



SANDNES SPAREBANK

Listing of 2,014,039 consideration equity certificates issued by Sandnes Sparebank in connection with the merger with Hjelmeland Sparebank

This exemption document (the "**Exemption Document**") has been prepared by Sandnes Sparebank, a Norwegian savings banks (Norwegian: Sparebank) (the "**Bank**"), in connection with the listing (the "**Listing**") on Oslo Børs, a regulated market being part of Euronext and operated by Oslo Børs ASA (the "**Oslo Stock Exchange**"), of 2,014,039 new equity certificates in the Bank, each with a par value of NOK 10 (the "**Consideration Equity Certificates**"), to be issued as consideration in connection with the Bank's merger with Hjelmeland Sparebank, a Norwegian savings bank with business registration number 937 896 581 and registered business address at Prestagarden 3, 4130 Hjelmeland, Norway, whereby the Bank will be the acquiring entity and Hjelmeland Sparebank, subject to completion of the merger, will become part of the Bank as defined herein (the "**Merger**"). The merged bank will continue operations under the name Rogaland Sparebank (the "**Merged Bank**").

The Bank's existing equity certificates are, and the Consideration Equity Certificates will be, listed on the Oslo Stock Exchange under the ticker code "SADG". It is expected that the ticker code will be changed to "ROGS" following completion of the Merger. Except where the context requires otherwise, references in this Exemption Document to "**Equity Certificates**" will be deemed to include the existing ordinary equity certificates of the Bank and the Consideration Equity Certificates. The Equity Certificates and the Consideration Equity Certificates will be recorded and registered in the Euronext central securities depository in Norway, "Verdipapirsentralen ASA" ("**VPS**"), in book-entry form. All Equity Certificates rank in parity with one another and carry one vote.

This Exemption Document is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Counsel of 14 June 2017 (the "**EU Prospectus Regulation**"), and therefore it has not been subject to scrutiny and approval by the relevant competent authority as set out in Article 20 of Regulation 2017/1129. This Exemption Document serves as a prospectus equivalent document for the purpose of listing the Consideration Equity Certificates to be issued in connection with the Merger, cf. the EU Prospectus Regulation Article 1 (5) point (e).

THIS EXEMPTION DOCUMENT DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO BUY, SUBSCRIBE OR SELL THE SECURITIES HEREIN, AND NO SECURITIES ARE BEING OFFERED OR SOLD PURSUANT TO THIS EXEMPTION DOCUMENT.

The date of this Exemption Document is 4 July 2024

IMPORTANT INFORMATION

This Exemption Document has been prepared by the Bank in connection with the listing of the Consideration Equity Certificates and serves as a prospectus equivalent document, cf. Article 1 (5) point (e) of the EU Prospectus Regulation, and repealing Directive 2014/71/EC, as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act. This Exemption Document has been prepared solely in the English language.

The contents of this Exemption Document have been prepared on the basis of the European Commission's delegated regulation (EU) 2021/528 of 16 December 2020 supplementing the EU Prospectus Regulation as regards the minimum information content of the document to be published for a prospectus exemption in connection with a takeover by means of an exchange offer, a merger or a division.

This Exemption Document does not constitute an offer of, or an invitation to purchase, any of the Equity Certificates described herein, and no Equity Certificates are being offered or sold pursuant to this Exemption Document in any jurisdiction. All inquiries relating to this Exemption Document must be directed to the Bank. No other person is authorized to give any information about, or to make any representations on behalf of the Bank or Hjelmeland Sparebank in connection with the Merger. If any such information is given or representation made, it must not be relied upon as having been authorized by the Bank. The information contained herein is as of the date hereof and is subject to change, completion and amendment without further notice. The publication of this Exemption Document shall not under any circumstances create any implication that there has been no change in the Bank or Hjelmeland Sparebank's affairs or that the information set forth herein is correct as of any date subsequent to the date hereof. No person is authorised to give information or to make any representation in connection with the Merger other than as contained in this Exemption Document.

The contents of this Exemption Document are not to be construed as legal, business or tax advice. Each reader of this Exemption Document should consult with his or her own legal, business or tax advisor as to legal, business or tax advice. If you are in any doubt about the contents of this Exemption Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional advisor.

Readers are expressly advised that the Equity Certificates are exposed to financial and legal risk and they should therefore read this Exemption Document in its entirety, in particular Section 1 "Risk Factors".

The distribution of this Exemption Document may in certain jurisdictions be restricted by law. Persons in possession of this Exemption Document are required to inform themselves about and to observe any such restrictions. No action has been taken or will be taken in any jurisdiction by the Bank or Hjelmeland Sparebank that would permit the possession or distribution of this Exemption Document, in any country or jurisdiction, where specific action for that purpose is required. This Exemption Document is not for publication or distribution, in whole or in part, directly or indirectly, in the United States or any other jurisdiction where such publication or distribution would violate applicable laws or rules or would require additional documents to be completed or registered or require any measure to be undertaken in addition to the requirements under Norwegian law. In particular, neither the Consideration Equity Certificates nor any other securities referenced in this Exemption Document, including any of the Equity Certificates issued by the Bank, have been registered or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state of the United States, and as such neither the Consideration Equity Certificates nor any other securities referenced in this Exemption Document, including the Equity Certificates, may be offered or sold, directly or indirectly, in the United States except pursuant to an applicable exemption from the

registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offering of securities in the United States.

This Exemption Document is governed by and construed in accordance with Norwegian law. The courts of Norway, with Sør-Rogaland tingrett as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Exemption Document.

All Sections of the Exemption Document should be read in context with the information included in Section 3 "General Information".

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1 RISK FACTORS

1.1 Introduction

An investment in the Bank involves inherent risk. Investors should carefully consider the risk factors and all information contained in this Exemption Document, including the financial information and related notes incorporated by reference hereto. The risks and uncertainties described in this Section 1 are the material known risks and uncertainties faced by the Group as of the date hereof, and represents those risk factors that the Bank believes to represent the most material risks for investors. An investment in the Bank is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risks below could have a material adverse impact on the business, financial condition, or results of operations of the Bank or, following the Merger, the Merged Bank. Accordingly, all references to the Bank shall be construed also as references to the Merged Bank, unless the context requires otherwise.

The risk factors included in this Section 1 are presented in a limited number of categories, where each risk factor is placed in the most appropriate category based on the nature of the risk it represents. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties in that risk factor are not genuine and potential threats, and they should therefore be considered prior to making an investment decision. If any of the following risks were to materialize, either individually, cumulatively or together with other circumstances, it could have a material adverse effect on the Bank and/or its business, results of operations, cash flows, financial condition and/or prospects, which may cause a decline in the value and trading price of the Equity Certificates, resulting in loss of all or part of an investment in the Bank's Equity Certificates. Additional factors of which the Bank is currently unaware, or which it currently deems not to be material risks, may also have corresponding negative effects.

1.2 Risks related to the Merger between the Bank and Hjelmeland Sparebank

1.2.1 The Bank is dependent on information made available by Hjelmeland Sparebank

In connection with the Merger, the Bank has received certain information about Hjelmeland Sparebank and has conducted its own due diligence of Hjelmeland Sparebank, including access to and questions and answers with the current management of Hjelmeland Sparebank. All mergers involve risks, some of which may be unknown or not disclosed by a transferring party. All due diligence reports are limited in its nature. The lack of a complete analysis implies an increased risk that the Bank will not be made aware of any existing event or circumstance that could have a material adverse effect on Hjelmeland Sparebank's business, operating results, financial condition, and/or prospects. This could lead to greater losses than expected for the Bank and affect the Bank's results and financial situation.

Furthermore, the Merger Agreement between the banks stipulates that the boards of the banks may demand new negotiations or, alternatively, with approval from the banks' supervisory boards (Norwegian: Forstanderskap), withdraw the banks' support for the Merger Agreement if new information that is assumed to be of significant importance for the implementation of the Merger comes to light. In terms of the exchange ratio, a deviation of more than 1.5 percent is considered to be of significant importance. In terms of the option to withdraw the banks' support for the Merger Agreement, a deviation of more than 3 percent is considered to be of significant importance. If an event or circumstance arises that has a material adverse effect on one of the banks above these thresholds, there is a risk that the banks will demand new negotiations or withdraw the decision on the Merger.

If the Merger is not completed, the Bank may experience negative reactions from the financial markets, the media and its equity certificate holders, potential investors, customers, employees and other stakeholders. Each of these factors may materially and adversely affect the trading price of the Equity Certificates and could have a material adverse effect on the business, results of operations, cash flows, financial condition and/or prospects of the Bank.

1.2.2 The integration of Hjelmeland Sparebank is a comprehensive task, and the Bank may not achieve the expected synergies and other benefits from the Merger

The Merger with Hjelmeland Sparebank represents a merger of significance and complexity, and for the Merger to be successful, the Bank must succeed in integrating Hjelmeland Sparebank in a way that allows the businesses of both banks to continue in a manner that does not negatively affect the businesses and enables the banks to achieve the desired synergies. The Bank will face anticipated and may also face unanticipated risks and challenges when integrating Hjelmeland Sparebank into its existing operations. This may include merging the banks' portfolios including the banks' credit assessment standards and risk profiles, the banks' investment strategies, integration of employees, IT solutions, merging of operational processes, and harmonization of customer bases and product and service offerings. When the Banks decided to merge, certain assumptions were made, including regarding synergies to be achieved. There is a risk that some or all of the assumptions made will not be fulfilled, which could have a material adverse effect on the business, operating results, cash flows, financial condition, and/or prospects of the Bank.

The expected synergies and other benefits from the Merger may not be achieved or not achieved within the expected timeframe. Achieving the expected synergies and other benefits from the Merger partly depends on the Bank's ability to integrate Hjelmeland Sparebank in an efficient and cost-effective manner. If the Bank does not carry this out as planned or if unforeseen circumstances arise, this could result in significant costs and diversion of management's time from ongoing operations. There can be no assurance that the integration of Hjelmeland Sparebank into the Bank will be successful. Failed integration could have a material adverse effect on the business, operating results, cash flows, financial condition, and/or prospects of the Bank.

1.2.3 The Bank is merging with an ongoing business with a number of exposures relating to the period prior to completion of the Merger

The Bank is acquiring liabilities and other exposures relating to business of Hjelmeland Sparebank and which stems from periods prior to the Merger. The Bank's protection against such liabilities and other exposures is limited in mergers and any historical liability or risk exposure could have a material adverse effect on the business, results of operations, cash flows, financial condition and/or prospects of the Group after completion of the Merger.

1.2.4 The execution of the Merger presupposes that the banks' existing contractual obligations do not hinder the Merger or entail risks that, in the opinion of the banks' boards, are not acceptable

According to the Merger Agreement between the banks, it is a prerequisite for the execution of the Merger that the banks' existing contractual obligations do not hinder the Merger or entail risks that, in the opinion of the banks' boards, are not acceptable. Existing contractual obligations refer to contracts the banks have with third parties, which may contain clauses about consent to the Merger or assumptions about the banks' solvency/ability to fulfil financial obligations under the contract.

If conflicts or unforeseen issues related to existing contractual obligations arise, this could lead to delays in the Merger, increased costs, or in the worst case, that the Merger cannot be carried out. If the Merger is not carried out or is delayed as a result of this, it can negatively affect the business, operating results, cash flows, financial

position, and/or prospects of the Bank. In addition, the Bank will not realize the benefits the Bank expects to achieve from the Merger. Furthermore, it can also be negatively perceived in the investment market and result in a fall in the market value of the Equity Certificates and bonds issued by the Bank, as well as cause negative reactions from the media, potential investors, customers, employees, and other stakeholders. If the aforementioned risks materialize, it can negatively affect the business, cash flows, operating results, and financial position of the Bank.

1.2.5 The execution of the Merger presupposes that the creditor notification period has expired and the relationship with the bank's creditors is not an obstacle to the implementation

According to the Merger Agreement between the banks, it is a prerequisite for the execution of the Merger that the creditor notification period of six weeks according to the Financial Institutions Act § 12-5 (2), cf. the Public Limited Companies Act § 13-15 has expired without the bank's relationship with the creditors constituting an obstacle to the execution of the Merger. Should conflicts or unforeseen issues from creditors arise that cannot be resolved in a satisfactory manner, this could lead to delays in the Merger process, increased costs, or in the worst case, that the Merger cannot be carried out. If the Merger is not carried out or is delayed as a result of this, it can negatively affect the business, operating results, cash flows, financial position, and/or prospects of the Bank. In addition, the Bank will not realize the benefits the Bank expects to achieve from the Merger. Furthermore, it can also be negatively perceived in the investment market and result in a fall in the market value of the Equity Certificates and bonds issued by the Bank, as well as cause negative reactions from the media, potential investors, customers, employees, and other stakeholders. If the aforementioned risks materialize, it can negatively affect the business, cash flows, operating results, and financial position of the Bank.

1.2.6 Risks related to agreements with Hjelmeland Sparebank

As part of the Merger, it may be necessary for Hjelmeland Sparebank and the Bank to enter into several agreements effective from completion; including agreements on transitional services, framework agreements, and license agreements. The full terms and conditions for all these agreements have not been agreed upon between the parties, and thus there is a risk that one or more of these agreements will not materialize or that such agreements will be entered into on other terms and conditions for the Bank than what the Bank as of the date of this Prospectus expects.

1.3 Risks related to the development in the securities market and economics

1.3.1 The Bank is exposed to economic conditions

The global capital and credit market may be volatile. This volatility may cause a material adverse effect on the international banking sector's performance and lead to reduced liquidity and increased credit risk premiums for many market participants. The Bank has had good access to domestic capital markets funding, but any significant volatility, disruption or deterioration in the local/global macroeconomic environment may have a material adverse effect on the Bank's ability to access capital and/or its business, results of operations and/or financial condition.

As the Bank's revenue is derived almost entirely from customers based in Norway, primarily in the Norwegian county Rogaland, deterioration of macroeconomic conditions in Norway or Rogaland may have a material adverse effect on the Bank's business, results of operations and financial condition. If gross domestic product does not grow over time, oil prices fall, or if unemployment or inflation increases or asset values decrease, businesses and consumers could be adversely affected. In addition to reducing demand for the Bank's products and services, the quality of the Bank's credit portfolio could be adversely affected, and the Bank could experience credit losses.

The majority of the Bank's business is banking services and real estate services directed towards retail customers and small and medium sized businesses, including businesses within commercial real-estate, real estate development, property management, building and construction industry, financial services, retail trade, social services, manufacture industry and hotels and restaurant sector. A negative macroeconomic development affecting these business areas will therefore have a material adverse effect on the Bank's business, results of operations and/or financial condition.

The Bank considers deteriorating economic conditions to be the greatest risk relating to the securities markets and economics. Most sectors in Western Norway will respond adversely to negative economic shocks, which may affect the Bank's credit exposure negatively.

1.4 Risks related to the Bank and the industry in which it operates

1.4.1 The Bank is exposed to credit risk

The Bank is exposed to credit risk, which is the risk of loss due to a customer's inability or unwillingness to fulfill their obligations to the Bank, and the collateral not covering the obligations. Additionally, concentration risk is the risk of negative development in an entire sector or correlated loans. Adverse changes in the credit quality or behavior of the Bank's borrowers or other counterparties can reduce the value of the Bank's assets and collateral, thereby increasing the Bank's write-downs and loss provisions. The Bank's access to accurate and complete financial information and general credit information about its borrowers and other counterparties is crucial for the Bank's assessment of the credit risk associated with its borrowers, and a failure in the Bank's credit assessment of its borrowers can negatively impact the Bank's business, results, liquidity, financial position, and/or future prospects. The general credit quality profile of the Bank's borrowers and other counterparties can also be affected by a wide range of macroeconomic events and other factors, such as increased unemployment and inflation, reduced asset values, lower consumer spending, increased debt levels among customers, higher interest rates, and/or higher default rates.

Credit risk is considered the most significant risk associated with the bank. This includes the bank's main business and the clearly largest share of assets, which have the greatest risk of financial loss.

1.4.2 The Bank is exposed to risks related to variations in financing costs and availability of financing (liquidity risk)

Liquidity risk is defined as the risk that the Bank will not be able to meet its obligations and/or finance increases in assets without incurring significant additional costs in the form of price drops on assets that must be realized, or in the form of more expensive financing. The level of the Bank's liable capital will be a central prerequisite for attracting necessary financing at all times. The Bank is dependent on access to sufficient liquidity on acceptable terms to meet its obligations as they fall due. This liquidity risk is inherent in banking operations and can be amplified by a number of business-specific factors, including excessive dependence on a particular source of financing (such as short-term financing and day-to-day financing), changes in credit ratings, or market-wide phenomena such as market disruptions and major disasters. A market disruption is a situation where financial markets, operating under stressful conditions, cease to price assets correctly, whether on an absolute, relative, or inherent basis. Furthermore, the Bank is dependent on sufficient financing to conduct its lending operations.

The Bank's financing needs are primarily covered through customer deposits (approximately NOK 14,562 million at the end of 2023). Deposits are subject to fluctuations due to certain factors beyond the Bank's control, such as loss of customer confidence and competitive pressure, and as a result, the Bank may experience a significant

outflow of deposits in a short period. In addition, uncertainty around the Bank's financial position can lead to the withdrawal of deposits, which can result in a financing deficit for the Bank.

The Bank has both regulatory and internal requirements for liquidity and financing. As of December 31, 2023, the Bank's LCR (liquidity coverage ratio) is 264.7 % against a regulatory requirement of 100% (consolidated figures). Beyond this, the Bank has internal requirements that relate to the composition of deposits (the deposit base should not consist of few and large deposits), liquidity reserves, and the ability to transfer loans to mortgage credit institutions. Although the Bank currently exceeds regulatory and internal liquidity requirements, there can be no guarantee that the requirements will not increase or that the Bank will not incur losses or for other reasons experience weakened liquidity. This could have a significant negative impact on the Bank's results, liquidity, and financial position.

1.4.3 The Bank is exposed to risks related to interest rate changes

Interest rates, which are impacted by factors outside of the Bank's control, including the fiscal and monetary policies of governments and central banks, as well as Norwegian and international political and economic conditions, affect the Bank's results of operations, profitability and return on capital in different areas.

First, interest rates affect the cost and availability of the principal sources of the Bank's funding, including customer deposits, covered bonds and senior unsecured bonds. A sustained low interest rate environment keeps the Bank's costs of funding low by reducing interest expense. Lower interest rates also reduce incentives for consumers to save and, therefore, constrain supply of deposits and consequently the Bank's ability to fund its lending operations.

Second, interest rates, such as the Norwegian Interbank Offer Rate (NIBOR), affect the Bank's net interest margin and income. The interest rate level is directly related to the Bank's external funding and interest-bearing securities. Furthermore, while the Bank determines its lending and deposit rates at its own discretion, the interest rates are inherently and indirectly linked to market rates. Sudden large or frequent increases in interest rates may have an adverse effect on the Bank's profit due to the value of the Bank's assets and liabilities having different interest rate sensitivity. If the Bank is unable to manage its exposure to interest rate volatility, whether through product pricing and maintenance of borrower credit or other means, its business, financial condition, results of operations and/or prospects may be adversely affected.

Third, interest rates impact the Bank's loan impairment levels and customers' affordability position. For example, an increase in interest rates may lead to an increase in default rates, in turn leading to increased impairment charges, loan losses and lower profitability for the Bank.

Fourth, a high interest rate environment may reduce demand for lending products, as individuals are less likely or less able to borrow when interest rates are high, thereby reducing the Bank's results of operations.

1.4.4 The Bank is exposed to systemic risk

Due to the mutual dependency between financial institutions, the Bank is, and will continue to be, exposed to the risk that the commercial and financial solidity, or perceived solidity, of other financial institutions deteriorates. Within the financial industry, default in one institution can lead to default in other institutions. For example, the connections between Norwegian banks and financial institutions have increased in recent years through covered bonds ("OMF"). This is because several banks and financial institutions buy each other's OMFs, which increases the interconnection and dependency between them. OMF is an important source of long-term financing for the

group. Although the general level of interconnections between the banks is stable, the increased use of OMF represents an increased systemic risk. Concerns about, or default from, one institution can lead to significant liquidity problems, losses, or defaults from other institutions, because the commercial and financial solidity of many financial institutions can be closely linked to each other due to their credit, trading, clearing relationships, or other relationships. This risk is sometimes referred to as "systemic risk" and can have a negative impact on financial intermediaries, such as banks, securities firms, and exchanges that some of the bank's subsidiaries interact with daily. Systemic risk can have a significant negative impact on the Bank's ability to obtain new financing and on the bank's business, financial position, operating results, liquidity, and/or future prospects.

1.4.5 The Bank is exposed to operational risk related to systems and processes

Operational risk is the risk of loss due to inadequate or failing internal processes, human failure, and external events. This may include, for example, failure in routines, failure in computer systems, lack of competence, errors by the Bank's subcontractors, breaches of trust by employees and customers, robbery, embezzlement, etc. The Bank is also exposed to failure in external systems, such as the Bank's payment solutions. In addition, the Bank may be negatively affected by fraudulent actions or breaches of internal instructions committed by its own employees. The Bank has a routine for managing operational risk. The document is revised and approved annually by the Bank's board.

The Bank has experienced resources working with risk and compliance. Risk and compliance are managed according to an annual cycle approved by the board, and they perform controls according to detected routine breaches or in connection with supervision from the Norwegian Financial Supervisory Authority ("**NFSA**"). The results of the control work are recorded in an incident register and reported continuously to the management and board and immediately in the event of serious breaches. No serious breaches have been detected in the last three years.

The Bank continuously works to reduce operational risk. However, some of the risk-reducing measures that the Bank uses are based on historical information. Future developments may differ significantly from observed historical development, and there is a risk that such measures are not sufficient to predict future risk exposure. Furthermore, risk management methods may be based on estimates, assumptions, and available information that may be incorrect or outdated. If risk management is inadequate or deficient, this can have a significant negative impact on the Bank. If any of the operational risks mentioned above materialize, this can lead to both reputational and financial damage and can have a significant negative impact on the bank's business, financial situation, liquidity, and/or operating results.

1.4.6 The Bank is highly dependent on IT systems and is exposed to the risk of failure or inadequacy in these systems

The Bank is highly dependent on the uninterrupted operation of its IT systems to conduct business effectively, especially to offer customers an online bank that is available 24 hours a day. Furthermore, the Bank is dependent on certain financial infrastructure services that are widely used in the banking sector to process payments and transactions. To ensure reliable infrastructure and stable operations, the bank collaborates with third-party providers such as TietoEvry. Changes in regulatory or operational requirements may necessitate significant changes in the Bank's current IT systems and further lead to changes in the systems and solutions that the Bank receives from its third-party providers.

Despite the contingency plans and facilities that the Bank has in place, the bank's ability to conduct business may be negatively affected by disruptions in the infrastructure that supports the Bank's operations, some of which

are beyond the Bank's control. Any failure, inadequacy, or interruption in these systems, or the inability to seamlessly maintain, upgrade, or implement new systems, can damage the Bank's ability to conduct business efficiently, increase expenses, and damage reputation. There is a risk that customers, as a result of interruptions in digital banking services, will terminate their relationship with the Bank. This can have a significant negative impact on the Bank's financial position, operating results, and/or future prospects. Furthermore, strict requirements are placed on the IT systems' secure processing, storage, and transfer of confidential and other information. The computer systems, software, and networks that the Bank uses may be vulnerable to unauthorized access, computer viruses, or other malicious code, as well as other external attacks or internal security breaches that can pose a threat to data security. If one or more such events occur, it can potentially put confidential and other information related to the Bank, its customers, or counterparties at risk. Any security breach involving misuse, loss, or other unauthorized disclosure of confidential information, whether it occurs at the Bank or its suppliers, can damage the Bank's reputation, expose the Bank to the risk of litigation, increased capital requirements, or sanctions from the NFSA, or disrupt operations. The Bank may need to use significant resources to change its protection measures or investigate and remedy vulnerabilities or other exposures in the IT systems the Bank uses. This can in turn have a significant negative impact on the Bank's business, operating results, financial position, and/or future prospects.

1.4.7 The Bank is exposed to risk of information and communication technology crime and such crime may have an adverse effect on the Bank's business, reputation and results of operations

Like other financial enterprises, the Bank's activities have been, and are expected to continue to be, subject to an increasing risk of information and communication technology crime in the form of Trojan attacks and denial of service attacks, the nature of which is continually evolving.

New products, new systems, system changes and new and departing employees: Such changes have an inherent risk of information security breaches. New digital solutions also entail risk, and the consequence of errors in digital solutions is often greater than from individual human errors, such errors may in some instances be exploited by persons with malicious intent.

The Bank may experience security breaches which can cause inter alia unexpected disruptions to its systems and services in the future, which could in turn, result in liabilities or losses to the Bank, its customers and/or third parties and have an adverse effect on the Bank's business, reputation and results of operations.

1.4.8 Risk related to credit ratings

The Bank is dependent on credit ratings for its funding activities outside of Norway. Furthermore, the Bank's credit rating may affect the Bank's funding abilities and the market's perception of the Bank. The Bank's credit rating is therefore important for its business.

The Bank is currently rated with an issuer rating of A-, a senior unsecured debt rating of A-, and a senior unsecured debt (subordinated) rating of BBB+ by Scope Ratings UK Limited ("Scope"). Scope has also affirmed the A- issuer rating on SSB Boligkreditt with a stable outlook.

There can be no assurance that Scope or other rating agencies will not downgrade the ratings of the Bank, or the ratings of the Bank's debt instruments as a result of a number of factors, including the Bank's financial position or changes to applicable rating methodologies used by Scope or any other relevant credit rating agency. A rating agency's evaluation of the Bank may also be based on a number of factors not entirely within the control of the Bank, such as conditions affecting the financial services industry in general. Any future declines in those aspects

of the Bank's business identified by Scope as significant or otherwise could adversely affect Scope's perception of the Bank's credit and cause it to take negative ratings actions. Any downgrade in the Bank's credit rating or the ratings of its debt instruments could adversely affect its liquidity and competitive position, undermine confidence in the Bank, increase its borrowing costs, reduce attractiveness for the Bank's customers and increase risk of outflow in customer deposits, limit its access to the capital markets, or limit the range of counterparties willing to enter into transactions with the Bank as many institutions require their counterparties to satisfy minimum rating requirements. Such development could have a material adverse effect on the Bank's business, financial situation, results of operations and/or prospects.

1.4.9 Risk related to loans related to commercial real estate

At the end of 2023, 17.6 % of the Bank's total gross loans were related to commercial real estate (property development, construction and civil engineering, and property management). A significant portion of the bank's loans is secured with mortgages in residential and commercial real estate. In cases where loans default and the bank must resort to the collateral as security, it faces a higher risk of credit loss, especially if there is a decline in the property's value. Such declines in value can occur due to rising interest rates that reduce investment appetite, or if the demand for commercial real estate weakens. This scenario can lead to significant losses for the Bank, which in turn can negatively affect the Bank's financial results. As of March 31, 2024, the total exposure to property operations (excluding housing cooperatives) is NOK 4,355 million. NOK 19 million of this is in a high-risk class and NOK 31 million are defaulted engagements.

Increased inflation, interest rate volatility, and consumer frugality lead to increased economic vulnerability for loans exposed to commercial real estate. Lack of consumption leads to lower income for the industry, and the risk of businesses going bankrupt. Lack of investment willingness can lead to difficulties in selling and renting out properties and fewer construction and civil engineering projects, which in turn leads to lower income for business customers. Lack of income entails a risk of default, which can have a negative impact on the Bank's results.

1.4.10 Risk related to loans related to residential real estate

At the end of 2023, 64.9 % of the Bank's total gross loans were related to residential real estate, specifically as credit to individuals with their properties as security. As of March 31, 2024, the total exposure to residential real estate (including the mortgage credit institution) is NOK 21,908 million. NOK 197 million of this is in a high-risk class and NOK 283 million are defaulted engagements. The combination of increased debt burden, rising interest rates, increasing inflation, and reduced disposable income for borrowers has significantly increased the potential economic vulnerability of residential loan borrowers. This scenario poses a risk to the credit quality of these borrowers and thus their ability to pay interest and principal. Like loans to commercial real estate, a significant portion of the Bank's residential loans is secured with mortgages in real estate. If the value of the collateral falls due to rising interest rates, increased inflation, or reduced purchasing power, this can lead to significant credit losses, which in turn can have a significant negative impact on the Bank's results. An intensification of disturbances in interest payments, along with a potential increase in defaults, can lead to disturbances in the repayment obligations related to loans that the Bank has granted. Such disturbances in loan repayment, combined with potential write-downs and losses, can in turn have a negative impact on the Bank's overall business, financial results, and financial health.

1.5 Risk related to competition and reputation

The Bank operates in an increasingly competitive Norwegian market for financial services. The Bank primarily competes with other providers of personal financial services and financial services aimed at small and medium-sized enterprises, including Norwegian and foreign banks and other financial institutions, some of which have larger scale and financial resources, broader product offerings, and more extensive distribution networks than the Bank. The Bank is particularly vulnerable to competition from other local banks in the area, as well as competition from larger financial institutions in Norway. The competition may intensify further due to competitors' behavior, consumer demand, technological changes, market consolidation, new market entrants, and regulatory measures. Furthermore, the Bank may be negatively affected by the implementation of the revised Payment Services Directive, 2015/2366/EU ("PSD2"), which partially came into effect in Norway on April 1, 2019. PSD2 opens up the European market for payment systems and may entail increased competition from foreign banks as well as increased competition from other types of financial service providers. Also, ESG (Environment, Social, and Governance) and sustainability are increasingly in focus among customers and other third parties, and customers may choose to enter into a customer relationship with a competitor of the Bank rather than the Bank if the competitor's ESG and sustainability profile is preferred over the Bank's. If competition increases as a result of these or other factors, it could have a significant negative impact on the Bank's business, financial position, operating results, and/or future prospects.

The main markets for financial services in which the Bank operates are mature and slowly growing, so significant growth requires the Bank to take market shares from competitors. In particular, the markets for mortgages, savings, credit cards, and deposits are highly concentrated. This may lead to increased focus on price, service, and other competitive factors as important differentiators, each of which entails a cost for the provider. If the Bank's efficiency or marketing effectiveness is not on par with or better than that of competitors, the Bank risks not being able to fulfill its strategic growth ambitions. Furthermore, there is no guarantee that the Bank has sufficient protection against competitive actions. Competition for customers among financial institutions can increase the Bank's costs related to acquiring new customers and maintaining existing customer relationships, for example, by requiring the Bank to increase interest rates on savings products or reduce prices on mortgages. Moreover, higher interest rates on savings products without a corresponding increase in lending rates will reduce the Bank's margins and thus affect the Bank's ability to meet its revenue targets, which in turn can have a significant negative impact on the bank's business, financial position, results, and/or future prospects.

1.6 Regulatory risks

1.6.1 The Bank is exposed to changes in the regulatory framework for banking and financial services and changes in the interpretation and application of the regulations

Norwegian authorities can at any time, within the framework of the EEA Agreement, introduce regulations or implement financial or monetary measures, including changes in tax, VAT, and currency laws, which can affect the Bank's revenues and costs. Examples include taxation of dividends and employer's social security contributions. Authorities can also introduce other measures that can affect the Bank's operations, such as through stricter solvency requirements or other specific requirements. Through the control of supervisory and management institutions in the money market and credit market, the authorities can also make allocations that directly affect the Bank's operations. For example, the introduction of increased or new tax rates for the financial sector could contribute to weakening the bank's operations, results, liquidity, financial position, and/or future prospects.

The NFSA, in a consultation paper dated January 6, 2023, proposed certain changes to the Financial Institutions Act related to distributions in financial institutions (including savings banks). The proposals follow the European Banking Authority's (EBA) assessment of Norwegian core capital instruments and include, among other things, a lower threshold for notification to the NFSA when paying dividends and a proposal that the NFSA should be able to order financial institutions to reduce or not distribute dividends if it is deemed necessary to strengthen the basis for the owner's equity to cover its proportional share of a deficit. On January 18, 2023, the proposals were sent for consultation with a deadline of March 1, 2023. On August 25, 2023, a committee was appointed in the Council of State to conduct a broad assessment in savings banks ("Sparebankutvalget"). The Sparebankutvalget is to submit its report to the Ministry of Finance by September 27, 2024. In Innst. 204 L (2023-2024), the finance committee opposed the proposed amendment to the Financial Institutions Act § 10-18 pending the Sparebankutvalget's assessment. The Norwegian parliament is currently scheduled to consider the proposal on March 5, 2024. If the proposed changes are adopted as Norwegian law, this could result in restrictions on the Bank's ability to distribute dividends in line with expected dividend policy, which further can affect the attractiveness of the Equity Certificates and consequently their pricing.

Changes in banking and financial services regulations, as well as changes in the interpretation and enforcement of such regulations, are considered the most significant risk associated with regulatory risk, as this can affect the Bank's ability to grow, raise capital, and pay dividends.

1.6.2 The Bank is exposed to changes in the authorities' capital requirements

The introduction of capital requirements in accordance with Regulation 2013/575/EU ("CRR") and Directive 2013/36/EU ("CRD IV"), which were implemented in Norwegian legislation through, among other things, regulation of August 22, 2014, no. 1097 (the "CRR/CRD IV regulation"), regulates among other things the Bank's capital requirements. Furthermore, on June 1, 2022, Regulation (EU) 2019/876 (CRR2), Directive (EU) 2019/875 (CRD V), and Directive (EU) 2019/879 ("BRRD2") (collectively called the EU banking reform legislation) were implemented in Norwegian legislation. If the authorities apply these rules in a way that deviates from the Bank's expectations, or postpone the implementation of expected legislation, this could lead to higher capital requirements for the Bank than expected and cause the Bank to reduce growth, lower expected dividends, sell assets, or raise new capital, which can have a negative effect on the Bank's financial position, results, and/or future prospects. The Bank's capital adequacy requirements emerge through a Pillar 1 requirement and a Pillar 2 requirement. The Pillar 1 requirement set by the authorities for the Bank is as follows:

- Minimum requirement Pillar 1: 4,50 %
- Conservation buffer: 2,50 %
- Systemic risk buffer: 4,50 %
- Countercyclical capital buffer: 2,50 %

Together with the Pillar 2 requirement, this constitutes the Bank's pure core capital requirement. According to Pillar 2, the Bank must quantify its need for capital coverage/buffer beyond the minimum requirement in Pillar 1, taking into account the Bank's own specific risks. In connection with the permission granted by the NFSA for the Merger with Hjelmeland Sparebank, the NFSA made a decision that the Bank should have capital beyond the minimum requirements and buffer requirements equivalent to 2.3 percent of the calculation basis on a consolidated basis (pillar 2 requirement) for risks that the Bank is exposed to and which are not, or only partially

covered in Pillar 1. The Pillar 2 requirement must be covered by at least 56.25% pure core capital and at least 75% core capital.

It cannot be guaranteed that the Pillar 2 requirement will not be increased in connection with the NFSA's next assessment. The same applies to any subsequent changes in the CRR and/or CRD. If the NFSA increases the Pillar 2 requirement, this will mean that the Bank must hold more capital as a buffer against potential risks. This can affect the Bank's ability to lend money, invest in new projects, and maintain sufficient liquidity. Increased capital requirements can also lead to higher financing costs and reduce the Bank's competitiveness in the market. In addition, it can affect the Bank's profitability and the ability to pay dividends to equity certificate holders. Since the Bank complies with the NFSA's expectations, as most, if not all, banks do, the capital requirement practiced by the Bank is somewhat higher than the formal capital requirement.

1.6.3 Compliance risk

Compliance risk is defined as exposure to legal penalties, financial forfeiture and material loss an organization faces when it fails to act in accordance with laws and regulations, internal policies or prescribed best practices.

Comprehensive and complex regulations for conducting licensed banking activities place great demands on the management and control of the Bank. New regulatory requirements for how the Bank operates, or changes to such, may entail significant costs for the Bank to ensure compliance. The Bank expects to meet stronger regulation of its operations in the future.

Changes in standards for the preparation of financial statements or changes in the NFSA's interpretations of the standards may lead to different opinions between the Bank and the authorities regarding the application of such standards. Such changes may affect the Bank's reported financial position and/ or results.

Failure to comply with laws and regulations, for example violation of anti-money laundering rules or breach of capital requirements, may have severe legal and reputational consequences for the Bank and may, as a result, have a material adverse effect on the Bank's operations, results, liquidity and financial position. Severe breaches of applicable regulations may lead to orders from regulatory authorities and may in worst case, lead to a withdrawal of the Bank's license to operate as a bank.

1.6.4 The Bank is exposed to risks related to compliance with privacy laws and regulations

The Bank receives, stores and processes personal information and other user data through its business and operations in multiple jurisdictions. This makes the Bank exposed to data protection and data privacy laws and regulations, which all imposes stringent data protection requirements and high possible penalties for non-compliance, in particular relating to processing (receiving, storing, accessing, sharing, use, disclosure) and protection of personal information and other data on its platforms. The main regulations are the General Data Protection Regulation (EU) 2016/679 ("**GDPR**"), including the Schrems II-ruling, limiting the access to transfer personal data to countries outside of the EU/EEA, and the local law implementations of GDPR in the EU member states, including the Norwegian Data Protection Act of 15 June 2018 no. 38. Despite a common EU legislation, the national regulations may vary, adding to the complexity.

These data protection and privacy-related laws and regulations are evolving and may result in regulatory and public scrutiny and escalating levels of enforcement and sanctions. Any failure to comply with data protection and data privacy policies, privacy-related obligations to customers or third parties, privacy-related legal obligations, or any compromise of security that results in unauthorised disclosure or release, transfer or use of

personally identifiable information or other customer data, may result in governmental enforcement, fines, claims for damages by customers and other affected individuals, reputational damages and loss of goodwill (both in relation to existing customers and prospective customers), litigation or public statements against the Bank, any of which could adversely affect the business, operating results, financial performance and prospects.

1.7 Risks related to the equity certificates

1.7.1 There may not be an active and liquid market for the Equity Certificates and the price of the Equity Certificates could fluctuate significantly

An investment in the Equity Certificates is associated with a high degree of risk, and the price of the Equity Certificates can develop unfavourably. An active or liquid trading market for the Equity Certificates may not develop or be sustained, and the Equity Certificates may not be resold at or above the offer price. If such market fails to develop or be sustained, it could have a negative impact on the price of the Equity Certificates. Investors may not be in a position to sell their Equity Certificates quickly, at the market price or at all if there is no active trading in the Equity Certificates.

The prices of Equity Certificates that are listed on regulated markets can be highly volatile, and the price of the Equity Certificates can fluctuate significantly due to various factors. The prices of the Equity Certificates can be affected by the general development in the securities markets. Consequently, the prices of the Equity Certificates can rise or fall independently of the Bank's results or other conditions at the Bank. The pricing of the Equity Certificates can also be affected by the supply in the market of the Bank's Equity Certificates, including the risk of low availability of the Equity Certificates on the Oslo Stock Exchange. If there is little trading of the Bank's Equity Certificates, there is a risk of a significant change in the value of the Equity Certificates in a short time, both positively and negatively.

Some of the conditions that can negatively affect the price of the Equity Certificates or lead to fluctuations in the price or trading volume of the Equity Certificates, are for example changes in the Bank's or competitors' actual or expected operating results, changes in earnings forecasts or failure to meet investors' and analysts' earnings expectations, investors' assessment of the success and effect of the Banks' strategy, as well as the assessment of the related risks, changes in general economic conditions, changes in consumer preferences, an increase in market interest rates, changes in the number of Equity Certificate holders, and other factors.

Market volatility and volume fluctuations have affected and continue to affect the market prices of securities issued by many banks and can occur independently of the Banks' operating results. The market price of the Equity Certificates can fall independently of the Bank's actual operating results, and no guarantees can be given regarding the liquidity in the market for the Equity Certificates, investors' ability to sell their Equity Certificates, or the prices at which investors will be able to sell their Equity Certificates. One of the factors that can also affect the price of the Equity Certificates is the annual dividend yield compared to the return on other financial instruments. An increase in market interest rates will lead to higher returns on other financial instruments, which can negatively affect the price of the Equity Certificates. The risk that there is no active and liquid market for the Equity Certificates and the risk of significant fluctuations in the pricing of the Equity Certificates can affect investors' interest in the Equity Certificates, which in turn affects the possibility of using the instrument as a source of capital raising. This can potentially have a major negative impact on the Bank and is therefore considered the most significant risk associated with the Equity Certificates.

1.7.2 Risk of dilution of dividends

The Bank's annual profit is distributed between the owner's equity and the foundation capital in accordance with the Bank's ownership ratio. The Bank aims to have a cash share of the Equity Certificate holders' dividends in the range of 50 to 75 %, while taking into account that the bank should be sufficiently capitalized. The part of the dividend that is not paid out to the Equity Certificate holders accrues to the equalization fund or constitutes other owner's equity capital. If the profit allocated to the foundation capital is not distributed as gifts or customer dividends, it will be added to the foundation capital and thus increase the foundation capital's relative share of the next year's dividend, and the Equity Certificate holders' risk of dilution. This will again affect how large a share of the Bank's profit is allocated to owner's equity and can be paid out as dividends to the Equity Certificate holders.

2 RESPONSIBILITY FOR THE EXEMPTION DOCUMENT

This Exemption Document has been prepared by Sandnes Sparebank in connection with the listing of the Consideration Equity Certificates.

The Board of Directors of Sandnes Sparebank accepts responsibility for the information contained in this Exemption Document. The members of the Board of Directors confirm that to the best of their knowledge, the information contained in this Exemption Document is in accordance with the facts and that the Exemption Document makes no omission likely to affect its import.

4 July 2024

The Board of Directors of Sandnes Sparebank

Harald Espedal
Chair of the Board

Frode Svaboe
Deputy chair of the
Board

Sven Christian Ulvatne
Board member

Bjørg Tomlin
Board member

Astrid Rebekka Norheim
Board member

Ingunn Ruud
Board member

Wenche D. Christensen
Board member

Tom Risa
Board member

3 GENERAL INFORMATION

This Section provides general information on the presentation of financial and other information, as well as the use of forward-looking statements, in this Exemption Document.

3.1 Cautionary note regarding forward-looking statements

This Exemption Document includes forward-looking statements that reflect the Bank's current views with respect to future events and financial and operational performance. These forward-looking statements may be identified by the use of forward-looking terminology, such as the terms "anticipates", "assumes", "believes", "can", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "should", "will", "would" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. They appear, among other areas, in Section 5 "Company, business and market overview for the Merged Bank", and include statements regarding the Bank's intentions, beliefs or current expectations concerning, among other things, financial strength and position of the Merged Bank, operating results, liquidity, prospects, growth, the implementation of strategic initiatives, as well as other statements relating to the Merged Bank's future business development and financial performance, and the industry in which the Bank operates and the Merged Bank will operate, such as, but not limited to, statements relating to:

- the Merged Bank's strategy, outlook and growth prospects;
- the Merged Bank's operational and financial objectives, including statements as to the Bank's medium or long-term growth, margin, and dividend policy;
- the competitive nature of the business in which the Bank operates and the Merged Bank will operate and the competitive pressure and competitive environment in general;
- earnings, cash flow, dividends and other expected financial results and conditions;
- the expected growth and other developments of the industries which the Bank operates and the Merged Bank will operate;
- the Merged Bank's planned investments;
- forecasts; and
- the Merged Bank's liquidity, capital resources, capital expenditures, and access to funding.

Prospective investors in the Equity Certificates are cautioned that forward-looking statements are not guarantees of future performance and that the Merged Bank's actual financial position, operating results and liquidity, and the development of the industry in which the Bank operates and the Merged Bank will operate, may differ materially from those made in, or suggested, by the forward-looking statements contained in this Exemption Document. The Bank cannot guarantee that the intentions, beliefs or current expectations upon which its forward-looking statements are based will occur.

By their nature, forward-looking statements involve, and are subject to, known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements.

The risks that are currently known to the Bank and which could affect the Merged Bank's future results and could cause results to differ materially from those expressed in the forward-looking statements are discussed in Section 1 "Risk Factors".

The information contained in this Exemption Document identifies additional factors that could affect the Merged Bank's financial position, operating results, cash flows, liquidity and performance. Prospective investors in the Equity Certificates are urged to read all Sections of this Exemption Document for a more complete discussion of the factors that could affect the Bank's future performance and the industry in which the Bank operates and the Merged Bank will operate when considering an investment in the Bank.

These forward-looking statements speak only as of the date on which they are made. The Bank undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Bank or to persons acting on the Bank's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Exemption Document.

3.2 Presentation of Financial Information

3.2.1 Historical financial information related to The Bank

The Bank has published consolidated audited financial statements as of and for the year ended 31 December 2023 with comparable numbers for 2022 (the "**The Bank Financial Statements**"). The Bank Financial Statements are incorporated into this Exemption Document by reference, see Section 8.3 "Incorporated by reference".

The Bank Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and have been audited by the Bank's independent auditor Deloitte AS.

The Merger (as elaborated in Section 4 "the Merger") will be completed on or about 1 August 2024. The Merger will be fully consolidated into the Bank's annual report for the full year ending on 31 December 2024. The financial information of the Merged Bank going forward will be prepared in accordance with IFRS.

3.2.2 Historical financial information related to Hjelmeland Sparebank

Hjelmeland Sparebank has published an audited annual report for 2023, which contains Hjelmeland Sparebank's financial statements as of and for the financial year ended 31 December 2023 (the "**Hjelmeland Sparebank Financial Statements**") prepared in accordance with the Regulation on Annual Financial Statements for Banks, Credit Institutions, and Financing Companies (Norwegian "**Årsregnskapsforskriften**"). The Bank has chosen to prepare the financial statements in accordance with section 1-4, subsection 2(b) of Årsregnskapsforskriften, which means that the financial statements are prepared in accordance with IFRS unless otherwise provided by the regulation. Hjelmeland Sparebank Financial Statements have been audited by Hjelmeland Sparebank's independent auditor RSM Norge AS.

3.3 Presentation of other information

3.3.1 Industry and market data

This Exemption Document contains statistics, data, statements and other information relating to markets, market sizes, market Equity Certificates, market positions and other industry data pertaining to the Merged Bank's

business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Bank's estimates based on analysis, research and surveys of multiple sources, including data compiled from professional organisations and analysts and information otherwise derived from other third-party sources, such as annual financial statements and other presentations published by listed companies operating within the same industry as the Bank unless otherwise indicated in the Exemption Document, the basis for any statements regarding the Bank's competitive position in the future is based on the Bank's own assessment and knowledge of the potential market in which it may operate. The relevant information and data are sourced herein as "Company Information".

The Bank confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Bank is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified, however, source references to websites shall not be deemed as incorporated by reference to this Exemption Document.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Bank has not independently verified and neither the Bank nor any third party can give any assurances as to the accuracy or completeness of market data contained in this Exemption Document. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market.

The Bank cautions prospective investors not to place undue reliance on the above-mentioned data. Unless otherwise indicated in the Exemption Document, any statements regarding the Merged Bank's competitive position are based on the Bank's own assessment and knowledge of the market in which it operates.

As a result, prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market Equity Certificates, market positions and other industry data in this Exemption Document (and projections, assumptions and estimates based on such information) may not be reliable indicators of the Bank's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 1 "Risk Factors" and elsewhere in this Exemption Document.

3.3.2 Other information

In this Exemption Document, all references to "**NOK**" are to the lawful currency of Norway. The Bank Financial Statements and Hjelmeland Sparebank Financial Statements are presented in NOK.

In this Exemption Document all references to "EU" are to the European Union and its Member States as of the date of this Exemption Document; and all references to "EEA" are to the European Economic Area and its member states as of the date of this Exemption Document.

Certain figures included in this Exemption Document have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same

category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

4 THE MERGER

4.1 Introduction and description of the Merger

On December 7, 2023, the Boards of the Bank and Hjelmeland Sparebank adopted a plan for a merger of the banks to jointly establish Rogaland Sparebank (the "**Merger Agreement**"). Subsequently, on January 15, 2024, the respective supervisory boards (Norwegian: Forstanderskap) of the banks gave their approval to the boards' proposal to merge the banks. The Bank will be the acquiring bank. The merger is carried out by the Bank taking over the assets, rights, and obligations from Hjelmeland Sparebank. The Merged Bank will continue under the name Rogaland Sparebank.

The merger is implemented by merging the foundation capital of Hjelmeland Sparebank with the foundation capital of the Bank with a predetermined distribution key for any future structural changes. In addition, the Bank will issue equity certificates to the existing equity certificate holders of Hjelmeland Sparebank as consideration for the owner capital in Hjelmeland Sparebank.

The exchange ratio and consideration have been determined after negotiations between the banks, with the parties agreeing on an exchange ratio of 10.0% to Hjelmeland Sparebank and 90.0% to the Bank.

The consideration for the acquisition of the business in Hjelmeland Sparebank will be provided in the form of equity certificates in the Merged Bank, which are issued to the existing equity certificate holders of Hjelmeland Sparebank. In connection with the Merger, the foundation capital of Hjelmeland Sparebank will be merged with the foundation capital of the Bank so that it constitutes 12.0% of the foundation capital of the Merged Bank.

Equity certificates issued as consideration to the existing equity certificate holders of Hjelmeland Sparebank are issued at a price corresponding to the last calculated book value per equity certificate at the time the board decides to implement the Merger.

Taking into account the exchange ratio and adjustments for surplus and deficit values in the banks, 2,014,039 equity certificates (the "Consideration Equity Certificates") will be issued to the existing equity certificate holders of Hjelmeland Sparebank. The Bank has previously issued 23,014,902 equity certificates, including an own holding of 2,016,664 as of September 30, 2023. In Hjelmeland Sparebank, there are currently 1,117,700 equity certificates issued, including a holding of 6,968 equity certificates, which means that one equity certificate in Hjelmeland Sparebank will be exchanged for 1.802 equity certificates in the Merged Bank. After the Merger, there will be a total of 25,028,941 issued equity certificates (including holdings). This results in the following distribution of the owner capital in the Merged Bank:

Equity Certificate Holders	Number of equity certificates	Percentage
Equity Certificate Holders of the Bank	20,998,238	91.2%
Equity Certificate Holders of Hjelmeland Sparebank	2,014,039	8.8%
Total equity certificates (excluding the Bank's own equity certificates)	23,012,277	100.0%

Equity Certificate Holders	Number of equity certificates	Percentage
The Bank (own equity certificates as of Q3 2023)	2,016,664	
Total equity certificates	25,028,941.	

4.2 Background and reason for the Merger

The Bank and Hjelmeland Sparebank operate in adjacent geographical market areas, which provides the Merged Bank with a foundation for further development with increased competitiveness and a strengthened market position in Rogaland. The merger will enable a more significant position in an exciting and growing market in Rogaland. A larger bank also has better prerequisites for meeting increasingly stringent regulatory requirements.

The banks have ambitions for growth and aims to become the leading local savings bank in Rogaland. The Merged Bank targets better profitability than what the banks could achieve individually, and a profitable bank will give more back to the owners and the local community in the form of customer dividends and donations to socially beneficial causes.

Rogaland Sparebank will be rooted in local values and traditions and combines this with a dynamic brand, a forward-leaning and proud culture, and strong professional environments. It also ensures that expertise remains local. The new bank aims to be among the most attractive employers in the region.

The market area of Rogaland Sparebank will include Ryfylke and North Jæren, with a population base of around 300,000 people. The market area encompasses a broad and robust business community from which the Merged Bank will benefit.

4.3 Timetable for the Merger

Below is a table showing the key dates regarding the Merger:

Action	Timing
The Merger Agreement adopted by the banks' boards	07.12.2023
The Merger Agreement adopted by the banks' supervisory boards	15.01.2024
Approval for the merger from the NFSA	14.06.2024
Adoption of the subscription price for the Consideration Equity Certificates	21.06.2024
Disclosure of Exemption Document	04.07.2024
Legal merger, including registration of the Merger in the business registry and registration of the capital increase with issued new equity certificates	01.08.2024

4.4 Conditions for completion of the Merger

The implementation of the Merger is dependent on:

1. Contractual parties who have conditioned the right to terminate contracts or have other special rights triggered by the Merger have given consent on terms that are acceptable to the banks' boards, as explained in more detail under 1.2.4.

2. The creditor notification period of six weeks according to the Financial Institutions Act § 12-5 (2), cf. the Public Limited Companies Act § 13-15, shall have expired, and the relationship with the Bank's creditors shall not be an obstacle to the implementation, as explained in more detail under 1.2.5.

On June 14, the NFSA granted the necessary approvals for the merger of the Bank and Hjelmeland Sparebank in accordance with the decisions made by the banks' supervisory boards on 15 January 2024.

In the approval, the NFSA stipulated that the Merged Bank must have an elevated capital requirement (Pillar 2 requirement) amounting to 2.3 percent of the consolidated calculation basis, and that the minimum requirement must be met with at least 56.25 percent pure core capital and at least 75 percent core capital. The requirement applies at the consolidated level, including proportionate consolidation of entities in a cooperative group. The Bank must have a total buffer beyond the minimum requirement consisting of pure core capital to cover the sum of the buffer requirements in Pillar 1 applicable at any time, and the capital requirement margin should constitute at least 1.5 percent of the risk-weighted calculation basis in Pillar 1. The capital requirement margin must be met with 100 percent pure core capital.

It is also a condition that if the Merged Bank intends to correct for the consequences of the accounting treatment of the Merger by making a different distribution of the profits for 2024 than what follows from the Financial Institutions Act § 10-17, the board of the bank must as soon as possible after the implementation date present an explanation of which factors it plans to adjust for and the rationale for this. The board must confirm that the adjustments are in accordance with what has been agreed between the banks in the Merger Agreement. This relates to possible negative goodwill and the associated distribution between foundation capital and owner capital.

The Consideration Equity Certificates issued to the equity certificate holders in Hjelmeland Sparebank will be issued at a price corresponding to the last calculated book value per equity certificate at the time the board decides to implement the Merger. The Consideration Equity Certificates are to be accounted for at the market value at the time of implementation. The NFSA assumes that any share premium will be distributed in accordance with the rules in the Financial Institutions Regulation § 10-1, cf. the Financial Institutions Act § 10-14 on the distribution of share premium, which means that any market value beyond the book value should be distributed proportionally between the share premium fund and the compensation fund.

4.5 Consideration of the Merger

The exchange ratio and the Consideration Equity Certificates have been established following negotiations between the banks and are based on a process that includes:

- Review of the banks' annual accounts for 2021 and 2022 and the banks' quarterly report as of September 30, 2023, and an assessment of future earnings, conducted by Hjelmeland Sparebank's financial advisor and the Bank
- Financial and limited legal due diligence of Hjelmeland Sparebank and the Bank
- Review of book and fair value-adjusted equity, normalized results, with market and transaction pricing as a benchmark

The book equity adjusted for hybrid capital and minority interests as of September 30, 2023, is NOK 420 million in Hjelmeland Sparebank and NOK 3,361 million in the Bank. Adjusted for surplus and deficit values, the fair value-adjusted equity is NOK 426 million in Hjelmeland Sparebank and NOK 3,366 million in the Bank, totaling NOK 3,792 million. Considering the surplus and deficit values in the banks' balances, as well as normalized results adjusted for one-time effects and forecasted development, the parties have agreed on an exchange ratio of 10.0% to Hjelmeland Sparebank and 90.0% to the Bank. Both banks have, prior to the Merger, a capital structure consisting of foundation capital and owner capital. In Hjelmeland Sparebank, the ownership ratio as of

September 30, 2023, is calculated to be 55.1%, while in the Bank, it is calculated to be 63.6%. The ownership ratio in the Merged Bank is estimated to be approximately 62.8%. The consideration for the acquisition of the business in Hjelmeland Sparebank will be provided in the form of equity certificates in the Merged Bank, which are issued to the existing equity certificate holders of Hjelmeland Sparebank.

Equity certificates issued as consideration to the existing equity certificate holders of Hjelmeland Sparebank are issued at a price corresponding to the last calculated book value per equity certificate at the time the board of the Bank decides to implement the Merger.

Taking into account the exchange ratio and adjustments for surplus and deficit values in the banks, 2,014,039 equity certificates will be issued to the existing equity certificate holders in Hjelmeland, which implies that one equity certificate in Hjelmeland Sparebank will be exchanged for approximately 1.80 equity certificates in the Merged Bank.

The banks shall not make any distributions in the form of dividends or similar, purchase of their own equity certificates, or otherwise, beyond what is part of the implementation of the Merger, up to the implementation of the Merger. However, this does not preclude the use of surplus within the normal level, including the payment of dividends/distribution of gift funds, which must be considered as usual dispositions after the annual accounts. Nevertheless, the banks shall strive for an equal distribution rate, so that the total distributions (gifts and dividends) in Hjelmeland Sparebank shall be determined based on the total distribution rate of the Bank. Further, the purchase or sale of own equity certificates as part of a savings program for employees is permitted.

There shall also be no increases in the foundation capital or issuance of new equity certificates, changes in the equity certificates' nominal value, or issuance of any subscription rights beyond what occurs as part of the implementation of the Merger.

Rights to equity certificates can be exercised from the registration of the new subscription and conversion, cf. the Financial Institutions Act § 10-12, cf. the Public Limited Companies Act § 10-11. The Bank shall immediately ensure that a register of equity certificate holders is created in a securities register, cf. the Financial Institutions Act § 10-12 (2).

4.6 Impact of the Merger on the Bank

4.6.1 Strategy ambitions and growth objectives

The Merger is an important step in the Banks' ambition for growth and aim to become the leading local savings bank in Rogaland. The Merged Bank targets improved profitability beyond what the individual banks could achieve separately. Moreover, a profitable bank will contribute more to its owners and the local community in the form of customer dividends and donations to socially beneficial causes.

Rogaland Sparebank will have 183 employees, with 151 working at Rogaland Sparebank and 32 at Aktiv Eiendomsmegling. The bank's assets under management (Norwegian: Forvaltningskapital) will be just under NOK 39 billion. Based on the financial statements as of September 30, 2023, the Merged Bank will have equity excluding hybrid capital/subordinated debt of approximately NOK 3,785 million.

Both the Bank and Hjelmeland Sparebank are part of the Eika Alliance. The Merged Bank will become the largest owner in the alliance with a 9.40 percent stake. Rogaland Sparebank aims to realize synergies in growth, stronger professional environments, reduced external costs, and achieve economies of scale with the support of

the Eika Alliance. This will result in a better, broader, and more powerful bank for customers, employees, owners, and the community.

4.6.2 Material contracts

Neither the Bank nor Hjelmeland Sparebank has entered into any material contracts outside the ordinary course of business in the two years prior to the date of this Exemption Document. Furthermore, there are no contracts for the Bank or Hjelmeland Sparebank, other than those entered into in the ordinary course of business, that are materially affected by the Transaction.

4.6.3 Disinvestment

As far as the Bank knows, neither the Bank nor Hjelmeland Sparebank has or will carry out any material disinvestments in connection with the completion of the Merger. Furthermore, neither the Bank nor Hjelmeland Sparebank has decided to make any material cancellations of future investments or to reverse any disinvestments previously announced.

4.6.4 Corporate governance

To the Bank's knowledge, there are currently no actual or potential conflicts of interest between the Bank and the members of the Bank's Board of Directors or executive management as of the date of this Exemption Document.

4.7 Lock-up agreements

No lock-up agreements have been entered into in relation to the Merger.

4.8 Agreements to the benefit of Board Members or management in the Bank or Hjelmeland Sparebank

No agreements have been entered into that give special rights or benefits accruing to the board members or executive management of the Bank and Hjelmeland Sparebank upon the implementation of the Merger.

4.9 Conflicts of interest

There are no known potential conflicts of interest for the Bank, Hjelmeland Sparebank, or any of their equity certificate holders with respect to the Merger.

4.10 The Consideration Equity Certificates

The supervisory board of the Bank has on 15 January 2024 resolved that the owner capital of the Bank shall be increased by NOK 20,140,390 through the issuance of 2,014,039 new Consideration Equity Certificates (unofficial translation from Norwegian):

1. *The owner capital shall be increased by NOK 20,140,390 through the issuance of 2,014,039 new equity certificates.*
2. *The nominal value shall be NOK 10 per equity certificate.*
3. *The subscription price per equity certificate shall correspond to the last calculated book value per equity certificate at the group level at the time the board decides to implement the Merger.*
4. *The pre-emptive rights of the equity certificate holders are waived. Existing equity certificate holders in Hjelmeland Sparebank will subscribe to 2,014,039 equity certificates as consideration for the equity certificates in Hjelmeland Sparebank.*

5. *The equity certificates are considered subscribed when the supervisory council of Hjelmeland Sparebank has approved the merger plan.*
6. *Settlement for the equity certificates will occur simultaneously with the implementation of the merger of the Bank and Hjelmeland Sparebank. The equity certificates are issued as consideration for Hjelmeland Sparebank transferring assets, rights, and obligations as an in-kind contribution to the Bank in accordance with the merger plan.*
7. *The equity certificates grant rights in the bank, including the right to dividends from the time of registration of the capital increase in the Business Registry.*
8. *Any share premium is allocated in accordance with the Financial Institutions Act § 10-14.*
9. *The costs associated with the conversion and issuance of equity certificates cannot be specified as they are part of the expenses related to a larger strategic and structural process.*
10. *The bylaws § 2-2 second paragraph are amended to read as follows: The bank's owner capital amounts to 250,289,410 divided into 25,028,941 equity certificates with a nominal value of NOK 10, fully paid.*

The Consideration Equity Certificates will be ordinary equity certificates in the Bank, each having a par value of NOK 10. The Consideration Equity Certificates will be issued electronically in registered form in accordance with the Norwegian Public Limited Companies Act and will be listed on the Oslo Stock Exchange as soon as the owner capital increase pertaining to the Consideration Equity Certificates has been registered with the Norwegian Register of Business Enterprises and the Consideration Equity Certificates have been registered in the VPS, expected to be on or about August 1, 2024. The Consideration Equity Certificates will be registered in book-entry form with VPS with ISIN NO0006001007. The Consideration Equity Certificates carry full rights, in all respects equal to the Bank's existing equity certificates.

4.11 Dilution

As of March 31, 2024, which is the latest financial reporting date for the Bank before the Merger, the net asset value per equity certificate of the Bank was NOK 109,32. The issue price per Consideration Equity Certificate within the Merger was NOK 104,91, resulting in a market capitalization of NOK 2.625,786 million based a total of 25,028,941 outstanding equity certificates post-merger.

Upon completion of the Merger, the previous shareholders of Hjelmeland Sparebank will receive 2,014,039 new equity certificates in the Bank, corresponding to approximately 8,8 % of the outstanding equity certificates in the Bank at the time of the completion of the Merger.

Below is an overview of the number of outstanding Equity Certificates and share capital in the Bank before and after the date of completion of the Merger:

Dilution calculation	# equity certificates*
Total equity certificates outstanding pre-merger	23,014,902
Consideration equity certificates	2,014,039
Post merger equity certificates	25,028,941

For each equity certificate owned pre-merger, the dilution effect will be 8 % i.e., an owner owning 1% of the Bank's equity certificates pre-merger will own approximately 0.92 % post-Merger.

4.12 Governing law of the Merger

The Merger is governed by and construed in accordance with the laws of Norway, without giving effect to any choice or conflict of law provision or rule (whether of Norway or any other jurisdiction). Any dispute arising out of or in connection with the Merger Agreement shall be settled by arbitration, in accordance with the Norwegian Arbitration Act of 14 May 2004 No. 25.

4.13 Advisors

Advokatfirmaet Selmer AS has been engaged as joint legal advisor.

4.14 The rights conferred by the Consideration Equity Certificates

The Consideration Equity Certificates to be issued in the Merger will be ordinary Equity Certificates in the Bank with a nominal value of NOK 10 each.

The Consideration Equity Certificates will rank *pari passu* in all respects with the existing Equity Certificates in the Company and will carry full rights from the time of registration of the share capital increase pertaining to the Merger with the Norwegian Register of Business Enterprises. The Consideration Equity Certificates will be eligible for any dividends which the Bank may declare after such registration. All Equity Certificates, including the Consideration Equity Certificates, will have voting rights and other rights and obligations which are standard under the Norwegian Financial Institutions Act, and are governed by Norwegian law.

The Company's existing Equity Certificates are, and the Consideration Equity Certificates will be, listed on the Oslo Stock Exchange under the ticker code "SADG". It is expected that the ticker code will be changed to "ROGS" following the Merger. The Equity Certificates are, and the Consideration Equity Certificates will be recorded and registered in the Euronext central securities depository in Norway, "Verdipapirsentralen ASA" ("VPS"), in book-entry form. All Equity Certificates rank in parity with one another and carry one vote.

5 COMPANY, BUSINESS AND MARKET OVERVIEW FOR THE MERGED BANK

This Section provides an overview of the Merged Bank's business as of the date of this Exemption Document. The following discussion contains forward-looking statements that reflect the Merged Bank's plans and estimates, see Section 3.1 "Cautionary note regarding forward-looking statements" above, and should be read in conjunction with other parts of this Exemption Document, in particular Section 1 "Risk factors".

5.1 Incorporation, register number, registered office and other company information

5.1.1 Sandnes Sparebank

The Bank's registered and commercial name is Sandnes Sparebank. Following the completion of the Merger, the registered name will be changed to Rogaland Sparebank. The Bank is a savings bank incorporated in Norway in accordance with Norwegian law. The Bank's registration number is 915691161. The Company was incorporated on 4 December 1875. Its Equity Certificates were listed on the Oslo Stock Exchange in January 2000.

The Bank's registered business address is Rådhusgata 3, 4306 Sandnes, Norway. The telephone number to the Bank's principal office is +47 51 67 67 00, and the Bank's current website is: www.dengulebanken.no. The information included on the website does not form part of this exemption document.

The Equity Certificates are registered in book-entry form with VPS under ISIN NO0006001007. The Bank's register of equity certificate owners is with VPS is administrated by the VPS Registrar, DNB Bank ASA. The Bank's LEI-code is 549300G2EWXR3BRFKQ37.

The Bank has one class of Equity Certificates, and there are no differences in the voting among the Equity Certificates. The Equity Certificates are freely transferable, meaning that a transfer of Equity Certificates is not subject to the consent of the Board of Directors or existing equity certificate owners' right of first refusal.

5.1.2 Hjelmeland Sparebank

Hjelmeland Sparebank's registered name is Hjelmeland Sparebank, and its commercial name is Hjelmeland Sparebank. The Bank is a Norwegian savings bank incorporated in Norway in accordance with Norwegian law. Hjelmeland Sparebank's registration number is 937896581. Hjelmeland Sparebank was incorporated on 17 February 1904.

Hjelmeland Sparebank's registered business address is Prestagarden 3, 4130 Hjelmeland, Norway. The telephone number to Hjelmeland Sparebank's principal office is +47 51 75 44 00 and Hjelmeland Sparebank's current website is: www.hjelmeland-sparebank.no. The information included on the website does not form part of this exemption document.

5.1.3 Legal structure of the Merged Bank

Please refer to Section 4.1 "Introduction and description of the Merger" for an overview of the legal structure of the Merged Bank upon completion of the Merger.

After the completion of the Merger, the Bank will take over the assets, rights, and obligations from Hjelmeland Sparebank, and Hjelmeland Sparebank will be deleted from the business registry. The Merged Bank will continue under the name Rogaland Sparebank.

5.2 Overview of the Merged Bank's business and markets

5.2.1 Principal activities and markets – Sandnes Sparebank

The Bank was established on 4 December 1875, and has a long history as a local bank. It conducts traditional full-service banking activities and is the only locally owned bank in Sandnes. The Bank operates within the traditional product areas for savings banks, including deposits, loans, insurance, savings/pensions, and payment services. The Bank's activities are primarily limited to Rogaland, with offices in Sandnes, Stavanger, and Sola. The Bank has grown through two consolidations, including with Høle Sparebank in 1965 and Acta Bank ASA in 2004.

The Bank's business is divided between two segments, including the retail market and the corporate market. The Bank has approximately 35.000 personal customers and 3.600 corporate customers. In the retail market, the majority of engagements are related to financing properties used as primary residences. Furthermore, the Bank offers various types of loans to the retail market, including most loan types such as annuity loans and serial loans with variable and fixed interest rates.

Regarding the corporate market, the portfolio is largely tied to small and medium-sized companies operating within commercial services, real estate management, construction & civil engineering, primary industries, and retail. To the business community, the Bank offers overdraft facilities, loans, guarantees, etc. The Bank also provides insurance products, leasing, funds, and other savings products.

The Bank experiences that its concept and market positioning have historically been strong and continue to be so. The Bank has two subsidiaries, a real estate brokerage firm Aktiv Eiendomsmegling Jæren AS, where the bank owns 60%, and a wholly-owned subsidiary, SSB Boligkreditt AS, established with the primary purpose of securing long-term financing for the Bank through the issuance of covered bonds.

The Bank is affiliated with the Eika Alliance and holds shares in Eika Gruppen AS (approximately 8.8%). Eika Gruppen AS delivers products and services to the banks and is a committed collaboration between independent local banks. The collaboration involves product cooperation and bank cooperation (including competence development measures). The Eika Alliance consists of over 50 local banks and is one of four dominant groupings in the Norwegian savings bank sector, being a significant player in the Norwegian banking and financial industry. The Eika banks are important local actors, often the largest financial player in their market, and among the most important providers of capital in their communities. Through joint procurement and delivery of services from the Eika Alliance, the Bank achieves economies of scale in areas including IT, payment services, and other banking services such as business management, competence development, and distribution of financial instruments.

The Eika banks maintain full independence, their own name, brand, and profile. The alliance's goal is for the banks to retain and strengthen their central role in the local community. The local expertise and profile of the Eika banks are important qualities for the Eika Alliance's collective market power. In addition to distribution through shareholders, certain products and services are also sold directly to private and institutional customers. Several of the product companies in Eika Gruppen AS have distribution agreements with financial institutions outside the Eika Alliance.

The Bank also has indirect ownership interests in Vipps AS through its shares in Eika Vbb AS (approximately 9.2%).

In the municipalities where the Bank operates, deposits and loans are distributed as follows in the various municipalities (in million kroner):

	<i>Sandnes municipality</i>		<i>Stavanger municipality</i>		<i>Sola municipality</i>	
<i>Year</i>	<i>2022</i>	<i>2023</i>	<i>2022</i>	<i>2023</i>	<i>2022</i>	<i>2023</i>
<i>Deposits</i>	4921	5332	3904	3819	479	1769
<i>Loans</i>	8600	9431	8123	8422	668	2167

In 2023, new loans, credits, and guarantees were granted to a total sum of NOK 2,427 million, down NOK 855 million from 2022.

The retail market is the Bank's main area for selling financial products and services, but small and medium-sized businesses, municipalities, and associations/clubs are also important customer groups for the bank.

75 % of the Bank's loan portfolio is tied to the retail market with financing of primary residences. The corporate portfolio 25 %, and is largely tied to small and medium-sized companies operating within real estate management, diversified across several industries such as housing cooperatives, rental of office properties, housing projects, etc.

5.2.2 Principal activities and markets – Hjelmeland Sparebank

Hjelmeland Sparebank was established on 17 February 1904, making it one of the many savings banks in Norway founded in the early 20th century. For a long time, Hjelmeland Sparebank operated solely from its office in Hjelmeland until 2008, when it also established an office in Jørpeland. Today, Hjelmeland Sparebank conducts banking operations through its offices in Hjelmeland municipality, Jørpeland and Tau in Strand municipality, Sand in Suldal municipality, and Finnøy in Stavanger municipality.

The customer base includes both personal and corporate customers, with a primary focus on the personal customer market. The bank offers a variety of loan products, including annuity and serial loans with both variable and fixed interest rates, as well as flexible loans with variable rates. For the business community, it provides operating and overdraft facilities, loans, guarantees, etc. In addition, the bank offers its customers insurance products, leasing, credit cards, funds, and other savings products.

Hjelmeland Sparebank had 1 326 personal customers and 238 corporate customers as of December 2023. Hjelmeland Sparebank had 1442 personal 252 corporate customers as of December 2022.

Hjelmeland Sparebank is also a part of the Eika Alliance. Through the Eika Alliance, member banks collaborate on IT solutions, insurance, asset management, and more. Through these collaborative platforms, Hjelmeland Sparebank can offer a wide range of financial products to its customers. Digitally, the bank provides solutions that meet natural user expectations. Hjelmeland Sparebank actively focuses on cross-selling to both the personal and business segments.

Hjelmeland Sparebank has one subsidiary, a real estate brokerage firm Ryfylke Eiendomsmegling AS, where the bank owns 70%. The Bank also has indirect ownership interests in Vipps AS through its shares in Eika Vbb AS (approximately 0.7%).

In the municipalities where the Bank operates, deposits and loans are distributed as follows in the various municipalities (in million kroner):

	<i>Hjelmeland municipality</i>		<i>Strand municipality</i>		<i>Suldal municipality</i>		<i>Stavanger municipality</i>	
<i>Year</i>	<i>2022</i>	<i>2023</i>	<i>2022</i>	<i>2023</i>	<i>2023</i>	<i>2023</i>	<i>2022</i>	<i>2023</i>
<i>Deposits</i>	<i>626</i>	<i>684</i>	<i>368</i>	<i>347</i>	<i>158</i>	<i>160</i>	<i>503</i>	<i>493</i>
<i>Loans</i>	<i>415</i>	<i>430</i>	<i>1 230</i>	<i>1 083</i>	<i>179</i>	<i>183</i>	<i>521</i>	<i>550</i>

In 2023 loans, credits, and guarantees amounted to a total sum of NOK 2 602 million, down NOK 83 million from 2022.

The retail market is the Bank's main area for selling financial products and services, but small and medium-sized businesses, municipalities, and associations/clubs are also important customer groups for the bank.

Approximately 75% of the Bank's loan portfolio is tied to the retail market with financing of primary residences. The corporate portfolio approximately 25 %, and is largely tied to small and medium-sized companies operating within real estate management, diversified across several industries such as housing cooperatives, rental of office properties, housing projects, etc.

5.2.3 Markets and profile of the Merged Bank

The Merged Bank's main activity will be to continue the operations of both banks as before, with a focus on growth in the area and capturing market shares from competing banks and financial institutions in the Merged Bank's new combined market area. The market area of Rogaland Sparebank will encompass Ryfylke and North Jæren, with a population base of around 300,000 individuals.

The Merged Bank will focus on becoming the leading local savings bank in Rogaland. It aims to be among the most attractive employers in the region and to achieve better profitability than what the individual banks could accomplish separately. A profitable bank will also contribute more to its owners and the local community in the form of customer dividends and donations to socially beneficial causes.

5.2.4 Objective of the Bank

According to section 1-2 of the Bank's articles of association, the objective of the Bank is to conduct business and services that are customary or natural for savings banks to perform in accordance with the legislation in force at any given time and the concessions granted at any given time. The Merged Bank will have the same clause of objective in its articles of association.

5.3 Investments

Neither the Bank or Hjelmeland Sparebank have made any material investment decisions since 31 December 2023. Further, neither the Bank or Hjelmeland Sparebank have any material investments in progress or for which firm commitments have already been made other than the Merger.

5.4 Statement of no significant changes and trends

There have been no significant changes

- I. having an impact on the operations and principal activities since the end of the period covered by the latest published audited financial statements, and
- II. in the financial position of the Bank and Hjelmeland Sparebank since the end of the last financial period for which financial information last was published.

5.5 Legal and arbitration proceedings

Neither the Bank nor Hjelmeland Sparebank have, during the previous twelve months, been a party to and is not aware of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened) which may have, or have had in the recent past, a significant effect on the Merged Bank's financial position or profitability.

5.6 Working capital statement

The Bank is of the opinion that the working capital available to the Merged Bank is sufficient for the Merged Bank's present requirements, for the period covering at least 12 months from the date of this Exemption Document.

6 BOARD, MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

6.1 The Board of Directors

6.1.1 The Board of Directors in Sandnes Sparebank

The names and positions of the Board Members as of the date of this Exemption Document are set out in the table below. The Bank's registered business address serves as business address for the members of the Board of Directors as regards their directorship in the Bank.

Name	Position
Harald Espedal	Chair of the Board
Frode Svaboe	Deputy chair of the Board
Sven Christian Ulvatne	Board member
Bjørg Tomlin	Board member
Astrid Rebekka Norheim	Board member
Ingunn Ruud	Board member
Wenche Drønen Christensen	Board member
Tom Risa	Board member

As further described in Section 4 "The Merger", the Bank has entered into a Merger Agreement with Hjelmeland Sparebank. In conjunction with this, the composition of the Board of Directors is expected to change, with Hjelmeland Sparebank having the right to appoint one board member to represent the equity certificate holders, as well as one member elected by the employees. The members selected by Hjelmeland Sparebank were formally approved by the supervisory board of the Bank on 10 April 2024. The composition of the Board of Directors in the Merged Bank is presented in Section 6.1.3 "The Board of Directors of the Merged Bank" below.

6.1.2 The Board of Directors in Hjelmeland Sparebank

The names and positions of the Board of Directors in Hjelmeland Sparebank as of the date of this Exemption Document are set out in the table below. Hjelmeland Sparebank's registered business address serves as business address for the members of the Board of Directors as regards their directorship in Hjelmeland Sparebank.

Name	Position
Øyvind Ravnås Lundbakk	Chair of the Board
Tor Egil Lie	Deputy chair of the Board
Liv Jorunn Tjelmeland	Board member

Per Magne Gabrielsen	Board member
Laila Steine	Board member
Maren Apeland Breiland	Board member
Ketil Barkved	Deputy board member
Inger Johanne Vasshus	Deputy board member
Tone Kristin Laugaland Munthe	Deputy board member

6.1.3 The Board of Directors of the Merged Bank

Subject to completion of the Merger, the Board of Directors of the Merged Bank will consist of the following. The Bank's registered business address serves as business address for the members of the Board of Directors as regards their directorship in the Merged Bank.

Name	Position
Harald Espedal	Chair of the Board
Frode Svaboe	Deputy chair of the Board
Øyvind Ravnås Lundbakk	Board member
Bjørge Tomlin	Board member
Astrid Rebekka Norheim	Board member
Ingunn Ruud	Board member
Wenche Drønen Christensen	Board member
Øystein Bergøy Tungland	Board member

No members of the Merged Bank's management are represented on the Board of directors.

6.1.4 The nomination committee of Sandnes Sparebank

Pursuant to section 5-1 of the Bank's articles of association, the Bank shall have a nomination committee consisting of 4 members and 4 deputy members who shall be independent of the Board of Directors and the Bank's management. The names and positions of the members of the nomination committee as of the date of this Exemption Document are set out in the table below. In conjunction with the Merger, the composition of the nomination committee is expected to change, with Hjelmeland Sparebank having the right to appoint one member. The members selected by Hjelmeland Sparebank were formally approved by the supervisory board of the Bank on 10 April 2024. The composition of the nomination committee in the Merged Bank is presented in Section 6.1.6 "The nomination committee of the Merged Bank" below.

Name	Position
Johan Wigestrands	Chair of the nomination committee
Inger Lise Erga	Member of the nomination committee
Elisabeth Rosbach	Member of the nomination committee
Trond Wikstøl	Member of the nomination committee
Hanne Nordbø	Deputy member of the nomination committee
Mona Aadnøy Riska	Deputy member of the nomination committee
Tine Svanes	Deputy member of the nomination committee
Martin Sunde	Deputy member of the nomination committee

6.1.5 The nomination committee of Hjelmeland Sparebank

Pursuant to section 5-1 of Hjelmeland Sparebank's articles of association, Hjelmeland Sparebank shall have a nomination committee consisting of 5 members and 3 deputy members who shall be independent of the Board of Directors and Hjelmeland Sparebank's management. The names and positions of the members of the nomination committee as of the date of this Exemption Document are set out in the table below.

Name	Position
Trygve Brandal	Chair of the nomination committee
Ola Dale	Member of the nomination committee
Ingvill Hauskevåg Gjertsen	Member of the nomination committee
Kristin Kostøl Helgeland	Member of the nomination committee
Tommy Nordbø	Member of the nomination committee

6.1.6 The nomination committee of the Merged Bank

Subject to completion of the Merger, the nomination committee of the Merged Bank will consist of the following.

Name	Position
Johan Wigestrands	Chair of the nomination committee
Dagfinn Vadberg Hatløy	Member of the nomination committee

Elisabeth Rosbach	Member of the nomination committee
Trond Wikstøl	Member of the nomination committee
Hanne Nordbø	Deputy member of the nomination committee
Mona Aadnøy Riska	Deputy member of the nomination committee
Tine Svanes	Deputy member of the nomination committee
Martin Sunde	Deputy member of the nomination committee

6.2 Executive Management

6.2.1 Executive Management in Sandnes Sparebank

The Bank's management currently consists of 6 individuals. Their names and positions are presented in the table below. The Bank's registered business address serves as business address for all members of the Executive Management in relation to their positions with the Bank.

Name	Position
Trine Karin Stangeland	CEO
Tomas Nordbø	CFO/deputy CEO
Lars Kristiansen	Director corporate banking
Erik Kvia Hansen	Director retail banking
Lene Nordahl	Director of customer experience
Stein Haga	Director human resources

6.2.2 Executive management in Hjelmeland Sparebank

Hjelmeland Sparebank's management currently consists of 7 individuals. Their names and positions are presented in the table below. Hjelmeland Sparebank's registered business address serves as business address for all members of the executive management in relation to their positions with Hjelmeland Sparebank.

Name	Position
Bjørn Tjensvold	CEO
Ellen Mari Fosså	Interim credit manager
Ingvill Hauskevåg Gjertsen	Head of customer center and anti-money laundering officer

Kathrine Svalestad Veland	Interim head of customer market
Odd Magne Hetlelid	Head of IT & Risk
Øystein Bergøy Tungland	Interim sales manager
Agnetha Mailen Hilmarsen	Legal counsel

6.2.3 Executive Management in the Merged Bank

Subject to completion of the Merger, the Executive Management in the Merged Bank will consist of the following. The Bank's registered business address serves as business address for the executive management in relation to their positions with the Merged Bank.

Name	Position
Trine Karin Stangeland	CEO
Tomas Norbø	CFO
Lars Kristiansen	Director of corporate banking
Erik Kvia Hansen	Director of personal banking
Lene Nordahl	Director of customer and market:
Bjørn Tjensvold	Director of strategy
Inge Lerang	Head of risk management
Venke Houge	Head of compliance
Lene Nordahl	Anti-money laundering Officer
Marianne Koi	Corporate credit manager

6.3 Disclosure about convictions in relation to fraudulent offences

During the last five years preceding the date of this Exemption Document, none of the Board Members or the members of the Management has, or had, as applicable:

- a) any convictions in relation to indictable offences or fraudulent offences;
- b) received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- c) been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his or her capacity as a founder, director or manager of a company.

6.4 Conflict of interests

Certain members of the Board of Directors and the Executive Management have financial interests in the Bank through direct and indirect equity certificate holdings. No members of the Board of Directors nor the Executive Management is a board member or manager of other companies. Except as specified, no members of the Board of Directors or the Executive Management has any private interest which may conflict with the interests of the Bank.

6.5 Major equity certificate owners

Equity certificate owners owning 5% or more of the Equity Certificates have an interest in the Bank's equity certificate capital which is notifiable pursuant to the Norwegian Securities Trading Act.

As of 31 May 2024, the Bank had 3.114 equity certificate owners. The largest equity certificate owners of the Bank are the following:

	Equity certificate holder	Number of equity certificates	Percentage
1	SPAREBANK 1 SR-BANK ASA	3485009	15,14
2	SANDNES SPAREBANK	1960062	8,52
3	HOLMEN SPESIALFOND	1883101	8,18
4	AS CLIPPER	1248389	5,42
5	VPF EIKA EGENKAPITALBEVIS	1138909	4,95
6	SPAREBANKEN VEST	913322	3,97
7	ESPEDAL & CO AS	886861	3,85
8	SALT VALUE AS	680000	2,95
9	WENAASGRUPPEN AS	650000	2,82
10	SKAGENKAIEN INVESTERING AS	500000	2,17
11	INNOVEMUS AS	318542	1,38
12	KOMMUNAL LANDSPENSJONSKASSE GJENSI	309311	1,34
13	HAUSTA INVESTOR AS	246500	1,07
14	SPESIALFONDET BOREA UTBYTTE	206283	0,90
15	CORNELIUSSEN INVEST AS	205574	0,89

16	NORDHAUG INVEST AS	184374	0,80
17	TIRNA HOLDING AS	156255	0,68
18	KRISTIAN FALNES AS	145000	0,63
19	METEVA AS	131881	0,57
20	CATILINA INVEST AS	124000	0,54
Total 20 largest shareholders		15,373,373	66.8%
	Other	7,641,529	33.2%
Total		23,014,902	100 %

To the extent known to the Bank, there are no persons or entities that, directly or indirectly, jointly or severally, exercise or could exercise control over the Bank. The Bank is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Bank.

No particular measures are initiated to ensure that control is not abused by large equity certificate holders. Minority equity certificate holders are protected against abuse by relevant regulations in the Norwegian Financial Institutions Act, the Norwegian Public Companies Act and the Norwegian Securities Trading Act among others.

The Bank holds 1,960,062 of its own equity certificates.

The certificate of incorporation and articles of association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Bank.

6.6 Number of employees

The Rogaland Sparebank Group will have 183 employee's post-merger. Of these, 151 will work at the Merged Bank, and 32 will be employed by Aktiv Eiendomsmegling.

7 REGULATORY DISCLOSURES

Below is an overview of the disclosures by the Bank pursuant to the Norwegian Securities Trading Act on its ticker "SADG" on www.newsweb.no during the last twelve months prior to the date of this Exemption Document.

Inside information		
Date	Title	Description
12.12.2023	Fremtind Forsikring and Eika Forsikring merge	The Bank announced that Fremtind Forsikring AS and Eika Forsikring AS and their respective owners had entered into an intention agreement on 12 December 2023 to merge the two companies.
07.12.2023	Sandnes Sparebank and Hjelmeland Sparebank establish Rogaland Sparebank	The Bank announced that it had reached an agreement with Hjelmeland Sparebank to merge and establish Rogaland Sparebank, aiming to strengthen their position in the growing Rogaland market and better meet increasing regulatory demands.
Additional disclosed information		
Date	Title	Description
21.06.2024	Resolution on subscription price for new equity certificates to be issued in connection with the merger between Sandnes Sparebank and Hjelmeland Sparebank	The Bank announced that the board had determined the subscription price for new equity certificates at NOK 104.91 for the capital increase associated with the merger with Hjelmeland Sparebank, to be executed on 1 August 2024, after the Financial Supervisory Authority of Norway's approval on 14 June 2024.
03.06.2024	Sandnes Sparebank acquitted of breach of sanctions regulations	Hordaland District Court acquitted the Bank of negligent breach of financial sanctions regulations, involving a client account of a

		Norwegian law firm subject to the same rules.
28.05.2024	Sandnes Sparebank: Successful issuance of new perpetual bond	The Bank announced it had issued a new perpetual bond loan of NOK 100 million with floating interest rates with a coupon rate of 3-month Nibor + 3.05 percentage points, and a settlement date of 4 June 2024.
27.05.2024	Sandnes Sparebank: Comtemplates issuance of new perpetual bond	The Bank announced it had engaged DNB Markets and Nordea as arrangers for a potential new perpetual bond loan of NOK 100 million with fixed or floating interest rates, featuring an issuer's first call option after a minimum of 5 years from the issuance date.
08.05.2024	Den Gule Bank, Sandnes Sparebank continues to capture new market shares	The Bank announced it had a robust start to 2024, posting a first-quarter 2024 profit after tax of NOK 91 million, up NOK 25 million from the same quarter the previous year, with a return on equity after tax at 10.3%.
02.05.2024	Presentation of first-quarter 2024 results rescheduled to 8 May at 12:00 PM	The presentation of the Bank's first-quarter 2024 results was rescheduled to 8 May at 12:00 PM.
25.04.2024	Presentation of first quarter 2024 results	The presentation of the Bank's first quarter 2024 results to be held on 8 May at 10:00 PM.
11.04.2024	Ex-dividend today	The equity certificates of the Bank were traded ex-dividend at NOK 7.50 starting from 11 April 2024.
10.04.2024	Held supervisory board meeting	The supervisory council meeting of the Bank was held on 10 April 2024, with all items on the agenda approved.

19.03.2024	SADG78 PRO: Key information regarding amortization	The Bank announced it had repurchased MNOK 202 of SADG78, with the loan set to be amortized by the same amount on 21 March 2024, leaving an outstanding balance of MNOK 168.
15.03.2024	Notice of supervisory board meeting 10.04.2024	The Bank summoned a supervisory board meeting on 10 April 2024.
06.03.2024	Election meeting for equity certificate holders is held	The Bank announced that the election meeting for equity certificate holders was held.
15.02.2024	Flagging of voting rights for election meeting	Announcement that Ørjan Gjerde had secured proxy votes representing 18.55% of the Bank's issued equity certificates.
13.02.2024	Key information on dividend for Den Gule Banken, Sandnes Sparebank	The bank announced key information relating to proposed distribution of dividend.
13.02.2024	Robust financial year performance for Den Gule Banken, Sandnes Sparebank	The Bank announced a strong annual financial performance for the financial year 2023.
12.02.2024	Flagging of voting rights for election meeting	Announcement that Ørjan Gjerde had secured proxy votes for 9.0% of the Bank's issued equity certificates.
12.02.2024	Reminder: Den Gule Banken, Sandnes Sparebank: Presentation of preliminary accounts for 2023	The Bank invited to a presentation of the preliminary accounts for 2023.
22.01.2024	Den Gule Banken, Sandnes Sparebank: Presentation of preliminary accounts for 2023	The Bank invited to a presentation of the preliminary accounts for 2023.
19.01.2024	Entering into agreement of merger between Fremtind Forsikring and Eika Forsikring	The Bank announced that a final transaction agreement had been entered into between the owners of Fremtind Forsikring and Eika Forsikring.

17.05.2024	Sandnes Sparebank: Successful issuance of new perpetual bond	The Bank issued a new subordinated bond loan of NOK 150 million with ISIN NO0013134700, featuring a coupon rate of 3-month Nibor + 1.90 percentage points p.a., with a payment date of 24 January 2024.
17.01.2024	Sandnes Sparebank: Comtemplates issuance of new perpetual bond	The Bank engaged DNB Markets and Nordea as arrangers for a potential new perpetual bond loan of NOK 100 million with fixed or floating interest rates, featuring an issuer's first call option after a minimum of 5 years from the issuance date.
15.01.2024	The merger between Sandnes Sparebank and Hjelmeland Sparebank is resolved by the supervisory board	The Bank announced that the supervisory boards of Sandnes Sparebank and Hjelmeland Sparebank had approved the merger.
19.12.2023	SADG77 PRO: Key information regarding amortization	The Bank announced it would amortized MNOK 180 of SADG77 PRO on 21 December 2023, leaving an outstanding balance of MNOK 20.
19.12.2023	Sandnes Sparebank – Expansion of ISIN NO0013091850	The Bank announced it had expanded ISIN NO0013091850 by MNOK 150, bringing the new outstanding volume to MNOK 350.
15.12.2023	Notice of extraordinary supervisory board meeting in Den Gule Banken, Sandnes Sparebank	The Bank invited to an extraordinary supervisory board meeting to be held on 15 January 2024.
30.11.2023	Sandnes Sparebank issues new 3-years FRN	The Bank announced it had issued a new 3-year-floating-rate note of MNOK 200.
28.11.2023	SADG73 PRO: Key information regarding amortization	The Bank announced it would amortized MNOK 82 of SADG73 PRO on 29 November 2023,

		leaving an outstanding balance of MNOK 77.
31.10.2023	Reminder – Presentation of the results as of third quarter and capital markets day	The Bank invited to capital markets day and presentation of the results per third quarter 2023.
27.10.2023	SADG73 PRO: Key information regarding amortization	The Bank announced it would amortized MNOK 120 of SADG73 PRO on 29 November 2023, leaving an outstanding balance of MNOK 159.
20.10.2023	Presentation of the third quarter results and capital markets day	The Bank invited to capital markets day and presentation of the results per third quarter 2023.
10.10.2023	SADG73 PRO: Key information redemption amortization	The Bank announced it would amortized MNOK 721 of SADG73 PRO on 29 November 2023, leaving an outstanding balance of MNOK 279.
02.10.2023	Financial calendar	The Bank published its financial calendar for second half of 2023.
24.08.2023	Early redeem of loan – SADG80 Pro	The Bank announced it would exercise its right to early redeem the SADG80 PRO at par on the first call date of 16.10.23, following refinancing with a new subordinated loan on 17.08.23.
21.08.2023	Sandnes Sparebank: SADG80 PRO - Key information regarding redemption of parts of a subordinated bond loan	The Bank announced it would redeem MNOK 97 of a subordinated bond loan.
17.08.2023	Sandnes Sparebank: SADG80 PRO – Key information regarding	The Bank announced it would redeem MNOK 67 of a subordinated bond loan.
16.08.2023	Sandnes Sparebank – Successful issuance of subordinate loan	The Bank announced it has issued a subordinate loan of MNOK 100.

14.08.2023	SADG79 PRO – Key information related to full redemption of bond loan	The Bank announced it had exercised the right for early redemption of SADG79 PRO.
10.08.2023	Financial calendar	The bank announced its financial calendar for the upcoming period.
08.08.2023	Presentation of the second quarter 2023 results on 9 August at 10:00	The Bank invited to presentation of its second quarter 2023 results.
Mandatory notification of trade		
Date	Title	Description
19.06.2024	Mandatory notification of trade	Board member of the Bank, Svein Christian Ulvatne, through his wholly owned company Ulvatne AS, sold 9,300 equity certificates at a price of 98.50 on 14.05.2024.
13.05.2024	Mandatory notification of trade – Redistribution of equity certificates	The Bank redistributed equity certificates from its own holdings as part of the employee savings program, allocating them based on participants' savings at a price of NOK 98.87 per equity certificate.
15.02.2024	Mandatory notification of trade – Redistribution of equity certificates in saving program	The Bank redistributed a total of 11,640 equity certificates from its own holdings as part of the employee savings program, allocating them based on participants' savings at a price of NOK 98.87 per equity certificate.
02.01.2024	Mandatory notification of trade – Redistribution of equity certificates in saving program	The Bank redistributed a total of 20,015 equity certificates from its own holdings as part of the employee savings program.
10.11.2023	Mandatory notification of trade – Redistribution of equity certificates in saving program for employees	The Bank redistributed a total of 13,714 equity certificates from its own holdings as part of the employee savings program.
11.08.2023	Mandatory notification of trade – Redistribution of equity	The Bank redistributed a total of 13,192 equity certificates from its

	certificates in saving program for employees	own holdings as part of the employee savings program.
Financial information		
Date	Title	Description
11.04.2024	Den Gule Bank, Sandnes Sparebank Annual Report for 2023	Publication of the annual report for 2023.
22.03.2024	Annual report for 2023 is published today	The board of the Bank approved the final accounts for 2023 in, with the report available on the bank's website.
08.11.2023	Robust quarter for Den Gule Banken, Sandnes Sparebank	Publication of the Q3 2023 financial report.
09.08.2024	Den Gule Banken, Sandnes Sparebank continues the lending growth and reports a strong half-year result	Publication of the Q2 2023 financial report.

8 ADDITIONAL INFORMATION

8.1 Independent auditors

The Bank' independent auditor is Deloitte AS with registration number 915 691 161 and registered address Dronning Eufemias gate 14, 0191 Oslo, Norway. Deloitte AS has been the Bank's independent auditor since 2023. Deloitte AS is a member of the Norwegian Institute of Public Accountants (Norwegian: Den Norske Revisorforening).

The Bank's Financial Statements have been audited by Deloitte AS and are incorporated by reference into this Exemption Document, see Section 8.3 "Incorporation by reference".

Hjelmeland Sparebank's independent auditor is RSM Norge AS, with registration number 982 316 588 and registered address Ruseløkkveien 30, 0251 Oslo, Norway. RSM Norge AS has been Hjelmeland Sparebank's independent auditor since 2017. RSM Norge AS is a member of the Norwegian Institute of Public Accountants (Norwegian: Den Norske Revisorforening).

Hjelmeland Sparebank's Financial Statements have been audited by RSM Norge AS and are incorporated by reference into this Exemption Document, see Section 8.3 "Incorporation by reference".

8.2 Documents on display

Copies of the following documents will be available for inspection at the Bank's offices at Rådhusgata 3, 4306 Sandnes, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Exemption Document:

- the Bank's certificate of incorporation and articles of association;
- all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Bank's request and part of which is included or referred to in this Exemption Document; and
- this Exemption Document.

The documents are also available at the Bank's website www.dengulebanken.no. The contents of this website are not incorporated by reference into, or otherwise form part of, this Exemption Document.

8.3 Incorporation by reference

The information incorporated by reference in this Exemption Document should be read in connection with the cross reference table set out below. Except as provided below, no information is incorporated by reference into this Exemption Document.

Minimum disclosure requirement for exemption documents	Reference document and link	Page of reference document
Audited historical financial information for the year ending 2023 for the Bank	<u>Sandnes Sparebanks Financial Statements (2023):</u> https://www.dengulebanken.no/-/media/banker/sandnes-sparebank/Om-oss/Forstanderskapet/10-april-	46 - 157

	2024/SSBArsrapport2023NO-ORIG.pdf	
Audit report for the Bank for the year ending 2023	https://www.dengulebanken.no/-/media/banker/sandnes-sparebank/Omoss/Forstanderskapet/10-april-2024/SSBArsrapport2023NO-ORIG.pdf	159 - 167
Audited historical financial information for the year ending 2023 for Hjelmeland Sparebank	https://www.hjelmeland-sparebank.no/-/media/banker/hjelmeland-sparebank/rapporter/2023/Aarsrapport_ink_revisjonsberetning_2023.pdf	10 - 67
Audit report for Hjelmeland Sparebank for the year ending 2023	https://www.hjelmeland-sparebank.no/-/media/banker/hjelmeland-sparebank/rapporter/2023/Aarsrapport_ink_revisjonsberetning_2023.pdf	68 - 72

9 DEFINITIONS AND GLOSSARY

Consideration Equity Certificates	2,014,039 new equity certificates in the Bank, each with a par value of NOK 10, issued as consideration paid to the owners of equity certificates in Hjelmeland Sparebank in connection with the Merger.
Deloitte AS	Deloitte AS, a private limited company, incorporated in Norway in accordance with Norwegian law with business registration number 980 211 282 and registered business address Dronning Eufemias gate 14, 0191 Oslo, Norway
EEA	The European Economic Area
ESO	Euronext Securities Oslo (the Norwegian central securities depository)
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC Text with EEA relevance
Equity Certificates	Mean the equity certificates of Sandnes Sparebank, each with a par value of NOK 10 or any one of them
Exemption Document	This Exemption Document dated 4 July 2024
GDPR	The main regulations are the General Data Protection Regulation (EU) 2016/679
Hjelmeland Sparebank	Hjelmeland Sparebank, a Norwegian savings bank with business registration number 937 896 581 and registered business address at Prestagarden 3, 4130 Hjelmeland, Norway
Hjelmeland Sparebank Financial Statements	Hjelmeland Sparebank's audited financial statements as of and for the year ended 31 December 2023 with comparable numbers for 2022
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards as adopted by the EU

LEI	Legal Entity Identifier
Listing	The listing by Sandnes Sparebank on the Oslo Stock Exchange of the Consideration Equity Certificates
Management	The senior management team of the Bank
Merged Bank	The bank resulting from the merger between Sandnes Sparebank and Hjelmeland Sparebank which will be named Rogaland Sparebank.
Merger Agreement	The Merger agreement entered into between Sandnes Sparebank and Hjelmeland Sparebank
NFSA	The Norwegian Financial Supervisory Authority (Norwegian: Finanstilsynet)
NGAAP	Norwegian General Accepted Accounting Principles
NOK	Norwegian Kroner, the lawful currency of Norway
Norwegian Financial Institutions Act	The Norwegian Financial Institutions Act of 10 April 2015 (Norwegian: Finansforetaksloven)
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of 28 June 2007 No 75 (Norwegian: verdipapirhandeloven)
Oslo Stock Exchange	Oslo Børs ASA, or, as the context may require, Oslo Børs, a Norwegian regulated stock exchange operated by Oslo Børs ASA
Sandnes Sparebank Financial Statements	The Bank's consolidated audited financial statements as of and for the year ended 31 December 2023 with comparable numbers for 2022
Supervisory Board	The banks supervisory board which is similar to a general meeting of shareholders in a limited liability company (Norwegian: Forstanderskap).
The Bank or Sandnes Sparebank	Sandnes Sparebank, a savings bank, incorporated in Norway in accordance with Norwegian law with business registration number 915 691 161 and registered address at Rådhusgata 3, 4306 Sandnes, Norway

The Merger	The merger between Sandnes Sparebank and Hjelmeland Sparebank with issuance of consideration equity certificates in Sandnes Sparebank.
U.S. or United States	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
VPS	Verdipapirsentralen ASA
Årsregnskapsforskriften	The Regulation on Annual Financial Statements for Banks, Credit Institutions, and Financing Companies, dated 16 December 1998 (Norwegian Årsregnskapsforskriften).



SANDNES SPAREBANK

Rådhusgata 3

4306 SANDNES

Norway

Vedtekter for Sandnes Sparebank

KAP 1. FORETAKSNAVN. FORRETNINGSKONTOR. FORMÅL.

§ 1-1. Foretaksnavn og forretningskontor

Sandnes Sparebank har sitt forretningskontor i Sandnes kommune.

Sandnes Sparebank er dannet ved en sammenslutning av følgende banker: Sandnes Sparebank, opprettet 4. desember 1875, Høle Sparebank, opprettet 2. november 1912, tilsluttet Sandnes Sparebank 31. desember 1965 og Acta Bank ASA, opprettet 10. september 2000, hvis virksomhet ble ervervet av Sandnes Sparebank i 2004.

§ 1-2. Formål

Sparebankens formål er å utføre forretninger og tjenester som det er vanlig eller naturlig at sparebanker kan utføre i henhold til den til enhver tid gjeldende lovgivning og de til enhver tid gitte konsesjoner.

KAP 2. SPAREBANKENS EGENKAPITAL

§ 2-1 Grunnfondet

Sparebankens grunnfond var kr 10 380, og er tilbakebetalt.

Stiftere eller andre har ikke rett til utbytte av virksomheten, utover eventuelt utbytte på sparebankens eierandelskapital.

§ 2-2 Eierandelskapital

Sparebanken har adgang til å utstede omsettelige egenkapitalbevis. Egenkapitalbevisene skal være registrert i Verdipapirsentralen.

Sparebankens eierandelskapital utgjør 230 149 020 fordelt på 23 014 902 egenkapitalbevis pålydende kr 10 fullt innbetalt.

KAP 3. FORSTANDERSKAP

§ 3-1 Forstanderskap

Forstanderskapet er sparebankens øverste myndighet.

Vedtektene slik de er endret ved forstanderskapets vedtak 15.10.2020

Forstanderskapet skal ha 40 medlemmer med 11 varamedlemmer.

Forstanderskapets medlemmer og varamedlemmer møter personlig. Det er ikke anledning til å møte ved fullmektig eller med rådgiver.

§ 3-2 Forstanderskapets sammensetning

10 medlemmer med 2 varamedlemmer velges av og blant sparebankens innskytere.

5 medlemmer med 2 varamedlemmer velges av det offentlige.

10 medlemmer med 3 varamedlemmer velges av og blant de ansatte.

15 medlemmer og 4 varamedlemmer velges av eierne av egenkapitalbevis.

§ 3-3 Valg til forstanderskapet

Myndige personer kan velges som medlemmer av forstanderskapet.

Medlemmer og varamedlemmer til forstanderskapet velges for 4 år.

Forstanderskapet fastsetter nærmere instruks om valgene.

Myndighet til å fastsette nærmere instruks om valgene kan delegeres til styret.

Twister om valget avgjøres av Finanstilsynet der dette følger av lov eller forskrift.

§ 3-4 Kundenes valg av medlemmer til forstanderskapet

Sparebankens myndige kunder som har og de siste seks måneder har hatt et kundeforhold i banken på minst kr 2 500 i innskudd er stemmeberettiget ved valg av kundenes medlemmer til sparebankens forstanderskap. Hvert kundeforhold gir én stemme når noe annet ikke følger av lov eller forskrift.

Sparebankens myndige kunder som har og de siste seks måneder har hatt et kundeforhold i banken på minst kr 2 500 i innskudd kan velges som medlem eller varamedlem til sparebankens forstanderskap som representant for kundene.

Valg av representanter for bankens kunder til forstanderskapet skal skje i valgmøte som avholdes hvert år innen utgangen av april måned. Vedtektene § 3-10 om elektronisk deltagelse og fjernmøter gjelder tilsvarende for valgmøtet.

§ 3-5 Medlemmer til forstanderskapet valgt fra det offentlige

Kommunestyret i Sandnes kommune velger medlemmer og varamedlemmer til forstanderskapet.

Når ikke annet følger av lov eller forskrift står kommunestyret fritt til å velge kandidater de mener er best egnet til å representere samfunnskapitalen og ivareta interessene til lokalsamfunnet.

Vedtektene slik de er endret ved forstanderskapets vedtak 15.10.2020

§ 3-6 Ansattes valg av medlemmer til forstanderskapet

De ansatte i sparebanken er stemmeberettiget ved valg av de ansattes medlemmer til sparebankens forstanderskap.

De ansatte i sparebanken kan velges som medlem eller varamedlem til sparebankens forstanderskap som representant for de ansatte.

§ 3-7 Egenkapitalbeveiseiernes representasjon i forstanderskapet

Eierne av egenkapitalbevis eller representant for disse er stemmeberettiget ved valg av egenkapitalbeveiseiernes medlemmer til sparebankens forstanderskap. Hvert egenkapitalbevis gir én stemme.

Enhver eier av egenkapitalbevis eller representant for disse kan velges som medlem eller varamedlem til sparebankens forstanderskap.

Valg av egenkapitalbeveiere eller representant for disse til forstanderskapet skal skje i valgmøte som avholdes hvert år innen utgangen av april måned. Vedtektene § 3-10 om elektronisk deltagelse og fjernmøter gjelder tilsvarende for valgmøtet.

Valgmøtet avgjør tvist om stemmerett og valgbarhet. Eierne av egenkapitalbevis kan ikke delta i avstemming om egen stemmerett eller valgbarhet. I tilfelle av stemmelikhet gjelder det vedtak møteleder har stemt for.

§ 3-8 Innkalling til forstanderskapet

Ordinært møte i forstanderskapet skal avholdes innen utgangen av juni hvert år.

Når dokumenter som gjelder saker som skal behandles av forstanderskapet er gjort tilgjengelig for medlemmene på sparebankens internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til medlemmene av forstanderskapet. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til forstanderskapet. Et medlem av forstanderskapet kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles av forstanderskapet.

Medlemmer som ønsker å delta i forstanderskapets møte, skal meddele dette til sparebanken snarest og senest fem dager før møtet. Medlemmer som ikke har varslet deltakelse innen denne fristen kan miste retten til å stemme i møtet. Varamedlemmer innkalles ved ordinære medlemmers forfall.

§ 3-9 Møter og vedtak i forstanderskapet

Hvert medlem av forstanderskapet har én stemme.

Vedtektene slik de er endret ved forstanderskapets vedtak 15.10.2020

Beslutninger i forstanderskapet treffes ved flertall av de avgitte stemmer med mindre noe annet fremgår av disse vedtektene. Står stemmetallet likt, gjelder det som møtelederen slutter seg til.

For at forstanderskapet skal være vedtaksdyktig må halvparten av medlemmene være tilstede.

Ved beslutning om kapitalforhøyelse ved emisjon skal det foreligge flertall også blant medlemmene som representerer egenkapitalbeviserne.

§ 3-10 Elektronisk deltagelse og fjernmøter

Styret kan beslutte at medlemmene av forstanderskapet skal kunne delta på møtet i forstanderskapet ved bruk av elektroniske hjelpemidler. Dette forutsetter at deltagelsen og stemmegivning kan kontrolleres på en betryggende måte.

Styret kan beslutte at medlemmer av forstanderskapet kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en fastsatt periode før møtet i forstanderskapet. Dette forutsetter at autentiseringen av avsenderen og stemmegivningen kan kontrolleres på en betryggende måte.

§ 3-11 Forstanderskapets oppgaver

På ordinært møte i forstanderskapet skal følgende saker behandles og avgjøres:

- Valg av forstanderskapets leder og nestleder for 2 år
- Godkjenning av årsregnskapet og årsberetningen, herunder disponering av overskudd/utdeling av utbytte
- Andre saker som etter lov eller vedtekter hører under forstanderskapet

Forstanderskapets leder er omfattet av reglene for kreditt til ansatte/tillitsvalgte.

KAP 4. STYRET OG DAGLIG LEDELSE

§ 4-1 Styrets sammensetning og oppgaver

Styret består av 5 til 7 faste medlemmer som velges av forstanderskapet.

De ansatte i sparebanken kan i tillegg kreve representasjon i styret etter loven. Styremedlemmer som skal velges blant de ansatte foreslås og velges direkte blant de fast ansatte.

Styrets leder og nestleder velges særskilt for 2 år.

Medlemmene til styret velges for 2 år.

Styrets oppgaver følger av lov og forskrifter.

Vedtektene slik de er endret ved forstanderskapets vedtak 15.10.2020

Styret er vedtaksdyktig når mer enn halvparten av medlemmene er til stede. Ved stemmelikhet utgjør styrets leder eller møtelederens stemme utslaget.

§ 4-2 Administrerende direktør

Sparebanken skal ha en administrerende direktør som daglig leder. Administrerende direktør tilsettes av styret.

Administrerende direktørs oppgaver følger av lov, forskrifter og egen instruks fastsatt av styret.

KAP. 5 VALGKOMITE

§ 5-1 Valgkomitéens sammensetning

Forstanderskapet velger en valgkomité med 4 medlemmer og 4 varamedlemmer. Valgkomitéen skal ha representanter fra alle fire gruppene i forstanderskapet. Valget gjelder for to år om gangen. Lederen velges først ved eget valg. Et medlem som trer ut kan ikke gjenvelges dersom dette medfører at funksjonstiden sammenhengende vil vare mer enn 6 år. I slike tilfeller vil gjenvalg bare kunne skje etter at vedkommende har vært ute av valgkomiteen i minst 1 år.

§ 5-2 Valgkomitéens arbeid

Valgkomitéen skal forberede valg til forstanderskapet, styret og valgkomité, når ikke annet følger av lov, forskrift eller disse vedtekter.

Valgkomitéen skal innstille om godtgjørelse til tillitsvalgte og til revisor.

Forstanderskapet fastsetter nærmere instruks om valgkomitéen.

KAP. 6 ANVENDELSE AV OVERSKUDD OG INNDEKNING AV UNDERSKUDD

§ 6-1 Eierbrøk

Grunnfondskapitalen i finansforetak som ikke er organisert som aksjeselskap eller allmennaksjeselskap, omfatter innbetalt kapital som ikke er eierandelskapital (grunnfondet), senere tilført avkastning eller overskudd, og annen kapital tilordnet grunnfondskapitalen, herunder gavefond og kompensasjonsfond.

Eierandelskapitalen i finansforetak som ikke er organisert som aksjeselskap eller allmennaksjeselskap, omfatter innbetalt kapital som etter vedtektene er knyttet til egenkapitalbevis som gir eierbeføyelser i foretaket, senere tilført avkastning eller overskudd, herunder utjevningsfond og overkursfond.

Vedtektene slik de er endret ved forstanderskapets vedtak 15.10.2020

§ 6-2 Anvendelse av overskudd

Årets overskudd fordeles forholdsmessig etter eierbrøken mellom bankens grunnfond og eierandelskapitalen. Utbytte midler kan benyttes til utbytte på eierandelskapitalen, til gaver til allmennyttige formål eller overføres til gavefond eller overføres til stiftelse med allmennyttige formål eller benyttes til utbytte til kunder. Utbytte til kunder baseres på gjennomsnittlig utlån og gjennomsnittlig innskudd for privat- og bedriftskunder gjennom regnskapsåret fordelt på antall måneder i året som kunden har hatt innskudd og/eller lån, oppad begrenset til kr 2 000 000.

Overskuddet av bankens virksomhet etter fradrag av utbytte og utdeling av gaver skal legges til bankens fond.

§ 6-3 Inndekning av underskudd

Underskudd etter resultatregnskapet for siste regnskapsår skal først søkes dekket ved forholdsmessig overføring fra grunnfondskapitalen, herunder gavefondet, og den eierandelskapitalen som overstiger vedtektsfestet eierandelskapital, herunder utjevningfondet. Underskudd som ikke dekkes slik, dekkes ved forholdsmessig overføring fra overkursfondet og kompensasjonsfondet. Ytterligere underskudd dekkes ved nedsettelse av vedtektsfestet eierandelskapital og eventuelt ved nedsettelse av annen kapital.

KAP 7. VEDTEKSENDRINGER

§ 7-1 Vedtektsendringer

Endring av disse vedtektene kan vedtas av forstanderskapet. Beslutning om å endre vedtektene i sparebanken krever tilslutning fra minst to tredeler av de avgitte stemmene og fra minst halvparten av forstanderskapets medlemmer.

KAP 8. AVVIKLING

§ 8-1 Beslutning om avvikling av sparebanken

Forstanderskapet tar stilling til styrets forslag om avvikling av sparebanken. Vedtak om avvikling fattes med samme flertall som for vedtektsendringer.

§ 8-2 Disponering av sparebankens kapital ved avvikling

Ved avvikling av sparebanken skal sparebankens overskytende midler etter at alle forpliktelser er dekket og eierandelskapitalen er fordelt etter loven, overføres til en eller flere sparebankstiftelser.

Vedtekter for Rogaland Sparebank

KAP 1. FORETAKSNAVN. FORRETNINGSKONTOR. FORMÅL.

§ 1-1. Foretaksnavn og forretningskontor

Rogaland Sparebank har sitt forretningskontor i Sandnes kommune.

Rogaland Sparebank er dannet ved en sammenslutning av følgende banker: Sandnes Sparebank, opprettet 4. desember 1875, Høle Sparebank, opprettet 2. november 1912, tilsluttet Sandnes Sparebank 31. desember 1965, Acta Bank ASA, opprettet 10. september 2000, hvis virksomhet ble ervervet av Sandnes Sparebank i 2004 og Hjelmeland Sparebank, opprettet 17. februar 1904, tilsluttet Sandnes Sparebank [1. juli 2023].

§ 1-2. Formål

Sparebankens formål er å utføre forretninger og tjenester som det er vanlig eller naturlig at sparebanker kan utføre i henhold til den til enhver tid gjeldende lovgivning og de til enhver tid gitte konsesjoner.

KAP 2. SPAREBANKENS EGENKAPITAL

§ 2-1 Grunnfondet

Sparebankens grunnfond var kr 10 380, og er tilbakebetalt.

Stiftere eller andre har ikke rett til utbytte av virksomheten, utover eventuelt utbytte på sparebankens eierandelskapital.

§ 2-2 Eierandelskapital

Sparebanken har adgang til å utstede omsettelige egenkapitalbevis. Egenkapitalbevisene skal være registrert i Verdipapirsentralen.

Sparebankens eierandelskapital utgjør 250 289 410 fordelt på 25 028 941 egenkapitalbevis pålydende kr 10 fullt innbetalt.

KAP 3. FORSTANDERSKAP

§ 3-1 Forstanderskap

Forstanderskapet er sparebankens øverste myndighet.

Forstanderskapet skal ha 40 medlemmer med 11 varamedlemmer.

Forstanderskapets medlemmer og varamedlemmer møter personlig. Det er ikke anledning til å møte ved fullmektig eller med rådgiver.

§ 3-2 Forstanderskapets sammensetning

10 medlemmer med 2 varamedlemmer velges av og blant sparebankens innskytere.

5 medlemmer med 2 varamedlemmer velges av det offentlige.

10 medlemmer med 3 varamedlemmer velges av og blant de ansatte.

15 medlemmer og 4 varamedlemmer velges av eierne av egenkapitalbevis.

§ 3-3 Valg til forstanderskapet

Myndige personer kan velges som medlemmer av forstanderskapet.

Medlemmer og varamedlemmer til forstanderskapet velges for 4 år.

Forstanderskapet fastsetter nærmere instruks om valgene.

Myndighet til å fastsette nærmere instruks om valgene kan delegeres til styret.

Twister om valget avgjøres av Finanstilsynet der dette følger av lov eller forskrift.

§ 3-4 Kundenes valg av medlemmer til forstanderskapet

Sparebankens myndige kunder som har og de siste seks måneder har hatt et kundeforhold i banken på minst kr 2 500 i innskudd er stemmeberettiget ved valg av kundenes medlemmer til sparebankens forstanderskap. Hvert kundeforhold gir én stemme når noe annet ikke følger av lov eller forskrift.

Sparebankens myndige kunder som har og de siste seks måneder har hatt et kundeforhold i banken på minst kr 2 500 i innskudd kan velges som medlem eller varamedlem til sparebankens forstanderskap som representant for kundene.

Valg av representanter for bankens kunder til forstanderskapet skal skje i valgmøte som avholdes hvert år innen utgangen av april måned. Vedtektene § 3-10 om elektronisk deltagelse og fjernmøter gjelder tilsvarende for valgmøtet.

§ 3-5 Medlemmer til forstanderskapet valgt fra det offentlige

Kommunestyret i Sandnes kommune velger 4 medlemmer og 2 varamedlemmer og kommunestyret i Hjelmeland kommune velger 1 medlem til forstanderskapet.

Når ikke annet følger av lov eller forskrift står kommunestyret fritt til å velge kandidater de mener er best egnet til å representere samfunnskapitalen og ivareta interessene til lokalsamfunnet.

§ 3-6 Ansattes valg av medlemmer til forstanderskapet

De ansatte i sparebanken er stemmeberettiget ved valg av de ansattes medlemmer til sparebankens forstanderskap.

De ansatte i sparebanken kan velges som medlem eller varamedlem til sparebankens forstanderskap som representant for de ansatte.

§ 3-7 Egenkapitalbeviserens representasjon i forstanderskapet

Eierne av egenkapitalbevis eller representant for disse er stemmeberettiget ved valg av egenkapitalbeviserens medlemmer til sparebankens forstanderskap. Hvert egenkapitalbevis gir én stemme.

Enhver eier av egenkapitalbevis eller representant for disse kan velges som medlem eller varamedlem til sparebankens forstanderskap.

Valg av egenkapitalbevisere eller representant for disse til forstanderskapet skal skje i valgmøte som avholdes hvert år innen utgangen av april måned. Vedtektene § 3-10 om elektronisk deltagelse og fjernmøter gjelder tilsvarende for valgmøtet.

Valgmøtet avgjør tvist om stemmerett og valgbarhet. Eierne av egenkapitalbevis kan ikke delta i avstemming om egen stemmerett eller valgbarhet. I tilfelle av stemmelikhet gjelder det vedtak møteleder har stemt for.

§ 3-8 Innkalling til forstanderskapet

Ordinært møte i forstanderskapet skal avholdes innen utgangen av juni hvert år.

Når dokumenter som gjelder saker som skal behandles av forstanderskapet er gjort tilgjengelig for medlemmene på sparebankens internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til medlemmene av forstanderskapet. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til forstanderskapet. Et medlem av forstanderskapet kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles av forstanderskapet.

Medlemmer som ønsker å delta i forstanderskapets møte, skal meddele dette til sparebanken snarest og senest fem dager før møtet. Medlemmer som ikke har varslet deltakelse innen denne fristen kan miste retten til å stemme i møtet. Varamedlemmer innkalles ved ordinære medlemmers forfall.

§ 3-9 Møter og vedtak i forstanderskapet

Hvert medlem av forstanderskapet har én stemme.

Beslutninger i forstanderskapet treffes ved flertall av de avgitte stemmer med mindre noe annet fremgår av disse vedtektene. Står stemmetallet likt, gjelder det som møtelederen slutter seg til.

For at forstanderskapet skal være vedtaksdyktig må halvparten av medlemmene være tilstede.

Ved beslutning om kapitalforhøyelse ved emisjon skal det foreligge flertall også blant medlemmene som representerer egenkapitalbeviserne.

§ 3-10 Elektronisk deltagelse og fjernmøter

Styret kan beslutte at medlemmene av forstanderskapet skal kunne delta på møtet i forstanderskapet ved bruk av elektroniske hjelpemidler. Dette forutsetter at deltagelsen og stemmegivning kan kontrolleres på en betryggende måte.

Styret kan beslutte at medlemmer av forstanderskapet kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en fastsatt periode før møtet i forstanderskapet. Dette forutsetter at autentiseringen av avsenderen og stemmegivningen kan kontrolleres på en betryggende måte.

§ 3-11 Forstanderskapets oppgaver

På ordinært møte i forstanderskapet skal følgende saker behandles og avgjøres:

- Valg av forstanderskapets leder og nestleder for 2 år
- Godkjenning av årsregnskapet og årsberetningen, herunder disponering av overskudd/utdeling av utbytte
- Andre saker som etter lov eller vedtekter hører under forstanderskapet

Forstanderskapets leder er omfattet av reglene for kreditt til ansatte/tillitsvalgte.

KAP 4. STYRET OG DAGLIG LEDELSE

§ 4-1 Styrets sammensetning og oppgaver

Styret består av 5 til 7 faste medlemmer som velges av forstanderskapet og 2 medlemmer som velges av og blant de ansatte.

Styrets leder og nestleder velges særskilt for 2 år.

Medlemmene til styret velges for 2 år.

Styrets oppgaver følger av lov og forskrifter.

Styret er vedtaksdyktig når mer enn halvparten av medlemmene er til stede. Ved stemmelikhet utgjør styrets leder eller møtelederens stemme utslaget.

§ 4-2 Administrerende direktør

Sparebanken skal ha en administrerende direktør som daglig leder. Administrerende direktør tilsettes av styret.

Administrerende direktørs oppgaver følger av lov, forskrifter og egen instruks fastsatt av styret.

KAP. 5 VALGKOMITE

§ 5-1 Valgkomitéens sammensetning

Forstanderskapet velger en valgkomité med 4 medlemmer og 4 varamedlemmer, hvorav 2 medlemmer og 2 varamedlemmer velges blant de innskytervalgte, 1 medlem og 1 varamedlem velges blant de ansattevalgte og 1 medlem og 1 varamedlem velges blant de egenkapitalbevisiervalgte i forstanderskapet. Valget gjelder for to år om gangen. Lederen velges først ved eget valg. Et medlem som trer ut kan ikke gjenvelges dersom dette medfører at funksjonstiden sammenhengende vil vare mer enn 6 år. I slike tilfeller vil gjenvalg bare kunne skje etter at vedkommende har vært ute av valgkomiteen i minst 1 år.

§ 5-2 Valgkomitéens arbeid

Valgkomitéen skal forberede valg til forstanderskapet, styret og valgkomité, når ikke annet følger av lov, forskrift eller disse vedtekter.

Valgkomitéen skal innstille om godtgjørelse til tillitsvalgte og til revisor.

Forstanderskapet fastsetter nærmere instruks om valgkomitéen.

KAP. 6 ANVENDELSE AV OVERSKUDD OG INNDEKNING AV UNDERSKUDD

§ 6-1 Eierbrøk

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Eierandelskapitalen i finansforetak som ikke er organisert som aksjeselskap eller allmennaksjeselskap, omfatter innbetalt kapital som etter vedtektene er knyttet til egenkapitalbevis som gir eierbeføyelser i foretaket, senere tilført avkastning eller overskudd, herunder utjevningsfond og overkursfond.

§ 6-2 Anvendelse av overskudd

Årets overskudd fordeles forholdsmessig etter eierbrøken mellom bankens grunnfond og eierandelskapitalen. Utbytte midler kan benyttes til utbytte på eierandelskapitalen, til gaver til allmennyttige formål eller overføres til gavefond eller overføres til stiftelse med allmennyttige formål eller benyttes til utbytte til kunder. Utbytte til kunder baseres på gjennomsnittlig utlån og gjennomsnittlig innskudd for privat- og bedriftskunder gjennom regnskapsåret fordelt på antall måneder i året som kunden har hatt innskudd og/eller lån, oppad begrenset til kr 2 000 000.

Overskuddet av bankens virksomhet etter fradrag av utbytte og utdeling av gaver skal legges til bankens fond.

§ 6-3 Inndekning av underskudd

Underskudd etter resultatregnskapet for siste regnskapsår skal først søkes dekket ved forholdsmessig overføring fra grunnfondskapitalen, herunder gavefondet, og den eierandelskapitalen som overstiger vedtektsfestet eierandelskapital, herunder utjevningfondet. Underskudd som ikke dekkes slik, dekkes ved forholdsmessig overføring fra overkursfondet og kompensasjonsfondet. Ytterligere underskudd dekkes ved nedsettelse av vedtektsfestet eierandelskapital og eventuelt ved nedsettelse av annen kapital.

KAP 7. VEDTEKSENDRINGER

§ 7-1 Vedtektsendringer

Endring av disse vedtektene kan vedtas av forstanderskapet. Beslutning om å endre vedtektene i sparebanken krever tilslutning fra minst to tredeler av de avgitte stemmene og fra minst halvparten av forstanderskapets medlemmer.

KAP 8. AVVIKLING MV

§ 8-1 Beslutning om avvikling av sparebanken

Forstanderskapet tar stilling til styrets forslag om avvikling av sparebanken. Vedtak om avvikling fattes med samme flertall som for vedtektsendringer.

§ 8-2 Disponering av sparebankens kapital ved avvikling og andre strukturendringer

Ved sammenslåing med andre sparebanker, konvertering av grunnfondskapital til eierandelskapital, omdanning til aksjesparebank eller avvikling som etter særskilt vedtak i forstanderskapet leder til hel eller delvis frigjøring av sparebankens grunnfondskapital, skal frigjorte midler innenfor rammen av den lovgivning som gjelder på gjennomføringstidspunktet, etter generalforsamlingens vedtak og myndighetenes samtykke, overføres til sparebankstiftelse som opprettes i henholdsvis Sandnes kommune og Hjelmeland kommune. De frigjorte midler fordeles med 88 prosent til sparebankstiftelse i Sandnes kommune og 12 prosent til sparebankstiftelse i Hjelmeland kommune.