## Esquire Financial Holdings, Inc.

# Initial Public Offering NASDAQ: ESQ 

June 2017

## Exhibit I

## Offering Disclosures

This presentation contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements express management's current expectations, forecasts of future events or long-term goals and, by their nature, are subject to assumptions, risks and uncertainties, many of which are beyond the control of the Company. Actual results could differ materially from those indicated. These statements are often, but not always, made through the use of words or phrases such as "may," "might," "should," "could," "predict," "potential," "believe," "expect," "attribute," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "goal," "target," "outlook," "aim," "would," "annualized" and "outlook," or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. Forward-looking statements speak only as of the date they are made and are inherently subject to uncertainties and changes in circumstances, including those described under the heading "Risk Factors" in the Company's registration statement on Form S-1, filed with the Securities and Exchange Commission ("SEC"). Forward-looking statements are not guarantees of future performance and should not be relied upon as representing management's views as of any subsequent date. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.
This presentation is not an offer to sell securities, nor is it a solicitation of an offer to buy securities in any locality, state, country or other jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would require any registration or licensing within such jurisdiction.
Neither the SEC nor any other regulatory body has approved or disapproved of the securities of the Company or passed upon the accuracy or adequacy of this presentation. Any representation to the contrary is a criminal offense.

Except as otherwise indicated, this presentation speaks as of the date hereof. The delivery of this presentation shall not, under any circumstances, create any implication there has been no change in the affairs of the Company after the date hereof.
This presentation includes industry and market data that we obtained from periodic industry publications, third-party studies and surveys. Industry publications and surveys generally state that the information contained therein has been obtained from sources believed to be reliable. Although we believe the industry and market data to be reliable as of the date of this presentation, this information could prove to be inaccurate. Industry and market data could be wrong because of the method by which sources obtained their data and because information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. In addition, we do not know all of the assumptions regarding general economic conditions or growth that were used in preparing the forecasts from the sources relied upon or cited herein.
This presentation contains financial information determined by methods other than in accordance with accounting principles ge nerally accepted in the United States of America ("GAAP"). Management uses these "non-GAAP" measures in its analysis of our performance. Management believes that these non-GAAP financial measures allows for better comparability with prior periods, as well as with peers in the industry who provide a similar presentation, and provide a greater understanding of our ongoing operations.
These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.
A reconciliation of the non-GAAP measures used in this presentation to the most directly comparable GAAP measures is provided in the Appendix to this presentation.
The Company has filed a registration statement on Form S-1 (including a prospectus) with the SEC (File No: 333-218372) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC website at wuw. sec.gov. Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting: Sandler O'Neill + Partners, L.P. at toll-free 1-866-805-4128 or by emailing syndicate@sandleroneill.com

## Offering Summary

| Issuer: | Esquire Financial Holdings, Inc. |
| :---: | :---: |
| Proposed Exchange / Ticker: | NASDAQ Capital Market / "ESQ" |
| Offering Size: | $2,560,000$ shares or $\$ 38.4$ million at the midpoint |
| Filing Range: | \$14.00-\$16.00 |
| Offering Structure: | 70\% Primary ( $1,800,000$ shares) <br> $30 \%$ Secondary (up to 760,000 shares) |
| Overallotment: | 15\% / 100\% Primary |
| Lock-Up: | 180 days |
| Use of Proceeds: | - Support future growth <br> - General corporate purposes <br> - Finance potential strategic acquisitions |
| Sole Book-Running Manager: | Sandler O'Neill + Partners, L.P. |

## Investment Highlights

- High growth, unique business model
- Provide financial and merchant processing services to the legal and small business communities on a national basis
- Legal market represents $\$ 264.6$ billion $^{1}$ in payments and merchant processing market represents nearly $\$ 5$ trillion ${ }^{2}$ in purchase volume
- Leverage relationships in legal community to generate low cost deposits without a "brick and mortar" branch network
- Cost of deposits of $0.15 \%$ for the three months ended March 31, 2017
- $\$ 198.6$ million in off balance sheet funds (sweeps) as of March 31, 2017
- Tailored high yielding lending products for the legal community
- NIM of 4.23\% for the three months ended March 31, 2017
- Total loan CAGR of 26\% between December 31, 2014 and March 31, 2017
- Established merchant service business with stable noninterest income
- Over 50\% annual average growth in noninterest income for the two years ended December 31, 2015 and December 31, 2016
- Noninterest income contributed $22 \%$ of total revenue for the three months ended March 31, 2017
- $\$ 787.7$ million in merchant processing transaction volume for the three months ended March 31, 2017
- Strong credit culture - solid asset quality
- Developed underwriting and credit management processes tailored to unique products offered
- $0.0 \%$ NPAs / Assets ${ }^{3}$ as of March 31, 2017
- Experienced and well-known leadership team
- CEO and CFO work for a combined 19 years at North Fork Bank prior to Esquire
- Chairman and Board of Directors well-known in the legal community

[^0]
issuod in the U. S. generded nearly $\$ 5$ tillion in purchase volume in 2015 . up $7.8 \%$ verses 2014 .
Nonpertorming assets incluce noncoertorming loens. other real estate owned end other foreclosed assets.

## Experienced and Well-Known Leadership

| Executive Management | Dennis Shields <br> Executive Chairman | $20+$ years in the legal community and financial services <br> - Founding organizer of Esquire <br> - CEO of Plaintiff Funding Corp. since 2000 |
| :---: | :---: | :---: |
|  | Andrew C. Sagliocca President \& Chief Executive Officer | 27+ years of experience in financial services Joined Esquire as the CFO in February 2007 Senior Vice President at North Fork Bank from 1999 to 2007 |
|  | Eric S. Bader <br> EVP, Chief Financial Officer \& Treasurer | 17 years of experience in financial services Joined Esquire as Treasurer in January 2008 Previously Vice President at Goldman Sachs and Investment Officer at North Fork Bank |
|  | Ari P. Kornhaber EVP, Director of Sales | Joined Esquire in 2013 as Director of Sales National Marketing Director at Plaintiff Funding Corp. from 2004 to 2013 Previously a practicing plaintiff's lawyer and trial attorney specializing in personal injury, medical malpractice and mass tort litigation |
| Seasoned Senior Managers | - Fred Horn - SVP, Director of Merchant Services, 40 years of experience Frank Lonardo, Jr. - SVP, Chief Lending Officer, 29 years of experience Martin Korn - SVP, Technology Officer, 28 years of experience |  |
| Board of Directors | - Experienced board of directors with significant leadership in the legal community |  |
| Insider Ownership | - Directors and executive officers own or represent approximately $28.3 \%$ of outstanding common stock as of June 14, 2017 |  |

## Company Snapshot

## Esquire Operates Three Main Lending Business Lines



> Traditional CRE and 1-4 Family Lending

- Offer innovative and unique lending products and solutions to the legal community and their clients
- Developed robust legal network by leveraging relationships of the Company's founders, directors and stockholders, many of whom are well-known in the legal community
- Focus on plaintiff law firms that specialize in single event, mass tort, class action and worker's compensation cases
- Serve as depository for legal community for low cost settlement escrow and commercial operating deposits
- Lend to claimants (consumers) of law firms in single event, mass tort and class action lawsuits utilizing post settlement loans
Selectively lend to partners of law firms
- Offer traditional CRE and 1-4 family lending products as a means to further diversify the loan portfolio


## Merchant Services Line of Business

|  | - $\quad$Service approximately 13,000 small businesses <br> - <br> Merchant <br> Solume in 2016 and $\$ 787.7$ million in Q 12017 <br> Services |
| :--- | :--- |
| -volumen <br> Strengthens revenue stream by increasing stable source <br> of noninterest income |  |
| - Focus on promoting cross selling opportunities |  |


| Financial Highlights ${ }^{1}$ |  |
| :--- | ---: |
| Balance Sheet (Dollars in thousands) |  |
| Total Assets | $\$ 438,059$ |
| Total Loans | $\$ 289,497$ |
| Total Deposits | $\$ 383,372$ |
| Total Equity | $\$ 53,244$ |
| Total Equity / Total Assets | $12.15 \%$ |
|  |  |
| NPAs / Assets Quality | $0.00 \%$ |
| NPLs / Loans | $0.00 \%$ |
| Allowance / NPLs | NA |
| Allowance / Loans | $1.21 \%$ |
| Net Charge Off Ratio | $0.01 \%$ |
| ROAA |  |
| ROAE | $\mathbf{7 3 . 1 8 \%}$ |
| Yield on Loans | $5.79 \%$ |
| Cost of Deposits | $6.33 \%$ |
| Net Interest Margin | $5.58 \%$ |
|  | $0.15 \%$ |

## The Esquire Bank "Branch Network"

- Access to Clients through Our Current Law Firms \& Mass Tort / Class Action Relationships
- Equivalent to Traditional Bank's "Brick \& Mortar" Branches
- Believed to be Large and Underserved Financial Market Opportunity
- Claimants (Consumers) with Cash Flow \& Banking Needs for:
- Living Expenses
- Medical Expenses
- Lending Opportunities include Post Settlement Loans and Structured Settlement Loans
- Consumer Deposit Opportunities include Various Settlement Funds on Claims


## Low Cost Core Deposits

Deposit Composition at March 31,2017

## Attractive \& High Yielding Loan Portfolio

| Loan Composition at March 31, 2017 |
| :--- |

## Tailored Products \& Solutions to the Legal Community on a National Basis

- Commercial and Consumer Loans to the Litigation Market
- Enhance overall yield with attractive risk adjusted returns
- Generate low cost core deposits without branch network
- Generate off balance sheet funds/sweeps and customer fees income
- Diversified and Stable Business Model
- Simple strategy - "Listen" to the market and tailor products to meet needs
- Distinguishes Esquire from other "one product fits all" financial institutions
- Fragmented lending market - competing with finance companies
- Strong Distribution Network
- Founders and Board members
- Investors and customers
- Informal affiliations with national and state trial associations
- Strong Credit Quality
- Traditional commercial underwriting (tax returns, PFS, PG's, cash flows)
- Independent case inventory evaluation for "borrowing base"
- UCC - 1 on all assets including case inventory
- No NPAs ${ }^{1}$ as of March 31, 2017


## Strong Merchant Services and Noninterest Income Growth

Merchant Services Overview

- Provide merchant services for small businesses located on a national basis
- Acquiring Bank and ISO ${ }^{1}$ based model; continued momentum recruiting new ISOs ${ }^{1}$
- Currently service approximately 13,000 small businesses
- Processed approximately $\$ 3.6$ billion in merchant transaction volume in 2016 and $\$ 787.7$ million in 1Q 17
- Generated approximately $\$ 838,000$ in revenue in 1Q 17

Other Non-Interest Income

- Off balance sheet funds/sweeps drive the majority of customer fees

Noninterest Income (\$000)


| 0.64\% | 0.89\% | 1.08\% | 1.14\% | 1.16\% |
| :---: | :---: | :---: | :---: | :---: |



## Litigation Market Overview and Opportunity



- Unique Banking Opportunity
- Large \& growing market
- Fragmented Market
- Banks provide traditional depository services
- Non-Banks provide High-Cost Financing Products
- Multi-Dimensional Market
- Attractive, High-Yielding, Lower Risk Specialty Business \& Consumer Lending Products
- Funded With
- Core Low Cost Settlement Escrow and Commercial Operating Deposits
- From law firms, claims administrators, lien resolution firms, courts, etc.

[^1]
## Scalable Platform and Expanding Profitability



## "Best in Class" Net Interest Margin



## Solid Capital Position to Support Future Growth

(dollars in thousands, except per share data)

|  | As of March 31, 2017 |  |
| :---: | :---: | :---: |
|  | Actual | As Adjusted ${ }^{1}$ |
| Stockholders' equity |  |  |
| Preferred stock, par value \$0.01 | \$1 | \$1 |
| Common stock, par value \$0.01 | 50 | 68 |
| Capital surplus | 58,983 | 82,497 |
| Retained deficit | $(5,011)$ | $(5,011)$ |
| AOCl | (779) | (779) |
| Total stockholders' equity | \$53,244 | \$76,776 |
| Capital Ratios (Bank Level) |  |  |
| Tier 1 capital to average assets | 11.60\% | 17.26\% |
| Tier 1 capital to risk-weighted assets | 15.46\% | 23.00\% |
| Total capital to risk-weighted assets | 16.59\% | 24.13\% |
| Common equity tier 1 capital to risk-weighted assets | 15.46\% | 23.00\% |
| Tangible common equity to tangible assets ${ }^{2}$ | 11.99\% | 16.48\% |
| Per share data |  |  |
| Book value per common share ${ }^{3}$ | \$10.50 | \$11.18 |
| Tangible book value per common share ${ }^{4}$ | \$10.50 | \$11.18 |

(1) On a pro torma basis to give effect to (i) the issuance and sale by the Compony of $1,800,000$ shares of coermon stock in the otfering lassuming the underniter does not exerecise its option to purchase eny adational shares


(2) Tangble common equily to tangble assets is a rabo of the Company,

The Company had no intangble assels as of the dates indicated. Thus. tangible book value per common shere is toe semp as bookvedve per common share for each of the peniods indiccted

## Summary

- High growth, unique business model
- Provide financial and merchant processing services to the legal and small business communities on a national basis
- Legal market represents $\$ 264.6$ billion $^{1}$ in payments and merchant processing market represents nearly $\$ 5$ trillion $^{2}$ in purchase volume
- Leverage relationships in legal community to generate low cost deposits without a "brick and mortar" branch network
- Tailored high yielding lending products for the legal community
- Established merchant service business with stable noninterest income
- Strong credit culture - solid asset quality
- Highly experienced and well-known leadership team




## Appendix

## Independent Board of Directors

| Tony Coelho Director Since 2010 | - Bender Consulting Services; 1978-1989 U.S. House Representative |
| :---: | :---: |
| Todd Deutsch Director Since 2015 | - Former Portfolio Manager/Principal; Bascom Hill Partners |
| Marc Grossman Director Since 2013 | - Founder \& Senior Partner: The Sanders Law Firm |
| Russ M. Herman Director Since 2007 | - Herman, Herman \& Katz, L.L.C.; Senior Partner |
| Janet Hill <br> Director Since 2016 | - Principal; Hill Family Advisors |
| Robert J. Mitzman <br> Director Since 2007 | - Founder/Chairman/Former CEO; The Quick Group of Companies |
| John Morgan Director Since 2015 | - Founder; Morgan \& Morgan |
| Richard T. Powers* Director Since 2006 | - Owner; RT Powers \& Associates |
| Jack Thompson Director Since 2016 | - Head of Financial Services Investments; Gapstow Capital Partners |
| Kevin Waterhouse* <br> Director Since 2006 | - Vice President and Investment Advisor; L.M. Waterhouse \& Co |
| Selig Zises* <br> Director Since 2009 | - Founder and Former CEO; Integrated Resources |

## Historical Financial Performance

|  | As of December 31, |  |  | As of March 31, |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2014 | 2015 | 2016 | 2016 | 2017 |
| Balance Sheet Data: |  |  |  |  |  |
| Total assets | \$330,690 | \$352,650 | \$424,833 | \$351,500 | \$438,059 |
| Loans receivable, net | 170,512 | 221,720 | 275,165 | 233,294 | 287,033 |
| Deposits | 290,774 | 301,687 | 370,788 | 298,693 | 383,372 |
| Total stockholders' equity | 38,542 | 49,425 | 52,186 | 51,170 | 53,244 |
| Income Statement Data: |  |  |  |  |  |
| Net interest income | \$10,248 | \$11,994 | \$15,657 | \$3,632 | \$4,295 |
| Provision for loan losses | 300 | 930 | 595 | 145 | 150 |
| Noninterest income | 1,765 | 2,943 | 4,125 | 987 | 1,204 |
| Noninterest expense | 11,262 | 12,171 | 14,599 | 3,420 | 4,024 |
| Income tax expense | 410 | 664 | 1,766 | 411 | 510 |
| Net income available to common stockholders | \$41 | \$1,172 | \$2,822 | \$643 | \$815 |
| Per Share: |  |  |  |  |  |
| Earnings per common share |  |  |  |  |  |
| Basic | \$0.01 | \$0.25 | \$0.56 | \$0.13 | \$0.16 |
| Diluted | \$0.01 | \$0.25 | \$0.55 | \$0.13 | \$0.16 |
| Book value per common share ${ }^{1}$ | \$8.98 | \$9.72 | \$10.29 | \$10.07 | \$10.50 |
| Tangible book value per common share ${ }^{2}$ | \$8.98 | \$9.72 | \$10.29 | \$10.07 | \$10.50 |
| Selected Performance Ratios: |  |  |  |  |  |
| Return on average assets | 0.01\% | 0.36\% | 0.74\% | 0.74\% | 0.79\% |
| Net interest margin | 3.86\% | 3.74\% | 4.25\% | 4.27\% | 4.23\% |
| Efficiency ratio, adjusted ${ }^{3}$ | 94.94\% | 81.48\% | 73.82\% | 74.14\% | 73.18\% |
| Allowance for loan losses to loans | 1.25\% | 1.25\% | 1.23\% | 1.26\% | 1.21\% |
| Nonperforming loans to total loans ${ }^{4}$ | 0.00\% | 0.00\% | 0.00\% | 0.00\% | 0.00\% |

[^2]



Reconciliation of Non-GAAP and Adjusted Measures

|  | As of December 31, |  |  | As of March 31, |
| :---: | :---: | :---: | :---: | :---: |
|  | 2014 | 2015 | 2016 | 2017 |
| Net interest income | \$10,247 | \$11,994 | \$15,657 | \$4,295 |
| Noninterest income | 1,766 | 2,943 | 4,125 | 1,204 |
| Less: Net gains on sales of securities | 151 | 0 | 6 | 0 |
| Adjusted revenue | \$11,862 | \$14,937 | \$19,776 | \$5,499 |
| Noninterest Expense | \$11,262 | \$12,171 | \$14,599 | \$4,024 |
| Efficiency Ratio, adjusted | 94.94\% | 81.48\% | 73.82\% | 73.18\% |

Reconciliation of Non-GAAP and Adjusted Measures

|  | As of December 31, |  |  | As of March 31, |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2014 | 2015 | 2016 | 2016 | 2017 |
| Total Stockholders' Equity | \$38,542 | \$49,425 | \$52,186 | \$51,170 | \$53,244 |
| (-) Preferred Stock ${ }^{1}$ | 1,842 | 1,697 | 720 | 1,697 | 720 |
| Common Equity | \$36,700 | \$47,728 | \$51,466 | \$49,473 | \$52,524 |
| (-) Goodwill | 0 | 0 | 0 | 0 | 0 |
| (-) Other Intangibles | 0 | 0 | 0 | 0 | 0 |
| Tangible Common Equity | \$36,700 | \$47,728 | \$51,466 | \$49,473 | \$52,524 |
| Common Shares Outstanding | 4,088,410 | 4,911,870 | 5,002,950 | 4,911,870 | 5,003,030 |
| Tangible Book Value per Share | \$8.98 | \$9.72 | \$10.29 | \$10.07 | \$10.50 |


[^0]:    

[^1]:    1) Source: Towers Watson. indudes single event, mass tort and class action claims represented approximately $\$ 2264.6$ biliton in cormercial and persconal tort costs in 2010
[^2]:    (1) For

    For furposes of cornouing book value per common share, book value equals total common stochnolders' equty dmdod by todal number of cemmon shases oustanding. Tad comm

