

Aktia Bank Plc
Notice of Annual General Meeting
20.02.2017 at 2 pm

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to Aktia Bank Plc shareholders of the Annual General Meeting, to be held on Wednesday, 5 April 2017 at 4.00 pm at the Old Student House, address Mannerheimintie 3, Helsinki. Persons who have registered their intention to attend will be welcomed from 3.00 pm onwards and voting sheets will be distributed.

A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, consolidated financial statements, report by the Board of Directors, Auditor's report and the statement by the Board of Supervisors for 2016

CEO's overview/ review

7. Adoption of the financial statements and the consolidated financial statements
8. Resolution on the use of the profit indicated in the balance sheet and the payment of dividend

For the financial year 2016, the Board of Directors proposes that a dividend of EUR 0.60 per share shall be paid, of which EUR 0.08 are attributable to one-time gains during the year.

Shareholders entitled to dividend are those who are registered in the register of shareholders of the company maintained by Euroclear Finland Ltd on the record date 07/04/2017. The Board of Directors proposes that the dividend shall be paid out on 21/04/2017 in accordance with the rules of Euroclear Finland Ltd.

9. Resolution on discharging the members of the Board of Supervisors and the Board of Directors, the CEO and his deputy from liability
10. Resolution on remuneration for the members of the Board of Supervisors

The Nomination Committee proposes the remuneration for members of the Supervisory Board to remain unchanged from the previous year, and amount to:

- Annual remuneration, Chair: EUR 24,400
- Annual remuneration, Deputy Chair: EUR 10,500
- Annual remuneration, Member: EUR 4,400

The Nomination Committee proposes that 40% of the annual remuneration (gross amount) shall be paid to the members in the form of Aktia Bank Plc series A shares (2016: 35%).

In addition, the Nomination Committee proposes a remuneration of EUR 500 per attended meeting. However, the chair of the Presiding Officers of the Board of Supervisors is proposed to receive a remuneration of EUR 1,000 per meeting of the Presiding Officers.

Compensation for travelling and accommodation expenses as well as a daily allowance is proposed to be paid in line with the Tax Administration guidelines.

11. Resolution on auditor's remuneration

The Nomination Committee proposes that a reasonable remuneration shall be paid to the auditor according to the invoice.

12. Determination of the number of members on the Board of Supervisors

The Nomination Committee proposes that the number of members of the Board of Supervisors shall be decreased to 26 (2016: 28).

13. Determination of the number of auditors

The Nomination Committee proposes that the number of auditors shall be one (1).

14. Election of members of the Board of Supervisors

The Nomination Committee proposes that members of the Board of Supervisors Christina Gestrin, Patrik Lerche, Håkan Fagerström, Peter Simberg, Solveig Söderback and Peter Karlgren, who are all due to step down at the Annual General Meeting 2017, shall be re-elected to the Board of Supervisors. The nomination committee proposes that Nina Wilkman, LL.M., and Mats Löfström, Member of Parliament, shall be elected as new members.

The new candidates are presented at the end of the summons.

All candidates are proposed to be elected for a term of office in accordance with Article 8 in the Articles of Association of the company, beginning when the Annual General Meeting 2017 is closed and continuing until the Annual General Meeting 2020 has concluded, or as long as Aktia Bank plc has a Board of Supervisors.

15. Election of the auditor

The Nomination Committee proposes, based on the recommendation from the Board of Directors' audit committee, that the KPMG Oy Ab, a firm of authorised public accountants, would be elected as auditor, with Jari Härmälä, M.Sc. (Econ.), APA, as auditor-in-charge.

16. Authorising the Board of Directors to decide on one or more issues of shares or specific rights referred to in Chapter 10 of the Limited Liability Companies Act that grant entitlement to shares.

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to issue shares, or specific rights entitling to shares as referred to in Chapter 10 of the Limited Liability Companies Act, as follows:

The number of shares to be issued in accordance with this authorisation is 6,658,000, corresponding to approximately 10% of all shares in the company.

The Board of Directors is authorised to decide on all terms for issues of shares and issues of specific rights entitling to shares. The authorisation is attributable to the issue of new shares. Issue of shares or specific rights entitling to shares can be carried out in deviation from shareholders' pre-emptive subscription right to company's shares (directed share issue).

Of the total number of shares issued supported by the authorisation, no more than one third may be series R shares. The Board of Directors has the right to use this authorisation to strengthen the company's capital base, for the company's share-based incentive scheme and/or for company acquisitions.

The authorisation is effective 18 months from the decision by the Annual General Meeting and recalls the authorisation to issue shares given by the Annual General Meeting 12/04/2016.

17. Authorising the Board of Directors to decide on the acquisition of company's own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on acquisition of 200,000 series A shares at a maximum, approximately corresponding to 0.4% of the total number of series A shares in the company. The own shares may be acquired in one or several lots using the unrestricted equity of the company.

The own shares may be acquired in public trading at a price formed in public trading on the date of the acquisition or otherwise at a price prevailing on the market. Own shares may be acquired in a proportion other than that of the shares held by the shareholders in other relations than shareholders' holdings of shares (directed acquisition).

The company's own shares may be acquired to be used in the company's share-based incentive scheme and/or the remuneration of members of the company's administrative bodies, for further transfer or retention.

The Board of Directors is authorised to decide on all other terms concerning acquisition of the company's own shares.

The authorisation is effective 18 months from the decision by the Annual General Meeting and recalls the authorisation to purchase own shares given by the Annual General Meeting 12/04/2016.

18. Authorising the Board of Directors to decide to divest company's own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on divesting own shares held by the company, as follows:

Based on the authorisation, a maximum of 300,000 series A shares may be divested.

The Board of Directors is authorised to decide on all other terms concerning divestment of the company's own shares. The divestment of the company's own shares can be carried out in deviation from the shareholders' pre-emptive subscription right to company's shares (directed share issue), e.g. to implement the company's incentive programme and remuneration.

The authorisation is effective 18 months from the decision by the Annual General Meeting and recalls the authorisation to divest own shares given by the Annual General Meeting 12/04/2016.

19. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice are available on Aktia Bank Plc's website www.aktia.com. Aktia Bank Plc's annual report, encompassing the company's financial statements, the report by the Board of Directors, the auditor's report plus the Board of Supervisors' statement on the accounts, the report by the Board of Directors and the auditor's report, will be available on the website mentioned above by 15/03/2017 at the latest. Copies of the

above-mentioned documents will be sent to shareholders on request. Above-mentioned documents will also be available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the website mentioned above by 19/04/2017 at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on in the company's register of shareholders maintained by Euroclear Finland Ab as at 24/03/2017, has the right to participate in the Annual General Meeting. Shareholders whose shares are registered to their personal Finnish book-entry account are registered in the company's register of shareholders. Shareholders who are registered in the company's register of shareholders and who wish to participate in the Annual General Meeting must register their intention to attend by 4.00 pm on 30/03/2017 at the latest. Participants can register for the Annual General Meeting:

- a) through the company's website www.aktia.com
- b) by telephone at +358 800 0 2474 (8.30 am-4.30 pm on weekdays)
- d) in writing to Aktia Bank plc, Group Legal, P.O. Box 207, 00101 Helsinki.

For registration purposes, the shareholder is requested to give his/her name and personal identification code or business ID, address, telephone number as well as the name and personal identification code of any representative. The personal details that shareholders give to Aktia Bank Plc will only be used for purposes associated with the Annual General Meeting and preparing the relevant registrations.

2. Owners of nominee registered shares

Owners of nominee registered shares have the right to attend the Annual General Meeting with the shares he/she would have been entitled to have entered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date of the Annual General Meeting 24/03/2017. Attendance also requires that the shareholder has been entered into the company's temporary register of shareholders, maintained by Euroclear Finland Ltd, based on these shares on 31/03/2017 at 10 am at the latest. For the nominee registered shares, this is also considered as registration to the Annual General Meeting.

Owners of shares registered in the name of a trustee shall in good time request their asset manager for the necessary instructions on being entered into the temporary register of shareholders, the granting of powers of attorney and registration for the Annual General Meeting. The trustee's account management organisation requests owners of shares registered in the name of a trustee, who wish to attend the Annual General Meeting, to be entered into the company's temporary register of shareholders at the latest at the above mentioned time.

3. Representatives and powers of attorney

Shareholders may participate in the Annual General Meeting and exercise their rights through a representative. The shareholder's representative shall produce a dated power of attorney or demonstrate their right to represent the shareholder in some other reliable way. If a shareholder is represented by more than one

representative at the general meeting, each of which represent the shares held by the shareholder in different book-entry accounts, it must be indicated, at the time of registration, which of the shareholder's shares each representative represents.

Representatives should submit their powers of attorney to the company before the meeting at the following address: Aktia Bank plc/Group Legal, PO Box 207, 00101 Helsinki, e-mail koncernjuridik@aktia.fi, or to the fax number +358 10 247 6568.

4. Other information

Pursuant to chapter 5, section 25 of the Limited Liability Companies Act, shareholders present at the Annual General Meeting have the right to request information with respect to the matters to be considered at the meeting.

On the day this notice of the Annual General Meeting was drawn up, namely 27/02/2017, the total number of shares in Aktia Bank Plc is 66,578,811: 46,706,723 series A shares and 19,872,088 series R shares. The total number of votes is 444,148,483. During any voting, the 136,356 series A shares and 6,658 series R shares, giving entitlement to a total of 269,516 votes, which the company owns itself, will not be taken into account. Further, series A shares, representing 767,551 votes, constitute shares distributed as compensation for the merger to owners of Veritas Mutual Non-Life Insurance Company in 2009, that have not yet been registered on any book-entry account and can therefore not be taken into account in any voting.

**AKTIA BANK PLC
BOARD OF DIRECTORS**

AKTIA BANK PLC

For more information, please contact:
Director Mia Bengts, HR and Group Legal, tel. +358 10 247 6348

From:
Director Malin Pettersson, Communications and CSR, Aktia Bank plc, tel. +358 10 247 6369

Distribution:
NASDAQ Helsinki
Central media
www.aktia.fi

Presentation of proposed new members to the Board of Supervisors

Nina Wilkman (b. 1958)

- Attorney-at-Law, LL.M., postgraduate student, doctoral programme
- Member of the delegation, Stiftelsen Tre Smeder
- Member of the Board of Supervisors, Ab Kelonia Oy
- Lives in Helsinki

Mats Löfström (b. 1983)

- Member of Parliament, M.Soc.Sc.
- Member of the Board, Stiftelsen Tre Smeder
- Supervisory Board, Finnish National Opera
- Chair, Svensk Utveckling r.f.
- Member of the Delegation, Östersjöfonden
- 2nd Vice Chair, The Swedish Parliamentary Group
- Vice Chair, Ålands vänner i Helsingfors r.f.
- Lives in Helsinki