

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SECTIONS
354, 356, 358, 1221

18 Can any resulting loss be recognized? ▶ SEE ATTACHED

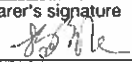
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHED

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 ▶  Date ▶ 2-20-2020

Print your name ▶ MICHAEL FITZPATRICK Title ▶ EVP/CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	YIFEI YANG		2-20-2020		P01704051
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207		Phone no. 1-212-758-9700	
	Firm's address ▶ 345 PARK AVENUE, NEW YORK, NY 10154				

OceanFirst Financial Corporation
22-3412577
Attachment to Form 8937

Part II Line 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:

On January 1, 2020, OceanFirst Financial Corp., a Delaware corporation ("OceanFirst"), completed its acquisition of Two River Bancorp, a New Jersey corporation and the parent company of Two River Community Bank, a New Jersey-chartered non-member bank ("Two River Bank), pursuant to the Agreement and Plan of Merger, dated as of August 9, 2019 (the "Merger Agreement"), by and among OceanFirst, OceanFirst Bank, National Association, a wholly-owned subsidiary of OceanFirst ("OceanFirst Bank"), and Two River Bank.

In accordance with the terms of the Merger Agreement, on January 1, 2020, Two River Bank merged with and into OceanFirst Bank (the "Merger"), with OceanFirst Bank as the surviving bank in the Merger. At the effective time of the Merger, the former Two River Bank stockholders (other than holders, if any, who have properly exercised dissenters' rights) became entitled to receive 0.6663 shares and \$5.375 in cash of OceanFirst common stock, together with cash in lieu of fractional shares, for each outstanding share of Two River Bank common stock

Part II Line 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:

Generally, a U.S. holder's aggregate tax basis in the OceanFirst's common stock received by such U.S. holder in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below in "Cash in Lieu of Fractional Shares of OceanFirst Common Stock," will equal such U.S. holder's aggregate tax basis in the Two River Bank common stock surrendered in the merger, increased by the amount of taxable gain, if any, recognized by such U.S. holder in the merger (other than with respect to cash received in lieu of fractional shares of OceanFirst common stock), and decreased by the amount of cash, if any, received by such U.S. holder in the merger (other than cash received in lieu of fractional shares of OceanFirst common stock). The holding period for the shares of OceanFirst common stock received in the merger, including any fractional shares deemed received by the U.S. holder under the treatment discussed below in "Cash in Lieu of Fractional Shares of OceanFirst Common Stock," generally will include the holding period for the shares of Two River Bank common stock exchanged therefore.

Cash in Lieu of Fractional Shares of OceanFirst Common Stock

A U.S. holder who receives cash instead of a fractional share of OceanFirst common stock will be treated as having received the fractional share of OceanFirst common stock pursuant to the merger and then as having exchanged the fractional share of OceanFirst common stock for cash in a redemption by the OceanFirst.

In general, this deemed redemption will be treated as a sale or exchange and a U.S. holder will recognize gain or loss equal to the difference between (i) the amount of cash received by such U.S. holder and (ii) the portion of the basis of the shares of Two River Bank common stock allocable to such fractional interest.

Part II Line 16 -Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of the securities and the valuation dates:

The exchange ratio as defined in the Merger Agreement was 0.6663 and \$5.375 in cash per share.

Therefore for each share of Two River Bancorp common stock that is exchanged for OceanFirst common stock, a Two River Bancorp shareholder would receive 0.6663 shares of OceanFirst common stock and \$5.375 in cash. Pursuant to IRC Section 358(a)(1), a U.S. holder's aggregate tax basis in the OceanFirst common stock received in the merger including any fractional shares deemed received, without the recognition of gain or loss, generally will equal such U.S. holder's aggregate tax basis in the Two River Bancorp common stock surrendered by such U.S. holder in the merger, decreased by the amount of any money received by the taxpayer and increased by the amount of gain to the taxpayer which was recognized on such exchange. Two River Bank shareholders are urged to consult their own tax advisors with respect to the amount of gain that should be recognized as a result of this exchange.

The market value of the securities is determined by the average trading price of OceanFirst common stock on The Nasdaq Global Select Market (the "NASDAQ") on the valuation date. The valuation date is the closing date as defined in the Merger Agreement.

Part II Line 18- Can any resulting loss be recognized?

Pursuant to IRC Section 356(c), if the property received in the exchange or distribution consists not only of property permitted by section 354 or 355 to be received without the recognition of gain or loss, but also of other property or money, then no loss from the exchange or distribution shall be recognized.

A U.S. holder who receives cash instead of a fractional share of OceanFirst common stock will be treated as having received the fractional share of OceanFirst common stock pursuant to the merger and then as having exchanged the fractional share of OceanFirst common stock for cash in a redemption by the Company. In general, this deemed redemption will be treated as a sale or exchange and a U.S. holder will recognize gain or loss equal to the difference between (i) the amount of cash received by such U.S. holder and (ii) the portion of the basis of the shares of Two River Bank common stock allocable to such fractional interest. Such gain or loss generally will constitute capital gain or loss and will be long-term capital gain or loss if the U.S. holder's holding period for the Two River common stock exchanged by such U.S. holder is greater than one year as of the effective time. The deductibility of capital losses is subject to limitations.

Part II Line 19-Provide any other information necessary to implement the adjustment, such as the reportable tax year:

The merger occurred on January 1, 2020. Therefore any gain or loss recognized with respect to the fractional shares should be reported by Two River Bank shareholders in the tax year which includes January 1, 2020 (e.g. calendar-year shareholder would report the transaction on his or her federal income tax return filed for the 2020 calendar year).

Two River Bank shareholders are urged to consult their own tax advisors with respect to their individual tax consequences of the merger. The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purposes of (i) avoiding penalties under the Internal Revenue Code of 1986, as amended, or (ii) promoting, marketing, or recommending any transaction or matter addressed herein.