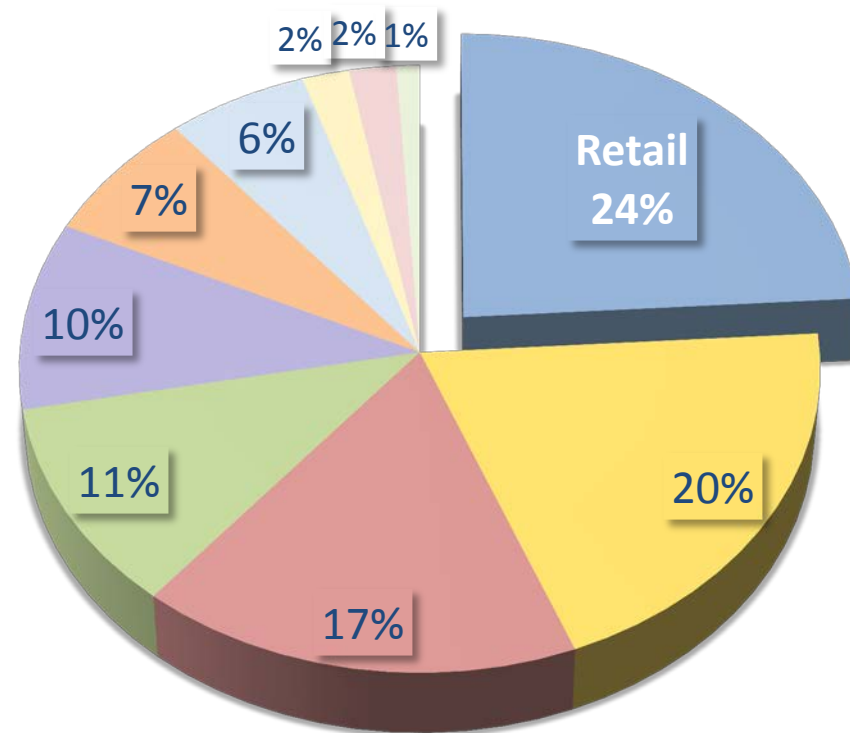
■ 2010 ■ 2011 ■ 2012 ■ 2013 YTD\*

# Commercial Real Estate

## Diversified Portfolio

Primary Property Type	\$ Amount (Millions)	% of Total	Avg LTV	2009 Avg LTV
Retail	1,081	24%	51%	50%
Apartments	875	20%	35%	49%
Industrial	754	17%	51%	53%
Office	508	11%	51%	54%
Mixed Use	444	10%	46%	46%
Healthcare	297	7%	61%	61%
Specialty	267	6%	48%	49%
Land Loans	101	2%	64%	58%
Residential	92	2%	50%	52%
Other	49	1%	38%	46%

**Total Commercial Real Estate - \$4.5 Billion**  
(Includes both Covered and Non-Covered Loans)



-Average LTV based on current balances and most recent appraised value.

- LTV calculation excludes Covered Loans.

-The total CRE loan balance is based on Valley's internal loan hierarchy structure and does not reflect loan classifications reported in Valley's SEC and bank regulatory reports.

-The chart above does not include \$404 Million in Construction loans.

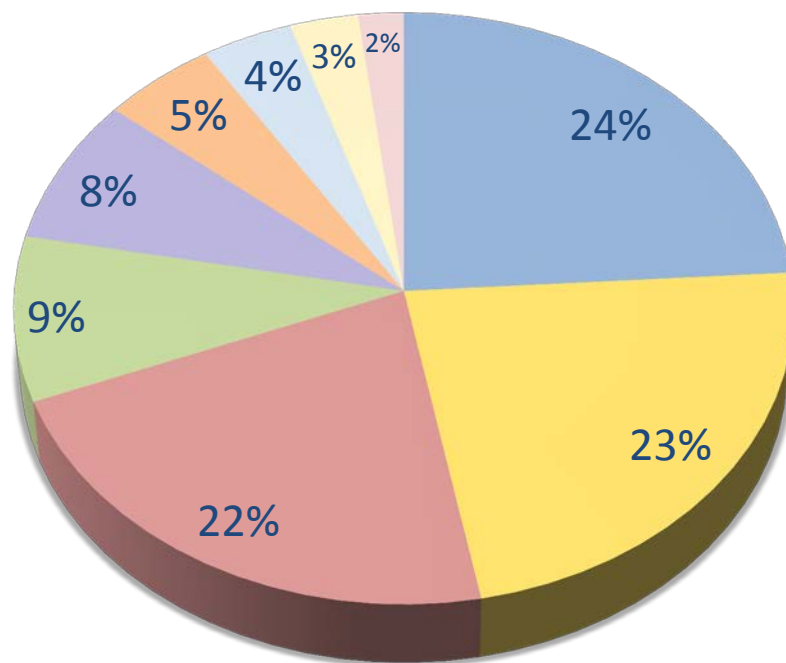
As of 6/30/2013



# Commercial Real Estate Retail Composition

Retail Property Type	% of Total	Avg LTV	2009 Avg LTV
Multi-Tenanted - No Anchor	24%	55%	56%
Multi-Tenanted - Anchor	23%	52%	50%
Single Tenant	22%	51%	51%
Auto Dealership	9%	51%	50%
Private & Public Clubs	8%	37%	30%
Food Establishments	5%	54%	52%
Entertainment Facilities	4%	54%	43%
Private Education Facilities	3%	45%	51%
Auto Servicing	2%	49%	53%

**Total Retail Property Types - \$1.1 Billion**  
(Non-Covered Loans)



-Average LTV based on current balances and most recent appraised value

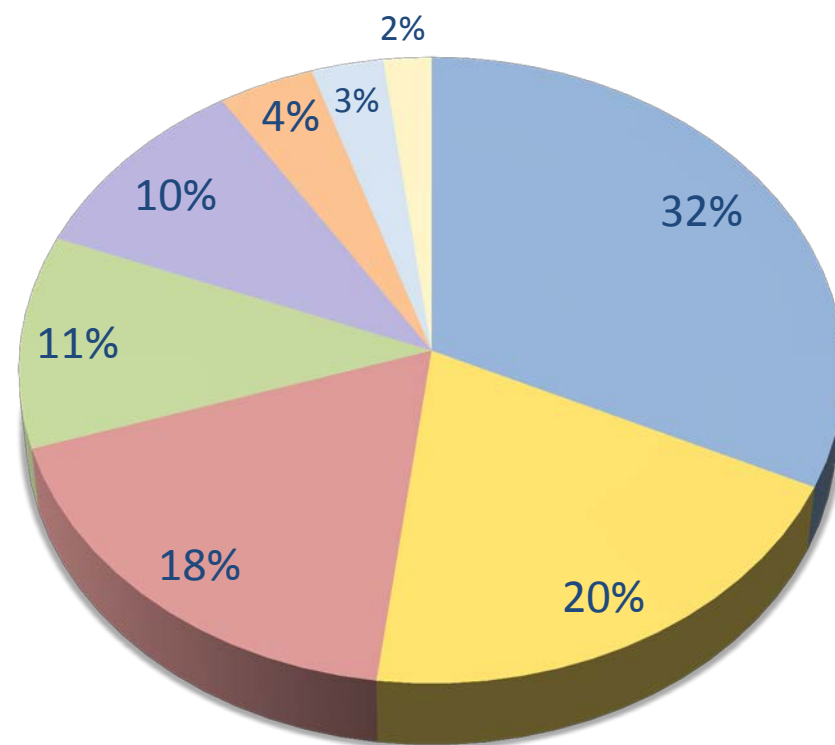
-The chart above excludes construction loans.

As of 6/30/2013

# Construction Loan Composition

Primary Property Type	\$ Amount (Millions)	% of Total	2009 % of Total
Residential	130	32%	50%
Apartments	81	20%	2%
Retail	72	18%	8%
Land Loans	46	11%	13%
Mixed Use	38	10%	15%
Specialty	14	4%	1%
Healthcare	13	3%	2%
Other	10	2%	9%

**Total Construction Loans - \$404 Million**  
(Non-Covered Loans)

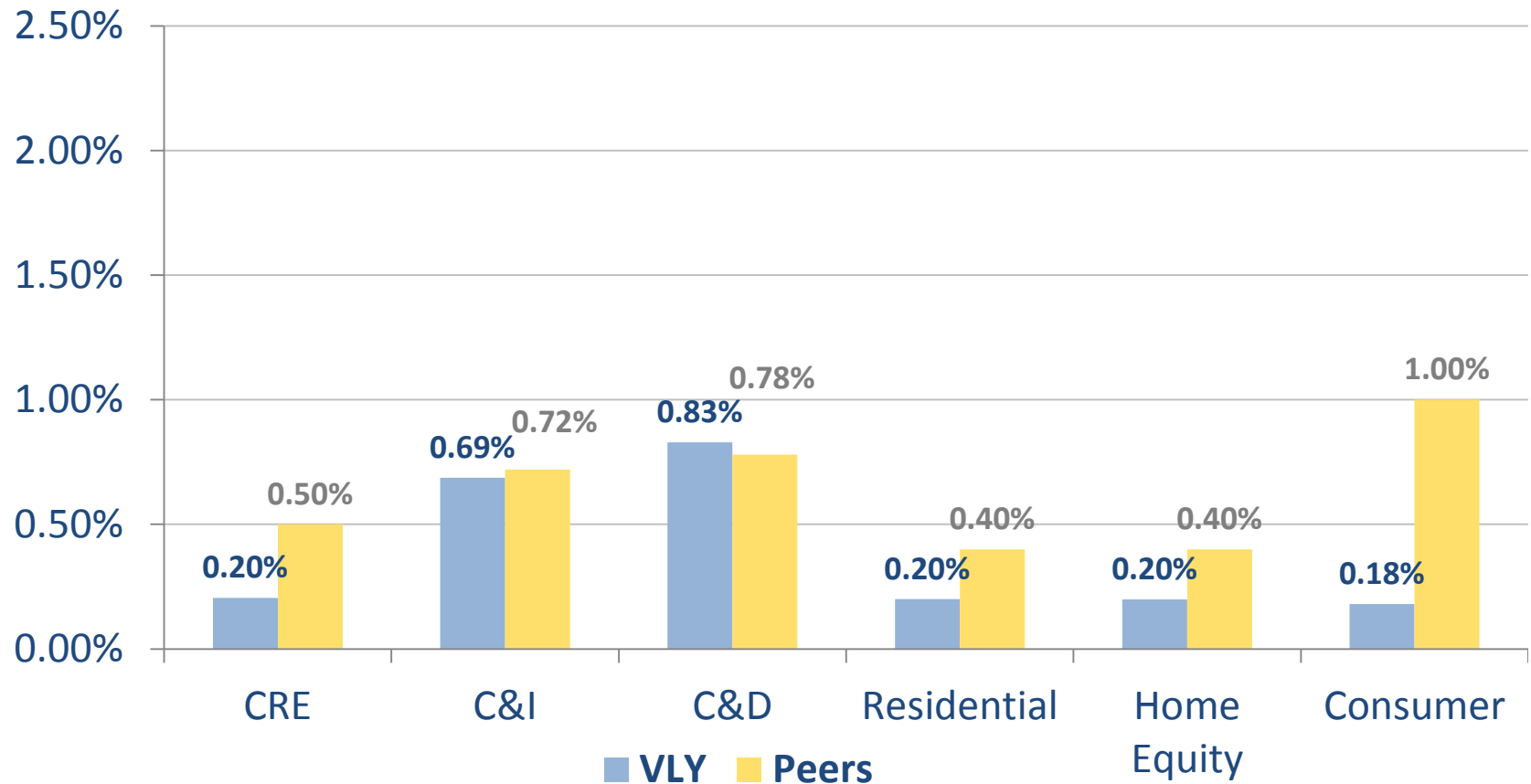


-Construction loan balance is based on Valley's internal loan hierarchy structure and does not reflect loan classifications reported in Valley's SEC and bank regulatory reports.

As of 6/30/2013

# Asset Quality

## 2013 YTD Net Charge-offs

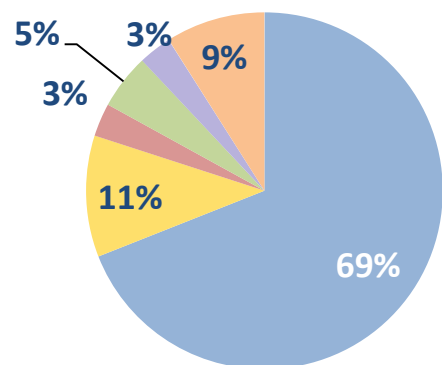


Source: SNL Financial data for 2Q 2013 as of 8/6/2013  
Peer group includes banks between \$3 billion and \$50 billion in assets

# Investment Portfolio

## Key Highlights & Composition

### By Investment Grade



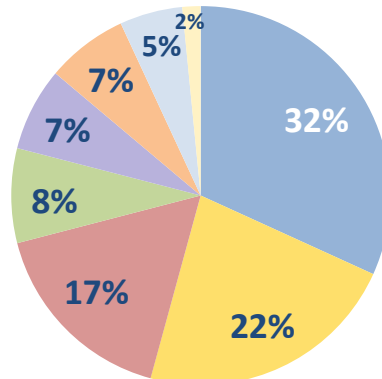
Investment Grade	2013
AAA	69%
AA	11%
A	3%
BBB	5%
Non Investment Grade	3%
Not Rated	9%

### Key Comments

- \$2.7 billion investment portfolio
- As part of Valley's macro asset/liability strategy, the bank continues to manage the duration of its investment portfolio
- No OTTI recognized during 2Q 2013 or 1Q 2013
- Net gains on securities transactions were immaterial during 2Q 2013 as compared to \$4.0 million (\$2.3 million after taxes, or \$0.01 per common share) during 1Q 2013

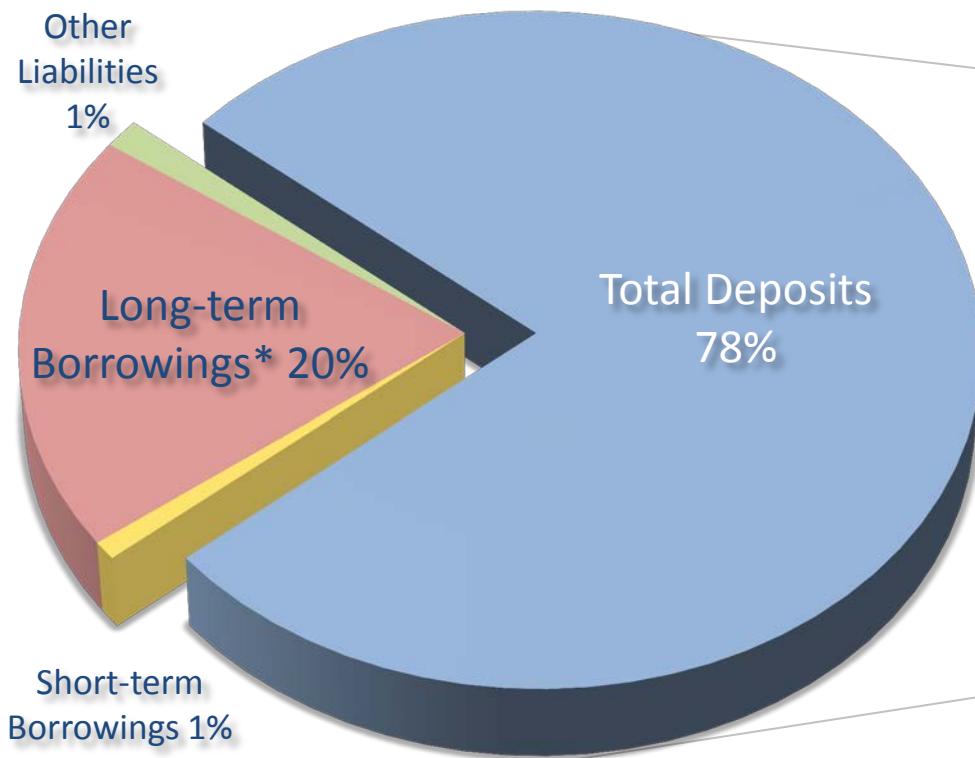
### By Investment Type

Investment Type	2009	2013
GSE MBS (GNMA)	30%	32%
GSE MBS (FNMA/FHLMC)	28%	22%
State, County, Municipals	8%	17%
Trust Preferred	13%	8%
Other	5%	7%
US Treasury	9%	7%
Corporate Bonds	3%	5%
Private Label MBS	4%	2%

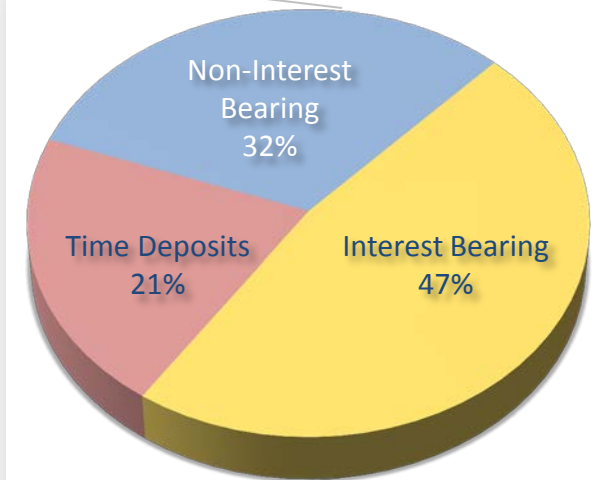


# Liability & Deposit Composition

## Total Liabilities \$14.5 Billion



## Total Deposits \$11.2 Billion



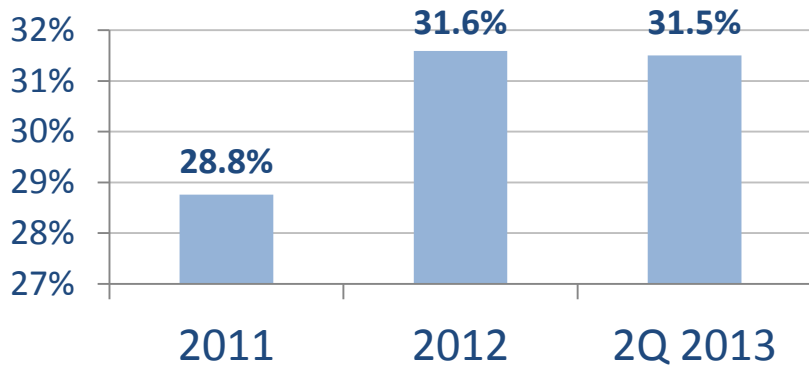
\*includes junior subordinated debentures issued to capital trusts

As of 06/30/2013

# Deposits & Borrowings

## Key Highlights and Comments

### Non-Interest Bearing Deposits

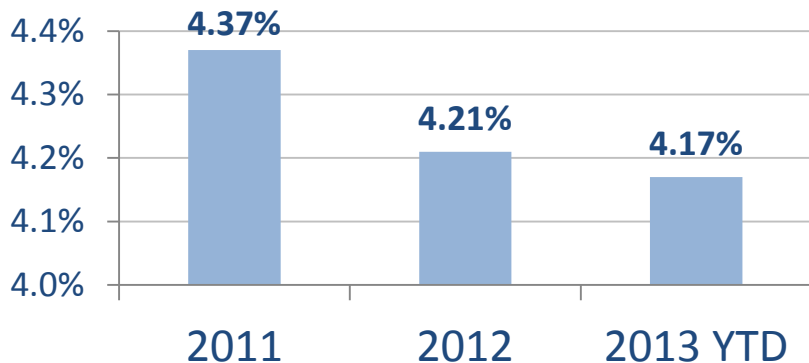


\*Period Ending Balances as % of Total Period Ending Deposits

### Key Comments

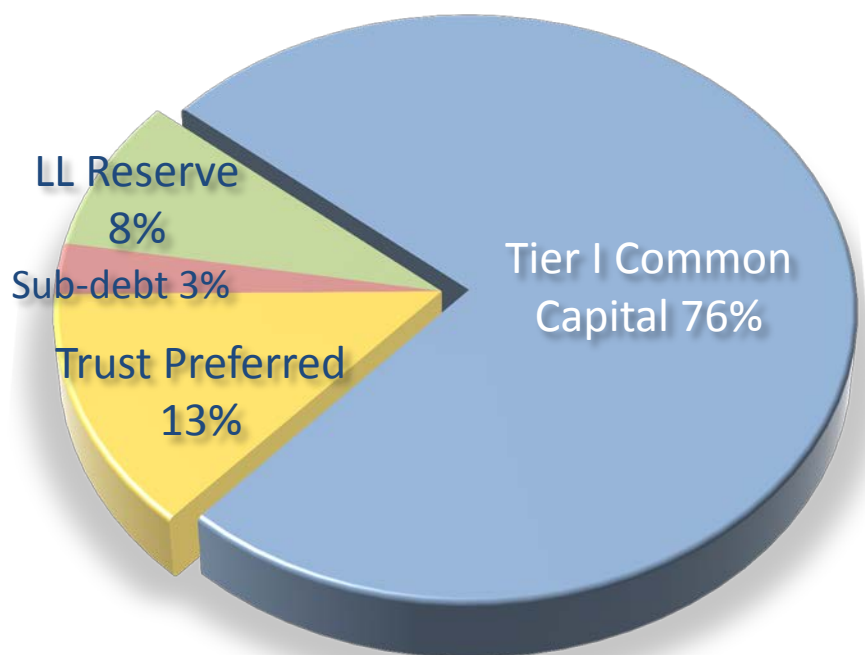
- 2Q 2013 total cost of interest bearing deposits declined 3 basis points to 0.63% from 1Q 2013
- 2Q 2013 total interest bearing liabilities declined 2 basis points to 1.58% from 1Q 2013

### Cost of Long Term Borrowings



# Regulatory Capital Composition & Ratios

## Total Tier II Capital \$1.4 Billion



Capital Ratios	As of 6/30/2013	"Well Capitalized"
Tangible Common Equity / Tangible Assets	6.80%	N/A
Tangible Common Equity / Risk-Weighted Assets	9.22%	N/A
Tier I Common Ratio	9.37%	N/A
Tier I	11.00%	6.00%
Tier II	12.40%	10.00%
Leverage	8.15%	5.00%
Book Value	\$7.64	N/A
Tangible Book Value	\$5.29	N/A

Significant estimated unrealized gains on the fair value of facilities, referenced in slide 6, are not reflected in capital ratios above.

\*Non-GAAP reconciliations shown on slides 18 and 19

As of 6/30/2013

# Shareholder Returns

## Historical Financial Data (1)

(Dollars in millions, except for share data)

Period Ended (2)	Total Assets	Net Income (3)	Diluted Earnings Per Common Share	Return on Average Assets	Return on Average Equity	Cash Dividends Declared Per Common Share	Common Stock Splits and Dividends	
YTD 6/2013	\$ 15,977	\$ 65.2	\$0.33	0.82 %	8.64 %	\$0.33	N/A	N/A
2012	16,013	143.6	0.73	0.91	9.57	0.65	5/12 - 5%	Stock Dividend
2011	14,253	132.5	0.74	0.93	10.11	0.66	5/11 - 5%	Stock Dividend
2010	14,151	130.0	0.73	0.92	10.23	0.65	5/10 - 5%	Stock Dividend
2009	14,291	114.8	0.57	0.80	8.55	0.66	5/09 - 5%	Stock Dividend
2008	14,724	92.3	0.57	0.68	8.61	0.66	5/08 - 5%	Stock Dividend
2007	12,749	153.2	1.00	1.25	16.43	0.65	5/07 - 5%	Stock Dividend
2006	12,395	163.7	1.04	1.33	17.24	0.64	5/06 - 5%	Stock Dividend
2005	12,436	163.4	1.06	1.39	19.17	0.62	5/05 - 5%	Stock Dividend
2004	10,763	154.4	1.05	1.51	22.77	0.60	5/04 - 5%	Stock Dividend
2003	9,873	153.4	1.05	1.63	24.21	0.57	5/03 - 5%	Stock Dividend
2002	9,148	154.6	1.01	1.78	23.59	0.54	5/02 - 5:4	Stock Split
2001	8,590	135.2	0.85	1.68	19.70	0.51	5/01 - 5%	Stock Dividend
2000	6,426	106.8	0.82	1.72	20.28	0.48	5/00 - 5%	Stock Dividend
1999	6,360	106.3	0.77	1.75	18.35	0.45	5/99 - 5%	Stock Dividend
1998	5,541	97.3	0.74	1.82	18.47	0.41	5/98 - 5:4	Stock Split
1997	5,091	85.0	0.68	1.67	18.88	0.36	5/97 - 5%	Stock Dividend

(1) All per share amounts have been adjusted retroactively for stock splits and stock dividends during the periods presented. Data for the years prior to 2001 in the table above exclude certain prior year results for merger transactions accounted for using the pooling-of-interests method.

(2) Previously reported results for 2011, 2010, 2009 and 2008 have been revised to reflect an increase in non-interest expense, which after taxes, reduced net income by \$1.1 million, \$1.2 million, \$1.2 million and \$1.3 million, respectively, and reduced basic and diluted earnings per common share by \$0.01 for each of these years. Total assets and the other statistical data presented in the table have been revised accordingly.

(3) Net income includes other-than-temporary impairment charges on investment securities, net of tax benefit, totaling \$3.0 million, \$12.2 million, \$2.9 million, \$4.0 million, \$49.9 million, \$10.4 million, and \$3.0 million for the years ended 2012, 2011, 2010, 2009, 2008, 2007, and 2006, respectively.



# For More Information

- ▼ Log onto our web site: [www.valleynationalbank.com](http://www.valleynationalbank.com)
- ▼ E-mail requests to: [dgrenz@valleynationalbank.com](mailto:dgrenz@valleynationalbank.com)
- ▼ Call Shareholder Relations at: (973) 305-3380
- ▼ Write to: Valley National Bank  
1455 Valley Road  
Wayne, New Jersey 07470  
Attn: Dianne M. Grenz, First Senior Vice President  
Director of Marketing, Shareholder & Public Relations
- ▼ Log onto our website above or [www.sec.gov](http://www.sec.gov) to obtain free copies of documents filed by Valley with the SEC

6/30/2013

## Non-GAAP Disclosure Reconciliations

(\$ in Thousands)

Total Equity	\$1,521,553	Total Assets	\$15,977,202
Plus: Net unrealized losses on securities available for sale, net of tax	15,609	Less: Goodwill & Other Intangible Assets	(467,236)
Plus: Accumulated net losses on cash flow hedges, net of tax	8,631	<b>Total Tangible Assets (TA)</b>	<b>\$15,509,966</b>
Plus: Defined benefit pension plan net assets, net of tax	14,529	Total Equity	\$1,521,553
Less: Goodwill, net of tax	(427,392)	Less: Goodwill & Other Intangible Assets	(467,236)
Less: Disallowed other intangible assets	(14,919)	<b>Total Tangible Common Equity (TCE)</b>	<b>\$1,054,317</b>
Less: Disallowed deferred tax assets	(45,874)	<b>Risk Weighted Assets (RWA)</b>	<b>\$11,438,211</b>
<b>Tier I Common Capital</b>	<b>\$1,072,137</b>	<u><b>Ratios</b></u>	
Plus: Trust preferred securities	186,313	<b>TCE / TA</b>	<b>6.80%</b>
<b>Total Tier I Capital</b>	<b>\$1,258,450</b>	<b>TCE / RWA</b>	<b>9.22%</b>
Plus: Qualifying allowance for credit losses	\$119,880	<b>Tier I Common Capital Ratio</b>	<b>9.37%</b>
Plus: Qualifying sub debt	40,000	(Tier 1 Common /RWA)	
<b>Total Tier II Capital</b>	<b>\$1,418,330</b>	<b>Tier I (Total Tier I / RWA)</b>	<b>11.00%</b>
		<b>Tier II (Total Tier II / RWA)</b>	<b>12.40%</b>

6/30/2013

## Non-GAAP Disclosure Reconciliations

(\$ in Thousands)

<b>Common Shares Outstanding</b>	<b>199,254,687</b>
Shareholders' Equity	\$1,521,553
Less: Goodwill and Other Intangible Assets	(467,236)
<b>Tangible Shareholders' Equity</b>	<b>\$1,054,317</b>
<b>Tangible Book Value</b>	<b>\$5.29</b>

