



FLAGSTAR BANCORP INC

FORM DEF14A

(Additional Proxy Soliciting Materials (Definitive))

Filed 04/14/22

Address 5151 CORPORATE DRIVE, TROY, MI, 48098-2639
Telephone (727) 384-2323
CIK 0001033012
Symbol FBC
SIC Code 6035 - Savings Institution, Federally Chartered
Fiscal Year 12/31

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12



(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies: _____
 - 2) Aggregate number of securities to which transaction applies: _____
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - 4) Proposed maximum aggregate value of transaction: _____
 - 5) Total fee paid: _____
 - ☐ Fee paid previously with preliminary materials.
 - ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid: _____
 - 2) Form, Schedule or Registration Statement No.: _____
 - 3) Filing Party: _____
 - 4) Date Filed: _____
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FLAGSTAR BANCORP, INC.
5151 CORPORATE DRIVE
TROY, MI 48068-2639

Your **Vote** Counts!

FLAGSTAR BANCORP, INC.

2022 Annual Meeting

Vote by May 23, 2022

11:59 PM ET



D79881-P73160

You invested in FLAGSTAR BANCORP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 24, 2022.**

Get informed before you vote

View the Notice and Proxy Statement and 2021 Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 10, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 24, 2022
9:00 a.m., Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/FBC2022

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommend
1. The election of directors: Nominees:	
1a. Alessandro P. DiNello	✓ For
1b. Jay J. Hansen	✓ For
1c. Toan Huynh	✓ For
1d. Lori Jordan	✓ For
1e. John D. Lewis	✓ For
1f. Bruce E. Nyberg	✓ For
1g. James A. Ovenden	✓ For
1h. Peter Schoels	✓ For
1i. David L. Treadwell	✓ For
1j. Jennifer R. Whip	✓ For
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022.	✓ For
3. To adopt an advisory (non-binding) resolution to approve named executive officer compensation.	✓ For