

*Federal Deposit Insurance Corporation*

**SCHEDULE 14A**  
**(Rule 14a-101)**

*INFORMATION REQUIRED IN PROXY STATEMENT*

*SCHEDULE 14A INFORMATION*

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

***Signature Bank***

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*(Name of Registrant as Specified In Its Charter)*

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*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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## SIGNATURE BANK

To the Stockholders of Signature Bank,

Thank you for your ongoing support of and continued interest in Signature Bank. I am pleased to invite you to attend a Special Meeting of Stockholders of Signature Bank to be held at our headquarters, 565 Fifth Avenue, New York, NY 10017 on October 17, 2018 at 9:00 AM local time.

The accompanying Notice of Special Meeting of Stockholders and Proxy Statement explain the matters to be voted on at the meeting. Your vote is important, regardless of the number of shares you own. On behalf of the Board of Directors, I urge you to mark, sign and return the enclosed proxy card as soon as possible, even if you plan to attend the Special Meeting. You may, of course, revoke your proxy by notice in writing to Signature Bank's Corporate Secretary or by any of the other methods described in more detail below at any time before the proxy is voted. You may also access the Notice of Special Meeting of Stockholders and the Proxy Statement via the Internet at [www.signatureny.com](http://www.signatureny.com) under "*Investor Relations*." Please read the enclosed Notice of Special Meeting of Stockholders and Proxy Statement so you will be informed about the business to come before the meeting.

Sincerely,

/s/ Joseph J. DePaolo

Joseph J. DePaolo

*President, Chief Executive Officer and Director*

*[Intentionally left blank]*

**SIGNATURE BANK**  
**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON OCTOBER 17, 2018**

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To the Stockholders of Signature Bank,

A Special Meeting of the holders of common stock of Signature Bank will be held at the Bank's headquarters, 565 Fifth Avenue, New York, NY 10017 on October 17, 2018 at 9:00 AM local time:

1. To approve the repurchase, from the Bank's stockholders from time to time in open market transactions, of shares of the Bank's common stock in an aggregate purchase amount of up to \$500 million; and
2. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors (or the "Board") has fixed September 4, 2018 as the record date for the Special Meeting with respect to this solicitation. Only holders of record of Signature Bank's 55,354,143 shares of common stock at the close of business on that date are entitled to notice of and to vote at the Special Meeting or any adjournments thereof as described in the Proxy Statement. This proxy statement is being mailed to stockholders of record on or about September 10, 2018.

If you wish to attend the Special Meeting in person, you must reserve your seat by October 12, 2018 by contacting our Investor Relations Department at (646) 822-1500. Additional details regarding requirements for admission to the Special Meeting are described in the proxy statement under the heading "Who can attend the Special Meeting and do I need to do anything in advance to attend?"

**PROMPTLY RETURNING YOUR PROXY WILL SAVE THE BANK THE EXPENSE OF MAKING FURTHER REQUESTS FOR PROXIES IN ORDER TO OBTAIN A QUORUM. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE. ALTERNATIVELY, REFER TO THE INSTRUCTIONS ON THE PROXY CARD TO TRANSMIT YOUR VOTING INSTRUCTIONS VIA THE INTERNET OR BY TELEPHONE. A PROXY MAY BE REVOKED BY A STOCKHOLDER ANY TIME PRIOR TO ITS USE AS SPECIFIED IN THE ENCLOSED PROXY STATEMENT.**

By Order of the Board of Directors,

/s/ Patricia E. O'Melia

Patricia E. O'Melia

*Corporate Secretary*

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON OCTOBER 17, 2018**

**The Notice of Special Meeting of the Stockholders and the Proxy Statement for the Special Meeting are available without charge at the following location: [www.signatureny.com](http://www.signatureny.com) under "Investor Relations."**

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**SIGNATURE BANK  
565 Fifth Avenue  
New York, NY 10017**

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**PROXY STATEMENT**

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The Board of Directors of Signature Bank, “we,” “our,” “us,” the “Bank” or the “Company,” is furnishing this Proxy Statement to solicit proxies for use at a Special Meeting of Stockholders (the “Special Meeting”), to be held at the Bank’s headquarters, 565 Fifth Avenue, New York, NY 10017 on October 17, 2018 at 9:00 AM local time, and at any adjournment of the meeting. Each valid proxy received in time will be voted at the meeting according to the instructions specified, if any. A proxy may be revoked at any time before the proxy is voted as outlined below.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON OCTOBER 17, 2018**  
**The Notice of Special Meeting of the Stockholders and the Proxy Statement for the Special Meeting are available without charge at the following location: [www.signatureny.com](http://www.signatureny.com) under “Investor Relations.”**

**ABOUT THE MEETING**

**What is the purpose of the special meeting?**

At the Special Meeting, stockholders will act upon the following matters which are outlined in the enclosed notice of meeting:

1. To approve the repurchase, from the Bank’s stockholders from time to time in open market transactions, of shares of the Bank’s common stock in an aggregate purchase amount of up to \$500 million; and
2. Such other business as may properly come before the meeting or any adjournment thereof.

**Who is entitled to vote at the meeting?**

Only stockholders of record at the close of business on September 4, 2018, the record date for the meeting, are entitled to receive notice of and to participate in the Special Meeting. If you were a stockholder of record on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting.

**What are the voting rights of the holders of Signature Bank common stock?**

Each issued and outstanding share of Signature Bank common stock will be entitled to one vote on each matter considered at the Special Meeting.

**Who can attend the meeting and do I need to do anything in advance to attend?**

All stockholders as of the record date, or their duly appointed proxies, may attend the Special Meeting. All stockholders planning to attend the Special Meeting in person must contact our Investor Relations Department at (646) 822-1500 by October 12, 2018 to reserve a seat at the Special Meeting. For admission, stockholders should come to the Special Meeting check-in area no less than 15 minutes before the Special Meeting is scheduled to begin. If you attend, please note that you may be asked to present valid picture identification, such as a driver’s license or passport. Cameras, recording devices and other electronic devices will not be permitted at the meeting. Please also note that if you hold your shares in “street name” (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date and check in at the registration desk at the meeting.

### **What constitutes a quorum?**

The presence at the meeting, in person or by proxy, of the holders of a majority of the votes represented by the common stock issued and outstanding on the record date will constitute a quorum, permitting the meeting to conduct its business. Abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

### **How do I vote?**

Your vote is important. Your shares can be voted at the Special Meeting only if you are present in person or represented by proxy. Even if you plan to attend the meeting, we urge you to authorize your proxy in advance. We encourage you to authorize your proxy electronically by going to the [www.proxyvote.com](http://www.proxyvote.com) website or by calling the toll-free number (for residents of the United States and Canada) listed on your proxy card. Please have your proxy card in hand when going online or calling. ***If you authorize your proxy electronically, you do not need to return your proxy card.*** If you choose to authorize your proxy by mail, simply mark your proxy card, and then date, sign and return it in the postage-paid envelope provided.

If you hold your shares beneficially in a street name, *i.e.*, through a nominee (such as a bank or broker), you may be able to authorize your proxy by telephone or the Internet as well as by mail. You should follow the instructions you receive from your broker or other nominee to vote these shares.

### **May I change my vote after I return my proxy card?**

Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised. You may revoke your proxy by:

- voting again on the Internet or telephone (only the latest Internet or telephone proxy will be counted);
- properly executing and delivering a later-dated proxy card;
- voting by ballot at the meeting; or
- sending a written notice of revocation to the inspectors of election in care of the Corporate Secretary of the Company at the address listed above.

### **What are the Board of Directors' recommendations regarding the agenda items?**

Unless you give other instructions on your proxy card or through your electronic proxy, the persons named as proxy holders on the proxy card or in your electronic proxy will vote in accordance with the recommendations of the Board of Directors. The Board of Directors' recommendations are set forth together with the description of each item in this Proxy Statement. In summary, the Board of Directors recommends a vote:

- *for* approval of the repurchase, from the Bank's stockholders from time to time in open market transactions, of shares of the Bank's common stock in an aggregate purchase amount of up to \$500 million (see Proposal 1).

With respect to any other matter that properly comes before the meeting, including an adjournment of the meeting to a later time, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion, unless such matter is deemed significant, in which case no vote will be cast.

### **What vote is required to approve each item?**

You may vote "FOR," "AGAINST" or "ABSTAIN" with respect to each item. A properly executed proxy marked "ABSTAIN" with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum present at the meeting.

*Approval of stock repurchase plan.* The affirmative vote of two-thirds of the outstanding shares of common stock is required for approval of Proposal 1. You may vote “FOR,” “AGAINST,” or “ABSTAIN.” A properly executed proxy marked “ABSTAIN” with respect to any such matter will not be voted and will have the effect of a vote against Proposal 1, although it will be counted for purposes of determining whether there is a quorum present at the meeting.

### **What happens if I do not give specific voting instructions?**

*Stockholders of Record.* If you are a stockholder of record and you:

- indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board of Directors; or
- sign and return a proxy card without giving specific voting instructions,

then the proxy holders will vote your shares in the manner recommended by the Board of Directors on all matters presented in this Proxy Statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Special Meeting. See the section entitled “Other Matters” below.

*Beneficial Owners of Shares Held in Street Name.* If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, pursuant to the applicable rules, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote,” and will be counted in the method described under “How are broker non-votes and abstentions treated” below.

### **Which ballot measures are considered “routine” or “non-routine”?**

Proposal 1 is considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposal 1.

### **How are broker non-votes and abstentions treated?**

Broker non-votes and abstentions will be counted for purposes of determining whether a quorum is present. However, because approval of Proposal 1 requires the affirmative vote of two-thirds of the shares outstanding, broker non-votes and abstentions will have the effect of a vote against Proposal 1.

### **What happens if additional matters are presented at the special meeting?**

We are not aware of any business to be acted upon at the Special Meeting, other than the items of business described in this Proxy Statement. If you grant a proxy, the persons named as proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting, including an adjournment of the meeting to a later time.

### **Who will bear the cost of soliciting votes for the special meeting?**

Signature Bank is making this solicitation and will pay the entire cost of preparing and distributing these proxy materials and soliciting votes. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities.

### **Where can I find the voting results of the special meeting?**

We intend to announce preliminary voting results at the Special Meeting and publish the final results in a Current Report on Form 8-K within four business days of the Special Meeting.

## OUTSTANDING VOTING SECURITIES

The Company has fixed the close of business on September 4, 2018 as the record date for determining stockholders entitled to receive copies of this Proxy Statement. As of the record date, there were 55,354,143 shares of Signature Bank common stock outstanding. Each issued and outstanding share of Signature Bank common stock has one (1) vote on any matter submitted to a vote of stockholders.

## PRINCIPAL STOCKHOLDERS

The table below sets forth, as of September 4, 2018, information with respect to the beneficial ownership of Signature Bank's common stock by:

- each of our directors and executive officers;
- each person who is known to be the beneficial owner of more than 5% of any class or series of our capital stock; and
- all of our directors and executive officers as a group.

The amounts and percentages of common stock beneficially owned are reported on the basis of applicable regulations governing the determination of beneficial ownership of securities. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities.

<u>Name and Address of Beneficial Owner<sup>(1)</sup></u>	<b>Shares of Common Stock Beneficially Owned on September 4, 2018</b>	
	<u>Number of Shares</u>	<u>Percentage of Class</u>
BlackRock, Inc. <sup>(2)</sup> .....	5,024,756	9.1%
The Vanguard Group, Inc. <sup>(3)</sup> .....	4,632,590	8.4%
T. Rowe Price Associates, Inc. <sup>(4)</sup> .....	3,246,729	5.9%
State Street Corporation <sup>(5)</sup> .....	2,926,528	5.3%
Capital Research Global Investors <sup>(6)</sup> .....	2,914,361	5.3%
Scott A. Shay <sup>(7)(8)</sup> .....	474,953	*
Joseph J. DePaolo <sup>(7)(8)</sup> .....	248,530	*
John Tamberlane <sup>(7)(8)</sup> .....	130,316	*
Mark T. Sigona <sup>(7)(8)</sup> .....	171,801	*
Michael Sharkey <sup>(7)(8)</sup> .....	87,642	*
Peter S. Quinlan <sup>(7)(8)</sup> .....	139,068	*
Eric R. Howell <sup>(7)(8)</sup> .....	96,641	*
Vito Susca <sup>(7)(8)</sup> .....	43,740	*
Thomas Kasulka <sup>(7)(8)</sup> .....	5,241	*
Brian Twomey <sup>(7)(8)</sup> .....	1,362	*
Alfonse M. D'Amato <sup>(7)(8)</sup> .....	15,000	*
Jeffrey W. Meshel <sup>(7)(8)</sup> .....	21,364	*
Kathryn A. Byrne <sup>(7)(8)</sup> .....	10,000	*
Judith A. Huntington <sup>(7)(8)</sup> .....	11,871	*
Barney Frank <sup>(7)(8)</sup> .....	7,353	*
Derrick D. Cephas <sup>(7)(8)</sup> .....	5,102	*
All current directors, nominees and executive officers as a group (16 persons) <sup>(7)(8)</sup> .....	1,469,983	2.7%

\* Less than 1%.

(1) Unless otherwise noted, the business address is c/o Signature Bank, 565 Fifth Avenue, New York, NY 10017.

- (2) Pursuant to a Schedule 13G filed by BlackRock, Inc. for the period ended December 31, 2017, and a Schedule 13F for the period ended June 30, 2018, BlackRock, Inc., in its capacity as an investment advisor, may be deemed the beneficial owner of these shares. The business address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10022.
- (3) Pursuant to a Schedule 13G/A filed by The Vanguard Group, Inc. for the period ended December 31, 2017, and a Schedule 13F for the period ended June 30, 2018, The Vanguard Group, Inc., in its capacity as an investment advisor, or its subsidiaries, in their capacity as investment managers, may be deemed the beneficial owner of these shares. The business address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.
- (4) Pursuant to a Schedule 13F for the period ended June 30, 2018 filed by T. Rowe Price Associates, Inc., T. Rowe Price Associates, Inc., in its capacity as an investment advisor, may be deemed the beneficial owner of these shares. The business address of T. Rowe Price Associates, Inc. is PO Box 89000, Baltimore, MD 21289.
- (5) Pursuant to a Schedule 13G filed by State Street Corporation for the period ended December 31, 2017, and a Schedule 13F for the period ended June 30, 2018, State Street Corporation, in its capacity as an investment advisor, may be deemed the beneficial owner of these shares. The business address of State Street Corporation is State Street Financial Center, One Lincoln Street, Boston, MA 02111.
- (6) Pursuant to a Schedule 13F filed by Capital Research Global Investors for the period ended June 30, 2018, Capital Research Global Investors, in its capacity as an investment advisor, may be deemed the beneficial owner of these shares. The business address of Capital Research Global Investors is 333 South Hope Street, Los Angeles, CA 90071.
- (7) Includes, for each of the following persons, the respective number of options exercisable and shares of restricted stock vesting or with voting power currently or within 60 days of September 4, 2018:

<u>Name</u>	<u>Option Shares</u>	<u>Restricted Stock</u>
Scott A. Shay .....	—	68,485
Joseph J. DePaolo.....	—	85,605
John Tamberlane.....	—	57,071
Mark T. Sigona .....	—	57,071
Michael Sharkey .....	—	34,484
Peter S. Quinlan .....	—	57,071
Eric R. Howell.....	—	57,071
Vito Susca .....	—	28,804
Thomas Kasulka.....	—	4,173
Brian Twomey.....	—	1,204
Alfonse M. D'Amato.....	—	2,500
Jeffrey W. Meshel.....	—	2,500
Kathryn A. Byrne.....	—	2,500
Judith A. Huntington.....	—	2,500
Barney Frank.....	—	2,500
Derrick D. Cephas.....	—	2,500

- (8) None of the named individuals have pledged any shares as security.

## APPROVAL OF STOCK REPURCHASE PLAN

### (PROPOSAL NO. 1)

On August 16, 2018, the Board of Directors of the Bank approved a program pursuant to which the Bank is authorized to repurchase, from the Bank's stockholders from time to time in open market transactions, shares of the Bank's common stock in an aggregate purchase amount of up to \$500 million (the "Stock Repurchase Program").

The corporate purpose of the Stock Repurchase Program is to provide for treasury shares available for use in connection with awards under the Bank's Amended and Restated 2004 Long-Term Incentive Plan. Shares repurchased under the Stock Repurchase Program may also be held in treasury for other future uses (although no such uses have been identified at this time) or may be cancelled and remain authorized and available for future issuance. The Bank further believes that the Stock Repurchase Program will enhance market liquidity for the common stock. The Bank will not hold treasury stock on speculation about changes in its value.

Applicable New York law requires that the Stock Repurchase Program be approved by the holders of two-thirds of the Bank's outstanding capital stock.

The Stock Repurchase Program is also subject to approval of the Department of Financial Services of the State of New York and the FDIC. The Bank has submitted applications to both the Department of Financial Services and the FDIC seeking approval of the Stock Repurchase Program. The Bank will not be able to make any repurchases under the Stock Repurchase Program unless and until such applications are approved. The Bank must submit a new application for approval annually. Implementation of the Stock Repurchase Program is subject to any limitations imposed in connection with obtaining the regulatory approvals described above and to market conditions. Once commenced, the Bank may terminate the Stock Repurchase Program at any time.

As of June 30, 2018, the Bank's Tier 1 Leverage Ratio was 9.64%, its Common Equity Tier One (CET1) Ratio was 12.11%, its Tier 1 Risk-Based Capital Ratio was 12.11% and its Total Risk-Adjusted Capital Ratio was 13.43%, all of which are significantly above FDIC "Well Capitalized" Standards. In its application to the FDIC to approve the Stock Repurchase Program, the Bank certified to the FDIC that it will maintain itself as a "well-capitalized" institution both before and after each repurchase of stock made pursuant to the Stock Repurchase Program.

#### **Required Vote**

Approval of Proposal 1 requires the affirmative vote of the holders of two-thirds of the outstanding shares of our common stock.

**The Board of Directors recommends a vote "FOR" Proposal 1.**

## OTHER MATTERS

### Available Information

The Company's Internet address is [www.signatureny.com](http://www.signatureny.com). We make available on our website under "Investor Relations" our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, reports made pursuant to Section 16 of the Securities Exchange Act and amendments to those reports as soon as reasonably practicable after we file such material with, or furnish it to, the FDIC. Our Code of Business Conduct and Ethics for our employees and Board of Directors, and our Code of Ethics for the Principal Executive Officer and Senior Financial Officers are also available on our website under "Investor Relations" and in print upon request by any stockholder. The charters of our Compensation, Nominating, Risk and Examining Committees are also available on our website under "Investor Relations." In addition, Signature Bank will furnish copies of its annual report on Form 10-K and any exhibits thereto upon written request to Investor Relations, Signature Bank, 565 Fifth Avenue, New York, NY 10017.

### Stockholders Sharing the Same Address; Householding

In accordance with notices to many stockholders who hold their shares through a bank, broker or other holder of record (a "street-name stockholder") and share a single address, only one proxy statement is being delivered to that address unless contrary instructions from any stockholder at that address were received. This practice, known as "householding," is intended to reduce the Company's printing and postage costs. However, any such street-name stockholder residing at the same address who wishes to receive a separate copy of this Proxy Statement may request a copy by contacting the bank, broker or other holder of record, or the Company by telephone at 646-822-1500, by email to [investorrelations@signatureny.com](mailto:investorrelations@signatureny.com) or by mail to Investor Relations, Signature Bank, 565 Fifth Avenue, New York, NY 10017. Additionally, this Proxy Statement is available on the Internet free of charge at [www.signatureny.com](http://www.signatureny.com) under "Investor Relations." The voting instruction sent to a street-name stockholder should provide information on how to request (1) householding of future Company materials or (2) separate materials if only one set of documents is being sent to a household. If it does not, a stockholder who would like to make one of these requests should contact the Company as indicated above.

### Stockholder Proposals

We anticipate that the 2019 Annual Meeting of Stockholders (the "2019 Annual Meeting") will be held in the first four months of 2019. Any stockholder who intends to present a proposal at the 2019 Annual Meeting, and who wishes to have such proposal included in Signature Bank's Proxy Statement for the 2019 Annual Meeting, must follow the procedures prescribed in Rule 14a-8 of the Securities Exchange Act of 1934, as well as the provisions of our By-laws. To be considered timely, a proposal for inclusion in our Proxy Statement and form of proxy submitted pursuant to Rule 14a-8 for our 2019 Annual Meeting must be received by November 16, 2018. To be considered timely, a notice of stockholder nomination pursuant to the proxy access provisions of our By-laws must be received no later than November 16, 2018 and no earlier than October 17, 2018.

Under our By-laws, stockholder nominees or other proper business proposals must be made by timely written notice given by or on behalf of a stockholder of record of the Company to the Corporate Secretary of the Company. In the case of nomination of a person for election to the Board of Directors or other business to be conducted at the annual meeting of stockholders, notice shall be considered timely if it is received not less than 90 nor more than 120 days prior to the first anniversary of the prior year's annual meeting of stockholders. The notice is required to comply with each of the procedural and informational requirements set forth in our By-laws. The requirements in our By-laws are separate from, and in addition to, the requirements in Regulation 14A under the Securities Exchange Act of 1934 that a stockholder must meet in order to have a stockholder proposal included in the Company's Proxy Statement. To be considered timely under our By-laws, a proposal for business at our 2019 Annual Meeting must be received no earlier than December 26, 2018 and no later than January 25, 2019.

**Other Matters**

Management does not know of any other matters to be considered at the Special Meeting. If any other matters do properly come before the meeting, persons named in the accompanying form of proxy intend to vote on those matters as recommended by the Board of Directors or, if no recommendation is given, in their own discretion.

By Order of the Board of Directors,

/s/ Patricia E. O'Melia  
Patricia E. O'Melia  
*Corporate Secretary*

SIGNATURE BANK  
565 5TH AVE.  
NEW YORK, NY 10017

Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample  
1234 ANYWHERE STREET  
ANY CITY, ON A1A 1A1

1 OF 2  
1 1  
2

**VOTE BY INTERNET - www.proxyvote.com**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on 10/16/2018. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on 10/16/2018. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**NAME**

THE COMPANY NAME INC. - COMMON  
THE COMPANY NAME INC. - CLASS A  
THE COMPANY NAME INC. - CLASS B  
THE COMPANY NAME INC. - CLASS C  
THE COMPANY NAME INC. - CLASS D  
THE COMPANY NAME INC. - CLASS E  
THE COMPANY NAME INC. - CLASS F  
THE COMPANY NAME INC. - 401 K

CONTROL # → 0000000000000000

SHARES 123,456,789,012.12345  
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PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following proposal:

- 1 To approve the repurchase, from the Bank's stockholders from time to time in open market transactions, of shares of the Bank's common stock in an aggregate purchase amount of up to \$500 million under the Stock Repurchase Program.

For Against Abstain

NOTE: In their discretion, the proxies are authorized to vote upon any other matters coming before the meeting, including any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

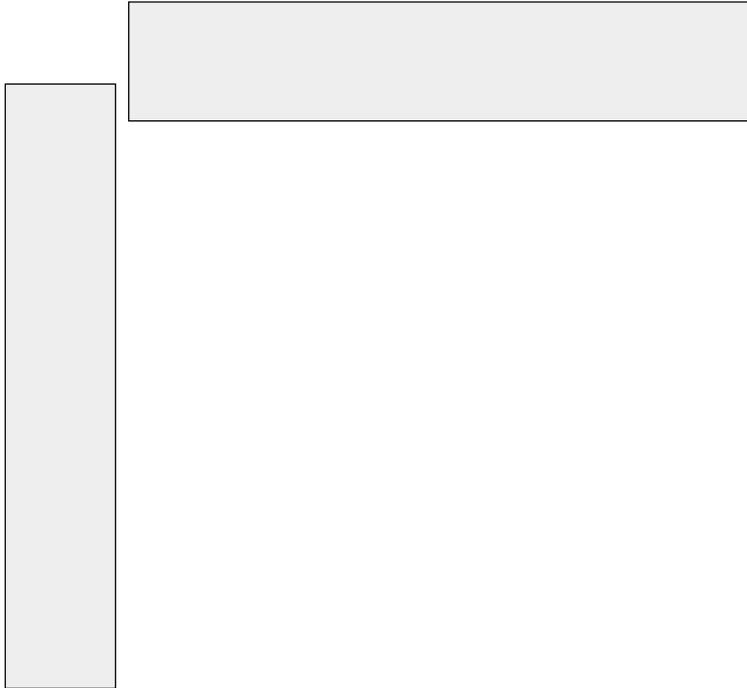
Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample  
1234 ANYWHERE STREET  
ANY CITY, ON A1A 1A1

Signature [PLEASE SIGN WITHIN BOX] Date

JOB #

Signature (Joint Owners) Date

SHARES  
CUSIP #  
SEQUENCE #



**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:** The Notice & Proxy Statement is/are available at [www.proxyvote.com](http://www.proxyvote.com)

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**SIGNATURE BANK**  
**Special Meeting of Shareholders**  
**October 17, 2018 9:00 AM**  
**This proxy is solicited by the Board of Directors**

The undersigned acknowledges receipt of the Notice of the Special Meeting of Stockholders of Signature Bank (the “Bank”) to be held at the headquarters of the Bank, 565 Fifth Avenue, New York, NY 10017, on October 17, 2018 at 9:00 a.m., local time. The undersigned hereby appoints Bruce Goldfarb, Dan Niebler and Lisa Patel from Okapi Partners as proxies with full power of substitution to vote all shares of common stock of the Company of record in the name of the undersigned at the close of business on September 4, 2018 at the Special Meeting or at any postponements or adjournments, hereby revoking all former proxies.

**IMPORTANT — THIS PROXY MUST BE SIGNED AND DATED ON THE REVERSE SIDE. THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED ON PROPOSAL 1 IN ACCORDANCE WITH THE SPECIFICATION MADE AND “FOR THE BOARD OF DIRECTORS’ RECOMMENDATIONS” IF THERE IS NO SPECIFICATION.**

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**Continued and to be signed on reverse side**

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