



COMMONWEALTH OF MASSACHUSETTS

Division of Banks

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**Decision
Relative to the Merger of
First Seacoast Bank, Dover, New Hampshire
with and into
Cambridge Savings Bank, Cambridge, Massachusetts**

Cambridge Savings Bank, Cambridge, Massachusetts has applied to the Massachusetts Division of Banks (Division) to merge with First Seacoast Bank, Dover, New Hampshire pursuant to the provisions of Massachusetts General Laws chapter 167I, section 3. Under the terms of an Agreement and Plan of Merger dated May 4, 2026 (Bank Merger Agreement), First Seacoast Bank will merge with and into Cambridge Savings Bank (Bank Merger) under the charter, by-laws, and name of Cambridge Savings Bank (Continuing Institution). The main office of Cambridge Savings Bank will remain the main office of the Continuing Institution after consummation of the Bank Merger, and the banking offices of First Seacoast Bank will be retained as branch offices of the Continuing Institution. The merger application was filed in connection with a multi-step transaction whereby under the terms of a separate Agreement and Plan of Merger dated May 4, 2026 (Parent Merger Agreement), Cambridge Financial Group, Inc. (CFGF), the mutual holding company for Cambridge Savings Bank, will form a wholly-owned subsidiary (Merger Sub I) for the sole purpose of merging Merger Sub I with and into First Seacoast Bancorp, Inc. (FSBI), the holding company for First Seacoast Bank, with FSBI as the surviving entity (Parent Merger Part 1). The Bank Merger and the Parent Merger Part 1 will happen simultaneously at a determined effective time (Effective Time). Following the consummation of the Bank Merger and Parent Merger Part 1, FSBI will be a wholly-owned subsidiary of CFGF and will no longer hold a subsidiary bank. At no time thereafter will FSBI operate as a separate entity other than as the survivor of the Parent Merger Part 1 while the multi-

step transaction is completed. After the Effective Time, CFGI will form a second wholly-owned subsidiary (Merger Sub II) for the sole purpose of merging Merger Sub II with FSBI, with Merger Sub II as the surviving entity (Parent Merger Part 2). Immediately following, Merger Sub II will merge with and into CFGI, with CFGI as the surviving entity (Parent Merger Part 3). Together, the Bank Merger, the Parent Merger Part 1, the Parent Merger Part 2, and the Parent Merger Part 3 will constitute the proposed transaction (Proposed Transaction).

Legal and Procedural Requirements

Notice of Cambridge Savings Bank's application was posted and published as directed by the Division thereby affording opportunity for the public to submit comments. The period for filing comments has expired, and no comments were received. The Division reviewed the application and supplementary materials submitted by Cambridge Savings Bank in accordance with applicable law, including the statutory criteria of whether competition among banking institutions will be unreasonably affected and whether public convenience and advantage, as well as "net new benefits," will be promoted by approval of the Proposed Transaction. The Division also considered both banks' records of performance under the Community Reinvestment Act (CRA) as well as financial and managerial factors.

The merger of CFGI and FSBI will be completed according to the authority set forth in Massachusetts General Laws chapter 167H, section 7(4). Pursuant to Massachusetts General Laws chapter 167A, section 3 (Section 3), an application to the Commonwealth's Board of Bank Incorporation was not required to complete the holding company transactions included in the Proposed Transaction because CFGI will acquire FSBI through the Parent Merger Part 1 simultaneously with the merger of the respective subsidiary banks, FSBI will not operate other than as the survivor of the Parent Merger Part 1 while the Proposed Transaction is completed, and the subsidiary bank merger requires the approval of the Commissioner of Banks. Section 3 also requires satisfaction of the age of institution and deposit concentration limit set forth in Massachusetts General Laws chapter 167A, section 2. Pursuant to these requirements, the bank to be acquired must have been in existence for not less than three years and a company that would become a bank holding company may not control more than thirty percent (30%) of the total deposits, exclusive of foreign deposits, of all depository institutions in Massachusetts insured by

the Federal Deposit Insurance Corporation (FDIC). First Seacoast Bank was established in 1890, and based upon information available as of June 30, 2026, CFGI would control approximately 0.83% of the total in-state deposits of the FDIC-insured depository institutions in Massachusetts following the Proposed Transaction. Therefore, the Proposed Transaction satisfies both the age of institution and the deposit concentration limit set forth in Massachusetts General Laws chapter 167A, section 2.

Section 3 also requires that the Division must receive notice from the Massachusetts Housing Partnership Fund (MHPF) that satisfactory arrangements have been made consistent with Massachusetts General Laws chapter 167A, section 4 and the MHPF's affordable housing loan programs. The Division received notice from the MHPF that satisfactory arrangements have been made for this transaction in a letter dated July 1, 2026.

Based upon the foregoing, the Division has determined that the Proposed Transaction satisfies the requirements of Section 3.

The Parties

Cambridge Savings Bank is a Massachusetts-chartered trust company and a wholly-owned subsidiary banking institution of CFGI. CFGI is a Massachusetts mutual holding company and is a federally registered bank holding company. In addition to its main office in Cambridge, Massachusetts, Cambridge Savings Bank operates 18 full-service branch offices located in communities across Massachusetts: Cambridge (3), Arlington (3), Burlington (2), Bedford, Belmont, Charlestown, Concord, Dorchester, Lexington, Melrose, Newton, Somerville, and Watertown. As of June 30, 2026, Cambridge Savings Bank reported total assets of approximately \$6.9 billion and total deposits of approximately \$5.3 billion. Cambridge Savings Bank's deposits are insured up to allowable limits by the FDIC. Cambridge Savings Bank has seven wholly-owned subsidiaries: Porter Securities, Inc., Porter Securities, Inc. II, Porter Securities, Inc. III, 1834 Reality, Inc., Porter Dunster, Inc., CSB Transaction LLC, and Farwell Lending, LLC.

First Seacoast Bank is a federal savings bank and a wholly-owned subsidiary of FSBI. FSBI is a Maryland corporation and is a federally registered savings and loan holding company. In addition to its main office in Dover, New Hampshire, First Seacoast Bank operates four full-service branch offices located

in the New Hampshire communities of Barrington, Durham, Portsmouth, and Rochester. As of June 30, 2026, First Seacoast Bank reported total assets of approximately \$576.3 million and total deposits of approximately \$472.1 million. First Seacoast Bank's deposits are insured by the FDIC up to allowable limits. First Seacoast Bank has one wholly-owned subsidiary: FSB Service Corporation, Inc.

Competition

Materials have been submitted to address the issue that competition among banks will not be unreasonably affected by the Proposed Transaction. In analyzing the impact of a Proposed Transaction on banking competition, the Division considers, but does not rely exclusively upon, the guidelines used by the federal authorities to review bank mergers. These guidelines define relevant geographic markets and measure market concentrations as indicators of competitiveness in the local banking markets. The starting point in the federal analysis is the Herfindahl-Hirschman Index (HHI), an arithmetic measure of market concentration that synthesizes the distribution of market shares and the number of banks in the affected market into a single value. For this transaction, the HHI analysis demonstrates that consummation of the Proposed Transaction will not result in an undue concentration of banking resources.

Cambridge Savings Bank and First Seacoast Bank both compete in the Boston, Massachusetts-New Hampshire Banking Market (Relevant Market) as that market is defined by the Federal Reserve for purposes of the HHI analysis. The Relevant Market is a highly concentrated banking market on an unweighted deposits basis under the HHI model according to applicable guidelines and would remain a highly concentrated market following the Proposed Transaction. With a de minimis projected change in the HHI for the Relevant Market following the consummation of the Proposed Transaction, market concentration would remain essentially unchanged following the combination of First Seacoast Bank with and into Cambridge Savings Bank and would therefore support a finding that consummation of the Proposed Transaction will not result in an undue concentration of banking resources.

In addition to the HHI analysis, the Division considers the competitive impact of the Proposed Transaction on a community-by-community basis, as well as on the overall banking structure of the Commonwealth. The Proposed Transaction will not have a significant adverse effect on competition among banking institutions in any relevant market. Specifically, there is no overlap in the cities and towns in

which the banks maintain branch offices. All five of First Seacoast Bank's banking offices are located in New Hampshire. All 19 of Cambridge Savings Bank's banking offices are located in Massachusetts. Also, the presence of other banks, credit unions, and non-depository lenders in the relevant markets is a further indication that the Proposed Transaction will not have a significant adverse effect on competition nor result in an undue concentration of banking resources in the communities to be served by the Continuing Institution. Accordingly, the analysis of the competitive impact of this Proposed Transaction supports its approval.

Public Convenience and Advantage

The Division also considered information provided in the application addressing whether public convenience and advantage will be promoted by the Proposed Transaction. Cambridge Savings Bank anticipates that the Proposed Transaction will provide the Continuing Institution with the ability to offer its products and services in a more efficient manner, spreading fixed costs over a larger asset base. With no branch office closings anticipated as a result of this transaction, customers of both banks will benefit from access to the larger branch and ATM network of the Continuing Institution.

In determining whether to approve a petition under the statutory criteria, the Division is required to consider a showing of "net new benefits" related to the transaction. That term as set out in Massachusetts General Laws chapter 167I, section 3 includes initial capital investments, job creation plans, consumer and business services, and commitments to maintain and open branch offices, among other factors that the Division may deem necessary. The Continuing Institution's initial capital investments are expected to include modernizing technology, systems, data analytics, and digital marketing. Because there will be no redundancies in the branch network, no customer-facing positions are expected to be eliminated as a result of the Proposed Transaction. The materials submitted as part of the application indicate that the banks believe the Proposed Transaction will permit the Continuing Institution to better serve the needs of its customers, employees, and communities. The greater size of the Continuing Institution will allow improvement in operations and technology, which should result in greater efficiencies and superior banking services for customers. There is no significant gap in the overall products and services offered by

Cambridge Savings Bank and First Seacoast Bank, respectively, and the banks do not expect that there will be any significant elimination or reduction of products and services.

Cambridge Savings Bank has stated it will bring the full array of its existing CRA program to the expanded assessment area resulting from the consummation of the Proposed Transaction. Cambridge Savings Bank's current program offers a number of consumer lending products, including a variety of affordable home loan programs and a credit builder loan product, simple checking and savings accounts for low- and moderate-income customers, a dedicated small business lending team offering small business loans and deposit products, commercial lending programs that include significant involvement in community development and community investment tax credit projects, and a long-standing commitment to community-based financial education, including first-time home buyers workshops, student and adult financial literacy sessions, and small business financial literacy classes. Cambridge Savings Bank anticipates that the CRA program of the Continuing Institution will be administered on a centralized basis from Cambridge Savings Bank's current operations center in Waltham, Massachusetts, and will include participation of New Hampshire staff and analysis of New Hampshire-based data. As part of its ongoing program, the Continuing Institution's CRA Officer will continue to deliver performance updates at least semi-annually to senior management and annually to the Board of Directors of the Continuing Institution.

Cambridge Savings Bank has stated it will continue its policy of annual charitable giving totaling an aggregate amount of six percent of its total adjusted net income from the preceding year. Such annual giving will be allocated throughout the Continuing Institution's CRA assessment area. In addition to such ongoing financial support, Cambridge Savings Bank's current expectation is that the Continuing Institution will also bring Cambridge Savings Bank's employee volunteer and financial literacy programs into the communities currently served by First Seacoast Bank.

Related to the issue of public convenience and advantage is the record of CRA performance by the banks that are parties to this transaction. Such review for Massachusetts-chartered banks includes examination by personnel of the Division. A publicly available descriptive rating and evaluation by a federal bank regulatory agency may also be considered. Cambridge Savings Bank received an "Outstanding" rating in its most recent CRA performance evaluation conducted jointly by the Division and

the FDIC as of January 29, 2024. First Seacoast Bank received an “Outstanding” rating in its most recent CRA performance evaluation conducted by the Office of the Comptroller of the Currency (OCC) as of July 8, 2024. The Division notes that both Cambridge Savings Bank and First Seacoast Bank have a history of supporting the communities in which they operate and both have maintained an “Outstanding” rating over multiple consecutive evaluation cycles. The Division’s consideration of the CRA performance of Cambridge Savings Bank and First Seacoast Bank supports the approval of the Proposed Transaction.

Financial and Managerial Considerations

The Division reviews and considers the financial and managerial aspects of the Proposed Transaction. Under the terms of the Parent Merger Agreement and subject to certain exceptions specified therein, at the Effective Time all of the shares of FSBI common stock will be converted into the right for each holder of such shares to receive a lump sum cash payment in the amount of \$17.25 per share in exchange for such holder’s shares of FSBI common stock. No financing arrangements were reported as necessary to complete this Proposed Transaction. Materials provided indicate that the Continuing Institution will meet all regulatory capital requirements upon consummation of the Proposed Transaction.

Following the Proposed Transaction, the Board of Directors and principal officers of Cambridge Savings Bank will remain unchanged, and the Board of Trustees and principal officers of CFGI will also remain unchanged. CFGI has agreed that it may, subject to its sole discretion, offer to nominate for election as corporators at CFGI’s first annual meeting following the closing date, such current members of the Boards of Directors for FSBI and First Seacoast Bank, respectively, who express an interest in serving in such capacity. Accordingly, upon review, the financial and managerial considerations support approval of the Proposed Transaction.

Conclusion

Upon review of the complete record of the application with reference to the relevant statutory and regulatory requirements, the Division concludes that all such requirements have been met, and that consummation of the Proposed Transaction is in the public interest. On the basis of these considerations, and subject to the conditions set forth below, approval is granted for First Seacoast Bank to merge with and into Cambridge Savings Bank under the charter, by-laws, and name of Cambridge Savings Bank pursuant

to Massachusetts General Laws chapter 167I, section 3. Upon consummation of the Proposed Transaction, all rights, privileges, powers, franchises, properties, assets, liabilities, and obligations of First Seacoast Bank shall be vested in and assumed by the Continuing Institution. Approval is also granted pursuant to Massachusetts General Laws chapter 167C, section 6 for the Continuing Institution to maintain each of the branch offices of First Seacoast Bank as branch offices of the Continuing Institution.

The approvals granted herein are subject to the following conditions:

1. That the Bank Merger shall not become effective until a Certificate signed by the Presidents and Clerks, or other duly authorized officers of each bank, indicating that each institution has complied with the provisions of Massachusetts General Laws chapter 167I, section 3 has been returned with my endorsement thereon;
2. That the Bank Merger shall not become effective unless the Articles of Merger with my endorsement thereon are filed with the Secretary of State;
3. That within thirty (30) days following the consummation of the Bank Merger, CFGI shall undertake all remaining steps to complete the Proposed Transaction unless an extension of time is approved by the Division;
4. That the Parent Merger Part 3 shall not become effective until the Articles of Merger for the merger of Merger Sub II with and into CFGI are filed with the Division thereby completing all steps to the Proposed Transaction; and
5. That the Proposed Transaction shall be consummated within one year of the date of this Decision.

Mary L. Gallagher

Commissioner of Banks

9/24/2026

Date