



Inside information: S-Bank Plc announces a voluntary recommended public cash tender offer of EUR 17.20 per share for all shares in Oma Savings Bank Plc

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S-Bank Plc

Inside information

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Inside information: S-Bank Plc announces a voluntary recommended public cash tender offer of EUR 17.20 per share for all shares in Oma Savings Bank Plc

- S-Bank Plc is to launch a voluntary cash tender offer of EUR 17.20 per share, with the aim of acquiring all issued and outstanding shares in Oma Savings Bank Plc. Following the completion of the Tender Offer, the aim is to delist Oma Savings Bank Plc from the regulated market maintained by Nasdaq Helsinki Ltd.
- The Offer Price represents a premium of approximately 52.5 per cent compared to the volume-weighted average trading price during the twelve-month period and approximately 47.0 per cent compared to the closing price as of 8 July 2026, and provides the shareholders of Oma Savings Bank Plc with an opportunity to realise the immediate value of their shareholdings.
- Etelä-Karjalan Säästöpankkisäätiö sr, Parkanon Säästöpankkisäätiö sr, Liedon Säästöpankkisäätiö sr, Töysän Säästöpankkisäätiö sr and Kuortaneen Säästöpankkisäätiö sr, which in aggregate hold approximately 59.9 per cent of the outstanding shares and votes in Oma Savings Bank Plc, have irrevocably undertaken to accept the Tender Offer.
- The Board of Directors of Oma Savings Bank Plc, represented by a quorum comprising the non-conflicted members of the Board of Directors, has unanimously decided to recommend that the shareholders of Oma Savings Bank accept the Tender Offer. The recommendation is supported by a fairness opinion provided by EY Advisory Oy to the Board of Directors of Oma Savings Bank.
- S-Bank Plc believes that, upon completion, the combination will create a larger business entity which strengthens the position of the combined bank as a competitive player and which has stronger capabilities to offer high-quality services to its customers and to respond to the growing requirements of the banking sector.
- S-Bank Plc sees significant value and potential in Oma Savings Bank Plc. Oma Savings Bank Plc has a history spanning over 150 years and, with it, a strong position in the Finnish banking sector as well as valuable financial sector expertise. S-Bank Plc would provide a solid platform to continue successful work and growth.
- The Tender Offer is expected to be completed during the fourth quarter of 2026.
- The completion of the Tender Offer is not expected to have any immediate material effects on the operations or assets, the position of the management or employees, or the business locations of Oma Savings Bank. However, as is customary, the Offeror intends to change the composition of the Board of Directors of Oma Savings Bank after the completion of the Tender Offer. After the completion of the Tender Offer Oma Savings Bank Plc would continue as a subsidiary of S-Bank Plc. Further, depending on the strategic and commercial considerations by S-Bank Plc following the completion of the Tender Offer and/or the delisting of the shares of Oma Savings Bank Plc from the regulated market of Nasdaq Helsinki Ltd, certain changes may be implemented over time as part of customary business evaluation.

S-Bank Plc ("**S-Bank**" or the "**Offeror**") hereby announces a voluntary recommended public cash tender offer for all the issued and outstanding shares (the "**Shares**" or, individually, a "**Share**") in Oma Savings Bank Plc ("**Oma Savings Bank**" or the "**Company**") that are not held by Oma Savings Bank or any of its subsidiaries (the "**Tender Offer**"). The Company's shareholders (excluding Oma Savings Bank and its subsidiaries) will be offered a cash consideration of EUR 17.20 for each Share validly tendered in the Tender Offer (the "**Offer Price**"), valuing the Company's total issued share capital at approximately EUR 571.4 million based on 33,222,988 Shares.

The Board of Directors of Oma Savings Bank, represented by a quorum comprising the non-conflicted members of the Board of Directors (the "**Board of Directors of Oma Savings Bank**" or the "**Board of Directors of the Company**"), has unanimously decided to recommend that the shareholders of Oma Savings Bank accept the Tender Offer. Oma Savings Bank's Chair of the Board of Directors,

Jaakko Ossa, is a member of the Board of Directors of a shareholder that has given an irrevocable undertaking and has therefore not participated in any assessment, review or decision-making concerning the Tender Offer or related matters. The Board of Directors of Oma Savings Bank has considered these matters exclusively among its non-conflicted members.

KEY HIGHLIGHTS AND SUMMARY OF THE TENDER OFFER

- On 9 July 2026, the Offeror and Oma Savings Bank have entered into a combination agreement (the “**Combination Agreement**”) pursuant to which the Offeror will make the Tender Offer for all the Shares in Oma Savings Bank.
- The Offer Price is EUR 17.20 in cash for each Share validly tendered in the Tender Offer, subject to adjustments as set out in the section “The Tender Offer in Brief” below.
- The Shares are traded on the regulated market maintained by Nasdaq Helsinki Ltd (“**Nasdaq Helsinki**”).
- The Offer Price represents a premium of approximately:
 - 47.0 per cent compared to the closing price (EUR 11.70) of the Oma Savings Bank share on Nasdaq Helsinki on 8 July 2026, the last trading day immediately preceding the announcement of the Tender Offer;
 - 46.0 per cent compared to the volume-weighted average price (EUR 11.78) of the Oma Savings Bank share on Nasdaq Helsinki during the three-month period prior to and up to 8 July 2026;
 - 37.9 per cent compared to the volume-weighted average price (EUR 12.47) of the Oma Savings Bank share on Nasdaq Helsinki during the six-month period prior to and up to 8 July 2026; and
 - 52.5 per cent compared to the volume-weighted average price (EUR 11.28) of the Oma Savings Bank share on Nasdaq Helsinki during the twelve-month period prior to and up to 8 July 2026.
- The total equity value of the Tender Offer is approximately EUR 571.4 million based on 33,222,988 Shares and excluding 133,741 shares held in treasury by Oma Savings Bank.
- The Board of Directors of Oma Savings Bank, represented by a quorum comprising the non-conflicted members of the Board of Directors, has unanimously decided to recommend that the shareholders of Oma Savings Bank accept the Tender Offer. The recommendation is supported by a fairness opinion provided by the Company’s financial adviser EY Advisory Oy to the Board of Directors of Oma Savings Bank.
- The completion of the Tender Offer is not expected to have any immediate material effects on the operations or assets, the position of the management or employees, or the business locations of Oma Savings Bank. However, as is customary, the Offeror intends to change the composition of the Board of Directors of Oma Savings Bank after the completion of the Tender Offer. Further, depending on the strategic and commercial considerations by the Offeror following the completion of the Tender Offer and/or the delisting of the Shares from the regulated market of Nasdaq Helsinki, certain changes may be implemented over time as part of customary business evaluation.
- Oma Savings Bank’s major shareholders, Etelä-Karjalan Säästöpankkisäätiö sr, Parkanon Säästöpankkisäätiö sr, Liedon Säästöpankkisäätiö sr, Töysän Säästöpankkisäätiö sr and Kuortaneen Säästöpankkisäätiö sr, who in aggregate represent approximately 59.9 per cent of Oma Savings Bank’s Shares, have each separately irrevocably undertaken to accept the Tender Offer. These irrevocable undertakings shall automatically terminate, inter alia, if the Offeror has not commenced the offer period under the Tender Offer within four (4) weeks from the announcement of the Tender Offer, or if the Offeror withdraws or decides not to complete the Tender Offer.
- The funds immediately available to the Offeror suffice for completing the Tender Offer and for financing the potential compulsory redemption proceedings in accordance with the Finnish Companies Act (624/2006, as amended, the “**Finnish Companies Act**”). The Offeror’s obligation to complete the Tender Offer is not conditional upon the availability of financing (assuming that all the Conditions to Completion (as defined below) of the Tender Offer are satisfied or waived by the Offeror).
- The Offeror expects to publish a tender offer document (the “**Tender Offer Document**”) with detailed information on the Tender Offer on or about 16 July 2026. The offer period under the Tender Offer is expected to commence on or about 17 July 2026, and to expire on or about 25 September 2026, unless the Offeror extends the offer period in order to satisfy the Conditions to Completion (as defined below) of the Tender Offer. The Tender Offer is currently expected to be completed during the fourth quarter of 2026.
- The completion of the Tender Offer is subject to the satisfaction or waiver by the Offeror of certain customary conditions on or prior to the Offeror’s announcement of the final results of the Tender Offer including, among other things, that all necessary approvals by regulatory authorities have been received and the Offeror having gained control of more than 90 per cent of the Shares and votes in Oma Savings Bank.

Commenting on the Tender Offer, Jari Annala, Chair of the Board of Directors of S-Bank:

“We are very pleased to announce our tender offer for the shares in Oma Savings Bank. Based on a thorough evaluation, we consider this a strategically compelling opportunity for both S-Bank and Oma Savings Bank.

Oma Savings Bank is a well-established player in the Finnish banking sector, and we see a strong shared foundation of values between our companies. We greatly appreciate the work through which the Company has built its position. For S-Bank, the transaction would be a natural step in the execution of its strategy and an opportunity to build an even stronger domestic bank.

S-Bank has strong financial resources to complete the transaction. S-Bank’s shareholders support the transaction and have committed to capitalising S-Bank to ensure that its capital position remains strong also after the completion of the Tender Offer.”

Commenting on the Tender Offer, Riikka Laine-Tolonen, CEO of S-Bank:

"S-Bank's objective is to grow to a new size category and to increase the number of active customers who consolidate their banking with S-Bank. If the transaction is completed, S-Bank would become an even stronger alternative for customers. By combining the strengths of both banks, we could offer even better services and customer experience, combining digital convenience, personal service and a strong local presence.

A larger size category would improve our ability to invest in the development of the bank and its services in an operating environment where customer expectations and the demands placed on banking are continuously growing. The combination would also create excellent conditions for expanding our corporate banking business, making us an even more attractive partner for an increasing number of customers.

Our experience gained from previous corporate transactions gives us strong capabilities to execute the combination in a controlled, smooth and responsible manner, from the perspective of both customers and personnel."

Commenting on the Tender Offer, Carl Pettersson, Vice Chair of the Board of Directors of Oma Savings Bank:

"In recent years, Oma Savings Bank has resolutely implemented significant changes and improved its operational efficiency and performance. The Company has updated its strategy and built a stronger and more sustainable bank, with personal service and locality at the core of its operations. At the same time, industry consolidation is increasingly shaping the development of the banking sector.

Against this background, the Board of Directors of Oma Savings Bank has carefully evaluated the Tender Offer in accordance with the Helsinki Takeover Code issued by the Finnish Securities Market Association. The evaluation has taken into account, among other things, the Offeror's ability to support the future development of Oma Savings Bank as part of a larger entity, as well as the significant premium of the Offer Price and the cash consideration. The Board of Directors of Oma Savings Bank has carefully considered other alternatives and assessed the Company's value in relation to the Company's strategy, earnings capacity and other strengths.

In evaluating the Tender Offer and other alternatives, the Board of Directors of Oma Savings Bank has also taken into account that shareholders representing in aggregate approximately 59.9 per cent of the Shares in Oma Savings Bank have irrevocably undertaken to accept the Tender Offer. Taking into account the value offered to shareholders in the transaction, the Board of Directors of Oma Savings Bank considers the Tender Offer to be a fair and reasonable alternative for Oma Savings Bank and its shareholders."

Commenting on the Tender Offer, Karri Alameri, CEO of Oma Savings Bank:

"Oma Savings Bank has made significant progress in recent years. This positive development is the result of determined work through which we have strengthened our operations, improved our efficiency and focused more clearly on the fundamentals of banking. At the core of our business is a strong local presence, committed personnel and long-standing customer relationships built on trust and personal service.

I am proud of how our organisation carries this work forward every day, and I believe that Oma Savings Bank is on a path towards stronger and more sustainable performance. Recent years have been a time of transformation for our Company and a testament to a strong culture of execution and the professionalism of our personnel."

ABOUT S-BANK

S-Bank is a well-capitalised bank and part of the domestic S Group. S-Bank was created as a bank for co-op members with the mission of ensuring that everyone has the possibility of a little more wealth. S-Bank offers its customers banking, financing and wealth management services and engages in mortgage banking operations. At the end of 2025, S-Bank had more than 3.4 million customers, of which 858,000 were active customers. S-Bank's strategy is to grow the number of active customers and the share of customers who consolidate their banking activities with S-Bank, and to offer superior ease and benefits through a service model that combines digital and personal service. S-Bank employs approximately 1,200 experts.

ABOUT OMA SAVINGS BANK

Oma Savings Bank is a well-capitalised and profitable Finnish bank that serves over 200,000 personal and corporate customers through 48 branches across Finland and digital channels with approximately 600 experts. Oma Savings Bank focuses primarily on retail banking and offers its customers a diverse range of banking services both through its own balance sheet and by intermediating products of its cooperation partners, such as credit, investment and loan protection products. Oma Savings Bank also engages in mortgage banking operations. Oma Savings Bank's key objective is a first-class customer experience through personal service and easy accessibility in both digital and traditional channels. The Shares of Oma Savings Bank are listed on the regulated market maintained by Nasdaq Helsinki.

BACKGROUND AND STRATEGIC RATIONALE

The Offeror and the Company share compatible values, including trust, customer-centricity, local presence and responsible business conduct. The Finnish banking sector is undergoing continuous transformation, where digitalisation and an evolving regulatory environment require larger business operations and operational efficiency. In addition, tightening regulation and growing costs related to regulation and technology increase the need for economies of scale and make industry consolidation a key means to respond to changes in the operating environment. The Offeror believes that the combination will create an entity that is stronger than either

company operating independently, and whose larger scale will enable more significant investments in services, technology, customer experience and personnel competence development, as well as developing services that combine digital, personal and local elements, and which will be able to respond more effectively to the growing demands of the banking sector and offer competitive services to its customers.

In addition, the Offeror views the Company's strong position as a bank for small and medium-sized enterprise customers and agricultural customers, and the Company's regional position, as a natural complement to the Offeror's existing business. Through the combination, the Offeror's corporate banking business would expand to cover the servicing of small and medium-sized enterprises and agricultural customers, which would diversify the Offeror's revenue structure and respond to the needs and expectations of its customers. The combination would complement the Offeror's existing business structure and broaden the customer base of the combined entity. The Offeror believes that combining the best talent from both companies will elevate the competence level of the combined entity and create a more attractive working environment that supports employee development and retention. Sharing best practices between the organisations will enhance the customer experience and business performance.

The Offeror has a strong financial position and a demonstrated ability to execute demanding integration projects with high quality, which, in the Offeror's view, creates excellent conditions for the successful completion of the combination. The Offeror's shareholders have expressed their support for the transaction, and in connection with the completion of the Tender Offer, the Offeror will strengthen its own funds through a share issue of up to EUR 400 million to ensure that the Offeror's capitalisation remains strong also after the completion of the Tender Offer. The share issue will be directed to the Offeror's current shareholders, namely Suomen Osuuskappojen Keskuskunta (SOK) and the cooperatives belonging to the S Group, which have committed to the completion of the share issue.

The completion of the Tender Offer is not expected to have any significant immediate effects on the Company's business, assets, the position of management or employees or business locations. However, as is customary, the Offeror intends to change the composition of the Board of Directors of the Company following the completion of the Tender Offer. Further, depending on the strategic and commercial considerations by the Offeror following the completion of the Tender Offer and/or the delisting of the Shares from the regulated market of Nasdaq Helsinki, certain changes may be implemented over time as part of customary business evaluation.

THE TENDER OFFER IN BRIEF

The Offeror and Oma Savings Bank have on 9 July 2026 entered into the Combination Agreement pursuant to which the Offeror will make the Tender Offer. A summary of the Combination Agreement has been provided below under the section "The Combination Agreement".

The Offeror and Oma Savings Bank have undertaken to comply with the Helsinki Takeover Code issued by the Finnish Securities Market Association (the "**Helsinki Takeover Code**").

As at the date of this announcement, Oma Savings Bank has a total of 33,356,729 issued shares, of which 33,222,988 are outstanding and 133,741 are treasury shares held by the Company. As at the date of this announcement, the Offeror does not hold any Shares.

The Offeror reserves the right to acquire Shares during and/or after the offer period (including any extension thereof and any subsequent offer period) in public trading on Nasdaq Helsinki or otherwise.

The Offer Price

The Offer Price is EUR 17.20 in cash for each Share validly tendered in the Tender Offer, subject to any adjustments as set out below.

The Offer Price represents a premium of approximately:

- 47.0 per cent compared to the closing price (EUR 11.70) of the Oma Savings Bank share on Nasdaq Helsinki on 8 July 2026, the last trading day immediately preceding the announcement of the Tender Offer;
- 46.0 per cent compared to the volume-weighted average price (EUR 11.78) of the Oma Savings Bank share on Nasdaq Helsinki during the three-month period prior to and up to 8 July 2026;
- 37.9 per cent compared to the volume-weighted average price (EUR 12.47) of the Oma Savings Bank share on Nasdaq Helsinki during the six-month period prior to and up to 8 July 2026; and
- 52.5 per cent compared to the volume-weighted average price (EUR 11.28) of the Oma Savings Bank share on Nasdaq Helsinki during the twelve-month period prior to and up to 8 July 2026.

The Offer Price has been determined based on 33,222,988 issued and outstanding Shares. Should the Company change the number of its Shares that are issued and outstanding on the date of the Combination Agreement as a result of a new share issue, reclassification, stock split (including a reverse split) or any other similar transaction with dilutive effect, excluding the shares to be issued pursuant to the Company's existing share-based incentive schemes, the Offer Price shall be adjusted accordingly on a euro-for-euro basis. Should the Company declare a dividend or otherwise distribute funds or any other assets to its shareholders, or if a record date with respect to any of the foregoing shall occur on or prior to the date of settlement of the completion trades of the Tender Offer resulting in the distribution of funds with regard to certain shares not being payable to the Offeror, the Offer Price shall be adjusted accordingly on a euro-for-euro basis (for the avoidance of doubt, in respect of such shares only).

The Offer Period

The offer period under the Tender Offer is expected to commence on or about 17 July 2026, and to expire on or about 25 September 2026. The Offeror reserves the right to extend the offer period in accordance with, and subject to, the terms and conditions of the Tender Offer and applicable laws and regulations, in order to satisfy the Conditions to Completion of the Tender Offer, including, among other things, the receipt of all necessary approvals, permits, consents, clearances or other actions from competition or regulatory authorities (or, where applicable, the expiry of relevant waiting periods), which are required for the completion of the Tender Offer. The Tender Offer is expected to be completed during the fourth quarter of 2026.

The detailed terms and conditions of the Tender Offer as well as instructions on how to accept the Tender Offer will be included in the Tender Offer Document, which the Offeror expects to publish on or about 16 July 2026.

Recommendation by the Board of Directors of Oma Savings Bank

The Board of Directors of Oma Savings Bank, represented by a quorum comprising the non-conflicted members of the Board of Directors, has unanimously decided to recommend that the shareholders of Oma Savings Bank accept the Tender Offer. The Board of Directors of Oma Savings Bank will issue its statement on the Tender Offer in accordance with the Finnish Securities Markets Act (746/2012, as amended, the "**Finnish Securities Markets Act**") before the commencement of the offer period, and it will be appended to the Tender Offer Document.

The Board of Directors of Oma Savings Bank has carefully evaluated several alternatives to the Tender Offer and has assessed the Company's valuation in relation to, among other things, Oma Savings Bank's strategy, realistic earnings capacity and other strengths. In considering alternatives and evaluating the Tender Offer, the Board of Directors of Oma Savings Bank has also taken into account the irrevocable undertakings given by shareholders representing 59.9 per cent of the Shares to sell their Shares in the Tender Offer.

The Board of Directors of Oma Savings Bank received a fairness opinion, dated 8 July 2026, from EY Advisory Oy, to the effect that, as of the date of the fairness opinion, the Offer Price to be paid to shareholders of Oma Savings Bank pursuant to the Tender Offer is fair, from a financial point of view, to such shareholders. The fairness opinion is based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, as further described in such fairness opinion. The complete fairness opinion will be appended to the statement of the Board of Directors of Oma Savings Bank.

Oma Savings Bank's Chair of the Board of Directors, Jaakko Ossa, is a member of the Board of Directors of a shareholder that has given an irrevocable undertaking and has therefore not participated in any assessment, review or decision-making concerning the Tender Offer or related matters. The Board of Directors of Oma Savings Bank has considered these matters exclusively among its non-conflicted members.

Support by major shareholders of Oma Savings Bank

The Offeror has obtained irrevocable undertakings to accept the Tender Offer from shareholders of Oma Savings Bank representing together approximately 59.9 per cent of the Shares. Etelä-Karjalan Säästöpankkisäätiö sr, Parkanon Säästöpankkisäätiö sr, Liedon Säästöpankkisäätiö sr, Töysän Säästöpankkisäätiö sr and Kuortaneen Säästöpankkisäätiö sr have irrevocably undertaken to accept the Tender Offer. These irrevocable undertakings shall automatically terminate, inter alia, if the Offeror has not commenced the offer period under the Tender Offer within four (4) weeks from the announcement of the Tender Offer, or if the Offeror withdraws or decides not to complete the Tender Offer.

Conditions to Completion of the Tender Offer

The completion of the Tender Offer shall be subject to the fulfilment or, to the extent permitted by applicable law, waiver by the Offeror of the following conditions (the "**Conditions to Completion**") on or prior to the date of the Offeror's announcement of the final result of the Tender Offer in accordance with Chapter 11, Section 18 of the Finnish Securities Markets Act:

1. the Tender Offer has been validly accepted with respect to the Shares representing, together with any Shares otherwise acquired or held by the Offeror on or prior to the date of the announcement of the final result of the Tender Offer, more than 90 per cent of the Shares and voting rights in the Company, calculated pursuant to Chapter 18, Section 1 of the Finnish Companies Act;
2. the receipt of all necessary approvals, permits, consents, clearances or other actions, or, where applicable, the expiry of relevant waiting periods, including without limitation the authority approvals specified in the Combination Agreement, by any competition or other regulatory authorities required for the completion of the Tender Offer and that any conditions set out in such approvals, permits, consents or clearances, are in each case satisfactory to the Offeror in all material respects;
3. no laws or other regulations have been issued or decision by a competent court or regulatory authority has been given that would wholly or in any material part prevent, postpone or frustrate the completion of the Tender Offer;
4. no fact or circumstance has arisen after the date of the Combination Agreement that constitutes or results in a material adverse change;

5. the Offeror has not received information with respect to a fact or circumstance that has resulted in a material adverse change (other than any such fact or circumstance fairly disclosed in the due diligence information);
6. no information made public by the Company or disclosed by the Company to the Offeror being materially inaccurate, incomplete, or misleading, and the Company not having failed to make public any information that should have been made public by it under applicable laws, including the rules of Nasdaq Helsinki, provided that, in each case, the information made public, disclosed or not disclosed or the failure to disclose information constitutes a material adverse change;
7. the Combination Agreement has not been terminated in accordance with its terms and remains in full force and effect;
8. the Board of Directors of the Company has issued the recommendation to accept the Tender Offer and the recommendation remains in full force and effect and has not been modified, cancelled or changed (excluding, however, any technical modification or change of the recommendation required under applicable laws or the Helsinki Takeover Code so long as the recommendation to accept the Tender Offer is upheld); and
9. the undertakings by the major shareholders to accept the Tender Offer remain in full force and effect in accordance with their terms and have not been modified, cancelled or changed.

The Conditions to Completion set out herein are exhaustive. The Offeror may only invoke any of the Conditions to Completion so as to cause the Tender Offer not to proceed, to lapse or to be withdrawn, if the circumstances which give rise to the right to invoke the relevant Condition to Completion have a significant meaning to the Offeror in view of the Tender Offer, as referred to in the Regulations and Guidelines 9/2013 (Takeover bids and mandatory bids) issued by the Finnish Financial Supervisory Authority and the Helsinki Takeover Code. Notwithstanding the above, the Offeror reserves the right to waive, to the extent permitted by applicable laws and regulations, any of the Conditions to Completion that have not been fulfilled. If all Conditions to Completion have been fulfilled or waived by the Offeror no later than at the time of announcement of the final results of the Tender Offer, the Offeror will consummate the Tender Offer in accordance with its terms and conditions after the expiration of the offer period by purchasing the Shares validly tendered in the Tender Offer, and paying the Offer Price to the shareholders that have validly accepted the Tender Offer in accordance with the terms and conditions of the Tender Offer.

Regulatory Approvals

The Offeror will, as soon as reasonably practicable, make all material and customary submissions, notifications and filings required to obtain all necessary regulatory approvals, permits, clearances and consents from authorities or similar, including without limitation approvals required for the acquisition of a qualifying holding in the Company under the Finnish Act on Credit Institutions and merger control clearances (or, where applicable, the expiry of relevant waiting periods), required under applicable regulatory laws in any jurisdiction for the completion of the Tender Offer.

The Tender Offer is subject to certain approvals from competent authorities in respect of the acquisition of a qualifying holding in the Company, as well as certain regulatory approvals from competition authorities. The Offeror will use its reasonable best efforts to obtain such regulatory approvals. Based on currently available information, the Offeror expects to obtain such necessary regulatory approvals and to complete the Tender Offer during the fourth quarter of 2026. However, the length and outcome of the regulatory approval process are not within the control of the Offeror, and there can be no assurances that clearances will be obtained within the estimated timeframe, or at all.

Financing

The funds immediately available to the Offeror suffice for completing the Tender Offer and for financing the potential compulsory redemption proceedings in accordance with the Finnish Companies Act. The Offeror's obligation to complete the Tender Offer is not conditional upon the availability of financing (assuming that all the Conditions to Completion of the Tender Offer are satisfied or waived by the Offeror).

Future plans concerning the Shares

The Offeror intends to acquire all the Shares. If, as a result of the completion of the Tender Offer or otherwise, the Offeror's ownership has exceeded 90 per cent of all the Shares and votes in the Company, the Offeror will as soon as reasonably practicable commence compulsory redemption proceedings for all the remaining Shares in accordance with the Finnish Companies Act. Thereafter, the Offeror will apply for the Oma Savings Bank shares to be delisted from the regulated market of Nasdaq Helsinki, as soon as permitted and reasonably practicable under the applicable laws and regulations and the rules of Nasdaq Helsinki.

The Combination Agreement

The Combination Agreement between Oma Savings Bank and the Offeror sets forth the principal terms under which the Offeror will make the Tender Offer.

Under the Combination Agreement, the Board of Directors of Oma Savings Bank may, at any time prior to the completion of the Tender Offer, withdraw, modify, amend, cancel or change or decide not to issue its recommendation or take actions contradictory to the recommendation, but only if the Board of Directors of Oma Savings Bank, on the basis of its mandatory fiduciary duties under

Finnish laws and regulations (including the Helsinki Takeover Code), considers in good faith due to materially changed circumstances occurring after the date of the Combination Agreement, or occurring prior to the date of the Combination Agreement of which the Board of Directors of the Company was not aware as of the date of the Combination Agreement, (including, but not limited to, a competing offer or superior offer) not connected with a breach of the Company's obligations under the Combination Agreement, the acceptance of the Tender Offer would no longer be in the best interest of the holders of the Shares, and provided that the Board of Directors of the Company has provided the Offeror with a reasonable opportunity, during not less than five (5) business days after having informed the Offeror of its intentions, to negotiate with the Board of Directors of the Company with a view to improving the terms and conditions of the Tender Offer or to take other actions to remedy the circumstances giving rise to such contemplated action, and provided further, that, if such an action is connected to a serious competing offer, which the Board of Directors of the Company has determined in good faith to have capability to become a superior offer, (i) the Company has promptly informed the Offeror in writing about the competing offer (including any material revisions thereto), including, to the extent available to the Company, the identity of the competing offeror, the price offered and any other material terms and conditions of such competing offer, (ii) the Board of Directors of the Company has given the Offeror a reasonable opportunity, during not less than seven (7) business days after such competing offer has been published or after the Offeror has received all material information relating to such competing offer, to negotiate and agree with the Board of Directors of the Company on improving the terms of the Tender Offer as contemplated by the Combination Agreement, (iii) the Company has informed the Offeror that the Board of Directors of the Company has determined that such competing offer constitutes a superior offer or would, if announced or entered into, constitute a superior offer, as applicable, and, if applicable (iv) such competing offer has been publicly announced such that it becomes a superior offer.

The Company shall, and shall cause its subsidiary and their respective representatives to, (a) not solicit, directly or indirectly, any inquiries or solicit any proposal or offer (including any proposal or offer to holders of Shares) that constitutes, or would reasonably be expected to lead to, any competing offer, (b) cease and cause to be terminated any possible discussions, negotiations or other activities related to any competing offer conducted prior to the date of the Combination Agreement and (c) not, upon receipt of a competing offer, directly or indirectly, promote the progress of such competing offer, unless the Board of Directors of the Company determines in good faith, after taking advice from its reputable external legal adviser and financial adviser, that taking such promoting measures are required in order for the Board of Directors of the Company to comply with its mandatory fiduciary duties. The Board of Directors of the Company shall not take any promoting measures other than those necessary for the fulfilment of its mandatory fiduciary duties.

The Combination Agreement further includes certain customary representations, warranties and undertakings by both parties, such as an undertaking, subject to certain exceptions, to conduct the Company's and its subsidiary's business in the ordinary course of business until the earlier of the date of the extraordinary general meeting of shareholders of the Company to be convened after the completion of the Tender Offer or the termination of the Combination Agreement in accordance with its terms, and use of reasonable best efforts by the parties to do, or cause to be done, all reasonably necessary actions, and to assist and cooperate with the other party in doing, all things necessary or advisable to consummate in the most expeditious manner practicable, the Tender Offer.

The Combination Agreement may be terminated and the transactions contemplated in the Combination Agreement abandoned by the Company or the Offeror in certain circumstances, including, among others, if any order preventing the completion of the Tender Offer or a material part of it shall have been issued by any court or other authority of competent jurisdiction and shall have become final and non-appealable after the date of the Combination Agreement and continues to be in effect or upon a material breach of any warranty or undertaking given by the Company or the Offeror. If the Combination Agreement is terminated due to a withdrawal, modification, amendment or change of or decision not to issue the recommendation of the Board of Directors of the Company, as further specified in the Combination Agreement, the Company has agreed to reimburse expenses incurred by the Offeror up to the maximum amount of EUR 2,000,000. If the Combination Agreement is terminated due to certain reasons specified in the Combination Agreement, the Offeror has agreed to reimburse expenses incurred by the Company up to the maximum amount of EUR 2,000,000.

ADVISERS

The Offeror has appointed PricewaterhouseCoopers Oy as lead financial adviser, Danske Bank A/S, Finland Branch as arranger of the tender offer, Borenus Attorneys Ltd as legal adviser, and IR Partners Oy as communication advisor in connection with the Tender Offer. Oma Savings Bank has appointed EY Advisory Oy as financial adviser, Krogerus Attorneys Ltd as legal adviser and Rud Pedersen Finland Ltd as communication advisor in connection with the Tender Offer.

S-BANK'S MEDIA AND INVESTOR EVENT

S-Bank invites members of the media, analysts and investors to participate in a live webcast event regarding the Tender Offer today, 9 July 2026, at 11:00 (EEST). The Chair of the Board of Directors of S-Bank, Jari Annala and the CEO Riikka Laine-Tolonen will present at the event. The presentation will be held in Finnish. The event will be recorded and later available at the S-Bank tender offer web page. Invitation to the event will be sent separately.

Investor and Media enquiries:

Oma Savings Bank Plc

Carl Pettersson, Vice Chair of the Board of Directors, interview requests via Chief Communications Officer

Karri Alameri, CEO, interview requests via Chief Communications Officer

Pirjetta Soikkeli, Chief Communications Officer, tel. +358 40 7500 093, pirjetta.soikkeli@omasp.fi

www.omasp.fi

S-Bank Plc

Riikka Laine-Tolonen, CEO, interview requests via communications

Tiina Nurmi, Chief Communications Officer, tel. +358 10 768 1689, tiina.2.nurmi@s-pankki.fi

S-Bank Communications, tel. +358 10 767 9300, viestinta@s-pankki.fi

Information regarding the Tender Offer is available at www.s-pankki.fi/tenderoffer.

Disclosure regulation

IMPORTANT INFORMATION

THIS RELEASE MAY NOT BE RELEASED OR OTHERWISE DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS RELEASE IS NOT A TENDER OFFER DOCUMENT AND AS SUCH DOES NOT CONSTITUTE AN OFFER OR INVITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE IS NOT AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES DESCRIBED HEREIN, AND IS NOT AN EXTENSION OF THE TENDER OFFER, IN, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA. INVESTORS SHALL ACCEPT THE TENDER OFFER FOR THE SHARES ONLY ON THE BASIS OF THE INFORMATION PROVIDED IN A TENDER OFFER DOCUMENT. OFFERS WILL NOT BE MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE EITHER AN OFFER OR PARTICIPATION THEREIN IS PROHIBITED BY APPLICABLE LAW OR WHERE ANY TENDER OFFER DOCUMENT OR REGISTRATION OR OTHER REQUIREMENTS WOULD APPLY IN ADDITION TO THOSE UNDERTAKEN IN FINLAND.

THE TENDER OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND, WHEN PUBLISHED, THE TENDER OFFER DOCUMENT AND RELATED ACCEPTANCE FORMS WILL NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAWS OR REGULATIONS. IN PARTICULAR, THE TENDER OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, IN OR INTO, OR BY USE OF THE POSTAL SERVICE OF, OR BY ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEX, TELEPHONE OR THE INTERNET) OF INTERSTATE OR FOREIGN COMMERCE OF, OR ANY FACILITIES OF A NATIONAL SECURITIES EXCHANGE OF, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA. THE TENDER OFFER CANNOT BE ACCEPTED, DIRECTLY OR INDIRECTLY, BY ANY SUCH USE, MEANS OR INSTRUMENTALITY OR FROM WITHIN, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA AND ANY PURPORTED ACCEPTANCE OF THE TENDER OFFER RESULTING DIRECTLY OR INDIRECTLY FROM A VIOLATION OF THESE RESTRICTIONS WILL BE INVALID.

THIS STOCK EXCHANGE RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS ANNOUNCEMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

Information for shareholders of Oma Savings Bank in the United States

Shareholders of Oma Savings Bank in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Oma Savings Bank is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “**SEC**”) thereunder.

The Tender Offer will be made for the issued and outstanding shares of Oma Savings Bank, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Tender Offer is made in the United States pursuant to Section 14(e) and Regulation 14E under the Exchange Act, subject to the exemption provided under Rule 14d-1(c) under the Exchange Act, for a Tier I tender offer, and otherwise in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the Tender Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those of the United States. In particular, the financial information included in this announcement has been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies.

You should note that the Offeror’s ability to waive the conditions to the Tender Offer (both during and after the end of the acceptance period) and the shareholders’ ability to withdraw their acceptances, are not the same under a tender offer governed by Finnish law as under a tender offer governed by U.S. law. U.S. shareholders are encouraged to consult with their own advisors regarding the Tender

Offer. In particular, the Offeror may waive conditions to the Tender Offer without offering withdrawal rights, to the extent not required by applicable law.

The Tender Offer is made to Oma Savings Bank's shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Oma Savings Bank to whom an offer is made. Any informational documents, including this announcement, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Oma Savings Bank's other shareholders.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or its brokers and its brokers' affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of this stock exchange release and during the pendency of the Tender Offer, and other than pursuant to the Tender Offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of Oma Savings Bank of such information. In addition, the financial advisers to the Offeror may also engage in ordinary course trading activities in securities of Oma Savings Bank, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, passed upon the merits or fairness of the Tender Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the Tender Offer. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Tender Offer by a U.S. holder of Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares is urged to consult its independent professional advisers immediately regarding the tax and other consequences of accepting the Tender Offer.

To the extent the Tender Offer is subject to U.S. securities laws, those laws only apply to U.S. holders of Shares and will not give rise to claims on the part of any other person. It may be difficult for Oma Savings Bank's shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since the Offeror and Oma Savings Bank are located in non-U.S. jurisdictions and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Oma Savings Bank shareholders may not be able to sue the Offeror or Oma Savings Bank or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Oma Savings Bank and their respective affiliates to subject themselves to a U.S. court's judgment.

Forward-looking statements

This release contains statements that, to the extent they are not historical facts, constitute "forward-looking statements". Forward-looking statements include statements concerning plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, business strategy and the trends in the industries and the political and legal environment and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms "believes", "intends", "may", "will" or "should" or, in each case, their negative or variations on comparable terminology. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release.

Disclaimer

PricewaterhouseCoopers Oy is acting as financial adviser to the Offeror and no-one else in connection with this announcement. Neither PricewaterhouseCoopers Oy nor its affiliates, nor their respective partners, directors, officers, employees or agents are responsible to anyone other than the Offeror for providing the protections afforded to clients of PricewaterhouseCoopers Oy or for providing advice in connection with any matters referred to in this announcement.

Danske Bank A/S is authorised under Danish banking law. It is subject to supervision by the Danish Financial Supervisory Authority. Danske Bank A/S is a private, limited liability company incorporated in Denmark with its head office in Copenhagen where it is registered in the Danish Commercial Register under number 61126228.

Danske Bank A/S (acting via its Finland Branch) is acting as arranger for the benefit of the Offeror and no other person in connection with these materials or their contents. Danske Bank A/S will not be responsible to any person other than the Offeror for providing any of the protections afforded to clients of Danske Bank A/S, nor for providing any advice in relation to any matter referred to in these materials. Without limiting a person's liability for fraud, Danske Bank A/S, nor any of its affiliates nor any of its respective directors,

officers, representatives, employees, advisers or agents shall have any liability to any other person (including, without limitation, any recipient) in connection with the Tender Offer.

EY Advisory Oy is acting exclusively for Oma Savings Bank Plc and no one else in connection with the Tender Offer and the matters set out in this announcement. Neither EY Advisory Oy nor its affiliates, nor their respective partners, directors, officers, employees or agents are responsible to anyone other than Oma Savings Bank Plc for providing the protections afforded to clients of EY Advisory Oy, or for giving advice in connection with the Tender Offer or any matter or arrangement referred to in this announcement.

Attachments

- [Download announcement as PDF.pdf](#)