Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name Northfield Bancorp, Inc.			2 Issuer's employer identification number (EIN) 80-0882592
3 Name of contact for additional information William Jacobs	4 Telephone No. of contact 732-499-7200, ext. 2519		5 Email address of contact wjacobs@enorthfield.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 581 Main Street, Suite 810			7 City, town, or post office, state, and ZIP code of contact Woodbridge, NJ 07095
8 Date of action July 1, 2020	9 Classification and description See attachment		
10 CUSIP number 66611L105	11 Serial number(s)	12 Ticker symbol NFBK	13 Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

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 ▶ See attachment

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 ▶ See attachment

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 attachment

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

IRC sections 354, 356, 358 and 1001

18 Can any resulting loss be recognized? ▶

No loss can be recognized upon the exchange of the VSB common shares for shares of Northfield common stock. If a taxable loss is calculated on the deemed sale of a fractional share of Northfield common stock that was deemed to have been received in the share exchange, this loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

The transaction was consummated on July 1, 2020. Consequently, the reportable tax year of the VSB shareholders for reporting the tax effect of the share exchange is the tax year that includes the July 1, 2020 date. This is the 2020 calendar year for those shareholders who report taxable income on the basis of a calendar year.

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 ▶ William R. Jacobs Date ▶ 7/21/2020

Print your name ▶ William R JACOBS Title ▶ EVP & CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
David A. Thornton, CPA		2020.07.16 22:46:27 -04'00'		P00032537
Firm's name ▶ Crowe LLP			Firm's EIN ▶ 35-0921680	
Firm's address ▶ 488 Madison Avenue, Floor 3, New York, NY 10022			Phone no. 212-572-5500	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Northfield Bancorp, Inc.

80-0882592

Attachment to Form 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Form 8937 Part I, Box 9:
The securities subject to reporting include all shares of Northfield Bancorp, Inc. ("Northfield") common stock issued in exchange for the outstanding common stock of VSB Bancorp, Inc. ("VSB") as a result of the merger of VSB with and into Northfield on July 1, 2020.

Form 8937 Part II, Box 14:
The reportable organizational action involves the merger of VSB with and into Northfield on July 1, 2020. As a result of this merger, each share of VSB common stock was exchanged for 2.0463 shares of Northfield common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of Northfield common stock to a VSB shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of Northfield common stock.

Form 8937 Part II, Box 15:
The merger of VSB with and into Northfield qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any VSB shareholder upon the exchange of their VSB shares for shares of Northfield common stock.

For each identifiable block of VSB common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of Northfield common stock received in the exchange will be equal to the tax basis of the VSB shares surrendered in the exchange. The tax basis of each individual share of Northfield common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of Northfield common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

VSB shareholders who receive cash in lieu of a fractional share of Northfield common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These VSB shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the VSB common shares deemed to have been exchanged for the fractional share and the amount of cash received.

Form 8937 Part II, Box 16:
Refer to the description of the basis calculation in Part II, Box 15 above. The July 1, 2020 closing price of a single share of Northfield common stock on the NASDAQ Stock Exchange was $10.73.