



S-Bank Plc has received required merger control clearance for its voluntary public cash tender offer for all the shares in Oma Savings Bank Plc

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S-Bank Plc has received required merger control clearance for its voluntary public cash tender offer for all the shares in Oma Savings Bank Plc

On 9 July 2026, S-Bank Plc ("**S-Bank**" or the "**Offeror**"), announced a voluntary recommended public cash tender offer for all the issued and outstanding shares in Oma Savings Bank Plc ("**Oma Savings Bank**") that are not held by Oma Savings Bank or its subsidiaries (the "**Shares**" or, individually, a "**Share**") (the "**Tender Offer**"). The Offeror has published a tender offer document, dated 16 July 2026, concerning the Tender Offer and supplement to the tender offer document, dated 14 August 2026 (the tender offer document as supplemented with the aforementioned supplement document, the "**Tender Offer Document**"). The offer period under the Tender Offer commenced on 17 July 2026 at 9:30 a.m. (Finnish time) and will expire on 25 September 2026 at 4:00 p.m. (Finnish time), unless the offer period is extended or any extended offer period is discontinued in accordance with the terms and conditions of the Tender Offer (the "**Offer Period**").

The Offeror announces that it has obtained the required approval for the completion of the Tender Offer from the Finnish Competition and Consumer Authority (FCCA). Consequently, the Tender Offer is with respect to regulatory approvals only conditional on the approval of notifications (including notifications for ownership control purposes) pursuant to the Act on Credit Institutions (610/2014, as amended) by the competent authority.

The completion of the Tender Offer remains conditional on the fulfillment, or the Offeror having waived to the extent permitted by applicable law, of certain other conditions on or by the date of the Offeror's announcement of the final result of the Tender Offer. Such conditions include that the Tender Offer has been validly accepted with respect to the Shares representing, together with any Shares otherwise held by or acquired by the Offeror prior to or on the date of the Offeror's announcement of the final result of the Tender Offer, more than 90 per cent of the Shares and voting rights of the Company, calculated pursuant to Chapter 18, Section 1 of the Finnish Companies Act (624/2006, as amended).

The Tender Offer Document relating to the Tender Offer is available on the internet at www.s-pankki.fi/tenderoffer, www.omasp.fi/en/s-banks-tender-offer and www.danskebank.fi/omas-p-en. The Finnish language version of the Tender Offer Document is available on the internet at www.s-pankki.fi/ostotarjous, www.omasp.fi/s-pankin-ostotarjous and www.danskebank.fi/omas-p. In the event of any discrepancy between the two language versions of the Tender Offer Document, the Finnish language version shall prevail.

Other matters

The Offeror will supplement the Tender Offer Document in respect of the information included in this stock exchange release and will publish the supplement to the Tender Offer Document as soon as it has been approved by the Finnish Financial Supervisory Authority. The Offeror currently expects that the supplement to the Tender Offer Document will be published by August 2026 at the latest.

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@omas-p.fi

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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

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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.

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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

l" 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.

Attachments

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