

BRIDGE BANCORP INC  
Form FWP  
September 15, 2015

Issuer Free Writing Prospectus  
Dated September 15, 2015  
Filed Pursuant to Rule 433  
Registration Statement No. 333-199122

NASDAQ: BDGE Subordinated Notes Offering September 15, 2015

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Terms of Proposed Offering 3 Security Type: Fixed - to - Floating Rate Subordinated Notes due September 2030  
Fixed - to - Floating Rate Subordinated Notes due September 2025 Issuer: Bridge Bancorp, Inc. (NASDAQ: BDGE)  
Rating: BBB - by Kroll Bond Rating Agency Coupon: [ ]% [ ]% Term: 15 Years (Non - Call 10 Years) 10 Years (Non  
- Call 5 Years) Redemption: At the Company's option beginning in 2025 at 100% of par At the Company's option  
beginning in 2020 at 100% of par Use of Proceeds: General corporate purposes, potential strategic acquisitions and  
investments in the Bank as regulatory capital Expected Pricing: Week of September 14, 2015 Book - Running  
Manager: Sandler O'Neill + Partners, L.P. Co - Manager: Keefe, Bruyette & Woods, A Stifel Company

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Corporate Profile A Growing Long Island Business Passionate About Long Island Business Committed to  
Community Banking Delivering Results to Our Stakeholders Local Decisions Made by Local Bankers Fueling the  
Economy with \$2.3 Billion in Loans Built On A Strong Culture & Identity Succeeding by Building Relationships &  
Partnerships 4

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Headquarters : Bridgehampton Chartered: 1910 FT Employees: 432 Branches: 40 Nasdaq/Russell 2000 BDGE  
Current Franchise (1) September 11, 2015 Stock Price of \$26.96/share and 17,377,007 common shares outstanding  
June 30, 2015 Assets : \$ 3.4 billion Loans: \$ 2.3 billion Deposits: \$ 2.8 billion Market Cap: \$468 million (1) 5

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Population Density 1 Businesses per Square Mile 4,772 1,647 2,426 419 91 Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. \$95,830 \$89,246 \$66,610 \$59,568 \$53,706 Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. 204 71 98 16 3 Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. 4.3% 4.6% 5.3% 5.3% 5.3% Nassau, NY Suffolk, NY New York City (MSA) NY (State) U.S. % of Households w/ 100K+ Income: 48% 44% 33% 28% 23% Favorable Long Island Demographics Source: SNL Financial and Nielsen estimates for 2015. (1) Population density calculated as number of people per square mile. (2) Data as of June 2015. Median Household Income 2 Unemployment Rate 2 6

Management Profile Executive Team Kevin M. O'Connor, President and CEO Howard H. Nolan, Chief Financial Officer James J. Manseau, Chief Retail Banking Officer Kevin L. Santacroce, Chief Lending Officer John M. McCaffery, Treasurer Each with Over 25 Years of Financial Services Experience Continue to hire Experienced Professionals commensurate with size & complexity of Company Revenue Producers, Compliance & Operational Positions 7

Grow the Core/Legacy Franchise Integrate & Convert Acquired Branches Enhance Operations & Infrastructure  
Identify & Execute Market Opportunities Strategic Objectives “Execute Our Mission & Deliver Results” 8



Strategic Rationale for Acquisition Created #1 REAL Community Bank Headquartered on LI with \$ 3.4 billion in Assets Top 5 deposit market share<sup>1</sup> with combined 40 branch network Diversified Loan Portfolio with Low Cost Deposit Base Continues Geographic Expansion into Highly Attractive Markets Complements FNB NY Bancorp acquisition completed in February 2014 Increased Size & Scale Enhances Operating Leverage & Profitability Accretive to Earnings with 35% Cost Saves Expected Excess Liquidity & Higher Lending Limits Provide Additional Growth Potential Service Larger Customers & Expand Existing Relationships Community National Bank (CNB) Acquisition (1) Long Island includes Nassau & Suffolk Counties; Excludes Regional Banks with assets greater than \$250 billion 9

Community National Bank Transaction Update Closed Transaction and Migrated Core Systems June 2015 Acquired \$900MM in Assets \$736MM in Loans w / \$18MM fair value mark \$787MM in Deposits w/ \$221MM in DDA Goodwill of \$ 85.5MM and CDI of \$5.9MM Added 11 Branches (7 in Nassau County, 2 in Suffolk County and 2 in NYC - Manhattan, Bayside, Queens) Retained 72 Bankers including Branch, Lending, IT & Support Staff Acquired SBA & Residential Lending P latforms 10

Core Net Income of \$5.4 million or \$.43 Per Share Core ROA of .86% & Core ROE of 10.50% Record Net Interest Income \$20.4 million Net Interest Margin 3.57% Loan Growth of \$1.1 billion 89% Higher Than a Year Ago Deposits of \$2.8 billion 59% Higher Than a Year Ago Tier 1 Capital Increased by \$67 million Tangible Book Value of \$13.20/Share Strategies & Accomplishments – Q2 2015 Core Net Income, Core ROA & Core ROE exclude acquisition costs, net securities losses and tax benefit related to change in NYC tax law. Tangible book value per share excludes Goodwill and other intangible assets. See Appendix for a reconciliation of (GAAP) to core amounts. 11

Source : SNL Data Source Peer Medians. (1) BDGE amounts are presented on a core basis. See Appendix for a reconciliation of (GAAP ) to core amounts . (2) BDGE amount excludes all acquired loans 90 Days or more past due and still accruing. June 2015 YTD Performance vs Peers 12 0.87% 0.98% 0.91% BDGE (1) Proxy Peer Public Banks \$1-5B Return on Average Assets 10.75% 9.10% 8.60% BDGE (1) Proxy Peer Public Banks \$1-5B Return on Average Equity 59.5% 61.2% 65.2% BDGE (1) Proxy Peer Public Banks \$1-5B Efficiency Ratio 2.28% 2.31% 2.79% BDGE (1) Proxy Peer Public Banks \$1-5B Expenses to Average Assets 0.06% 0.50% 0.65% BDGE Proxy Peer Public Banks \$1-5B Non Performing Assets Ratio 0.04% 0.04% 0.05% BDGE Proxy Peer Public Banks \$1-5B Net Charge Offs

Source : SNL Data Source Peer Medians. (1) BDGE amounts are presented on a core basis. See Appendix for a reconciliation of (GAAP ) to core amounts. June 2015 YTD Performance vs Peers 12 0.87% 0.98% 0.91% BDGE (1) Proxy Peer Public Banks \$1-5B Return on Average Assets 10.75% 9.10% 8.60% BDGE (1) Proxy Peer Public Banks \$1-5B Return on Average Equity 59.5% 61.2% 65.2% BDGE (1) Proxy Peer Public Banks \$1-5B Efficiency Ratio 2.28% 2.31% 2.79% BDGE (1) Proxy Peer Public Banks \$1-5B Expenses to Average Assets 0.09% 0.50% 0.65% BDGE Proxy Peer Public Banks \$1-5B Non Performing Assets Ratio 0.04% 0.04% 0.05% BDGE Proxy Peer Public Banks \$1-5B Net Charge Offs

June 30, 2015 Loan Portfolio 13 Multi - Family 13% Consumer Loans 1% Equity Loans 3% Residential Mortgages 14% Commercial Loans 21% Commercial Mortgages: Owner Occupied 20% Commercial Mortgages: Non - Owner Occupied 24% Land & Construction Loans 4% \$2.3 billion in Loans, Average Yield of 4.83% Addition of Experienced & Knowledgeable Lenders Expansion of Reach & Relationships Preservation of Credit Discipline & Culture

Portfolio Distribution by Exposure C & I Loans , 27% Commercial Mortgages , 38% Consumer & ODL , 1% Home Equity Lines , 5% Land and Construction Non - Owner , 3% Land and Construction Owner , 1% Multi - Family , 11% Residential Mortgages , 12% Taxi Medallion , 1% June 30, 2015 13

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Concentration Limits by Product (Total Portfolio) 0% 50% 100% 150% 200% 250% 300% 350% 400% 450%  
Commercial Mortgages C&I Loans Multi-Family Home Equity Lines Residential Mortgages Land and Construction  
Owner Consumer & ODL Land and Construction Non-Owner Taxi Medallion Percent of Capital June 30, 2015 Limit  
Product 14

Taxi Medallions 15 Total exposure of \$ 33 million is exclusively first lien direct obligations of Medallion Owners, with 99 % Fleet Medallion Owners, representing just 1 . 4 % of total loans and 12 % of Bank's tier 2 capital . No new originations planned and we anticipate our exposure and concentration levels to decline even further through amortization, pay - downs and total loan portfolio growth . Only NYC - Manhattan Medallions ; No exposure to non - NYC medallions . All loans carry personal guarantees . At June 30 , 2015 , the Taxi Medallion portfolio is 100 % current . The most recent transactions date back to March 2015 thus reflecting an illiquid market for Medallions . Based on internal valuation estimates which have been adjusted by over 30 % from the peak value, the current average LTV of our portfolio is 66 % . Approximately 35 % of the Portfolio comes due during the remainder of 2015 and 23 % in 2016 Our intention is to work with Medallion Owners who may be unable to refinance existing notes away from the Bank .

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Asset Quality Ratios \* Excludes purchased loans not reserved against in ALLL ALLL/Total Loans\* Past Due & NPLs/Total Loans NPLs/Total Loans YTD Net Loan Losses/Avg Total Loans ALLL/NPLs 12/31/2010 1.69% 1.74% 1.33% 0.22% 126% 12/31/2011 1.87% 1.16% 0.68% 0.28% 261% 12/31/2012 1.81% 0.78% 0.41% 0.21% 439% 12/31/2013 1.58% 0.53% 0.38% 0.09% 419% 12/31/2014 1.39% 0.20% 0.09% 0.05% 1466% 6/30/2015 1.27% 0.26% 0.09% 0.04% 954% 3/31/2015 Peer Group 1.10% 0.90% 0.53% 0.06% 412% 16



Conservative Securities Portfolio \$841 Million in Securities Exceptional Credit Quality with 76% Guaranteed by the U.S. Government Effective Portfolio Duration is 3.73 Years Agency CMO's 43% MBS 24% Agencies 9% Munis 16% Corporate; Others 8% June 30, 2015 17

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Exposure to Interest Rate Risk 18 Interest Rate Risk 6/30/15 3/31/15 6/30/14 Earnings at Risk (Max.) Pct (%) Change in Net Interest Income with +200 bps ramp (12 Mths) Year 1 NII (% Change from Year 1 – Base) Up 200 BP - 5.1% - 5.2% - 6.2% Year 2 NII (% Change from Year 1 – Base) Up 200 BP - 4.9% - 5.5% - 7.0% EVE Analysis Percentage Change in EVE (+200BP) - 10.8% - 7.6% - 18.7%

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Deposit Profile Demand Deposits 35% Savings 10% Money Market & NOW 43% Certificates of Deposit 12% June 30, 2015 Cost of Funds 0.23% Demand Deposits 26% Savings 11% Money Market & NOW 48% Certificates of Deposit 15% December 31, 2010 Cost of Funds 0.68% 19

Capital Overview Tier1 Leverage ratio is higher at 6/30/15 due to the merger date falling near the end of the quarter Historically above Board adopted minimum standards & well - capitalized regulatory capital standards 20 Tier 1 Leverage Tier 1 RBC TRBC 12/31/2013 8.23% 12.03% 13.28% 12/31/2014 8.33% 11.85% 12.97% 6/30/2015 10.68% 10.28% 11.04% 0.00% 2.00% 4.00% 6.00% 8.00% 10.00% 12.00% 14.00% Bank Level Tier 1 Leverage Tier 1 RBC TRBC 12/31/2013 10.30% 15.06% 16.31% 12/31/2014 8.37% 11.90% 13.02% 6/30/2015 10.70% 10.32% 11.08% 0.00% 2.00% 4.00% 6.00% 8.00% 10.00% 12.00% 14.00% 16.00% 18.00% Holding Company Level

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Fixed Charges Coverage Ratio 21 Six Months Six Months Ended Ended June 30, June 30, (Dollars in Thousands)  
 2015 2014 2014 2013 2012 2011 2010 Including Interest Paid on Deposits: Earnings before income taxes 7,609\$  
 7,108\$ 21,002\$ 19,762\$ 18,852\$ 15,022\$ 13,213\$ Combined fixed charges: Interest expense on deposits 2,255 2,238  
 4,416 4,962 5,607 5,707 5,845 Interest expense on trust preferred securities 683 683 1,365 1,365 1,365 1,366 1,365  
 Interest expense on borrowed funds 827 816 1,679 945 583 543 530 Appropriate portion (1/3) of rent expense 690  
 534 1,215 812 524 449 452 Total fixed charges 4,455\$ 4,271\$ 8,675\$ 8,084\$ 8,079\$ 8,065\$ 8,192\$ Earnings before  
 income taxes and fixed charges 12,064\$ 11,379\$ 29,677\$ 27,846\$ 26,931\$ 23,087\$ 21,405\$ Ratio of earnings to fixed  
 charges 2.71 2.66 3.42 3.44 3.33 2.86 2.61 Excluding Interest Paid on Deposits: Earnings before income taxes 7,609\$  
 7,108\$ 21,002\$ 19,762\$ 18,852\$ 15,022\$ 13,213\$ Combined fixed charges: Interest expense on trust preferred  
 securities 683 683 1,365 1,365 1,365 1,366 1,365 Interest expense on borrowed funds 827 816 1,679 945 583 543 530  
 Appropriate portion (1/3) of rent expense 690 534 1,215 812 524 449 452 Total fixed charges 2,200\$ 2,033\$ 4,259\$  
 3,122\$ 2,472\$ 2,358\$ 2,347\$ Earnings before income taxes and fixed charges 9,809\$ 9,141\$ 25,261\$ 22,884\$  
 21,324\$ 17,380\$ 15,560\$ Ratio of earnings to fixed charges 4.46 4.50 5.93 7.33 8.63 7.37 6.63 Years Ended  
 December 31,

Holding Company Liquidity 22 Retain \$25 million of Sub Debt Proceeds at Holding Company Provides 1 Year plus of Holding Company Liquidity Bank Dividend Capacity of \$28.5 Million at June 30, 2015

Summary Strong & Consistent Financial Performance Outstanding Asset Quality and Balance Sheet Flexibility  
Superior Franchise Growth with Compelling Opportunities Well - Positioned in Economically Attractive Markets  
Experienced Management Team and Board of Directors Clear Understanding of Risks, Opportunities and Challenges  
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Appendix



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Proxy Peer Group 24 Total Assets Company Name Ticker Location MRQ (\$000) 1 First of Long Island Corp. FLIC Glen Head, NY 2,828,714\$ 2 Lakeland Bank LBAI Oak Ridge, NJ 3,699,127\$ 3 Peapack-Gladstone Financial PGC Bedminster, NJ 3,118,170\$ 4 Suffolk Bancorp SUBK Riverhead, NY 1,998,220\$ 5 ConnectOne Bancorp, Inc. CNOB Englewood Cliffs, NJ 3,660,057\$ 6 Century Bancorp Inc. CNBKA Medford, MA 3,913,818\$ 7 Cardinal Financial Corp. CFNL McLean, VA 3,765,274\$ 8 Enterprise Bancorp Inc. EBTC Lowell, MA 2,170,477\$ 9 Meridian Bancorp Inc. EBSB Peabody, MA 3,302,261\$ 10 Bryn Mawr Bank Corp. BMTC Bryn Mawr, PA 2,950,014\$ 11 Oritani Financial Corp. ORIT Township of Washington, NJ 3,353,065\$ 12 Sandy Spring Bancorp Inc. SASR Olney, MD 4,507,367\$ 13 Univest Corp. of Pennsylvania UVSP Souderton, PA 2,780,578\$ 14 Washington Trust Bancorp Inc. WASH Westerly, RI 3,644,477\$ 15 OceanFirst Financial Corp. OCFC Toms River, NJ 2,395,100\$ 16 Eagle Bancorp Inc EGBN Bethesda, MD 5,753,803\$ 17 Flushing Financial Corp. FFIC Uniondale, NY 5,359,964\$ 18 Hingham Instit. For Savings HIFS Hingham, MA 1,633,996\$ 19 WSFS Financial Corp. WSFS Wilmington, DE 5,077,483\$ 20 Brookline Bancorp Inc. BRKL Boston, MA 5,782,934\$ 21 TowneBank TOWN Portsmouth, VA 6,055,181\$

Reconciliation of GAAP to Core Results (Dollars in thousands, except per share amounts) Three Months Ended June 30, 2015 Net Income Reported/Diluted Earnings Per Share - (GAAP) \$ 463 \$ 0.04 Adjustments: Acquisition Costs, Net of Income Taxes 5,260 0.42 Net Securities Losses, Net of Income Taxes - - Tax Benefit Related to NYC Tax Law Change (351) (0.03) Net Income/Diluted Earnings Per Share - Core \$ 5,372 \$ 0.43 Three Months Ended June 30 , 2015 Six Months Ended June 30, 2015 Return on Average Total Assets – (GAAP) 0.07% 0.44% Acquisition Costs, Net of Income Taxes 0.84% 0.46% Net Securities Losses, Net of Income Taxes 0.00% 0.00% Tax Benefit Related to NYC Tax Law Change (0.05%) (0.03%) Core Return on Average Total Assets 0.86% 0.87% Return on Average Stockholders' Equity – (GAAP) 0.91% 5.47% Acquisition Costs, Net of Income Taxes 10.28% 5.64% Net Securities Losses, Net of Income Taxes 0.00% 0.01% Tax Benefit Related to NYC Tax Law Change (0.69%) (0.37%) Core Return on Average Stockholders' Equity 10.50% 10.75% 25

Reconciliation of GAAP to Core Results (Dollars in thousands, except per share amounts) At June 30, 2015 Common shares outstanding 17,369,600 Stockholders' equity – (GAAP) \$ 333,907 Less: Goodwill and other intangible assets 104,559 Tangible stockholders' equity \$ 229,348 Tangible book value per common share \$ 13.20 Efficiency ratio – (GAAP) 78.26% Non - interest expense \$ 35,344 Less: amortization of intangibles and acquisition costs 8,472 Non - interest expense excl. amortization of intangibles and acquisition costs \$ 26,872 Net interest income (fully taxable equivalent) \$ 39,830 Non - interest income 5,331 Less: gains (losses) from securities transactions (10) Total revenues excl. gains (losses) from securities transactions \$ 45,171 Core efficiency ratio 59.49% Six Months Ended June 30, 2015 Operating Expense as a % of Average Assets – (GAAP) 2.98% Acquisition Costs, Net of Income Taxes - 0.70% Core Operating Expense as a % of Average Assets 2.28% 26