#### FOR IMMEDIATE RELEASE

## BAYVANGUARD BANK AND KOPERNIK BANK TO MERGE

(BayVanguard Bank Completes Conversion to Maryland Charter)

BALTIMORE, MARYLAND, August 29, 2018 — BV Financial, Inc. (OTCBB: BVFL), the holding company for BayVanguard Bank, and Kopernik Bank, today announced the execution of a merger agreement pursuant to which Kopernik will merge with and into BayVanguard. The merger is expected to increase BV Financial's consolidated assets from approximately \$167.2 million at June 30, 2018 to \$326.1 million with seven full service branches.

Kopernik's existing branch offices will become branch offices of BayVanguard. Following the merger, David M. Flair and Timothy L. Prindle will each serve as co-President and Chief Executive Officer of Bay-Vanguard, M.H.C., BV Financial, Inc. and BayVanguard Bank. The Boards of Directors of each of these entities will consist of six current members of the Kopernik Board and six current members of the BayVanguard Bank Board. Edmund T. Leonard will continue to serve as the Chairman of the Boards of Bay-Vanguard, M.H.C. and BV Financial, Inc. while. Gary Amereihn will be appointed as Chairman of the Board of BayVanguard Bank.

Under the terms of the Merger Agreement, depositors of Kopernik will become depositors of BayVanguard and will have the same rights and privileges in Bay-Vanguard, M.H.C., the mutual holding company parent of BV Financial, as if their accounts had been established in BayVanguard on the date established at Kopernik. As part of the transaction, BV Financial will issue additional shares of its common stock to Bay-Vanguard, M.H.C. in an amount equal to the fair value of Kopernik as determined by an independent appraisal. These shares are expected to be issued immediately prior to completion of the merger.

David M. Flair, President and Chief Executive Officer of BayVanguard, stated "We are pleased to partner with Kopernik. We are very familiar with Kopernik and believe the bank will be a great complement to us. We look forward to having a greater impact on the Baltimore community through this partnership."

"We have always focused on our customers' and communities' needs," said Timothy L. Prindle, President and Chief Executive Officer of Kopernik. "We feel that the combined bank will be stronger than each was separately, allowing us to provide more services to and convenience for our customers and the communities we serve."

The transaction, which has been approved by the board of directors of both Kopernik and BayVanguard, is expected to close in the first quarter of 2019. The transaction is subject to certain conditions, including the approval by Kopernik's depositors and customary regulatory approvals.

Luse Gorman, PC acted as BayVanguard's legal counsel and Baker, Donelson, Bearman, Caldwell & Berkowitz, PC acted as Kopernik's legal counsel.

### **Charter Conversion**

BayVanguard Bank also announced that it completed its conversion from a federal savings bank to a Maryland savings bank effective August 23, 2018. As part of the conversion, the name of the bank was changed from Bay-Vanguard Federal Savings Bank to BayVanguard Bank.

The Maryland Office of the Commissioner of Financial Regulation will serve as the Bank's primary regulator with additional federal oversight provided by the Federal Deposit Insurance Corporation. Bay-Vanguard, M.H.C. and BV Financial, Inc. will continue to be regulated by the Federal Reserve Board.

## About BayVanguard Bank and Kopernik Bank

Bay-Vanguard, M.H.C. is the mutual holding company parent of BV Financial, Inc., a midtier savings and loan holding company. BV Financial, Inc. is the parent company of BayVanguard Bank, a Maryland-chartered savings bank. BayVanguard Bank is headquartered in Baltimore, Maryland with four full-service offices in the Baltimore metropolitan area. The Bank is a full-service community-oriented financial institution dedicated to serving the financial service needs of consumers and businesses within its market area.

Kopernik Bank is a Maryland-chartered mutual savings bank headquartered in Baltimore, Maryland with three full-service offices in the Baltimore metropolitan area. Kopernik Bank is a full-service community-oriented financial institution dedicated to serving the financial service needs of consumers and businesses within its market area.

## **Forward-Looking Statements**

This news release contains forward-looking statements. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project" and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made. Because forwardlooking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those that BayVanguard or Kopernik anticipated in its forward-looking statements and future results could differ materially from historical performance. Factors that could cause or contribute to such differences include, but are not limited to: increased economic pressures; increased competition, interest rate or legislative or regulatory changes; that completion of the transaction could take longer than expected; that prior to the completion of the transaction or thereafter, BayVanguard's or Kopernik's respective businesses may not perform as expected; that required regulatory, depositor, stockholder or other approvals are not obtained or other closing conditions are not satisfied in a timely manner or at all; reputational risks and the reaction of the companies' customers to the transaction; and diversion of management time on merger-related issues. Neither BayVanguard nor Kopernik assume any duty and do not undertake to update forward-looking statements.

# **Contact Information**

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