



OMA SAVINGS BANK PLC
Programme for the Issuance of Covered Bonds and Senior Preferred MREL Eligible Notes
EUR 3,000,000,000

This supplement 3 (the “**Supplement 3**”) comprises a supplement for Oma Savings Bank Plc (the “**Issuer**” or the “**Company**”) to the base prospectus dated 6 February 2023 (journal number FIVA/2023/127, the “**Base Prospectus**”) supplemented on 6 March 2023 by supplement 1 and on 24 March 2023 by supplement 2. This Supplement 3 should be read in conjunction with the Base Prospectus.

In this Supplement 3, “**OmaSp**” refers to Oma Savings Bank Plc and its consolidated subsidiaries.

The purpose of this Supplement 3 is to incorporate new information into the Base Prospectus.

1. Realisation of interest rate risk may have an adverse effect on the Company

The second chapter of the language under section “*Risk Factors – Risks Related to Financial Condition and Financing – Realisation of interest rate risk may have an adverse effect on the Company*” on page 18 is replaced with the following (amended text underlined):

“The Russian invasion to Ukraine, sanctions against Russia, worsening energy crisis and weakening eurozone exports have significantly accelerated inflation. Accelerated inflation has resulted in increases of interest rates by central banks. Interest rates went up early in 2022 and have continued to rise ever since. Due to the structure of the Company's balance sheet, the Company's net interest income increases as interest rates rise and respectively decreases when the interest rates fall. The Company constantly monitors interest rate sensitivities and, if necessary, the Company is ready to open new hedging positions. Due to the rapid and strong change of the interest rate environment the Issuer has increased the hedge of balance sheet and investment portfolio as of 2022 and has continued the increase during 2023. Due to the hedging the Issuer's current value and interest sensitivities have become more moderate but the hedge level has remained relatively conservative. The Issuer continues to evaluate the need for active hedging and executes it in accordance with the Issuer's strategy. The interest rate risk in the banking book forms the majority of the Company's interest rate risk. The interest rate risk results from differences in the interest rate levels and maturities of assets and liabilities. In addition, the market rates impact the market prices of the investment portfolio's securities.”

2. Business Strategy

Following language is added after the third paragraph and before the last paragraph to the section “*Information about the Issuer – Business Strategy – Active Risk Management and Desire to Retain High Solvency at all Times*” on page 63:

“Under new rules of the Finnish Act on Credit Institutions, with effect from 1 July 2023, credit institutions must adopt healthy consumer lending criteria which do not jeopardise consumers' solvency in an apparent way. Credit institutions must also establish a risk classification system to reliably monitor and assess default risk in consumer lending. Credit institutions are also subject to a new reporting obligation, which cover for example the risk classifications used in lending.

The Finnish Act on Credit Institutions has as of 1 July 2023 restricted new construction lending by limiting the amount credit institutions may lend to housing companies under construction within the meaning of the Finnish Act on Residential Property Trading (*Asuntokauppalaki 843/1994*) to 60% of the debt-free price of the shares in the new construction housing company to be offered for sale. The Finnish Act on Credit Institutions also

prohibits credit institutions from including terms in the new construction housing company loan agreements which provide that loan repayment instalments do not have to be paid regularly within the first five years from the date the construction ended. Loan agreements may however provide for instalment-free periods or smaller instalments during the first 12 months after construction as well as temporary payment arrangements to secure the housing company's solvency."

3. Company's Business Operations, Services and Products

The following language will replace the last sentence of the last paragraph in section "*Information about the Issuer – Company's Business Operations, Services and Products – Savings and Investment Services*" on page 65:

"During the first quarter of 2023, the Company issued a EUR 20 million debenture loan, which was fully subscribed before the end of the sale period."

4. Funding, Liquidity and Solvency Requirements

The following language will replace the fourth paragraph in section "*Information about the Issuer – Funding, Liquidity and Solvency Requirements – Solvency Requirements*" on page 68:

"In its decision of 27 February 2023, the FIN-FSA maintained the SREP requirement for Oma Savings Bank Plc based on the supervisory authority's estimate at 1.5% unchanged. The decision is valid until further notice from 30 June 2023, but no later than 30 June 2026. SREP requirement is possible to be partially covered by Tier 1 capital and Tier 2 capital in addition to Common Equity Tier 1."

The following language will replace the seventh paragraph in section "*Information about the Issuer – Funding, Liquidity and Solvency Requirements – Solvency Requirements*" on page 69 (amended text underlined):

"In the third quarter of 2022, the FIN-FSA introduced a renewed risk indicator to guide the setting of the variable additional capital requirement. The countercyclical buffer requirement does not indicate the overheating of the financial cyclical period in Finland, and thus the FIN-FSA have maintained the requirement of countercyclical buffer at its basic level of 0%. On 29 March 2023, the FIN-FSA imposed a systemic risk buffer requirement of 1.0% for Finnish credit institutions in order to strengthen the risk-bearing capacity of the banking sector. The decision enters into force after a transitional period on 1 April 2024 and shall be covered by Consolidated Common Equity. The Company meets the new requirements of the authorities already as of 30 June 2023."

5. Recent Events

The following language is added at the end before the last paragraph in section "*Information about the Issuer – Recent Events*" on the page 71:

- "In February 2023, the Company issued a covered bond of EUR 350 million and in April a covered bond increase (tap issue) of EUR 250 million. The loans were issued under Company's EUR 3 billion bond programme.
- In May 2023, the Company and Handelsbanken AB agreed on an arrangement whereby the Company will acquire Handelsbanken's SME enterprise operations in Finland. The transaction is expected to be finalized during the second half of 2024. The exact date will be specified later. As part of the purchase of the SME enterprise operations, entrepreneurs' banking services will also be transferred to the Company, excluding asset management and investment services. The SME enterprise operations to be purchased are geographically located all over Finland. The size of the deposit base transferring to the Company is approximately EUR 1.2 billion and the lending volume is approximately EUR 460 million in the situation on 31 March 2023. The target of the business transaction is in total approximately 14,000 SME customers. In addition, personal banking services of entrepreneurs will be transferred, which are not included in the above figures. At the same time, around 40 people from Handelsbanken will be transferred to the Company as old employees.

With the arrangement the banks' market position will strengthen among SMEs in Finland. The growing business volumes will further improve the Company's cost efficiency and business profitability, and substantially strengthen the annual profit-making ability. The transferring deposit base will strengthen

the Company's liquidity position, and there is no separate financing need for the business arrangement. The business deal has no material effect on the Company's capital adequacy. The purchase price is the net value of the balance sheet items to be transferred at closing plus EUR 15 million. The purchase price will be paid in cash, so the transaction has no impact on the number of Company's shares outstanding. Authority approval for the transaction was received on 24 July 2023.

- In September 2022, the Company's Board of Directors decided to acquire the business of Liedon Savings Bank in accordance with the acquisition plan. In accordance with a decision made by the governing body of Liedon Savings Bank, Liedon Savings Bank transferred its entire business to the Company except for the minor assets mentioned in the acquisition plan. The registration date for the implementation of the business transfer was 28 February 2023. The acquisition of the business is estimated to have a significant positive impact on the Company's annual profitability and is expected to increase the Company's profit before taxes by approximately EUR 15–20 million annually over the next few years. According to the management's estimate, Oma Savings Bank Group's operating income would have been EUR 57 million and profit before taxes EUR 27 million in the first quarter of 2023, if the acquired business had been combined in the consolidated financial statements from the beginning of the 2023 financial year. The acquisition increased the Company's balance sheet by approximately EUR 1.4 billion. Approximately 50,000 private and corporate customers transferred in the acquisition of the business. 93 people transferred as old employees. The total costs of the arrangement were EUR 3.2 million, of which EUR 1.3 million was allocated to 2022 and EUR 1.9 million for the first quarter of 2023.
- In June 2023, the representatives of the five largest shareholders have been appointed to the Nomination Committee of the Company: Raimo Härmä, appointed by Etelä-Karjalan Säästöpankkisäätiö, Ari Lamminmäki, appointed by Parkanon Säästöpankkisäätiö, Jouni Niuro, appointed by Liedon Säästöpankkisäätiö, Aino Lamminmäki, appointed by Töysän Säästöpankkisäätiö and Simo Haarakjärvi, appointed by Kuortaneen Säästöpankkisäätiö.
- 31 July 2023, the Company published its best quarterly results in history. The normalisation of the interest rate environment has further supported the growth of net interest income in addition to volume growth. During the second quarter, net interest income increased by 103% compared to the previous year. The development of fee and commission income and expenses picked up clearly in the second quarter and fee and commission income and expenses increased by 17% compared to the previous year. For the beginning of the year, the net interest income increased by 81% and fee and commission income and expenses by 10% compared to the previous year. The acquisition of Liedon Savings Bank's business has had a significant positive impact on the figures for the second quarter.

OmaSp's business development at the beginning of the year is reflected in a very strong return on equity. The comparable return on equity (ROE%) rose to 27.3% for the second quarter and the comparable return on equity (ROE%) was 24.1% for the beginning of the year. The comparable cost/income ratio also improved significantly and was 33.7% in the second quarter. For the beginning of the year, the comparable cost/income ratio was 40.0% including authority fees.

For the second quarter, the comparable result before taxes grew by 140% compared to the comparison period and was EUR 38.8 million. For the beginning of the year, the comparable profit before taxes grew by 74% and was EUR 63 million.

The quality of the loan portfolio has remained at a good level. For the second quarter, the accumulated credit losses totalled EUR 2.7 million, of which additional allowances for changes in the economic environment amounted to EUR 2.0 million. At the end of June, the Company has available EUR 7.3 million of fair value adjustment made to the receivable base.

The Company's balance sheet has grown to over EUR 7 billion as a result of the acquisition of Liedon Savings Bank. In the first half of the year, equity has increased by approximately EUR 114 million to more than EUR 470 million. The Company's capital adequacy has strengthened even further.”

The following language will replace the last paragraph in section “*Information about the Issuer – Recent Events*” on the page 71:

“In addition to the above, there are no recent events particular to the Issuer since the release of unaudited Interim Report for the period 1 January 2023 – 30 June 2023, which are to a material extent relevant to the evaluation of the Issuer’s solvency.”

6. No significant Change in the Issuer’s Financial Position

The following language will replace the information given in section “*Financial and Trend Information – No Significant Change in the Issuer’s Financial Position*” on page 73:

“There have been no significant changes in the financial position of the Issuer or of the Issuer and its subsidiary taken as a whole since 30 June 2023.”

7. Trend Information

The following language will replace the information given in section “*Financial and Trend Information – Trend Information*” on the page 73.

“There have been no material adverse changes in the prospects of the Issuer or of the Issuer and its subsidiary taken as a whole since 31 December 2022. Furthermore, there have been no significant changes in the financial performance of the Issuer or of the Issuer and its subsidiary taken as a whole since 30 June 2023.”

8. Board of Directors and Management

Jaakko Ossa has been elected as a member of the Board of Directors by the Annual General Meeting 2023 and Jarmo Partanen resigned the board. The following table presents the composition of the board of directors of OmaSp as the date of this Supplement 3 (change underlined) and will replace the table under the second paragraph in section “*Board of Directors and Management – Board of Directors*” on page 74:

Name	Year born	Position	Elected to the Board of Directors
Jarmo Salmi	1963	Chairman	2019, Member since 2014
Jyrki Mäkynen	1964	Vice Chairman	2014, Member since 2009
Aila Hemminki	1966	Member	2017
Aki Jaskari	1961	Member	2014
Timo Kokkala	1960	Member	2014
Jaana Sandström	1963	Member	2019
<u>Jaakko Ossa</u>	<u>1965</u>	<u>Member</u>	<u>2023</u>

The information about a former board member Jarmo Partanen under the last paragraph in section “*Board of Directors and Management – Board of Directors*” will be removed and replaced with the following language on page 74:

“**Jaakko Ossa**, Professor of finance law at the University of Turku. He has been member of the Board of Directors in several companies and has an extensive written production, particularly in the field of corporate taxation and investment taxation. Ossa has been Member of the Board of Directors in the Issuer since 2023.”

Hanna Sirkiä has become member of the management group after Helena Juutilainen. The following table presents the composition of the management team of OmaSp as the date of this Supplement 3 (change underlined) and will replace the table under the second paragraph in section “*Board of Directors and Management – CEO and Management Team – Management Team*” on page 75:

Name	Year born	Position	Appointed
<u>Hanna Sirkiä</u>	<u>1972</u>	<u>Head of Legal</u>	<u>2023</u>
Sarianna Liiri	1981	Chief Financial and Administrative Officer	2015
Ville Rissanen	1971	Director of the Digital Services	2019
Minna Sillanpää	1970	Chief Communications Officer	2017
Kimmo Tapionsalo	1963	Chief Risk Officer	2016
Pasi Turtio	1974	Deputy CEO, Customer Operations Director	2008

The information about a former Head of Legal Helena Juutilainen under the last paragraph in section “*Board of Directors and Management – CEO and Management Team – Management Team*” will be removed and replaced with the following language on page 75:

“**Hanna Sirkiä** has been Chief Legal Officer of OmaSp since 2023. Sirkiä has worked since 2008 in legal affairs and risk control positions in the financial sector, and since 2006 in a legal office.”

9. Share Capital and Ownership

Following the implementation of the acquisition of Liedon Savings Bank the number of the shares and holdings in the shares of the Company have changed and following language replaces the language under the heading “*Share Capital and Ownership*” on page 77 (amended information underlined):

“As of the date of this Supplement 3, the Issuer’s share capital was EUR 24,000,000 and the total number of shares issued was 33 275 237. As of the date of this Supplement 3, the Issuer owns 101 386 of the Issuer’s own shares, which do not entitle to any voting rights at the general meeting as long as the Issuer owns them.

The shares of the Issuer are listed on the main list of Nasdaq Helsinki Ltd. (the Helsinki Stock Exchange). The following table sets forth the ten largest shareholders of Issuer that appear on the shareholder register as of 31 July 2023:

Name	Number of Shares	% of Shares
Etelä-Karjalan Säästöpankkisäätiö	<u>8,917,300</u>	<u>26.80</u>
Parkanon Säästöpankkisäätiö	<u>3,300,000</u>	<u>9.92</u>
Liedon Säästöpankkisäätiö	3,125,049	9.39
Töysän Säästöpankkisäätiö	<u>2,940,000</u>	<u>8.84</u>
Kuortaneen Säästöpankkisäätiö	1,925,000	5.79
Hauhon Säästöpankkisäätiö	1,649,980	4.96
Rengon Säästöpankkisäätiö	1,065,661	3.20
Suodenniemen Säästöpankkisäätiö	800,000	2.40
Savolainen Heikki Antero	<u>791,754</u>	<u>2.38</u>
Joroisten Oma Osuuskunta	689,150	2.07

To the extent known to the Issuer, it is not directly or indirectly owned or controlled by any person for the purposes of Chapter 2, Section 4 of the Securities Markets Act and the Issuer is not aware of any arrangement the operation of which may result in a change of control of the Issuer.”

10. Information incorporated by reference

The following documents will be incorporated by reference into the Base Prospectus and added to the table on page 81:

Document	Information incorporated by reference	Hyperlinks
OmaSp’s Half-Year Financial Report 30 June 2023	OmaSp’s unaudited Interim Report 1 January 2023 – 30 June 2023	<u>OmaSp’s Half-Year Financial Report 30 June 2023</u>
OmaSp’s Pillar III – Disclosure Report on capital adequacy and risk management 30 June 2023	OmaSp’s Pillar III – Disclosure Report on capital adequacy and risk management 30 June 2023	<u>OmaSp’s Pillar III – Disclosure Report on capital adequacy and risk management 30 June 2023</u>