

OMA SAVINGS BANK PLC'S ANNUAL GENERAL MEETING

TIME: Tuesday 30 March 2021 at 13 pm Finnish time

PLACE: Oma Savings Bank Plc, Kluuvikatu 3, 7th floor, Helsinki.

Matters on the agenda

1. Opening of the meeting

2. Calling the meeting to order

The Chairman is lawyer Juha Koponen. If Juha Koponen does not have the opportunity to act as Chairman due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as Chairman.

3. Election of persons to confirm the minutes and to supervise the counting of votes

Helena Juutilainen, the company's Chief Legal Officer, will act as the person to confirm the minutes and supervise the counting of votes. If Helena Juutilainen does not have the opportunity to act as the person to confirm the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as a person to confirm the minutes and supervise the counting of votes.

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and have the right to attend the AGM under Chapter 6, Section 6 and Chapter 5, Section 6a of the Finnish Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on information delivered by Euroclear Finland Oy.

6. Presentation of Financial Statements, the Report of the Board of Directors and the Auditors' Report for the year 2020

Review by the CEO. The company's 2020 Financial Statements, Report of the Board of Directors and Auditor's Report will be published no later than March 9, 2021 and will be available on the company's website as of publication <https://sijoittaminen.omasp.fi/en/general-meeting-2021>

Since the AGM can only be attended through an advance voting, the 2020 financial statements comprising the income statement, the Board of Directors Report and the Auditor's Report, shall be considered to have been presented to the AGM.

7. Adoption of the Financial Statements and Consolidated Financial Statements

The Board of Directors proposes that the AGM approve the financial statements. The company's auditor has advocated the approval of the financial statements.

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that the AGM authorise the Board of Directors to decide on the payment of a dividend up to EUR 0.24 per share for the financial year 2020.

In addition, the Board of Directors proposes to pay a dividend up to EUR 0.06 on each share entitling to a dividend for 2020 in respect of dividends not paid in 2019 due to the authority's profit-sharing restrictions.

Dividends will be paid upon completion of the authority's profit-sharing restrictions.

The mandates are valid until the AGM in 2022.

It is also proposed to the AGM that the Board of Directors be authorised to decide on the record date and payment date of any dividend, which the company will announce separately. The rest of the distributable funds are left in equity.

Since the Board of Directors proposes to be distributed less than provided for in Section 7 of Chapter 13 of the the Finnish Companies Act, shareholders are alternatively entitled to demand a dividend of a minority dividend under that provision. The size of the minority dividend would be EUR 15.1 million (as per the date of the notice of the meeting, EUR 0.51 per share), i.e. 4% of the company's equity. A dividend of a minority dividend should be distributed if required by shareholders holding at least one-tenth of all shares. A requirement for a minority dividend would be considered made if a shareholder voted in favour of a minority dividend in an advance voting, and no separate claim or counterproposal is required.

9. Resolution on the discharge if the members of the Board of Directors and the CEO from liability for the financial year from 1 January 2020 to 31 December 2020

10. Handling of the Remuneration Report for governing bodies

The Remuneration Policy of the company's governing bodies was adopted without voting at the 2020 AGM.

The Remuneration Policy for the company's governing bodies describes the implementation of the Company's remuneration policy and provides information on the remuneration of the company's Board members and the CEO and the Deputy CEO during the previous accounting period.

Since the AGM can only be attended through an advance voting, the company's Remuneration Report released on Tuesday 9 March 2021 and available on the company's website <https://sijoittaminen.omasp.fi/en/general-meeting-2021> no later than the date mentioned above is considered to have been presented to the AGM.

The Board of Directors proposes that the AGM approve the Remuneration Report 2020. The AGM's decision on the remuneration report is advisory.

11. Amendment of the Articles of Association

The Board of Directors proposes that Section 4 of the Company's Articles of Association remove the restriction on the age of a member of the Board and Section 4 is amended to include:

The company has a board of directors comprising five (5) to eight (8) actual members and up to two (2) deputies. The term of the Board of Directors shall expire at the close of the Annual General Meeting following the election in the first place. The Board of Directors elects a Chairman from among its midst and one (1) to two (2) Vice-Chairmen. A quorum for a Board meeting is when more than half of the Board members are present. The Board of Directors represents the Bank and manages its operations in accordance with the law and these Articles of Association.

12. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Committee proposes that the remuneration for the members of the Board of Directors will be kept unchanged and paid as follows:

Annual fees:

- Chairman EUR 50,000
- Vice Chairman EUR 37,500
- Member EUR 25,000

Meeting fees:

- EUR 1,000 per meeting
- EUR 500 / one-time e-mail meeting and committee meeting

The Nomination Committee proposes as a condition for receiving and paying the fixed annual remuneration, the member of the Board of Directors, commits to purchase Oma Savings Bank Plc shares amounting to 40% of the fixed annual remuneration on the regulated market (Nasdaq Helsinki Ltd) at a price determined by trading. It is the recommendation of the Nomination Committee that the member of the Board of Directors would not transfer the shares awarded as an annual remuneration until the membership in the Board has expired.

13. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Committee proposes that seven (7) members be elected for the Board of Directors, the number of Board members shall be unchanged.

14. Election of members of the Board of Directors

The Shareholders' Nomination Committee proposes that the current Board members Aila Hemminki, Aki Jaskari, Timo Kokkala, Jyrki Mäkynen, Jarmo Salmi and Jaana Sandström to be re-elected as members of the Board of Directors and as a new member Jarmo Partanen.

All nominees have given their consent to the election and are independent at the time of the election in their relationship with the company and its significant shareholders.

All candidates are proposed to be elected for the period starting at the 2021 AGM, which will end at the end of the AGM 2022.

Additional information on the members of the Board of Directors is available on the company's webpages <https://sijoittaminen.omasp.fi/en/general-meeting-2021>

15. Resolution on the remuneration of the auditor

The Board proposes that the remuneration to the auditor is paid on the basis of reasonable invoicing.

16. Election of auditor

The Board of Directors proposes that KPMG Oy Ab, a firm authorised public accountants, shall continue to be elected as the auditor for the term beginning at the end of the AGM in 2021 and ending at the end of the 2021 AGM.

KPMG Oy Ab has indicated that if it is elected as an auditor M.Sc. (Econ.), APA Fredrik Westerholm would continue as auditor-in-charge.

17. Authorisation of the Board of Directors to resolve on a share issue, the transfer of own shares and the issuance of special rights entitling to shares

The Board of Directors proposes that the AGM authorizes the Board of Directors to resolve on the issuance of shares or transfer of the company's shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act, subject to the following conditions:

Shares and special rights can be issued or disposed of in one or more instalments, either in return for payment or free of charge.

The total number of shares to be issued under the authorisation, including shares acquired on the basis of special rights, cannot exceed 5,000,000 shares, which corresponds to approximately 17 per cent of the company's total shares on the day of the AGM.

The Board of Directors decides on all terms and conditions related to the issuance of shares. The authorisation concerns both the issuance of new shares and the transfer of own shares. A share issue and the issuance of special rights entitling to shares include the right to deviate from the pre-emptive right of shareholders if there is a weighty financial reason for the company (special issue). A special share issue may be free of charge only if there is a particularly weighty financial reason from the point of view of the company and in the interest of all its shareholders.

The authorisation is proposed to be valid until the end of the next AGM, but not later than June 30, 2022. The authorisation revokes previous authorisations given by the AGM to decide on a share issue, as well as the option rights and the issuance of special rights entitling to shares.

18. Authorizing the Board of Directors to decide on the repurchase of own shares

The Board of Directors proposes that the AGM authorise the Board of Directors to decide on the repurchase of the company's own shares with funds belonging to the company's free equity under the following conditions:

Maximum number of 500,000 own shares may be repurchased, representing approximately 1.7% of the company's total shares according to the situation on the date of the notice of the meeting, however, that the number of own shares held by the company does not exceed 10% of the company's total shares of the company at any time. This amount includes the own shares held by the company itself and its subsidiaries within the meaning of Chapter 15, Section 11 (1) of the Finnish Companies Act.

The Board of Directors is authorised to decide how to acquire own shares.

Own shares may be repurchased otherwise than in proportion to the shares held by the shareholders (directed repurchase) at the price formed in public trading organized by Nasdaq Helsinki Ltd or at a price otherwise formed on the market. Own shares may be repurchased in one or more tranches.

Shares purchased by the company may be held by it, cancelled or transferred. The Board of Directors decides on other matters related to the repurchasing of own shares.

The Board of Directors proposes that the authorisation repeal previous authorisations granted by the AGM to decide on the repurchase of own shares.

It is proposed that the authorisation remain valid until the closing of the next AGM, but not later than June 30, 2022.

19. Closing of the meeting