

Shareholders' Nomination Committee

1. Purpose of the Shareholders' Nomination Committee

The Shareholders' Nomination Committee of Oma Savings Bank Plc (hereinafter the "Bank") is the body of the Bank's shareholders formed in accordance with the Bank's Articles of Association. The Nomination Committee is responsible for preparing proposals for the election and remuneration of the members of the Board of Directors and for finding any new members of the Board of Directors for the Annual General Meeting or, if necessary, for the Extraordinary General Meeting.

The Nomination Committee shall ensure that the Bank's Board of Directors has sufficient and diverse knowledge and experience to meet the requirements of the Bank's business and associated risks. The members of the Board of Directors, individually and collectively, shall be fit for their duties and able to devote sufficient time to the performance of their duties. The number of members of the Board of Directors and the composition of the Board of Directors must be sufficient to enable the Board to carry out its duties effectively.

The Nomination Committee complies with applicable laws and regulations, such as the rules of the stock exchange and the Corporate Governance Code for listed companies.

These Rules of Procedure instruct the appointment and composition of the Nomination Committee and define its duties and responsibilities.

2. Nomination and composition of the Nomination Committee

The Nomination Committee consists of representatives appointed by the five largest shareholders calculated according to the number of shares. The Chairman of the Board of Directors of the Bank acts as a convener and participates in the meetings of the Nomination Committee as an expert. The Chairman of the Board of Directors of the Bank is not a member of the Nomination Committee and has no voting rights in the meetings of the Nomination Committee. If the Chairman of the Board of Directors is prevented from attending, the Deputy Chairman of the Board of Directors shall perform the duties of Chairman of the Board of Directors in the Nomination Committee.

The Bank's five largest shareholders each have the right to appoint one representative to the Nomination Committee. If a shareholder does not wish to exercise their right to nominate, the right is transferred to the next largest shareholder, who would otherwise not have the right to nominate. Nomination may be revoked during the term of office of the Nomination Committee. The largest shareholders are determined on the first day of June preceding the Annual General Meeting (annually on 1 June) on the basis of the holdings registered in the Bank's shareholder register. If the shareholdings of two or more shareholders are equal and these cannot all have the right to appoint a member to the

Nomination Committee, the right to nominate is decided by lot between these shareholders.

The members of the Nomination Committee shall have appropriate knowledge and experience in relation to the Bank's operations in order to assess the composition of the Board of Directors of the Bank. Members of the Nomination Committee must carefully consider any conflicts of interest that may arise from the assignment before accepting the assignment. An employee of a bank or its group or the President and CEO of a bank cannot be a member of the Nomination Committee.

The Chairman of the Board of Directors of the Bank shall request its eligible shareholders to appoint their representatives to the Nomination Committee annually by 31 August at the latest. The term of office of the members of the Nomination Committee shall commence with the appointment and shall terminate when new members have been appointed in their place. If a member of the Nomination Committee resigns during his or her term of office, the shareholder who appointed him or her has the right to appoint a new member.

The Chairman of the Board of Directors of the Bank convenes the organizing meeting of the Nomination Committee, where the Nomination Committee elects a Chairman from among its members. The Chairman of the Board of Directors of the Bank may not act as Chairman of the Nomination Committee.

The Bank announces the composition of the Nomination Committee in a stock exchange release.

If the shareholder who nominated the member transfers more than half of his/her shareholding in accordance with the decision on the first day of June (1 June) and is no longer one of the Bank's five largest shareholders, the member shall resign from the Nomination Committee. Thereafter, the right to nominate shall be offered to the Bank's largest shareholder at any given time who has not nominated a member to the Nomination Committee. If the shareholder in question does not wish to exercise the right to nominate, the right is passed on to the next largest shareholder, who would otherwise not have the right to nominate.

3. Duties and fees of the Nomination Committee

The Nomination Committee is responsible for preparing and presenting to the Annual General Meeting and, if necessary, to the Extraordinary General Meeting, proposals concerning the following matters:

1. Number of Board Members
2. Election of members of the Board of Directors
3. Remuneration of the members of the Board of Directors

The total term of office of a Board member may not exceed 10 years continuously and, exceptionally, not exceed 12 years.

In addition, the task of the Nomination Committee is to search for potential successor candidates for the members of the Board of Directors.

The Nomination Committee may not assume any other duties than those specified in these Rules of Procedure.

The Bank shall pay a meeting fee of EUR 1,000 per meeting to each member of the Nomination Committee and shall reimburse the reasonable travel expenses of the members and the Chairman according to the cost statement presented by the member. The Bank pays reasonable meeting expenses of the Nomination Committee approved by the Chairman of the Board of Directors.

4. Duties of the Chairman of the Nomination Committee

The Chairman of the Nomination Committee must lead the work of the Nomination Committee in such a way that the Nomination Committee can carry out its duties effectively, taking into account the interests of the Bank's.

The Chairman of the Nomination Committee shall convene the Nomination Committee when its duties so require and shall be responsible for the preparation of the meetings. The meeting shall be held at a time allowing members to attend the meeting.

5. Decision-making

The Nomination Committee has a quorum when more than half of its members are present. The Nomination Committee may not take a decision unless all members have been given the opportunity to participate in the proceedings and the meeting. An invitation to the Nomination Committee meeting must be sent to the members of the Nomination Committee by e-mail at least two weeks before the meeting.

The decision must be unanimous. If a unanimous decision is not reached, a shareholder whose representative has a different opinion in the Nomination Committee may submit his/her own proposal to the Annual General Meeting. No member of the Nomination Committee may participate in the proceedings concerning him/her or a close relative.

Minutes of the Nomination Committee meetings shall be kept. The minutes shall be dated, numbered and kept by the Bank. The minutes shall be signed by the Chairman of the Nomination Committee.

The Secretary of the Nomination Committee may be the Secretary of the Board of Directors of the Bank, or another person invited by the Chairman of the Nomination Committee. The secretary prepares the meetings together with the chairman.

6. Preparation of the proposal for the composition of the Board of Directors

The Nomination Committee must prepare and present a proposal for the composition of the Board of Directors to the Annual General Meeting and, if necessary, to the Extraordinary General Meeting.

When preparing the proposal for the composition of the Board of Directors, the Nomination Committee must, with regard to the composition of the Board of Directors, consider the following points:

- The composition of the Board of Directors must be diverse, and its members have extensive expertise, experience, training and otherwise appropriate background, taking into account the Bank's operations, stage of development and other circumstances.
- The Board of Directors must have experience and industry knowledge of banking, as well as related regulation and risk management.
- The competence and experience of the Board of Directors are assessed as a whole. The preparation of the election of the members of the Board of Directors must be based on an overall assessment of the competence and experience of the Board of Directors.

In addition, when preparing the proposal for the composition of the Board of Directors, the Nomination Committee shall take into account the requirements set out in the Act on Credit Institutions and other applicable laws and regulations, as well as the Bank's interests. In particular, the Nomination Committee must take into account that all members of the Board of Directors of the Bank must meet the requirements set out in the applicable regulations and regulations as regards the reliability and professional qualifications (Fit & Proper) of the members of the Board of Directors. With regard to the diversity and independence of the Board of Directors, the Nomination Committee shall also take into account the requirements set out in the Limited Liability Companies Act and the Corporate Governance Code of listed companies, as well as other applicable laws and regulations and the Bank's diversity policy. The objective is to have a gender-balanced Board of Directors with at least the number of under-represented genders referred to in the Companies Act and the Corporate Governance Code of listed companies.

Upon request, the Nomination Committee shall have the right to receive from the Bank's management the information necessary for the performance of its duties, such as information on self-assessments carried out by the Bank's Board of Directors. In addition, the Nomination Committee may, with the consent of the Chairman of the Board of Directors of the Bank and at the Bank's expense, use external experts to find and evaluate suitable candidates for the Board of Directors, or when assessing the remuneration of the members of the Board of Directors.

An employee of a Bank or a company belonging to its group or the CEO of a Bank cannot be a member of the Board of Directors.

7. Principles for the remuneration of the members of the Board of Directors

The proposal of the Nomination Committee regarding the remuneration of the members of the Bank's Board of Directors shall be prepared in accordance with the principles set by the Bank's remuneration policy as confirmed by the Annual General Meeting. In the preparation of the remuneration policy, the Nomination Committee has the right to present views on the remuneration of the Board of Directors if it so wishes.

8. Proposals to the Annual General Meeting

The Nomination Committee must submit to the Bank's Board of Directors its proposals on the Board members and remuneration annually at the latest by the end of the calendar month preceding the meeting of the Board of Directors that decides on the convening of the Annual General Meeting. The Board of Directors of the Bank confirms the meeting schedule of the Board of Directors and the planned date of the Annual General Meeting to the Nomination Committee well in advance. In the case of an Extraordinary General Meeting, the proposal will be made in a similar manner well in advance of the Annual General Meeting so that they can be included in the notice to the General Meeting.

The Nomination Committee's proposals are published in a stock exchange release and included in the notice of the Annual General Meeting. The Chairman of the Nomination Committee presents and justifies the Nomination Committee's proposals to the Annual General Meeting.

The Board of Directors of the Bank, together with the Nomination Committee, ensures that the reliability and suitability assessments (Fit & Proper) of the new Board members presented are prepared and submitted to the Financial Supervisory Authority so that, if possible, the Financial Supervisory Authority can provide an answer on the suitability of the Board member well in advance of the Annual General Meeting. If the Financial Supervisory Authority sees obstacles to the election of the nominated persons, the Nomination Committee must immediately nominate another person to replace him/her.

9. confidentiality

The members of the Nomination Committee, the Secretary and the Chairman, and the shareholders they represent, shall keep the information concerning the proposals submitted to the General Meeting confidential until the final proposal has been made, and the Bank has made the proposal public. The obligation of confidentiality also covers other confidential information received by the Nomination Committee and is valid for each information until such information has been made public by the Bank. The Chairman of the Nomination Committee may, if deemed necessary, propose to the Board of Directors of the Bank that the Bank enter into separate non-disclosure agreements with the Secretary of the Committee, the shareholders or their representatives.

10. Amendment of the Rules of Procedure

Significant changes to the rules of procedure, such as changes to the number of members of the Board of Directors or changes to the selection process, are decided by the Annual General Meeting. The Nomination Committee shall review these Rules of Procedure annually and, if necessary, submit a proposal to the Annual General Meeting for any changes. The result of the evaluation and any proposed amendment to the Annual General Meeting must be recorded in the minutes of the Nomination Committee meeting. If necessary, the Nomination Committee has the right to make technical updates and amendments to these Rules of Procedure by its own discretion.

11. Other provisions

If the date specified in these Rules is not a working day, the Rules shall be deemed to refer to the working day closest to that date.