#### FEDERAL DEPOSIT INSURANCE CORPORATION WASHINGTON, D.C. 20006

#### FORM 8-K

#### **CURRENT REPORT**

### PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 30, 2019

### AMALGAMATED BANK (Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation) 13-4920330 (IRS employer identification no.)

275 Seventh Avenue, New York, New York (Address of principal executive offices)

10001 (Zip Code)

Registrant's telephone number, including area code: (212) 895-8988

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 $\Box$  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered				
Class A Common Stock, \$0.01 par value per	AMAL	The Nasdaq Stock Market				
share						

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

Emerging growth company  $\boxtimes$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  $\Box$ 

#### Item 7.01. Regulation FD Disclosure.

On July 30, 2019, Amalgamated Bank (the "Company") will make presentations to certain institutional investors using the materials that are included as Exhibit 99.1 to this Current Report on Form 8-K (the "Investor Presentation"). The Company may use the Investor Presentation, possibly with modifications, in presentations from time to time thereafter to current and potential investors, analysts, lenders, business partners, acquisition candidates, customers, employees and others with an interest in the Company and its business.

By furnishing this Current Report on Form 8-K, including the Investor Presentation, the Company makes no admission as to the materiality of any information in this Report, including without limitation the Investor Presentation. The Investor Presentation contains forward-looking statements. See page 1 of the Investor Presentation for a discussion of certain forward-looking statements that are included therein and the risks and uncertainties related thereto. The Investor Presentation also includes financial information not prepared in accordance with generally accepted accounting principles ("Non-GAAP Financial Measures"). A reconciliation of the Non-GAAP Financial Measures to financial information prepared in accordance with generally accepted accounting principles ("GAAP"), as required by Regulation G, appears on page 23 of the Investor Presentation. The Company believes that the Non-GAAP Financial Measures provide investors additional ways to view our operations, when considered with both our GAAP results and the reconciliation to net income and net cash provided by operating activities, which we believe provide a more complete understanding of our business than could be obtained absent this disclosure. We believe the Non-GAAP Financial Measures also provide investors a useful tool to assess shareholder value.

The information in this Item 7.01, including Exhibit 99 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing with the Federal Deposit Insurance Corporation, except as expressly set forth by specific reference in such a filing.

#### Item 9.01. Exhibits.

- (a) Financial statements of businesses acquired. N/A
- (b) Pro forma financial information. N/A
- (c) Shell company transactions. N/A
- (d) Exhibits. See Exhibit Index to this report.

#### **Exhibit Index**

#### **Exhibit No. Description**

99.1 Investor Presentation dated July 30, 2019 (furnished only).

### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### AMALGAMATED BANK

By:/s/ Keith MestrichName:Keith MestrichTitle:Chief Executive Officer and President

Date: July 30, 2019

### **AMALGAMATED BANK**

July 2019



amalgamatedbank.com Member FDIC

### **Safe Harbor Statements**

#### FORWARD-LOOKING STATEMENTS

Statements included in this presentation that are not historical in nature are intended to be, and are hereby identified as, forward-looking statements within the meaning of the Private Securities Litigation Reform Act, Section 21E of the Securities Exchange Act of 1934, as amended. The words "may," "will," "anticipate," "should," "would," "believe," "contemplate," "expect," "estimate," "continue," "may" and "intend," as well as other similar words and expressions of the future, are intended to identify forward-looking statements. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors, any or all of which could cause actual results to differ materially from the results expressed or implied by such forward-looking statements. Additional factors which could affect the forward looking statements can be found in Amalgamated's Annual Reports on Form 10-Q, and Current Reports on Form 8-K filed with the FDIC and available on the FDIC's website at https://efr.fdic.gov/fcxweb/efr/index.html. Amalgamated Bank disclaims any obligation to update or revise any forward-looking statements contained in this presentation, which speak only as of the date hereof, whether as a result of new information, future events or otherwise.

#### NON-GAAP FINANCIAL MEASURES

This presentation contains certain non-GAAP financial measures including, without limitation, "Core Non-interest Income," "Core Non-interest Income," "Core Non-interest Expense," "Core Non-interest Expense," "Core Romanne," "Core Efficiency Ratio," "Core Earnings," "Core ROAA," and "Core ROAE."

We believe these non-GAAP financial measures provide useful information to management and investors that is supplementary to our financial condition, results of operations and cash flows computed in accordance with GAAP. Specifically, we believe these non-GAAP financial measures (a) allow management and investors to better assess our performance by removing volatility that is associated with discrete items that are unrelated to our core business, and (b) enable a more complete understanding of factors and trends affecting our business.

Non-GAAP financial measures, however, have inherent limitations, are not required to be uniformly applied, and are not audited. Accordingly, these non-GAAP financial measures should not be considered as substitutes for GAAP financial measures, and we strongly encourage investors to review the GAAP financial measures included in this offering circular and not to place undue reliance upon any single financial measure. In addition, because non-GAAP financial measures are not standardized, it may not be possible to compare the non-GAAP financial measures presented in this offering circular with other companies' non-GAAP financial measures having the same or similar names. As such, you should not view these disclosures as a substitute for results determined in accordance with GAAP, and they are not necessarily comparable to non-GAAP financial measures that other companies use. Reconciliations of non-GAAP financial disclosures to what we believe to be the most directly comparable GAAP measures found in this presentation are set forth in the final pages of this presentation and also may be viewed on the company's website, amalgamatedbank.com.

You should assume that all numbers presented are unaudited unless otherwise noted.



### Commercial bank and chartered trust company

### NASDAQ: AMAL - Q2 2019 HIGHLIGHTS

- ✓ Market Cap: \$544mm<sup>(1)</sup>
- ✓ Total Assets: \$4.9bn
- ✓ \$43.2bn in assets under management and custody
- Net Loans: \$3.3bn
- ✓ Total Deposits: \$4.1bn
- Average cost of deposits: 34bps
- ✓ % of core deposits: 90%<sup>(2)</sup>
- ✓ ROAE of 9.65%, Core ROATCE of 10.45%<sup>(3)</sup>
- Strong presence in New York City, Washington D.C. and San Francisco
- 14 Branches
- ✓ 407 Full-time employees
- Acquisition of New Resource Bank closed on May 18, 2018 expanding our presence into San Francisco
- 1. As of 7/29/2019
- 2. Core deposits defined as total deposits less time deposits
- 3. See non-GAAP disclosures on pages 22-23

### **Strong Heritage**

Founded by a union nearly 100 years ago, Amalgamated supports financial equity by providing access to banking products and services

### **Authentic Brand**

Amalgamated impacts its communities through action. Amalgamated supports a \$20 minimum wage, uses sustainable energy to power operations and has a workforce that is 60% minority and 60% female

### **Targeted Customer Base**

Amalgamated serves a specialized customer segment. Clients are drawn to Amalgamated for its values-based business practices and stay for the banking team's expertise in critical areas

### Unique Business Model

Amalgamated **focuses on profitability** by deploying its low-cost deposit funding into lower risk assets, achieving attractive risk-adjusted returns

Lower capital required from low-risk balance sheet creates opportunities for higher returns







# Uniquely Positioned Business Model

### LABOR UNIONS

- 30,000+ Labor Organizations
- 14.5mm Americans
- International, National and Local



### SOCIAL ENTERPRISES

Multi-billion impact investing market



### SUSTAINABILITY

- Environmental action organizations
- Sustainable businesses
- Alternative energy companies



### MINORITY INSTITUTIONS

- 5.8mm minority-owned businesses
- Minority-focused nonprofits and businesses





### NON-PROFITS

- 1.5mm organizations
- 9.2% of American wages
- \$22bn in assets from progressive philanthropies



### POLITICAL ORGANIZATIONS

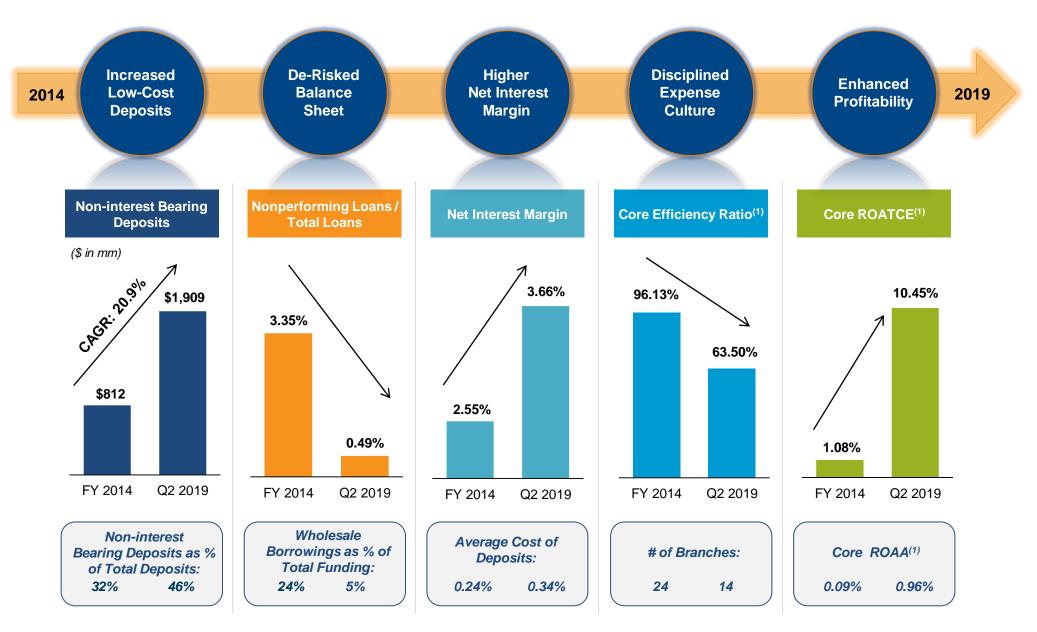
- 19,500 Democratic candidates
- Bank for Hillary 2016 Campaign



Source: The State of Minority Business Enterprises: U.S. Department of Commerce (2007) Next Street Segmented Growth Strategy study as of March 2016 commissioned by Amalgamated. Target customer assets represent total market opportunity and does not exclude assets of existing Amalgamated clients; includes progressive philanthropies, social advocacy and human needs organizations, and labor unions and excludes social enterprises and political organizations.



# 2 Successfully Improved Operating Performance

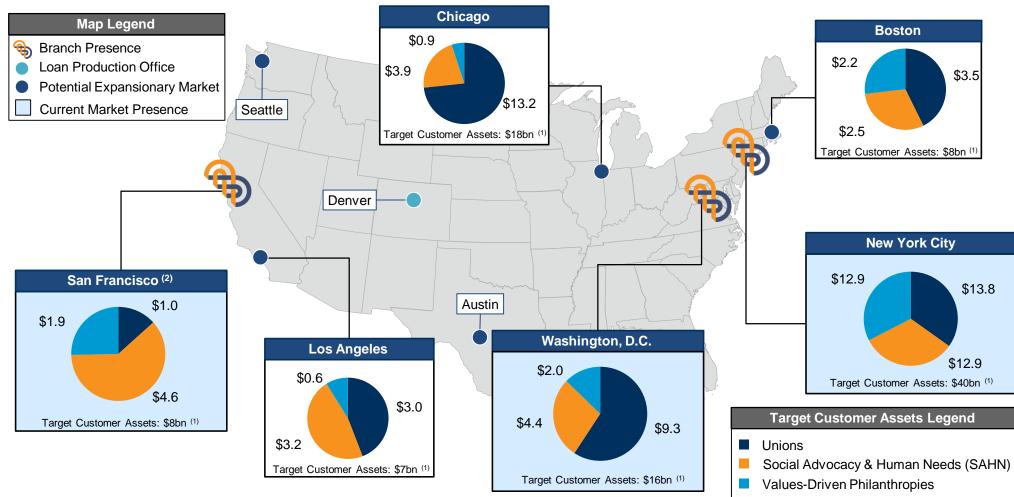


1. See non-GAAP disclosures on pages 22-23

# Attractive Geographic Focus

- Six major metropolitan markets have \$90bn+<sup>(1)</sup> of target customer assets
- Current footprint includes New York City, Washington D.C. and San Francisco

Market Opportunity Across Customer Segments and Target Geographies



Source: Next Street Segmented Growth Strategy study as of March 2016 commissioned by Amalgamated.

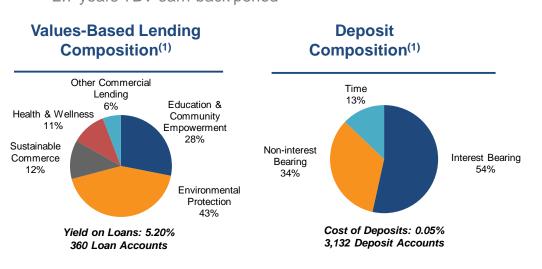
- 1. Target customer assets represent total market opportunity and does not exclude assets of existing Amalgamated clients; includes progressive philanthropies, social advocacy and human needs organizations, and labor unions and excludes social enterprises and political organizations.
- 2. Amalgamated Bank completed its acquisition of San Francisco based New Resource Bank on May 18, 2018.

3

# Acquisition of New Resource Bank



- A significant step in the successful execution of our growth strategy and a key milestone in the history of our Bank
- Opportunity to expand Amalgamated's mission-aligned products and services to the West Coast, a very attractive market rich with customers who share Amalgamated Bank's mission and values
- New Resources' banking experts have deep expertise lending to the renewable energy, sustainable agriculture, affordable housing and energy efficiency sectors
- New Resources' systems conversion and brand integration successfully completed November 2018
- Transaction announced on December 15, 2017 and closed May 18, 2018
   6.8% GAAP EPS accretion in first full year
   2.3% TBV dilution
   2.7 years TBV earn-back period

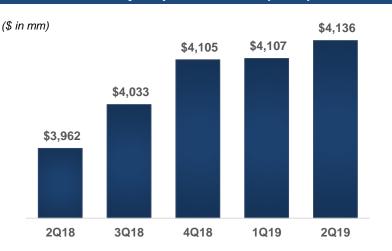


#### 1. As of 3/31/2018



### Low-Cost, Low Beta Core Deposit Franchise 4

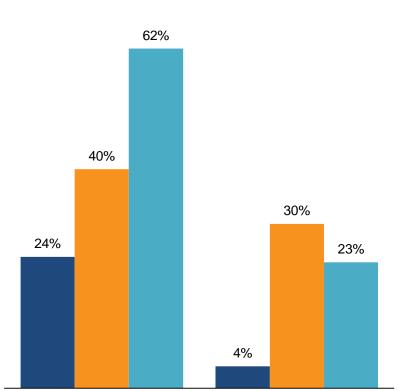
Quarterly Deposit Growth (EOM) <sup>(1)</sup>



(1) Includes brokered deposits of \$19 million and \$5 million as of 2Q19 and July respectively







NYC Peers<sup>(3)</sup>

Q3 2015 - Q1 2019

Current Rising Rate Cycle

■\$1 - \$10bn

Asset Banks

2004 - 2006

Prior Rising Rate Cycle

Amalgamated

### Deposit Beta Analysis <sup>(2)</sup>

(1) Includes brokered deposits of \$62 million and \$12 million as of 2Q19 and July respectively

Q2 2019

of Deposits

0.34%

2.

Deposit beta analysis reflects the change in average cost of deposits as a percentage of the change in the target federal funds rate

З. NYC Peers are \$1.5bn to \$10.0bn asset New York City MSA banks with less than 12.0% tangible common equity / tangible assets



### **Political Deposits**<sup>(1)</sup> **Trend**

(\$ in millions)

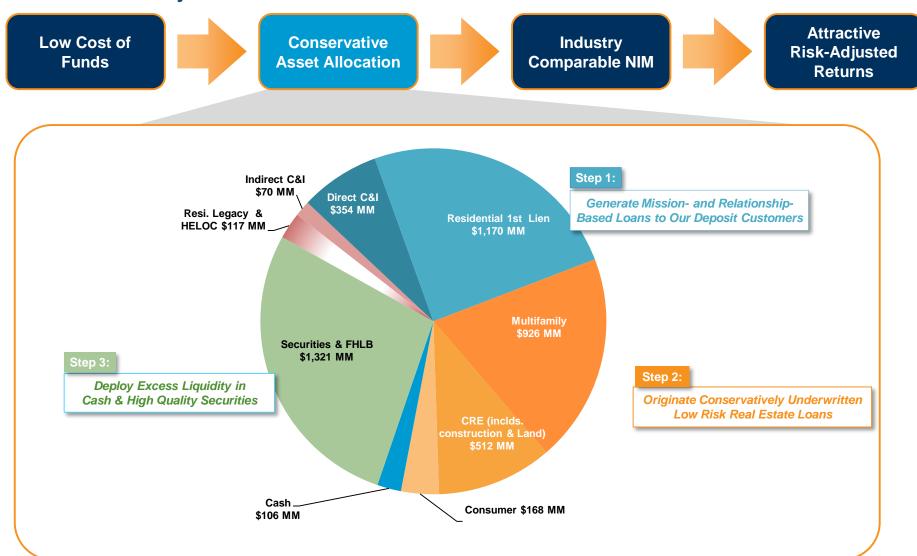


1. Deposits from politically active customers such as campaigns, PAC's, and state and national party committees



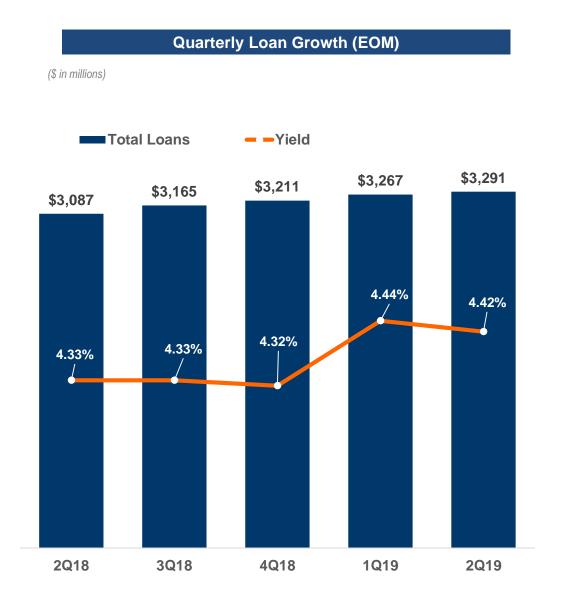
# **5** Conservative Asset<sup>(1)</sup> Allocation Framework

# Differentiated business model allows flexibility to allocate excess liquidity to achieve attractive risk-adjusted returns



1. Interest earning assets as of 6/30/2019

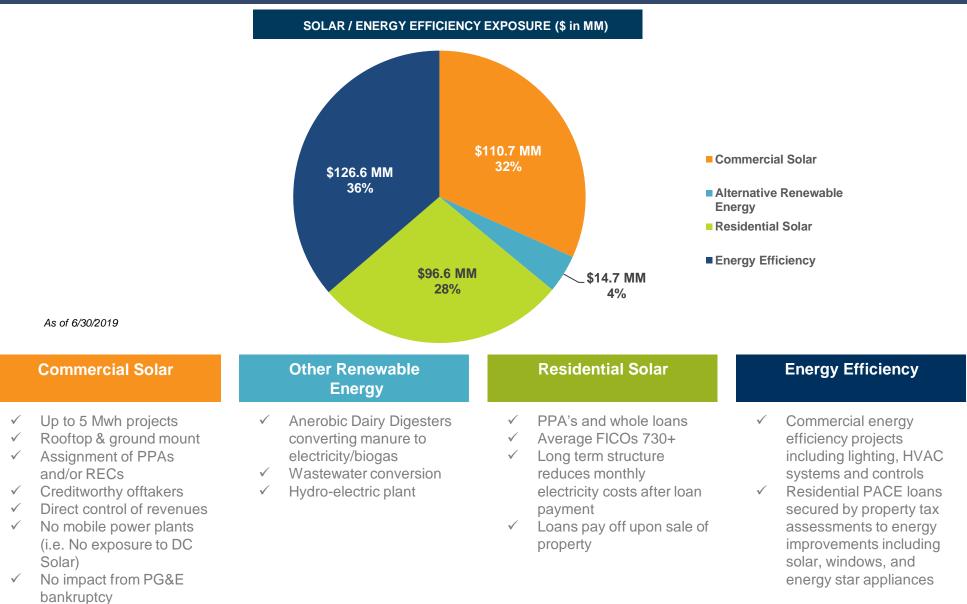




### 2Q19 Highlights

- ✓ Total loans increased \$23.9 million, or 2.9% annualized compared to 1Q19
- Since the NRB acquisition, growth in mission-oriented lending is approximately \$340.7 million (\$84.4 million in 2Q19); Yield on this portfolio currently trending at ~5.14%
- ✓ 2Q19 loan growth compared to the 1Q19 was due to:
  - ✓ \$85.0 million increase in residential first liens and PACE loans; \$24.9 million in commercial real estate loans
  - ✓ Offset by a strategic reduction in indirect C&I loans of \$136.8 million

# **5** Sustainability Portfolio Deep Dive



✓ Includes USDA guaranteed loans

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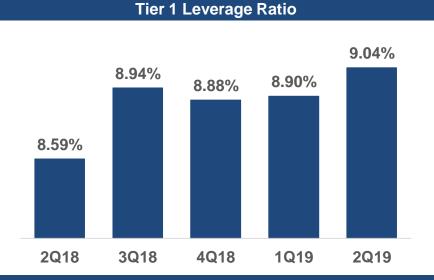
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# **6** Increased Capital Return Opportunity

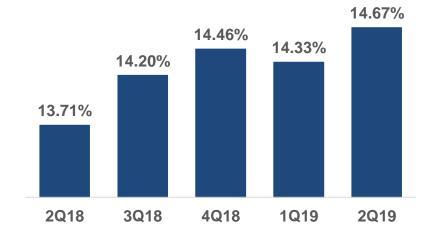
### Amalgamated prudently manages its capital in-line with its lower risk profile

### **Capital Overview**

- Amalgamated's capital ratios are significantly above regulatory minimums and in-line with peers
- Increasing profitability and lower risk asset strategy expected to create excess capital over time
- We expect to prudently manage to 7.5-8.5% Tier 1 Leverage ratio through the cycle
  - Capital levels to be calibrated based on asset allocation strategy, which will target appropriate risk-adjusted returns



### **Total Risk Based Capital Ratio**



### Capital Deployment

Accelerate Organic Growth	Opportunistic M&A of Bank and Trust Assets
Steady Dividends	\$25mm Share Repurchase Plan approved

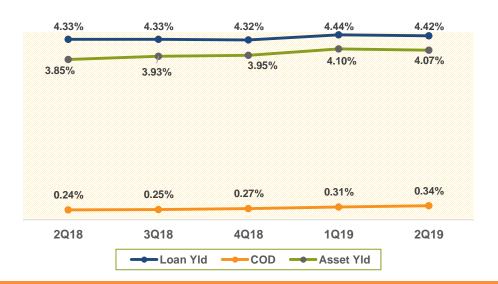
# **Financial Update**

# Net Interest Income and Margin

### Net Interest Income & Margin

(\$ in millions)





## 2Q19 Highlights

✓ Net interest income was \$41.9 million, an increase of 2.7% compared to \$40.8 million in 1Q19 and 14.1% compared to \$36.7 million in 2Q18

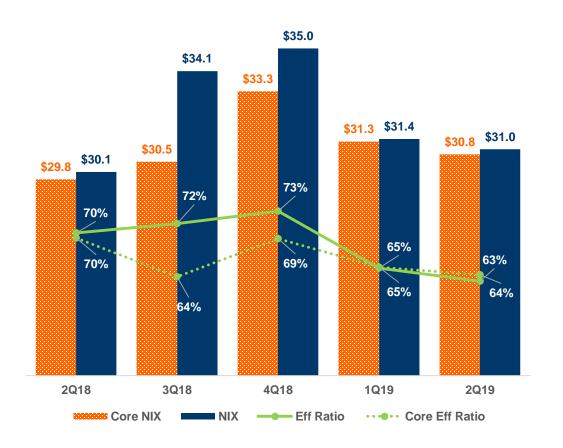
2Q19 vs. 2Q18 changes due to:

- ✓ <u>Increases</u>:
  - Average loans increased \$233.9 million
  - Average securities increased \$242.3 million
  - Yield increase on all assets due to rising rates
- ✓ <u>Offsets:</u>
  - Average interest bearing deposits increased \$355.8 million
  - Yield increase on deposits and borrowings
- ✓ 2Q19 NIM at 3.66%; increase of 1bps and 10bps compared to 1Q19 and 2Q18 respectively



### **Non-Interest Expense**

(\$ in millions)



### 2Q19 Highlights

- ✓ Core efficiency ratio of 63.50% for 2Q19<sup>(1)</sup>
- Non-interest expense for the 2Q19 was \$31.0 million, \$0.4 million decrease from 1Q19
- ✓ Core non-interest expense for the 2Q19 was \$30.8 million, \$0.5 million decrease and \$1 million increase compared to 1Q19 and 2Q18, respectively

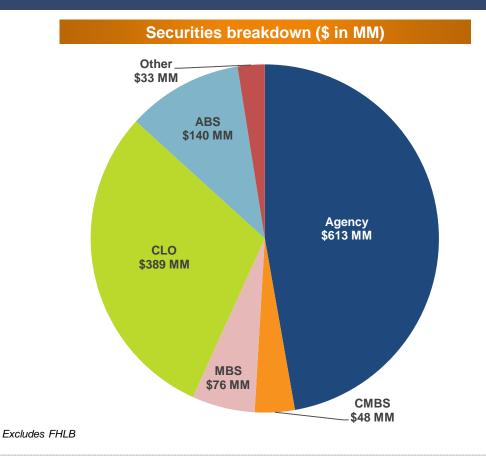
### **OTHER UPDATES**

- Chelsea branch closure (August 2019) resulting in estimated cost save of ~\$0.8 million / year
- Continue to focus on reduction in vendor costs in the near term.

1. See non-GAAP disclosures on page 22-23







**Securities Yield** 

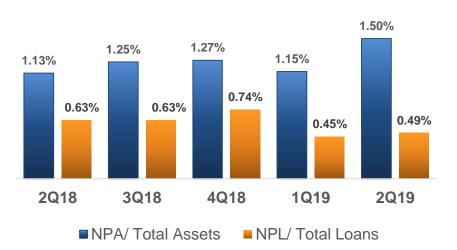
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### **2Q19 Highlights**

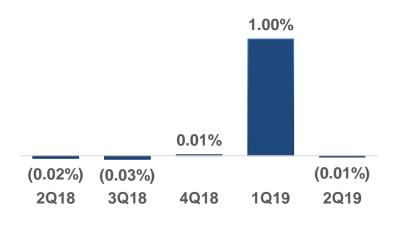
- ✓ Cash and Investment Securities totaled \$1.3 billion for 2Q19 versus \$1.3 billion in 1Q19
- ✓ Increase of \$55 million from 1Q19 was primarily due to purchases of floating rate CLO, ABS and agency securities
- ✓ 88% of all non-agency MBS/ABS securities are AAA rated and 99% are A rated or higher; <u>all CLO's are AAA rated</u>
- Securities yield lower due to impact from lower interest rates
- ✓ As of 2Q19 average subordination for the C&I CLOs is 41%





### **Credit Quality Ratios**

### **NCOs/ Average Loans**



### **2Q19 Highlights**

- Nonperforming assets were \$73.9 million as of 2Q19, compared to \$56.6 million in 1Q19
  - ✓ \$17.4 million increase was due to \$6.8 million increase in loan 90 days past due and accruing and the restructuring of one substandard indirect C&I loan of \$10.8 million
- ✓ Net Charge-offs negligible with the exception of 1Q19
  - ✓ Increase in 1Q19 was due to charge-off of one indirect C&I loan (\$8.4 million) which had previously built-up specific reserves







# Appendix

Reconciliation of Non-GAAP Financials

	For the Three							For the Six					
		Months Ended							Months Ended				
(in thousands) Core operating revenue	J	June 30, March 31,				June 30, June 30,							
	2019		2019		2018		2019		2018				
Net interest income (GAAP)	\$	41,856	\$	40,773	\$	36,695	\$	82,629	\$	69,497			
Non interest income (GAAP)		6,349		7,417		6,204		13,766		13,217			
Add: Securities loss (gain)		377		(292)		9		85		110			
Core operating revenue (non-GAAP)	\$	48,582	\$	47,898	\$	42,908	\$	96,480	\$	82,824			
Core non-interest expenses													
Non-interest expense (GAAP)	\$	31,002	\$	31,448	\$	30,138	\$	62,450	\$	58,926			
Less: Prepayment fees on borrowings		-		-		(4)		-		(4)			
Less: Acquisition cost <sup>(1)</sup>		-		-		(307)		-		(537)			
Less: Severance <sup>(2)</sup>		(154)		(117)		-		(271)		23			
Core non-interest expense (non-GAAP)	\$	30,848	\$	31,331	\$	29,827	\$	62,179	\$	58,408			
Core Earnings													
Net Income (GAAP)	\$	11,185	\$	10,813	\$	11,592	\$	21,999	\$	19,253			
Add: Securities loss (gain)		377		(292)		9		85		110			
Add: Prepayment fees on borrowings		-		-		4		-		4			
Add: Acquisition cost <sup>(1)</sup>		-		-		307		-		537			
Add: Severance <sup>(2)</sup>		154		117		-		271		(23)			
Less: Tax on notable items		(137)		45		(81)		(92)		(158)			
Core earnings (non-GAAP)	\$	11,579	\$	10,683	\$	11,831	\$	22,263	\$	19,723			
Tangible common equity													
Stockholders Equity (GAAP)	\$	474,944	\$	455,480	\$	406,311	\$	474,944	\$	406,311			
Less: Minority Interest (GAAP)		(134)		(134)		(134)		(134)		(134)			
Less: Goodwill (GAAP)		(12,936)		(12,936)		(14,124)		(12,936)		(14,124)			
Less: Core deposit intangible (GAAP)		(7,415)		(7,713)		(8,897)		(7,415)		(8,897)			
Tangible common equity (non-GAAP)	\$	454,459	\$	434,697	\$	383,156	\$	454,459	\$	383,156			

(1) Expense related to New Resource Bank acquisition

(2) Salary and COBRA reimbursement expense for positions eliminated

Reconciliation of Non-GAAP Financials

			Fo	r the Three	For the Six						
			onths Ended	Months Ended							
(in thousands)	June 30,		March 31,		June 30,		June 30,				
		2019		2019		2018		2019		2018	
Average tangible common equity											
Average Stockholders Equity (GAAP)	\$	464,902	\$	446,464	\$	377,855	\$	455,734	\$	362,476	
Less: Minority Interest (GAAP)		(134)		(134)		(134)		(134)		(134)	
Less: Preferred Stock (GAAP)		-		-		(4,418)		-		(5,552)	
Less: Goodwill (GAAP)		(12,936)		(12,936)		(6,612)		(12,936)		(3,324)	
Less: Core deposit intangible (GAAP)		(7,575)		(7,903)		(3,927)		(7,738)		(1,974)	
Average tangible common equity (non-GAAP)	\$	444,257	\$	425,491	\$	362,765	\$	434,926	\$	351,491	
Core return on average assets											
Core earnings (numerator) (non-GAAP)		11,579		10,683		11,831		22,263		19,723	
Divided: Total average assets (denominator) (GAAP)		4,853,975		4,787,874		4,333,422		4,821,107		4,194,869	
Core return on average assets (non-GAAP)		0.96%		0.90%		1.10%		0.93%		0.95%	
Core return on average tangible common equity											
Core earnings (numerator) (non-GAAP)		11,579		10,682		11,831		22,263		19,723	
Divided: Average tangible common equity (denominator) (non-GAAP)		444,257		425,491		362,765		434,926		351,491	
Core return on average tangible common equity (non-GAAP)		10.45%		10.18%		13.08%		10.32%		11.32%	
Core efficiency ratio											
Core non-interest expense (numerator) (non-GAAP)		30,848		31,331		29,827		62,179		58,408	
Core operating revenue (denominator) (non-GAAP)		48,582		47,897		42,908		96,480		82,824	
Core efficiency ratio (non-GAAP)		63.50%		65.41%		69.51%		64.45%		70.52%	



## **Thank You**





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