

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Lakeland Bancorp, Inc.		2 Issuer's employer identification number (EIN) 22-2953275	
3 Name of contact for additional information Timothy J. Matteson, Esq.	4 Telephone No. of contact (973) 697-6140 ext. 274	5 Email address of contact tmatteson@lakelandbank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 250 Oak Ridge Road		7 City, town, or post office, state, and Zip code of contact Oak Ridge, New Jersey 07438-8906	
8 Date of action July 1, 2016	9 Classification and description Common Stock		
10 CUSIP number 511637100	11 Serial number(s)	12 Ticker symbol LBAI	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

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 ▶ [See attached](#)

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 ▶ [See attached](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ [See attached](#)

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached

Lined area for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attached

Lined area for providing information on recognizing resulting losses.

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

Lined area for providing other information necessary to implement the adjustment.

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

Sign Here

Signature ▶

[Handwritten Signature]

Date ▶

July 7, 2016

Print your name ▶ Timothy J. Matteson, Esq.

Executive Vice President,

Title ▶ General Counsel & Corporate Secretary

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

LAKELAND BANCORP, INC.

EIN 22-2953275

ATTACHMENT TO FORM 8937

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Part II, Box 14:

On July 1, 2016 (the "Effective Date"), Harmony Bank, a New Jersey-chartered commercial bank ("Harmony Bank") was merged (the "Merger") with and into Lakeland Bank, a New Jersey-chartered commercial bank ("Lakeland Bank") and a wholly-owned subsidiary of Lakeland Bancorp, Inc., a New Jersey corporation ("Lakeland"), with Lakeland Bank as the surviving entity, pursuant to the terms and conditions of the Agreement and Plan of Merger (the "Merger Agreement"), dated February 17, 2016, by and between Lakeland, Lakeland Bank, and Harmony Bank.

Part II, Box 15:

Pursuant to the Merger Agreement, each share of Harmony Bank common stock outstanding immediately prior to the effective time of the Merger was converted into the right to receive 1.25 shares of Lakeland common stock. In addition, cash was paid for any fractional share interests.

Part II, Box 16:

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Consult your tax adviser to determine the particular tax consequences to you of the Merger.

The acquisition of Harmony Bank pursuant to the Merger was intended to qualify as a reorganization within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Assuming the Merger so qualifies, in general, for federal income tax purposes, the aggregate tax basis of the shares of Lakeland common stock received by Harmony Bank shareholders as a result of the Merger (excluding any fractional share interests deemed received and redeemed for cash) will be the same as the aggregate tax basis of the Harmony Bank shares surrendered in exchange therefor, increased by the amount of any gain recognized upon the exchange. A Harmony Bank shareholder must allocate the tax basis so calculated

across the total number of the Lakeland common shares received by such shareholder in the Merger, which will permit the computation of a tax basis per share. This tax basis will differ with respect to each separate Harmony Bank shareholder and, additionally, tax basis may differ with respect to separate and distinct blocks of common shares owned by any Harmony Bank shareholder. To the extent that a Harmony Bank shareholder received cash in lieu of a fractional Lakeland common share, a portion of the total tax basis must be allocated to the fractional share and such fractional share will be deemed to be received and then redeemed for cash. The holding period of any shares of Lakeland common stock received by Harmony Bank shareholders in the Merger generally will include the holding period of the shares of Harmony Bank common stock surrendered in the exchange.

Part II, Box 17:

The acquisition of Harmony Bank pursuant to the Merger was intended to qualify as a reorganization within the meaning of section 368(a) of the Code. Assuming the Merger so qualifies, the federal income tax consequences to the Harmony Bank shareholders who receive shares of Lakeland common stock as full or partial consideration for shares of Harmony Bank common stock will be determined under Code sections 354, 356, 358, and 1221.

Part II, Box 18:

Harmony Bank shareholders who received Lakeland common stock as Merger consideration cannot recognize any loss by reason of the Merger, except with respect to cash received in lieu of a fractional share of Lakeland common stock. If a Harmony Bank shareholder receives cash in lieu of a fractional share of Lakeland common stock, the Harmony Bank shareholder will be treated as having received a fractional share of Lakeland common stock pursuant to the Merger and then having exchanged the fractional share of Lakeland common stock for cash in a redemption by Lakeland. As a result, the Harmony Bank shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the Harmony Bank shareholder's basis in the fractional share of Lakeland common stock as described in line 16 above. Such gain or loss generally will be a capital gain or loss, and will be long-term capital gain or loss if, as of the Effective Date, the Harmony Bank shareholder's holding period with respect to the fractional share (including the holding period of the Harmony Bank common stock surrendered therefor) exceeds one year. Special rules apply to Harmony Bank shareholders who received their shares of Harmony Bank common stock through the exercise of an employee stock option, through a tax qualified retirement plan, or otherwise as compensation, and such Harmony Bank shareholders are instructed to consult their own tax advisers.

Part II, Box 19:

In general, any adjustment to the tax basis that results in gain or loss recognized by a Harmony Bank shareholder as a result of the completion of the Merger should be reported for the taxable year that includes the Effective Date (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2016 calendar year).

For additional information please refer to the full text of the Merger Agreement, which is included as Exhibit 2.1 in Lakeland's Form 8-K filed with the Securities and Exchange Commission ("SEC") on February 17, 2016.