

Wawel Bank (OTC PINK: WAWL; Garfield, NJ) has agreed to merge with United Roosevelt Savings Bank (Private; Carteret, NJ)

Deal Value: Approximately \$4.4 million

Sandler O'Neill served as exclusive financial advisor to Wawel Bank and rendered a fairness opinion in connection with the transaction. This transaction represents Sandler O'Neill's 90th bank or thrift transaction nationwide since January 1, 2015, representing \$30.5 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹

This transaction marks the 10th New Jersey bank or thrift transaction that Sandler O'Neill has advised on since January 1, 2015 representing \$780.9 million in aggregate transaction value, more than any other investment bank during that time period.¹

CARTERET, N.J., August 29, 2016 – United Roosevelt Savings Bank (“United Roosevelt”) and Wawel Bank (“Wawel Bank”) (OTC Pink: WAWL) jointly announced today that they have entered into a definitive agreement and plan of merger pursuant to which United Roosevelt will acquire Wawel Bank in an all-cash transaction valued at approximately \$4.4 million, or \$5.25 per share (excluding any shares held by Wawel Financial Services MHC (“Wawel MHC”), the mutual holding company for Wawel Bank, and subject to adjustment as provided for in the merger agreement).

Under the terms of the merger agreement, Wawel Bank will merge into United Roosevelt, with United Roosevelt the surviving entity, to be followed by the merger of Wawel MHC, which owns 60.8% of Wawel Bank’s outstanding common stock, into United Roosevelt, MHC, the holding company for United Roosevelt, with United Roosevelt, MHC as the surviving entity. In the mergers, all of the outstanding shares of Wawel Bank’s common stock will be cancelled, and all Wawel Bank stockholders other than Wawel MHC will be entitled to a payment of \$5.25 per share in cash paid by United Roosevelt. The purchase price may increase or decrease based on Wawel Bank’s adjusted consolidated stockholders’ equity capital as of two days prior to the effective date of the merger.

In the mergers, depositors of Wawel Bank will become depositors of United Roosevelt, and will have the same rights and privileges in United Roosevelt, MHC as if their accounts had been established in United Roosevelt on the date established at Wawel Bank. The mergers have been approved by each company's board of directors and are anticipated to close in the first quarter of 2017, subject to regulatory approvals, the approval of the shareholders of Wawel Bank and the members of Wawel MHC, and other customary closing conditions.

Kenneth R. Totten, President and CEO of United Roosevelt, stated, “This acquisition provides United Roosevelt with an excellent opportunity to expand in a strong northern New Jersey market. It provides a great opportunity to combine two community banks that share a deep commitment to their local markets. We believe that United Roosevelt will provide Wawel Bank customers with additional resources in the form of larger lending capacity, and additional products and support. We look forward to joining forces with Wawel Bank’s employees and customers and together growing our combined institution.”

George E. Niemczyk, President and CEO of Wawel Bank, echoed those comments stating, “We are very excited to be partnering with growing, well-managed organization as United Roosevelt. We each have a similar hometown customer relationship focus that we believe will mesh well together under the banner of a much larger combined banking institution. I am confident that decisions will continue to be made locally by bankers with a vested interest in our communities.”

Financial Highlights

<i>(Dollars in thousands)</i>	United Roosevelt	WAWL
Total Assets	\$97,676	\$73,025
Total Net Loans	\$71,148	\$50,685
Total Deposits	\$80,454	\$65,001
Total Equity	\$13,728	\$7,592
TCE / TA	14.05%	10.40%

(1) Excludes terminated transactions and self-advisory roles
Note: Financial data as of June 30, 2016; Source: SNL Financial

Pro Forma Branch Map



Sandler O'Neill Contacts:

Derek Sztot
Managing Director
(212) 466-7717

Greg Giordano
Analyst
(212) 466-7989