FWP 1 t1701914\_fwp.htm FREE WRITING PROSPECTUS





## **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 such as "may." Event, "outlook," "at nue agate words," 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 generally 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 orgonig operations.

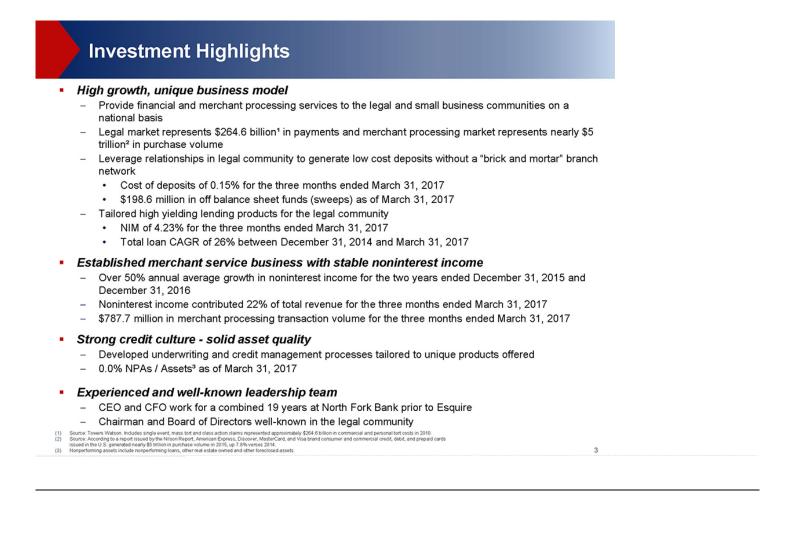
These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

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 www.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) 30% Secondary (up to 760,000 shares)				
Overallotment:	15% / 100% Primary				
Lock-Up:	180 days				
Use of Proceeds:	<ul> <li>Support future growth</li> <li>General corporate purposes</li> <li>Finance potential strategic acquisitions</li> </ul>				
Sole Book-Running Manager:	Sandler O'Neill + Partners, L.P.				

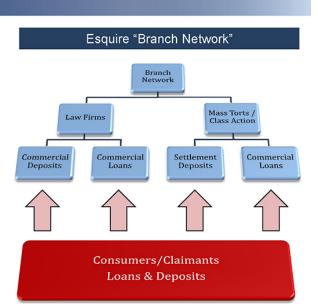


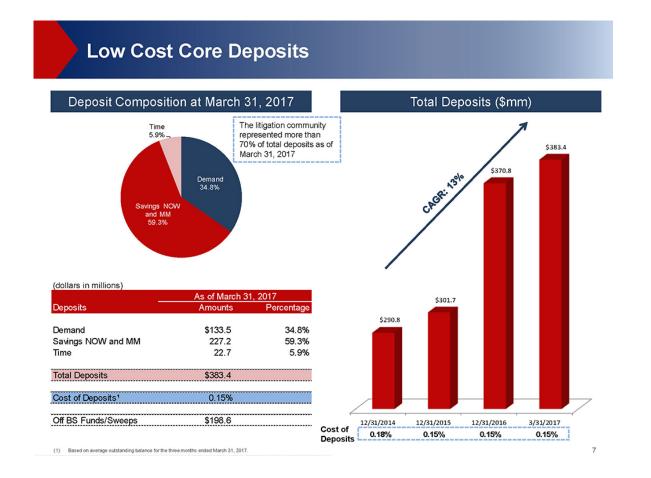
	Dennis Shields Executive Chairman	<ul> <li>20+ years in the legal community and financial services</li> <li>Founding organizer of Esquire</li> <li>CEO of Plaintiff Funding Corp. since 2000</li> </ul>		
	Andrew C. Sagliocca President & Chief Executive Officer	<ul> <li>27+ years of experience in financial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

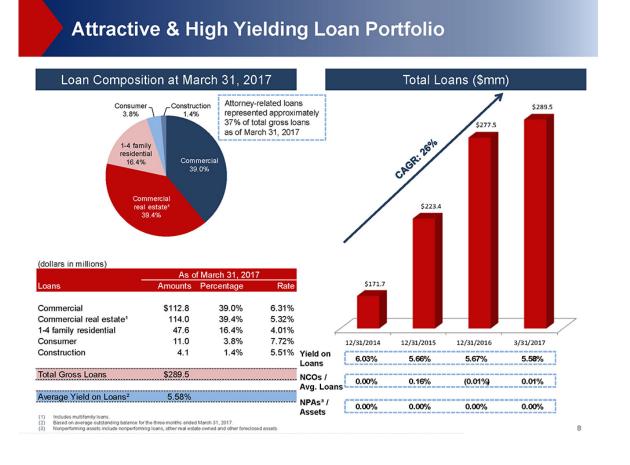
Compa	any Snapshot		
Esquire Ope	erates Three Main Lending Business Lines	Financial Highlig	ghts'
Offer innovative and unique lending products and	<ul> <li>Offer innovative and unique lending products and</li> </ul>	Balance Sheet (Dollars i	n thousands)
	<ul> <li>solutions to the legal community and their clients</li> <li>Developed robust legal network by leveraging</li> </ul>	Total Assets	\$438,059
	relationships of the Company's founders, directors and	Total Loans	\$289,497
Commercial Lending	stockholders, many of whom are well-known in the legal community	Total Deposits	\$383,372
Londing	<ul> <li>Focus on plaintiff law firms that specialize in single event, mass tort, class action and worker's compensation cases</li> </ul>	Total Equity	\$53,244
	<ul> <li>Serve as depository for legal community for low cost</li> </ul>	Total Equity / Total Assets	12.15%
	settlement escrow and commercial operating deposits	Asset Qualit	у
	<ul> <li>Lend to claimants (consumers) of law firms in single</li> </ul>	NPAs / Assets	0.00%
Consumer	event, mass tort and class action lawsuits utilizing post settlement loans	NPLs / Loans	0.00%
Lending	Selectively lend to partners of law firms	Allowance / NPLs	NA
	Offer traditional CRE and 1-4 family lending products as a	Allowance / Loans	1.21%
Traditional CRE and 1-4 Family	<ul> <li>Offer traditional CRE and 1-4 family lending products as a means to further diversify the loan portfolio</li> </ul>	Net Charge Off Ratio	0.01%
Lending		Profitability	
Ma	rchant Services Line of Business	ROAA	0.79%
Me	Tenant Gervices Line of Busiliess	ROAE	6.33%
	<ul> <li>Service approximately 13,000 small businesses</li> <li>Processed approximately \$3.6 billion of transaction</li> </ul>	Yield on Loans	5.58%
Merchant	<ul> <li>Processed approximately \$3.6 billion of transaction volume in 2016 and \$787.7 million in Q1 2017</li> <li>Strengthens revenue stream by increasing stable source of noninterest income</li> </ul>	Cost of Deposits	0.15%
Services		Net Interest Margin	4.23%
	Focus on promoting cross selling opportunities	Efficiency Ratio	73.18%

## 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







## 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 NPAs1 as of March 31, 2017

(1) Nonperforming assets include nonperforming loans, other real estate owned and other foreclosed assets.



### Merchant Services Overview

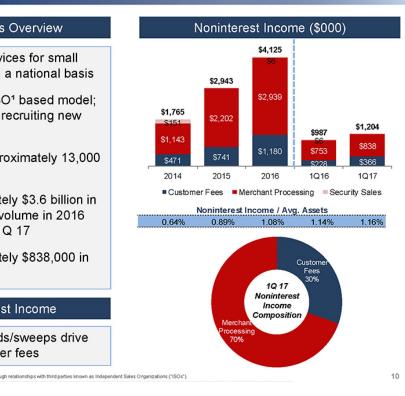
- Provide merchant services for small businesses located on a national basis
- Acquiring Bank and ISO<sup>1</sup> based model; continued momentum recruiting new ISOs<sup>1</sup>
- Currently service approximately 13,000 small businesses
- Processed approximately \$3.6 billion in merchant transaction volume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

## Other Non-Interest Income

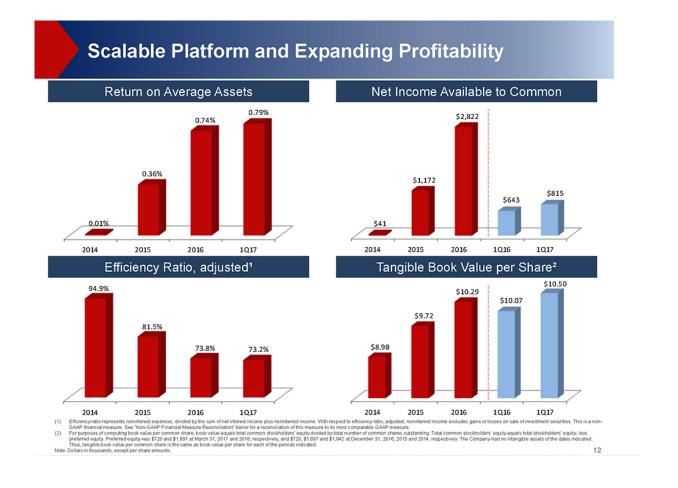
 Off balance sheet funds/sweeps drive the majority of customer fees

Esquire provides merchant services for small busi

(1)









# Solid Capital Position to Support Future Growth

### (dollars in thousands, except per share data)

	As of March 31, 2017		
	Actual	As Adjusted <sup>1</sup>	
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)	
AOCI	(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 <sup>2</sup>	11.99%	16.48%	
Per share data			
Book value per common share <sup>3</sup>	\$10.50	\$11.18	
Tangible book value per common share4	\$10.50	\$11.18	

year y as a contraint starts or common starts in the offering (assuming the underwriter does not exercise its option to purchase any additional share receeds from the sale of these shares at an initial public offering price of \$15.00 per share and (ii) the sale by the selling stockholders of 760,000 rits and commissions and the estimated offering expenses payable by the Company. (1) On a pro forma basis to give effect to (i) the net p

(2) (3)

On a protoma basis to gave emect or () the assessment and save year to cover over-allowents, if anyl and the receipt and application of the shares of common stock in this offend, after deducting underwriting y Tanjbile common equity to tanjbile assets is a rate of the Company. For purposes of computing book value per common share, book value stochholders' equity, less prekende dquity. Prekende quity was \$720 Suching underweiting discourts and commissions and the estimated offering experiors are used of the Cempany. The of the Cempany. In or than, book value equals total common stockholders' equity divided by total number of common shares outstanding. Total common stockholders' equity equals total equals use ST2 and ST 897 at Men X3. 2017 and ST0.6, respectively. and ST3.0.8 (ST8 and ST.842 at December 31.2018, 2015 and 2014, respectively. Alws indicated. Thus, tangible book value per common share is the same as book value per common share for each of the periods indicated. (4)



- 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<sup>1</sup> in payments and merchant processing market represents nearly \$5 trillion<sup>2</sup> 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

Source: Towers Watson. Includes single event, mass tort and class action claims represented approximately \$264.6 billion in commercial and personal tort costs in 2010.
 Source: According to a report issued by the Nilson Report, Amencan Excress, Discover, MasterCard, and Visa brand consumer and commercial ordeit, debit, and preparal cards issued in the U.S. generated hearty Stillion in purchase volume in 2016, pp. 738 wereas 2014.

Appendix

# Independent Board of Directors

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

## **Historical Financial Performance**

	As of December 31,			As of March 31,	
	2014	2015	2016	2016	201
Balance Sheet Data:					
Total assets	\$330,690	\$352,650	\$424,833	\$351,500	\$438,05
Loans receivable, net	170,512	221,720	275,165	233,294	287,03
Deposits	290,774	301,687	370,788	298,693	383,37
Total stockholders' equity	38,542	49,425	52,186	51,170	53,24
ncome Statement Data:					
Net interest income	\$10,248	\$11,994	\$15,657	\$3,632	\$4,29
Provision for loan losses	300	930	595	145	15
Noninterest income	1,765	2,943	4,125	987	1,20
Noninterest expense	11,262	12, 171	14,599	3,420	4,02
Income tax expense	410	664	1,766	411	51
Net income available to common stockholders	\$41	\$1,172	\$2,822	\$643	\$81
Per Share:					
Earnings per common share					
Basic	\$0.01	\$0.25	\$0.56	\$0.13	\$0.1
Diluted	\$0.01	\$0.25	\$0.55	\$0.13	\$0.1
Book value per common share <sup>1</sup>	\$8,98	\$9.72	\$10.29	\$10.07	\$10.5
Tangible book value per common share <sup>2</sup>	\$8.98	\$9.72	\$10.29	\$10.07	\$10.5
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 <sup>a</sup>	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 <sup>4</sup>	0.00%	0.00%	0.00%	0.00%	0.00

(1) as \$720 and \$1,697

(2) (3) (4)

knolders' equity divided by total number of common shares outstanding. Total common stockhr, y, and \$720, \$1,897 and \$1,842, at December 31, 2016, 2015 and 2014, respectively, common share is to same as book value par common share for each of the pendo's indicated, nonreferent income. Adjusted nonireteest income is a non-GAAP financial measure and advanta-ted loagen modified to the pendo single advantation of the pendo single advantation. 18

## **Reconciliation of Non-GAAP and Adjusted Measures**

#### (dollars in thousands, except per share amounts)

	Aso	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**

### (dollars in thousands, except per share amounts)

	As	of December	As of March 31,		
	2014	2015	2016	2016	2017
Total Stockholders' Equity	\$38,542	\$49,425	\$52,186	\$51,170	\$53,244
(-) Preferred Stock <sup>1</sup>	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

 Includes Series B Non-Voting Preferred Stock. Note: The Company had no intangible assets of the dates indicated.