



S-Bank Plc announces final tender offer results

10.12.2025 10:00:00 EET | S-Bank Plc | Other information disclosed according to the rules of the Exchange

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10 December 2025 at 10.00 (EET)

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S-Bank Plc ("S-Bank") announces today the final results of the invitation to the holders of EUR 150,000,000 Senior Preferred MREL Eligible Notes with the maturity date of 23 November 2026 (ISIN code FI4000562301) issued by S-Bank (the "Notes"), to tender their Notes for cash on the terms and conditions set out in the tender offer memorandum dated 1 December 2025 (the "**Tender Offer Memorandum**") (the "**Tender Offer**"). Capitalised terms used in this release but not defined have the meanings given to them in the Tender Offer Memorandum.

Valid tender instructions of EUR 97,900,000 in aggregate nominal amount of the Notes were received pursuant to the Tender Offer. S-Bank announces that it will accept for purchase EUR 97,900,000 in aggregate nominal amount of the Notes (the "**Final Acceptance Amount**") pursuant to the Tender Offer.

The Purchase Price for the Notes was determined in accordance with market convention as outlined in the Tender Offer Memorandum. S-Bank will pay the Purchase Spread of 10 basis points and the benchmark rate of 3-month EURIBOR. At the Pricing Time, 3-Month EURIBOR was 2.088 % and the resultant Purchase Price that S-Bank will pay per EUR 1,000 will be EUR 1,021. In addition, S-Bank will pay accrued and unpaid interest on Notes accepted for purchase in the Tender Offer.

The Settlement Date of the Tender Offer is expected to be around 11 December 2025. All Notes purchased by S-Bank will be cancelled. Notes not tendered pursuant to the Tender Offer will remain outstanding.

Danske Bank A/S and Skandinaviska Enskilda Banken AB (publ) act as dealer managers for the Tender Offer and Danske Bank A/S, Finland Branch acts as tender agent for the Tender Offer. Information in respect of the Tender Offer may be obtained from Danske Bank A/S, email: liabilitymanagement@danskebank.dk / tel. +45 33 64 88 51, Skandinaviska Enskilda Banken AB (publ), email: liabilitymanagementdcm@seb.se / tel. +44 7818 426149 and Danske Bank A/S, Finland Branch, email: liabilitymanagement@danskebank.dk / tel. +45 33 64 88 51.

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Disclosure regulation

The distribution of this release and the invitation to tender the outstanding Notes is prohibited by law in certain countries. Persons into whose possession this release and/or the Tender Offer Memorandum may come are required to inform themselves about and comply with such restrictions. Neither this release nor the Tender Offer Memorandum may be distributed or published in any country or jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction or would require actions under the laws of a state or jurisdiction, including the United States, Australia, Canada, Japan, Hong Kong, South Africa and Singapore. The information contained herein or in the Tender Offer Memorandum shall not constitute an offer to sell or tender, or a solicitation of an offer to buy or sell the Notes to any persons in any jurisdiction in which such offer, solicitation or sale or tender would be unlawful. In those jurisdictions where the securities, investor protection or other laws require the Tender Offer to be made by a licensed broker or dealer and the dealer manager or any of the dealer manager's affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by the dealer manager or its affiliate, as the case may be, on behalf of S-Bank in such jurisdiction.

United States: The Tender Offer is not being made, and will not be made, directly or indirectly in or into, and cannot be accepted, directly or indirectly, from, or by use of the mails of, or by any means or instrumentality of interstate or foreign

commerce of or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S under the Securities Act). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by, or by any person acting for the account or benefit of, a U.S. Person. Accordingly, copies of this release, Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly mailed or otherwise sent, transmitted, distributed or forwarded (including, without limitation, by custodians, nominees, trustees or agents) in, into or from the United States or to any persons located or resident in the United States or to any U.S. Person and persons receiving this release or the Tender Offer Memorandum must not mail, send, transmit, distribute or forward it or any other documents or materials relating to the Tender Offer in, into or from the United States. Any person accepting the Tender Offer shall be deemed to represent to S-Bank such person's compliance with these restrictions. Any purported acceptance of Notes in the Tender Offer resulting directly or indirectly from a breach or violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a U.S. Person or by a person located in the United States or any agent, fiduciary or other intermediary acting on a nondiscretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

United Kingdom: The communication of this release, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Neither this release nor the Tender Offer Memorandum constitute an offer of securities to the public in the United Kingdom. This release and the Tender Offer Memorandum may only be distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this release, the Tender Offer Memorandum or any of their respective contents.

Nothing in this release constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. The New Notes are not being, and will not be, offered or sold in the United States. The New Notes may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act). The New Notes are subject to the selling and distribution restrictions set out in the base prospectus prepared in connection with the New Notes (the "**Base Prospectus**") and each investor must carefully read the disclaimer as presented in the Base Prospectus and comply with the selling and distribution restrictions set out in the Base Prospectus.

The distribution of this release and the invitation to tender the outstanding Notes is prohibited by law in certain countries. Persons into whose possession this release and/or the Tender Offer Memorandum may come are required to inform themselves about and comply with such restrictions. Neither this release nor the Tender Offer Memorandum may be distributed or published in any country or jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction or would require actions under the laws of a state or jurisdiction, including the United States, Australia, Canada, Japan, Hong Kong, South Africa and Singapore. The information contained herein or in the Tender Offer Memorandum shall not constitute an offer to sell or tender, or a solicitation of an offer to buy or sell the Notes to any persons in any jurisdiction in which such offer, solicitation or sale or tender would be unlawful. In those jurisdictions where the securities, investor protection or other laws require the Tender Offer to be made by a licensed broker or dealer and the dealer manager or any of the dealer manager's affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by the dealer manager or its affiliate, as the case may be, on behalf of S-Bank in such jurisdiction.

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send, transmit, distribute or forward it or any other documents or materials relating to the Tender Offer in, into or from the United States. Any person accepting the Tender Offer shall be deemed to represent to S-Bank such person's compliance with these restrictions. Any purported acceptance of Notes in the Tender Offer resulting directly or indirectly from a breach or violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a U.S. Person or by a person located in the United States or any agent, fiduciary or other intermediary acting on a nondiscretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

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Contacts

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About S-Bank Plc

S-Bank is a Finnish bank and part of S Group. We exist to give everyone the possibility of a little more wealth. We have more than three million customers and we know their day-to-day life. We bring convenience and value to our customers through our easy-to-use digital services, for example. Being a full-service bank, we offer support to our customers every day and at the turning points in their lives. s-pankki.fi

Attachments

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