



S-Bank Plc commences the voluntary recommended public cash tender offer for all the shares in Oma Savings Bank Plc on 17 July 2026

16.7.2026 14:00:00 EEST | S-Bank Plc | Tender offer

S-Bank Plc
Stock Exchange Release
16 July 2026 at 14:00 (EEST)

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S-Bank Plc commences the voluntary recommended public cash tender offer for all the shares in Oma Savings Bank Plc on 17 July 2026

As announced on 9 July 2026, S-Bank Plc ("**S-Bank**" or the "**Offeror**") and Oma Savings Bank Plc ("**Oma Savings Bank**" or the "**Company**") have on 9 July 2026 entered into a combination agreement (the "**Combination Agreement**") pursuant to which the Offeror will make a voluntary recommended public cash tender offer for all the issued and outstanding shares (the "**Shares**" or, individually, a "**Share**") in Oma Savings Bank that are not held by Oma Savings Bank or any of its subsidiaries (the "**Tender Offer**").

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.

The Finnish Financial Supervisory Authority has today approved the Finnish language version of the tender offer document relating to the Tender Offer (the "**Tender Offer Document**"). The offer period for the Tender Offer will commence on 17 July 2026 at 9:30 a.m. (Finnish time) and expire on 25 September 2026 at 4:00 p.m. (Finnish time), unless the offer period is extended in accordance with the terms and conditions of the Tender Offer (the "**Offer Period**"). The Tender Offer is expected to be completed during the fourth quarter of 2026. The Offeror may 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 others, 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. Any possible extension of the Offer Period will be announced by a stock exchange release.

The Finnish language version of the Tender Offer Document will be available on the internet at www.s-pankki.fi/ostotarjous, www.omasp.fi/s-pankin-ostotarjous and www.danskebank.fi/omasp as of 16 July 2026. The English language translation of the Tender Offer Document will be available on the internet at www.s-pankki.fi/tenderoffer, www.omasp.fi/en/s-banks-tender-offer and www.danskebank.fi/omasp-en as of 16 July 2026.

The offer price is EUR 17.20 in cash for each Share validly tendered in the Tender Offer (the "**Offer Price**"). The Offer Price is subject to any adjustments set out below.

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, or if the Company should 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 occurs prior to the settlements of the Tender Offer, the Offer Price shall be adjusted accordingly on a euro-for-euro basis.

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 in its statement issued pursuant to the Finnish Securities Markets Act (746/2012, as amended) and the Helsinki Takeover Code issued by the Finnish Securities Market Association (the "**Helsinki Takeover Code**") that the shareholders of Oma Savings Bank accept the Tender Offer. The Board of Directors of Oma Savings Bank has received a fairness opinion, dated 8 July 2026, from Oma Savings Bank's financial adviser, EY Advisory Oy, to the effect that, as of the date of such fairness opinion, the Offer Price to be paid to the 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 is attached as Appendix 1 to the statement by the Board of Directors of Oma Savings Bank, issued on 14 July 2026, and attached as Annex C to the Tender Offer Document.

Major shareholders of Oma Savings Bank, i.e., Etelä-Karjalan Säästöpankkisäätiö sr, Parkanon Säästöpankkisäätiö sr, Liedon Säästöpankkisäätiö sr, Töysän Säästöpankkisäätiö sr and Kuortaneen Säästöpankkisäätiö sr, representing together approximately 59.9 percent of all Shares in Oma Savings Bank, 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.

The completion of the Tender Offer is, in accordance with the terms and conditions of the Tender Offer, subject to the fulfilment or waiver by the Offeror of certain customary conditions on or prior to the date of the Offeror's announcement of the final result of the Tender Offer. These include, among others, the receipt of all necessary regulatory approvals as specified in the Combination Agreement and that the Tender Offer has been validly accepted with respect to Shares representing, together with any other 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 ninety (90) percent of the Shares and voting rights in the Company, calculated pursuant to Chapter 18, Section 1 of the Finnish Companies Act (624/2006, as amended).

Most Finnish account operators will send a notice regarding the Tender Offer and related instructions to those who are registered as shareholders in the shareholders' register of Oma Savings Bank maintained by Euroclear Finland. Those shareholders of Oma Savings Bank who do not receive such instructions from their account operator or asset manager should first contact their account operator or asset manager and can subsequently contact Danske Bank A/S, Finland Branch ("**Danske Bank**") by sending an email to Omasp-offer@danskebank.com, where such shareholders of Oma Savings Bank can receive information on submitting their acceptance of the Tender Offer or, if such shareholders are U.S. residents or located within the United States, they may contact their brokers for necessary information.

Those shareholders of Oma Savings Bank whose Shares are nominee-registered, and who wish to accept the Tender Offer, must effect such acceptance in accordance with the instructions given by the custodian of the nominee-registered shareholders. The Offeror will not send an acceptance form or any other documents related to the Tender Offer to these shareholders of Oma Savings Bank.

A shareholder of Oma Savings Bank who wishes to accept the Tender Offer must submit the properly completed and duly executed acceptance to the account operator managing the shareholder's book-entry account in accordance with the instructions and within the time period set by the account operator, which may be prior to the expiry of the Offer Period. The Offeror reserves the right to reject or approve, in its sole discretion, any acceptances that have been submitted in an incorrect or incomplete manner.

The Offeror will announce the preliminary result of the Tender Offer on or about the first (1st) Finnish banking day following the expiration of the Offer Period (including any extended or discontinued extended Offer Period). In connection with the announcement of such preliminary result, it will be announced whether the Tender Offer will be completed subject to the conditions to completion of the Tender Offer being fulfilled or waived on the date of the final result announcement and whether the Offer Period will be extended. The final result of the Tender Offer will be announced on or about the third (3rd) Finnish banking day following the expiration of the Offer Period at the latest. In connection with the announcement of the final result, the percentage of the Shares that have been validly tendered and accepted in the Tender Offer, and that have not been validly withdrawn, will be confirmed.

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 Ltd ("**Nasdaq Helsinki**") or otherwise.

The terms and conditions of the Tender Offer are enclosed in their entirety to this stock exchange release (Appendix 1).

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.

Additional information:

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.

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.

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.

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 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.

Appendix 1: Terms and conditions of the Tender Offer

Attachments

- [Download announcement as PDF.pdf](#)
- [Terms and Conditions of the Tender Offer.pdf](#)