

BOK FINANCIAL CORP ET AL
Form 425
June 19, 2018

BOK Financial acquisition of CoBiz Financial

Sample email to Colorado-based clients, prospects, referral sources

Dear (NAME):

As a valued BOK Financial client, you know BOK Financial is committed to outstanding performance, consistent and disciplined growth, and a tradition of quality service.

This morning, BOK Financial made a significant and exciting move to expand our presence in Colorado with the announcement that we are acquiring CoBiz Financial, a \$4 billion bank based in Denver with operations in Colorado and Arizona. This acquisition fulfills a long-standing strategic objective to grow in Colorado.

Like BOK Financial, CoBiz is a commercially-focused bank and a superb fit for BOK Financial. In fact, we couldn't be more alike. We share a commitment to the communities we serve, a strong credit culture, and a long-term track record of excellent financial performance. We are very excited about this transaction and the opportunity to expand our presence in Colorado, which is one of the most dynamic and fastest growing economies in our footprint.

The transaction is expected to close later this year. The combined organization will have nearly \$40 billion in assets and will be one of the top 10 banks in Colorado in terms of deposit share.

You can read more about the acquisition on our investor relations website. As always, if you have any questions or comments, or if I can serve your banking needs in any way, please do not hesitate to call.

Best regards,

Relationship Banker

IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed merger, BOK Financial Corporation will file with the SEC a Registration Statement on Form S-4 that will include the Proxy Statement of CoBiz Financial Inc. and a Prospectus of BOK Financial Corporation, as well as other relevant documents concerning the proposed transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE REGISTRATION

STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about BOK Financial Corporation and CoBiz Financial Inc., may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from CoBiz Financial Inc. at ir.cobizfinancial.com or from BOK Financial Corporation by accessing BOK Financial Corporation's website at www.bokf.com. Copies of the Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to CoBiz Financial Inc. Investor Relations at CoBiz Financial Inc. Investor Relations, 1401 Lawrence Street, Suite 1200, Denver, CO, by calling (303) 312-3412, or by sending an e-mail to info@cobizfinancial.com or to BOK Financial Corporation Investor Relations at Bank of Oklahoma Tower, Boston Avenue at Second Street, Tulsa, Oklahoma, by calling (918) 588-6000 or by sending an e-mail to investorrelations@bokf.com.

CoBiz Financial Inc. and BOK Financial Corporation and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of CoBiz Financial Inc. in respect of the transaction described in the Proxy Statement/Prospectus. Information regarding CoBiz Financial Inc.'s directors and executive officers is contained in CoBiz Financial Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 9, 2018, which are filed with the SEC. Information regarding BOK Financial Corporation's directors and executive officers is contained in BOK Financial Corporation's Annual Report on Form 10-K for the year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 15, 2018, which are filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

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Dear (NAME):

As a valued BOK Financial client, you know BOK Financial is committed to outstanding performance, consistent and disciplined growth, and a tradition of quality service.

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Like BOK Financial, CoBiz is a commercially-focused bank and a superb fit for BOK Financial. In fact, we couldn't be more alike. We share a commitment to the communities we serve, a strong credit culture, and a long-term track record of excellent financial performance. We are very excited about this transaction and the opportunity to expand our presence in Arizona, which is one of the most dynamic and fastest growing economies in our footprint.

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Social media instructions

Please share the acquisition posts for the respective social media outlets on your personal networks. If you have questions about the social media policy, you can access it by this link.

LinkedIn: <https://www.linkedin.com/company/bok-financial/>

Facebook: <https://www.facebook.com/BOKFinancial/>

Twitter: <https://twitter.com/BOKFinancial>

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MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

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BOK Financial acquisition of CoBiz Financial

Sample email to Colorado-based clients, prospects, referral sources

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Like BOK Financial, CoBiz is a commercially-focused bank and a superb fit for BOK Financial. In fact, we couldn't be more alike. We share a commitment to the communities we serve, a strong credit culture, and a long-term track record of strong financial performance. We are very excited about this transaction and the opportunity to expand our presence in Colorado, which is one of the most dynamic and fastest growing economies in our footprint.

The transaction is expected to close later this year. The combined organization will have nearly \$40 billion in assets and will be one of the top 10 banks in Colorado in terms of deposit share.

You can read more about the acquisition on our investor relations website. As always, if you have any questions or comments or if I can serve your banking needs in any way, please do not hesitate to call.

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BOK Financial acquisition of CoBiz Financial

Sample email to Arizona-based clients, prospects, referral sources

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The transaction is expected to close later this year. The combined organization will have nearly \$40 billion in assets and a broad range of products and services to meet the banking needs of the Arizona business community.

You can read more about the acquisition on our investor relations website. As always, if you have any questions or comments, or if I can serve your banking needs in any way, please do not hesitate to call.

Best regards,

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BOK Financial acquisition of CoBiz Financial

Sample email to all other clients, prospects, referral sources

Dear (NAME):

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This morning, BOK Financial announced that we are acquiring CoBiz Financial, a \$4 billion commercially-focused bank based in Denver with operations in Colorado and Arizona. This acquisition fulfills a long-standing strategic objective to grow in Colorado and Arizona.

CoBiz is superb fit for BOK Financial. The two companies share a commitment to the communities we serve, a strong credit culture, and a long-term track record of excellent financial performance. We are very excited about this transaction and the opportunity to expand our banking presence in the Southwest, which is home to some of the most dynamic and fastest growing economies in our footprint.

The transaction is expected to close later this year. The combined organization will have nearly \$40 billion in assets and a broad range of products and services to meet the banking needs of consumers, business owners, and institutions throughout the Southwest and Lower Midwest.

You can read more about the acquisition on our investor relations website. A copy of the press release announcing the transaction is attached to this email. As always, if you have any questions or comments, or if I can serve your banking needs in any way, please do not hesitate to call.

Best regards,

Relationship Banker

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BOK Financial acquisition of CoBiz Financial

Sample email to all other clients, prospects, referral sources

Dear (NAME):

As a valued BOK Financial client, you know we are committed to quality service, consistent and disciplined growth, and a tradition of strong financial performance.

This morning, BOK Financial announced that we are acquiring CoBiz Financial, a \$4 billion bank based in Denver with operations in Colorado and Arizona. This acquisition fulfills a long-standing strategic objective to grow in Colorado and Arizona.

Like BOK Financial, CoBiz is a commercially-focused bank and a superb fit for BOK Financial. In fact, we couldn't be more alike. We share a commitment to the communities we serve, a strong credit culture, and a long-term track record of excellent financial performance. We are very excited about this transaction and the opportunity to expand our banking presence in the Southwest, which is home to some of the most dynamic and fastest growing economies in our footprint.

The transaction is expected to close later this year. The combined organization will have nearly \$40 billion in assets and a broad range of products and services to meet the banking needs of consumers, business owners, and institutions throughout the Southwest and Lower Midwest.

You can read more about the acquisition on our investor relations website. As always, if you have any questions or comments, or if I can serve your banking needs in any way, please do not hesitate to call.

Best regards,

Relationship Banker

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Social media instructions

Please share the acquisition posts for the respective social media outlets on your personal networks. If you have questions about the social media policy, you can access it by this link.

LinkedIn: <https://www.linkedin.com/company/bok-financial/>

Facebook: <https://www.facebook.com/BOKFinancial/>

Twitter: <https://twitter.com/BOKFinancial>

BOK Financial acquisition of CoBiz Financial

Sample email: Referral sources or others in your professional network

Dear (NAME):

I wanted to bring you up to speed on an exciting development at BOK Financial.

This morning, BOK Financial announced that we are acquiring CoBiz Financial, a \$4 billion commercially-focused bank based in Denver with operations in Colorado and Arizona. This acquisition fulfills a long-standing strategic objective to grow in Colorado and Arizona.

CoBiz is superb fit for BOK Financial. The two companies share a commitment to the communities we serve, a strong credit culture, and a long-term track record of excellent financial performance. We are very excited about this transaction and the opportunity to expand our banking presence in the Southwest, which is home to some of the most dynamic and fast-growing economies in our footprint.

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You can read more about the acquisition on our investor relations website. As always, if you have any questions or comments, please do not hesitate to call.

Best regards,

Etc.

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Twitter: <https://twitter.com/BOKFinancial>

Instructions for communicating with those who received CoBiz related information without disclaimers

If you send communications without disclaimers, please send the following as an addendum:

Yesterday I sent you an email announcing the agreement to acquire CoBiz Financial. We are going to be filing more information about the transaction with the Securities and Exchange Commission in a few weeks so please also note the following important notice in addition to my email from yesterday:

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